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May 31, 2016

To: Shareholders

President and Chief Executive Officer  
Michio Matsui  
Matsui Securities Co., Ltd.  
1-4, Kojimachi, Chiyoda-ku,  
Tokyo, Japan

### Notice of Convocation of the 100<sup>th</sup> Ordinary General Meeting of Shareholders

You are hereby notified that the 100<sup>th</sup> Ordinary General Meeting of Shareholders of the Company will be held as set forth below and you are cordially invited to attend the meeting.

If you are unable to attend the meeting in person on the day of the meeting, we would appreciate your reviewing the reference materials enclosed herewith and sending us by return mail the enclosed proxy card or by the internet indicating your approval or disapproval of the Proposals by no later than June 24, 2016 5:30 p.m.

#### Description

1. Date and Time:  
1:00 p.m. on Sunday, June 26, 2016
2. Place:  
Sumitomo Fudosan Hanzomon Ekimae Building 2F, Bellesalle Hanzomon  
1-6-4, Kojimachi, Chiyoda-ku, Tokyo, Japan
3. Agenda for the Meeting:

Matters to be reported:

Report on the business and the audited financial statements for the 100<sup>th</sup> fiscal period (from April 1, 2015 through March 31, 2016)

Matters to be resolved:

- Proposal No.1: Appropriation of Surplus
- Proposal No.2: Election of nine Directors
- Proposal No.3: Election of two Corporate Auditors

## Reference Materials for the Ordinary General Meeting of Shareholders

### Proposals and Reference Matters

#### **Proposal No.1: Appropriation of Surplus**

##### 1. Matters concerning the year-end dividends:

The Company sets out the basic policy for dividend payment that it firmly maintains the dividend payout ratio between 60% and 100% inclusive and dividend on equity (DOE) of over 7%, comprehensively considering the business results and financial conditions, optimum level of capital to support the margin trading services, and strategic investment opportunities.

The year-end dividends are as stated below:

##### 1) Matters concerning allocation of dividend property and the total amount

¥20 in cash per common share  
Total amount is ¥5,134,627,760

Annual dividend per share will be ¥45 including interim dividend of ¥25 that the Company has already paid.

##### 2) Effective date of the distribution of surplus

June 27, 2016

##### 2. Matters concerning appropriation of surplus:

Pursuant to the provisions of Article 452 of the Corporation Act, the Company proposes to dispose the special reserve and to transfer it to earned surplus for the purpose of securing the flexibility of the future capital planning.

##### 1) The item and the amount by which the surplus is decreased

Special reserve: ¥4,250,000,000

##### 2) The item and the amount by which the surplus is increased

Earned surplus: ¥4,250,000,000

## Proposal No.2: Election of nine Directors

The terms of all eight Directors will expire at the conclusion of the Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes the election of nine Directors including one additional Director in order to enhance the management structure.

The candidates for Directors are as follows:

Candidate number	Name (Date of birth) Number of shareholdings of the Company	Brief personal history, title and significant concurrent positions
1	Michio Matsui (Mar. 22, 1953) 6,875,700 shares	Apr. 1976 Joined Nippon Yusen Co., Ltd. Apr. 1987 Joined the Company Dec. 1988 Director of the Company Oct. 1990 Managing Director of the Company Jun. 1995 President & CEO of the Company (current)
2	Hirohito Imada (Feb. 4, 1965) 9,300 shares	Apr. 1987 Joined ITOCHU Corporation Aug. 2000 Joined Waseda Academy Jul. 2001 Joined the Company Sep. 2001 General Manager of Finance Dept. of the Company Jun. 2003 Director of the Company Feb. 2004 Managing Director of the Company Jun. 2004 Senior Managing Director of the Company Nov. 2005 Joined MAGASseek Corporation Jan. 2006 Deputy President of MAGASseek Corporation Jun. 2010 Director of Corporate Administration & Human Resources Dept. of the Company May. 2011 Managing Director of Corporate Administration & Human Resources Dept. of the Company (current)
3	Takashi Moribe (Sep. 2, 1967) 39,695 shares	Apr. 1991 Joined NTT DATA Corporation Oct. 1996 Joined Tochigi Judicial Scrivener Office Apr. 2000 Joined Aplix Corporation Apr. 2001 Joined the Company Feb. 2005 General Manager of Marketing Dept. of the Company Jun. 2006 Director of Administration Dept. of the Company May. 2011 Managing Director of Compliance Dept. of the Company (current)
4	Akira Warita (Jun. 16, 1971) 10,000 shares	Apr. 1994 Joined Procter&Gamble Far East Inc. Jan. 1998 Joined Lehman Brothers Securities LLC Sep. 1999 Joined UBS Securities Japan LLC Apr. 2006 Joined the Company May. 2006 General Manager of IR Office of the Company Jun. 2006 Director of IR Office of the Company May. 2011 Managing Director of Marketing Dept., Business Development Dept., and Customer Support Dept. of the Company (current)
5	Kunihiko Sato (Feb. 5, 1971) 25,940 shares	Apr. 1989 Joined Yamaichi Securities Co., Ltd. Sep. 1998 Joined the Company Sep. 2004 General Manager of System Dept. of the Company Jun. 2006 Director of System Dept. of the Company (current)

