

June 15, 2026

Company Name: GMO GlobalSign Holdings K.K.  
Representative Director & CEO: Mitsuru Aoyama  
(Code:3788 Tokyo Stock Exchange Prime Market)

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## Notice Regarding Change in Consolidated Subsidiary (Share Transfer)

GMO GlobalSign Holdings K.K. (the "Company") hereby announces that at its Board of Directors meeting held on June 15, 2026, the Company resolved to transfer all of its shares in GMO Digital Lab Co., Ltd. ("GMO DigiLab"), a consolidated subsidiary of the Company, to GMO Commerce Co., Ltd. ("GMO Commerce"), and entered into a share transfer agreement on the same date. Details are as set forth below.

### 1. Reasons for the Change

The Company has adopted "Transforming society through IT" as its corporate philosophy and is committed to expanding a convenient, prosperous, and smiling society. As a medium-term strategy to achieve this, the Company has been implementing Next2040, focusing on businesses in the "trust" offered by internet security and the "vast market" of AI-supporting infrastructure, against the backdrop of AI's increasing penetration in society. The Company is also cognizant of the expectations placed on it as a listed company to manage with awareness of capital costs and stock price.

In this context, in order to concentrate on its strategic business areas, the Company has decided to transfer its shares in GMO DigiLab to GMO Commerce.

GMO DigiLab has grown as a consolidated member of the Company, with its core business in sales promotion, customer acquisition support, and operational efficiency improvement for retail stores through smartphone applications. However, synergies with the businesses set forth in the Company's medium-term strategy have been declining year by year. The Company has determined that for GMO DigiLab to achieve further growth and enhance its corporate value going forward, the optimal path is to join forces with GMO Commerce, which has strengths in digital marketing and customer acquisition support for stores, centered on major chains.

## 2. Overview of the Subsidiary Subject to Change

(1) Company name	GMO Digital Lab Co., Ltd.		
(2) Location	5F Shikishima Building, 3-1 Kita 2-jo Nishi 3-chome, Chuo-ku, Sapporo, Hokkaido		
(3) Representative	Yuichi Yamada, Representative Director		
(4) Business activities	<ul style="list-style-type: none"> <li>• Sales promotion, customer acquisition support, and operational efficiency improvement for retail stores through smartphone applications</li> <li>• DX support for enterprises</li> <li>• DX support for municipalities and revitalization of local economies</li> </ul>		
(5) Capital	¥34.55 million		
(6) Date of establishment	December 9, 1993		
(7) Major shareholders and ownership ratios	GMO GlobalSign Holdings, Inc. 100%		
(8) Relationship with the Company	Capital	The Company is its 100% parent; it is a consolidated subsidiary of the Company.	
	Personnel	1 Director and 2 Executive Officers of the Company serve as Directors of GMO Digital Lab.	
	Business	The Company and its consolidated subsidiaries have business transactions with GMO Digital Lab, including service provision.	
<b>(9) Financial results for the past three fiscal years (non-consolidated)</b>			
<b>Item</b>	<b>FY ended Dec. 2023</b>	<b>FY ended Dec. 2024</b>	<b>FY ended Dec. 2025</b>
Net assets (¥ millions)	277	267	257
Total assets (¥ millions)	474	510	478
Net assets per share (¥)	500,000	400,000	400,000
Net revenue (¥ millions)	933	935	887
Operating income (¥ millions)	54	30	7

Ordinary income (¥ millions)	54	29	7
Net income (¥ millions)	34	18	4
Net income per share (¥)	56,895	30,114	6,414
Dividends per share (¥)	84,000	46,000	24,100

