

March 13, 2006  
For Immediate Release

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Code No.9449 ( First Section of TSE )  
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Concerning GMO's Policy Toward Large-Scale Purchases of GMO Shares (Defense Against  
Corporate Takeovers)

GMO ("Company") hereby announces that its Board of Directors has decided at a meeting on March 13, 2006, to adopt a policy concerning purchases of share certificates and other securities <sup>(1)</sup> issued by GMO, by a group of shareholders <sup>(2)</sup> with the intent of holding 20 percent or more of the voting rights <sup>(3)</sup> of GMO, or purchases of share certificates and other securities issued by GMO that result in a group of shareholders holding more 20 percent or more of the total voting rights of GMO. (Exceptions to be made for cases where GMO's Board of Directors has given its advance consent for the share purchases. Such purchases of GMO shares shall be hereinafter referred to as Large-Scale Purchases; an entity that conducts a Large-Scale Purchase shall be referred to hereinafter as a Large-Scale Purchaser.) Details of this Policy are as follows.

Notes:

- (1) "Share certificates and other securities," according to the definition in Paragraph 1, Article 27-23 of the Securities and Exchange Law.
- (2) "A group of shareholders" means (1) 1)A holder (defined in Paragraph 1, Article 27-23 of the Securities and Exchange Law, including a person deemed to be a holder pursuant to Paragraph 3 thereof) of share certificates and other securities (as defined in Paragraph 1, Article 27-23 of the Securities and Exchange Law) that have been issued by GMO, and 2) Any joint holders of such

share certificates and other securities (as defined in Paragraph 5, Article 27-23 of the Securities and Exchange Law, including a person deemed to be joint holder pursuant to Paragraph 6 thereof), or (2) 1) A person or a company who makes a purchase (defined in Paragraph 1, Article 27-2 of the Securities and Exchange Law, including a purchase made on a securities exchange market) of share certificates and other securities (defined in Paragraph 1, Article 27-2 of the Securities and Exchange Law) and 2) Any joint holders and any specially-related parties (as defined in Paragraph 7, Article 27-2 of the Securities and Exchange Law)

- (3) “Voting rights” refers to either one of the following, depending on the purchase methods that are adopted by the group of shareholders: (1) If the group of shareholders is the holder or a joint holder of share certificates and other securities (as defined in Paragraph 1, Article 27-23 of the Securities and Exchange Law) issued by GMO, the holding ratio of share certificates and other securities (as defined in Paragraph 4, Article 27-23 of the Securities and Exchange Law. In this situation, the number of shares and securities (as defined in Paragraph 4, Article 27-23 of the Securities and Exchange Law) that are held by the joint holder of share certificates and other securities shall be included in the number of share certificates and other securities that are held by the holder. ) (2) If the group of shareholders is the Large-Scale Purchaser or a specially-related party of the Large-Scale Purchaser that is purchasing share certificates and other securities (as defined in Paragraph 1, Article 27-2 of the Securities and Exchange Law) issued by GMO, the sum of the holding of share certificates and other securities (as defined in Paragraph 8, Article 27-2 of the Securities and Exchange Law) of both the Large-Scale Purchaser and the specially-related parties. With respect to the holding of share certificates and other securities, as well as when calculating the holding of share certificates and other securities, the total number of outstanding shares (as defined in Paragraph 4, Article 27-23 of the Securities and Exchange Law) and the total number of voting rights with respect to the shares (as defined in Paragraph 8, Article 27-2 of the Securities and Exchange Law) shall be made available in the latest data filed as part of GMO’s annual securities report, semiannual report, and Treasury Stock Purchase Report.

#### 1. Objectives of the Large-Scale Purchase Rules

GMO’s Board of Directors believes that because the Company is a publicly-traded firm the shares of which are freely traded, trading in the Company’s shares should be left in the hands of markets. The Board of Directors further believes that any decision concerning the acceptability of a Large-Scale purchase should ultimately be left to the Company’s shareholders. Should a Large-Scale Purchase be contemplated, we believe that ample information that will allow our shareholders to decide on the

acceptability of the Purchase should be provided, not only by the Large-Scale Purchaser, but also by the Board of Directors, which is entrusted with the company's operations, along with the assessments and opinions of the Board of Directors with respect to the Large-Scale Purchase.

