



Notice of Issuance of New Shares through Public Offering and Secondary Offering of Shares, and Announcement of a Change in the Major Shareholder, etc.

TOKYO, September 21, 2010 - Monex Group, Inc. (“the Company”: TSE Code 8698 TSE 1st section, Oki Matsumoto Representative Director, President and CEO) announces that, with respect to the issuance of new shares through public offering and secondary offering of shares, the following details were resolved at the meeting of the Board of Directors held today. The Company also announces that, as a result of the secondary offering, it expects the following change in its major shareholder and other affiliate.

Monex group, with Monex, Inc., an on-line securities broker, as the core of Monex group, has aimed to provide a high quality financial service from a standpoint of individual investors. While Monex group already has a customer relationship of approximately 1,300,000 accounts in Japan, in light of the current domestic and overseas conditions it is becoming increasingly important to diversify risk globally, not only for corporate business activities but also for asset and investment management of individual investors. Under such circumstances, the Company also position it as an important growth strategy, by expanding the Company's business in the growing overseas markets, to enhance the Company's capability to provide to its domestic customers more opportunities of investments overseas and to diversify and expand its revenue opportunity overseas.

In accordance with such strategy, the purpose of this offering is to prepare for the Company's future active business expansion to the overseas markets. On July 27, 2010, the Company agreed to acquire Boom Securities (HK) Limited, Boom.com Limited, Baby Boom Limited and Boom Solutions Limited (collectively, “Boom Group”), a Hong Kong based on-line brokerage company group, and signed an agreement for this acquisition. Monex group plans to expand its on-line retail brokerage businesses in Asian market through Boom Group. The Company will use a part of the proceeds from the Public Offering as investments and loans in Boom Group and Boom Group will use such proceed for its system related investments and working capital to expand its business.

Citigroup Japan Holdings Corp. (the “Selling Shareholder”) will offer currently held the Company's shares, in combination with newly issued shares, with the aim of improving liquidity of the shares of the Company. In addition, Citibank Japan Ltd., a member of the Selling Shareholder's group, and the Monex group, both innovative market leaders in their respective fields, have further agreed to look for new opportunities to collaborate in the retail financial services space and evaluate possible future alliance arrangements. The Selling Shareholder intends to retain a certain stake in and coordinate with the Company toward the effective materialization of these aims.

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I. Issuance of New Shares through Public Offering and Secondary Offering of Shares

1. Issuance of new shares through public offering (the “Public Offering”)

- (1) Class and number of new shares to be offered 140,000 shares of common stock of the Company
- (2) Method of determination of the amount to be paid of The amount to be paid (per share) to the Company by the Underwriters shall be determined on the date of determination of the issue price etc. (which shall be a day in the period from Monday, October 4, 2010 to Thursday, October 7, 2010) (the “Determination Date”) in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, etc. of Securities promulgated by the Japan Securities Dealers Association (“JSDA”).
- (3) Amount of stated capital and additional paid-in capital to be increased The amount of stated capital to be increased shall be half of the maximum increased amount of stated capital, as calculated in accordance with the provision of Article 14, Paragraph 1 of the Rules of Account Settlement of Corporations with any fraction less than one yen resulting from the calculation being rounded up to the nearest one yen. The amount of additional paid-in capital to be increased shall be the amount obtainable by subtracting the above amount of stated capital to be increased from the relevant maximum amount of stated capital increase.
- (4) Method of offering The offering shall be a public offering. All of the new shares shall be purchased and underwritten for sale by several Underwriters. Two of the Underwriters will be the Joint Bookrunners.
The issue price with regard to the Public Offering (offer price) shall be determined on the Determination Date, based on the preliminary pricing terms calculated by multiplying the closing price in regular trading of the shares on the Tokyo Stock Exchange on the Determination Date (or, if no closing price is quoted, the closing price of the immediately preceding date) by 0.90 – 1.00

