

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Stock code: 3769
November 30, 2018

To Our Shareholders

Issei Ainoura
President & Chief Executive Officer
GMO Payment Gateway, Inc.
1-14-6 Dogenzaka, Shibuya-ku, Tokyo

Notice of the 25th Annual Meeting of Shareholders

You are cordially invited to attend the 25th Annual Meeting of Shareholders of GMO Payment Gateway, Inc. (the “Company”), which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electromagnetic means (the Internet). Please review the appended “Reference Materials for the Meeting of Shareholders” and exercise your voting rights no later than 6:00 p.m. on Friday, December 14, 2018.

1. **Date and time:** 10:00 a.m., Sunday, December 16, 2018 (Doors open at 9:00 a.m.)
2. **Place:** Bellesalle Shibuya Garden
1st Floor, Sumitomo Fudosan Shibuya Garden Tower
16-17 Nanpeidaicho, Shibuya-ku, Tokyo

3. Agenda:

Matters to be reported:

1. Report on the business report and the consolidated financial statements for the 25th fiscal year (from October 1, 2017 to September 30, 2018), and the results of the audit of the consolidated financial statements by the accounting auditors and the Board of Auditors.
2. Report on the non-consolidated financial statements for the 25th fiscal year (from October 1, 2017 to September 30, 2018).

Matters to be resolved:

- Proposal 1: Appropriation of surplus
- Proposal 2: Partial amendments to the Articles of Incorporation
- Proposal 3: Election of eleven (11) directors
- Proposal 4: Election of one (1) auditor

-
- You are kindly requested to present the enclosed voting card to the receptionist when you attend the meeting.
 - The following matters are posted on our website (<https://corp.gmo-pg.com/ir/shareholder/>) under the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, and are not included in this notice (the matters are available in Japanese only).
Consequently, the attached documents to this notice are one part of the documents that were audited by the auditors and the accounting auditors in preparing the audit reports.
 - (1) Notes to the consolidated financial statements
 - (2) Notes to the non-consolidated financial statements
 - Any changes in the reference materials for the meeting of shareholders, business report, or non-consolidated or consolidated financial statements will be reported on the Company's website (<https://corp.gmo-pg.com/ir/shareholder/>). The changes in these documents will be available in Japanese only.

Reference Materials for the Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

The Company proposes the appropriation of surplus as follows:

Matters concerning the end-of-term dividend

In consideration of the business performance during the fiscal year under review, future business development and other factors, the end-of-term dividend for the 25th fiscal year is proposed as follows:

- 1. Matters concerning allocation of dividend property to shareholders and the total amount thereof
 - ¥58 per share of common stock of the Company
 - Total amount: ¥2,154,584,000
- 2. Effective date of dividends from surplus
 - December 17, 2018

Proposal 2: Partial amendments to the Articles of Incorporation

- 1. Reasons for the amendments

To add a business purpose to the Article 3 (Objectives) of the current Articles of Incorporation in order to prepare for business expansion in the future.

(Proposed amendments to Article 3)

- 2. Details of amendments

Details of amendments are as follows:

(Underlined portions are amended.)

Current articles of incorporation	Proposed amendments
(Objectives) Article 3 The Company’s objectives are to operate the following businesses. 1-18 (Omitted) (Newly established) <u>19</u> (Omitted)	(Objectives) Article 3 The Company’s objectives are to operate the following businesses. 1-18 (Same as the present) <u>19</u> <u>Agent business for electronic payment, etc.</u> <u>20</u> (Same as the present)

Proposal 3: Election of eleven (11) directors

The terms of office of all the thirteen (13) directors will expire at the conclusion of this Meeting of Shareholders. The Company is reviewing its system pertaining to executive officers with an aim to strengthen the Board of Directors' supervisory function regarding business execution and enhance the management structure, thereby clarifying the business execution system for executive officers. Accordingly, the Company proposes to elect eleven (11) directors (including two (2) external directors) by decreasing the number of directors by two (2).

