

[Translation for reference only]

ENGLISH TRANSLATION OF JAPANESE-LANGUAGE DOCUMENT

This is an English translation of the original Japanese-language document and is provided for convenience only. In all cases, the Japanese-language original shall take precedence.

Securities Code: 8698

June 3, 2016

Dear Shareholders:

Oki Matsumoto  
Director Chairman,  
Representative Executive Officer, and President  
**Monex Group, Inc.**  
2-4-1 Kojimachi, Chiyoda-ku, Tokyo, Japan

## Notice of the 12th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 12th Ordinary General Meeting of Shareholders of Monex Group, Inc. (the “Company”), which will be held as described below.

**If you are unable to attend the meeting in person on the day of the meeting, you may exercise your voting rights by either of the methods below. Please review the Reference Documents for the General Meeting of Shareholders attached hereto, and exercise your voting rights by 5:30 p.m., Japan Standard Time, on Friday, June 24, 2016.**

**If exercising your voting rights by mail:**

**Please send us the enclosed Voting Rights Exercise Form indicating your approval or disapproval of each proposal by return mail.**

**If exercising your voting rights via the Internet or electronically:**

**Please access the website (<http://www.it-soukai.com/>) designated by the Company for exercising voting rights (Japanese only), enter the “voting rights exercise code” and “password” indicated on the enclosed Voting Rights Exercise Form, and input approval or disapproval of each proposal according to the instructions on the screen.**

- 1. Date and Time:** Saturday, June 25, 2016, 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  
(The Venue is changed from the last meeting)

### **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 12th fiscal year (from April 1, 2015 to March 31, 2016)
2. Non-consolidated Financial Statements for the 12th fiscal year (from April 1, 2015 to March 31, 2016)

#### **Matters to be resolved:**

**Proposal No. 1:** Appropriation of surplus

**Proposal No. 2:** Partial amendments to the Articles of Incorporation

**Proposal No. 3:** Election of eleven (11) Directors

The details of Proposals 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, “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” which consists a part of Business Report, “Notes to Consolidated Financial Statements” which consists a part of Consolidated Financial Statements and “Notes to Non-consolidated Financial Statements” which consists a part of Non-consolidated Financial Statements are posted on the website (<http://www.monexgroup.jp/>) of the Company and not attached to this document (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.
- (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 (<http://www.monexgroup.jp/>) of the Company (Japanese only).

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**When you attend the meeting in person on the day of the meeting, please submit the enclosed Voting Rights Exercise Form at the reception counter.**

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of surplus

The surplus is proposed to be appropriated as follows:

Year-end dividends

Regarding the year-end dividend for the fiscal year, the Company has calculated the amount of year-end dividends based on a DOE (dividend on equity) ratio of two percent (2%) (annual basis), considering the level of total amount of profit attributable to owners of the Company for the third and fourth quarters of the fiscal year ended March 31, 2016. Therefore, the proposed dividend is as stated below.

1. Type of dividend property

Cash

2. Allotment of dividend property and its total amount

2.6 yen per share of common stock of the Company

Total amount of dividends: 738,749,180 yen

Together with the interim dividend of 7 yen per share, the annual dividend per share for the fiscal year ended March 31, 2016 would be 9.6 yen.

3. Effective date of dividends from surplus

June 27, 2016

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

### 1. Reasons for the proposal

#### (1) Location of Head Office

With an aim to centralize offices of its group companies in Japan and to further enhance operational efficiency, the Company will relocate its head office and thus proposes to amend the location of the head office stipulated in the current Article 3 of its Articles of Incorporation from Chiyoda-ku, Tokyo to Minato-ku, Tokyo. A supplementary provision is also proposed to be added to the Articles of Incorporation of the Company to define the effective date of the head office relocation.

