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Securities Code: 8732  
June 2, 2022

To our shareholders:

President and Representative Director  
Hideji Fukushima  
MONEY PARTNERS GROUP CO.,LTD.  
3-2-1, Roppongi, Minato-ku, Tokyo, Japan

## Notice of the 18th Ordinary General Shareholders' Meeting

Dear Shareholders: Thank you very much for your continued support.

MONEY PARTNERS GROUP CO., LTD. (hereinafter referred to as the "Company") announces that the 18th Ordinary General Shareholders' Meeting (hereinafter referred to as the "Meeting") will be held, as given below.

If you are unable to attend the meeting, please review the attached Reference Materials for the Meeting, and exercise your voting rights in writing or via the Internet.

In addition, the Ordinary General Meeting of Shareholders for this year will be livestreamed on the internet. For details, please refer to page 8 (in Japanese only).

Yours very truly

## PARTICULARS

- 1. DATE AND TIME** Friday, June 17, 2022  
10:00 a.m. (Reception to open at 9:30 a.m.)
- 2. PLACE** 9F Sumitomo Fudosan Roppongi Grand Tower, 3-2-1, Roppongi, Minato-ku, Tokyo, Japan  
Bellesalle Roppongi Grand Conference Center Room H  
**(Please refer to the attached information map.)**  
**(Please note that the place of the Meeting is different from that of last year)**

### 3. AGENDA

#### Items to be reported:

1. Business Report and Consolidated Financial Statements, as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 18th Term (from April 1, 2021 to March 31, 2022).
2. Report on the Non-Consolidated Financial Statements for the 18th Fiscal Year (from April 1, 2021 to March 31, 2022)

#### Items to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Partial Amendment to the Articles of Incorporation
- Proposal No. 3** Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4** Election of Two Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 5** Amount and Determination of Short-term Performance-linked Remuneration to Directors
- Proposal No. 6** Continuation of Performance-linked and Share-based Remuneration Plan for Directors, etc.

### 4. Information on Exercising Voting Rights

Please refer to “Guidance on Exercising Voting Rights” described on page 6 (in Japanese only).

END

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- For those who will be in attendance, we would like to ask that you submit the enclosed voting rights form at the reception desk.
  - To save resources, please bring this “Notice.”
  - Of the documents to be provided with this Notice of Annual General Meeting of Shareholders, Notes to Consolidated Financial Statements, and Notes to Non-consolidated Financial Statements are posted on the Company’s website (<https://www.moneypartners-group.co.jp/>) in accordance with laws and regulations and Article 15 of the Company’s Articles of Incorporation. Therefore, this information is not included in the attached document of this Notice of Annual General Meeting of Shareholders. Accordingly, the attached documents of this Notice of Annual General Meeting of Shareholders are only a part of the Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee in preparing the Audit Report and the Accounting Auditor in preparing the Accounting Audit Report.
  - Any changes to the attached Reference Materials for the Meeting, the Business Report, or the Consolidated and Non-Consolidated Financial Statements will be posted on the Company’s website.
  - **There will be no souvenirs or snacks available on the day of the General Meeting of Shareholders. There will also be no company information session held.**

## Reference documents for the general meeting of shareholders

### Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the 18th fiscal year as follows:

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of ¥3.75 per common share of the Company.  
In this event, the total dividends will be ¥122,248,496.  
Accordingly, the annual dividend per share for the fiscal year will total ¥7.5 per share.
- (3) Effective date of dividends of surplus  
The effective date of dividends will be June 20, 2022.

# Proposal No. 2: Partial Amendment to the Articles of Incorporation

## 1. Reasons for the proposal

The Company proposes amending its Articles of Incorporation as follows, since a system for providing general shareholder meeting materials in electronic format will be introduced, in line with the enforcement on September 1, 2022 of the amended provisions in the proviso of Article 1 of the Supplementary Provisions to the Act Partially Amending the Companies Act (Act No. 70 of 2019).

- (1) Under the foregoing Act, it will be obligatory to stipulate in the articles of incorporation that measures to provide information contained in the reference documents for general meetings of shareholders and related documents in electronic format shall be taken. Therefore, the Company proposes establishing a new paragraph 1 of Article 15 (Measures to Provide Information in Electronic Format) in the proposed amendments to the Articles of Incorporation.
- (2) Regarding information contained in the reference documents for general meetings of shareholders and related documents that is subject to the measures to provide information in electronic format, in order to enable the Company to limit the scope of matters to be stated in paper-based format delivered to shareholders who request delivery of materials in such format, to the scope stipulated by the applicable Ministry of Justice ordinance, the Company proposes establishing a new paragraph 2 of Article 15 (Measures to Provide Information in Electronic Format) in the proposed amendments to the Articles of Incorporation.
- (3) Upon the introduction of the system for providing general shareholder meeting materials in electronic format, the provisions of Article 15 (Disclosure on Internet and Deemed Provision of Reference Documents for General Meetings of Shareholders and Related Documents) in the current Article of Incorporation will not be needed. Therefore, the Company proposes deleting those provisions.
- (4) Supplementary Provisions regarding the effect of the above new and deleted provisions are hereby established. The Supplementary Provisions shall be deleted after the deadline has elapsed.

