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Notice on Reinstatement and Partial Revision of the Performance-Based Stock Compensation Plan

The Board of Directors of GMO Payment Gateway, Inc. ("GMO-PG") made the resolution at the meeting held on November 17, 2025, to reinstate the performance-based stock compensation plan (introduced in fiscal year ended September 2013 and hereinafter called "Compensation Plan") following its partial revision, which will be eligible to Directors (excluding Directors who are members of the Audit and Supervisory Committee, External Directors and Part-time Directors) and Executive Officers with titles ranked higher than Managing Executive Officer (hereinafter collectively called "Directors etc." including eligible Directors). This is to be proposed as an agenda for voting at the Annual Meeting of Shareholders for the fiscal year ended September 2025 (hereinafter called "AGM 2025 ") scheduled to be held on December 14, 2025.

1 . Reinstatement of the Compensation Plan

- (1) GMO-PG has decided at the Board of Directors meeting held today, November 17, 2025, to propose the Compensation Plan to the AGM 2025 for voting. This Compensation Plan aims to enhance the Directors' efforts to achieve sustainable improvement in the company's earnings and corporate value. (See note)
- (2) The Compensation Plan was first implemented in fiscal year ended September 2013. However, no compensation was paid out under the Compensation Plan from fiscal year ended September 2023 to 2025 as the Compensation Plan was under review in light of the company's business plans. Reinstatement and partial revision of the Compensation Plan is subject to approval at AGM 2025.
- (3) The Compensation Plan adopts the framework of the Board Incentive Plan Trust (hereinafter called "the BIP Trust"). The BIP Trust is an incentive plan for Directors which draws on performance share system and restricted stock system adopted in the US/Europe, wherein stock and cash amount equivalent to the conversion value of shares (hereinafter called "Shares etc.") is distributed and paid out (hereinafter called "Distributions etc.") based on the Company's achievement of financial

performance and other factors. The BIP Trust is a mid-to-long term incentive plan to distribute shares based on the achievement of financial performance targets of each year, thereby incentivizing Directors, etc., to conduct management of financial and share price performance on a mid-to-long term perspective by aligning the interests of Director's etc. with shareholders. Reinstatement of the Compensation Plan from fiscal year ending September 2026 onwards will incorporate partial revisions and extend the trust period of the BIP Trust already implemented (see below for details of revision).

(※) In order to ensure the appropriateness of executive compensation and the transparency of the decision-making process, GMO-PG has established a Nomination and Remuneration Committee comprised of a majority of External Directors including the Chairperson. The reinstatement and partial revision of the Compensation Plan have been duly deliberated by the Nomination and Remuneration Committee.

* Assuming the proposal is approved at the AGM 2025, the Directors' remuneration will consist of "basic compensation," "bonus" and "performance-based stock compensation." Note that the remuneration for External Directors and Directors that are members of the Audit and Supervisory Committee is comprised solely of "basic compensation" which is a fixed remuneration amount in order to ensure independence and objectivity to management.

2. Partial revision of the Compensation Plan

The following elaborates the partial revisions made to the Compensation Plan as compared to the existing version. All other items not stated below are unchanged from the existing Compensation Plan.

① Applicable Period and Trust Period

Following the reinstatement of the Compensation Plan, the applicable period will cover three consecutive fiscal-year periods (from the fiscal year ending September 30, 2026, to the fiscal year ending September 30, 2028; hereinafter called "Applicable Period").

During the Applicable Period, GMO-PG will contribute funds totaling a maximum of ¥500 million as remuneration for Directors, etc. and establish a trust with a trust period of three years for eligible Directors, etc. who satisfy the beneficiary requirements as beneficiaries.

Upon expiration of the trust period, GMO-PG can extend the trust by amending the trust agreement and by making additional trust contributions as an alternative to establishing a new trust.

② Maximum contribution amount to the Trust and maximum number of Shares etc. to be Distributed etc. to Directors etc.

The maximum contribution amount to the Trust and maximum number of Shares, etc. to be Distributed, etc. to Directors, etc. is subject to approval at the AGM 2025 and must not exceed the limits stated below.

Maximum amount of funds contributed to the Trust	¥500 million
Maximum number of shares to be acquired	60,000 shares

(20,000 shares per fiscal year)

Maximum contribution to the Trust is computed as the sum of funds for share acquisition and trust fees and expenses made to/for the Trust during the trust period, and references the current base compensation and bonus amounts of Directors'.

The maximum number of shares to be acquired is determined based on a past stock prices and references the maximum contributions allowable to the Trust as explained above.

③ Method of Distributions, etc. of Shares, etc.

Under the Compensation Plan, Distributions etc. of Shares etc. to eligible Directors etc. who satisfy the beneficiary requirements, will be carried out by distributing shares that correspond to a certain proportion of the total accumulated points (including previously granted points) and a cash amount equivalent to the conversion value of the shares for the remaining points.

In the event of the demise of an eligible Director etc. that satisfies the beneficiary requirements, the legal heir(s) of the said eligible Director etc. shall receive cash amount equivalent to the conversion value of the shares corresponding to the total accumulated points (including previously granted points), to be converted into cash by the Trust.

④ Timing of Distributions etc. of Shares etc.

In order to align the Directors' interests with those of shareholders and to motivate management to achieve sustainable growth and enhance corporate value from a mid- to long-term perspective, the Compensation Plan will enable Directors etc. to hold shares of the company during their term in office, to be distributed at the end of the Applicable Period of three consecutive fiscal years (from the end of the fiscal year ending September 30, 2026, to the end of the fiscal year ending September 30, 2028; or the following three consecutive fiscal years upon extension of the Compensation Plan). This compares to the past when distributions were made at the end of the term in office of that Director.

Note that Directors etc. will receive shares corresponding to the previously granted points at the end of the term of office, in the same manner as the existing Compensation Plan.

(For reference) Trust Agreement

①Type of Trust	Money trust other than a specified money trust for separate investment (Third party benefit trust)
②Purpose of Trust	To grant incentives to Directors, etc.
③Trustor	GMO-PG
④Trustee	Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: The Master Trust Bank of Japan, Ltd.)
⑤Beneficiary	Directors, etc. who satisfy beneficiary requirements
⑥Trust administrator	Third person who has no conflict of interest with GMO-PG (certified public accountant)
⑦Date of trust agreement	February 8, 2013
⑧Trust period	February 8, 2013 to end of February 2029 (planned to extend with the revision of trust agreement dated February 17, 2026)
⑨Start of the Plan	February 8, 2013 (points awarded since end of September 2013)
⑩Exercise of voting rights	Not to be exercised
⑪Type of acquired shares	Common shares of GMO-PG
⑫Maximum trust amount	500 million yen (planned) (including trust fees and expenses)
⑬Share acquisition period	February 20, 2026 (planned) to February 25, 2026 (planned)
⑭Share acquisition method	To be acquired from the stock market
⑮Vested rights holder	GMO-PG
⑯Residual assets	Residual properties that GMO-PG, holder of vested rights, can receive are within the extent of allowances for trust

(Note) The scheduled periods mentioned above may be subject to change to appropriate dates based on applicable laws and regulations.