#### (2) Decision Making Organization for Dividends of Surplus, etc.

To facilitate management to implement capital policies and dividend policies, the Company intends to give to its Board of Directors, in addition to the meeting of its shareholders, the power to determine dividends of surplus and other appropriation of surplus. For this purpose, the Company proposes to add two new articles to its Articles of Incorporation; new Article 47 (Decision Making Organization for Dividends of Surplus, etc.) and new Article 48 (Record Dates for Dividends of Surplus). As these new Articles overlaps with some existing Articles of the Articles of Incorporation of the Company, the Company also proposes to delete the current Article 8 (Acquisition of Treasury Shares) and the current Article 48 (Final Dividend and Interim Dividend) from its Articles of Incorporation.

#### (3) Number of Executive Officers

In accordance with the “Announcement of Management Changes” made by the Company on March 7, 2016, the Company effectuated its new management team in April 2016 for the purpose to further increase its corporate value with foresight beyond our “Global Vision.” With a view to finalize the new management team composition according to the plan and give further space for business growth, the Company proposes to amend the maximum number of Executive Officers stipulated in the current Article 36 of its Articles of Incorporation from ten (10) to fifteen (15).

#### (4) In addition, the numbering of the Articles of Incorporation will be amended as required in conjunction with the above amendment.

### 2. Contents of the amendments

The following are the details of the amendment.

(The underlined portions are proposed to be amended.)

Existing Articles of Incorporation	Proposed amendments
Article 3. (Location of Head Office) The Company shall have its head office in <u>Chiyoda-ku</u> , Tokyo.	Article 3. (Location of Head Office) The Company shall have its head office in <u>Minato-ku</u> , Tokyo.
<u>Article 8. (Acquisition of Treasury Shares)</u> <u>The Company may acquire its treasury shares in the market by resolution of the Board of Directors pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act.</u>	<Deleted>
Article <u>9.</u> to Article <u>35.</u> <Omitted>	Article <u>8.</u> to Article <u>34.</u> <Unchanged>
Article <u>36.</u> (Number of Executive Officers) The Company shall have not more than <u>ten (10)</u> executive officers.	Article <u>35.</u> (Number of Executive Officers) The Company shall have not more than <u>fifteen (15)</u> executive officers.
Article <u>37.</u> to Article <u>47.</u> <Omitted>	Article <u>36.</u> to Article <u>46.</u> <Unchanged>

Existing Articles of Incorporation	Proposed amendments
<New>	<u>Article 47. (Decision Making Organization for Dividends of Surplus, etc.)</u> <u>The Company may determine matters prescribed in each item of Article 459, Paragraph 1 of the Companies Act, including dividends of surplus, by resolution of the Board of Directors, except where otherwise prescribed by laws and regulations.</u>
<New>	<u>Article 48. (Record Dates for Dividends of Surplus)</u> <u>1. The record date for the Company's year-end dividends shall be March 31 each year.</u> <u>2. The record date for the Company's interim dividends shall be September 30 each year.</u>
<u>Article 48. (Final Dividend and Interim Dividend)</u> <u>1. Pursuant to a resolution of the meeting of shareholders, the Company may distribute surplus to the shareholders or registered stock pledgees who are indicated or recorded in the final shareholders register as of March 31st of each year.</u> <u>2. Pursuant to a resolution of the Board of Directors, the Company may pay the interim dividends provided for in Article 454, Paragraph 5 of the Companies Act to the shareholders or registered stock pledgees indicated or recorded in the final shareholders register as of September 30th of each year.</u>	<Deleted>
<New>	<u>Supplementary Provision</u> <u>Article 1. The amendment to Article 3 shall become effective from the head office relocation date to be determined at the meeting of the Board of Directors to be held on or before January 31, 2017. This Supplementary Provision Article 1 shall be removed following the effective date of head office relocation.</u>

### Proposal No. 3: Election of eleven (11) Directors

Upon the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all eleven (11) Directors will expire. Accordingly, the Company proposes to elect eleven (11) Directors including one (1) new candidate for Outside Director based on the decision at Nominating Committee.

