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(Stock Exchange Code 9449)
March 6, 2024

To Shareholders with Voting Rights:

Masatoshi Kumagai
Founder, Chairman and Group CEO
GMO Internet Group, Inc.
26-1, Sakuragaoka-cho, Shibuya-ku,
Tokyo

NOTICE OF THE FY2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date and Time: **Date and Time: 10:00 a.m. on Thursday, March 21, 2024**
Login begins at 9:30 a.m.

Preliminary Date and Time: **Date and Time: 10:00 a.m. on Friday, March 22, 2024**
Login begins at 9:30 a.m.

Venue: **Virtual-only shareholders' meeting**
This Annual General Meeting of Shareholders will be held without including physical locations. The communication method that we will use to transmit and receive information during the General Meeting is the Internet. For the method of remote attendance, please refer to the "Login method of virtual-only shareholders' meeting (Japanese version only)" within the Notice of Convocation.

Meeting Agenda:

Matters to be resolved: 1. Reporting on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the Company's Fiscal Year 2023 (January 1, 2023 - December 31, 2023)
2. Reporting on the results of audits by the Financial Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements

Meeting Agenda:

Proposals to be resolved:

- Proposal 1:** **Appointment of five Directors (excluding Directors who are Audit and Supervisory Committee Members)**
- Proposal 2:** **Appointment of three Directors who are Audit and Supervisory Committee Members**

Company Proposals

Proposal 1: Appointment of five Directors (excluding Directors who are Audit and Supervisory Committee Members)

All of our company's directors (five in total) will reach the end of their term upon the conclusion of this shareholders' meeting. We kindly request the appointment of five directors.


Our company has established a voluntary Nomination and Remuneration Committee, composed of a majority of independent external directors, with the aim of further enhancing the objectivity and transparency of directors' nomination and remuneration functions. The selection of director candidates is determined after deliberation and recommendation by this committee.

As for this proposal, it has been reviewed by the Audit and Supervisory Committee, but there were no comments. The director candidates are as follows:

Table: List of Candidates for Appointment as Directors


Candidate No.	Name	Positions	Responsibilities
1	Masatoshi Kumagai	Founder, Chairman	Group CEO
2	Masashi Yasuda	Director	Executive Vice President and Group CFO, Deputy to Group CEO, Head of Group Management Division
3	Hiroyuki Nishiyama	Director	Executive Vice President and Group COO, Deputy to Group CEO, Head of Group Human Resources Development Division
4	Issei Ainoura	Director	Executive Vice President, Head of Group Payment Processing Division.
5	Tadashi Ito	Director	Executive Vice President, Head of Group Infrastructure Division, Head of HQ Business, Head of Cryptoassets Mining Business

- (Note) 1. There is no shared interest between the candidates for the Board of Directors and the Company.
2. Each candidate approved the Policy toward Large-scale Purchases of the Company's Shares adopted by the Company. For the outline of the policy, please refer to "7. Basic Policy Regarding the Control of the Stock Company" of this Notice of Convocation.
3. The Company has concluded a directors and officers liability insurance contract under which all directors are insured. The liability insurance policy compensates for any damage that may arise if a given director, who is an insured person, is liable for executing his or her duties or receives requests to pursue the liabilities. If the above candidates are appointed as directors, they will be insured under the insurance contract, and the Company intends to renew the insurance contract during their terms.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p>Masatoshi Kumagai (July 17, 1963) [Reappointment]</p>	<p>May 1991 CEO of Voice Media Inc. (currently, GMO Internet Group, Inc.)</p> <p>September 1999 CEO of MagClick Inc. (currently, GMO AD Partners, Inc.)</p> <p>April 2000 Director of MagClick Inc. (currently, GMO ADPartners, Inc.)</p> <p>August 2001 Representative Director and Chairman of iSLE Inc. (currently, GlobalSign Holdings K.K.)</p> <p>April 2002 Chairman of the Board of GMO Research Institute (currently, GMO Research, Inc.) (current position)</p> <p>March 2003 CEO, Chairman of the Board and President of Global Media Online Inc. (currently, GMO Internet Group, Inc.) Chairman of the Board of iSLE Inc. (currently, GlobalSign Holdings K.K.) (current position)</p> <p>March 2004 Chairman of the Board of paperboy&co. Inc. (currently, GMO Pepabo, Inc.) (current position) Chairman of the Board of GMO Mobile and Desktop Inc. (currently, GMO Media, Inc.) (current position)</p> <p>December 2004 Chairman of the Board of Card Commerce Services Inc. (currently, GMO Payment Gateway, Inc.)</p> <p>March 2007 Chairman of the Board of MagClick Inc. (currently, GMO AD Partners, Inc.)</p> <p>May 2008 CEO, Chairman of the Board and President, and Group CEO of GMO Internet, Inc.(currently, GMO Internet Group, Inc.)</p> <p>April 2009 Chairman of the Board of Inovex, Inc. (currently, GMO TECH, Inc.) (current position)</p> <p>December 2011 Chairman of the Board and President of GMO Payment Gateway, Inc.</p> <p>December 2012 Chairman of the Board of GMO Payment Gateway, Inc. (current position)</p> <p>March 2015 Director of GMO AD Partners, Inc.</p> <p>March 2016 Chairman of the Board of GMO AD Partners, Inc. (current position)</p> <p>March 2022 Founder, Chairman and Group CEO of GMO Internet, Inc. (currently, GMO Internet Group, Inc.; current position)</p> <p>[Reasons for the selection] As a founder, Masatoshi Kumagai has led a comprehensive group centered around internet infrastructure and financial businesses, which includes our company among 10 listed companies and a total of 106 group companies. He possess a wealth of experience in company management and high leadership skills. With a broad and high-level perspective of the entire internet industry, he has been deemed suitable as a director to drive the continuous growth of our group and promote a management structure aimed at maximizing corporate value, thus being selected as a candidate.</p>	8,990,911

