Securities Code: 8698 May 31, 2019

Dear Shareholders:

Oki Matsumoto Managing Director and Chairman Representative Executive Officer and President **Monex Group, Inc.** 1-12-32 Akasaka, Minato-ku, Tokyo, Japan

# Notice of the 15th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 15th Ordinary General Meeting of Shareholders of Monex Group, Inc. (the "Company"), which will be held as described below. If attending in person, please ensure you bring the enclosed Voting Rights Exercise Form with you to the meeting.

If you are unable to attend the meeting in person on the day of the meeting, you may exercise your voting rights in writing (by mail) or by electronic means (the internet or other means). Please review the Reference Documents for the General Meeting of Shareholders attached hereto, and exercise your voting rights by 5:00 p.m., Japan Standard Time, on Friday, June 21, 2019.

- 1. Date and Time: Saturday, June 22, 2019, at 10:00 a.m. (Japan Standard Time)
- **2. Venue:** Event Hall, B2F, Belle Salle Nihonbashi, Tokyo Nihonbashi Tower, 2-7-1, Nihonbashi, Chuo-ku, Tokyo, Japan

# 3. Purpose of the Meeting

#### Matters to be reported:

- 1. Business Report, Consolidated Financial Statements, and Audit Reports for Consolidated Financial Statements by the Accounting Auditor and the Audit Committee, for the 15th fiscal year (from April 1, 2018 to March 31, 2019)
- 2. Non-consolidated Financial Statements for the 15th fiscal year (from April 1, 2018 to March 31, 2019)

# Matter to be resolved:

**Proposal:** Election of nine (9) Directors

The details of Proposal are as described in the Reference Documents for the General Meeting of Shareholders attached hereto.

#### 4. Information on Disclosure on the Internet

- (1) Pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Company, the following items are posted on the website of the Company and not attached to this document (the aforementioned documents not attached to this document are in Japanese only). Although they are not attached to this document, they are also included in the subjects of auditing by the Accounting Auditor and the Audit Committee:
  - (i) Business Report: "Stock Acquisition Rights," "Changes in important concurrent positions at other organizations during the fiscal year under review" in "Changes in management during the fiscal year under review" and "System to ensure that the execution of duties by the Executive Officers complies with laws and regulations and the Articles of Incorporation and other system to ensure the properness of operations of the Company, and status of operation of such systems";
  - (ii) Consolidated Financial Statements: "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements"; and
  - (iii) Non-consolidated Financial Statements: "Non-consolidated Statement of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements."
- (2) Should any change need to be made to the Reference Documents for the General Meeting of Shareholders, Business Report or Consolidated/Non-consolidated Financial Statements, such changes shall be posted on the website of the Company.
- (3) Please note that the resolutions of this Ordinary General Meeting of Shareholders will be posted on the Company's website (Japanese only) on the Internet, instead of written notification sent by mail.

The Company's website: <u>https://www.monexgroup.jp/</u>

# Year-end Dividend Payment for the 15th fiscal year

The Company resolved at the meeting of the Board of Directors of the Company held on May 23, 2019 that payment of the Company's dividends of surplus (year-end) for the 15th fiscal year would be 2.7 yen per share. The Company will commence the payment on June 3, 2019.

Together with the interim dividend of 2.7 yen per share, the annual dividend per share for the 15th fiscal year is 5.4 yen.

# **Reference Documents for the General Meeting of Shareholders**

## **Proposal: Election of nine (9) Directors**

Upon the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all nine (9) Directors will expire. Accordingly, the Company proposes to elect nine (9) Directors based on the decision at the Nominating Committee (all for re-appointment).

Six (6) out of nine (9) candidates are candidates for Outside Directors, and three (3) candidates, Oki Matsumoto, Shoji Kuwashima and Takashi Oyagi are candidates for Directors who are scheduled to serve concurrently as Executive Officers.

The candidates for Directors are as described in the following pages.

