

Disclaimer: This is an English abridged translation of the original Notice of Convocation of the 106th 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.

June 8, 2022

To: Shareholders

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

Notice of Convocation of the 106th Ordinary General Meeting of Shareholders

You are hereby notified that the 106th Ordinary General Meeting of Shareholders of the Company will be held as set forth below.

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, 2022 5:30 p.m.

Description

1. Date and Time:
1:00 p.m. on Sunday, June 26, 2022
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 106th fiscal period (from April 1, 2021 through March 31, 2022)

Matters to be resolved:

- Proposal No.1: Appropriation of Surplus
- Proposal No.2: Partial Amendments to the Articles of Incorporation
- Proposal No.3: Election of Twelve (12) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

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) Type of dividend

Cash

2) Matters concerning allocation of dividend property and the total amount

¥20 in cash per common share

Total amount is ¥5,141,861,120

Annual dividend per share will be ¥40 including interim dividend of ¥20 that the Company has already paid.

3) Effective date of the distribution of surplus

June 27, 2022

Proposal No.2: Partial Amendments to the Articles of Incorporation

1) Reasons for Proposal

The system for electronic provision of materials for a Meeting of Shareholders stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be effective on September 1, 2022. Therefore, measures for provision in electronic format shall be taken with respect to the information contained in the reference documents, etc. for Meetings of Shareholders and limits the scope of the matters to be listed in the documents to be delivered to shareholders who have requested the delivery of documents in paperbased format shall be established.

The provisions in respect of disclosure by way of the internet and deemed provision of reference documents, etc. for Meetings of Shareholders will no longer be required and will be deleted. In line with the above amendments, supplementary provisions concerning the effective date, etc. shall be established.

2) Details of Amendments

The details of the amendments are as follows.

(Underlined part indicates amendments)

Current Articles of Incorporation	Proposed Amendments
<p>(Disclosure by way of the Internet and Deemed Provision of Reference Documents, etc. for Meetings of Shareholders) <u>Article 14</u> <u>In connection with convocation of the Meeting of Shareholders, the Company may deem that any information relating to the matters to be described or shown in the reference documents for the Meeting of Shareholders, business reports, unconsolidated financial statements, and consolidated financial statements, is provided to the shareholders by disclosing such information by way of the internet in accordance with the relevant Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p>(Measures for Electronic Provision, etc.) <u>Article 14</u> 1. <u>In connection with convocation of the Meeting of Shareholders, the Company shall take measures for electronic provision of the information contained in the reference documents, etc. for the Meeting of Shareholders.</u> 2. <u>Of the matters for which the measures for electronic provision will be taken, the Company may omit to list all or part of the matters as stipulated in the Ordinance of the Ministry of Justice in the documents that will be delivered to shareholders who have requested the delivery of documents in paperbased format by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="863 241 1193 275">Supplementary Provisions</p> <p data-bbox="863 275 970 309"><u>Article 2</u></p> <ol data-bbox="863 309 1414 1106" style="list-style-type: none"> <li data-bbox="863 309 1414 595">1. <u>The deletion of Article 14 of the current Articles of Incorporation (Disclosure by way of the Internet and Deemed Provision of Reference Documents, etc. for Meetings of Shareholders) and the addition of the proposed amended Article 14 (Measures for Electronic Provision, etc.) shall become effective as of September 1, 2022.</u> <li data-bbox="863 595 1414 916">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 14 of the current Articles of Incorporation (Disclosure by way of the Internet and Deemed Provision of Reference Documents, etc. for Meetings of Shareholders) shall remain in effect with respect to the Meeting of Shareholders to be held by the end of February 2023.</u> <li data-bbox="863 916 1414 1106">3. <u>This Supplementary Provisions shall be deleted on March 1, 2023 or on the date three months from the date of the Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u>

Proposal No.3: Election of Twelve (12) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The terms of all eleven (11) Directors will expire at the conclusion of the Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of twelve (12) Directors (excluding Directors who are Audit & Supervisory Committee Members) in order to further enhance management structure.

The candidates for Directors are as follows:

Candi- date number	Name (Date of birth) Number of shareholdings of the Company	Brief personal history, title and significant concurrent positions
1	<p>Akira Warita (Jun. 16, 1971) 22,600 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 Jun. 2020 President & CEO of the Company (current)</p>
		<p>(Reasons for designation as a Director candidate) Mr. Warita has held a number of significant positions such as Director of Marketing, Business Development, Investor Relations and Public Relations in the Company. Since FY2020, he has been leading the overall management of the Company as a Representative Director. The Company believes that he is well qualified for the Director to contribute further to the sustainable growth and enhancement of corporate value of the Company.</p>
2	<p>Shinichi Uzawa (Jul. 19, 1973) 56,970 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 Jun. 2020 Managing 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 extensive experience and insight in the field of finance and accounting. Mr. Uzawa has extensive experience of securities settlement and he has structured and strengthened credit management system. In addition, with regard to the IT system risk management, which is a key issue for online securities, he has led structuring and strengthening its system. He has extensive experience and broad insight to appropriately perform the Company's management. The Company believes that he is well qualified for the Director to enhance the corporate value of 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>Motoo Saiga (Aug. 11, 1970) 7,000 shares [Reappointment]</p>	<p>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 (current)</p>
	<p>(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.</p>	
5	<p>Masashi Shibata (Jun. 8, 1978) 4,137 shares [Reappointment]</p>	<p>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 (current)</p>
	<p>(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. He has also led the digital transformation of the Company's operations. The Company believes that he is well qualified for the Director to contribute to further growth of the Company and to lead an innovation of the Company.</p>	