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <p>Masashi Yasuda (June 10, 1971) [Reappointment]</p>	<p>April 2000 Registered as a certified public accountant Joined interQ Inc. (currently, GMO Internet Group, Inc.)</p> <p>September 2001 Head of Corporate Strategy of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2002 Director and Head of Corporate Strategy of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2003 Executive Director in charge of Group Corporate Strategy and Investor Relations of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2005 Managing Director and Head of Management Division, in charge of Group Corporate Strategy and Investor Relations of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>May 2008 Managing Director and Head of Group Management Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2013 Managing Director, Deputy to Group CEO and Head of Group Management Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2015 Deputy CEO, Deputy to Group CEO and Head of Group Management Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2016 Director of GMO Media, Inc. (current position) Director of GMO CLOUD K.K. (currently, GlobalSign Holdings K.K.) (current position) Director of GMO Pepabo, Inc. (current position) Director of GMO Research, Inc. (current position) Director of GMO AD Partners Inc. (current position) Director of GMO TECH, Inc. (current position)</p> <p>June 2016 Director of GMO CLICK Holdings, Inc. (currently, GMO Financial Holdings, Inc.) (current position) Auditor of Aozora Trust Bank, Ltd. (currently, GMO Aozora Net Bank, Ltd.)</p> <p>December 2016 Director of GMO Payment Gateway, Inc. (current position)</p> <p>June 2019 External Director of GMO Aozora Net Bank, Ltd. (current position)</p> <p>March 2022 Director, Executive Vice President and Group CFO, Deputy to Group CEO, Head of Group Management Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.; current position)</p> <p>[Reasons for the selection] Since joining the company in 2000, Masashi Yasuda contributed to the growth of the group by demonstrating his professional knowledge and experience as a Certified Public Accountant. Since 2005, he has been overseeing the management departments of our company and its group, conducting risk management through legal compliance and governance enhancement. As an officer in charge of Investor Relations (IR), he has actively developed the IR and financial strategies for our group, promoting timely disclosure. Appointed as Vice President of the Board of Directors in 2015, he has been selected as a candidate for the director position due to his extensive knowledge in the field of management control, finance, and corporate governance.</p>	37,700