## 2. Details of the amendments

Details of the amendments are as follows.

(Underlined sections indicate the amendments.)

Current Articles of Incorporation	Planned Amendments
<u>(Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, etc.)</u>	
Article 15 <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or indicated in the reference documents of the general meeting of shareholders, business report, financial statements and/or consolidated financial statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u>	(Deleted)

Current Articles of Incorporation	Planned Amendment
	<u>(Measures to Provide Information in Electronic Format)</u>
(Newly established)	<u>Article 15 The Company will electronically provide information contained in reference documents and other documents for the general meeting of shareholders in convening the general meeting of shareholders.</u>
	<u>2 Among information to be provided electronically, the Company may, but shall not be required to exclude, in whole or in part, any or all of the information set forth by the Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have requested delivery of hardcopies of documents by the record date for voting rights.</u>
Supplementary Provisions	Supplementary Provision
	<u>(Transitional measures regarding providing general shareholder meeting materials in electronic format)</u>
(Newly established)	<u>1 The deletion of Article 15 (Disclosure on Internet and Deemed Provision of Reference Documents for General Meetings of Shareholders and Related Documents) and the establishment of Article 15 (Measures to Provide Information in Electronic Format) of the Articles of Incorporation shall take effect as of September 1, 2022.</u>
	<u>2 Notwithstanding the provision of the preceding paragraph, Article 15 of the Articles of Incorporation (Disclosure on Internet and Deemed Provision of Reference Documents for General Meetings of Shareholders and Related Documents) shall remain in force with respect to general meetings of shareholders whose date is within six months from September 1, 2022.</u>
	<u>3 This provision shall be deleted after whichever comes later of the date on which six months have passed since September 1, 2022 or the date on which three months have passed since the date on which the General Meeting of Shareholders in the preceding paragraph is held.</u>

### Proposal No. 3: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four Directors (excluding Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, in order to further enhance corporate governance and improve the Company's sustainable growth and corporate value over the medium to long term, the Company proposes to increase the number of outside Directors by two and elect six Directors.

With respect to this Proposal, the Audit and Supervisory Committee considers that all the Candidates for Directors are suitable.

The candidates for Director are as follows:

#### Candidate for Director

Candidate No.	Attribute information	Name	Current Position and Responsibilities in the Company, etc.
1		Hideji Fukushima	President and Representative Director
2		Naohiro Sato	Director CCO and Legal Compliance Manager
3		Katsuki Shiramizu	Director CIO and Manager of IT Management Department
4	Candidate for outside Director	Toyo Abe	Outside Director
5	Candidate for Director to be newly elected Candidate for outside Director	Hisato Kogawa	—
6	Candidate for Director to be newly elected Candidate for outside Director	Hiroyuki Takai	—

