



Japan Exchange Group, Inc.  
Securities Code: 8697

## Notice of the 22nd Annual General Shareholders Meeting

Date  
and  
Time

10:00 a.m. (JST), Friday,  
June 16, 2023  
(Reception desk will open at 9:00 a.m.)

Venue

Royal Hall  
3rd Floor, Royal Park Hotel  
2-1-1 Nihombashi-Kakigara-cho, Chuo-ku,  
Tokyo

Matters  
to Be  
Resolved

Proposal No. 1      Partial Amendments to  
the Articles of Incorporation  
Proposal No. 2      Election of Sixteen (16)  
Directors

- To be broadcast live online for exclusive viewing by shareholders.
- No gifts will be provided at the shareholders meeting.



[TRANSLATION]

*DISCLAIMER: This English version is not an official translation of the original Japanese document and may be used for reference purposes only. In cases where any differences occur between the English version and the original Japanese version the Japanese version shall prevail. This translation is subject to change without notice. Japan Exchange Group, Inc., its subsidiaries, and/or its affiliates shall individually or jointly accept no responsibility or liability for damage or loss caused by any error, inaccuracy, misunderstanding, or changes with regard to this translation.*

Securities Code: 8697

May 25, 2023

(Start date of electronic provision: May 19, 2023)

## Notice of the 22nd Annual General Shareholders Meeting

Dear Shareholder,

We are pleased to inform you that the 22nd Annual General Shareholders Meeting of Japan Exchange Group, Inc. (hereinafter the "Company") is scheduled to be held as described below.

The Company is providing this Notice of General Shareholders Meeting by electronic means, and has posted the information to be provided by electronic means on the following webpage.

◆ The Company's website

<https://www.jpx.co.jp/corporate/investor-relations/shareholders/meeting/index.html> (in Japanese)

English reference translations can be found through the link below.

<https://www.jpx.co.jp/english/corporate/investor-relations/shareholders/meeting/index.html>

In addition to the above, this information is also posted on the following website. Please access the following website, enter or search for our company name or securities code, and select "Basic Information" followed by "Documents Available for Public Inspection/PR Information" to see the documents.

◆ Tokyo Stock Exchange website

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

English documents can be found through the link below.

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Although the event will be held with measures in place to prevent the spread of COVID-19, we ask that you consider the current level of infections and your own physical condition on the day of the event, and make your own decision on whether or not to attend. If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the reference documents for the General Shareholders Meeting and exercise your voting rights in accordance with the "Guide to Exercising Voting Rights" on page six of the Japanese version of this notice **by no later than 4:45 p.m. on June 15, 2023 (Thursday)**.

Sincerely yours,

Yamaji Hiromi  
Director & Representative Executive Officer, Group CEO  
Japan Exchange Group, Inc.  
2-1, Nihombashi-Kabuto-cho,  
Chuo-ku, Tokyo

## MEETING AGENDA

1. Date and Time 10:00 a.m. (JST), Friday, June 16, 2023 (Reception desk will open at 9:00 a.m.)

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2. Venue Royal Hall  
3rd Floor, Royal Park Hotel  
2-1-1 Nihombashi-Kakigara-cho, Chuo-ku, Tokyo

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3. Objectives of Meeting
  - Matters to Be Reported
    1. The Business Report, the Consolidated Financial Statements, and the Reports on the Audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee for the 22nd term (from April 1, 2022 to March 31, 2023)
    2. The Non-consolidated Financial Statements for the 22nd term (from April 1, 2022 to March 31, 2023)
  - Matters to Be Resolved
    - Proposal No. 1 Partial Amendments to the Articles of Incorporation
    - Proposal No. 2 Election of Sixteen (16) Directors

- In cases where a shareholder votes more than once by sending the form for exercise of voting rights via postal mail and via the Internet, the vote cast via the Internet shall be considered the effective vote.
- In cases where a shareholder votes more than once via the Internet, the final vote cast shall be considered the effective vote. If neither approval nor disapproval of each proposal is indicated on the form for exercise of voting rights, the Company will deem that approval has been indicated.
- When attending the General Shareholders Meeting in person, you are kindly requested to submit the enclosed form for exercise of voting rights at the reception desk. Please note that persons, such as proxies and accompanying persons, other than the shareholders who are eligible to vote will not be allowed entry to the meeting even if they bring the form for exercise of voting rights with them (however, an assisting person, guide dog, hearing dog, service dog, or other assistance animal will be allowed entry to assist a shareholder with physical disability).
- For this General Shareholders Meeting, paper-based documents stating the information to be provided in electronic format will be delivered to all shareholders regardless of whether they have made a request for paper documents. Of the information to be provided electronically, the following items have been posted on the Company's website and Tokyo Stock Exchange's website in accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation, and are therefore not included in this Notice. In addition, these matters are included in the scope of the respective audits carried out by the Audit Committee and the Accounting Auditor when they created their audit reports.

#### Business Report

Of items concerning the Overview of Current Status of Corporate Group: "Principal Business," "Main Offices," "Employees," "Lenders and Outstanding Loans," and "Other Important Items Related to the Corporate Group."

Status of Subscription Warrants (*shinkabu-yoyakuken*), etc.

Of items concerning directors and executive officers of the Company, "Summary of Limited Liability Agreements," "Summary of Directors' and Officers' Liability Insurance Policy," and "Items Related to Outside Directors."