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <p>Hiroyuki Nishiyama (August 14, 1964) [Reappointment]</p>	<p>September 1999 Joined MagClick Inc. (currently, GMO AD Partners, Inc.) April 2000 CEO of MagClick Inc. (currently, GMO AD Partners, Inc.) March 2001 Director of interQ Inc. (currently, GMO Internet Group, Inc.) March 2003 Executive Director in charge of Group Media of Global Media Online Inc. (currently, GMO Internet Group, Inc.) March 2006 Chairman of the Board of MagClick Inc. (currently, GMO AD Partners, Inc.) March 2007 Managing Director of GMO Internet, Inc. (currently, GMO Internet Group, Inc.) May 2008 Managing Director and Head of Group Business Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.) March 2010 Director of paperboy&co. Inc. (currently, GMO Pepabo, Inc.) March 2013 Managing Director, Deputy to Group CEO, Head of Group Ecommerce Solutions Division and Head of Group Staff Development Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.) March 2015 Deputy CEO, Deputy to Group CEO, Head of Group Ecommerce Solutions Division and Head of Group Staff Development Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.) December 2018 Director of GMO Payment Gateway, Inc. March 2019 Executive Vice President and COO, Deputy to Group CEO, Head of Group Staff Development Division, and General Manager of Alliance Development Office of GMO Internet, Inc. (currently, GMO Internet Group, Inc.) March 2022 Director, Executive Vice President and Group COO, Deputy to Group CEO, Head of Group Human Resources Development Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.; current position)</p> <p>[Reasons for the selection] After joining the group in 1999, Hiroyuki Nishiyama became the President and CEO of Magclick Inc., (currently, GMO Ad Partners Inc.), which was the first group company to go public, and joined our company's board of directors in 2001. As the head of the group's media division, he has leveraged his plentiful experience and high insight in company management to exhibit leadership in promoting the overall business. Appointed as Vice President of the Board of Directors in 2015, he assisted the group representative and also led on-site as the head of talent development. With his rich experience in talent strategy, he is suitable as a director and thus selected as a candidate.</p>	47,800

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	 <p data-bbox="197 728 368 790">Issei Ainoura (July 19, 1962)</p> <p data-bbox="186 819 379 851">[Reappointment]</p>	<p data-bbox="421 313 1259 920"> April 1986 Joined IBM Japan, Ltd. April 2000 President and Representative Director of Card Call Service, Inc. (currently, GMO Payment Gateway, Inc.) December 2003 Director of MTI Ltd. March 2006 Director of GMO Internet, Inc. (currently, GMO Internet Group, Inc.) December 2011 CEO and Representative Director of GMO Payment Gateway, Inc. December 2012 President and Representative Director of GMO Payment Gateway, Inc. (current position) March 2014 Managing Director and Head of Group Payment Processing Division of GMO Internet, Inc.(currently, GMO Internet Group, Inc.) March 2016 Deputy CEO and Head of Group Payment Processing Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.) March 2022 Director and Executive Vice President, Head of Group Payment Processing Division of GMO Internet, Inc.(currently, GMO Internet Group, Inc.; current position) </p> <p data-bbox="421 952 1286 1265"> [Reasons for the selection] After moving on from IBM Japan, Ltd., Issei Ainoura assumed the position of President and CEO of Card Call Service Co., Ltd. (currently, GMO Payment Gateway Inc.) in 2000. In 2005, he took the company public and, three years later, transitioned it to the First Section of the Tokyo Stock Exchange (currently, TSE Prime Market). The company has achieved medium-term growth through strategic planning for continuous growth with an operating profit of over 25%. Possessing a wealth of overall company management experience and a broad knowledge of business and organizational understanding, he is suitable as a director and selected as a candidate. </p>	6,400


No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 <p>Tadashi Ito (March 12, 1974) [Reappointment]</p>	<p>October 1997 Joined interQ Inc. (currently, GMO Internet Group, Inc.)</p> <p>December 2001 General Manager of OEM Division of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2004 Director and President of Business Partner Company of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>September 2004 Director and Manager of Business Partner Division of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>August 2006 Director and Manager of Group Business Development Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>April 2008 Executive Director and Manager of Group Business Development of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>January 2009 Executive Director and General Manager of Business Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2013 Director of GMO CLOUD K.K.(currently, GlobalSign Holdings K.K.) Director of paperboy&co. Inc. (currently, GMO Pepabo, Inc.) Managing Director, Head of Group Infrastructure Division and General Manager of Business Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2020 Executive Vice President, Head of Group Infrastructure Division and General Manager of Business Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>April 2020 Executive Vice President, Head of Group Infrastructure Division and General Manager of Business Division of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2022 Director, Executive Vice President, Head of Group Infrastructure Division, General Manager of Business Division, Head of Cryptoassets Mining Business of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2023 Director, Executive Vice President, Head of Group Infrastructure Division, Head of HQ Business, General Manager of Business Division, Head of Cryptoassets Mining Business of GMO Internet Group, Inc.</p> <p>July 2023 Director, Executive Vice President, Head of Group Infrastructure Division, Head of HQ Business, Head of Cryptoassets Mining Business of GMO Internet Group, Inc. (current position)</p> <p>[Reasons for the selection] Tadashi Ito joined the company in 1997 and was primarily responsible for new business ventures and external alliances. Since 2013, he served as Managing Director overseeing the Group Infrastructure Division, and also as Division Head. In 2020, he became the Vice President of the Board of Directors, leading business growth through pricing strategies and marketing strategies in the company's core services such as Access, Domain, and Cloud Hosting. We have determined that he is the most suitable candidate for the Board of Directors with the ability to execute growth strategies for further strengthening and expanding the business foundation of our group.</p>	142,300