### 3. Overview of the Transferee

(1) Company name	GMO Commerce Co., Ltd.																						
(2) Location	13F Shibuya Fukuras, 1-2-3 Dogenzaka, Shibuya-ku, Tokyo																						
(3) Representative	Masato Yamana, President & Representative Director																						
(4) Business activities	Development and provision of marketing platforms that support CX improvement and DX promotion for retail stores																						
(5) Capital	¥1,103.53 million (as of March 31, 2026)																						
(6) Date of establishment	November 22, 2012																						
(7) Net assets	¥2,665 million (as of March 31, 2026)																						
(8) Total assets	¥3,893 million (as of March 31, 2026)																						
(9) Major shareholders and ownership ratios(as of December 31, 2025)	<table border="0"> <tr> <td>GMO Internet Group, Inc.</td> <td>65.04%</td> </tr> <tr> <td>SBI Securities Co., Ltd.</td> <td>4.18%</td> </tr> <tr> <td>Iwao Egawa</td> <td>2.34%</td> </tr> <tr> <td>Masato Yamana</td> <td>1.69%</td> </tr> <tr> <td>MSIP CLIENT SECURITIES (Standing agent: Morgan Stanley MUFG Securities Co., Ltd.)</td> <td>1.14%</td> </tr> <tr> <td>BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC) (Standing agent: MUFG Bank, Ltd.)</td> <td>1.11%</td> </tr> <tr> <td>Nomura Securities Co., Ltd.</td> <td>1.07%</td> </tr> <tr> <td>GOLDMAN SACHS INTERNATIONAL (Standing agent: Goldman Sachs Japan Co., Ltd.)</td> <td>1.00%</td> </tr> <tr> <td>Koji Ishikawa</td> <td>0.68%</td> </tr> <tr> <td>Masashi Doi</td> <td>0.54%</td> </tr> </table>			GMO Internet Group, Inc.	65.04%	SBI Securities Co., Ltd.	4.18%	Iwao Egawa	2.34%	Masato Yamana	1.69%	MSIP CLIENT SECURITIES (Standing agent: Morgan Stanley MUFG Securities Co., Ltd.)	1.14%	BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC) (Standing agent: MUFG Bank, Ltd.)	1.11%	Nomura Securities Co., Ltd.	1.07%	GOLDMAN SACHS INTERNATIONAL (Standing agent: Goldman Sachs Japan Co., Ltd.)	1.00%	Koji Ishikawa	0.68%	Masashi Doi	0.54%
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(10) Relationship with the Company	Capital	GMO Internet Group, Inc., the parent company																					

		of the Company, holds 65.04% of the shares of GMO Commerce (as of December 31, 2025).
	Personnel	None.
	Business	The Company and its consolidated subsidiaries have business transactions with GMO Commerce, including service provision.
	Related party status	GMO Internet Group, Inc., the parent company of the Company, holds 65.04% of the shares of GMO Commerce (as of December 31, 2025).

#### 4. Number of Shares to be Transferred, Transfer Price, and Status of Shares Held Before and After Transfer

(1) Number of shares held before transfer	600 shares (Number of voting rights: 600) (Voting rights ownership ratio: 100%)
(2) Number of shares to be transferred	600 shares (Number of voting rights: 600)
(3) Transfer price	¥700 million
(4) Number of shares held after transfer	0 shares (Number of voting rights: 0) (Voting rights ownership ratio: 0%)

\*1 The transfer price is based on a valuation by an independent third-party appraiser and is considered to be at a reasonable price level.

\*2 In addition to the above transfer price, the agreement includes a provision for contingent consideration based on performance achievement (hereinafter, "Earnout Consideration"). The Earnout Consideration is additional consideration to be received by the Company, with a maximum of ¥100 million receivable depending on the degree of achievement of GMO DigiLab's performance targets for the fiscal years ending December 2026 through December 2028.

## 5. Schedule

(1) Board of Directors resolution date	June 15, 2026
(2) Agreement execution date	June 15, 2026
(3) Share transfer execution date	July 1, 2026 (scheduled)

## 6. Future Outlook

As a result of this share transfer, GMO DigiLab is expected to be excluded from the Company's consolidated subsidiaries. The impact on the Company's consolidated financial results for the fiscal year ending December 2026 is expected to be immaterial; however, should any need for timely disclosure arise in the future, the Company will make such disclosure promptly.