Seven (7) out of eleven (11) candidates are candidates for Outside Directors, and three (3) candidates, Mr. Oki Matsumoto, Mr. Shoji Kuwashima and Mr. Takashi Oyagi are candidates for Directors who are scheduled to serve concurrently as Executive Officers.

The candidates for Directors are as follows:

1	<p><b>Oki Matsumoto</b> (Date of birth: December 19, 1963) [Re-appointment] (Term of office: 11 years)</p> <p>Director, Chairman of the Board, Member of the Nominating Committee, Member of the Compensation Committee</p> <p>Representative Executive Officer, President and Chief Executive Officer</p>
<p><b>Career summary</b></p> <p>Apr. 1987 Joined Salomon Brothers Asia Limited</p> <p>Apr. 1990 Joined Goldman Sachs (Japan) Ltd.</p> <p>Nov. 1994 General Partner, The Goldman Sachs Group, L.P.</p> <p>Apr. 1999 Representative Director, (the former) Monex, Inc.</p> <p>Aug. 2004 Representative Director and President of the Company</p> <p>May 2005 Representative Director and President, Monex Beans, Inc. (currently Monex, Inc.)</p> <p>Jun. 2008 Director, Tokyo Stock Exchange, Inc.</p> <p>Jun. 2008 Director, Shinsei Bank, Limited</p> <p>Jun. 2010 Director, Kakaku.com, Inc. (current position)</p> <p>Jun. 2011 Director and Chairman, TradeStation Group, Inc. (current position)</p> <p>Jun. 2013 Director and Chairman, Representative Executive Officer, and President of the Company (current position)</p> <p>Nov. 2013 Director, JIN CO., LTD. (current position)</p> <p>Nov. 2015 Representative Director and Chairman, Monex, Inc. (current position)</p> <p><b>Important concurrent positions at other organizations</b></p> <p>Representative Director and Chairman, Monex, Inc.</p> <p>Director and Chairman, TradeStation Group, Inc.</p> <p>Outside Director, Kakaku.com, Inc.</p> <p>Outside Director, JIN CO., LTD.</p> <p><b>Attendance at meetings of the Board of Directors and each committee</b> (from April 1, 2015 to March 31, 2016)</p> <p>Meetings of the Board of Directors: 11/11</p> <p>Meetings of the Nominating Committee: 3/3</p> <p>Meetings of the Compensation Committee: 6/6</p> <p><b>Number of shares owned</b> 7,492,000 shares</p> <p><b>Reasons for Nomination as Director</b></p> <p>Since Mr. Matsumoto founded the former Monex, Inc. in 1999, he has been dedicated to creating and establishing a new financial business model in Japan, i.e., an online brokerage business for retail investors, and has demonstrated strong leadership in expanding the business of Monex Group, Inc. With his in-depth understanding 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 pursue continuous growth in the group's business.</p>	

2	<b>Shoji Kuwashima</b> (Date of birth: January 2, 1955)      [Re-appointment]      (Term of office: 7 years)
	Director, Vice Chairman of the Board Executive Officer and Chief Quality Officer
<p><b>Career summary</b></p> Apr. 1977    Joined The Nikko Securities Co., Ltd. May 1999    Director, Nikko Online, Inc. (currently Monex, Inc.) Oct. 2001    Director, Nikko Cordial Corporation (currently Citigroup Japan Holdings Corp.) Jan. 2006    Director and Chairman, Nikko Systems Solutions, Ltd. Jun. 2006    Director of the Company Dec. 2006    Director, Representative Executive Officer, and President, Nikko Cordial Corporation (currently Citigroup Japan Holdings Corp.) Jan. 2008    Director and Vice Chairman, Nikko Cordial Corporation (currently Citigroup Japan Holdings Corp.) Apr. 2009    Director, Monex, Inc. (current position) Jun. 2009    Director of the Company Feb. 2011    Director and Vice Chairman of the Company Oct. 2012    Director, ASTMAX Co., Ltd. Jun. 2013    Director, Vice Chairman, and Executive Officer of the Company (current position)	
<p><b>Important concurrent positions at other organizations</b></p> Director, Monex, Inc.	
<p><b>Attendance at meetings of the Board of Directors and each committee</b> (from April 1, 2015 to March 31, 2016)</p> Meetings of the Board of Directors:                      11/11	
<p><b>Number of shares owned</b>                      154,700 shares</p>	
<p><b>Reasons for Nomination as Director</b></p> Mr. Kuwashima has long experience in the Japanese brokerage business and has in-depth knowledge in information technology. He proactively participates in Board discussions with a well-balanced perspective based on his vast experience in management. Mr. Kuwashima also serves as an Executive Officer of the Company and takes a role in achieving the key goal of the Company's mid- to long-term business plan, "Global Vision," which is to replace existing IT systems with systems developed in-house.	