#### Accounting Auditor

Matters Related to Development of Frameworks Designed to Ensure Appropriate Execution of Operations

#### Consolidated Financial Statements

Consolidated Statement of Changes in Equity and the "Notes Regarding Consolidated Financial Statements"

#### Non-consolidated Financial Statements

Non-consolidated Statement of Changes in Shareholders' Equity and the "Notes Regarding Non-consolidated Financial Statements"

#### Reference: Independence Standards for Independent Directors

- **If there are any changes to the holding of the General Shareholders Meeting due to the situation in the future, or if the need arises to amend the reference documents for the General Shareholders Meeting, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements, the Company will announce as such and make the corrected and pre-corrected versions available on its website and the Tokyo Stock Exchange website.**

## Reference Documents for the General Shareholders Meeting

### Proposal No. 1 Partial Amendments to the Articles of Incorporation

#### 1. Reasons for Proposed Amendments

One of JPX's independence standards for independent directors is that the person, in principle, has "served as outside director of the Company for a period that does not exceed eight years in total." Based on this standard, two outside directors are scheduled to retire at the conclusion of the Annual General Shareholders Meeting to be held on June 16 this year, and four are scheduled to retire at the conclusion of the Annual General Shareholders Meeting to be held in June next year. JPX's Nomination Committee has been carrying out ongoing succession planning in light of these planned retirements and other circumstances. As a result, in order to stabilize the year-to-year turnover of outside directors, along with other considerations, JPX has determined that it will be appropriate to propose the appointment of three new outside directors at each of this year's and next year's Annual General Shareholders Meetings.

In addition, JPX positions JPX Market Innovation & Research, Inc. (JPXI), which started operations April last year, as a core subsidiary that will play an important role in creating the global, comprehensive financial and information platform set forth in Target 2030, alongside the exchanges and other subsidiaries. In light of this, JPX considers that appointing the President & CEO of JPXI as a director of JPX, in the same way as the President & CEOs of the other core subsidiaries, would further enhance the expertise and effectiveness of discussions at JPX's board of directors, which is composed of a majority of outside directors. JPX plans to propose this appointment at this year's Annual General Shareholders Meeting.

As a result of the above, the number of director candidates proposed at the Annual General Shareholders Meeting on June 16 will be sixteen (16), and therefore, JPX will change the maximum number of directors stipulated in the current Articles of Incorporation.

#### 2. Details of Proposed Amendments

The details of the proposed amendments are as follows.

(Amendments are underlined)

Current Provisions	Proposed Amendments
(Number of Directors)	(Number of Directors)
Article 19	Article 19
The number of directors of the Company shall not exceed <u>fifteen (15)</u> .	The number of directors of the Company shall not exceed <u>sixteen (16)</u> .
(New provision))	<u>Supplementary Provisions</u>
	<u>These amendments shall be implemented on June 16, 2023.</u>



Candidate No.	Name	Position and Responsibilities at the Company		Areas of Expertise					
				Corporate Management	Finance	Financial Audit	Legal Affairs, Risk Management	Researcher Government Agencies	Technology
9	Ogita Hitoshi	Director Chairperson of the Nomination Committee Chairperson of the Independent Directors Committee	Re-election Independent Director Candidate for Outside Director	●					
10	Kama Kazuaki	–	New Independent Director Candidate for Outside Director	●		●			
11	Kohda Main	Director Member of the Audit Committee Member of the Risk Policy Committee	Re-election Independent Director Candidate for Outside Director		●			●	
12	Kobayashi Eizo	Director Member of the Nomination Committee Chairperson of the Compensation Committee	Re-election Independent Director Candidate for Outside Director	●					
13	Suzuki Yasushi	Director Member of the Audit Committee	Re-election		●				
14	Takeno Yasuzo	Director Member of the Audit Committee Member of the Risk Policy Committee	Re-election Independent Director Candidate for Outside Director				●		
15	Matsumoto Mitsuhiro	–	New Independent Director Candidate for Outside Director				●	●	
16	Mori Kimitaka	Director Member of the Compensation Committee Chairperson of the Audit Committee	Re-election Independent Director Candidate for Outside Director			●			

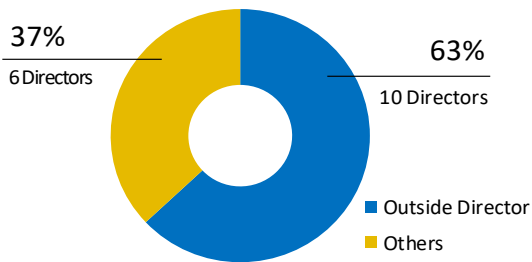
- **Policies and procedures for nominating the candidates for Directors**

The Company is a Company with Three Committees (Nomination, Audit, and Compensation). It has set up a statutory Nomination Committee for the purpose of ensuring transparency, timeliness, and objectivity concerning appointment and removal of directors and Executive Officers. The Nomination Committee is composed of a majority of independent directors. Proposals for appointment and removal of directors are thoroughly deliberated by the Nomination Committee and put forth for approval at General Shareholders Meetings. For nominating candidates for directors, the Nomination Committee sets the following three qualities that compose the basic policies for selection:

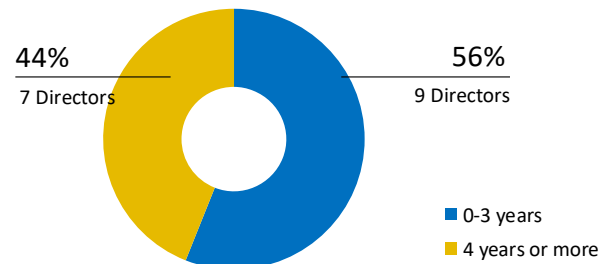
- (1) Possession of professional knowledge of the Company's business, abundant experience as a corporate manager, or expertise in law, accounting, or finance,
- (2) Possession of the character and insight to make fair judgment on the Company's business as a director, and
- (3) Absence of any health issues that could hinder performance of duties as a director.

In addition, the board is composed of a majority of independent directors to raise the transparency of management and increase accountability, as well as strengthen its function to supervise the appropriateness of business execution. The independent directors are from a wide variety of fields. Each director attends board of directors' meetings, etc. to contribute expert knowledge and experience and participate in discussions. Based on this structure, the Company aims to realize the corporate philosophy.

- **If this proposal is approved, the ratio of outside directors on the board of directors will be as shown below.**



- **If this proposal is approved, each director's tenure will be as shown below.**



- In the event that this proposal is approved, the composition of each committee and the number of concurrent positions at other listed companies will be as shown below.