Proposal 2 : Appointment of three Directors who are an Audit and Supervisory Committee Members


Our directors serving as Audit & Supervisory Board Members, Mr. Keigo Ogura, Mr. Takashi Gunjikake, and Mr. Kaname Masuda, will reach the end of their terms at the conclusion of this general meeting of shareholders.

Therefore, we propose the appointment of three directors as Audit & Supervisory Board Members. Please note that this proposal has already been consented to by the Audit & Supervisory Board Committee beforehand.

The candidates for directors serving as Audit & Supervisory Board Members are as follows:






No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
2	 Keigo Ogura (July 19, 1971) [Reappointment] [External]	<p>October 1996 Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>April 2000 Registered as a certified public accountant</p> <p>January 2001 Joined Partners Consulting, Inc.</p> <p>September 2002 Established Ogura Certified Public Accountant Office President of Ogura Certified Public Accountant Office (current position)</p> <p>March 2004 Auditor of Global Media Online Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2016 Director and Audit and Supervisory Committee Member of GMO Internet, Inc. (currently, GMO Internet Group, Inc.; current position)</p> <p>October 2019 G-Crew Tax Co. representative partner(current position)</p> <p>[Special interests between the candidate and the Company] There is no special interest between Keigo Ogura and the Company.</p> <p>[Reasons for the selection] Due to Keigo Ogura's professional expertise as a Certified Public Accountant and Tax Accountant, and his profound insights into corporate management, we determined that he is fully capable of appropriately fulfilling their duties as an External Director (Audit and Supervisory Committee Member). Upon his appointment, based on the provisions of our articles of incorporation, we plan to continue a liability limitation contract with him under Article 427, Paragraph 1 of the Companies Act, which limits liability under Article 423, Paragraph 1. However, the limit of liability under this contract will be as prescribed by law. If the candidate is appointed, we plan to continue declaring them as an independent officer to the Tokyo Stock Exchange. The term of the above candidate as an External Director (Audit and Supervisory Committee Member) of our company will be 8 years upon the conclusion of this general meeting.</p>	3,200

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	 Takashi Gunjikake (April 22, 1947) [Reappointment] [External]	<p>April 1967 Joined Tokyo Regional Taxation Bureau (Official, Ministry of Finance)</p> <p>July 1996 Deputy District Director of Kamakura Tax Office</p> <p>July 2003 Chief Examiner, Second Large Enterprise Examination Department of Tokyo Regional Taxation Bureau</p> <p>July 2004 Director, Second Information and Examination Division, Second Taxation Department of Tokyo Regional Taxation Bureau</p> <p>July 2005 District Director of Kanagawa Tax Office</p> <p>August 2007 Registered as a certified tax accountant</p> <p>March 2012 Auditor of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>March 2016 Director and Audit and Supervisory Committee Member of GMO Internet, Inc. (currently, GMO Internet Group, Inc.; current position)</p> <p>[Special interests between the candidate and the Company] There is no special interest between Takashi Gunjikake and the Company.</p> <p>[Reasons for the selection] Takashi Gunjikake has specialized view as a Tax Accountant, and high level of insight, we determined that he is capable of appropriately performing his duties as an External Director (Audit and Supervisory Committee Member). If appointed, based on the articles of incorporation, we plan to continue a liability limitation contract with Article 427, Paragraph 1 of the Companies Act, which limits liability under Article 423, Paragraph 1. However, the limit of liability under this contract will be as prescribed by law. If the candidate is appointed, we plan to continue declaring them as an independent officer to the Tokyo Stock Exchange. The term of the above candidate as an External Director (Audit and Supervisory Committee Member) of our company will be 8 years upon the conclusion of this general meeting.</p>	14,300