3	Takashi Oyagi (Date of birth: March 17, 1969) [Re-appointment] (Term of office: 5 years)
	Director Executive Officer and Chief Strategic Officer
<p><b>Career summary</b></p> <p>Apr. 1991 Joined Bank of Japan  Jan. 1998 Joined Goldman Sachs (Japan) Ltd.  Apr. 1999 Joined (the former) Monex, Inc.  May 2004 Joined Deutsche Bank Securities, Inc.  Aug. 2007 CEO and President, MBH America, Inc.  Jul. 2009 Executive Director of the Company  Jun. 2011 Director, TradeStation Group, Inc. (current position)  Jun. 2011 Director of the Company  Jun. 2013 Director and Executive Officer of the Company (current position)</p> <p><b>Important concurrent positions at other organizations</b>  Director, TradeStation Group, Inc.</p> <p><b>Attendance at meetings of the Board of Directors and each committee</b> (from April 1, 2015 to March 31, 2016)  Meetings of the Board of Directors: 11/11</p> <p><b>Number of shares owned</b> 510,600 shares</p> <p><b>Reasons for Nomination as Director</b>  Mr. Oyagi is a founding member of (the former) Monex, Inc., which was established in April 1999. With his long experience in financial services in Japan and the U.S., Mr. Oyagi has, while fulfilling his responsibilities as a Director, assumed the role of planning and executing strategies to create new enterprise value to the Company as its Executive Director. Mr. Oyagi actively participates in Board discussions, providing his views reflecting the latest trends in the financial industry.</p>	



4	Masakazu Sasaki (Date of birth: September 26, 1963) [Non-executive] (Term of office: 6 years) [Re-appointment]
	Director, Member of the Audit Committee

**Career summary**

Oct. 1989 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)  
 Aug. 1997 Established Sasaki C.P.A. Office  
 Apr. 1999 Corporate Auditor, (the former) Monex, Inc.  
 Jun. 2003 Director, (the former) Monex, Inc.  
 Aug. 2004 Director of the Company  
 Jun. 2005 Corporate Auditor of the Company  
 Jun. 2007 Director of the Company  
 Jun. 2009 Corporate Auditor, Monex, Inc. (current position)  
 Jun. 2009 Corporate Auditor of the Company  
 Jun. 2013 Director of the Company (current position)  
 Jun. 2015 Inspector, Johoku Shinkin Bank (current position)

**Important concurrent positions at other organizations**

Certified Public Accountant, Sasaki C.P.A. Office  
 Corporate Auditor, Monex, Inc.  
 Inspector (non-membership), Johoku Shinkin Bank

**Attendance at meetings of the Board of Directors and each committee (from April 1, 2015 to March 31, 2016)**

Meetings of the Board of Directors: 11/11  
 Meetings of the Audit Committee: 11/11

**Number of shares owned** 64,000 shares

**Reasons for Nomination as Director**

Mr. Sasaki is a certified public accountant in Japan who has experience in conducting external accounting audits of financial institutions. He has long overseen the management of the Company and its group companies by serving mainly as “Kansayaku,” a member of the Audit & Supervisory Board defined under the Companies Act in Japan, and as a member of the Audit Committee. Since he was elected as a Director of the Company in June 2013, Mr. Sasaki has taken responsibility for auditing the Company’s management system as a member of the Audit Committee. He also contributes to the Board by proactively providing his views based on his expertise as a Certified Public Accountant.