# [Supplementary Information] Outline of the Results of Analysis and Assessment of the Effectiveness of the Board of Directors as a Whole

Prior to the decision on candidates for Directors, the effectiveness of the Board of Directors as a whole was analyzed and assessed, based in part on self-assessment by each Director. An outline of the results is described below.

#### Analysis and assessment process

Based on the aggregate results of a questionnaire distributed to all Directors, the effectiveness of the Board of Directors as a whole was analyzed and assessed by the Board of Directors and the Nominating Committee.

#### Results of analysis and assessment

No problems were identified with respect to the size of the Board of Directors and balance between inside and outside directors (nine (9) members, six (6) of whom are Independent and Outside Directors), nor any problems with respect to the composition and effectiveness of each committee.

However, with respect to the required knowledge and abilities, etc., the need to consider altering or adding to the membership of the Board of Directors was identified, with the inclusion of members of the younger generation and those with technological knowledge in mind.

	Τ			
	Oki	i Matsumoto (Date of birth: December 19, 1963) [Re-appointment] (Term of office: 14 years)		
1	Man	aging Director, Chairman of the Board,		
		aber of the Nominating Committee, Member of the Compensation Committee		
		resentative Executive Officer, President and Chief Executive Officer		
	r sumn	•		
Apr.		Joined Salomon Brothers Asia Limited		
Apr.		Joined Goldman Sachs (Japan) Ltd.		
Nov.		General Partner, The Goldman Sachs Group, L.P.		
Apr.		Representative Director, (the former) Monex, Inc.		
Aug. 2		Representative Director and President of the Company		
May 2	2003	Representative Director and President, Monex Beans, Inc. (currently Monex, Inc.)		
Jun. 2 Jun. 2		Director, Tokyo Stock Exchange, Inc.		
Jun. J		Director, Shinsei Bank, Limited		
Jun.		Director, Kakaku.com, Inc.		
Jun.		Director and Chairman, TradeStation Group, Inc. (current position) Director and Chairman, Representative Executive Officer and President of the Company (current position)		
Nov.				
Nov.		Director, JIN CO., LTD. Representative Director and Chairman, Monex, Inc.		
	Jun. 2016 Director, MasterCard Incorporated (current position)			
	Aug. 2016Director, UZABASE, Inc. (current position)Apr. 2017Managing Director and Chairman, Monex, Inc.			
Oct.		Managing Director and Chairman, Monex, Inc.		
Apr. 2				
Apr. 2				
Apr.				
ripi.	2017	Wanaging Director and Chanman, Comoneek, me. (earrent position)		
Impor	tant co	oncurrent positions at other organizations		
		e Director & Chairman, Monex, Inc. (the Company's wholly owned subsidiary)		
Directo	or and (	Chairman, TradeStation Group, Inc. (the Company's wholly owned subsidiary)		
Manag	ging Dir	rector and Chairman, Coincheck, Inc. (the Company's wholly owned subsidiary)		
		tor, MasterCard Incorporated		
Outsid	e Direc	otor, UZABASE, Inc.		
Attond	danaa	at meetings of the Board of Directors and each committee (from April 1, 2018 to March 31, 2019)		
		the Board of Directors: 9/9		
	-	he Nominating Committee: 4/4		
	-	he Compensation Committee: 7/7		
Numb	er of sl	hares owned 7,512,900 shares		
	e -			
		Nomination as Director terms to founded the former Manay. Inc. in 1000, he has been dedicated to creating and establishing a new		
		tsumoto founded the former Monex, Inc. in 1999, he has been dedicated to creating and establishing a new ness model in Japan, i.e., an online brokerage business for retail investors, and has demonstrated strong		
		expanding the businesses of Monex Group, Inc. and the group companies. With his in-depth understanding		
		al services industry. Mr. Matsumoto has actively supported substantive and productive discussion of the		

of the financial services industry, Mr. Matsumoto has actively supported substantive and productive discussion of the Board. As Chief Executive Officer of the Company, he deploys his exceptional leadership and management skills to drive the "New Beginning" phase, in which the Company aims to achieve new growth in the group's business.

