

# **MONEX GROUP**

## **Announcement of Our Transition to a Company with Committees and Management Changes**

TOKYO, May 9, 2013 – Monex Group, Inc. (the “Company”) has decided at the Extraordinary Board of Director’s Meeting held today to transit from a Company with Board of Auditors to a ‘Company with Committees’. The Company has also decided to propose the following management member changes to the upcoming Annual General Meeting of Shareholders scheduled on June 22, 2013.

Amendments to articles of incorporation due to these changes are separately disclosed in the ‘ANNOUNCEMENT OF PARTIAL AMENDMENT TO ARTICLES OF INCORPORATION’ dated May 9, 2013.

### **1. Transition to a ‘Company with Committees’**

#### **(1) Purpose of the transition**

##### **(a) Strengthening Corporate Governance System**

The ‘separation of the roles of executive function and monitoring function’ will be clearer once this transition is in effect. In addition, this will secure transparency and fairness of management and enhance an even more effective corporate governance with its three committees; the Nominating, Compensation and Audit committees, all of which must be consisted by a majority number of outside board members.

##### **(b) Expediting of the decision making process**

In a ‘Company with Committees,’ it is stated in the Companies Act that the transfer of authority from the Board of Directors to Executive Officers is widely accepted. This will make it possible for the Company to promptly meet various stakeholders’ expectations and changes in the market environment.

#### **(2) Timing of transition**

The transition will take place after gaining an official approval of necessary amendments to articles of incorporation at the Annual General Meeting of Shareholders scheduled on June 22, 2013.

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## 2. Change of Directors and Auditors

### (1) Director Candidates (to be proposed to the Annual General Meeting of Shareholders on June 22, 2013)

Oki Matsumoto	[Re-appointment] present Representative Director Chairman
Shoji Kuwashima	[Re-appointment] present Managing Director, Vice Chairman
Takashi Oyagi	[Re-appointment] present Managing Director
Salomon Sredni	[Re-appointment] present Managing Director
Masakazu Sasaki	[Candidate] present Part-time Director Certified Public Accountant, Office of Sasaki Certified Public Accountant
Jun Makihara	[Re-appointment] (Outside & Independent Director) Chairman, Neoteny Co., Ltd.
Kaoru Hayashi	[Re-appointment] (Outside & Independent Director) Representative Director, President and Group CEO Digital Garage, Inc.
Nobuyuki Idei	[Candidate] (Outside & Independent Director) Founder and CEO, Quantam Leaps Corporation
Koji Kotaka	[Candidate] (Outside & Independent Director) Attorney at Law, Koji Kotaka LPC
Takeshi Tamaki	[Candidate] (Outside & Independent Director) Present Full-time Member of the Board of Auditors (Outside)

Total of 10 Directors (5 Outside & Independent Directors)

In addition, the “Company” has planned to propose that Oki Matsumoto will be appointed to Managing Director & Chairman and Shoji Kuwashima will be appointed to Managing Director & Vice Chairman at the meeting of the Board of Directors to be held after the Annual General Meeting of Shareholders.

### (2) Resignation of Directors (Scheduled on June 22, 2013)

Yuko Kawamoto  
Takeo Kato  
Haruyuki Urata

### (3) Resignation of Auditors (Scheduled on June 22, 2013)

Takeshi Tamaki  
Takehiko Moriyama  
Tetsuo Ozawa  
Masakazu Sasaki

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\*Takeshi Tamaki and Masakazu Sasaki are scheduled to be appointed Directors, and Takehiko Moriyama to be appointed Adviser, on June 22, 2013.

## 3. Committee Members

(Planned to be proposed to the meeting of the Board of Directors scheduled after the upcoming Annual General Meeting of Shareholders on June 22, 2013.)

### (1)Nominating Committee

Chair	Nobuyuki Idei (Outside Director)
Other Members	Jun Makihara (Outside Director), Oki Matsumoto

### (2)Compensation Committee

Chair	Jun Makihara (Outside Director)
Other Members	Nobuyuki Idei (Outside Director), Oki Matsumoto

### (3)Audit Committee

Chair	Takeshi Tamaki (Outside Director)
Other Members	Koji Kotaka (Outside Director), Masakazu Sasaki (Part-time Director)

## 4. Executive Officers

(Planned to be proposed to the meeting of the Board of Directors scheduled after the upcoming Annual General Meeting of Shareholders on June 22, 2013.)

Oki Matsumoto	Representative Executive Officer and CEO *1
Salomon Sredni	Executive Officer and COO *1
Masaki Ueda	Executive Officer and CFO
Hisashi Tanaami	Executive Officer and CAO *2
Shoji Kuwashima	Executive Officer and CQO *1, *2
Takashi Oyagi	Executive Officer and CSO *1, *2

\*1 Also serving as Directors

\*2 CAO = Chief Administrative Officer, CQO = Chief Quality Officer, CSO = Chief Strategic Officer

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## 5. Adviser and Executive Director Changes (Scheduled on June 22, 2013)

### (1) Advisers to be appointed

Takehiko Moriyama Member of the Board of Auditors

Tsutomu Nakajima Senior Executive Director

### (2) Resigning Executive Director

Tsutomu Nakajima Senior Executive Director

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