Under the slogan of “The Internet for Everyone,” the GMO Group has been providing a full range of Internet-related services, chiefly in the following three areas:

- (1) Internet use support activities related to net infrastructure, focusing on Internet access, domain acquisition, rental servers, Internet security, and settlement activities.
- (2) Internet advertising support activities related to various media, focusing on the creation of Internet media, sales of Internet advertisements, JWord operations, and online-gaming.
- (3) Internet financial services, focusing on personal finance operations.

These operations are not independent, self-standing entities, but rather function as integral parts of a single unit, and exert synergies that allow for the creation of greater corporate value. Internet-related technologies develop at an extremely rapid pace, and industry standards and customer needs also evolve accordingly. The Company's management relies on expertise that takes into account the specialized nature of its operations, as well as the high degree of technical skills required for its Internet-related services. We believe that an understanding of this expertise, along with an understanding of the skills necessary for coping with technical innovations, the professionalism of the Company's personnel, the roles played by each of the firms that make up the GMO Group, and the relationships that have been built up among the Company's stakeholders, including its trading partners and clients, are all absolutely essential. We believe that without such an understanding of the Company's operations, it will become difficult to fully grasp the corporate value of GMO. For the purpose of evaluating a Large-Scale Purchase proposed by a Large-Scale Purchaser, we believe it is extremely important that our shareholders be given information not only by the Large-Scale Purchaser, but also be allowed access to the assessments and opinions of the Company's Board of Directors—which fully understands the specialized nature of GMO's operations—concerning the proposed Large-Scale Purchase.

Operating under the lines of this thinking, GMO's Board of Directors believes that it will be in the best interests of our shareholders to draw up a set of rules concerning Large-Scale Purchases of GMO shares (hereinafter referred to as the Large-Scale Purchase Rules), and for the Board to collect and provide information that will become necessary for our shareholders to assess any such Large-

Scale Purchase. We further believe that it will be in the interests of our shareholders to be given access to the assessments and opinions of the Board of Directors concerning such a Large-Scale Purchase. GMO's Board of Directors will require any prospective Large-Scale Purchaser to comply with these Rules. If the Large-Scale Purchaser does not comply with these rules, or if it is judged that a Large-Scale Purchase carried out pursuant to the Rules would have the effect of seriously harming the interests of our shareholders, the Board of Directors will be in a position to take certain countermeasures that it judges to be appropriate at that point in time.

## 2. Outline of the Large-Scale Purchase Rules

The Large-Scale Purchase Rules require that before carrying out a Large-Scale Purchase, a Large-Scale Purchaser provide sufficient information to the Board of Directors, and that a Large-Scale Purchaser be permitted to commence the Large-Scale Purchase only after a period that has been set aside for the Board of Directors to assess and evaluate the Large-Scale Purchase, as described below.

### (1) The Providing of Information

Before commencing with a Large-Scale Purchase, a Large-Scale Purchaser will be required to provide the Board of Directors with sufficient information (hereinafter referred to as the Large-Scale Purchase Information) necessary for allowing the Company's shareholders to judge the Large-Scale Purchase, and for allowing the Board of Directors to assess and evaluate the Large-Scale Purchase.

The details of the Large-Scale Purchase Information may vary according to the scope and format of each Large-Scale Purchase. The Board of Directors will hence first require a Large-Scale Purchaser to submit to GMO a letter of intent to comply with the Large-Scale Purchase Rules. The letter shall include the following:

- 1) The name and address of the Large-Scale Purchaser
- 2) The governing law of incorporation of the Large-Scale Purchaser

- 3) The name of the representative of the Large-Scale Purchaser
- 4) Contact details in Japan of the Large-Scale Purchaser
- 5) An outline of the proposed Large-Scale Purchase
- 6) An affirmation of intent to abide by the Large-Scale Purchase Rules