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hideji Fukushima (June 22, 1954)  <Attendance at the Board of Directors meetings> 17/17 times (100.0%)	<p>April 1978      Joined The Tokyo Tanshi Co., Ltd.</p> <p>December 1978      Seconded to TOKYO FOREX, Inc.</p> <p>March 1998      Seconded to THE ALMA MATER FUND LP</p> <p>March 2000      Seconded to Totan Derivatives Co., Ltd., Head of Planning and Coordination Department</p> <p>March 2001      Seconded to TRADERS SECURITIES CO., LTD., Director</p> <p>June 2002      Executive Officer of E-System Corporation</p> <p>April 2003      Director of TRADERS SECURITIES CO., LTD.</p> <p>June 2005      Executive Managing Director of TRADERS SECURITIES CO., LTD.</p> <p>July 2006      Adviser of the Company</p> <p>August 2006      Executive Officer of the Company</p> <p>August 2006      Executive Managing Director of the Company</p> <p>September 2006      Director of MONEY PARTNERS SOLUTIONS Co., LTD</p> <p>March 2008      Senior Managing Director of the Company</p> <p>May 2008      Senior Managing Director of MONEY PARTNERS Split Preparation Company, Incorporated (Currently MONEY PARTNERS CO., LTD.)</p> <p>June 2013      Director of MONEY PARTNERS CO.,LTD.</p> <p>June 2013      Director of the Company</p> <p>June 2014      Senior Managing Director of the Company</p> <p>April 2017      Senior Managing Director and Division Manager of Sales Division of MONEY PARTNERS CO.,LTD.</p> <p>July 2018      Senior Managing Director of the Company of MONEY PARTNERS CO.,LTD.</p> <p>July 2019      Director of COINAGE, Inc.</p> <p>November 2020      President and Representative Director of the Company (current position)</p> <p>November 2020      President and Representative Director of MONEY PARTNERS CO.,LTD. (current position)</p> <p>November 2020      CEO, and President and Representative Director of COINAGE, Inc.</p>	977,200 shares
<p><b>[Reasons for nomination as candidate for Director]</b> Mr. Hideji Fukushima has abundant knowledge and experience in Interbank. Since assuming the position of Director of the Company in 2006, he has served as Managing Director from the same year till 2008, as Senior Managing Director from 2008 to 2013 and from 2014 till November 2020, and as Representative Director since November 2020, responsible for the overall management of the Company. Therefore, the Company has judged that he is capable of appropriately fulfilling duties as Director in the future as well.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Naohiro Sato (November 14, 1959)  <Attendance at the Board of Directors meetings> 17/17 times (100.0%)	<p>April 1985      Joined Kashii Housing Equipment Co., Ltd.</p> <p>October 1991    Joined and General Manager of Corporate Planning Division of HOXIN Commodities Co., Ltd.</p> <p>June 2005        Director of the Company</p> <p>June 2005        Resigned Director of the Company</p> <p>July 2005        Executive Officer, and General Manager of the Marketing Department, of the Company</p> <p>September 2005 Executive Officer, and Head of Corporate Planning Division, of the Company</p> <p>November 2005 Director, and General Manager of Corporate Planning Division, of the Company</p> <p>March 2008      Managing Director, and General Manager of Corporate Planning Division, of the Company</p> <p>April 2008       Executive Managing Director of the Company</p> <p>May 2008        Managing Director of MONEY PARTNERS Split Preparation Company, Incorporated (Currently MONEY PARTNERS CO., LTD.)</p> <p>June 2011        Managing Director and Internal Control Manager of MONEY PARTNERS CO., LTD..</p> <p>June 2011        Managing Director and Legal Compliance Manager of the Company</p> <p>June 2013        Director and Internal Control Manager of MONEY PARTNERS CO., LTD.</p> <p>June 2013        Director and Legal Compliance Manager of the Company</p> <p>July 2018        Director and Internal Control Manager, and General Manager of Internal Control of MONEY PARTNERS CO., LTD.</p> <p>December 2020 Managing Director and Internal Control Manager, and General Manager of Internal Control of MONEY PARTNERS CO., LTD.(current position)</p> <p>June 2021        Director and CCO, and Legal Compliance Manager of the Company (current position)</p>	303,500 shares