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- (with any fraction less than one yen being rounded down), in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, etc. of Securities promulgated by the JSDA, taking into account market demand and other conditions.
- (5) Consideration to be paid to the Underwriters The Company shall not pay any underwriting fees to the Underwriters. Instead, the aggregate amount of the difference between (a) the issue price in the Public Offering (offer price) and (b) the amount to be paid (per share) to the Company by the Underwriters shall be taken by the Underwriters.
- (6) Subscription period The subscription period shall be from the next business day after the Determination Date to the second business day following the Determination Date.
- (7) Payment date The payment date shall be a day in the period from Tuesday, October 12, 2010 to Friday, October 15, 2010, provided however, that such day shall be the fifth business day following the Determination Date.
- (8) Delivery date The delivery date shall be a day in the period from Wednesday, October 13, 2010 to Monday, October 18, 2010, provided however, that such day shall be the sixth business day following the Determination Date.
- (9) Subscription unit 1 share
- (10) The amount to be paid (to the Company by the Underwriters), the amount of stated capital and additional paid-in capital to be increased, and any other matters necessary for issuance of new shares by the Public Offering shall be determined at the discretion of the representative director, president and CEO of the Company.
- (11) The Public Offering shall be subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.

2. Secondary offering of shares (Secondary Offering by way of Underwriting)

- (1) Class and number of shares to be sold 503,250 shares of common stock of the Company which are the sum of (i) and (ii) below.
- (i) 480,000 shares to be firmly underwritten by the Underwriters in the Secondary Offering by way of Underwriting.

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- (ii) A maximum of 23,250 shares which shall be the subject of underwriting options to be granted by the Selling Shareholder to the Underwriters in connection with the Overseas Sales (as provided in (4) below) (the “Additional Purchase Option”)
The number of shares mentioned in (ii) is the maximum number of shares to be sold. The number mentioned above in (ii) may be decreased, or the underwriting of the shares mentioned in (ii) may be cancelled entirely, depending on market demand and other conditions. The number of shares to be sold mentioned in (ii) shall be determined on the Determination Date, taking into account market demand and other conditions.
- (2) Selling Shareholder Citigroup Japan Holdings Corp.
- (3) Selling price Undetermined (Selling price shall be determined on the Determination Date, based on the preliminary pricing terms calculated by multiplying the closing price in regular trading of the shares on the Tokyo Stock Exchange on the Determination Date (or, if no closing price is quoted, the closing price of the immediately preceding date) by 0.90 – 1.00 (with any fraction less than one yen being rounded down), in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, etc. of Securities promulgated by the JSDA, taking into account market demand and other conditions. The selling price shall be the same as the issue price (offer price) of the Public Offering.)
- (4) Method of secondary offering All of the shares shall be purchased and underwritten by the Underwriters. A part of the shares may be sold by affiliates of the Underwriters to overseas investors in overseas market such as Europe (but excluding the United States and Canada) (the “Overseas Sales”). In connection with such sales, the Selling Shareholder shall grant the Underwriters the Additional Purchase Option mentioned in (1) (ii) above. The shares of common stock of the Company purchased through stabilization transactions may be used, in whole or in part, for the settlement of Overseas Sales.

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The consideration of the Underwriters with respect to the Secondary Offering by way of Underwriting shall be the aggregate amount of the difference between (a) the selling price of the Secondary Offering by way of Underwriting and (b) the amount to be paid (per share) to the Selling Shareholder by the Underwriters (which shall be the same as the amount to be paid (per share) to the Company by the Underwriters with respect to the Public Offering).

- (5) Subscription period The subscription period shall be from the next business day after the Determination Date to the second business day following the Determination Date; provided, however, that such subscription period shall be the same as the subscription period in respect of the Public Offering.
- (6) Delivery date The delivery date shall be a day in the period from Wednesday, October 13, 2010 to Monday, October 18, 2010, provided, however, that such day shall be the sixth business day following the Determination Date.
- (7) Subscription unit 1 share
- (8) The selling price and any other matters necessary for the Secondary Offering by way of Underwriting shall be determined at the discretion of the representative director, president and CEO of the Company.
- (9) The Secondary Offering by way of Underwriting shall be subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.