Name	Committee (Proposed)					No. of concurrent positions at other listed companies	
	Nomination	Compensation	Audit	Independent Directors	Risk Policy	Executive Officer	Director/Auditor
Kinoshita Yasushi						0	0
Yamaji Hiromi	●	●			●	0	0
Iwanaga Moriyuki						0	0
Yokoyama Ryusuke						0	0
Miyahara Koichiro						0	0
Konuma Yasuyuki						0	0
Endo Nobuhiro	●			●		0	3
Ota Hiroko		●	●	●		0	0
Ogita Hitoshi	◎			◎		0	0
Kama Kazuaki		●		●		0	1
Kohda Main			●	●	◎	0	2
Kobayashi Eizo	●	◎		●		0	1
Suzuki Yasushi			●			0	0
Takeno Yasuzo	●			●	●	0	0
Matsumoto Mitsuhiro			●	●	●	0	1
Mori Kimitaka		●	◎	●		0	2

(Note) ◎ indicates a chairperson. Please refer to pages 48 to 50 for an outline of each committee. In addition, the number of concurrent positions at other listed companies reflects appointments and retirements from office that are expected to occur after the start date of electronic provision.



Candidate  
No.

1

Kinoshita Yasushi

Date of birth  
Mar. 28, 1957



Tenure as Outside Director

–

No. of Company shares held

0 shares

No. of concurrent positions at other  
listed companies

0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

- Apr. 1979 Joined Ministry of Finance (MOF)
- May 1994 The Mission of Japan to the European Union
- Jul. 1997 Director, Office of the Financial System Stabilization Division, Bank Bureau, MOF
- Jul. 1999 Budget Examiner (responsible for transport/the postal system), Budget Bureau, MOF
- Oct. 1999 Secretary to the Chief Cabinet Secretary
- Jul. 2001 Budget Examiner (responsible for general affairs), Budget Bureau, MOF
- Jul. 2004 Director of the Policy Planning and Research Division, Minister's Secretariat, MOF
- Jul. 2006 Director of the Overall Co-ordination Division, Minister's Secretariat, MOF
- Jul. 2007 First Deputy Commissioner of the Budget Bureau, MOF
- Jul. 2010 Deputy Vice Minister for Policy Planning and Co-ordination, Minister's Secretariat, MOF
- Aug. 2011 Director-General of the International Bureau, MOF
- Aug. 2012 Director-General of the Budget Bureau, MOF
- Jun. 2013 Vice Minister of Finance, MOF
- Jul. 2014 Retired
- Jun. 2015 Deputy President, Development Bank of Japan Inc.
- Jun. 2018 Chairman, Development Bank of Japan Inc. (scheduled to resign on June 15, 2023)

**(Significant Concurrent Position(s))**

Chairman, Development Bank of Japan Inc. (scheduled to resign on June 15, 2023)

**Reason for Nomination as Outside Director and Overview of Role Expected to Be Performed**

Mr. Kinoshita Yasushi has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his abundant experience and insight in corporate management and government institutions and insight in financial policy, financing, and economics in general, are reflected in the management of the Company.

New

Independent  
Director

Candidate for  
Outside Director

Candidate  
No.

2

Yamaji Hiromi

Date of birth  
Mar. 8, 1955

FY2022

Meeting Attendance

Board of Directors  
11/11 (100%)Compensation  
Committee  
4/4 (100%)

Re-election

Tenure as Director  
10 yearsNo. of Company shares held  
44,647 sharesNo. of concurrent positions at other  
listed companies  
0

## Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)

Apr. 1977	Joined The Nomura Securities Co., Ltd. (currently Nomura Holdings, Inc.)
Jun. 1997	General Manager, Personnel Department
Jun. 1998	Member of the Board in charge of Investment Banking Products Division
Jun. 2000	Managing Director, Head of Global Investment Banking Division
Apr. 2002	President & CEO, Nomura Europe Holdings plc (London) and Chairman, Nomura Holding America Inc. (New York)
Apr. 2007	Executive Vice President, Global Investment Banking, in charge of Corporate Finance Division, Nomura Securities Co., Ltd.
Jun. 2013	Director of the Company (current position) President & CEO, Osaka Securities Exchange Co., Ltd. (currently Osaka Exchange, Inc.)
Nov. 2015	Executive Officer of the Company
Oct. 2019	Representative Executive Officer, Tokyo Commodity Exchange, Inc.
Dec. 2019	Representative Director & Chair, Chairperson of the Board
Jun. 2020	Representative Executive Officer & Group Co-COO of the Company
Dec. 2020	Representative Executive Officer, Group COO
Apr. 2021	President & CEO, Tokyo Stock Exchange, Inc.
Apr. 2023	Representative Executive Officer, Group CEO of the Company (current position) Director, Tokyo Stock Exchange, Inc. (current position)

**(Area(s) of Responsibility)**

Group CEO  
Member of the Compensation Committee

**(Significant Concurrent Position(s))**

Director, Tokyo Stock Exchange, Inc.

**Reason for Nomination as Director**

Mr. Yamaji Hiromi was appointed as a director in June 2013 as his abundant experience of and insight into the securities markets, acquired through working at a securities company, could be reflected in the management of the Company. Since then, he has managed and overseen the overall business and operations of JPX Group's core subsidiaries as President & CEO of Osaka Exchange, Inc., Representative Director & Chair, Chairperson of the Board of Tokyo Commodity Exchange, Inc., and President & CEO of Tokyo Stock Exchange, Inc., and has also served as Representative Executive Officer, Group COO of the Company. He has been appointed as Director & Representative Executive Officer, Group CEO since April 2023, because he is considered the best person for the position in light of his experience and accomplishments with JPX Group and the ideal image for the CEO. Based on his experience with JPX Group, he is deemed appropriate as a member of the board of directors and has, therefore, been put forth as a candidate for director.