6	<p>Manako Haga (Sep. 2, 1963) 5,000 shares [Reappointment]</p>	<p>Apr. 1986 Sep. 1989 Apr. 1992 May 1995</p>	<p>Joined JP Morgan, Morgan Trust Bank Ltd. Joined James Capel Pacific Ltd. Joined S.G. Warburg Securities (Japan) Inc. Joined Kleinwort Benson Investment Management KK</p>
		<p>Jul. 1998 May 2002 Jun. 2016 Jun. 2017 Nov. 2017 Jun. 2019 Jun. 2020</p>	<p>Joined Merrill Lynch Investment Managers Co., Ltd. Joined Fidelity Investments Japan Ltd. Director of Fidelity Investments Japan Ltd. and Fidelity Securities KK Adviser of the Company Finance Director of the British School in Tokyo (current) Director of the Company Director of Human Resources and General Affairs Dept. of the Company (current)</p>
<p>(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 led the Human Resources and General Affairs Division since FY2020 and has been responsible for implementing 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 motive force for creating new value of the Company.</p>			
7	<p>Takeshi Tanaka (Dec. 26, 1970) 0 shares [Reappointment]</p>	<p>Apr. 1995 Jul. 2005</p>	<p>Joined the Company General Manager of Marketing Dept. of the Company</p>
		<p>Jan. 2006 Nov. 2009 Apr. 2013 Jun, 2020</p>	<p>Resigned from the Company Joined the Company General Manager of Marketing Dept. of the Company Director of Sales and Marketing Div. of the Company (current)</p>
<p>(Reasons for designation as a Director candidate) Mr. Takeshi Tanaka has engaged for a long period of time in securities industry and he has an extensive insight of securities business. In the Company, Mr. Tanaka has well performed in the field of face-to-face business for retail customers, compliance, customer support and marketing. Since FY2020, he has been leading Sales and Marketing Division as a Director. The Company believes that he is well qualified for the Director to contribute to further growth of the Company.</p>			

8	<p>Michitaro Matsui (Aug. 2, 1987) 5,262,400 shares [Reappointment]</p>	<p>Apr. 2013 Apr. 2018 Jan. 2019 Jun. 2020 Aug. 2020</p>	<p>Joined QUICK Corp. Joined the Company Leader of CEO-Assigned project of the Company Director of the Company Director of Strategic Planning Div. of the Company (current)</p>
	<p>(Reasons for designation as a Director candidate) Mr. Michitaro Matsui has led restructuring of the corporate philosophy as a leader of CEO-Assigned project since he joined the Company. Since FY2020, he has been leading the Strategic Planning Division as a Director and has dedicated to the corporate planning and business administration of the Company. The Company believes that he is well qualified for the Director to take long-term perspective on the overall management of the Company as the representative of founding family. The Company believes that he is well qualified for the Director to contribute to further growth of the Company.</p>		
9	<p>Takahito Imai (Jan. 23, 1975) 2,341 shares [New Candidate]</p>	<p>Apr. 1997 Mar. 2007 Apr. 2013 Aug. 2020</p>	<p>Joined the Company General Manager of Marketing Dept. of the Company General Manager of Customer Support Dept. of the Company General Manager of Strategic Planning Dept. of the Company (current)</p>
	<p>(Reasons for designation as a Director candidate) Mr. Takahito Imai has engaged for a long period of time in securities industry and he has an extensive insight of securities business. In the Company, Mr. Imai has well performed in the field of securities system operation, customer support and marketing. Since FY2020, as the General Manager of the Strategic Planning Department, he has been in charge of the corporate planning and business administration of the Company and led the corporate-wide project. The Company believes that he is well qualified for the Director to contribute to further growth of the Company.</p>		
10	<p>Satoshi Onuki (Feb. 10, 1955) 0 shares [Reappointment] [Outside Director] [Independent Officer]</p>	<p>Apr. 1978 Apr. 2002 Mar. 2006 Apr. 2009 Apr. 2011 Jun. 2013 Apr. 2018 Jun. 2020</p>	<p>Joined The Industrial Bank of Japan, Ltd Vice President of Mizuho Securities (USA) Executive Officer of Mizuho Securities Co., Ltd. Managing Director of DIAM Co., Ltd. Vice President of Kowa Real Estate Investment Advisors Co., Ltd. CEO of Kowa Real Estate Investment Advisors Co., Ltd. Corporate Auditor of Kowa Real Estate Facilities Co., Ltd. Outside Director of the Company (current)</p>
	<p>(Reasons for designation as an Outside Director candidate) Mr. Satoshi Onuki has experienced management positions in securities and asset management industry such as CEO of investment advisory company, and he has extensive experience and broad insight on management of financial institutions. The Company believes that he is well qualified for the Outside Director to objectively supervise management affairs and provide advice on the overall management of the Company and to appropriately evaluate and supervise the execution of business as a member of the Nomination and Remuneration Committee.</p>		