The candidates for the positions of director are as follows:

No.	Name		Position	Responsibilities	Attendance at Meetings of the Board of Directors (Fiscal Year 2018)
1	Reappointment	Masatoshi Kumagai	Chairman & Director	-	15/18 meetings (83%)
2	Reappointment	Issei Ainoura	President & Chief Executive Officer	-	18/18 meetings (100%)
3	Reappointment	Ryu Muramatsu	Director, Executive Vice President	General Manager of Corporate Value Creation Strategy Division	18/18 meetings (100%)
4	Reappointment	Satoru Isozaki	Director, Executive Vice President	General Manager of Corporate Support Division	18/18 meetings (100%)
5	Reappointment	Yuichi Hisada	Senior Managing Director	General Manager of Innovation Partners Division	18/18 meetings (100%)
6	Reappointment	Masashi Yasuda	Director	-	18/18 meetings (100%)
7	Reappointment	Takehito Kaneko	Director	-	14/15 meetings (93%)
8	Reappointment External Independent	Masaya Onagi	Director	-	17/18 meetings (94%)
9	Reappointment External Independent	Akio Sato	Director	-	17/18 meetings (94%)
10	New appointment	Hiroyuki Nishiyama	-	-	-
11	New appointment	Hirofumi Yamashita	-	-	-

Strengthening of the Board of Directors' supervisory function regarding business execution and enhancement of the management structure

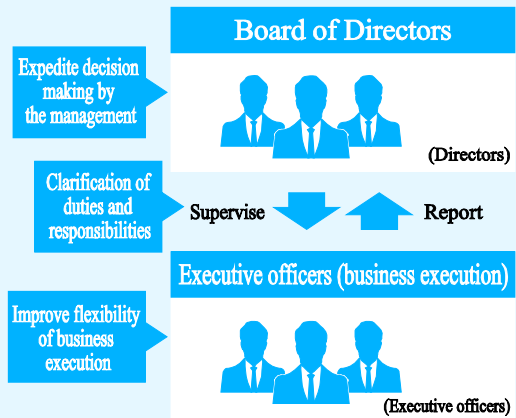
(to be implemented from December 16, 2018)

Purpose

In order to appropriately respond to changes in the business environment surrounding the Company, the Company will newly establish an Executive Committee, strengthen the supervisory function of the Board of Directors, as well as further expedite decision making by the management and enhance corporate governance.

Overview of the new management structure

1. Executive officers execute their duties as persons responsible for the business execution, based on the management policy determined by the Board of Directors (the Company will newly establish an Executive Committee to deliberate respective duties).
2. The appointment and dismissal of executive officers will be resolved at the Board of Directors.
3. The duties of executive officers will be determined at the Board of Directors.
4. The term of office for executive officers shall be until the close of the meeting of Board of Directors to be held immediately after an annual meeting of shareholders convened pertaining to the last fiscal year ending within one year after election.
5. Directors may concurrently serve as executive officers.



Candidate No. 1 Reappointment

Masatoshi Kumagai (Date of birth: Jul. 17, 1963) Number of the Company's shares held: – shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

May 1991	CEO of VoiceMedia, Inc. (now GMO Internet, Inc.)
Sep. 1999	CEO of MagClick, Inc. (now GMO AD Partners, Inc.)
Apr. 2000	Director of MagClick, Inc. (now GMO AD Partners, Inc.)
Aug. 2001	Representative Director and Chairman of iSLE, Inc. (now GMO Cloud K.K.)
Apr. 2002	Chairman of the Board of GMO Research Institute (now GMO Research, Inc.) (Present)
Mar. 2003	CEO and Chairman of the Board of Global Media Online, Inc. (now GMO Internet, Inc.)
Mar. 2003	Chairman of iSLE, Inc. (now GMO Cloud K.K.) (Present)
Mar. 2004	Chairman of the Board of paperboy&co, Inc. (now GMO Pepabo, Inc.) (Present)
Mar. 2004	Chairman of the Board of GMO Mobile&Desktop Inc. (now GMO Media, Inc.) (Present)
Dec. 2004	Chairman of the Board of Card Commerce Service, Inc. (now GMO Payment Gateway, Inc.)
Mar. 2007	Chairman of the Board of MagClick, Inc. (now GMO AD Partners, Inc.)
May 2008	Group CEO and Representative Director of GMO Internet, Inc. (Present)
Apr. 2009	Chairman of the Board of Inovex, Inc. (now GMO TECH, Inc.) (Present)
Dec. 2011	President and Chairman of the Board of GMO Payment Gateway, Inc.
Dec. 2012	Chairman and Director of GMO Payment Gateway, Inc. (Present)
Mar. 2015	Director of GMO AD Partners, Inc.
Mar. 2016	Chairman of the Board of GMO AD Partners, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Masatoshi Kumagai possesses abundant experience and insight in corporate management and business strategy for the GMO Internet Group. The Company believes that he is qualified to serve as a director with the expectation that he will offer advice to the management of the Company regarding overall management coming from a broad and high-level perspective.