Candidate  
No.

3

Iwanaga Moriyuki

Date of birth  
Nov. 8, 1961



FY2022

Meeting Attendance

Board of Directors  
11/11 (100%)

Re-election

**Tenure as Director**  
2 years

**No. of Company shares held**  
46,588 shares

**No. of concurrent positions at other listed companies**  
0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1984 Joined Tokyo Stock Exchange  
Jun. 2007 Director, Corporate Strategy Department, Tokyo Stock Exchange, Inc.  
Aug. 2007 Director, Corporate Strategy Department, Tokyo Stock Exchange Group, Inc.  
Jun. 2008 Executive Officer & Director, Corporate Strategy Department  
Jun. 2009 Executive Officer & Director, Corporate Marketing Management Department, Tokyo Stock Exchange, Inc.  
Director, Japan Securities Clearing Corporation  
Jun. 2012 Executive Officer, Tokyo Stock Exchange Group, Inc.  
Jan. 2013 Executive Officer of the Company  
Jun. 2013 Senior Executive Officer  
Senior Executive Officer, Tokyo Stock Exchange, Inc.  
Apr. 2017 Director and Senior Executive Officer, Tokyo Stock Exchange, Inc.  
Apr. 2018 Director and Executive Vice President  
Apr. 2019 Executive Vice President, Japan Securities Clearing Corporation  
Jun. 2019 Director  
Apr. 2020 Senior Executive Vice President  
Apr. 2021 Executive Officer of the Company  
President & CEO, Osaka Exchange, Inc.  
Representative Director & Chair, Chairperson of the Board, Tokyo Commodity Exchange, Inc.  
Jun. 2021 Director of the Company (current position)  
Apr. 2023 Representative Executive Officer, Group COO (current position)  
President & CEO, Tokyo Stock Exchange, Inc. (current position)

**(Area(s) of Responsibility)**

Group COO

**(Significant Concurrent Position(s))**

President & CEO, Tokyo Stock Exchange, Inc.

**Reason for Nomination as Director**

Mr. Iwanaga Moriyuki has served as CFO of the Company, the officer in charge of equities at Tokyo Stock Exchange, Inc., and Senior Executive Vice President of Japan Securities Clearing Corporation, and has been overseeing the overall corporate management of Osaka Exchange, Inc. and Tokyo Commodity Exchange Inc., as President & CEO and Representative Director & Chair, Chairperson of the Board, respectively. Since April 2023, he has been overseeing the management of Tokyo Stock Exchange, Inc. as its President & CEO, and is responsible for the management of the Company as Director and Representative Executive Officer, Group COO. Based on his experience with JPX Group, he is deemed appropriate as a member of the board of directors and has, therefore, been put forth as a candidate for director.

Candidate  
No.

4

Yokoyama Ryusuke

Date of birth  
May 6, 1963



New

**Tenure as Director**

–

**No. of Company shares held**

33,231 shares

**No. of concurrent positions at other  
listed companies**

0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1986    Joined Tokyo Stock Exchange  
Jun. 2009    Director, IT Business Department, Tokyo Stock Exchange, Inc.  
Apr. 2011    Executive Officer  
Apr. 2017    Senior Executive Officer of the Company  
Senior Executive Officer, Tokyo Stock Exchange, Inc.  
Senior Executive Officer, Osaka Exchange, Inc.  
Apr. 2019    Director, Tokyo Stock Exchange, Inc.  
Apr. 2022    Executive Vice President of the Company  
Executive Vice President, Tokyo Stock Exchange, Inc.  
Executive Vice President, Osaka Exchange, Inc.  
Director and Executive Vice President, JPX Market Innovation & Research, Inc.  
Apr. 2023    Executive Officer of the Company (current position)  
President & CEO, Osaka Exchange, Inc. (current position)  
Representative Director & Chair, Tokyo Commodity Exchange, Inc. (current position)

**(Area(s) of Responsibility)**

Management of Osaka Exchange, Inc.

**(Significant Concurrent Position(s))**

President & CEO, Osaka Exchange, Inc.  
Representative Director & Chair, Tokyo Commodity Exchange, Inc.

**Reason for Nomination as Director**

Since his appointment as an executive officer of Tokyo Stock Exchange, Inc. in April 2011, Mr. Yokoyama Ryusuke has worked on IT planning, development, and operations. As CIO since April 2017, he was responsible for building convenient and secure systems, developing operational systems, and upgrading security. Since April 2023, he has been overseeing the management of Osaka Exchange Inc., as its President & CEO, and Tokyo Commodity Exchange, Inc., as its Representative Director & Chair. Based on his experience with JPX Group, he is deemed appropriate as a member of the board of directors and has, therefore, been put forth as a candidate for director.

Candidate  
No.

5

Miyahara Koichiro

Date of birth  
Mar. 10, 1957



Re-election

**Tenure as Director**  
5 years and 6 months

**No. of Company shares held**  
51,355 shares

**No. of concurrent positions at other listed companies**  
0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1979    Joined Electric Power Development Co., Ltd.  
Apr. 1988    Joined Tokyo Stock Exchange  
Jun. 2002    Director, General Administration Department, Tokyo Stock Exchange, Inc.  
Jun. 2004    Director, Information Services Department  
Jun. 2005    President, Representative Director, ICJ, Inc.  
Dec. 2005    Executive Officer, Tokyo Stock Exchange, Inc.  
Oct. 2007    Standing Governor, Tokyo Stock Exchange Regulation (currently Japan Exchange Regulation)  
Jun. 2009    Senior Executive Officer, Tokyo Stock Exchange Group, Inc.  
Jan. 2013    Senior Executive Officer of the Company  
              Senior Executive Officer, Tokyo Stock Exchange, Inc.  
Jun. 2014    Executive Vice President of the Company  
Jun. 2015    Director  
              President & CEO, Tokyo Stock Exchange, Inc.  
Nov. 2015    Director, Executive Officer of the Company  
Jun. 2020    Director & Representative Executive Officer, Group Co-COO of the Company  
Nov. 2020    Retired as Director & Representative Executive Officer, Group Co-COO  
              Retired as President & CEO, Tokyo Stock Exchange, Inc.  
Apr. 2021    President & CEO, Tosho System Service Co., Ltd.  
Apr. 2022    Executive Officer of the Company (current position)  
              President & CEO, JPX Market Innovation & Research, Inc. (current position)

**(Area(s) of Responsibility)**

Management of JPX Market Innovation & Research, Inc.

