GMO INTERNET GROUP

September 24, 2026

Address:	26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo, JAPAN
Company Name:	GMO Internet Group, Inc.
Representative:	Masatoshi Kumagai, Founder, Chairman, Group CEO and Group CAIO: Chief AI Transformation Officer (Code: 9449, TSE Prime Market)
Contact:	Masashi Yasuda, Director, Executive Vice President and Group CFO, Deputy to Group CEO
Telephone:	+81 3 5456 2555
URL:	https://group.gmo/en

Notice Regarding Transfer of Shares of GMO Commerce Co., Ltd. to GMO Internet, Inc. (Making It Our Grandchild Subsidiary) to Further Create Group Synergies, and Recognition of Extraordinary Gain in Non-Consolidated Financial Results

Our company hereby announces that, at its Board of Directors meeting held today, it resolved to transfer all shares of GMO Commerce Co., Ltd. (Securities Code: 410A, TSE Growth Market; hereinafter "GMO Commerce"), which our company currently holds, to GMO Internet, Inc. (Securities Code: 4784, TSE Prime Market; hereinafter "GMO Internet (4784)"), a consolidated subsidiary of our company, as detailed below. As a result, GMO Commerce will become a subsidiary of GMO Internet (4784), and thereby a grandchild subsidiary of our company. In addition, in connection with this share transfer, our company expects to recognize an extraordinary gain in its non-consolidated financial results, which we also announce herewith.

1. Reason for the Share Transfer

GMO Internet Group has transitioned to a holding company structure since January 2025, aiming to realize a "corporate group that continues for a century" by building a robust structure for sustainable growth through "promoting speed-oriented management" and "maximizing Group synergies."

As the holding company, our company aims to enhance the value of the entire Group by formulating management strategies and overseeing or managing the business activities of the consolidated group. This share transfer is carried out from the perspective of further creating Group synergies, and moves the business operations of GMO Commerce under the umbrella of GMO Internet (4784).

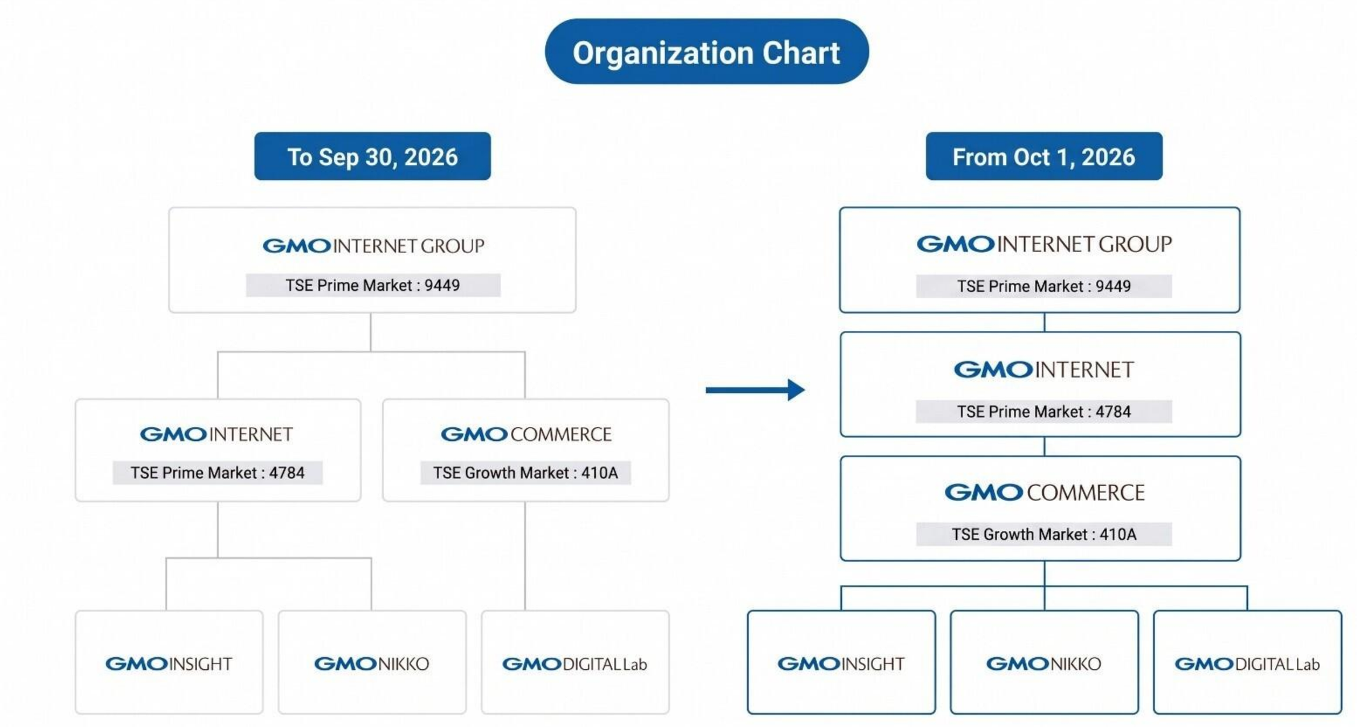
GMO Internet (4784) is the core company of the Internet infrastructure business, which is the founding business of our Group, and it operates Internet infrastructure businesses such as domain registration, cloud/rental server, and Internet connectivity services, as well as an Internet advertising and media business. GMO Commerce, meanwhile, is a company that develops and provides marketing platforms and other tools that support the improvement of customer experience (CX) and the promotion of digital transformation (DX) at stores, within the Internet infrastructure business.