Candidate No. 2 Reappointment

Issei Ainoura (Date of birth: Jul. 19, 1962) Number of the Company's shares held: 700,100 shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1986	Joined IBM Japan, Ltd.
Apr. 2000	President and Representative Director of Card Call Service, Inc. (now GMO Payment Gateway, Inc.)
Dec. 2003	Director of MTI Ltd.
Mar. 2006	Director of GMO Internet, Inc.
Dec. 2011	CEO and Representative Director of GMO Payment Gateway, Inc.
Dec. 2012	President and Chief Executive Officer of GMO Payment Gateway, Inc. (Present)
Mar. 2014	Managing Director and Head of Group Payment Processing Division of GMO Internet, Inc.
Mar. 2016	Deputy CEO and Head of Group Payment Processing Division of GMO Internet, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Issei Ainoura has long served as Representative Director of the Company since 2000 and has a proven track record in strategy planning and execution which led to the attainment of a continuous high rate of growth. He also has extensive experience and knowledge in overall corporate business management. The Company believes that he is qualified to serve as a director based on his proven track record, experience and knowledge.

Candidate No. 3 Reappointment

Ryu Muramatsu

(Date of birth: Apr. 8, 1970) Number of the Company's shares held: 125,900 shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1994	Joined Japan Associated Finance Co., Ltd. (now JAFCO Co., Ltd.)
Dec. 1999	Representative Director of Payment One, Inc.
May 2001	Representative Director and CEO of Payment One, Inc.
Dec. 2004	Managing Director, General Manager of Corporate Planning Office of Card Commerce Service, Inc. (now GMO Payment Gateway, Inc.)
Dec. 2007	Senior Managing Director, General Manager of Corporate Planning Office of GMO Payment Gateway, Inc.
Oct. 2009	Senior Managing Director, General Manager of Corporate Planning Office, in charge of Investment Strategy of GMO Payment Gateway, Inc.
Oct. 2010	Senior Managing Director, General Manager of Corporate Planning Office, in charge of Investment Strategy and Corporate Strategy of GMO Payment Gateway, Inc.
Nov. 2010	Senior Managing Director, General Manager of Corporate Planning Office, in charge of Investment Strategy, Corporate Strategy and Products and Services Strategy of GMO Payment Gateway, Inc.
Dec. 2010	Director, Executive Vice President, General Manager of Corporate Planning Office, in charge of Investment Strategy, Corporate Strategy and Products and Services Strategy of GMO Payment Gateway, Inc.
Oct. 2012	Director, Executive Vice President, General Manager of Corporate Value Creation Strategy Division of GMO Payment Gateway, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Ryu Muramatsu has overseen Corporate Planning, IR & PR, and new business divisions including those overseas as a director since 2004, through which he has gained extensive experience and knowledge in overall corporate management, promotion of global business management and sustainable improvement of corporate value. The Company believes that he is qualified to serve as a director based on his experience and knowledge.