<p><b>[Reasons for nomination as candidate for Director]</b>  Mr. Naohiro Sato has abundant knowledge &amp; experience related to Legal &amp; Compliance. Since assuming the position of Director of the Company in 2005, he has served as Managing Director from 2008 till 2013, and been in charge of the Department of Legal Compliance from 2011 to now, responsible for the overall management of the Company. Therefore, the Company has judged that he is capable of appropriately fulfilling duties as Director in the future as well.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Katsuki Shiramizu (June 19, 1961)  <Attendance at the Board of Directors meetings> 17/17 times (100.0%)	<p>April 1984      Joined Digital Equipment Corporation Japan</p> <p>April 1992      Joined Japan Lease Auto Co., Ltd.</p> <p>June 1994      Transferred to Japan Leasing Information Systems Co., Ltd.</p> <p>April 1998      Joined GE Fleet Services Co., Ltd.</p> <p>February 2000      Joined GMAC CM Japan</p> <p>February 2006      Joined the Company and General Manager of IT Management Division</p> <p>February 2006      Executive Officer, and General Manager of IT Management Division, of the Company</p> <p>September 2006      Director of MONEY PARTNERS SOLUTIONS Co., LTD</p> <p>November 2006      Executive Officer and CIO, and General Manager of IT Management Division of the Company</p> <p>March 2008      Director and CIO, and General Manager of IT Management Division of the Company</p> <p>April 2008      Director and CIO of the Company</p> <p>May 2008      Director of MONEY PARTNERS Split Preparation Company, Incorporated (Currently MONEY PARTNERS CO., LTD.)</p> <p>October 2008      Director and CIO, and General Manager of IT Management IT Department of the Company (current position)</p> <p>October 2008      Director and CIO of MONEY PARTNERS CO., LTD.</p> <p>June 2011      Director, CIO, and COO of MONEY PARTNERS CO., LTD.</p> <p>June 2013      Director of MONEY PARTNERS CO., LTD.</p> <p>July 2013      Director and General Manager of Sales Division of Overseas Financial Corporation of MONEY PARTNERS Co., LTD</p> <p>July 2014      Managing Director, General Manager of Dealing Department, and General Manager of Sales Division of Overseas Financial Corporation of MONEY PARTNERS Co., LTD</p> <p>July 2015      Managing Director of MONEY PARTNERS CO., LTD.</p> <p>July 2019      Director and CIO of COINAGE, Inc.</p> <p>October 2021      President and Representative Director of MONEY PARTNERS SOLUTIONS Co., LTD (current position)</p>	120,000 shares
<p><b>[Reasons for nomination as candidate for Director]</b>  Mr. Katsuki Shiramizu has abundant knowledge &amp; experience related to systems &amp; IT technologies. Since assuming the position of Director of the Company in 2008, he has served as Director and CIO to date and has been responsible for the overall management of the Company. Therefore, the Company has judged that he is capable of appropriately fulfilling duties as Director in the future as well.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Toyo Abe (November 27, 1971)</p> <p>&lt;Attendance at the Board of Directors meetings&gt; 13/13 times (100.0%)</p>	<p>April 1994      Joined Daiwa Securities Co. Ltd (Currently Daiwa Securities Group Inc.).</p> <p>April 2019      General Manager of Public Corporation of Daiwa Securities Co. Ltd.</p> <p>April 2021      Managing Director of the Corporate Planning Division of Daiwa Securities Group Inc. and General Manager of Corporate Planning Division of Daiwa Securities Co. Ltd.</p> <p>April 2021      Senior Managing Director of Daiwa Corporate Investment Co.,Ltd.(current position)</p> <p>April 2021      Senior Managing Director of Daiwa PI Partners Co. Ltd.</p> <p>April 2021      Senior Managing Director of Daiwa Fund Consulting Co.Ltd.</p> <p>April 2021      Auditor of Global X JapanManagement Company, Inc.</p> <p>June 2021      Outside Managing Director (current position)</p> <p>April 2022      Executive Officer and Managing Director of the Corporate Planning Division of Daiwa Securities Group Inc., and Executive Officer and General Manager of Corporate Planning Division of Daiwa Securities Co. Ltd. (current position)</p> <p>May 2022      Director of DG Daiwa Ventures Inc. (current position)</p>	—