## 7. Matters Relating to Transactions with the Controlling Shareholder

### (1) Applicability as a Transaction with a Controlling Shareholder and Compliance with the Policy on Measures to Protect Minority Shareholders

GMO Internet Group, Inc. ("GMO-IG"), the parent company of the Company, holds 52.02% of the voting rights attached to the Company's issued shares and is accordingly the Company's controlling shareholder. This transaction involves the transfer of all of the Company's shares in GMO DigiLab to GMO Commerce, a subsidiary of GMO-IG (a sister company of the Company), and therefore constitutes a transaction with an affiliated company belonging to the controlling shareholder group.

In accordance with the "Policy on Measures to Protect Minority Shareholders in Transactions with Controlling Shareholders" set forth in the Corporate Governance Report disclosed by the Company on April 7, 2026, when conducting transactions with the parent company group, the Company's policy is for the Board of Directors to make final decisions independently from the parent company, in accordance with the Company's internal regulations, taking into account the Company's benefits and other relevant factors, from the perspective of minority shareholder protection.

For this transaction, as described in "(2) Measures to Ensure Fairness and Avoid Conflicts of Interest" below, the Company obtained a share valuation report from an independent third-party appraiser, conducted two rounds of discussion with three independent outside directors who have no conflicts of interest with the controlling shareholder, and resolved at the Board of Directors meeting excluding the two Directors who concurrently hold positions at GMO-IG, the controlling shareholder. The Company believes this is in compliance with the above policy.

(2) Measures to Ensure Fairness and Avoid Conflicts of Interest

As this transaction involves GMO Commerce, an affiliated company of GMO-IG, the Company has taken the following measures to ensure the fairness of the transaction terms and to avoid conflicts of interest.

i. Obtaining a share valuation report from an independent third-party appraiser

In order to ensure the objectivity and reasonableness of the transaction price, the Company requested an independent third-party appraiser with no conflicts of interest to conduct a valuation of GMO DigiLab's share value, and obtained a share valuation report dated June 8, 2026.

The transfer price in this transaction consists of (a) a fixed consideration of ¥700 million (¥1,166,667 per share) to be paid at closing, plus (b) the Earnout Consideration (up to ¥100 million) payable based on GMO DigiLab's performance achievement, for a maximum total transfer consideration of ¥800 million.

The Company has confirmed that the total transfer consideration (the sum of the fixed consideration and the Earnout Consideration) is consistent with the valuation range (¥586 million to ¥852 million) determined by the third-party appraiser.

ii. Obtaining opinions from outside directors with no conflicts of interest with the controlling shareholder

In order to confirm that this transaction is not detrimental to minority shareholders, the Company requested three independent outside directors—Director Yukari Akiyama, Audit and Supervisory Committee Member Director Hiroshi Mizukami, and Audit and Supervisory Committee Member Director Masafumi Okada—who have no conflicts of interest with GMO-IG (and its affiliates), the Company's controlling shareholder, to examine the reasonableness of the purpose and background of the transaction, the fairness of the transaction terms, and the impact on minority shareholders. The Company conducted two rounds of discussions with these directors at briefing sessions held on May 18, 2026 and today, June 15, 2026. A summary of the opinions expressed in these sessions is set forth in "(3) Summary of Opinions Obtained from Persons with No Conflicts of Interest with the Controlling Shareholder" below.

iii. Deliberation and approval at the Board of Directors meeting

Of the Company's Directors, Masatoshi Kumagai concurrently serves as Representative Director, Group Chairman & President and CEO of GMO-IG, the Company's controlling shareholder, and Masafumi Yasuda concurrently serves as Group Vice President & CFO,

Deputy Group Representative of GMO-IG. As both individuals hold positions at GMO-IG, the Company's controlling shareholder, there is a risk of conflicts of interest arising; accordingly, neither participated in the deliberation or resolution of the Board of Directors regarding this transaction.

The deliberation and resolution of the Board of Directors regarding this transaction was conducted with the attendance of 7 Directors (4 Directors and 3 Audit and Supervisory Committee Member Directors), excluding the two Directors noted above. After careful deliberation on the necessity and rationality of this transaction and the appropriateness of the transaction terms, the resolution was passed by a unanimous vote of all attending Directors.