Candidate No. 4 Reappointment

Satoru Isozaki

(Date of birth: Oct. 31, 1960) Number of the Company's shares held: 500 shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1984	Joined IBM Japan, Ltd.
Jan. 1998	General Manager of System Department of IBM Japan, Ltd.
Jan. 2006	Chairman, in charge of Finance Sector Delivery of IBM Japan, Ltd.
Jul. 2007	Executive Board Member, in charge of Application Innovation Service of IBM Japan, Ltd.
Apr. 2009	Executive Board Member, in charge of ITS Delivery of IBM Japan, Ltd.
Sep. 2011	Senior Executive Officer, in charge of System Division of GMO Payment Gateway, Inc.
Oct. 2011	Senior Executive Officer, General Manager of System Division of GMO Payment Gateway, Inc.
Dec. 2011	Managing Director, General Manager of System Division of GMO Payment Gateway, Inc.
Oct. 2012	Managing Director, General Manager of System Division, General Manager of IT Strategy Planning Office of GMO Payment Gateway, Inc.
Dec. 2012	Senior Managing Director, General Manager of System Division, General Manager of IT Strategy Planning of GMO Payment Gateway, Inc.
Feb. 2013	Senior Managing Director, General Manager of System Division of GMO Payment Gateway, Inc.
Dec. 2014	Director, Executive Vice President, General Manager of System Division of GMO Payment Gateway, Inc.
Oct. 2017	Director, Executive Vice President, General Manager of Corporate Support Division of GMO Payment Gateway, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Satoru Isozaki has overseen the System Division as a director since 2011 and personnel, general business affairs, accounting, finance, legal and other administrative functions since 2017, through which he has gained extensive experience and knowledge in overall corporate management. The Company believes that he is qualified to serve as a director based on his experience and knowledge.

Candidate No. 5 Reappointment

Yuichi Hisada (Date of birth: Dec. 8, 1958) Number of the Company's shares held: 400 shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1984	Joined IBM Japan, Ltd.
Jan. 2001	General Manager of Sales Department, Financial Institutions Sales Division of IBM Japan, Ltd.
Jul. 2009	Chairman, General Manager of Sales Department of IBM Japan, Ltd.
Jan. 2012	Chairman, Deputy General Manager of Business Department of IBM Japan, Ltd.
May 2012	Senior Executive Officer, in charge of Sales Division of GMO Payment Gateway, Inc.
Oct. 2012	Senior Executive Officer, General Manager of Innovation Partners Division of GMO Payment Gateway, Inc.
Dec. 2012	Managing Director, General Manager of Innovation Partners Division of GMO Payment Gateway, Inc.
May 2015	Managing Director, General Manager of Innovation Partners Division, General Manager of TL Promotion Office of GMO Payment Gateway, Inc.
Oct. 2015	Managing Director, General Manager of Innovation Partners Division of GMO Payment Gateway, Inc.
Dec. 2016	Senior Managing Director, General Manager of Innovation Partners Division of GMO Payment Gateway, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Yuichi Hisada has overseen the Sales Division as a director since 2012, through which he has gained extensive experience and knowledge in leading the Company's further growth and in reinforcing the foundation of "Proposal making as an innovation partner" as one of the strengths of the Company. The Company believes that he is qualified to serve as a director based on his experience and knowledge.