5	Jun Makihara (Date of birth: January 15, 1958) <span style="float: right;">           [Outside]            [Independent] (Term of office: 10 years)            [Re-appointment]         </span>
	Outside Director, Member of the Nominating Committee, Member (Chair) of the Compensation Committee, Lead Independent Director
<p><b>Career summary</b></p> <p>Sep. 1981 Joined Goldman, Sachs &amp; Co.          Dec. 1992 General Partner, Goldman, Sachs &amp; 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)</p> <p><b>Important concurrent positions at other organizations</b></p> <p>Director, TradeStation Group, Inc.          Outside Director, Shinsei Bank, Limited          Outside Director, Philip Morris International Inc.</p> <p><b>Attendance at meetings of the Board of Directors and each committee</b> (from April 1, 2015 to March 31, 2016)</p> <p>Meetings of the Board of Directors: 11/11          Meetings of the Nominating Committee: 3/3          Meetings of the Compensation Committee: 6/6</p> <p><b>Number of shares owned</b> 20,000 shares</p> <p><b>Reasons for Nomination as Outside Director</b></p> <p>Mr. Makihara's years of experience in investment banking and in the incubation of Internet business start-ups in Japan and the U.S. provides him with strong expertise in and profound understanding of the financial services industry as well as Internet-related businesses. He has actively participated in Board discussions since he was elected as a Director of the Company in June 2006 and has contributed to the Board both growth-oriented and risk-averse perspectives while also taking transitions in the Company's business into consideration.</p> <p>After he was designated as the Lead Independent Director in April 2015, Mr. Makihara also ensured that views of the Outside Directors were fully communicated to management, greatly enhancing the effectiveness of the Board's function.</p>	

6	Kaoru Hayashi (Date of birth: December 26, 1959)	[Outside] [Independent] [Re-appointment]	(Term of office: 4 years)
	Outside Director, Member of the Nominating Committee		

**Career summary**

Aug. 1995 Representative Director and President, Digital Garage, Inc.  
Jul. 2002 Representative Chairman of the Board, Kakaku.com, Inc.  
Jun. 2003 Chairman of the Board, Kakaku.com, Inc. (current position)  
Nov. 2004 Representative Director, President and Group CEO, Digital Garage, Inc. (current position)  
Aug. 2006 Representative Director and President, CGM Marketing, Inc. (currently BI.Garage, Inc.) (current position)  
Jun. 2009 Representative Director and Chairman of the Board, DG Incubation, Inc. (current position)  
May 2011 Director, MEDIA DO Co., Ltd.  
Jun. 2012 Director of the Company (current position)  
Apr. 2013 Representative Director and Chairman, Open Network Lab, Inc. (current position)

**Important concurrent positions at other organizations**

Representative Director, President and Group CEO, Digital Garage, Inc.  
Chairman of the Board, Kakaku.com, Inc.  
Representative Director and President, BI.Garage, Inc.  
Representative Director and Chairman of the Board, DG Incubation, Inc.  
Representative Director and Chairman, Open Network Lab, Inc.

**Attendance at meetings of the Board of Directors and each committee (from April 1, 2015 to March 31, 2016)**

Meetings of the Board of Directors: 11/11  
Meetings of the Nominating Committee: 3/3

**Number of shares owned** 20,000 shares

**Reasons for Nomination as Outside Director**

Mr. Hayashi is a true visionary who was aware of the growth potential of a new industry – Internet services for individuals in Japan – from its very early stage. Drawing on his long career in Internet-related businesses, Mr. Hayashi has been aggressively providing his insights to the Board since he assumed office as a Director of the Company in 2012 based on his in-depth knowledge of the Internet business environment, including trends in information technology.

