

# **MONEX GROUP**

## **Announcement of Partial Amendments to the Articles of Incorporation**

TOKYO, April 23, 2026 - Monex Group, Inc. (the “Company”) hereby announces that the meeting of the Board of Directors held on April 23, 2026, resolved to submit the proposal of “Partial amendments to the Articles of Incorporation” at the 22nd Ordinary General Meeting of Shareholders of the Company scheduled to be held on June 27, 2026, as described below.

### **1. Purpose of the Amendment**

The Company has positioned the general meeting of shareholders as the most important platform for dialogue in its management, recognizing that the Company is both a listed company and a corporate group that plays an integral role in the capital markets. In order to promote the democratization of capital markets, the Company has sought to hold general meetings of shareholders that are easily accessible to many shareholders and where active Q&A sessions and exchanges of opinions can take place.

Specifically, the Company has implemented various innovations not previously seen at shareholders’ meetings of Japanese companies, including, among others, holding meetings on Saturdays, eliminating the need for shareholders to declare their names or shareholder numbers when speaking to lower psychological barriers, and having director candidates personally present their views before voting.

To further advance this philosophy, the Company has decided to submit a proposal to amend the Articles of Incorporation relating to the general meeting of shareholders to the 22nd Ordinary General Meeting of Shareholders scheduled to be held on June 27, 2026.

The reasons for the amendments are as follows:

#### **(1) Changes regarding General Meeting of Shareholders without a Designated Location**

This amendment will enable the Company to hold “virtual-only shareholders’ meetings,” where all shareholders can participate and exercise their voting rights via the Internet. While the Company has previously provided online voting in advance and viewing via live streaming, these methods did not allow shareholders to ask questions at the meeting. Virtual-only shareholders’ meetings will fairly provide an opportunity for shareholders in remote locations to ask questions, allowing all shareholders to participate in discussions under the same conditions.

#### **(2) Change to the Record Date for Voting Rights and Timing of the Ordinary General Meeting of Shareholders**

The record date for voting rights at the ordinary general meeting of shareholders will be changed to June 30, and the meeting will be held within three months of that date (targeting September each year). To facilitate active discussion at the meeting, more high-quality management information is required, such as the Annual Securities Report. However, due to practical constraints, the timing of its disclosure has typically been just before shareholders meeting in June, leaving insufficient time for shareholders to analyze the report. By holding the meeting around September each year, shareholders will be able to engage in multifaceted discussions after thoroughly considering the contents of the Annual Securities Report. This proposal is subject to the proposal as provided in (1) above being approved as originally proposed. The record dates for dividends from surplus (year-end dividend: March 31; interim dividend: September 30) will not be changed. This amendment only concerns the record date for voting rights and is not intended to change the timing of dividend payments to shareholders.

#### **(3) Changes to the Convener and Chairman**

The scope of the convener and chairman of the general meeting of shareholders will be expanded beyond the “Representative Executive Officer,” allowing the Board of Directors to select the most suitable director based on the governance structure and system at the time. For example, by having the Chairman of the Board of Directors (supervisory side), who does not

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concurrently serve as a Representative Executive Officer, chair the meeting while the Representative Executive Officer (executive side) explains business results and performance, the roles of supervision and execution will be further clarified, leading to more transparent corporate governance.

2. Details of the Amendment

The following are the details of the amendments.

(The underlined portions are to be amended.)

(1) Changes regarding General Meeting of Shareholders without a Designated Location

Articles of Incorporation before the Proposed Amendment	Proposed Amendments
<p>Article 11. (Convocation)</p> <p>1. The Company’s ordinary general meeting of shareholders shall be convened in June every year and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p>(Newly added)</p>	<p>Article 11. (Convocation)</p> <p>1. (Omitted)</p> <p>2. <u>The Company may hold a general meeting of shareholders without a designated location.</u></p>

(2) Change to the Record Date for Voting Rights and Timing of the Ordinary General Meeting of Shareholders