6	Shinichi Uzawa (Jul. 19, 1973) 28,716 shares	Apr. 1996 Aug. 2001 May. 2004 Jun. 2006	Joined New Oji Paper Co., Ltd Joined the Company General Manager of Finance Dept. of the Company Director of Finance Dept. of the Company (current)
7	Motoo Saiga (Aug. 11, 1970) 0 shares	Apr. 1993 Feb. 2002 Mar. 2007	Joined Osaka Securities Exchange Joined the Company General Manager of Compliance Dept. of the Company
8	Motoo Igawa (Jan. 3, 1950) 7,300 shares	Apr. 1973 Jun. 2005 Jun. 2007 Jun. 2014 Jun. 2014	Joined Nippon Yusen Co., Ltd. Managing Director of Nippon Yusen Co., Ltd. President & CEO of NYK Trading Corporation Adviser of NYK Trading Corporation Outside Director of the Company(current)
9	Jyunji Annen (Aug. 12, 1955) 0 shares	Feb. 1992 Apr. 1993 Apr. 2004 Dec. 2007 Jun. 2014	Registered as Lawyer Joined Akira Watanabe Law Office Professor of the faculty of law at Seikei University Professor of Law School at Seikei University Professor of Law School at Chuo University(current) Outside Director of the Company(current)

- (Note) 1. There are no particular conflicts of interest between any of the candidates and the Company.
2. Mr. Motoo Igawa and Jyunji Annen are the candidates for Outside Directors. The Company designates these two persons as the Independent Directors under the regulation of the Tokyo Stock Exchange.
3. The reason for proposing Mr. Motoo Igawa as the candidate for Outside Director is that the Company believes that he has extensive experience and broad-based insight obtained through the Director at a listed company, and he could supervise the management affairs and provide advice on the business management of the Company.
4. The reason for proposing Mr. Jyunji Annen as the candidate for Outside Director is that the Company believes that he has extensive experience and sufficient insight as professor and lawyer, and he could monitor the business management of the Company objectively from an independent standpoint.
5. The reason for having judged that Mr. Jyunji Annen is deemed to be capable of properly performing the duties as the Outside Director is that he has wealth of knowledge in the area of legal matters, and he could provide valuable advices from the perspective of supervising and monitoring the business management.
6. The terms of office for Mr. Motoo Igawa and Jyunji Annen, as Outside Director of the Company, will have been two years at the conclusion of the Ordinary General Meeting of Shareholders.
7. Pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Act, the Company has executed an agreement with Mr. Motoo Igawa and Jyunji Annen to limit their liability within the amount stipulated by laws and regulations. In the event that the election of these two Directors is approved, the Company plans to continue this agreement with them.

### Proposal No.3: Election of two Corporate Auditors

The terms of Corporate Auditors of Mr. Norio Igarashi and Mr. Yasuo Mochizuki will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of two Corporate Auditors.

This proposal has been approved in advance by the Board of Corporate Auditors. The candidates for Corporate Auditors are as follows:

Candidate number	Name (Date of birth) Number of shareholdings of the Company	Brief personal history, title and significant concurrent positions
1	Yasuo Mochizuki (May 28, 1956) 0 shares	Apr. 1980 Joined the Bank of Mitsubishi Ltd. Apr. 2004 Joined Mochizuki CPA Office (current) Jun. 2008 Corporate Auditor of the Company (current)
2	Mikitoshi Kai (Jul. 7, 1951) 0 shares	Apr. 1976 Joined Nippon Yusen Co., Ltd. Apr. 2007 Executive Officer of Nippon Yusen Co., Ltd. Jun. 2011 Corporate Auditor of Nippon Yusen Co., Ltd. Apr. 2016 Adviser of Japanese Foundation for Cancer Research (current)

- (Note)
1. There are no particular conflicts of interest between any of the candidates and the Company.
  2. Mr. Yasuo Mochizuki is the candidate for Outside Corporate Auditor. The Company has designated him as the Independent Auditor under the regulation of the Tokyo Stock Exchange.
  3. Mr. Mikitoshi Kai is the candidate for Outside Corporate Auditor. In the event that the election of him is approved, the Company plans to designate him as the Independent Auditor under the regulation of the Tokyo Stock Exchange.
  4. The reason for proposing Mr. Yasuo Mochizuki as the candidate for Outside Corporate Auditor is that the Company believes that his extensive experience and knowledge through his career as certified tax accountant could contribute to audit of the Company.
  5. The reason for having judged that Mr. Yasuo Mochizuki is deemed to be capable of properly performing the duties as the Outside Corporate Auditor is that he has extensive experience of business at financial institution and has a wide range of knowledge of finance and accounting.
  6. The reason for proposing Mr. Mikitoshi Kai as the candidate for Outside Corporate Auditor is that the Company believes that he has sufficient insight with respect to corporate auditing obtained through his career and could contribute to audit of the Company.
  7. The reason for having judged that Mr. Mikitoshi Kai is deemed to be capable of properly performing the duties as the Outside Corporate Auditor is that he has sufficient insight with respect to auditing business management obtained through his positions of significant responsibility at a listed company.
  8. The terms of office for Mr. Yasuo Mochizuki, as Outside Corporate Auditor of the Company, will have been eight years at the conclusion of the Ordinary General Meeting of Shareholders.
  9. Pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Act, the Company has executed an agreement with Mr. Yasuo Mochizuki to limit his liability within the amount stipulated by laws and regulations. In the event that the election of him as the Corporate Auditor is approved, the Company plans to continue this agreement with him.
  10. In the event that the election of Mr. Mikitoshi Kai as the Corporate Auditor is approved, the Company plans to execute an agreement with him to limit their liability within the amount stipulated by laws and regulations, pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Act.