3. Secondary offering of shares (Secondary Offering by way of Over-Allotment) (See 1. of “For Reference” attached thereto)

- (1) Class and number of shares to be sold 69,750 shares of common stock of the Company.
The number of shares mentioned above is the maximum number of shares to be sold. The number mentioned above may be decreased, or the underwriting of the shares mentioned above may be cancelled entirely, depending on market demand and other conditions. The number of shares to be sold shall be determined

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- on the Determination Date, taking into account market demand and other conditions.
- (2) Seller One of the Joint Bookrunners.
 - (3) Selling price Undetermined (The selling price shall be determined on the Determination Date. The selling price shall be the same as the selling price of the Secondary Offering by way of Underwriting.)
 - (4) Method of secondary offering Taking into account market demand and other conditions for the Public Offering and the Secondary Offering of shares by way of Underwriting, one of the Joint Bookrunners (stated in (2) above) will undertake a secondary offering of shares up to a maximum of 69,750 shares that it will borrow from the Selling Shareholder (stated in (2) of “2. Secondary Offering of Shares (Secondary Offering by way of Underwriting)” above)
 - (5) Subscription period The subscription period shall be the same as the subscription period in respect of the Secondary Offering by way of Underwriting.
 - (6) Delivery date The delivery date shall be the same as the delivery date in respect of the Secondary Offering by way of Underwriting.
 - (7) Subscription unit 1 share
 - (8) The selling price and any other matters necessary for the Secondary Offering by way of Over-Allotment shall be determined at the discretion of the Representative Director, President and CEO of the Company.
 - (9) The Secondary Offering by way of Over-Allotment shall be subject to the effectiveness of the securities registration statement filed under the Financial Instruments and Exchange Act of Japan.

[For Reference]

1. Secondary Offering by way of Over-Allotment and other matters

The Secondary Offering by way of Over-Allotment as mentioned in “I. 3. Secondary offering of shares (Secondary Offering by way of Over-Allotment)” above, is a secondary offering to be made in relation to (a) the Public Offering mentioned in “I. 1. Issuance of new shares through public offering (Public Offering)” and (b) the Secondary Offering by way of Underwriting mentioned in “I. 2. Secondary offering of shares (Secondary Offering by way of

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Underwriting)” for shares of common stock of the Company, in a number not exceeding 69,750 shares, that will be borrowed by one of the Joint Bookrunners (as provided in (2) of “3. Secondary offering of shares (Secondary Offering by way of Over-Allotment)” above) from the Selling Shareholder (stated in (2) of “2. Secondary offering of shares (Secondary Offering by way of Underwriting)” above), taking into account market demand and other conditions. The number of shares to be offered in the Secondary Offering by way of Over-Allotment is scheduled to be 69,750 shares; however, this is the maximum number of shares to be sold, and such number may be decreased, or the Secondary Offering by way of Over-Allotment may be canceled entirely, depending on market demand and other conditions.

In connection with this, when the Secondary Offering by way of Over-Allotment is conducted, the Selling Shareholder (stated in (2) of “2. Secondary offering of shares (Secondary Offering by way of Underwriting)” above) will grant to one of the Joint Bookrunners, the right to additionally purchase up to a number of shares (the “Maximum Number of Shares”) of common stock of the Company with respect to the Secondary Offering by way of Over-Allotment (the “Greenshoe Option”), which may be exercised in the period ending on the 30th day from the day immediately following the last day of the subscription period of the Public Offering, Secondary Offering by way of Underwriting and Secondary Offering by way of Over-Allotment (collectively, the “Offering”) (if such 30th day is not a business day, the immediately preceding business day of such 30th day) (the “Expiration Date of Greenshoe Option”).

One of the Joint Bookrunners may also purchase the shares of common stock of the Company (the “Syndicate Cover Transactions”) on the Tokyo Stock Exchange to return the shares borrowed from the Selling Shareholder, up to the Maximum Number of Shares, during the period from the day immediately following the last date of the subscription period of the Offering to the Expiration Date of Greenshoe Option (the “Syndicate Cover Transaction Period”). All of the shares of common stock of the Company purchased by such Joint Bookrunner by way of the Syndicate Cover Transaction will be used to return the shares borrowed from the Selling Shareholder (stated in (2) of “2. Secondary offering of shares (Secondary Offering by way of Underwriting)” above).

During the Syndicate Cover Transaction Period, such Joint Bookrunner, in its discretion, may decide not to conduct Syndicate Cover Transactions or may decide to terminate the Syndicate Cover Transactions before the number of shares purchased reaches the Maximum Number of Shares.