Candidate No. 6 Reappointment

Masashi Yasuda (Date of birth: Jun. 10, 1971) Number of the Company's shares held: — shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 2000	Registered as a Certified Public Accountant
Apr. 2000	Joined InterQ Inc. (now GMO Internet, Inc.)
Sep. 2001	Head of Corporate Strategy Office of Global Media Online, Inc. (now GMO Internet, Inc.)
Mar. 2002	Director, Head of Corporate Strategy of Global Media Online, Inc. (now GMO Internet, Inc.)
Mar. 2003	Executive Director, in charge of Group Corporate Strategy and Investor Relations of Global Media Online, Inc. (now GMO Internet, Inc.)
Mar. 2005	Managing Director, Head of Management Division, in charge of Group Corporate Strategy and Investor Relations of Global Media Online, Inc. (now GMO Internet, Inc.)
May 2008	Managing Director, Head of Group Management Division of GMO Internet, Inc.
Mar. 2013	Managing Director, Deputy to Group CEO, Head of Group Management Division of GMO Internet, Inc.
Mar. 2015	Deputy CEO, Deputy to Group CEO, Head of Group Management Division of GMO Internet, Inc. (Present)
Mar. 2016	Director of GMO Media, Inc. (Present)
Mar. 2016	Director of GMO CLOUD K.K. (Present)
Mar. 2016	Director of GMO Pepabo, Inc. (Present)
Mar. 2016	Director of GMO Research, Inc. (Present)
Mar. 2016	Director of GMO AD Partners, Inc. (Present)
Mar. 2016	Director of GMO TECH, Inc. (Present)
Jun. 2016	Director of GMO Click Holdings, Inc. (now GMO Financial Holdings, Inc.) (Present)
Jun. 2016	Outside Statutory Auditor of Aozora Trust Bank, Ltd. (now GMO Aozora Net Bank, Ltd.) (Present)
Dec. 2016	Director of GMO Payment Gateway, Inc. (Present)

Reasons for selection as a candidate for Director

The Company believes that Mr. Masashi Yasuda is qualified to serve as a director with the expectation that he will offer advice to the management of the Company regarding the enhancement of corporate governance structure and overall business management based on his extensive knowledge and experience from managing the GMO Internet Group and as a CPA.

Candidate No. 7 Reappointment

Takehito Kaneko (Date of birth: Mar. 28, 1964) Number of the Company's shares held: – shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1986	Joined IBM Japan, Ltd.
Jan. 1999	General Manager of First Sales Section, Finance System Department of IBM Japan, Ltd.
Jan. 2005	Chairman, General Manager of First Finance Department of IBM Japan, Ltd.
Apr. 2006	Executive Board Member, General Manager of First Finance Department of IBM Japan, Ltd.
Apr. 2010	Seconded to IBM Corporation as Vice President, in charge of Banking Frameworks and Finance Sector
Apr. 2011	Vice President, in charge of Business Development and Global Business Services of IBM Corporation
Aug. 2011	Senior Executive Board Member, in charge of Software Business of IBM Japan, Ltd.
Jan. 2012	Senior Executive Board Member, Head of Global Technology Service Business and Outsourcing Business of IBM Japan, Ltd.
Feb. 2015	Senior Executive Board Member, General Manager of Global Technology Service Division of IBM Japan, Ltd.
Jun. 2017	Director and Chairman of Aozora Trust Bank, Ltd. (now GMO Aozora Net Bank, Ltd.) (Present)
Jun. 2017	External Director of GMO Click Securities, Inc.
Dec. 2017	Director of GMO Payment Gateway, Inc. (Present)
Mar. 2018	Director of GMO Internet, Inc. (Present)
Mar. 2018	Director of GMO Financial Holdings, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Takehito Kaneko had previously served as Senior Executive Board Member of IBM Japan, Ltd. and possesses abundant experience and knowledge in finance-related businesses relevant to the Company. The Company believes that he is qualified to serve as a director with the expectation that he will offer such experience and knowledge to the management of the Company.

Candidate No. 8 Reappointment, External, Independent

Masaya Onagi (Date of birth: Dec. 28, 1946) Number of the Company's shares held: 4,000 shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1970	Joined IBM Japan, Ltd.
Mar. 1994	Director, Executive Manager of Second Sales Department, Finance System Division of IBM Japan, Ltd.
Apr. 1998	Managing Director, General Manager of Finance System Department of IBM Japan, Ltd.
Apr. 2000	Executive Managing Director, in charge of Service Business of IBM Japan, Ltd.
Apr. 2002	Executive Vice President, in charge of Sales Business of IBM Japan, Ltd.
Feb. 2005	Deputy President of The Japan Research Institute, Limited
Jul. 2006	Representative Director, President and CEO of JRI Solutions Ltd. (now JSOL Corporation)
Dec. 2007	External Director of GMO Payment Gateway, Inc. (Present)
Dec. 2008	Outside Director of MTI Ltd. (Present)
Jun. 2016	Director and Chairman of Aozora Trust Bank, Ltd. (now GMO Aozora Net Bank, Ltd.)