<p><b>[Reasons for nomination and overview of expected role]</b>  The Company has nominated Mr. Toyo Abe as a candidate for outside Director because he has abundant business experience in the field of financial instruments business, the main business of the Group. He also has deep insight in business management, such as by serving as General Manager of Corporate Planning Division in Daiwa Securities Group Inc., the major shareholder of the Company. He is expected to provide a wide range of advice on the Group's overall management. Therefore, the Company nominate him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	[Newly Elected] Hisato Kogawa (January 14, 1959)  <Attendance at the Board of Directors meetings> –	<p>April 1981 SUMITOMO LIFE INSURANCE COMPANY</p> <p>October 2004 General Manager of Research and Public Relations Office of SUMITOMO LIFE INSURANCE COMPANY</p> <p>April 2009 Executive Officer and General Manager of Research and Public Relations Office of SUMITOMO LIFE INSURANCE COMPANY</p> <p>September 2010 Executive Officer, and General Manager of Financial Corporation, of SUMITOMO LIFE INSURANCE COMPANY</p> <p>March 2012 Executive Officer, and General Manager of Internal Audit and Planning Division of SUMITOMO LIFE INSURANCE COMPANY</p> <p>April 2013 Managing Executive Officer of SUMITOMO LIFE INSURANCE COMPANY</p> <p>June 2014 Managing Executive Officer and General Manager of General Corporate Division 2 of SUMITOMO LIFE INSURANCE COMPANY</p> <p>July 2015 Managing Executive Officer of SUMITOMO LIFE INSURANCE COMPANY</p> <p>July 2019 Special Advisor of SUMITOMO LIFE INSURANCE COMPANY (part-time)</p>	–
<p><b>[Reasons for nomination and overview of expected role]</b></p> <p>The Company has nominated Mr. Hisato Kogawa as a candidate for outside Director because he has abundant management experience and deep insight in the field of finance, such as by serving as Managing Executive Officer of SUMITOMO LIFE INSURANCE COMPANY. The Company expects that he will be able to enhance its corporate value by utilizing his experience and knowledge in supervising and advising the directors in the execution of their duties. Therefore, the Company nominates him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	[Newly Elected] Hiroyuki Takai (January 6, 1958)  <Attendance at the Board of Directors meetings> –	<p>April 1980      Joined Sumitomo Corporation</p> <p>March 2003      General Manager of Commodity Business Department of Sumitomo Corporation</p> <p>April 2007      Corporate Officer, and Deputy Executive General Manager of Finance Division, of Sumitomo Corporation</p> <p>April 2008      Corporate Officer, and General Manager of Finance Division, of Sumitomo Corporation</p> <p>April 2011      Corporate Officer, and General Manager of Energy Division, of Sumitomo Corporation</p> <p>June 2013      President and CEO of Sumitomo Corporation Global Research Co. Ltd.</p> <p>April 2014      Executive Officer of Sumitomo Corporation</p> <p>April 2018      Adviser of Sumitomo Corporation, and General Manager of Washington Office of Sumitomo Corporation of Americas</p>	–
<p><b>[Reasons for nomination and overview of expected role]</b></p> <p>The Company has nominated Mr. Hiroyuki Takai as a candidate for outside Director because he has abundant management experience and deep insight pertaining to financial business, such as by serving as Executive Officer in Sumitomo Corporation. The Company expects that his experience and expertise in supervising and advising the directors in the execution of their duties will lead to an improvement in the corporate value of the Company. Therefore, the Company nominates him as a candidate for outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. The Company has concluded a directors and officers liability insurance contract with an insurance company. A summary of the details of this insurance contract appears in Business Report “2. (3) (iii) Outline of Directors and Officers Liability Insurance Policy” (on page 40 [in Japanese only]), as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the appointment of candidates for director is approved, the directors will be included in the insured covered under this insurance contract. In addition, the Company plans to renew this insurance contract under the same conditions at the next renewal.
  3. Mr. Toyo Abe, Mr. Hisato Kogawa and Mr. Hiroyuki Takai are candidates for outside Director.
  4. Mr. Toyo Abe is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been one year.
  5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, with Mr. Toyo Abe, the Company has entered into a limited liability agreement to limit his liability for damages under Article 423, paragraph (1) of the Act to the minimum liability amount provided for under laws and regulations. If the reelection of him is approved, the Company plans to renew the aforementioned agreements with them. If Mr. Hisato Kogawa and Mr. Hiroyuki Takai are elected, the Company plans to enter into the same limited liability agreement with each one of them.
  6. Furthermore, Mr. Hisato Kogawa and Mr. Hiroyuki Takai satisfy the requirements for independent officers as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning their designation as independent officers.