7	Nobuyuki Idei (Date of birth: November 22, 1937) <span style="float: right;">           [Outside]            [Independent] (Term of office: 3 years)            [Re-appointment]         </span>
	Outside Director, Member (Chair) of the Nominating Committee, Member of the Compensation Committee

**Career summary**

Apr. 1960 Joined Sony Corporation  
 Apr. 1995 President and Representative Director, Sony Corporation  
 Jun. 2000 Chairman and Representative Director, Sony Corporation  
 Jun. 2003 Chairman and Representative Executive Officer, Sony Corporation  
 Feb. 2006 Director, Accenture plc  
 Apr. 2006 Representative Director, Quantum Leaps Corporation (current position)  
 Jun. 2006 Chairman of the Advisory Board of the Company  
 Jun. 2007 Director, Baidu, Inc.  
 Jul. 2007 Director, FreeBit Co., Ltd. (current position)  
 Sep. 2011 Director, Lenovo Group Limited (current position)  
 Jun. 2013 Director of the Company (current position)

**Important concurrent positions at other organizations**

Founder and CEO, Quantum Leaps Corporation  
 Outside Director, FreeBit Co., Ltd.  
 Outside Director, Lenovo Group Limited

**Attendance at meetings of the Board of Directors and each committee (from April 1, 2015 to March 31, 2016)**

Meetings of the Board of Directors: 11/11  
 Meetings of the Nominating Committee: 3/3  
 Meetings of the Compensation Committee: 6/6

**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 next-generation 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 a Director of the Company in June 2013, Mr. Idei has contributed to the Board by actively expressing his perspective derived from broad knowledge and experience.

8	Koji Kotaka (Date of birth: May 14, 1958) <span style="float: right; padding-left: 20px;">           [Outside]            [Independent] (Term of office: 3 years)            [Re-appointment]         </span>
	Outside Director, Member (Chair) of the Audit Committee

**Career summary**

Apr. 1987 Registered as attorney at law  
 Apr. 1987 Joined Sato and Tsuda Law Office  
 Aug. 1990 Joined Goldman Sachs (Japan) Ltd.  
 Nov. 1998 Managing Director, Goldman Sachs (Japan) Ltd.  
 Nov. 2009 Joined Nishimura & Asahi Law Office  
 Jan. 2011 Established Koji Kotaka Law Office  
 Feb. 2011 Representative Director, R&K Company (current position)  
 Jun. 2013 Director of the Company (current position)  
 May 2015 Supervisory Director, Japan Senior Living Investment Corporation (current position)

**Important concurrent positions at other organizations**

Attorney at law, Koji Kotaka Law Office  
 Supervisory Director, Japan Senior Living Investment Corporation  
 Representative Director, R&K Company

**Attendance at meetings of the Board of Directors and each committee (from April 1, 2015 to March 31, 2016)**

Meetings of the Board of Directors: 11/11  
 Meetings of the Audit Committee: 11/11

**Number of shares owned** 10,000 shares

**Reasons for Nomination as Outside Director**

Mr. Kotaka has significant legal expertise and is licensed as an attorney. He also has long experience in the M&A business as an investment banker and has an ample knowledge of financial services. Since he was appointed as a Director of the Company in June 2013, he has demonstrated his ability to fulfill his responsibilities to shareholders by providing his perspective to the Board from both a legal and financial point of view. He also contributes to the enhancement of the Company's corporate governance system through his activities on the Audit Committee, where he verifies the effectiveness of the internal control system of the Company and its group companies.