**(Significant Concurrent Position(s))**

President & CEO, JPX Market Innovation & Research, Inc.

**Reason for Nomination as Director**

Mr. Miyahara Koichiro has been responsible for the development and operation of the Group's systems since April 2021, when he was appointed President & CEO of Tosho System Service Co., Ltd., a Group subsidiary. In addition, since April 2022 he has overseen the management of JPX Market Innovation & Research, Inc., a newly established organization central to JPX Group's strategic business development focused on index, data, and digital-related services, as its President & CEO. Based on his experience with JPX Group, he is deemed appropriate as a member of the board of directors and has, therefore, been put forth as a candidate for director.

Candidate  
No.

6

Konuma Yasuyuki

Date of birth  
Jul. 30, 1961



New

**Tenure as Director**

–

**No. of Company shares held**

35,071 shares

**No. of concurrent positions at other  
listed companies**

0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1984    Joined Tokyo Stock Exchange  
Jun. 2007    Director, International Business Development Department, Tokyo Stock Exchange, Inc.  
Nov. 2007    Director, Business Development & Listing Department  
Apr. 2011    Executive Officer & Director of New Listings  
Jun. 2013    Executive Officer  
Apr. 2016    Senior Executive Officer  
Apr. 2017    Director  
Apr. 2020    Executive Vice President  
Apr. 2023    Executive Officer of the Company (current position)  
                  President & CEO, Japan Securities Clearing Corporation (current position)

**(Area(s) of Responsibility)**

Management of Japan Securities Clearing Corporation

**(Significant Concurrent Position(s))**

President & CEO, Japan Securities Clearing Corporation

**Reason for Nomination as Director**

Since his appointment as executive officer of Tokyo Stock Exchange, Inc. in April 2011, Mr. Konuma Yasuyuki has advanced measures to promote investment in Japanese equities by domestic and overseas investors, revitalize IPOs, and revitalize the ETF and J-REIT markets. In addition, since April 2023 he has overseen the management of Japan Securities Clearing Corporation as its President & CEO. Based on his experience with JPX Group, he is deemed appropriate as a member of the board of directors and has, therefore, been put forth as a candidate for director.

Candidate  
No.

7

Endo Nobuhiro

Date of birth  
Nov. 8, 1953



FY2022

Meeting Attendance

Board of Directors

10/11 (91%)

Nomination Committee

11/12 (92%)

Re-election

Independent  
Director

Candidate for  
Outside Director

**Tenure as Outside Director**  
5 years

**No. of Company shares held**  
7,900 shares

**No. of concurrent positions at other listed companies**  
3

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1981 Joined NEC Corporation  
Apr. 2006 Associate Senior Vice President, Executive General Manager of Mobile Network Operations Unit  
Apr. 2009 Executive Vice President  
Jun. 2009 Executive Vice President and Member of the Board  
Apr. 2010 President (Representative Director)  
Apr. 2016 Chairman of the Board (Representative Director)  
Jun. 2018 Outside Director of the Company (current position)  
Jun. 2019 Member, Board of Directors (Outside), Sumitomo Dainippon Pharma Co., Ltd. (currently Sumitomo Pharma Co., Ltd.) (current position)  
Chairman of the Board, NEC Corporation  
Outside Director, Tokio Marine Holdings, Inc. (current position)  
Jun. 2022 Executive Advisor, NEC Corporation (non-executive) (current position)  
Outside Director, Nisshin Seifun Group Inc. (current position)

**(Area(s) of Responsibility)**

Member of the Nomination Committee

**(Significant Concurrent Position(s))**

Executive Advisor, NEC Corporation (non-executive)  
Member, Board of Directors (Outside), Sumitomo Pharma Co., Ltd.  
Outside Director, Tokio Marine Holdings, Inc.  
Outside Director, Nisshin Seifun Group Inc.

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Mr. Endo Nobuhiro has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his abundant experience and insight in corporate management and system networks, are reflected in the management of the Company.

Candidate  
No.

8

Ota Hiroko

Date of birth  
Feb. 2, 1954

FY2022

Meeting Attendance

Board of Directors  
9/9 (100%)Compensation  
Committee  
2/2 (100%)Audit Committee  
9/10 (90%)

Re-election

Independent  
DirectorCandidate for  
Outside Director**Tenure as Outside Director**  
1 year**No. of Company shares held**  
900 shares**No. of concurrent positions at other  
listed companies**  
0**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

May 1981	Research Fellow, Japan Institute of Life Insurance
Apr. 1993	Visiting Associate Professor, Faculty of Economics, Osaka University
Apr. 1996	Associate Professor, Saitama University
Oct. 1997	Associate Professor, National Graduate Institute for Policy Studies
Apr. 2001	Professor, National Graduate Institute for Policy Studies
Apr. 2002	Director for Policy Analysis, Cabinet Office
Mar. 2003	Deputy Director General for Economic Research, Cabinet Office
Apr. 2004	Director General for Economic Research, Cabinet Office
Aug. 2005	Professor, National Graduate Institute for Policy Studies
Sep. 2006	Minister of State for Economic and Fiscal Policy
Aug. 2008	Professor, National Graduate Institute for Policy Studies
Jun. 2012	Outside Director, JX Holdings, Inc. (currently ENEOS Holdings, Inc.) (scheduled to resign on June 28, 2023)
Apr. 2019	Senior Professor, National Graduate Institute for Policy Studies
Jun. 2022	Outside Director of the Company (current position)
Sep. 2022	President, National Graduate Institute for Policy Studies (current position)

**(Area(s) of Responsibility)**

Member of the Compensation Committee  
Member of the Audit Committee

**(Significant Concurrent Position(s))**

President, National Graduate Institute for Policy Studies  
Outside Director, ENEOS Holdings, Inc. (scheduled to resign on June 28, 2023)

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Ms. Ota Hiroko has been put forth as a candidate for outside director as she is expected to perform her role in a way in which her capacity to identify with the Company's corporate philosophy and social mission, as well as her abundant experience in government institutions and insight in economy and finance, are reflected in the management of the Company. Although Ms. Ota was not previously involved in corporate management other than in the capacity of an outside director or outside corporate auditor, based on the above reasons, it was determined that she will be able to appropriately conduct the duties of outside director.