- Financial industryMarketing
- Strategic thinking
- Management

2	Sho	bji Kuwashima (Date of birth: January 2, 1955) [Re-appointment] (Term of office: 10 years)
_		aging Director, Vice Chairman of the Board
	Exec	cutive Officer and Chief Quality Officer
Caree	er sumn	19 FV
Apr.	1977	Joined The Nikko Securities Co., Ltd.
May	1999	Director, Nikko Online, Inc. (currently Monex, Inc.)
Oct.	2001	Director, Nikko Cordial Corporation
Jan.	2006	Director and Chairman, Nikko Systems Solutions, Ltd.
Jun.	2006	
Dec.	2006	Director, Representative Executive Officer and President, Nikko Cordial Corporation
Jan.	2008	Director and Vice Chairman, Nikko Cordial Corporation
Apr.	2009	Director, Monex, Inc. (current position)
Jun.	2009	Managing Director of the Company
Feb.	2011	Managing Director and Vice Chairman of the Company
Oct.	2012	Director, ASTMAX Co., Ltd.
Jun.	2013	Managing Director, Vice Chairman and Executive Officer of the Company (current position)
		oncurrent positions at other organizations rector, Monex, Inc. (the Company's wholly owned subsidiary)
		at meetings of the Board of Directors and each committee (from April 1, 2018 to March 31, 2019) the Board of Directors: 9/9
Numł	ber of sl	hares owned 223,300 shares
Mr. K techno experi	uwashir ology. H ience in	Nomination as Director na has long experience in the Japanese brokerage business and has in-depth knowledge in information re proactively participates in Board discussions with well-balanced perspectives derived from his vast management. Mr. Kuwashima also serves as an Executive Officer of the Company and is responsible for ation securities measures, etc. where his knowledge and experience in IT security can be fully utilized.
Expe	rience a	nd Expertise

- Experience and Exp
  Financial industry
  Technologies
  Strategic thinking
  Management

