Note: This material is an English translation of a Japanese announcement made on March 19, 2004. Although the Companies intended to faithfully translate the Japanese document into English, the accurateness and correctness of this English translation are not guaranteed and thus you are encouraged to refer to the original Japanese document. The announcement was made as a matter of record only and is not a solicitation for approval of the contemplated share transfer. Any solicitation of shareholder approval shall be made by the Companies separately in accordance with the provisions of the Japanese Commercial Code and other applicable laws and regulations.

March 19, 2004

**To Investors and Customers:** 

Monex, Inc. Nikko Beans, Inc.

#### Announcement for Basic Agreement on Business Integration

Nikko Beans, Inc. ("Nikko Beans") and Monex, Inc. ("Monex") entered into a basic agreement to establish a common holding company (Monex Beans Holdings, Inc.) by way of "Share Transfer" of the existing shares of Nikko Beans and Monex. Details are as follows:

#### 1. Business Integration of Two Companies

Each of Nikko Beans and Monex has been focusing on setting up and providing the best and has grounds for providing advanced financial services to individual investors as an on-line specialized brokerage. The agreement on the business integration by Nikko Beans and Monex will accelerate towards the realization of the aims of both companies and is intended to create firm platforms for future business developments.

Nikko Beans was established as a subsidiary to a leading financial institution and provides specialized and advanced financial services while Monex was established through cooperation among non-financial business entities and individuals as the new type of financial institution which pursues usefulness and convenience of individual investors. The business integration of these two companies will enable to provide genuine and fine financial services under more suitable prices.

The assets under the custody of both companies after the business integration will be over 1.1 Trillion Yen; the largest among one-line brokers in Japan. But the business integration of Nikko Beans and Monex will not only add the existing values of both companies. The new holding company will be operated to further the value of the company brand (i.e., the brand to pursue to provide the comprehensive financial services for individuals in Japan which has been eagerly sought for by Monex) through its cooperation with Sony Corporation and Nikko Cordial Corporation, its major shareholders.

#### (English Translation)

### 2. "Share Transfer" to Establish A Common Holding Company

#### (1) Schedule

March 19, 2004 Entered into a Basic Agreement

Later in April 2004 (Scheduled) Board of Directors Meeting of each company to approve the

"Share Transfer"

Later in June 2004 (Scheduled) General Shareholder Meeting of each of company to

approve the "Share Transfer"

Early in August 2004 (Scheduled) Occurrence of the "Share Transfer"

#### (2) Ratio of "Share Transfer"

	Monex	Nikko Beans
Ratio of "Share Transfer"	1	3.4

#### **Notes:**

#### 1) Rate of Share Allocation

1 share of the new holding company will be allotted to each share of Monex and 3.4 shares of the new holding company will be allotted to each share of Nikko Beans.

#### 2) Basis of Ratio of "Share Transfer"

Monex requested Global Management Directions and Nikko Beans requested Clifix Consulting to calculate the ratio of "Share Transfer" and the decision of the ratio was made by both companies based on the outcome of these calculations. The ratio may change if any material change has been found on the bases of the conditions on which the calculations was made.

3) Results, Methods and Bases of Calculations by Third Party Evaluation Firms
Global Management Directions and Clifix Consulting calculated the ratio of "Share Transfer"
through comprehensive valuation and analysis of the results obtained by the market share

price method, the similar company comparison method, the discounted cash flow method, etc.

#### (3) Cash Payment to Shareholders due to "Share Transfer"

No cash payment will be made to shareholders by reason of "Share Transfer".

# (4) Listing of New Holding Company

The new holding company, Monex Beans Holdings, Inc., is planned to apply to be listed on the Tokyo Stock Exchange Mothers Market. Each of Monex and Nikko Beans will be a wholly owned subsidiary of the new holding company and thus the Monex shares which are currently listed on the Tokyo Stock Exchange Mothers Market will be delisted in exchange of the listing of the new holding company. (Each share of Monex will be transferred to one share of the new holding company.)