No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	 <p>Kaname Masuda (April 25, 1963)</p> <p>[Reappointment] [External]</p>	<p>April 1990 Registered as a lawyer with Dai-Ichi Tokyo Bar Association Joined Nishimura & Partners (currently Nishimura & Asahi)</p> <p>October 1998 Joined Merrill Lynch Japan Securities Co., Ltd. (currently, BofA Securities Japan Co., Ltd.)</p> <p>November 2000 General Counsel of the Office of General Counsel (Individual Customer Division) of Merrill Lynch Japan Securities Co., Ltd. (currently, BofA Securities Japan Co., Ltd.)</p> <p>March 2001 Executive Officer and General Counsel of the Office of General Counsel of Merrill Lynch Japan Securities Co., Ltd. (currently, BofA Securities Japan Co., Ltd.)</p> <p>November 2003 Joined Niimura Sogo Law Office</p> <p>September 2006 Registered as a lawyer in New York State</p> <p>February 2008 Established Masuda & Partners Law Office</p> <p>May 2008 External Auditor of paperboy&co. (currently, GMO Pepabo, Inc.)</p> <p>June 2008 External Auditor of Jibun Bank Corporation (currently, au Jibun Bank Corporation)</p> <p>February 2013 Auditor of Commons Asset Management, Inc. (current position)</p> <p>March 2014 Auditor of GMO Internet, Inc. (currently, GMO Internet Group, Inc.)</p> <p>June 2014 External Director of Kando Co., Ltd.</p> <p>October 2014 External Auditor of CROSSWARP Inc.</p> <p>November 2015 Executive Director of Japan Hotel REIT Investment Corporation (current position)</p> <p>March 2016 Director and Audit and Supervisory Committee Member of GMO Internet, Inc. (currently, GMO Internet Group, Inc.; current position)</p> <p>April 2019 External Auditor of au Financial Holdings Corporation (current position)</p> <p>June 2021 Director and Audit and Supervisory Committee Member of Nomura Securities Co., Ltd. (current position)</p> <p>[Special interests between the candidate and the Company] There is no special interest between Kaname Masuda and the Company.</p> <p>[Reasons for the selection] Due to Kaname Masuda's professional perspective as a Lawyer, his significant achievements in corporate legal affairs, and high level of insight into management, we determine that he is capable of appropriately fulfilling his duties as an External Director (Audit and Supervisory Committee Member). If appointed, based on the articles of incorporation, we plan to continue a liability limitation contract with them under Article 427, Paragraph 1 of the Companies Act, which limits liability under Article 423, Paragraph 1. However, the limit of liability under this contract will be as prescribed by law. If he is appointed, we plan to continue declaring him as an independent officer to the Tokyo Stock Exchange. The term of the above candidate as an External Director (Audit and Supervisory Committee Member) of our company will be 8 years upon the conclusion of this general meeting.</p>	1,300

GMO INTERNET GROUP

- (Note)1. Each candidate approved the Policy toward Large-scale Purchases of the Company's Shares adopted by the Company. For the outline of the policy, please refer to "7. Basic Policy Regarding the Control of the Stock Company".
2. The Company has concluded a directors and officers liability insurance contract under which all directors are insured. The liability insurance policy compensates for any damage that may arise if a given director, who is an insured person, is liable for executing his or her duties or receives requests to pursue the liabilities. If the above candidates are appointed as directors, they will be insured under the insurance contract, and the Company intends to renew the insurance contract during their terms.

	 Masatoshi Kumagai	 Masashi Yasuda	 Hiroyuki Nishiyama	 Issei Ainoura	 Tadashi Ito
GMOism practices(※)	●	●	●	●	●
Corporate management and management strategies	●	●	●	●	
Business strategies					●
Global					●
Organization, human resources, human resources development			●		
Legal operations and compliance					
Risk management					
Finance					
Finance, corporate accounting and tax accounting		●			
Sustainability		●			

※GMOism refers to the collective name for the corporate philosophy and mottos within the GMO Internet Group, including the "Spirit Venture Declaration."

	 Hideyuki Matsui	 Keigo Ogura External Directors	 Takashi Gunjikake External Directors	 Kaname Masuda External Directors
GMOism practices(※)	●	●	●	●
Corporate management and management strategies				
Business strategies				
Global	●			
Organization, human resources, human resources development				
Legal operations and compliance				●
Risk management				●
Finance	●			
Finance, corporate accounting and tax accounting		●	●	
Sustainability				