

Disclaimer: This is an English abridged translation of the original Notice of Convocation of the 103rd Ordinary General Meeting of Shareholders of Matsui Securities Co., Ltd. written in Japanese (the "Original Japanese Notice"). It is prepared for reference purposes only and without any warranty as to its accuracy or otherwise. If any questions arise related to the completeness and accuracy of the information contained in the translation, please refer to the Original Japanese Notice.

May 30, 2019

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 103rd Ordinary General Meeting of Shareholders

You are hereby notified that the 103rd 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 21, 2019 5:30 p.m.

Description

1. Date and Time:
1:00 p.m. on Sunday, June 23, 2019
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 103rd fiscal period (from April 1, 2018 through March 31, 2019)

Matters to be resolved:

- Proposal No.1: Appropriation of Surplus
- Proposal No.2: Election of nine Directors
- Proposal No.3: Election of one Substitute Corporate Auditor

Reference Materials for the Ordinary General Meeting of Shareholders

Proposals and Reference Matters

Proposal No.1: Appropriation of Surplus

Matters concerning the year-end dividends:

The Company sets out the basic policy for dividend payment that it firmly maintains the dividend payout ratio of 60% and above and dividend on equity (DOE) of 8% and above, 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

¥65 in cash per common share including commemorative dividend of ¥39 which celebrates the 100th anniversary of the founding

Total amount is ¥16,692,600,535

Annual dividend per share will be ¥84 including interim dividend of ¥19 that the Company has already paid.

2) Effective date of the distribution of surplus

June 24, 2019

Proposal No.2: Election of nine Directors

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

Accordingly, the Company proposes the election of nine Directors.

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) 4,396,100 shares [Reappointment]	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)
	(Reasons for designation as a Director candidate) Mr. Michio Matsui has served as President & CEO of the Company since 1995 and he has led the Company as a pioneer of online securities brokers by implementing innovative services which went against then industry practice and tradition such as abolishing of sales representative and introducing new commission structure. Mr. Matsui has exhibited outstanding ability to run the corporation and excellent foresight in the management. The Company believes that he is well qualified for the Director to sustainably enhance the corporate value of the Company.	

2	<p>Akira Warita (Jun. 16, 1971) 10,000 shares [Reappointment]</p>	<p>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 Apr. 2019 Senior Managing Director of Marketing Dept. and Customer Support Dept. of the Company (current)</p>
<p>(Reasons for designation as a Director candidate) Mr. Akira Warita has engaged for a long period of time in securities industry before he joined the Company and he has an extensive insight of securities business including retail business and investment banking business. In the Company, Mr. Warita has held a number of significant positions such as Director of Marketing, Business Development, Investor Relations and Public Relations. The Company believes that he is well qualified for the Director to appropriately manage the Company.</p>		
3	<p>Kunihiko Sato (Feb. 5, 1971) 25,940 shares [Reappointment]</p>	<p>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)</p>
<p>(Reasons for designation as a Director candidate) Mr. Kunihiko Sato has engaged for a long period of time in securities industry and he has an extensive insight of securities business. In the Company, Mr. Sato has led system development from the beginning of online securities business and he has professional insight in general securities trading system and online trading system. Since the stability of trading system is indispensable for online securities broker, the Company believes that he is well qualified for the Director to appropriately manage securities systems of the Company.</p>		
4	<p>Shinichi Uzawa (Jul. 19, 1973) 37,616 shares [Reappointment]</p>	<p>Apr. 1996 Joined New Oji Paper Co., Ltd Aug. 2001 Joined the Company May. 2004 General Manager of Finance Dept. of the Company Jun. 2006 Director of Finance Dept. of the Company (current)</p>
<p>(Reasons for designation as a Director candidate) Mr. Shinichi Uzawa has led Finance Department for a long period of time and he has an extensive experience and insight in the field of finance and accounting. Mr. Uzawa has structured and strengthened appropriate risk management system to control financial risks which is derived from providing financial services such as margin trading and futures trading. The Company believes that he is well qualified for the Director to enhance the corporate value of the Company.</p>		

5	Motoo Saiga (Aug. 11, 1970) 3,200 shares [Reappointment]	Apr. 1993 Joined Osaka Securities Exchange Feb. 2002 Joined the Company Mar. 2007 General Manager of Compliance Dept. of the Company Jun. 2016 Director of Compliance Dept. of the Company Apr. 2019 Director of Compliance Dept. and Internal Audit Office of the Company (current)
		(Reasons for designation as a Director candidate) Mr. Motoo Saiga had worked for the Osaka Securities Exchange and he has an extensive insight in laws and regulations of securities business. In the Company, Mr. Saiga has led Compliance Division for a long period of time, and he has enhanced compliance system and has engaged in improving credibility of the Company which is one of significant agenda of the Company. The Company believes that he is well qualified for the Director to strengthen compliance system of the Company.
6	Masashi Shibata (Jun. 8, 1978) 4,137 shares [Reappointment]	Apr. 2001 Joined the Company Dec. 2012 General Manager of Business Development Dept. of the Company Jun. 2017 Director of Business Development Dept. of the Company Apr. 2019 Director of Business Development Dept. and Corporate Administration & Human Resources Dept. of the Company (current)
		(Reasons for designation as a Director candidate) Mr. Masashi Shibata has engaged for a long period of time in system development and business development of the Company, and he has continuously engaged in implementing new business and services with due consideration of providing innovative services ahead of competitors. The Company believes that he is well qualified for the Director to lead innovation of the Company.
7	Manako Haga (Sep. 2, 1963) 0 shares [New Candidate]	Apr. 1986 Joined JP Morgan, Morgan Trust Bank Ltd. Sep. 1989 Joined James Capel Pacific Ltd. Apr. 1992 Joined S.G. Warburg Securities (Japan) Inc. May 1995 Joined Klienwort Benson Investment Management KK Jul. 1998 Joined Merrill Lynch Investment Managers Co., Ltd. May 2002 Joined Fidelity Investments Japan Ltd. Jun. 2016 Director of Fidelity Investments Japan Ltd. and Fidelity Securities KK Jun. 2017 Adviser of the Company (current) Nov. 2017 Finance Director of the British School in Tokyo (current)
		(Reasons for designation as a Director candidate) Ms. Manako Haga has engaged for a long period of time in securities and mutual fund industry, and she has an extensive insight of finance, business planning, operation process development and human resource development. She has assisted the development of human resources since she has joined the Company as Adviser. The Company establishes one of the code of conduct as “build the working environment comfortable and respect the individuality of each officer and employee”. The Company believes that she is well qualified for the Director to support each officer and employee to practice the code of conduct, and to be a great support for creating new value of the Company.