## Proposal No. 4: Election of Two Directors Who Are Audit and Supervisory Committee Members

The terms of office of Director Mr. Shigeru Momose will expire at the conclusion of this meeting. In that regard, the Company proposes the election of Two Audit & Supervisory Board Members to further enhance the audit system.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

Candidates for the role of Director who are Audit and Supervisory Committee Members are as follows:

### List of Candidates for Director who are audit and supervisory committee members

Candidate No.	Attribute information	Name	Current Position and Responsibilities at the Company, etc.
1	Candidate for outside Director	Shigeru Momose	Outside Director (Full-time Audit and Supervisory Committee Member)
2	Candidate for Director to be newly elected Candidate for outside Director	Hideaki Matsumoto	—

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Shigeru Momose (June 22, 1962)  <Attendance at the Board of Directors meetings> 17/17 times (100.0%) <Attendance at Audit and Supervisory Committee> 17/17 times (100.0%)	<p>April 1985      Joined Daiwa Securities Co. Ltd. (Currently Daiwa Securities Group Inc.)</p> <p>January 1998    Corporate Coverage Group Vice President of Morgan Stanley Japan Securities Co., Ltd. (Currently Morgan Stanley MUFG Securities Co., Ltd.)</p> <p>May 1999        General Manager of Structured Product Marketing Department and Managing Director of Daiwa Securities SB Capital Markets Co. Ltd. (Currently Daiwa Securities Co. Ltd.)</p> <p>June 2004       Senior Managing Director, Chief Operating Officer of Joint Division of Fixed Income and Sales, and General Manager of Financial Instrument Development Department of Bear Stearns (Japan) Limited</p> <p>July 2008        Chairman of the Board (Representative) of RG Asset Management Services Limited (HK)</p> <p>January 2011    Founded Mesonic International, CEO</p> <p>January 2012    Gain Capital Japan Co., Ltd. (Currently StoneX Financial Inc.) Chief Executive Officer, President and Director</p> <p>June 2020       Outside Director of the Company [Audit and Supervisory Committee Member] (current position)</p> <p>June 2020       Auditor of MONEY PARTNERS CO., LTD.</p> <p>January 2021    Outside Director [Full-time Audit and Supervisory Committee Member] of the Company (current position)</p> <p>January 2021    Full-time Auditor of MONEY PARTNERS CO., LTD. (current position)</p>	—
<p><b>[Reasons for nomination and overview of expected role]</b>  The Company has nominated Mr. Shigeru Momose as a candidate for outside Director because he has abundant experience related to corporate management, compliance and business in companies engaging in financial instruments business. He is expected to provide supervision and effective advice on the overall management. Therefore, the Company considers that he will appropriately fulfill his duties as the Director who is the audit and supervisory committee member.  In addition, Mr. Shigeru Momose resigned from Daiwa Securities SB Capital Markets Co. Ltd. (Currently Daiwa Securities Co. Ltd.) in May 2004, and there is currently no relationship between him and Daiwa Securities Group Inc., the major shareholder of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and Current Position and Responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	[Newly Elected] Hideaki Matsumoto (August 18, 1958)  <Attendance at the Board of Directors meetings> - <Attendance at Audit and Supervisory Committee> -	<p>April 1982      Joined Nikko Securities Co., Ltd. (Currently SMBC Nikko Securities Inc.)</p> <p>July 1984      Joined The Tokyo Tanshi Co., Ltd.</p> <p>October 2001    Director of Garban Totan Securities Co., Ltd. (Current ICAP Totan Securities Co., Ltd.)</p> <p>August 2005    Director of TT Principal Co., Ltd. (current position)</p> <p>June 2007      Director, and General Manager of Sales Division, of Totan Capital Markets Co., Ltd. (Currently Totan ICAP Co., Ltd.)</p> <p>March 2013     Auditor [part-time] of TT Global Asset Management Co., Ltd. (Currently J-Will Totan Asset Management Co., Ltd.)</p> <p>June 2013      President and Representative Director of Totan ICAP Co., Ltd. (current position)</p> <p>February 2014   Auditor of Totan Information Technology Co.,Ltd.</p> <p>February 2015   Director of Totan Holdings Co. Ltd. (Currently The Tokyo Tanshi Co., Ltd.)</p> <p>June 2015      Director of J-Will Totan Asset Management Co., Ltd.</p> <p>April 2016      Director and Executive Officer of The Tokyo Tanshi Co., Ltd.</p> <p>January 2018    President and Representative Director of Totan Agency Co., Ltd.</p> <p>February 2018   Managing Director and Executive Officer of The Tokyo Tanshi Co., Ltd. (current position)</p> <p>December 2019   Director of Tullett Prebon (Japan) Limited (current position)</p> <p>December 2019   Tullett Prebon ETP (Japan) Limited (current position)</p>	-
<p><b>[Reasons for nomination and overview of expected role]</b></p> <p>The Company has nominated Mr. Hideaki Matsumoto as a candidate for outside Director because of he has abundant experience and expertise related to corporate management at the money market brokerage company. He is expected to provide supervision and effective advice on the overall management. Therefore, the Company considers that he will appropriately fulfill his duties as the Director who is the audit and supervisory committee member.</p>			

- Note:
1. There is no special interest between any of the candidates and the Company.
  2. Mr. Shigeru Momose and Mr. Hideaki Matsumoto are Candidates for Outside Director.
  3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, with Mr. Shigeru Momose, the Company has entered into a limited liability agreement that limits his liability under Article 423, paragraph (1) of the Act to the minimum liability amount provided for under laws and regulations. If the reelection of him is approved, the Company plans to renew the aforementioned agreements with them. If the election of Mr. Hideaki Matsumoto is approved, the Company plans to enter into the same limited liability agreement with him.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company. A summary of the details of this insurance contract appears in Business Report "2. (3) (iii) Outline of Directors and Officers Liability Insurance Policy" (on page40 [in Japanese only]), as

stipulated in Article 430-3, Paragraph 1 of the Companies Act. If this Proposal is approved, the Directors will be included in the insured covered under this insurance contract. In addition, the Company plans to renew this insurance contract under the same conditions at the next renewal.

5. Mr. Shigeru Momose is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been two years. Mr. Shigeru Momose is also currently an officer (auditor) who does not execute business of MONEY PARTNERS CO., LTD., a subsidiary of the Company.
6. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Shigeru Momose has been designated as an independent officer as provided for by the aforementioned exchange. Furthermore, Mr. Hideaki Matsumoto satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer conditional upon the approval of this proposal.

## [Reference] Skills matrix of directors

Composition of Directors and skills matrix of them each if Proposal No. 3 and Proposal No. 4 is approved and adopted as originally proposed at this General Meeting of Shareholders is as follows.