Candidate  
No.

9

Ogita Hitoshi

Date of birth  
Jan. 1, 1942



FY2022

Meeting Attendance  
Board of Directors  
11/11 (100%)  
Nomination Committee  
12/12 (100%)

Re-election

Independent  
Director

Candidate for  
Outside Director

**Tenure as Outside Director**  
7 years

**No. of Company shares held**  
7,200 shares

**No. of concurrent positions at other  
listed companies**  
0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1965    Joined Asahi Breweries, Ltd. (currently Asahi Group Holdings, Ltd.)  
Mar. 1997    Director, General Manager of Fukuoka Branch  
Mar. 2000    Managing Corporate Officer, Senior General Manager of Kyushu Regional Headquarters  
Mar. 2002    Senior Managing Corporate Officer, Senior General Manager of Kanshin-etsu Regional Headquarters  
Sep. 2002    Corporate Officer, Vice President, Asahi Soft Drinks Co., Ltd.  
Mar. 2003    President and Representative Director  
Mar. 2006    President and Representative Director, Asahi Breweries, Ltd.  
Mar. 2010    Chairman of the Board and Representative Director  
Mar. 2014    Senior Adviser, Asahi Group Holdings, Ltd.  
Jun. 2016    Outside Director of the Company (current position)

**(Area(s) of Responsibility)**

Chairperson of the Nomination Committee  
Chairperson of the Independent Directors Committee

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Mr. Ogita Hitoshi has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his abundant experience and insight in corporate management, are reflected in the management of the Company.

Candidate  
No.

10

Kama Kazuaki

Date of birth  
Dec. 26, 1948



Tenure as Outside Director

–

No. of Company shares held

1,900 shares

No. of concurrent positions at other listed companies

1

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

- Jul. 1971 Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (now IHI Corporation)
- Jun. 2004 Executive Officer, General Manager of Finance & Accounting Division, Ishikawajima-Harima Heavy Industries Co., Ltd.
- Apr. 2005 Managing Executive Officer, General Manager of Finance & Accounting Division, Ishikawajima-Harima Heavy Industries Co., Ltd.
- Jun. 2005 Director & Managing Executive Officer, General Manager of Finance & Accounting Division, Ishikawajima-Harima Heavy Industries Co., Ltd.
- Apr. 2007 President & Chief Executive Officer, Ishikawajima-Harima Heavy Industries Co., Ltd.
- Apr. 2012 Representative Director and Chairman of the Board of the Board, IHI Corporation
- Apr. 2016 Director, IHI Corporation
- Jun. 2016 Executive Corporate Advisor, IHI Corporation
- Jul. 2016 Outside Director, Sumitomo Life Insurance Company (current position)
- Jun. 2019 Company Auditor (Outside), Tokyo Stock Exchange, Inc. (scheduled to resign on June 16, 2023)  
Outside Director, Daiichi Sankyo Company, Limited. (current position)
- Apr. 2020 Senior Advisor, IHI Corporation (current position)
- Apr. 2022 Company Auditor (Outside), JPX Market Innovation & Research, Inc. (scheduled to resign on June 16, 2023)

**(Significant Concurrent Position(s))**

- Senior Advisor (non-executive), IHI Corporation
- Outside Director, Daiichi Sankyo Company, Limited.
- Company Auditor (Outside), Tokyo Stock Exchange, Inc. (scheduled to resign on June 16, 2023)
- Company Auditor (Outside), JPX Market Innovation & Research, Inc. (scheduled to resign on June 16, 2023)
- Outside Director, Sumitomo Life Insurance Company

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Mr. Kama Kazuaki has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his abundant experience and insight in corporate management and financial auditing, are reflected in the management of the Company.

New  
Independent  
Director  
Candidate for  
Outside Director

Candidate  
No.

11

Kohda Main

Date of birth  
Apr. 25, 1951



FY2022

Meeting Attendance  
Board of Directors  
11/11 (100%)  
Audit Committee  
12/12 (100%)

Re-election

Independent  
Director

Candidate for  
Outside Director

**Tenure as Outside Director**  
7 years

**No. of Company shares held**  
5,300 shares

**No. of concurrent positions at other  
listed companies**  
2

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Sep. 1995 Started independently as Novelist, to the present  
Jan. 2003 Member of Fiscal System Council, Ministry of Finance Japan  
Apr. 2004 Visiting professor, Faculty of Economics, Shiga University  
Mar. 2005 Member of the Council for Transport Policy, Ministry of Land, Infrastructure, Transport and Tourism  
Nov. 2006 Member of the Tax Commission, Cabinet Office, Government of Japan  
Jun. 2010 Member of the Board of Governors, Japan Broadcasting Corporation (NHK)  
Jun. 2012 Outside Director, Japan Tobacco Inc. (current position)  
Jun. 2016 Outside Director of the Company (current position)  
Jun. 2018 Outside Director, Mitsubishi Motors Corporation (current position)

**(Area(s) of Responsibility)**

Member of the Audit Committee  
Member of the Risk Policy Committee

**(Significant Concurrent Position(s))**

Novelist  
Outside Director, Japan Tobacco Inc.  
Outside Director, Mitsubishi Motors Corporation

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Ms. Kohda Main has been put forth as a candidate for outside director as she is expected to perform her role in a way in which her capacity to identify with the Company's corporate philosophy and social mission, as well as her creativity and perception as a novelist, her insight in finance, and her experience in serving as a university professor and a member of government advisory councils, are reflected in the management of the Company.