Within five business days after the receipt of a letter (first day not to be counted) that includes all of the items enumerated under items 1) through 6), GMO will deliver to the Large-Scale Purchaser a list of the Large-Scale Purchase Information to be initially provided by the Large-Scale Purchaser. If the information that has been initially provided is judged to be insufficient to serve as Large-Scale Purchase Information, GMO may require additional information to be submitted. Irrespective of the scope and format of the Large-Scale Purchase that is being contemplated, the Large-Scale Purchase Information will be required to include the following:

- 1) An outline of the Large-Scale Purchaser and its group
- 2) The purposes, methods, and conditions of the Large-Scale Purchase
- 3) An indication as to whether the Large-Scale Purchaser has been communicating with third parties with respect to the Large-Scale purchase, and if such communications have been taking place, their content
- 4) The basis for determining the purchase price and the funds for the purchase
- 5) An outline of the party or parties that will be providing the funds for the purchase to the Large-Scale Purchaser, including the parties' name and other defining characteristics.
- 6) Management policies and operating plans which the Large-Scale Purchaser intends to adopt after completing the Large-Scale Purchase.
- 7) The measures that the Large-Scale Purchaser intends to adopt after completing the Large-Scale Purchase for sustaining stable increases in the corporate value of GMO and the GMO group, and the basis of such measures for increasing the corporate value of GMO and the GMO group.
- 8) Changes, if any, that are to be made after the Large-Scale Purchase with respect to the staff, trading partners, and clients of GMO and the GMO group, as well as the relationships that GMO and the GMO group have with their neighboring communities and other interested parties; changes, if any, that are to be made after the Large-Scale Purchase to the relationships among GMO and members of the GMO group.

The Board of Directors will disclose, at the time it deems appropriate, the proposed Large-Scale Purchase and all or part of the Large-Scale Purchase Information, if such disclosure is considered necessary for GMO shareholders to make decisions.

(2) Assessment and evaluation on the part of the Board of Directors

The Board of Directors believes that after work for providing the Large-Scale Purchase Information has been completed, GMO's Board of Directors should be granted a period of time to assess, evaluate, negotiate, form opinions, and draft alternatives (hereinafter referred to as the Assessment Period), the length of which will vary according to the level of difficulty of the assessment work. In the event of a purchase of all GMO share certificates and other securities to be conducted via a tender offer with a cash-only consideration in yen, the Assessment Period shall be 60 days (the first day not to be counted); for all other Large-Scale Purchases, the Assessment Period shall be 90 days (the first day not to be counted).

During the Assessment Period, the Company's Board of Directors will thoroughly assess and evaluate the Large-Scale Purchase Information that has been provided, with advice from outside experts and other sources as appropriate, and will formulate and disclose its opinion with respect to the proposed Large-Scale Purchase. The Board of Directors may negotiate with the Large-Scale Purchaser to improve the terms of the Large-Scale Purchaser, or offer alternative plans to GMO shareholders, as necessary.

The Large-Scale Purchase may commence only after the Assessment Period has elapsed.

3. Measures to be taken with respect to a Large-Scale Purchase

(1) Measures to be taken in the event of non-compliance with the Large-Scale Purchase Rules by a prospective Large-Scale Purchaser

In the event a prospective Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules, the Board of Directors, may, irrespective of the actual conditions of the proposed purchase, implement countermeasures to protect the interests of the shareholders and the corporate value of GMO. Such countermeasures may include the issuing of equity warrants and/or new shares to shareholders, as well as other measures that the Board of Directors is permitted to take under the Commercial Code of Japan (after the enactment of the Company Law, Law 86 of 2005, the Company Law of Japan) or other laws and GMO's Articles of Incorporation (such countermeasures to be hereinafter referred to as

Countermeasures). The Board of Directors will adopt the specific Countermeasures which it deems appropriate at the time in question.

If the Board of Directors chooses to issue equity warrants in a rights offering, the issuance shall be conducted according to the outline listed in Attachment Number One. If the Board of Directors chooses to issue equity warrants, it may determine the exercise period and the exercise conditions of the equity warrants after considering the effectiveness of such rights as a Countermeasure, including provisions barring the proposed Large-Scale Purchaser and other groups of shareholders from exercising the equity warrants.