3	Tak	ashi Oyagi (Date of birth: March 17, 1969)	[Re-appointment]	(Term of office: 8 years)
5	Man	aging Director		
		utive Officer and Chief Strategic Officer		
C				
	er sumn			
Apr. Jan.	1991 1998	Joined Bank of Japan Joined Goldman Sachs (Japan) Ltd.		
Apr.	1998	Joined (the former) Monex, Inc.		
May	2004	Joined Deutsche Bank Securities, Inc.		
Aug.	2004	CEO and President, MBH America, Inc.		
Jul.	2007	Executive Director of the Company		
Jun.	2009	Director, TradeStation Group, Inc. (current positio	n)	
Jun.	2011	Managing Director of the Company	41) 1	
Jun.	2011	Managing Director and Executive Officer of the C	ompany (current position)	
		ncurrent positions at other organizations Chief Strategic Officer, TradeStation Group, Inc. (th	e Company's wholly owned s	subsidiary)
Direc	tor and ( Idance a			• *
Direc Atten Meeti	tor and <b>C</b> Idance a ings of th	Chief Strategic Officer, TradeStation Group, Inc. (th t meetings of the Board of Directors and each co		• /
Direc Atten Meeti Num Rease Mr. C finance of pla Office	tor and C dance a ings of th ber of sh ons for P Dyagi is a cial servi inning st er. Mr. O	Chief Strategic Officer, TradeStation Group, Inc. (th t meetings of the Board of Directors and each co ne Board of Directors: 9/9	ommittee (from April 1, 2018 blished in April 1999. With his filling his responsibilities as I s of the Company's U.S. segn	to March 31, 2019) s long experience in Director, assumed the role nent as its Executive
Direc Atten Meeti Numl Reaso Mr. C financ of pla Offica	tor and C dance a ings of th ber of sh Dyagi is a cial servi nning st er. Mr. O try and n	Chief Strategic Officer, TradeStation Group, Inc. (the timeetings of the Board of Directors and each content be Board of Directors: 9/9 Mares owned 510,600 shares Nomination as Director a founding member of Monex, Inc., which was establices in Japan and the U.S., Mr. Oyagi has, while full rategies as well as the role of managing the business by agi actively participates in Board discussions, proteet business opportunities.	ommittee (from April 1, 2018 blished in April 1999. With his filling his responsibilities as I s of the Company's U.S. segn	to March 31, 2019) s long experience in Director, assumed the role nent as its Executive
Direc Atten Meeti Numl Reaso Mr. C financ of pla Office indus Expe	tor and C dance a ings of th ber of sh Dyagi is a cial servi nning st er. Mr. O try and n	Chief Strategic Officer, TradeStation Group, Inc. (th t meetings of the Board of Directors and each co ne Board of Directors: 9/9 mares owned 510,600 shares Nomination as Director a founding member of Monex, Inc., which was estal ices in Japan and the U.S., Mr. Oyagi has, while ful rategies as well as the role of managing the busines byagi actively participates in Board discussions, pro new business opportunities. md Expertise	ommittee (from April 1, 2018 blished in April 1999. With his filling his responsibilities as I s of the Company's U.S. segn	to March 31, 2019) s long experience in Director, assumed the role nent as its Executive
Direc Atten Meeti Numl Reaso Mr. C financo of pla Office indus Expe • Fin	tor and C dance a ings of th ber of sh Dyagi is a cial servi nning st er. Mr. O try and n rience a	Chief Strategic Officer, TradeStation Group, Inc. (th t meetings of the Board of Directors and each co he Board of Directors: 9/9 mares owned 510,600 shares Nomination as Director h founding member of Monex, Inc., which was established ices in Japan and the U.S., Mr. Oyagi has, while full rategies as well as the role of managing the business byagi actively participates in Board discussions, pro- new business opportunities. md Expertise idustry	ommittee (from April 1, 2018 blished in April 1999. With his filling his responsibilities as I s of the Company's U.S. segn	to March 31, 2019) s long experience in Director, assumed the role nent as its Executive
Direc Atten Meeti Numi Reas Mr. C financ of pla Office indus Expe • Fin • Stra	tor and C adance a ings of th ber of sh Dyagi is a cial servi unning st er. Mr. O try and n rience a ancial in	Chief Strategic Officer, TradeStation Group, Inc. (th t meetings of the Board of Directors and each co he Board of Directors: 9/9 mares owned 510,600 shares Nomination as Director h founding member of Monex, Inc., which was established ices in Japan and the U.S., Mr. Oyagi has, while full rategies as well as the role of managing the business byagi actively participates in Board discussions, pro- new business opportunities. md Expertise idustry inking	ommittee (from April 1, 2018 blished in April 1999. With his filling his responsibilities as I s of the Company's U.S. segn	to March 31, 2019) s long experience in Director, assumed the role nent as its Executive

4	Jun Makihara (Date of birth: January 15, 1958) [Outside] [Independent] (Term of office: 13 years) [Re-appointment]		
	Outside Director, Member of the Nominating Committee, Member (Chair) of the Compensation Committee, Lead Independent Director		
Caree	er summary		
Sep.	1981 Joined Goldman, Sachs & Co.		
Dec.	1992 General Partner, Goldman, Sachs & Co.		
Jul.	2000 Chairman, Neoteny Co., Ltd.		
Mar.	2005 Director, RHJ International SA		
Jun.	2006 Director of the Company (current position)		
Jun.	2011 Director, TradeStation Group, Inc. (current position)		
Jun.	2011 Director, Shinsei Bank, Limited (current position)		
Sep.	2014 Director, Philip Morris International Inc. (current position)		
Director, TradeStation Group, Inc. (the Company's wholly owned subsidiary) (Outside Director in substance) Outside Director, Shinsei Bank, Limited Outside Director, Philip Morris International Inc. Attendance at meetings of the Board of Directors and each committee (from April 1, 2018 to March 31, 2019) Meetings of the Board of Directors: 9/9 Meetings of the Nominating Committee: 4/4 Meetings of the Compensation Committee: 7/7			
Num	ber of shares owned 20,000 shares		
Mr. N and th indust Direct and o Since Board	<b>Das for Nomination as Outside Director</b> Makihara's years of experience in investment banking and in the incubation of Internet business start-ups in Japan ne U.S. provides him with strong expertise in financial services and profound understanding of the financial services try as well as Internet-related businesses. Mr. Makihara has contributed to the Board since he was elected as tor of the Company in June 2006, expressing perspectives that take the financial services environment within Japan verseas into consideration. being appointed as the Lead Independent Director in April 2015, Mr. Makihara has not only actively participated in discussions, but also contributed to facilitating communication between the Outside Directors and management, ch means as holding meetings attended only by the Outside Directors and the CEO.		
<ul><li>Fin</li><li>Stration</li><li>Matrix</li></ul>	rience and Expertise ancial industry ategic thinking nagement /ersity (gender, generation, region, etc.)		