(3) Summary of Opinions Obtained from Persons with No Conflicts of Interest with the Controlling Shareholder Regarding Whether the Transaction Is Not Detrimental to Minority Shareholders

The Company obtained the following opinions from three independent outside directors who have no conflicts of interest with GMO-IG (and its affiliates), the Company's controlling shareholder, dated June 15, 2026.

i. Reasonableness of the purpose and background of the transaction

As the Company's core business transitions to internet security, the synergies between GMO DigiLab's business and the Company's core business have been weakening. At the same time, backed by a solid customer base, GMO DigiLab's recent performance has recovered from a plateau and is on an upward trend; the possibility of pursuing renewed growth through investment within the Company's consolidated group was also discussed. Through these deliberations, we concluded that, given the Company's scale, rather than pursuing various businesses in parallel, it would be better to concentrate future investments and management resources on the internet security business highlighted in the Company's medium-term strategy, with the aim of becoming the leader in that field. Regarding the transferee of the company, various options were considered both within and outside the GMO Internet Group. While the transfer price was the primary consideration, we simultaneously conducted a comprehensive comparative review of the certainty of transaction execution, business continuity, impact on employees and clients, and consistency with the Company's medium-term strategy. As a result, the transfer to GMO Commerce was recognized as reasonable from the perspective of the transfer price and the medium- to long-term enhancement of the Company's corporate value, and these judgments are considered to reflect rational business management decision-making.

ii. Fairness of the transaction terms

The transfer price in this transaction is within a reasonable range in light of the price level determined using the DCF method by a third-party appraiser independent from both the Company and GMO-IG (and its affiliates) (valuation range: JPY 586 million to JPY 852 million), and is judged not to unfairly prejudice the interests of minority shareholders. The valuation was conducted by an independent specialized organization, and no particular concerns are identified regarding the objectivity of the valuation process.

iii. Appropriateness of the transaction procedures

Among the Company's directors, Mr. Masatoshi Kumagai concurrently serves as Representative Director, Group CEO & Founder, Chairman and Executive President of GMO Internet Group, Inc., the Company's controlling shareholder, and Mr. Masashi Yasuda concurrently serves as Director, Group Executive Vice President, CFO and Assistant to Group CEO & Founder of the said company. Since both individuals hold positions and statuses in the Company's controlling shareholder, there is a risk of conflicts of interest; therefore, they did not participate in the deliberations and resolutions of the Board of Directors regarding this transaction.

The deliberations and resolutions of the Board of Directors regarding this transaction were conducted with the attendance of seven directors (four directors and three directors who are Audit and Supervisory Committee members), excluding the two directors mentioned above. It has been confirmed that the resolution was passed with the approval of all attending directors after careful deliberation on the necessity and reasonableness of this transaction and the appropriateness of the transaction terms, and the fairness and independence of the Board of Directors' decision-making process in this transaction are judged to be ensured.

The three independent outside directors confirmed these review processes, the valuation results by the third-party appraiser, and the non-participation of the directors with conflicts of interest in the deliberations and resolutions, and asked necessary questions. Based on the above, the fairness and independence of the Board of Directors' decision-making process in this transaction are judged to be ensured, and this transaction is judged not to be detrimental to minority shareholders.

iv. Contribution to the Company's medium- to long-term enhancement of corporate value

The further promotion of "selection and concentration" of management resources toward the Company's core business through this transaction is considered to contribute to the Company's medium- to long-term enhancement of corporate value, and is therefore judged not to unfairly prejudice the interests of minority shareholders.

(Conclusion)

Based on the foregoing examination, we determine that the purpose, background, and transaction terms of this transaction are both reasonable and appropriate, and that this transaction is not detrimental to the Company's minority shareholders.

End

*Note: This document is a translation of the Japanese original and is provided solely for information purposes. In the event of any discrepancy between the Japanese original and this English translation, the Japanese original shall prevail.*