Reasons for selection as a candidate for Director

Mr. Masaya Onagi had previously served as Executive Vice President of IBM Japan, Ltd., and played an active role at the forefront of financial and service-related businesses relevant to the Company, ultimately exercising control over the entire sales department. The Company believes that he is qualified to serve as an external director with the expectation that he will offer such experience and extensive knowledge to the management of the Company.

Candidate No. 9 Reappointment, External, Independent

Akio Sato (Date of birth: Feb. 4, 1966) Number of the Company's shares held: – shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1997 Registration as a lawyer (Daini Tokyo Bar Association)
Mar. 2003 Establishment of Sato Law Office (Present)
Mar. 2008 Outside Corporate Auditor of POLA ORBIS HOLDINGS INC. (Present)
Dec. 2008 External Director of GMO Payment Gateway, Inc. (Present)
Apr. 2012 Part-time instructor of Keio Business School (Present)
Jun. 2015 Outside Director of Kirayaka Bank, Ltd. (Present)
Jun. 2016 Outside Director of Aozora Trust Bank, Ltd. (now GMO Aozora Net Bank, Ltd.) (Present)
Jul. 2017 Outside Director of U-NEXT Co., Ltd. (now USEN-NEXT HOLDINGS Co., Ltd.) (Present)

Reasons for selection as a candidate for Director

The Company believes that Mr. Akio Sato is qualified to serve as an external director with the expectation that he will offer advice and views to the management of the Company as a legal specialist drawing upon his extensive knowledge and experience as a lawyer.

Candidate No. 10 New appointment

Hiroyuki Nishiyama (Date of birth: Aug. 14, 1964) Number of the Company's shares held: – shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Sep. 1999 Joined MagClick, Inc. (now GMO AD Partners, Inc.)
Apr. 2000 CEO of MagClick, Inc. (now GMO AD Partners, Inc.)
Mar. 2001 Director of InterQ Inc. (now GMO Internet, Inc.)
Mar. 2003 Executive Director, in charge of Group Media of Global Media Online, Inc. (now GMO Internet, Inc.)
Mar. 2006 Chairman of the Board of MagClick, Inc. (now GMO AD Partners, Inc.)
Mar. 2007 Managing Director of GMO Internet, Inc.
May. 2008 Managing Director and Head of Group Business Division of GMO Internet, Inc.
Mar. 2010 Director of paperboy&co., Inc. (now GMO Pepabo, Inc.) (Present)
Mar. 2013 Managing Director, Deputy to Group CEO, Head of Group Ecommerce Solutions Division, Head of Group Staff Development Division of GMO Internet, Inc.
Mar. 2015 Deputy CEO, Deputy to Group CEO, Head of Group Ecommerce Solutions Division, Head of Group Staff Development Division of GMO Internet, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Hiroyuki Nishiyama possesses a deep insight gained from management of the GMO Internet Group and corporate business management and expertise in the services provided within the industry/Group. The Company believes that he is qualified to serve as a director with the expectation that he will offer his extensive knowledge and experience to the management of the Company.

Candidate No. 11 New appointment

Hirofumi Yamashita (Date of birth: Jul. 1, 1962) Number of the Company's shares held: – shares

Career summary, position and areas of responsibility in the Company (Significant concurrent positions)

Apr. 1985	Joined IBM Japan, Ltd.
Feb. 2002	General Manager of Financial Solutions and Service Development Division of IBM Japan, Ltd.
Apr. 2007	Joined GMO Internet, Inc. Acting Head of Group Systems Support Office of GMO Internet, Inc.
Apr. 2008	Head of Group Systems Support Office of GMO Internet, Inc.
Jan. 2009	General Manager of Systems Division of GMO Internet, Inc.
Mar. 2009	Director and General Manager of Systems Division of GMO Internet, Inc.
Dec. 2010	External Director of GMO Payment Gateway, Inc.
Mar. 2011	Executive Director and General Manager of Systems Division of GMO Internet, Inc.
Jun. 2011	External Director of GMO CLICK Securities, Inc.
Mar. 2013	Executive Director, Head of Group Systems Division, General Manager of Systems Division of GMO Internet, Inc.
Mar. 2015	Managing Director, Head of Group Systems Division, General Manager of Systems Division of GMO Internet, Inc. (Present)

Reasons for selection as a candidate for Director

Mr. Hirofumi Yamashita possesses expertise in management of the GMO Internet Group and systems for supporting the foundation of the Group's services. The Company believes that he is qualified to serve as a director with the expectation that he will offer his extensive knowledge and experience to the management of the Company.