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One of the Joint Bookrunners may conduct stabilizing transactions during the subscription period of the Offering, and may use the shares purchased through such stabilizing transactions to return the shares borrowed from the Selling Shareholder (stated in (2) of “2. Secondary offering of shares (Secondary Offering by way of Underwriting)” above).

Other than mentioned above, the whole or a part of the shares purchased through such stabilizing transactions may be used for the settlement of a part of the Overseas Sales.

The relevant Joint Bookrunner may exercise the Greenshoe Option only for the remaining amount of shares calculated by deducting (a) the shares purchased through Syndicate Cover Transactions and (b) the number of shares to be used for returning the shares borrowed from the Selling Shareholder, which are purchased through stabilizing transactions, from the number of shares of the Secondary Offering by way of Over-Allotment.

Whether or not the Secondary Offering by way of Over-Allotment is to be conducted, as well as the number of shares to be sold in the event that the Secondary Offering by way of Over-Allotment is to be conducted, will be determined on the Determination Date. If the Secondary Offering by way of Over-Allotment is canceled, the relevant Joint Bookrunner will not borrow shares of the common stock of the Company from the Selling Shareholder (stated in (2) of “2. Secondary offering of shares (Secondary Offering by way of Underwriting)” above), nor will the Greenshoe Option be granted to the relevant Joint Bookrunner. Further no Syndicate Cover Transactions on the Tokyo Stock Exchange will be made.

The stabilizing transactions, Syndicate Cover Transactions and the exercise of the Greenshoe Option will be made by the relevant Joint Bookrunner upon consultations with the other Joint Bookrunner as necessary.

2. Change in the number of outstanding shares as a result of the capital increase by the Public Offering

Total number of outstanding shares at present:	2,991,120 shares
Increase in number of shares as a result of the capital increase by the Public Offering:	140,000 shares
Total number of outstanding shares after the capital increase by the Public Offering:	3,131,120 shares

3. Use of Proceeds to be Raised

- (1) Use of proceeds to be raised this time

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Out of the proceeds from the Public Offering of new shares which will be about 4,666,000,000 yen, 2,300,000,000 yen is planned to be used by December, 2011 for investments and loans to Boom Group, the acquisition of which is scheduled to be completed in the fiscal year ending on March 31, 2011. Boom Group will use this investments and loans from the Company for its system investments and its working capital, to build its operating base overseas and to seek the expansion of its revenue.

And the remainder will be used for the lending to the Company's subsidiary, Monex, Inc. in the fiscal year ending on March 31, 2011. Monex, Inc. will use the money borrowed for the redemption of its short-term borrowings, and to strengthen the balance sheet ahead of the capital needs anticipated to vigorously move forward with Monex group's business expansion to overseas market.

But in case that the Company is unable to complete the acquisition of Boom Group for any reason, all of the proceeds will be used for the lending to Monex, Inc. (redemption of short-term borrowing of Monex, Inc.).

(The total asset, net asset of Boom Group as at the end of December 2009, and its operating revenue for 18 months accounting period ended December 2009 were 957,217,000 HKD, 40,619,000 HKD and 124,887,000 HKD respectively, each being a sum of such figures from the non-consolidated financial statements of the four companies. The figures for the 18 months accounting period ended December 2009, under "Boom Group", (16) Financial performance for the past three year results under 3. Outline of the Surviving Company and Dissolving Company, Monex Group to Acquire Boom Group in Hong Kong disclosed on July 27, 2010, take into account inter-company transactions and are different from the above.)

(2) Change in the use of proceeds raised last time

Not applicable.

(3) Expected impact on business results

The proceeds from this offering will be partly used for investments and loans to Boom Group (system investment and working capital), and the remaining proceeds will be used for the redemption of short-term borrowings of Monex, Inc.

The Company believes that these will contribute to the enhancement of solid financial base to support the aggressive overseas expansion of the Monex group, as well as the enhancement of its business base and the improvement of its profitability as a group.

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Lock-up

1. In connection with the Public Offering and the Secondary Offering by way of Underwriting, the Selling Shareholder has agreed with the Joint Bookrunners that, during the period beginning on the Determination Date and ending on the 90th day after the delivery date (the "Lock-up Period"), it shall not conduct sale, etc. of shares of the Company (excluding the delivery of shares in relation to the Secondary Offering by way of Underwriting and the exercise of the Greenshoe Option) without the prior written consent of Joint Bookrunners.

