

MONEX GROUP

Announcement regarding Partial Amendment to Articles of Incorporation

TOKYO, April 28, 2016 - Monex Group, Inc. (“the Company”) announces that the Company decided to propose partial amendment to its Articles of Incorporation at the 12th Annual General Meeting of Shareholders of the Company which is scheduled to be held on June 25, 2016. The details of the proposal are as follows:

1. Purposes of partial amendment to the Articles of Incorporation

(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. Particulars of the proposed amendment

The particulars of the proposed amendment are as stipulated in EXHIBIT.

3. Schedule

Date of the Annual General Meeting of Shareholders to resolve the amendment of the Articles of Incorporation:

June 25, 2016 (scheduled)

MONEX GROUP

Effective dates of the amendment:

June 25, 2016 (scheduled); provided, however, that the amendment to Article 3 (Location of Head Office) will become effective from the head office relocation date to be determined at the meeting of the Board of Directors of the Company to be held on or before January 31, 2017.

<Reference Information>

The Company will propose to the 12th Annual General Meeting of Shareholders (scheduled to be held on June 25, 2016) to resolve the matters listed below:

- Proposal No.1: Appropriation of surplus
- Proposal No.2: Partial amendment to the Articles of Incorporation
- Proposal No.3: Election of eleven (11) Directors

Please visit the Company's website to find announcements that are relevant to the Proposals No.1 and No.3.

(The Company's website: HOME > News Release)

For Proposal No.1:

- Year-end Dividend Forecast for the Fiscal Year Ending March 31, 2016 (Announced on March 22, 2016)
http://www.monexgroup.jp/en/news_release/pdf/press2016_03_22_E_dividend.pdf

For Proposal No.3:

- Announcement of Director Candidates (Announced on March 7, 2016)
http://www.monexgroup.jp/en/news_release/pdf/press_2016_03_07_E_DirectorCandidates.pdf

Please also visit the Company's website for more information on the Annual General Meeting of Shareholders.

Note: The information shown on the website as plans will become definite after completing further procedures required under the Companies Act.

The Company's website: HOME > For Investors > Shareholders Meeting
http://www.monexgroup.jp/en/investor/meeting_information/index

MONEX GROUP

EXHIBIT

(The underlined portions are proposed to be amended.)

Existing Articles of Incorporation	Proposed amendment
<p>Article 3. (Location of Head Office) The Company shall have its head office in <u>Chiyoda</u>-ku, Tokyo.</p>	<p>Article 3. (Location of Head Office) The Company shall have its head office in <u>Minato</u>-ku, Tokyo.</p>
<p><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></p>	<p><Deleted></p>
<p>Article <u>9</u>. to Article <u>35</u>. <Omitted></p>	<p>Article <u>8</u>. to Article <u>34</u>. <Unchanged></p>
<p>Article <u>36</u>. (Number of Executive Officers) The Company shall have not more than <u>ten</u> (<u>10</u>) executive officers.</p>	<p>Article <u>35</u>. (Number of Executive Officers) The Company shall have not more than <u>fifteen</u> (<u>15</u>) executive officers.</p>
<p>Article <u>37</u>. to Article <u>47</u>. <Omitted></p>	<p>Article <u>36</u>. to Article <u>46</u>. <Unchanged></p>
<p><New></p>	<p><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></p>
<p><New></p>	<p><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></p>
<p><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</u></p>	<p><Deleted></p>

MONEX GROUP

Existing Articles of Incorporation	Proposed amendment
<p><u>pledgees who are indicated or recorded in the final shareholders register as of March 31st of each year.</u></p> <p><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></p> <p style="text-align: center;"><New></p>	<p><u>Supplementary Provision</u></p> <p><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></p>

(End)

Contact: Yumi Matsuzaki
Public Relations, CEO Office
Monex Group, Inc.
+81-3-4323-8698

Yuko Machida
Investor Relations, Financial Control Department
Monex Group, Inc.
+81-3-4323-8698

This material is an English translation of a Japanese announcement made on the date above. Although the Company intended to faithfully translate the Japanese document into English, the accuracy and correctness of this English translation is not guaranteed and thus you are encouraged to refer to the original Japanese document. This translation was made as a matter of record only and does not constitute an offer to sell or to solicit an offer to buy securities in the U.S.