5	No	buyuki Idei (Date of birth: November 22, 1937)	[Outside] [Independent] [Re-appointment]	(Term of office: 6 years)
-	Outs	side Director, Member (Chair) of the Nominating Comn	nittee, Member of the Con	npensation Committee
Care	er sumn	nary		
Apr.	1960	Joined Sony Corporation		
Apr.	1995	President and Representative Director, Sony Corporat	ion	
Jun.	2000	Chairman and Representative Director, Sony Corporat	tion	
Jun.	2003	Chairman and Representative Executive Officer, Sony	Corporation	
Feb.	2006			
Apr.	2006			
Jun.	2006			
Jun.	2007	2007 Director, Baidu, Inc.		
Jul.	2007	2007 Director, FreeBit Co., Ltd. (current position)		
Sep.	2011			
Jun.	2013	2013 Director of the Company (current position)		
Imno	ortant co	oncurrent positions at other organizations		
		CEO, Quantum Leaps Corporation		
	Dutside Director, FreeBit Co., Ltd.			
Outsi	de Direc	e Director, Lenovo Group Limited		
Atter	ndance a	at meetings of the Board of Directors and each comm	ittee (from April 1, 2018	to March 31, 2019)
	Meetings of the Board of Directors: 9/9			
	•	gs of the Nominating Committee: 4/4		

Meetings of the Board of Directors:	9/9
Meetings of the Nominating Committee:	4/4
Meetings of the Compensation Committee:	7/7

Number of shares owned 90,000 shares

#### **Reasons for Nomination as Outside Director**

Mr. Idei has extensive management experience in global companies and is aggressively engaged in nurturing nextgeneration businesses and leaders, drawing on his extensive connections around the world as well as his in-depth knowledge of online businesses. Since his appointment as Director of the Company in June 2013, Mr. Idei has contributed to the Board by actively expressing his perspectives derived from broad knowledge and experience of new business within Japan and overseas.

- Marketing
- Technologies
- Strategic thinking
- Management

6	Fujiyo Ishiguro (Date of birth: February 1, 1958)	[Outside] [Independent] [Re-appointment]	(Term of office: 5 years)	
	Outside Director, Member of the Nominating Committee			
Caree	er summary			
Jan.	1981 Joined BROTHER INDUSTRIES, LTD.			
Jan.	1988 Joined Swarovski Japan Ltd.			
Sep.	1994 President, Alphametrics, Inc.			
Jan.	1999 Director, Netyear Group, Inc.			
Jul.	1999 Director, Netyear Group Corporation			
May	2000 President & CEO, Netyear Group Corporation (curr	ent position)		
Jun.	2013 Corporate Auditor, SOMPO JAPAN INSURANCE			
Mar.	2014 Director, Hottolink, Inc. (current position)			
Jun.	2014 Director of the Company (current position)			
Jun.	2015 Director, Sompo Japan Nipponkoa Insurance Inc. (c	current position)		
Outsic Outsic Atten Meetin	President & CEO, Netyear Group Corporation Outside Director, Hottolink, Inc. Outside Director, Sompo Japan Nipponkoa Insurance Inc. Attendance at meetings of the Board of Directors and each committee (from April 1, 2018 to March 31, 2019) Meetings of the Board of Directors: 9/9 Meetings of the Nominating Committee: 4/4			
Numb	ber of shares owned 10,000 shares			
Reasons for Nomination as Outside Director Ms. Ishiguro has profound knowledge of digital marketing and long experience in management as an active CEO of a listed company. Since June 2014, when she was elected as Director of the Company, Ms. Ishiguro has actively participated in Board discussions by leveraging her knowledge to express far-sighted views of such matters as approaches to customer service in an increasingly digitized environment. Experience and Expertise				
	Marketing			
	Strategic thinking			
	agement			
■ Div	rsity (gender generation region etc.)			

