

May 14, 2025

Company Name:	GMO Internet, Inc.
Name of representative:	Tadashi Ito, President and CEO (Securities code: 4784; TSE Prime Market)
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Corporate website	https://internet.gmo/en/

Notice Regarding Secondary Offering of Shares to satisfy with the Continued Listing Criteria

GMO Internet, Inc. (the “Company”) hereby announces that a resolution was adopted at a meeting of the Board of Directors held on May 14, 2025 in relation to a secondary offering of its shares of common stock (the “Offering”) as follows.

On January 1, 2025, the Company succeeded to the Internet Infrastructure Business and Internet Advertising & Media Business of its parent company GMO Internet Group, Inc. (stock code: 9449; TSE Prime Market) through an absorption-type split, and the market on which the Company is listed was changed from the Tokyo Stock Exchange Standard Market to the Tokyo Stock Exchange Prime Market (the “TSE Prime Market”) as of the same date. However, as we announced on March 10, 2025 in the “Notice Concerning Progress Based on the Plan for Conformity with the Continued Listing Criteria (Conformity Plan for the Tokyo Stock Exchange Prime Market and Conformity with the Continued Listing Criteria for the Tokyo Stock Exchange Standard Market (the former market)),” the Company does not satisfy the continued listing criteria for “tradable share market capitalization” and “tradable share ratio” in the TSE Prime Market. As a part of our efforts to conform to the continued listing criteria, this Offering is being conducted as an effort to satisfy the continued listing criteria by increasing the tradable share ratio, and the Company also expects to satisfy the continued listing criteria with respect to tradable share market capitalization through this Offering. Through this initiative, the Company aims to promote investors' understanding in relation to the Company's medium- to long-term corporate value enhancement and sustainable growth, as well as to continue to meet the continued listing criteria of the TSE Prime Market.

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| (1) Class and Number of Shares to be Offered | 91,700,000 shares of common stock of the Company |
| (2) Selling Shareholder | GMO Internet Group, Inc. |

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Note: This document is a press release to announce a secondary offering of shares of common stock and has not been prepared for the purpose of soliciting investments whether in or outside Japan. Additionally, this press release does not constitute an offer of securities for sale, nor a solicitation of an offer to buy, in the United States. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.

(3) Selling Price

To be decided

(The selling price will, taking demand and other factors into consideration, be determined on a certain date between Thursday, June 5, 2025 and Tuesday, June 10, 2025 (the “Selling Price Determination Date”) based on the tentative price to be presented on Thursday, May 29, 2025, in accordance with the method stated in Article 25 of the Rules Concerning Underwriting, Etc. of Securities of the Japan Securities Dealers Association.)

(4) Method of Offering

The Offering shall be a secondary offering by way of purchase and subscription by an underwriting syndicate led by the underwriters designated as joint lead managers (the “Underwriters”). The Offering is targeted at the Institutional Investors Eligible for the Offering (as defined in “[Reference] 2. Target of the Offering” below). Consideration for the Underwriters in connection with the Offering will be the amount calculated by subtracting the aggregate underwriting value, payable by the Underwriters to the Selling Shareholder, from the aggregate selling price. As part of the Offering, all or part of the shares may be sold to investors in overseas markets, such as those in Europe and Asia (excluding the United States and Canada).

(5) Delivery Date

The third business day following the Selling Price Determination Date

(6) Approval of the selling price and all other matters necessary for the Offering will be entrusted solely to Tadashi Ito, Representative Director, President and Chief Executive Officer of the Company.

[Reference]

1. Purpose of the Secondary Offering of Shares

As stated above, the purpose of this Offering is to promote investors' understanding in relation to the Company's medium- to long-term corporate value enhancement and sustainable growth, as well as to continue to satisfy the continued listing criteria of the TSE Prime Market.

2. Target of the Offering

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The Offering is targeted at the following (collectively, “Institutional Investors Eligible for the Offering”): (1) a financial instruments business operator that engages in investment management business, a bank (limited to banks that are classified as “city banks,” “trust banks,” or “others” in the “List of Licensed Banks (City Banks, Trust Banks, and Others)” (as of April 10, 2025) that the Financial Services Agency has published on the “List of licensed (registered) Financial Institutions” on its website), an insurance company, a federation of credit associations (referring to Shinkin Central Bank), the National Association of Labour Banks, the Norinchukin Bank (financial institution for agricultural, fishery and forestry associations), the Shoko Chukin Bank (financial institution for commercial and industrial associations), a federation of Shinkumi banks (credit cooperative) (referring to the Shinkumi Federation Bank), a federation of agricultural cooperatives (referring to the National Mutual Insurance Federation of Agricultural Cooperatives), a federation of mutual aid fishery cooperatives (referring to the National Mutual Insurance Federation of Fishery Co-Operatives), or the Pension Fund Association that is a domestic qualified institutional investor (meaning any Qualified Institutional Investor as provided for in Article 2, Paragraph 3, Item 1 of the Financial Instruments and Exchange Act); (2) financial instruments business operators who engage in investment advisory and agency business provided for in Article 28, Paragraph 3 of the Financial Instruments and Exchange Act; and (3) foreign institutional investors. The Company has decided to offer shares in the Offering exclusively to domestic and overseas institutional investors deemed to have relatively high price-formation capabilities. The Company believes this approach will contribute to the appropriate formation of its share price through expanding its institutional investor base, ultimately leading to further enhancement of shareholder value for all shareholders, including both Institutional Investors Eligible for the Offering and general investors.

3. Lock-up Period

In connection with the Offering, the selling shareholder GMO Internet Group, Inc. has agreed to the joint lead managers that, during the period commencing on the Selling Price Determination Date and ending on the date that is 180 days from and including the delivery date for the Offering (the “Lock-up Period”), it will not offer or otherwise dispose of the Company’s shares (except for in relation to the Offering, etc.) without the prior written consent of the joint lead managers.

Also, the Company has agreed that it will not conduct any issuance of its shares, issuance of securities that can be converted into, or exchanged with, its shares, issuance of securities attached with rights to obtain or receive its shares (except for issuance of new shares through a stock split (*kabushiki bunkatsu*)), or the like during the Lock-up Period without the prior written consent of the joint lead managers.

In each case above, the joint lead managers are entitled to remove the lock-up agreement in whole or in part at their discretion even during the Lock-up Period.

4. Stabilizing Transaction

No stabilizing transaction will be conducted in connection with the Offering.

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