Articles of Incorporation before the Proposed Amendment	Proposed Amendments
<p>Article 10. (Record Date)</p> <p>1. The Company shall deem the shareholders whose names have been entered or recorded in the final shareholders register as of <u>March 31</u> of each year to be the shareholders who are entitled to exercise their <u>voting rights</u> at the ordinary general meeting of shareholders <u>for the relevant fiscal year</u>.</p> <p>2. Notwithstanding the preceding paragraph, the Company may, if necessary and by a resolution of the Board of Directors, set a different record date by giving prior public notice.</p>	<p>Article 10. (Record Date)</p> <p>1. The Company shall deem the shareholders <u>with voting rights</u> whose names have been entered or recorded in the final shareholders register as of <u>June 30</u> of each year to be the shareholders who are entitled to exercise their rights at the ordinary general meeting of shareholders.</p> <p>2. Notwithstanding the preceding paragraph, the Company may, if necessary and by a resolution of the Board of Directors, set a different record date by giving prior public notice.</p>
<p>Article 11. (Convocation)</p> <p>1. The Company’s ordinary general meeting of shareholders shall be convened <u>in June every year</u> and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p>2. (Omitted)</p>	<p>Article 11. (Convocation)</p> <p>1. The Company’s ordinary general meeting of shareholders shall be convened <u>within three (3) months from the record date provided for in Article 10, paragraph 1</u> and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <p>2. (Omitted)</p>

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## (3) Changes to the Convener and Chairman

Articles of Incorporation before the Proposed Amendment	Proposed Amendments
<p>Article 12. (Convener and Chairman of General Meetings of Shareholders)</p> <p>1. A director who <u>concurrently serves as the Representative Executive Officer of the Company</u> shall convene a general meeting of shareholders and shall act as chairman <u>thereat pursuant to a resolution of the Board of Directors</u>, unless otherwise provided for by laws and regulations.</p> <p>2. <u>In the event that a director who concurrently serves as the Representative Executive Officer</u> is unable to act as aforesaid, one of the other directors appointed in <u>an</u> order determined by the Board of Directors in advance shall take his/her place.</p>	<p>Article 12. (Convener and Chairman of General Meetings of Shareholders)</p> <p>1. A director <u>determined by the Board of Directors in advance</u> shall convene a general meeting of shareholders and shall act as chairman, unless otherwise provided for by laws and regulations.</p> <p>2. <u>If the director provided for in the preceding paragraph</u> is unable to act as aforesaid, one of the other directors appointed in <u>the</u> order determined by the Board of Directors in advance shall take his/her place.</p>

### 3. Schedule

- Date of the Ordinary General Meeting of Shareholders for the amendment of Articles of Incorporation: June 27, 2026 (scheduled)
- Effective date of the amendments: June 27, 2026 (scheduled)

<Reference Information> 22nd Ordinary General Meeting of Shareholders (scheduled to be held on June 27, 2026)

Currently, the Company is scheduled to propose at the 22nd Ordinary General Meeting of Shareholders the matters listed below:

- Proposal No. 1: Partial amendments to the Articles of Incorporation (1) Changes regarding General Meeting of Shareholders without a Designated Location
- Proposal No. 2: Partial amendments to the Articles of Incorporation (2) Change to the Record Date for Voting Rights and Timing of the Ordinary General Meeting of Shareholders
- Proposal No. 3: Partial amendments to the Articles of Incorporation (3) Changes to the Convener and Chairman
- Proposal No. 4: Election of eleven (11) directors

Please visit the Company's website for the announcement relevant to Proposal No. 4.

The Company's website: HOME > News Release

“Announcement of Board Member Candidates” (announced on April 23, 2026)

Details about the 22nd Ordinary General Meeting of Shareholders, including the date, time and location, will be disclosed on the Company's website.

The Company's website: HOME > For Investors > Stock & Rating Information > Shareholders Meeting

[https://www.monexgroup.jp/en/investor/stock/meeting\\_information.html](https://www.monexgroup.jp/en/investor/stock/meeting_information.html)

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