• Diversity (gender, generation, region, etc.)

	Nobuo Domae (Date of birth: Ja	25 (1060)	[Outside] [Independent]	(Term of office: 3 years)
7	10000 Donnac (Date of bitti. Ja	anuary 25, 1909)	[Re-appointment]	(Term of office. 5 years)
,	Outside Director, Member of the Nor	minating Committee,	Member of the Audit Comm	nittee
Com				
Apr.	r summary 1993 Joined McKinsey & Co., Inc. (	(Janan)		
Apr. Sep.	1998 Joined FAST RETAILING CO	/		
Nov.	1998 Director, FAST RETAILING CO	· · · · · · · · · · · · · · · · · · ·		
Jul.	1999 Director and Senior Vice Presi	/	NG CO LTD	
Nov.	2004 Director and Executive Vice Press			
Nov.		· · · · · · · · · · · · · · · · · · ·	ILING CO., LID.	
Nov.				
Dec.	<ul> <li>2008 Executive Vice President, FAST RETAILING CO., LTD.</li> <li>2008 President, FAST RETAILING FRANCE S.A.S.</li> </ul>			
Aug.	2006 President, FAST RETAILING FRANCE S.A.S. 2010 CEO, FAST RETAILING USA, Inc.			
Jun.	2010 CEO, FAST RETAILING USA, Inc. 2016 Director, DeNA Co., Ltd. (current position)			
Jun.	2016 Director of the Company (current position)			
Feb.	2010 Director of the Company (current position) 2019 Senior Executive Officer, Ryohin Keikaku Co., Ltd. (current position)			
100.	2019 Senior Executive Onicel, Ryor	ini Keikaku Co., Elu.	(current position)	
Impor	tant concurrent positions at other or	ganizations		
	le Director, DeNA Co., Ltd.			
	enior Executive Officer, Ryohin Keikaku Co., Ltd. (scheduled to assume the position of Senior Managing Director (in			
concu	rrent service as Executive Officer) in M	ay 2019)		
Atten	Attendance at meetings of the Board of Directors and each committee (from April 1, 2018 to March 31, 2019)			
	Meetings of the Board of Directors: 9/9			· · ·
Meetin	Meetings of the Nominating Committee: 4/4			
Meetin	ngs of the Audit Committee:	10/10		
Numb	er of shares owned 30,000 share	es		

# **Reasons for Nomination as Outside Director**

Mr. Domae has experience of both online and physical consumer retail business development and growth within Japan and overseas. Furthermore, he has long and in-depth extensive experience in establishing globally applicable organizational frameworks and business management systems and internal control systems. Since he was elected as Director of the Company in June 2016, Mr. Domae has aggressively participated in Board discussions and provided his insights from the perspectives of both risk management and the pursuit of opportunities for business growth.

