

# MONEX GROUP

## Announcement of Partial Amendment to Articles of Incorporation

TOKYO, April 30, 2015 - Monex Group, Inc. (the “Company”) hereby announces that its Board of Directors has resolved at its meeting held today to propose the “Partial Amendment to the Articles of Incorporation” at the 11th Annual General Meeting of Shareholders of the Company to be held on June 20, 2015. The details of the resolution are as follows:

### 1. Purpose of Amendment of the Articles of Incorporation

Following the revision of the provisions of Article 427 of the Companies Act to be enforced on May 1, 2015, the scope of the directors who may enter into contracts with their companies to limit their liability prescribed in Article 423, Paragraph 1 of the same act (the “Contracts for Limitation of Liability”) will be expanded from “outside directors” to “directors (excluding those who are managing directors)”.

Responding to the revision, the Company is proposing to make necessary amendments to the existing Article 30 (Indemnification of Directors) Clause 2 of its Articles of Incorporation concerning the Contracts for Limitation of Liability.

### 2. Contents of Amendments

(The underlined portions are proposed to be amended.)

Existing Articles of Incorporation	Proposed Amendments
Article 30. (Indemnification of Directors) 1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, indemnify its directors (including former directors) from and against any liability concerning their acts under Article 423, Paragraph 1 of the same act to the extent permitted by law. 2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may execute an agreement with its <u>outside directors</u> to limit their liability under Article 423, Paragraph 1 of the same act;	Article 30. (Indemnification of Directors) (as existing)  2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may execute an agreement with its <u>directors (excluding those who are managing directors)</u> to limit their liability under Article

---

Contact: Yuko Machida  
Investor Relations, Financial Control Department  
Monex Group, Inc.  
+81-3-4323-8698

This material is an English translation of a Japanese announcement made on the date above. Although the Company intended to faithfully translate the Japanese document into English, the accuracy and correctness of this English translation is not guaranteed and thus you are encouraged to refer to the original Japanese document. This translation was made as a matter of record only and does not constitute an offer to sell or to solicit an offer to buy securities in the U.S.

# MONEX GROUP

Existing Articles of Incorporation	Proposed Amendments
provided, however, that the maximum amount of liability for damages under such agreement shall be the higher of pre-determined amount, which must be 10 (ten) million yen or more, and the amount provided by law.	423, Paragraph 1 of the same act; provided, however, that the maximum amount of liability for damages under such agreement shall be the higher of pre-determined amount, which must be 10 (ten) million yen or more, and the amount provided by law.

### 3. Schedule

Date of the Shareholders Meeting  
for amendment of the Articles of Incorporation (scheduled):      Saturday, June 20, 2015

Effective date of the amendments  
to the Articles of Incorporation (scheduled):                              Saturday, June 20, 2015

###

---

Contact: Yuko Machida  
Investor Relations, Financial Control Department  
Monex Group, Inc.  
+81-3-4323-8698

This material is an English translation of a Japanese announcement made on the date above. Although the Company intended to faithfully translate the Japanese document into English, the accuracy and correctness of this English translation is not guaranteed and thus you are encouraged to refer to the original Japanese document. This translation was made as a matter of record only and does not constitute an offer to sell or to solicit an offer to buy securities in the U.S.