Candidate  
No.

12

Kobayashi Eizo

Date of birth  
Jan. 7, 1949



FY2022

Meeting Attendance

Board of Directors  
11/11 (100%)

Nomination Committee  
12/12 (100%)

Compensation  
Committee  
4/4 (100%)

Re-election

Independent  
Director

Candidate for  
Outside Director

**Tenure as Outside Director**  
7 years

**No. of Company shares held**  
9,800 shares

**No. of concurrent positions at other  
listed companies**  
1

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1972    Joined C. Itoh & Co. Ltd. (currently Itochu Corporation)  
Jun. 2000    Executive Officer  
Apr. 2002    Managing Executive Officer  
Jun. 2003    Representative Director, Managing Director  
Apr. 2004    Representative Director, Senior Managing Director  
Jun. 2004    President & Chief Executive Officer  
Apr. 2010    Representative Director, Chairman  
Jun. 2011    Director, Chairman  
Jun. 2015    External Director, Japan Airlines Co., Ltd. (current position)  
Jun. 2016    Outside Director of the Company (current position)  
                  Chairman, Itochu Corporation  
Apr. 2018    Senior Representative for Business Community Relations  
Apr. 2020    Director Emeritus (non-executive) (current position)

**(Area(s) of Responsibility)**

Member of the Nomination Committee  
Chairperson of the Compensation Committee

**(Significant Concurrent Position(s))**

Director Emeritus (non-executive), Itochu Corporation  
External Director, Japan Airlines Co., Ltd.  
Member of the Supervisory Committee, The Norinchukin Bank

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Mr. Kobayashi Eizo has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his abundant experience and insight in corporate management, are reflected in the management of the Company.

Candidate  
No.

13

Suzuki Yasushi

Date of birth  
Sept. 20, 1962



FY2022

Meeting Attendance

Board of Directors  
9/9 (100%)

Audit Committee  
10/10 (100%)

Re-election

**Tenure as Director**  
1 year

**No. of Company shares held**  
25,282 shares

**No. of concurrent positions at other  
listed companies**  
0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1985    Joined Tokyo Stock Exchange  
Jun. 2008    Director, Listing Examination Department, Tokyo Stock Exchange Regulation (currently Japan Exchange Regulation)  
Oct. 2010    Director, Corporate Strategy Department, Tokyo Stock Exchange Group, Inc.  
Jun. 2011    Director, Japan Securities Clearing Corporation  
Jun. 2015    Standing Governor, Japan Exchange Regulation  
Apr. 2017    Managing Governor  
Apr. 2020    Director and Senior Executive Officer, Japan Securities Clearing Corporation  
Jun. 2022    Director of the Company (current position)

**(Significant Concurrent Position(s))**

Member of the Audit Committee (Full-time)

**Reason for Nomination as Director**

Mr. Suzuki Yasushi joined Tokyo Stock Exchange in 1985. He subsequently engaged mainly in operations in relation to corporate strategy, clearing and settlement, and self-regulatory operations. From June 2011, he held the position as Director of Japan Securities Clearing Corporation, a core subsidiary of JPX Group engaging in clearing of listed products and related services, where he contributed to that company's business expansion. In addition, from June 2015, he performed his duties appropriately as the officer in charge of listing examination of Japan Exchange Regulation. He has been put forth as a candidate for Director as his abundant knowledge and experience regarding the exchange business in general can be expected to benefit the monitoring and supervision of the execution of business at the Company.

Candidate  
No.

14

Takeno Yasuzo

Date of birth  
Jun. 9, 1959



FY2022

Meeting Attendance

Board of Directors  
11/11 (100%)

Audit Committee  
12/12 (100%)

Re-election

Independent  
Director

Candidate for  
Outside Director

**Tenure as Outside Director**  
2 years

**No. of Company shares held**  
3,200 shares

**No. of concurrent positions at other  
listed companies**  
0

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1987 Registered as attorney-at-law in Japan  
Joined Hamada & Matsumoto (currently Mori Hamada & Matsumoto)  
Mar. 1989 London Office  
Jan. 1998 Partner  
Dec. 2002 Partner, Mori Hamada & Matsumoto (current position)  
Jan. 2007 Member of the Management Committee  
Jun. 2021 Outside Director of the Company (current position)

**(Area(s) of Responsibility)**

Member of the Audit Committee  
Member of the Risk Policy Committee

**(Significant Concurrent Position(s))**

Attorney-at-Law  
Partner, Mori Hamada & Matsumoto

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Mr. Takeno Yasuzo has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his insight in corporate legal affairs from a technical perspective as a legal professional are reflected in the management of the Company. Although Mr. Takeno has never been involved in corporate management other than in the capacity of outside director, based on the above reasons, it was determined that he will be able to appropriately conduct the duties of an outside director.

Candidate  
No.

15

Matsumoto Mitsuhiro

Date of birth  
Mar. 21, 1961



Tenure as Outside Director

–

No. of Company shares held

0 shares

No. of concurrent positions at other  
listed companies

1

**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1983	Joined National Police Agency (NPA)
Oct. 2009	Chief, Fukushima Prefectural Police
Apr. 2012	Director, Personnel Division, Commissioner-General's Secretariat, NPA
Apr. 2013	Director-General, Public Security Department, Tokyo Metropolitan Police
Apr. 2014	Chief, Kanagawa Prefectural Police
Aug. 2015	Director-General, Foreign Affairs and Intelligence Department, NPA
Sep. 2016	Director-General, Security Bureau, NPA
Jan. 2018	Director-General, Commissioner-General's Secretariat, NPA
Sep. 2018	Deputy Commissioner-General, NPA
Jan. 2020	Commissioner-General, NPA
Sep. 2021	Retired
Jun. 2022	Outside Audit & Supervisory Board Member, Daiichi Sankyo Company, Limited. (current position)

**(Significant Concurrent Position(s))**

Outside Audit & Supervisory Board Member, Daiichi Sankyo Company, Limited.