The following skills matrix does not represent all the knowledge and experience possessed by each person.

Name	Title	Corporate management	Finance	Accounting & Financial Administration	Corporate Planning & Management	Legal & Risk Management	IT & Technology	Global Competency
Hideji Fukushima	President and Chief Executive Officer (Representative)	•	•					•
Naohiro Sato	Director and CCO, and Legal Compliance Manager	•	•	•		•		
Katsuki Shiramizu	Director and CIO, and Manager of IT Management Department	•	•				•	
Toyo Abe	Outside Director	•	•	•				
Shigeru Momose	Full-Time Audit and Supervisory Committee Member Independent Outside Director	•	•					•
Hiroshi Nemoto	Audit and Supervisory Committee Member Independent Outside Director		•	•				•
Kenji Kawahigashi	Audit and Supervisory Committee Member Independent Outside Director		•			•		•
Hisato Kogawa	Independent Outside Director	•	•					
Hiroyuki Takai	Independent Outside Director	•	•					•
Hideaki Matsumoto	Audit and Supervisory Committee Member Independent Outside Director	•	•					•

## Proposal No. 5: Determination of Amount of Short-term Performance-linked Remuneration for Directors

It was resolved at the 11th Ordinary General Meeting of Shareholders held on June 14, 2015 that the amount of remuneration for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) is “not exceeding ¥350 million per year as fixed remuneration.” In addition to this, to enhance an incentive to business development of directors and aim to further enhance business performance, the Company was approved at the same time for introduction of a performance-linked remuneration for each fiscal year separately from the fixed remuneration.

The specific details of the performance-linked remuneration will be discussed at the General Meeting of Shareholders each fiscal year in order to ensure maximum effectiveness as an incentive. For the 19th fiscal year, the Company proposes to implement performance-linked compensation as follows. The Company believes that performance-linked remuneration is appropriate as compensation for directors and executive officers, as it motivates directors to improve their performance, and they are compensated according to the degree of their performance.

In addition, if Proposal No. 3 is approved as originally proposed, the number of directors (excluding directors who are audit and supervisory committee members) will be six (including three outside Directors). Therefore, the number of Directors subject to this proposal will be three, in accordance with (4) below.

[Details of the performance-linked remuneration to be advised at this meeting]

(1) Applicable period

The 19th fiscal year (from April 1, 2022 to March 31, 2023) shall be the Applicable Period.

(2) Method of calculating the total amount to be paid

As the basis of calculation, the amount obtained by deducting ¥1 billion from the Group's consolidated ordinary income (A) shall be multiplied by 2.0% to determine the total amount of performance-linked remuneration to be paid. However, the amount less than ¥1 million shall be rounded down, and its aggregate amount shall not exceed ¥100 million.

Total amount of performance-linked remuneration to be paid = ((A) - ¥1 billion) x 2.0%

(3) Conditions for payment

- i) It will not be paid when either consolidated operating income or net income attributable to owners of the parent posts a loss.
- ii) It will not be paid when neither the interim dividend nor the year-end dividend is paid.

(4) Method of distributing to each Director

Distribution to each Director eligible for payment of the total amount to be paid shall be left entirely up to the Board of Directors. However, no payment shall be made to directors who are Audit and Supervisory Committee Members or outside Directors.

END

## Proposal No. 6: Continuation of performance-linked and share-based remuneration plan for Directors, etc.

### 1. Reasons for the proposal and reasons to deem the continuation to be appropriate

At the 12th Ordinary General Meeting of Shareholders (hereinafter referred to as the “General Meeting of Shareholders at the Time of Introduction”) held on June 19, 2016, the Company received the approval of its shareholders and introduced a performance-linked share-based remuneration plan (hereinafter referred to as the “Plan”) for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members, outside Directors, and persons residing outside Japan. The same shall apply hereinafter in this proposal), under which the Company's shares are delivered in proportion to their performance and position in the Company.

Under the Plan, remuneration for Directors of the Company and remuneration for the Company's subsidiaries (hereinafter referred to as the “Applicable Subsidiaries” and when combined with the Company and the “Applicable Subsidiaries,” hereinafter referred to as the “Applicable Companies”) Directors (excluding outside Directors and persons residing outside Japan. Hereinafter referred to as the “Applicable Subsidiary Directors.” Or the Company's Directors and Applicable Subsidiary Directors are hereinafter collectively referred to as the “Applicable Directors”) are administered in an integrated manner. In addition, with respect to the Applicable Directors who concurrently serve as both Directors of the Company and Applicable Subsidiary Directors, only one of either the Company or the Applicable Subsidiaries grants points under the Plan.

