

# MONEX GROUP

## Notice Concerning Withdrawal of a Portion of the Agenda for the 18th Annual General Meeting of Shareholders

TOKYO, June 8, 2022 - The Board of Directors of Monex Group, Inc. (the “Company”) had resolved at its meeting held on May 25, 2022 to submit “Proposal No.2: Election of eleven (11) Directors” to the 18th Annual Meeting of Shareholders scheduled to be held on June 25, 2022. However, following the death of Nobuyuki Idei on June 2, 2022, a candidate number 6 for election as Director in the agenda, the Company hereby announces that the Board of Directors has resolved on June 8, 2022 to withdraw a portion of the agenda to be proposed at the 18th Annual General Meeting of Shareholders and decided to amend the Notice of the 18<sup>th</sup> Ordinary General Meeting of Shareholders (the “Notice of Convocation”) accordingly to reflect the partial withdrawal as described below.

With respect to the exercise of voting rights regarding the agenda, only election of ten (10) candidates for Directors, as a result of the partial withdrawal, will be treated as valid.

As the procedure of printing and shipping the Notice of Convocation have already been completed, please be advised that the information contained in the Notice of Convocation which you may already have received and the disclosure of the same on the website that made public on May 27, 2022 remains the ones before the partial withdrawal and amendment.

1. The cover and page 1 of the Notice of Convocation  
(The amended parts are underlined.)

Before amendment	After amendment
Proposal No.2: Election of <u>eleven (11)</u> Directors	Proposal No.2: Election of <u>ten (10)</u> Directors

2. Page 5 of the Notice of Convocation (The amended parts are underlined.)

Before amendment	After amendment
Proposal No.2: Election of <u>eleven (11)</u> Directors  Upon the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all <u>eleven (11)</u> Directors will expire. Therefore, the Company proposes, based on the decision at the Nominating Committee, to elect <u>eleven (11)</u> Directors, including one (1) new candidate for Director.  <u>Seven (7)</u> out of <u>eleven (11)</u> candidates are candidates for Outside Directors, and four (4) candidates, Oki Matsumoto, Yuko Seimei, Takashi Oyagi and Naofumi Yamada are candidates for Directors who are scheduled to serve concurrently as Executive Officers.	Proposal No.2: Election of <u>ten (10)</u> Directors  Upon the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all <u>ten (10)</u> Directors will expire. Therefore, the Company proposes, based on the decision at the Nominating Committee, to elect <u>ten (10)</u> Directors, including one (1) new candidate for Director.  <u>Six (6)</u> out of <u>ten (10)</u> candidates are candidates for Outside Directors, and four (4) candidates, Oki Matsumoto, Yuko Seimei, Takashi Oyagi and Naofumi Yamada are candidates for Directors who are scheduled to serve concurrently as Executive Officers.

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3. Page 6 of the Notice of Convocation (The amended parts are underlined.)

## Skill matrix of candidates for Member of the Board

Before amendment

		Experience and Expertise				
Name	Position	Financial industry	Marketing	Technology	Management	Accounting/ Internal control
<u>Nobuyuki Idei</u>	<u>Outside Director</u>		●	●	●	

After amendment

		Experience and Expertise				
Name	Position	Financial industry	Marketing	Technology	Management	Accounting/ Internal control
<u>Deleted</u>	<u>Deleted</u>		<u>Deleted</u>	<u>Deleted</u>	<u>Deleted</u>	

4. Page 12 of the Notice of Convocation  
(The amended parts are underlined.)

Before amendment		After amendment	
Candidate No.	Name	Candidate No.	Name
<u>6</u>	<u>Nobuyuki Idei</u>	<u>Deleted</u>	<u>Deleted</u>

\*The amendment also includes deletions of all other information on page 12 of the Notice of Convocation, including the candidate's date of birth, the positions, the career summary, the important concurrent positions at other organizations, the attendance at meetings of the Board of Directors and each committee, the number of shares owned, and the reasons for nomination and outline of expected roles.

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5. Page 18 of the Notice of Convocation  
(The amended parts are underlined.)

