

April 27, 2022

Press Release

Daiwa Securities Group Inc.

### **Notice Regarding Partial Amendments of the Articles of Incorporation**

Attention

This document is an unofficial translation of a press release announced on April 27, 2022 by Daiwa Securities Group Inc. The original press release is in Japanese.

Daiwa Securities Group Inc. (hereinafter, the "Company") announces resolution at the Board of Directors meeting on April 27, 2022 to propose an agenda asking for authorization to execute partial amendments of the Articles of Incorporation at the Company's 85th Ordinary General Meeting of Shareholders, to be held on June 28, 2022.

#### 1. Reasons for Amendments

(1) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022 and the system for electronic provision of reference documents for general meetings of shareholders will be introduced. Accordingly, the necessary amendments of the Articles of Incorporation shall be made.

(2) The amendment of Article 2 (Purposes) is to add a business purpose in order to clarify the business of the Daiwa Securities Group due to the increasing importance of social infrastructure-related businesses such as the energy business, the caregiving business, and the agricultural business which launched based on the Hybrid Strategy<sup>(\*)</sup> stipulated in the Medium-Term Management Plan and to correspond to the development and the diversification of business of the Daiwa Securities Group.

(\*) "Hybrid Strategy" is the construction of a business model that combines securities business and new business, which is aiming to expand the revenue base and improve profit stability by expanding the business portfolio into new businesses that will give rise to synergies.

## 2. Contents of Amendments

Proposed amendments are as follows.

(Amended portions are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Purposes) Article 2. [Text Omitted] (1) ~ (12) [Text Omitted] [New]  (13) [Text Omitted] 2. [Text Omitted]	(Purposes) Article 2. [Not amended] (1) ~ (12) [Not amended] <u>(13) To do business relating to social infrastructure</u>  (14) [Not amended] 2. [Not amended]
<u>(Disclosure of Reference Documents for General Meeting of Shareholders, etc., through the Internet and Deemed Provision thereof)</u>	<u>(Measures for Electronic Provision, Etc.)</u>
Article 23. <u>Upon</u> convening a General Meeting of Shareholders, <u>it may be deemed that the Company has provided shareholders with necessary information that should be described or indicated in reference documents for the General Meeting of Shareholders, business reports, non-consolidated financial statements, and consolidated financial statements, on condition that such information is disclosed through the Internet in accordance with the Ministry of Justice Ordinance.</u>	Article 23. <u>When</u> convening a General Meeting of Shareholders, <u>the Company shall provide information contained in reference documents, etc. for the General Meeting of Shareholders electronically.</u>
[New]	<u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u>

Current Articles of Incorporation	Proposed Amendments
[New]	<u>Supplementary Provisions</u>
	<u>Article 1 The amendments to Article 23 of the Articles of Incorporation shall come into effect as of September 1, 2022.</u>
	<u>2. Notwithstanding the provisions of the preceding paragraph, Article 23 (Disclosure of Reference Documents for General Meeting of Shareholders, etc., through the Internet and Deemed Provision thereof) of the current Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders or a General Meetings of Class Shareholders to be held on a date within six (6) months from September 1, 2022.</u>
	<u>3. These supplementary provisions shall be deleted after the lapse of six (6) months from September 1, 2022, or the lapse of three (3) months from the date of the General Meeting of Shareholders or the General Meetings of Class Shareholders set forth in the preceding paragraph, whichever is later.</u>

### 3. Schedule

- (1) The date of the General Meeting of Shareholders for the proposal of the amendments of the Articles of Incorporation: June 28, 2022 (planned date)
- (2) The effective date of the amendments of the Articles of Incorporation: June 28, 2022 (planned date)