Through this share transfer, GMO Internet (4784) will be able to pursue synergies from mutual customer referrals and cross-selling between the customer base of its Internet infrastructure business and the customer base held by GMO Commerce. This will further advance the pursuit of business synergies between the Internet infrastructure business and the advertising/media business under the basic strategy that GMO Internet (4784) has been pursuing, and will also promote the expansion of stock-type products in the advertising business. In addition, in connection with this share transfer, GMO NIKKO Co., Ltd. (hereinafter "GMO NIKKO") and GMO Insight Co., Ltd. (hereinafter "GMO Insight"), both wholly-owned subsidiaries of GMO Internet (4784), are planned to become subsidiaries of GMO Commerce. GMO NIKKO operates a comprehensive marketing support business, and GMO Insight operates a media business. This is intended to facilitate the sharing of know-how and the streamlining of reporting lines among the companies handling marketing and advertising, and to position GMO Commerce as the core company of the Internet advertising and media business within the GMO Internet (4784) consolidated group.

Furthermore, we believe that by making GMO NIKKO and GMO Insight its subsidiaries, GMO Commerce will also be able to strengthen its business foundation by promoting cross-selling and shifting toward stock-type revenue, in building a marketing platform for the AI era.

Through this share transfer, we will build a business operation structure under an optimal capital relationship for the Group as a whole, and realize the enhancement of corporate value over the medium to long term.

(Reference) Capital Relationship Before and After This Transaction



2. Overview of the Subsidiary to be Transferred

(1) Company Name	GMO Commerce Co., Ltd.	
(2) Head Office	1-2-3 Dogenzaka, Shibuya-ku, Tokyo	
(3) Title and Name of Representative	Masato Yamana, President and CEO	
(4) Business Activities	Development and provision of marketing platforms and other tools to support the improvement of customer experience (CX) and promotion of DX at stores	
(5) Capital	JPY 1,103 million (as of June 30, 2026)	
(6) Establishment Date	November 22, 2012	
(7) Major Shareholders and Their Shareholding Ratios	GMO Internet Group, Inc. 65.96% Masato Yamana 1.95% MSIP CLIENT SECURITIES 1.37% (As of June 30, 2026)	
(8) Relationship between the Listed Company and the Subject Company	Capital Relationship	Our company holds 65.96% of the shares of the subject company.
	Personnel Relationship	One director of our company concurrently serves as a director of the subject company.
	Business Relationship	Our company receives entrustment of Group management operations from the subject company.

(9) Financial Results and Financial Position of the Subject Company for the Most Recent Three Years			
Fiscal Year	Fiscal year ended December 2023	Fiscal year ended December 2024	Fiscal year ended December 2025
Net Assets	JPY 401 million	JPY 547 million	JPY 2,776 million
Total Assets	JPY 1,562 million	JPY 1,862 million	JPY 4,038 million
Net Assets per Share	111.78 yen	152.27 yen	502.07 yen
Net Sales	JPY 1,766 million	JPY 1,983 million	JPY 2,456 million
Operating Income	JPY 219 million	JPY 348 million	JPY 523 million
Ordinary Income	JPY 220 million	JPY 351 million	JPY 508 million
Net Income	JPY 143 million	JPY 218 million	JPY 342 million
Net Income per Share	39.85 yen	60.69 yen	84.25 yen
Dividend per Share	13,447.00 yen	22,392.77 yen	40.30 yen

3. Overview of the Transferee of the Share Transfer

(1)	Company Name	GMO Internet, Inc.	
(2)	Head Office	26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo	
(3)	Title and Name of Representative	Tadashi Ito, President and CEO	
(4)	Business Activities	・Internet infrastructure business (domain business, cloud/rental server (hosting) business, Internet connectivity (provider) business) ・Internet advertising and media business	
(5)	Capital	JPY 10,691 million (as of June 30, 2026)	
(6)	Establishment Date	September 8, 1999	
(7)	Major Shareholders and Their Shareholding Ratios	GMO Internet Group, Inc. 59.33% GMO NetIRD, Inc. 0.76% JPMorgan Securities Japan Co., Ltd. 0.59% (As of June 30, 2026)	
(8)	Relationship between the Listed Company and the Subject Company	Capital Relationship	Our company holds 59.33% of the shares of the subject company.
		Personnel Relationship	Three directors of our company concurrently serve as directors of the subject company.
		Business Relationship	Our company receives entrustment of Group management operations from the subject company.

4. Number of Shares to be Transferred, Transfer Price, and Shareholding Status Before and After the Transfer

(1)	Number of Shares Held Before the Transfer	3,596,400 shares (Number of voting rights: 35,964; voting right ownership ratio: 66.02%)
(2)	Number of Shares to be Transferred	3,596,400 shares
(3)	Transfer Price	Approx. JPY 4.3 billion (estimated)
(4)	Number of Shares Held After the Transfer	0 shares (Number of voting rights: 0; voting right ownership ratio: 0%)

5. Schedule

(1)	Date of Board	September 24, 2026

	Resolution	
(2)	Date of Execution of Share Transfer Agreement	September 24, 2026
(3)	Date of Share Transfer	October 1, 2026 (planned)

6. Future Outlook

As a result of this reorganization, our company expects to record an extraordinary gain of approximately JPY 4.1 billion in its non-consolidated financial results. On the other hand, since this reorganization is a share transfer to a consolidated subsidiary of our company, there will be no change to the fact that GMO Commerce remains a consolidated subsidiary of our company in our consolidated financial results; therefore, although there will be a change in capital surplus, the impact on consolidated profit or loss will be minimal.