(2) Measures to be taken in the event of compliance with the Large-Scale Purchase Rules by a prospective Large-Scale Purchaser

Should a prospective Large-Scale Purchaser comply with the Large-Scale Purchase Rules, GMO's Board of Directors will not, in principle, implement the Countermeasures, even if it may be opposed to the proposed Large-Scale Purchase. However, this does not eliminate the possibility that the Board of Directors may choose to carry acts such as expressing its opposition to the proposed Large-Scale Purchase, proposing alternative plans, or persuading GMO shareholders to take a certain course of action. GMO shareholders will be asked to make the decision on whether to accept a Large-Scale Purchase that has been proposed by a Large-Scale Purchaser after considering factors such as the conditions of the Purchase, the opinions of GMO's Board of Directors with respect to the Purchase, and alternative plans that may have been proposed by the Board of Directors.

However, even if the Large-Scale Purchase Rules are complied with, if GMO's Board of Directors judges that the proposed Large-Scale Purchase would have the effect of being severely harmful to the interests of Company shareholders and GMO's corporate value, the Board of Directors may choose to implement Countermeasures to protect the interests of our shareholders. (Specifics of the Countermeasures that may be taken are enumerated in the aforementioned 3 (1) of this document.) If the proposed Large-Scale Purchase is judged to fit into any one of the patterns that are enumerated in Attachment Number Two, the Purchase will, in principle, be deemed to be severely harmful to the interests of Company shareholders and GMO's corporate value.

#### 4. Procedures to be taken to ensure the reasonability and fairness of the Countermeasures

- (1) In the course of carrying out the procedures based on the Large-Scale Purchase Rules, and under circumstances in which the Large-Scale Purchase Rules are complied with, but it is nonetheless deemed appropriate to implement certain Countermeasures to protect the interests of our shareholders and GMO's corporate value, GMO's Board of Directors will be tasked with making the final decisions on such matters. To ensure that the decisions undertaken by the Board of Directors meet standards of efficiency and fairness, GMO has decided to establish a Special Committee that is independent of the Board of Directors. The Special Committee shall have three or more, but no more than five members, who shall be selected from among persons such as our external directors, external corporate auditors, lawyers, certified public accountants, tax accountants, academics, persons well versed in investment banking activities, and persons with experience as corporate directors or executive directors who have served at entities outside of the Company. A total of four persons—two current GMO external corporate auditors and Messrs. Zenichi Shishido and Eiji Masuda—were selected to be the initial members of this Special Committee. Brief career histories of these four individuals are provided in Attachment Number Three.
- (2) Should GMO's Board of Directors decide to implement the Countermeasures, the following procedures shall be followed to ensure the reasonability and fairness of the decisions that are made.

Before implementing the Countermeasures, the Board of Directors will first disclose the details of the Countermeasures that will be taken, and consult with the Special Committee concerning the appropriateness of the Countermeasures. The Special Committee will act on the consultation and issue a recommendation on the advisability of invoking the Countermeasures. The Board of Directors will respect the recommendation of the Special Committee to the greatest extent possible when making a decision on whether to implement the Countermeasures that are being contemplated.

Should the Board of Directors decide to implement the Countermeasures, it will do so only after first obtaining the unanimous approval of all members of the Special Committee, including the two external corporate auditors. The Board's decision to implement the Countermeasures will also require the approval of all Board members. In addition to consulting with the Special Committee concerning the appropriateness of invoking the Countermeasures, the Board of Directors will also seek the advice of external experts and other sources to assess the Large-Scale Purchase Information provided by the Large-Scale Purchaser. The assessment will analyze the Large-Scale Purchaser, the details of the Large-Scale Purchase, and the impact of the Large-Scale Purchase on the interests of Company shareholders and GMO's corporate value.