The Company's Meeting of the Board of Directors resolved on August 16, 2021 to maintain this plan and continue it for another five fiscal years (from the fiscal year ending March 31, 2022 through the fiscal year ending March 31, 2026), as the five fiscal years (from the fiscal year ending March 31, 2017 through the fiscal year ending March 31, 2021. (hereinafter referred to as the “Initial Trust Period”) originally covered by the plan expired at the end of the previous fiscal year.

Since the General Meeting of Shareholders at the Time of Introduction had approved the continuation of the Plan at the expiration of the Initial Trust Period, the above Meeting of the Board of Directors resolved to continue the Plan. However, the Company has determined that it is necessary to seek the judgment of shareholders on the continuation of the Plan, and will consult with shareholders again on the appropriateness of the continuation of the Plan and the amount and details of remuneration, etc. under the Plan after the continuation, in light of changes in the business environment and other factors.

In accordance with the Company's basic policy for determining the content of individual Director remuneration, etc., it believes that the continuation of the Plan is appropriate in order to further clarify the linkage between the remuneration of Applicable Directors and the Group's performance and shareholder value, as well as to improve the Group's performance over the medium to long term.

In addition, the Company proposes to ask for the approval of all shareholders to change the amount and details of remuneration, etc. under the Plan after its continuation, if the Plan is to be continued at the expiration of the Plan in 2026 or later, provided that the shareholders will be consulted again at all times.

Please note that upon the continuation of the Plan, the residual shares acquired during the Initial Trust Period will be utilized, and therefore, no new funds will be contributed and no additional acquisition of the Company's shares will be made.

If Proposal No. 3 “Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as originally proposed, the number of directors of the Company eligible for the Plan will be three.

## 2. Details, etc. after revision in the Plan

### (1) Overview of the Plan

The Plan is a share-based remuneration system under which the Company's shares are acquired through a trust funded by the amount of remuneration to be contributed by the Applicable Companies for the Applicable Directors, and the Company's shares and an amount equivalent to the cash proceeds from the conversion of the Company's shares are delivered and paid to the Applicable Directors.

The Company contributes up to ¥300 million in each of five consecutive fiscal years as a source of compensation to the Company's Directors, and together with the money contributed by the Applicable Subsidiaries as a source of compensation to the each Applicable Subsidiary Directors (the total amount to contributed by all the Applicable Companies shall not exceed ¥450 million per Applicable Period), a trust is established for a five-year period with Applicable Directors who satisfy the requirements for beneficiaries.

### (2) Amount and Details of Remuneration, etc. under the Plan

There will be no change in the content of the Plan after its continuation from the content of the previous Plan as described below in "Main details of the Plan approved by shareholders at the General Meeting of Shareholders at the Time of Introduction." However, the Company shall always consult the General Meeting of Shareholders again for another continuation of the Plan after this continuation.

#### [Reference]

Main details of the Plan approved by shareholders at the General Meeting of Shareholders at the Time of Introduction

Item	Details
(i) Persons eligible for the delivery, etc. of the Company's shares, etc. in the Plan	<ul style="list-style-type: none"><li>• The Company's Director (Excluding Directors who are Audit and Supervisory Committee members, outside Directors and persons residing outside Japan)</li><li>• Directors of two subsidiaries of the Company (Excluding outside Directors and persons residing outside Japan)</li></ul>
(ii) Maximum amount of the cash contribution by the applicable Company	<ul style="list-style-type: none"><li>• ¥450 million total including the five fiscal years (of which ¥300 million shared by the Company )</li></ul>
(iii) Maximum number of shares of the Company's shares to be acquired by the Applicable Directors and the method of repurchase of the Company's shares	<ul style="list-style-type: none"><li>• Maximum of the points granted to the Applicable Directors during the five fiscal years which is the Applicable Period is 800,000 points (average 160,000 points per year) including 533,300 points (average 106,660 points per year)</li><li>• It is equivalent to approximately 2.45% of the total number of the Company's shares outstanding (as of March 31, 2022, excluding treasury shares).</li><li>• Acquired from the Company (treasury shares disposition) or from the stock market</li></ul>
(iv) Details of performance requirements	<ul style="list-style-type: none"><li>• Variable in proportion to the amount net income attributable to owners of the parent</li></ul>
(v) Timing of delivery, etc. of the Company's shares, etc. to the Applicable Directors	<ul style="list-style-type: none"><li>• Upon retirement</li><li>* In the event of the death of a Director, an amount of cash equivalent to the proceeds from the realization of the Company's shares will be paid to their heirs at the time of their death</li></ul>

END