

February 21, 2005

For Immediate Release

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Code No.9449

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## Notice of Stock Option (New Share Subscription Rights)

Global Media Online INC. (“the Company”) is pleased to announce that a meeting of the Board of Directors held on February 21, 2005 approved the submission of a proposal to issue new share subscription rights without charge as stock options pursuant to Article 280-20 and Article 280-21 of the Commercial Code as follows to the 14<sup>th</sup> Ordinary General Meeting of Shareholders to be held on March 29, 2005.

### Details

#### 1 . Reasons for issuing new share subscription rights at preferential terms

The Company will issue new share subscription rights as stock options to directors, senior advisers, corporate auditors, employees and corporate advisors of the Company and its affiliated companies as well as directors and employees of major business partners of the Company Group, for the purpose of raising morale and the motivation to improve the performance of the Company and its Group

#### 2 . Details of new share subscription right issue

##### (1) Eligibility

Directors, corporate auditors, senior advisers, employees and corporate advisors of the Company and its affiliated companies as well as directors and employees of major business partners of the Company Group (hereinafter referred to as the “Qualified Persons”).

##### (2) Type and number of shares to be issued or transferred upon exercise of new share subscription rights

A maximum of 300,000 shares of common stock of the Company

If the event that the Company shares are split or consolidated after the new share

subscription rights issue, the number of issued or transferred shares shall be adjusted based on the formula below. However, the adjustment shall only be made with respect to new share subscription rights that have not been exercised at the time in question, and the Company shall round off any fractional shares that occur as a result of the adjustment.

$$\text{Adjusted number of shares} = \text{Pre-adjusted number of shares} \times \text{Ratio of split or consolidation}$$

In addition, the Company may adjust the number of issued or transferred shares if the new share subscription rights are taken over through a merger or consolidation with another company, the if the Company becomes a 100% owner of the other company through the exchange of shares or if the Company is involved in a corporate spin-off.

( 3 ) Total number of new share subscription rights to be issued

The maximum limit shall be 3,000 rights. (The number of issued or transferred shares per right shall be 100 shares. When the adjustment described in (2) is conducted, this number shall be adjusted accordingly. )

( 4 ) Issue price of new share subscription rights

No consideration shall be paid.

( 5 ) Amount to be paid when exercising a new share subscription right

The amount paid per new share subscription right shall be the amount obtained by multiplying the amount paid per share determined as follows (hereinafter referred to as the “amount paid per share”) by the number of issued or transferred shares per new share subscription right.

The amount paid per share shall be the amount obtained by multiplying the average price of daily closing prices of common stock of the Company in regular trading on the Tokyo Stock Exchange (excluding days when no actual trading took place) during the month prior to the month in which the new subscription rights were issued by 1.05, with fractions of less than one yen rounded up. However, if the amount is less than the closing price on the business day immediately prior the date of issue of the new subscription rights (if there was no actual trading on this day, the last day preceding this day), it shall be the closing price of the business day immediately prior to the date of issue of the new subscription rights.

When the Company splits or consolidates stocks after issuing new share subscription rights, the amount paid per share shall be adjusted according to the formula below, and the Company shall round off any fraction of less than one yen occurring as a result of

the adjustment.

Adjusted amount paid per share = Pre-adjusted amount paid per share  $\times$  1 /Ratio of split or consolidation

In addition, the Company may adjust the amount paid per share if the new share subscription rights are taken over through a merger or consolidation with another company, the if the Company becomes a 100% owner of the other company through the exchange of shares or if the Company is involved in a corporate spin-off.

( 6 ) Exercise period

April 1, 2006 through March 28, 2015.

( 7 ) Conditions of exercise

Qualified Persons shall be director, a corporate auditor, a senior adviser, an employee or a corporate advisor of the Company or its affiliated company or a director or employee of a major business partner of the Company Group at the time of exercising the new share subscription rights.

The heirs of Qualified Persons shall not be allowed to exercise the new share subscription right.

Other terms and conditions shall be determined by resolution of a meeting of the Board of Directors held after the closing of the said general meeting of shareholders.

( 8 ) Events and conditions for cancellation of new share subscription rights

Subject to approval at a shareholders' meeting, the Company shall be entitled to retire the new share subscription rights without compensation in the event of a merger agreement in which the Company is the entity to be liquidated, or in the event of an exchange of stock or stock transfer in which the Company becomes a wholly owned subsidiary of another entity.

If Qualified Persons no longer satisfy the terms and conditions for exercising rights, the Company shall be able to cancel the new share subscription rights without compensation.

( 9 ) Restrictions on transfer of new share subscription rights

The transfer of new share subscription rights shall require the approval of the Board of Directors of the Company.

( 10 ) Details

The details of new share subscription rights shall be determined at a meeting of the Board of Directors.