Before amendment	After amendment
<p>Note: 3. Jun Makihara, <u>Nobuyuki Idei</u>, Fujiyo Ishiguro, Nobuo Domae, Masaaki Koizumi, Shiho Konno and Ungyong Shu are the candidates for Outside Directors. (...)</p> <p>4. As described in the Business Report (Japanese only), the Company entered into an agreement with each of Jun Makihara, <u>Nobuyuki Idei</u>, Fujiyo Ishiguro, Nobuo Domae, Masaaki Koizumi, and Shiho Konno to limit their liability provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to the provision set forth in Article 427, Paragraph 1 of the Companies Act. In the event that the abovementioned <u>six (6)</u> candidates are reelected, the agreements shall continue to remain effective with regard to their acts after the re-election. (...)</p> <p>7. As described in the Business Report (Japanese only), the Company designated Jun Makihara, <u>Nobuyuki Idei</u>, Fujiyo Ishiguro, Nobuo Domae, Masaaki Koizumi, and Shiho Konno as Independent Directors in accordance with relevant regulations of the Tokyo Stock Exchange and filed the registration therewith. In the event that the abovementioned <u>six (6)</u> candidates are re-elected, (...)</p>	<p>Note: 3. Jun Makihara, (<del>Deleted</del>) Fujiyo Ishiguro, Nobuo Domae, Masaaki Koizumi, Shiho Konno and Ungyong Shu are the candidates for Outside Directors. (...)</p> <p>4. As described in the Business Report (Japanese only), the Company entered into an agreement with each of Jun Makihara, (<del>Deleted</del>) Fujiyo Ishiguro, Nobuo Domae, Masaaki Koizumi, and Shiho Konno to limit their liability provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to the provision set forth in Article 427, Paragraph 1 of the Companies Act. In the event that the abovementioned <u>five (5)</u> candidates are reelected, the agreements shall continue to remain effective with regard to their acts after the re-election. (...)</p> <p>7. As described in the Business Report (Japanese only), the Company designated Jun Makihara, (<del>Deleted</del>) Fujiyo Ishiguro, Nobuo Domae, Masaaki Koizumi, and Shiho Konno as Independent Directors in accordance with relevant regulations of the Tokyo Stock Exchange and filed the registration therewith. In the event that the abovementioned <u>five (5)</u> candidates are re-elected, (...)</p>

6. Page 19 of the Notice of Convocation (The amended parts are underlined.)

Before amendment

If all candidates are appointed as Directors at this Ordinary General Meeting of Shareholders, the composition of the Nominating Committee, the Audit Committee and the Compensation Committee shall be as follows. Each committee will be chaired by an Outside Director. In addition, four (4) out of five (5) members of the Nominating Committee, all three (3) members of the Audit Committee and three (3) out of four (4) members of the Compensation Committee will be comprised of Outside Directors.

Nominating Committee	<u>Nobuyuki Idei (Chair)</u> , Fujiyo Ishiguro, <u>Nobuo Domae</u> , Jun Makihara, Oki Matsumoto
Audit Committee	Masaaki Koizumi (Chair), Shiho Konno, Ungyong Shu
Compensation Committee	Jun Makihara (Chair), <u>Nobuyuki Idei</u> , Nobuo Domae, Oki Matsumoto

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## After amendment

If all candidates are appointed as Directors at this Ordinary General Meeting of Shareholders, the composition of the Nominating Committee, the Audit Committee and the Compensation Committee shall be as follows. Each committee will be chaired by an Outside Director. In addition, three (3) out of four (4) members of the Nominating Committee, all three (3) members of the Audit Committee and two (2) out of three (3) members of the Compensation Committee will be comprised of Outside Directors.

Nominating Committee	<u>(Deleted) Nobuo Domae (Chair),</u> Fujiyo Ishiguro, Jun Makihara, Oki Matsumoto
Audit Committee	Masaaki Koizumi (Chair), Shiho Konno, Ungyong Shu
Compensation Committee	Jun Makihara (Chair), <u>(Deleted) Nobuo Domae,</u> Oki Matsumoto

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