11	<p>Junji Annen (Aug. 12, 1955) 0 shares</p> <p>[Reappointment] [Outside Director] [Independent Officer]</p>	<p>Feb. 1992 Registered as Lawyer Joined Akira Watanabe Law Office</p> <p>Apr. 1993 Professor of the faculty of law at Seikei University</p> <p>Apr. 2004 Professor of Law School at Seikei University</p> <p>Dec. 2007 Professor of Law School at Chuo University (current)</p> <p>Jun. 2014 Outside Director of the Company (current)</p>
	<p>(Reasons for designation as an Outside Director candidate)</p> <p>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 and to appropriately evaluate and supervise the execution of business as a member of the Nomination and Remuneration Committee. 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>	
12	<p>Toshiaki Hori (Jan. 23, 1956) 0 shares</p> <p>[New Candidate] [Outside Director] [Independent Officer]</p>	<p>Apr. 1978 Joined Takara Standard Co., Ltd.</p> <p>May. 1987 Joined QUICK Corp.</p> <p>Mar. 2004 Director and General Manager of Sales Div. of QUICK Corp.</p> <p>Mar. 2009 Managing Director and General Manager of Sales Div. of QUICK Corp.</p> <p>Mar. 2012 Senior Managing Director of QUICK Corp.</p> <p>Mar. 2016 Vice President of QUICK Corp.</p> <p>Mar. 2019 Advisor of QUICK Corp.</p>
	<p>(Reasons for designation as an Outside Director candidate)</p> <p>Mr. Toshiaki Hori has extensive experience and broad insight obtained as he served as the Vice President in the financial information service company, and he has broad insight on the financial industry and has extensive experience in the field of sales & marketing and IT. The Company believes that he is well qualified for the Outside Director to objectively supervise management affairs and provide advice on the overall management of the Company and to appropriately evaluate and supervise the execution of business as a member of the Nomination and Remuneration Committee.</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. Satoshi Onuki, Mr. Junji Annen and Mr. Toshiaki Hori are the candidates for Outside Directors. The Company continues to designate Mr. Onuki and Mr. Annen and newly designate Mr. Hori as the Independent Officers under the regulation of the Tokyo Stock Exchange.
4. The terms of office for Mr. Satoshi Onuki and Mr. Junji Annen, as Outside Director of the Company, will have been two years and eight years respectively at the conclusion of the Ordinary General Meeting of Shareholders.
5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has executed an agreement with Mr. Satoshi Onuki and Mr. 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 and Mr. Hori is approved, the Company plans to continue the agreement with them.
6. The Company has concluded a Directors and Officers liability insurance policy with an insurance company. This insurance policy covers damages arising from liability borne by the insured persons in the course of execution of their duties as a Director, etc. or claims pertaining to the pursuit of such liability. Each candidate for Director is included as an insured person under the said insurance policy as a Director of the Company. There is no premium payment for the insured. The Company intends to renew the said insurance policy during the terms of office of the Directors pertaining to this proposal.

Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee is supposed to discuss the status of deliberation by the Nomination and Remuneration Committee regarding the nomination of candidate for Directors and remuneration of Directors who are not Audit and Supervisory Committee members.

As the result of the examination, the Audit and Supervisory Committee confirmed that there were no particular problems with the procedure for nominating candidates for Directors and for determining the remunerations for Directors and the content was appropriate.

[Reference] Skill Matrix (Scheduled for after this General Meeting of Shareholders)

Name Position	Nomination Remuneration Committee member	Corporate management	Financial industry	Sales/ Marketing	IT/DX Information security	Finance & accounting	Legal affairs/ Compliance	Human resources/ Labor management
Akira Warita President & CEO [Reappointment]	◎	●	●	●		●		
Shinichi Uzawa Managing Director [Reappointment]		●	●		●	●		
Kunihiko Sato Director [Reappointment]		●	●		●			
Motoo Saiga Director [Reappointment]		●	●				●	
Masashi Shibata Director [Reappointment]		●	●		●			●
Manako Haga Director [Reappointment]		●	●			●		●
Takeshi Tanaka Director [Reappointment]		●	●	●			●	
Michitaro Matsui Director [Reappointment]		●	●					
Takahito Imai Director [New Candidate]			●	●	●			●
Satoshi Onuki Outside Director [Reappointment]	○	●	●	●				
Junji Annen Outside Director [Reappointment]	○	●					●	
Toshiaki Hori Outside Director [New Candidate]	○	●	●	●	●			
Hiroyuki Yajima Outside Director (Full-time Audit & Supervisory Committee Member)				●			●	●
Yasuo Mochizuki Outside Director (Audit & Supervisory Committee Member)			●			●	●	
Mikitoshi Kai Outside Director (Audit & Supervisory Committee Member)		●		●			●	

Note: ◎ indicates Chairman.