# 3. Outline of Monex and Nikko Beans (as of September 30, 2004)

(1)	Company Name	Monex, Inc.	Nikko Beans, Inc.	
(2)	Business	Securities Operations,	Securities Operations,	
		Operations Related to Securities	Operations Related to Securities	
		Operations and Other	Operations and Other	
		Operations	Operations	
(3)	Date of Incorporation	April 5, 1999	May 20, 1999	
(4)	Address of Head Office	11-1, Marunouchi 1-chome,	28-38, Shinkawa 1-chome, Chuo-	
		Chiyoda-ku, Tokyo	ku, Tokyo	
(5)	Representative	Oki Matsumoto	Shuichi Numaguchi	
	_		* Changed to Noriyuki	
			Ogasawara on Feb. 16, 2004.	
(6)	Capital	6,208 Million Yen	12,286 Million Yen	
			* Changed to 7,400 Million Yen	
			on Dec. 16, 2003	
(7)	Number of	1,545,205	225,400	
	Outstanding Shares			
(8)	Shareholders' Equity	9,090 Million Yen	10,074 Million Yen	
(9)	Total Assets	45,180 Million Yen	65,539 Million Yen	
(10)	End of Fiscal Year	March 31	March 31	
(11)	Number of Employees	43	42	
(12)	Major Shareholders	Sony Corporation 30.44%	Nikko Cordial Corporation	
	-	Oki Matsumoto 19.08%	74.02%	
(13)	Major Trading Banks	- Mizuho Corporate Bank	- UFJ Bank	
		- Sumitomo Mitsui Banking	- Bank of Tokyo-Mitsubishi	
		Corporation	- Resona Bank, Ltd.	
		- UFJ Bank	- The Chuo Mitsui Trust and	
			Banking Company, Limited	
(14)	Relation Between Two	Capital Relation: None		
	Companies	Personnel Relation: None		
		Business Relation: None		

# (15) Business Results of Last Three Fiscal Years (Yen)

	Monex		Nikko Beans			
Fiscal Year End	Mar. 2001	Mar. 2002	Mar. 2003	Mar. 2001	Mar. 2002	Mar. 2003
Operating	2,999	3,281	2,766	2,528	2,227	2,870
Revenue	Million	Million	Million	Million	Million	Million
Net Operating	-	3,280	2,712	-	2,165	2,601
Revenue		Million	Million		Million	Million
<b>Operating Income</b>	-679	-1,236	-1,765	-2,950	-1,352	66 Million
	Million	Million	Million	Million	Million	
Ordinary Income	-790	-1,200	-1,758	-2,972	-1,350	72 Million
-	Million	Million	Million	Million	Million	
Net Income	-840	-1,406	-2,046	-2,050	-1,360	746
	Million	Million	Million	Million	Million	Million
Net Income Per	-610.46	-930.11	-1,336.25	-9,952.04	-6,034.89	3,309.94
Share						
Dividend Per	-	-	-	-	-	-
Share						
Shareholders'	6,872.44	6,766.85	5,426.01	43,268.42	38,853.24	40,543.47
<b>Equity Per Share</b>						

### (16) Latest Business Results and Operating Information

1) Business Results up to the end of the Third Quarter of the Fiscal Year ending March 31, 2004 (i.e., Nine months from April 1, 2004 to December 31, 2003) (Yen)

\* The numbers have not been audited.

	Monex	Nikko Beans
Operating Revenue	5,247 Million	4,744 Million
Net Operating Revenue	5,029 Million	4,501 Million
Operating Income	1,484 Million	1,790 Million
Ordinary Income	1,492 Million	1,790 Million
Net Income	1,385 Million	1,593 Million
Net Income Per Share	896.21	7,068.15
Shareholders' Equity Per	6,338.24	47,611.61
Share		

#### 2) Operating Information (As of February 29, 2004)

	Monex	Nikko Beans
Number of Accounts	244,858	106,370
Assets under Custody	692.8 Billion Yen	446.6 Billion Yen

## 4. Outline of New Holding Company

(1) Company Name Monex Beans Holdings, Inc.

(2) Business Holding shares of companies operating

securities and other businesses

(3) Address of Head Office 11-1, Marunouchi 1-chome, Chiyoda-ku,

Tokyo

(4) Representative Representative Director, Chairman: Noriyuki Ogasawara

Representative Director, President & CEO: Oki Matsumoto

(5) Capital 8,800 Million Yen

(6) Number of Outstanding 2,341,287

Shares (Planned)

(7) End of Fiscal Year March 31

(8) Major Shareholders Sony Corporation 20.09%

Nikko Cordial Corporation 20.07% Oki Matsumoto 12.81%

## 5. Views After the Establishment of the New Holding Company

Monex and Nikko Beans will be wholly owned subsidiaries of the new holding company. The merger of Monex and Nikko Beans is intended to be accomplished during Year 2005. The holding company is scheduled to start to prepare for changing the listing market from Mothers Market to the First Section Market of Tokyo Stock Exchange, as soon as possible.