- Marketing
- Technologies
- Strategic thinking
- Management

8	Ma	saaki Koizumi (Date of birth: October 4, 1964)	[Outside] [Independent] [Re-appointment]	(Term of office: 1 year)
	Outs	ide Director, Member (Chair) of the Audit Committee		
Caree	r sumn	arv		
Oct.	1987	Joined Eiwa Audit Corporation (currently KPMG AZSA	LLC)	
Aug.	1991	Registered as Certified Public Accountant in Japan	,	
Sep.	2003	Retired from AZSA & Co. (currently KPMG AZSA LLC	)	
Oct.	2003	Established KOIZUMI C.P.A. OFFICE (current position)		
Jun.	2004	Statutory Auditor, Internet Initiative Japan Inc.		
Aug.	2006	Representative Partner, Futaba Audit Corporation		
Mar.	2008	Director, LIFENET INSURANCE COMPANY		
Jun.	2010	Statutory Auditor, TSUKUI CORPORATION		
Feb.	2015	Statutory Auditor, K.R.S. Corporation (current position)		
Jun.	2016	Director (Audit and Supervisory Committee Member),		
		TSUKUI CORPORATION		
Nov.	2016	Statutory Auditor, IKKA Dining Project Co., Ltd. (curren	t position)	
Jun.	2017	Director (Audit and Supervisory Committee Member),	. ,	
		ISHIGAKI FOODS, CO., LTD		
Jun.	2018	Director of the Company (current position)		
Jun.	2018	Director, TSUKUI CORPORATION (current position)		
Certific Outsid Outsid Outsid Attend Meetin Meetin * Atter held	ed Puble Statu le Direc le Statu dance a ngs of th ngs of th ndance after N	<b>oncurrent positions at other organizations</b> lic Accountant, KOIZUMI C.P.A. OFFICE         tory Auditor, K.R.S. Corporation         ottor, TSUKUI CORPORATION         tory Auditor, IKKA Dining Project Co., Ltd. (scheduled to <b>tt meetings of the Board of Directors and each committee</b> he Board of Directors:       6/6         he Audit Committee:       7/7         at meetings of the Board of Directors and meetings of the J         Ir. Koizumi's appointment as Director and as a member of the Audit Committee: June 23, 2018)	ee (from April 1, 2018 t Audit Committee shows	s the number of meetings
Numb	er of sl	nares owned 0 shares		
Mr. Ko accoun institut Compa govern	<b>Reasons for Nomination as Outside Director</b> Mr. Koizumi is a certified public accountant in Japan who has an ample knowledge as an expert in finance and accounting, along with extensive experience in conducting external accounting audits of companies, including financial institutions, and the same in engaging in the process of companies going public. Since he was elected as Director of the Company in June 2018, Mr. Koizumi has aggressively participated in Board discussions, enhancing the board governance of the Company.			
	Experience and Expertise Accounting and internal controls			

Shiho Konno (Date of birth: Ju	ine 28, 1963)
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Outside Director, Member of the Audit Committee

#### Career summary

9

- Apr. 1991 Registered as an attorney-at-law
- Jun. 2005 Audit and Supervisory Board Member, Yahoo Japan Corporation
- Mar. 2008 Corporate Auditor, Advanced Softmaterials Inc.
- Aug. 2014 Auditor, Japan Corporate Governance Network
- Mar. 2015 Established Shiho Konno Habataki Law Office (current position)
- Jun. 2015 Director, Watami Co., Ltd.
- Jun. 2016 Director, Kakaku.com, Inc. (current position)
- Jun. 2017 Director, Alfresa Holdings Corporation (current position)
- Jun. 2018 Outside Audit & Supervisory Board Member, Shinsei Bank, Limited. (current position)

7/7

Jun. 2018 Director of the Company (current position)

# Important concurrent positions at other organizations

Attorney-at-law, Shiho Konno Habataki Law Office Outside Director, Kakaku.com, Inc. (scheduled to retire in June 2019)

Outside Director, Kakaku.com, Inc. (scheduled to Outside Director, Alfresa Holdings Corporation

Outside Audit & Supervisory Board Member, Shinsei Bank, Limited.