If the Board of Directors has reason to doubt that the Large-Scale Purchase Information provided by the Large-Scale Purchaser is adequate and complete, chooses to present an alternative plan to GMO shareholders, or otherwise deems it necessary to seek advice, the Board may, at its own discretion, choose to consult with the Special Committee on matters other than the invocation of the Countermeasures described above. The Special Committee will act on the consultation to review the matter in question, and will issue a recommendation to the Board of Directors.

- (3) Even if the Countermeasures are implemented after carrying out the procedures described in

(2) above, the (1) should the Large-Scale Purchaser choose to revoke or withdraw its proposed Large-Scale Purchase, or (2) should the circumstances that formed the basis for making the decision to implement the Countermeasures have undergone changes, and if it may be objectively judged that maintaining the Countermeasures is no longer appropriate, from the standpoint of the interests of our shareholders, as well as for maintaining and enhancing GMO's corporate value, the Board of Directors may, after indicating the circumstances in question, choose once again to consult with the Special Committee as to the advisability of maintaining the Countermeasures. The Board of Directors may further obtain advice from sources such as external experts as it examines whether to halt or repeal the Countermeasures that have been implemented. The Special Committee will act on the consultation and issue a recommendation to the Board of Directors concerning the advisability of maintaining the Countermeasures. The Board of Directors will respect the recommendation of the Special Committee to the greatest extent possible when making a decision on whether to maintain the Countermeasures.

After carrying out an assessment that takes into account the recommendation of the Special Committee, should the Board of Directors decide that maintaining the Countermeasures would not be appropriate, from the standpoint of our shareholders' interests, as well as for maintaining and enhancing GMO's corporate value, it may vote to halt the issuance of equity warrants and/or new equity, and otherwise halt or revoke the Countermeasures that have been taken.

## 5. The impact on GMO shareholders and investors

### (1) The impact on GMO shareholders and investors when Countermeasures are implemented

The Board of Directors may choose to carry out the Countermeasures in the interests of the Company's shareholders, and to protect GMO's corporate value. If the Board of Directors

decides to carry out specific Countermeasures, it will disclose them at an appropriate time, in accordance with the relevant laws and the regulations of stock exchanges.

GMO does not envision that the invoking of the Countermeasures will cause our shareholders to incur significant losses, either from a legal or economic perspective. However, the invocation of the Countermeasures may cause a Large-Scale Purchaser that has not complied with the Large-Scale Purchase Rules to incur losses, either from a legal or economic standpoint. The release of this notice constitutes advance warning, on the part of GMO, to any prospective Large-Scale Purchaser, against conducting any Large-Scale Purchase that does not comply with the Large-Scale Purchase Rules.

(2) Procedures that shareholders will be required to carry out in the event the Countermeasures are implemented

If equity warrants and/or new shares are issued to shareholders as part of the Countermeasures, shareholders who have not completed share transfer procedures will be required to do so before the deadline that will be decided and announced by the Board of Directors. In the event that equity warrants and/or new shares are issued to shareholders, shareholders will be required to pay a certain amount of funds within a prescribed period of time to exercise the equity warrants or acquire the new shares. Details of the procedures that may become necessary will be made known in accordance with the relevant laws and the regulations of stock exchanges.

6. Other matters

- (1) The above policy was approved by a unanimous vote of the Board of Directors, at a meeting on March 13, 2006. All of the company's corporate auditors, including two external corporate auditors, were present at the meeting of the Board of Directors. All of the auditors expressed their approval of the policy, on the condition that the policy is duly implemented.
- (2) The terms of all of the current members of GMO's Board of Directors are to expire at the completion of the General Meeting of Shareholders scheduled for March 2006. At their first meeting that is held after the General Meeting of Shareholders, the Board of Directors will decide whether to maintain in force the policy. If the policy is to be maintained, the Board will

further conduct a review of the policy. This means that the Board of Directors that is elected by our shareholders at the General Meeting of Shareholders in March 2006 will have the power to decide whether to continue or to abolish the policy. The stipulations of GMO's Articles of Incorporation specify that the terms of each member of its Board of Directors will run until the completion of the General Meeting of Shareholders at the closing of each financial term during a single given year. This means that the continuation or the abolition of the policy will be decided on by members of the Board of Directors who are selected every year by our shareholders at our General Meeting of Shareholders. The views of each candidate member of the Board of Directors with respect to the aforementioned policy will be listed on the agenda at the General Meeting of Shareholders concerning the selection of the Board of Directors.