In addition, the Company has agreed with the Joint Bookrunners that, during the Lock-up Period, it shall not conduct (i) issuance of shares of the Company, (ii) issuance of securities to be converted into or to be exchanged for shares of the Company or (iii) issuance of securities to which any right to obtain or receive shares of the Company is granted (excluding, among others, the Public Offering, the Secondary Offering by way of Underwriting, the Secondary Offering by way of Over-Allotment, issuance of new shares by way of stock split or the scheduled issuance of the shares of common stock of the Company as a result of the acquisition of Boom Group mentioned below) without the prior written consent of Joint Bookrunners.

In each case above, the Joint Bookrunners are entitled to cancel this agreement in part or in whole at their discretion during the Lock-up Period.

The Company publicly announced the acquisition of Boom Group on July 27, 2010, and as a result of the merger of the preparation company (domestic SPC) with Boom Group, 65,685 shares of common stock of the Company is scheduled to be issued and allocated as a SPC interest as mentioned above.

2. Apart from 1. mentioned above, ORIX Corporation ("ORIX") has agreed with the Company that, regarding the shares of the Company held by ORIX, ORIX will not sell, transfer or collateralize its holding shares of the Company to a third party without the prior written consent of the Company (excluding the matters mentioned (i) below), within one year from January 17, 2010 (the "Restricted Period"). Also, ORIX has agreed with the Company that ORIX has to discuss in advance with the Company in case of (i) applying for the tender offer bid conducted by third party during the Restricted Period, (ii) the sale, transfer or collateralization to a third party

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within 2 years after the expiration of the Restricted Period.

II. Changes in the Major Shareholder and Other Affiliate

1. Background Leading to the Change

As result of the secondary offering of shares, mentioned above in “I. Issuance of New Shares through Public Offering and Secondary Offering of Shares – 2. Secondary offering of the shares (Secondary Offering by way of Underwriting)”, and resolved at the meeting of the Board of Directors held today, it is expected that Citigroup Japan Holdings Corp. (“CJH”) will cease to be a major shareholder and other affiliate of the Company. In addition, Citigroup Inc., the parent company of CJH, is also expected to cease to be another affiliate of the Company.

2. Brief Description of Citigroup Japan Holdings Corp.

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|--------------------------------------|--|
| (1) Company name | Citigroup Japan Holdings Corp. |
| (2) Address | 1-5-1, Marunouchi, Chiyoda-ku, Tokyo, Japan |
| (3) Name and title of representative | Darren Buckley, Representative Director, President & CEO |
| (4) Nature of business | Holding company |
| (5) Capital | 300,000 million yen |

3. Number of Shares (Voting Rights) Held by CJH and Percentage of the Number of Voting Rights Held by the Total Shareholders

	Number of voting rights (number of shares held) (#)	Percentage of the number of the voting rights held by total shareholders *	Ranking in the Major Shareholders
Before the change (as of March 31, 2010)	616,419 (616,419 shares)	20.62%	2nd
After the change	113,169 (113,169 shares)	3.61%	4th

* Number of non-voting shares which were deducted from the total number of issued shares:

Before the change: 1,318 shares (1,318 shares held by subsidiaries)

After the change: 0 share (shares held by subsidiaries have not been deducted for the purpose of calculation)

* Total number of issued shares as of March 31, 2010: 2,991,120 shares

The number of voting rights and issued shares after the change is calculated based on assumption

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that the Additional Purchase Option is exercised in full by the Underwriters. The percentage of the number of voting rights after the change is based on the total number of voting rights as of March 31, 2010 and the increased number of new shares offered through the Public Offering. Also, the number of shares held by this shareholder may decrease further by a maximum of 69,750 shares, in case that the Greenshoe Option mentioned above in 1. of “For Reference” is exercised in full.

4. Expected Date of this Change

The delivery date of the secondary offering mentioned above in “I. Issuance of New Shares through Public Offering and Secondary Offering of Shares – 2. Secondary Offering of Shares (Secondary Offering by way of Underwriting)” (6 business days after the Determination Date)

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