#### Attendance at meetings of the Board of Directors and each committee (from April 1, 2018 to March 31, 2019) Meetings of the Board of Directors: 6/6

Meetings of the Audit Committee:

\* Attendance at meetings of the Board of Directors and meetings of the Audit Committee shows the number of meetings held after Ms. Konno's appointment as Director and as a member of the Audit Committee (Date of appointment as Director and a member of the Audit Committee: June 23, 2018)

Number of shares owned 0 shares

#### **Reasons for Nomination as Outside Director**

Ms. Konno is an attorney-at-law licensed in Japan who has expertise in law and although she has never assumed executive positions at companies, she has served as an outside director and outside statutory auditor at listed companies and has in-depth knowledge of corporate governance which she acquired through her experience as an attorney-at-law. Since she was elected as Director of the Company in June 2018, Ms. Konno has aggressively participated in Board discussions, enhancing the transparency of the Company's management and strengthening its supervisory functions.

- Accounting and internal controls
- Diversity (gender, generation, region, etc.)

Notes: 1. No specific conflict of interests exists between the Company and each candidate for Directors.

- 2. Number of years stated as the term of office shows the aggregate number of years served as Director of the Company as of the conclusion of this Ordinary General Meeting of Shareholders.
- 3. Jun Makihara, Nobuyuki Idei, Fujiyo Ishiguro, Nobuo Domae, Masaaki Koizumi and Shiho Konno are the candidates for Outside Directors. Mr. Makihara concurrently serves as non-executive Directors of TradeStation Group, Inc.
- 4. As described in the Business Report (Japanese only), the Company entered into an agreement with each of Jun Makihara, Nobuyuki Idei, 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 six (6) candidates are reelected, the agreements shall continue to remain effective with regard to their acts after the re-election.
- 5. As described in the Business Report (Japanese only), the Company designated Jun Makihara, Nobuyuki Idei, 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 six (6) candidates are re-elected, the Company will continue to designate them as Independent Directors.

Masaaki Koizumi formerly worked for the Company's Accounting Auditor KPMG AZSA LLC and has also been involved in the auditing of the Company's subsidiary Monex, Inc. However, this was before the Company's establishment and Mr. Koizumi was not involved in the auditing of the Company. Mr. Koizumi retired from the aforementioned auditing firm in September 2003, the year before the Company's establishment; therefore, as of June 2019, 15 years and 8 months will have passed since he left that auditing firm. After retiring from that auditing firm, Mr. Koizumi established KOIZUMI C.P.A. OFFICE in October 2003 and remains at that firm. The Company has no capital ties or business relationship to KOIZUMI C.P.A. OFFICE. For this reason, the Company has determined that Mr. Koizumi has a high degree of independence, with no risk of a conflict of interest with the Company's general shareholders and can fully play his expected role from the perspective of protecting general shareholders.

- 6. A problem was identified with the curation platform service operated by DeNA Co., Ltd., on whose board Nobuo Domae has been serving as Outside Director since June 2016. The Third-Party Committee established by DeNA Co., Ltd. started an investigation in December 2016. The investigation report published in March 2017 found that the business might have been in violation of the laws and regulations, and other forms of improprieties. Mr. Domae was not aware of the problem in advance, but since being appointed as Outside Director of DeNA Co., Ltd., he has checked the DeNA group's internal controls and made suggestions based on his perspective of compliance obligation regarding business issues at the Board of Directors meetings. Furthermore, since the problem was discovered, Mr. Domae has also fulfilled his duties as Outside Director by such means as offering advice on the implementation of investigations by a third-party committee, offering suggestions in the Board of Directors meetings concerning reviews for recurrence prevention measures, etc. and fundamental reviews of the corporate governance and internal control systems of DeNA Co., Ltd.
- 7. Please refer to the Business Report (Japanese only) as well about the information on current Directors.

# [Supplementary Information]

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 two (2) out of three (3) members of the Compensation Committee will be comprised of Outside Directors.

Nominaling Committee	Nobuyuki Idei (Chair), Fujiyo Ishiguro, Nobuo Domae, Jun Makihara, Oki Matsumoto	
Audit Committee	Masaaki Koizumi (Chair), Shiho Konno, Nobuo Domae	
Compensation Committee	Jun Makihara (Chair), Nobuyuki Idei, Oki Matsumoto	

Note: Masaaki Koizumi is a certified public accountant in Japan and has considerable knowledge of finance and accounting.