- (3) GMO's Board of Directors intends to monitor and build on the adoption of the Company Law in 2006 and other relevant legal changes, trends in judicial work, and the activities of stock exchanges and other public organizations to review the policy as necessary, so as to benefit the interests of our shareholders, and to maintain and enhance GMO's corporate value. GMO may further elect to introduce additional measures to defend against abusive corporate acquisitions. Any such modifications to our policy will be promptly communicated to our shareholders.

(Attachment 1)

### Introduction to the Equity Warrants

1. Shareholders who are entitled to receive equity warrants, and the conditions of the issuance of such warrants

One equity warrant right shall be granted to a shareholder, for one share held by such shareholder (excluding the shares held by GMO as treasury stock), whose name is recorded in the register of shareholders or the register of beneficial shareholders as of the record date to be specified by GMO's Board of Directors.

2. Type and number of shares to be acquired upon exercise of the equity warrants:

The type of shares to be acquired upon exercise of equity warrants shall be common stock, and the number of shares to be acquired upon the exercise of one equity warrant shall be one share.

3. Total number of stock acquisition rights to be issued:

The total number of equity warrants to be granted shall be determined by the Board of Directors. The maximum number of equity warrants that may be granted shall be no more than 130 million. The Board of Directors may grant equity warrants more than once, within the maximum number of 130 million equity warrants to be granted in total.

4. Issue price of each equity warrant:

Zero yen

5. Amount to be paid upon exercise of an equity warrant:

The amount to be paid upon exercise of an equity warrant shall be one Japanese yen or more, to be determined by the Board of Directors.

6. Restrictions on the transfer of equity warrants:

Stock acquisition rights may only be transferred with the approval of the Board of Directors.

7. Exercise period and other conditions of stock acquisition rights:

The exercise period, conditions of exercise (including provisions barring groups of shareholders that include Large-Scale Purchasers from exercising the warrants) and conditions of revocation and other conditions related to the equity warrants shall be determined by the Board of Directors.

( Attachment 2 )

Situations under Which It Will Be Judged That the Interests of GMO Shareholders Will Be Severely Harmed

( 1 ) So-called greenmailing, whereby it is judged that the Large-Scale Purchaser has no real intent to participate in the management of GMO, and purchases the Company's shares for the purpose of pushing up the price of the shares, with the intent to later have GMO buy back the shares at a high price.

( 2 ) Situations whereby it is judged that the Large-Scale Purchaser is seeking to purchase GMO shares so that it can assume temporary control of the Company for the purpose of transferring GMO assets that are crucial to the Company's business to the Large-Scale Purchaser, or entities such as members of the Large-Scale Purchaser's group. Such assets may include real estate, movable assets, intellectual property, expertise, corporate secrets, trading partners, and customers.

( 3 ) Situations whereby it is judged that the Large-Scale Purchaser is seeking to purchase GMO shares for the purpose of assuming control of the Company, so that it can later pledge GMO's assets as collateral for paying debts that are owed by the Large-Scale Purchaser or entities such as members of the Large-Scale Purchaser's group, or so that it can use such assets as a source of funds for making payments on such debts.

( 4 ) Situations whereby it is judged that the Large-Scale Purchaser is seeking to purchase GMO shares for the purpose of assuming temporary control of the Company, so that it can dispose of high-priced assets that are not immediately crucial to GMO's assets, such as real estates and securities, and use the proceeds of such assets for making temporary large dividend payments, or seek to later sell GMO shares at high prices, after the shares' prices have been pushed up on the account of such large dividend payments.

( 5 ) Situations whereby it is judged that the conditions proposed by the Large-Scale Purchaser for acquiring GMO's shares (including, but not limited to the consideration for the shares, classifications, proposal content, timing, methodology, legality, and feasibility) are seriously

inadequate or inappropriate, when considered in light of the corporate value of GMO.