8	<p>Motoo Igawa (Jan. 3, 1950) 14,600 shares [Reappointment] [Outside Director] [Independent Officer]</p>	<p>Apr. 1973 Joined Nippon Yusen Co., Ltd. Jun. 2005 Managing Director of Nippon Yusen Co., Ltd. Jun. 2007 President & CEO of NYK Trading Corporation Jun. 2013 Director of NYK Trading Corporation Jun. 2014 Adviser of NYK Trading Corporation Jun. 2014 Outside Director of the Company (current)</p>
	<p>(Reasons for designation as an Outside Director candidate) Mr. Motoo Igawa has extensive experience and broad insight obtained as he served as the Director at a listed company. The Company believes that he is well qualified for the Outside Director to objectively supervise management affairs and provide advice on the business management of the Company.</p>	
9	<p>Junji Annen (Aug. 12, 1955) 0 shares [Reappointment] [Outside Director] [Independent Officer]</p>	<p>Feb. 1992 Registered as Lawyer Joined Akira Watanabe Law Office Apr. 1993 Professor of the faculty of law at Seikei University Apr. 2004 Professor of Law School at Seikei University Dec. 2007 Professor of Law School at Chuo University (current) Jun. 2014 Outside Director of the Company (current) Jun. 2017 Outside Director of Tokyo Electric Power Company Holdings (current)</p>
	<p>(Reasons for designation as an Outside Director candidate) Mr. Junji Annen has extensive experience and sufficient insight as professor and lawyer. The Company believes that he is well qualified to objectively monitor the business management of the Company from an independent standpoint. Although he was not directly involved in corporate management other than as Outside Director and Outside Auditor, he was considered to be well qualified to appropriately perform the duties of Outside Director given the reasons stated above.</p>	

- (Note)
1. There are no particular conflicts of interest between any of the candidates and the Company.
 2. The name of Manako Haga in the family register is Manako Naganawa.
 3. Mr. Motoo Igawa and Junji Annen are the candidates for Outside Directors. The Company continues to designate these two persons as the Independent Officers under the regulation of the Tokyo Stock Exchange.
 4. The terms of office for Mr. Motoo Igawa and Junji Annen, as Outside Director of the Company, will have been five years at the conclusion of the Ordinary General Meeting of Shareholders.
 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Act, the Company has executed an agreement with Mr. Motoo Igawa and Junji Annen to limit their liability within the amount stipulated by laws and regulations. In the event that the election of these two Outside Directors is approved, the Company plans to continue this agreement with them.

Proposal No.3: Election of one Substitute Corporate Auditor

As a provision for the event of contingency falling below the number of Corporate Auditors required by laws and regulations, the Company proposes the election of one Substitute Outside Corporate Auditor.

The above appointment may be nullified by a resolution of the Board of Directors with the consent of the Board of Corporate Auditors only before the candidate assumes office as Corporate Auditor.

This proposal has been approved in advance by the Board of Corporate Auditors.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth) Number of shareholdings of the Company	Brief personal history, title and significant concurrent positions
Yoshio Yoshida (Jul. 24, 1958) 0 shares	Apr. 1998 Registered as Lawyer Joined Yamada Tsukasa Law Office Apr. 1999 Joined Torikai Law Office Jan. 2005 Partner of the Office Oct. 2006 Outside Corporate Auditor of Svenson Company Mar. 2018 Outside Corporate Auditor of Svenson Holdings (current) May 2018 Representative Lawyer of Yoshida Law Office (current)
(Reasons for designation as a Corporate Auditor candidate) Mr. Yoshio Yoshida has experience as the partner of the major law office, and has advanced capability and sufficient insight in the field of laws and regulations as lawyer. In the event of his assumption of office as the Outside Corporate Auditor, the Company believes that he is capable to contribute in auditing of the Company based on his professional knowledge and experience. Although he was not directly involved in corporate management other than as Outside Corporate Auditor, he was considered to be well qualified to appropriately perform the duties of Outside Corporate Auditor given the reasons stated above.	

- (Note)
1. Mr. Yoshio Yoshida has signed advisory contract with the Company.
 2. Mr. Yoshio Yoshida is the candidate for Substitute Outside Corporate Auditor.
 3. In the event of his assumption of office as the Outside Corporate Auditor, the Company plans to execute an agreement with Mr. Yoshio Yoshida to limit his liability within the amount stipulated by laws and regulations, pursuant to the provisions of Article 427, Paragraph 1 of the Corporation Act.