

GMI and The Corporate Library Merger – FAQ

Q. What is today's announcement?

On July 22, 2010, GovernanceMetrics International (GMI) and The Corporate Library merged, uniting two leading global corporate governance research and risk ratings firms. This merger creates the world's leading independent firm dedicated to the development and sale of corporate governance risk ratings; governance advisory and analytical services; and a suite of online global governance information products and services for the investment market.

Q. Why did TCL and GMI merge?

For more than ten years, The Corporate Library and GovernanceMetrics International, in separate but complementary paths, have led the market for independent corporate governance information and risk analysis. The combination creates the world's premier competency in understanding the connections between corporate governance and corporate value, performance and risk. Furthermore, the merger creates a provider offering a unique suite of services and products to meet the global corporate governance risk analysis needs of investment professionals and other stakeholders.

The merger of GMI and The Corporate Library fills a void in the investment and insurance markets for a global corporate governance research and ratings resource by uniting two pioneering enterprises, both widely recognized for their intellectual leadership. Following the merger, the global investment professional will have an in-depth, global resource for addressing governance risks, supported by the demonstrated expertise of both companies' senior analytical teams.

Q. Who is The Corporate Library?

Since 1999, The Corporate Library has been the leading independent firm providing U.S. corporate governance research, advisory and risk analysis solutions. The Corporate Library rates North American public companies on a proprietary set of governance risk factors, allowing businesses to evaluate governance as an element of investment and other risk. Informed by this philosophy and armed with its extensive Board Analyst[®] database and other risk assessment tools, The Corporate Library also offers portfolio risk assessment and environmental, social and corporate governance (ESG) research services. Additionally, The Corporate Library's team of industry-leading corporate governance analysts provide shareholder proposal and engagement advisory services to institutional investors. An April 2010 study of investment

applications for The Corporate Library's governance risk ratings showed outperformance of 275 annualized basis points in 2003-2010 for a hypothetical portfolio constructed using governance screens.

Q. Who is GMI?

Founded in 2000, GMI has been the leading independent provider of investment-focused corporate governance research and ratings for global corporations since the firm's commercial launch in 2002. Its global focus has created an unrivaled tool for assessing corporate governance in 24 developed and 21 emerging markets. GMI's rating model was developed following extensive research in multiple markets and consultations with institutional investors, corporate officers and directors and governance specialists. Its scoring algorithm has been tested and validated by outside statistical experts. GMI's full-service service offerings include quarterly research reports, company ratings, data files and customized data feeds, news updates and weekly e-Alerts.

Q. When does the merger take effect?

July 22, 2010.

Q. Will The Corporate Library's employees be moving to New York City? Or will GMI's employees be moving to Portland, Maine?

The combined company will continue to operate principally from both New York City and Portland, Maine.

Q. Will there be layoffs throughout the merged organization?

The Corporate Library and GMI are committed to maintaining existing staff levels within the two organizations. Unlike many recent transactions in the corporate governance ratings market, the merger between The Corporate Library and GMI is undertaken as an opportunity to create a base upon which to grow a combined, independent business. The combined entity has no immediate plans to change either of the prior companies' systems or products; instead, both companies are exploring potential opportunities for closer integration.

Q. What will happen to The Corporate Library's and GMI's leadership teams?

The new firm is headed by CEO and President Richard A. Bennett. Howard Sherman, recent CEO of GMI, has become Executive Director and Head of Global

Business Development of the combined entity. Gavin Anderson, recent chairman and former CEO of GMI, joins the board of the new firm and continues to play a role in its business development. In creating the new firm's board of directors, Mr. Sherman and Mr. Anderson join with The Corporate Library's board, including Mr. Bennett, John Higgins, Ric Marshall and renowned governance pioneers Nell Minow and Robert A.G. Monks. GMI Research Director John Jarrett will now take on the added role of Chief Operating Officer for the GMI unit. All direct reports to former GMI CEO Howard Sherman will report to John, who will report directly to the new CEO Rick Bennett.

Q. Will the sales organizations of either company change?

The sales organizations of both companies will continue to maintain and build upon the strong client relationships developed from the prior organizations. The ability of our sales team to now offer a global solution mix will enable us to expand those relationships.

Q. What will happen to The Corporate Library's and GMI's clients?

The clients of both companies can rest assured they will continue to have access to the same high-quality corporate governance products and services to which they have become accustomed. The merger of The Corporate Library and GMI will give The Corporate Library's investment and insurance clients access to GMI's global governance ratings products. GMI rates more than 4,200 companies, including complete coverage of the MSCI World and MSCI EAFE Index. GMI's clients also will have access to a wider range of products and services, including The Corporate Library's corporate governance research, ESG advisory and risk analysis solutions. The Corporate Library rates more than 3,000 companies in the Russell 3000, S&P 1500 and TSX60.

Q. What will happen to The Corporate Library's and GMI's products and services?

The Corporate Library and GMI are committed to maintaining full access to their existing products and services.

Q. Will there be other transactions like this merger?

We are always looking for new opportunities.

Q. Will the combined company be acquired by a larger company?

We have no plans to be acquired and are thriving as an independent company.