9	Fujiyo Ishiguro (Date of birth: February 1, 1958)	[Outside] [Independent] [Re-appointment]	(Term of office: 2 years)
	Outside Director, Member of the Nominating Committee		
<p><b>Career summary</b></p> <p>Jan. 1981 Joined BROTHER INDUSTRIES, LTD.  Jan. 1988 Joined Swarovski Japan Ltd.  Sep. 1994 President, Alphametrix, Inc.  Jan. 1999 Director, Netyear Group, Inc.  Jul. 1999 Director, Netyear Group Corporation  May 2000 President, Netyear Group Corporation (current position)  Jun. 2013 Corporate Auditor, SOMPO JAPAN INSURANCE INC. (currently Sampo Japan Nipponkoa Insurance Inc.)  Mar. 2014 Director, Hottolink, Inc. (current position)  Jun. 2014 Director of the Company (current position)  Jun. 2015 Director, Sampo Japan Nipponkoa Insurance Inc. (current position)</p> <p><b>Important concurrent positions at other organizations</b>  President &amp; CEO, Netyear Group, Inc.  Outside Director, Hottolink, Inc.  Outside Director, Sampo Japan Nipponkoa Insurance Inc.</p> <p><b>Attendance at meetings of the Board of Directors and each committee</b> (from April 1, 2015 to March 31, 2016)  Meetings of the Board of Directors: 11/11  Meetings of the Nominating Committee: 3/3</p> <p><b>Number of shares owned</b> 10,000 shares</p> <p><b>Reasons for Nomination as Outside Director</b>  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 a Director of the Company, Ms. Ishiguro has actively participated in Board discussions, including providing her views relating to changes in customer demand for various online services.</p>			

10	Billy Wade Wilder (Date of birth: February 6, 1950) <span style="float: right; font-size: small;">           [Outside]            [Independent] (Term of office: 2 years)            [Re-appointment]         </span>
	Outside Director, Member of the Audit Committee

**Career summary**

Apr. 1986 Head of Japanese Equity Research, Schroder Securities  
 Dec. 1992 Joined FIL Investments (Japan) Limited  
 Sep. 1995 Representative Director and President, FIL Investments (Japan) Limited  
 Jul. 2004 Representative Director and President, Nikko Asset Management Co., Ltd.  
 Jan. 2014 Director, GIC Securities Co., Ltd. (currently GI Capital Management Ltd.) (current position)  
 Jun. 2014 Director of the Company (current position)

**Important concurrent positions at other organizations**

External Director, GI Capital Management Ltd.

**Attendance at meetings of the Board of Directors and each committee (from April 1, 2015 to March 31, 2016)**

Meetings of the Board of Directors: 11/11  
 Meetings of the Audit Committee: 11/11

**Number of shares owned** 10,000 shares

**Reasons for Nomination as Outside Director**

Mr. Wilder not only has extensive experience in the investment management business, but also has long experience in managing companies in Japan. Since he was elected as a Director of the Company in June 2014, he has aggressively contributed to the Board with insights derived from his expertise in evaluating and observing enterprises, skills that he acquired from his experience as an institutional investor. Mr. Wilder's strengths have also support him in overseeing the internal control system of the Company and its group companies as a member of the Audit Committee.

11	Nobuo Domae (Date of birth: January 25, 1969)	[Outside] [Independent] [New appointment]
<p><b>Career summary</b></p> <p>Apr. 1993 Joined McKinsey &amp; Co., Inc. (Japan)  Sep. 1998 Joined FAST RETAILING CO., LTD.  Nov. 1998 Director, FAST RETAILING CO., LTD.  Jul. 1999 Director and Senior Vice President, FAST RETAILING CO., LTD.  Nov. 2004 Director and Executive Vice President, FAST RETAILING CO., LTD.  Nov. 2005 Director, FAST RETAILING CO., LTD.  Nov. 2008 Executive Vice President, FAST RETAILING CO., LTD.  Dec. 2008 President, FAST RETAILING FRANCE S.A.S.  Aug. 2010 CEO, FAST RETAILING USA, Inc.</p> <p><b>Important concurrent positions at other organizations</b>  None</p> <p><b>Attendance at meetings of the Board of Directors and each committee</b> (from April 1, 2015 to March 31, 2016)  —</p> <p><b>Number of shares owned</b>            30,000 shares</p> <p><b>Reasons for Nomination as Outside Director</b>  After a career in a consulting company, Mr. Domae joined a major clothing retailer/manufacturer that operates a global fast fashion business centering on casual attire where became a senior executive responsible for the overall management strategy, encompassing e-commerce, marketing and business systems. He then later oversaw that company's overseas business expansion while serving in positions at European and North American local subsidiaries. The Nominating Committee expects Mr. Domae's long and in-depth experience in online business and consumer service will contribute to further increasing the effectiveness of the Board, promoting global business development and enhancing corporate values of the Company and its group companies.</p>		