(6) Situations whereby it is judged that the method proposed by the Large-Scale Purchaser for acquiring GMO shares amounts to a two-tiered, coercive buyout (whereby in the initial tender offer, the Purchaser does not offer to buy all of GMO's shares, but structures the purchase in two steps, with the conditions offered for purchasing their shares in the second step being either extremely unfavorable or unclear), or a similar format that would have the potential for restricting judgment opportunities or options for shareholders in such a way as to coerce them into selling their shares. (However, a partial tender offer will not automatically be construed to be a situation that falls under this category.)

(7) Situations whereby there are objective factors for judging that upon assuming control over GMO, or after assuming control over GMO, the Large-Scale Purchaser could potentially adopt policies affecting GMO clients, employees, or other interested parties that would affect the interests of our shareholders, clients, employees, or other interested parties in such a way as to impair GMO's corporate value, or to prevent the protection and enhancement of GMO's corporate value.

(8) Situations whereby there are objective factors for judging that considerations of public order and decency would make it inappropriate for the Large-Scale Purchaser to assume a controlling stake in GMO.

( Attachment 3 )

## Career Histories of the Members of the Special Committee

At a meeting of its Board of Directors held on March 13, 2006, GMO decided to adopt a policy concerning Large-Scale Purchases of GMO shares, as a defense against corporate takeovers. At this meeting, the Board of Directors also selected four individuals who are listed below, to become members of the Special Committee. The four individuals who have assumed membership in the Special Committee include two external corporate auditors whose appointments have been approved by our shareholders at a General Meeting of Shareholders, as well as Messrs. Zenichi Shishido and Eichi Masuda. GMO believes that the members of the Special Committee will be able to offer objective judgments about the appropriateness of invoking Countermeasures and other matters, from a holistic perspective of protecting the interests of our shareholders, and from a standpoint that is independent from that of the Board of Directors.

The terms of the four members of the Special Committee begin on March 13, 2006. The terms will run until the conclusion of the first meeting of the Board of Directors that will be held after the General Meeting of Shareholders in March 2006.

Manabu Kinoshita

( Career history )

April 1967	Joined the Tokyo Regional Taxation Bureau as a Ministry of Finance official
July 1976	Tax Examiner
July 1985	Senior Tax Examiner
July 1989	Tokyo Regional Tax Bureau Chief Tax Inspector
July 1992	Tax Inspection Coordinator
August 1993	Registered as a tax accountant
March 1997	Appointed GMO corporate auditor (Current post)

## Keigo Ogura

## ( Career history )

- |                |   |
|----------------|---|
| October 1996   | Joined Century Audit Corporation (Currently Ernst & ShinNihon ) |
| April 2000     | Registered as a Certified Public Accountant                     |
| January 2001   | Joins Partners Inc.   |
| September 2002 | Founded Ogura C.P.A Office; become head of the Office           |
| March 2004     | Appointed GMO corporate auditor ( Current post )                |

## Zenichi Shishido

## ( Career history )

- |            |   |
|------------|---|
| April 1983 | Lecturer, Seikei University Law Faculty                               |
| April 1985 | Assistant professor, Seikei University Law Faculty                    |
| April 1994 | Professor, Seikei University Law Faculty (Current post)               |
| July 2001  | Registered as a <i>bengoshi</i> at the Dai-ichi Tokyo Bar Association |
| April 2004 | Professor, Seikei Law School (Current post)                           |

## Eiji Masuda

## ( Career history )

- |                |  |
|----------------|--|
| April 1990     | Registered as a <i>bengoshi</i> at the Dai-ichi Tokyo Bar Association  |
| April 1990     | Joins Nishimura and Partners   |
| September 1996 | Visiting researcher at Yale University Law School  |
| October 1998   | General counsel at Merrill Lynch Japan Securities; Executive Director at Private Client Branch from March 2000 |
| May 2003       | Obtained LL.M degree at Columbia University Law School   |
| November 2003  | Joined Niimura Sogo Law Office (Current post)  |