- Notes:
1. Candidate Mr. Masatoshi Kumagai is Representative Director of GMO Internet, Inc. (parent company of the Company). The Company has a commercial relationship with GMO Internet, Inc.
 2. Candidate Mr. Issei Ainoura is Deputy CEO of GMO Internet, Inc. (parent company of the Company). The Company has a commercial relationship with GMO Internet, Inc.
 3. Candidate Mr. Masashi Yasuda is Deputy CEO of GMO Internet, Inc. (parent company of the Company). The Company has a commercial relationship with GMO Internet, Inc.
 4. Candidate Mr. Takehito Kaneko is Director of GMO Internet, Inc. (parent company of the Company). The Company has a commercial relationship with GMO Internet, Inc.
 5. Candidate Mr. Hiroyuki Nishiyama is Deputy CEO of GMO Internet, Inc. (parent company of the Company). The Company has a commercial relationship with GMO Internet, Inc.
 6. Candidate Mr. Hirofumi Yamashita is Managing Director of GMO Internet, Inc. (parent company of the Company). The Company has a commercial relationship with GMO Internet, Inc.
 7. There are no special interests between the other candidates and the Company.
 8. Mr. Masaya Onagi and Mr. Akio Sato are candidates for the positions of external director. The Company has appointed them as independent directors as stipulated in the regulations set forth by the Tokyo Stock Exchange and notified the Exchange accordingly.
 9. Mr. Masaya Onagi currently serves as an external director of the Company and his term of office will have been eleven (11) years at the conclusion of this Meeting of Shareholders.
 10. Mr. Akio Sato currently serves as an external director of the Company and his term of office will have been ten (10) years at the conclusion of this Meeting of Shareholders.
 11. The Company has entered into limited liability agreements with Mr. Masaya Onagi and Mr. Akio Sato, who serve as external directors of the Company pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. If their reelection is approved, the Company will continue the said agreements. The outline of the agreement is as described on page 38 of the attachment to this convocation notice.

Proposal 4: Election of one (1) auditor

The term of office of auditor Mr. Yasuhiro Kanda will expire at the conclusion of this Meeting of Shareholders. The Company proposes to elect one (1) auditor.

The Board of Auditors has given its consent to this proposal.

The candidate for the position of auditor is as follows:

Candidate No. 1 New appointment, External, Independent

Yumi Hokazono (Date of birth: Feb. 18, 1975) Number of the Company’s shares held: – shares

Career summary and position in the Company (Significant concurrent positions)

- Oct. 1998 Joined Showa Ota & Co. (now Ernst & Young ShinNihon LLC)
- Apr. 2002 Registered as a Certified Public Accountant
- Jul. 2013 Representative of Yumi Hokazono Certified Public Accountant Office (Present)

Reasons for selection as a candidate for Auditor

The Company believes that Ms. Yumi Hokazono is qualified to serve as an external auditor with the expectation that she will contribute to the enhancement of the corporate governance structure of the Company and perform audits on the execution of directors’ duties based on her extensive knowledge and experience as a CPA.

- Notes:
1. Ms. Yumi Hokazono is a candidate for the position of external auditor. The Company has appointed her as an independent auditor as stipulated in the regulations set forth by the Tokyo Stock Exchange and notified the Exchange accordingly. There are no special interests between the candidate and the Company.
 2. If Ms. Yumi Hokazono’s election is approved, the Company will enter into a limited liability agreement with her pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The outline of the agreement is as described on page 38 of the attachment to this convocation notice.