

July 28, 2004

Dear Sir or Madam,

Address: 26-1 Sakuragaoka-cho , Shibuya-ku, Tokyo

Company name: Global Media Online Inc.

Code No.9449

Company representative: Masatoshi Kumagai , Representative Director and President

Contact person: Masashi Yasuda , Executive Director

TEL: 03-5456-2555 (switchboard)

FAX: 03-3780-2611

URL: <http://www.gmo.jp>

GMO Concludes Basic Agreement with MTI Ltd. to Acquire Shares of Card Commerce Service Co., Ltd.

Global Media Online INC. (“GMO”) and MTI Ltd., agreed at a meeting of the directors of the two companies held on July 28, 2004 to allow GMO to acquire the 2,839 shares (65.7%) of Card Commerce Service Co., Ltd. held by CCS Holding, a subsidiary of MTI Ltd. A basic agreement has been concluded.

Card Commerce Service Co., Ltd. is the largest company in the online credit card payment processing service market.

In the GMO Group, Payment-One Inc. plays a strategically important role as a provider of online credit card payment processing services.

Thus, the welcoming of Card Commerce Service Co., Ltd. into the GMO Group will further strengthen the Group’s online credit card payment processing service business, creating—together with Payment-One—the largest online credit card payment processing service business in Japan, serving over 5,500 online businesses nationwide.

With the corporate strategy of “Becoming Japan’s Internet Division,” the GMO Group, of which GMO is the core, has emerged as Japan’s only corporate group capable of providing the various services needed by Internet businesses, including access services, domain services, server rental, online credit card processing, and Internet advertising media, on a one-stop basis.

With the spread of credit card payment as a means of paying for online orders, the credit card payment processing service offered by Payment-One is a strategically

important part of the GMO Group, providing a highly reliable and convenient service.

On the other hand, Card Commerce Service Co., Ltd., with over 5,000 companies using its services, is the largest online credit card payment processing service. With a net profit of 174 million yen in the last fiscal year (ending September 2003), it has already built a stable profit foundation through the establishment of a diverse user base; and along with the continued expansion of online shopping, its sales are projected to continue growing steadily.

MTI Ltd., a Card Commerce Service shareholder, has been concentrating its management resources on its insurance sales business since last year, making use of its mobile content business (centered on music distribution) and substantial telemarketing know-how. As a result, it became difficult to generate synergy between it and the online credit card payment processing service business being carried out by Card Commerce Service.

Thus, since it was in the interest of both GMO (which wants to expand its online credit card payment processing service business) and MTI Ltd. (which wants to focus its management resources on mobile content distribution and large-scale telemarketing), GMO decided to acquire the shares of Card Commerce Service Co., Ltd. held by MTI Ltd.

In addition, through a stock swap to be carried out by September 14, 2004, GMO is planning to make CCS Holding Co.,Ltd, a subsidiary of MTI Ltd. that holds 2,839 shares of Card Commerce Service Co., Ltd., a wholly-owned subsidiary of GMO. Please refer to the attached for more information concerning this share exchange.

1. Profile of Card Commerce Service Co., Ltd. (July 18, 2004)

(1) Company name	Card Commerce Service Co., Ltd.
(2) Representative	Aiura Kazunari
(3) Location of head office	1-22-7, Dogenzaka, Shibuya-ku, Tokyo
(4) Established	March, 1995
(5) Type of business	Operation and provision of online credit card authorization networks
(6) End of fiscal year	September 30
(7) No. of employees	38