- 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 General Meeting of Shareholders.
  3. Mr. Jun Makihara, Mr. Kaoru Hayashi, Mr. Nobuyuki Idei, Mr. Koji Kotaka, Ms. Fujiyo Ishiguro, Mr. Billy Wade Wilder and Mr. Nobuo Domae are the candidates for Outside Directors. Mr. Makihara concurrently serves as a non-executive Director of TradeStation Group, Inc.
  4. As described in the Business Report (Japanese only), the Company entered into an agreement with each of Mr. Masakazu Sasaki, Mr. Jun Makihara, Mr. Kaoru Hayashi, Mr. Nobuyuki Idei, Mr. Koji Kotaka, Ms. Fujiyo Ishiguro and Mr. Billy Wade Wilder 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 seven (7) candidates are re-elected, the agreements shall continue to remain effective with regard to their acts after the re-election. If the election of Mr. Nobuo Domae is approved, the Company intends to enter into an agreement with him to the effect that his liability provided for in Article 423, Paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws and regulations, whichever is higher, in accordance with Article 427, Paragraph 1 of the Companies Act.
  5. As described in the Business Report (Japanese only), the Company designated Mr. Jun Makihara, Mr. Kaoru Hayashi, Mr. Nobuyuki Idei, Mr. Koji Kotaka, Ms. Fujiyo Ishiguro and Mr. Billy Wade Wilder 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. If the election of Mr. Nobuo Domae is approved, the Company intends to designate him as an Independent Director and file the registration to Tokyo Stock Exchange. Monex, Inc., a subsidiary of the Company, has a business relationship with Digital Garage, Inc. where Mr. Hayashi serves as Representative Director, that includes the outsourcing of advertising services. However, there is no significant transactional relationship between the Company or any of its group companies and Digital Garage, Inc. (the annual transaction value was 36 million yen for the fiscal year ended March 31, 2016). In addition, although Monex, Inc., a subsidiary of the Company, has a business relationship with Kakaku.com, Inc. where Mr. Hayashi serves as Chairman of the Board, that includes the outsourcing of advertising services, there is no significant transactional relationship between the Company or any of its group companies and Kakaku.com, Inc. (the annual transaction value was 20 million yen for the fiscal year ended March 31, 2016). For these reasons, the Nominating Committee has judged that there is no possibility of a conflict of interest occurring between Mr. Hayashi and general shareholders in the course of his properly executing his duties as an Outside Director of the Company.
  6. 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, five (5) out of six (6) members of the Nominating Committee will be comprised of Outside Directors and two (2) out of three (3) members of the Compensation Committee and the Audit Committee will be comprised of Outside Directors.

Nominating Committee	Nobuyuki Idei (Chair), Fujiyo Ishiguro, Nobuo Domae, Kaoru Hayashi, Jun Makihara, Oki Matsumoto
Compensation Committee	Koji Kotaka (Chair), Billy Wade Wilder, Masakazu Sasaki
Audit Committee	Jun Makihara (Chair), Nobuyuki Idei, Oki Matsumoto

Note: Mr. Masakazu Sasaki is licensed as a Certified Public Accountant and he has considerable knowledge in finance and accounting.