**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Mr. Matsumoto Mitsuhiro has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his abundant experience and insight in law enforcement, are reflected in the management of the Company. Although Mr. Matsumoto was not previously involved in corporate management other than in the capacity of an outside corporate auditor, based on the above reasons, it was determined that he will be able to appropriately conduct the duties of an outside director.

New  
Independent  
Director  
Candidate for  
Outside Director

Candidate  
No.

16

Mori Kimitaka

Date of birth  
Jun. 30, 1957

FY2022

Meeting Attendance

Board of Directors  
11/11 (100%)Compensation  
Committee  
4/4 (100%)Audit Committee  
12/12 (100%)

Re-election

Independent  
DirectorCandidate for  
Outside Director**Tenure as Outside Director**  
6 years and 11 months**No. of Company shares held**  
7,100 shares**No. of concurrent positions at other listed companies**  
2**Brief Biography, Position, Area(s) of Responsibility, and Significant Concurrent Position(s)**

Apr. 1980	Joined Shinwa Accountants (currently KPMG AZSA LLC)
Jun. 2000	Representative Partner, Asahi & Co. (currently KPMG AZSA LLC)
Jun. 2004	Director of financial services, KPMG AZSA & Co. (currently KPMG AZSA LLC)
Jun. 2006	Board Member, KPMG AZSA & Co.
Jul. 2011	Chairman, KPMG FS Japan
Jun. 2013	Retired from KPMG AZSA LLC
Jul. 2013	Established Mori Certified Public Accountant Office Chairman and President, The Japanese Institute of Certified Public Accountants
Jul. 2016	Advisor, The Japanese Institute of Certified Public Accountants (current position) Outside Director of the Company (current position)
Jun. 2017	Outside Corporate Auditor, Mitsui & Co., Ltd. (current position) Outside Corporate Auditor, East Japan Railway Company (current position)
Jul. 2017	Outside Director, Sumitomo Life Insurance Company (current position)

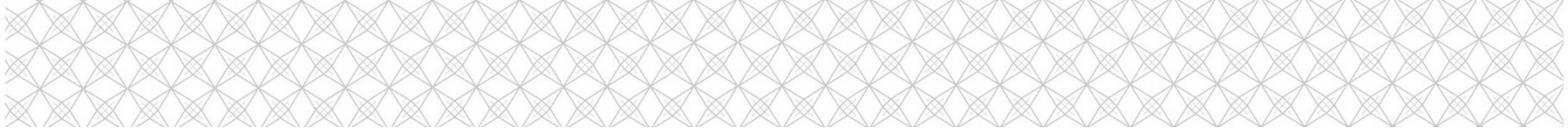
**(Area(s) of Responsibility)**Member of the Compensation Committee  
Chairperson of the Audit Committee**(Significant Concurrent Position(s))**Certified Public Accountant  
Advisor, The Japanese Institute of Certified Public Accountants  
Outside Corporate Auditor, Mitsui & Co., Ltd.  
Outside Corporate Auditor, East Japan Railway Company  
Outside Director, Sumitomo Life Insurance Company**Reason for Nomination as Outside Director and Overview of Roles Expected to Be Performed**

Mr. Mori Kimitaka has been put forth as a candidate for outside director as he is expected to perform his role in a way in which his capacity to identify with the Company's corporate philosophy and social mission, as well as his insight in corporate accounting in his capacity as an accounting professional, are reflected in the management of the Company. Although Mr. Mori was not previously involved in corporate management other than in the capacity of an outside director or outside corporate auditor, based on the above reasons, it was determined that he will be able to appropriately conduct the duties of outside director.

- (Notes)
- The number of Company shares held by each candidate for director includes the number of shares allocated to each candidate that are substantively held under the name of Japan Exchange Group, Inc. Officers' Shareholding Association rounded down to an integral multiple of the trading unit.
  - The number of Company shares held by each candidate for director concurrently serving as executive officer includes the number of shares scheduled to be granted (as of March 31, 2023) in accordance with the stock compensation plan. The number of shares scheduled to be granted to each executive officer under said plan includes only the number of the Company shares pertaining to the "fixed portion" in the stock compensation plan described under "Policies Regarding Decisions on Compensation for Directors and Executive Officers" in the Business Report. Furthermore, 50% of the shares scheduled for grant are to be sold on the market to secure funds for tax payment, and the proceeds from the sales will be granted to each executive officer.
  - The number of listed companies where an officer position is concurrently held for each candidate for director reflects appointments and retirement from office planned to occur subsequent to the start date of electronic provision.
  - The scheduled dates for holding the Company's regular board of directors' meetings in FY2023 after the date of the Annual General Shareholders Meeting have already been adjusted to suit each candidate for director, and the Company is working to ensure the attendance of the directors.
  - The Company plans to elect Mr. Kinoshita Yasushi as Director and Chairman by a resolution of the Board of Directors after the conclusion of the Annual General Shareholders Meeting.
  - Mr. Miyahara Koichiro served as a director of the Company from June 2015 to November 2020.



7. Mr. Endo Nobuhiro is Executive Advisor (non-executive) at NEC Corporation and its corporate group pays JPX Group fees of approximately JPY 8 million (mainly listing fees and information-related fees), while JPX Group pays the corporate group fees of approximately JPY 73 million (mainly for system-related expenses). Mr. Kama Kazuaki is Senior Advisor (non-executive) at IHI Corporation and its corporate group pays JPX Group fees of approximately JPY 5 million (mainly listing fees). Mr. Kobayashi Eizo is Director Emeritus (non-executive) at Itochu Corporation and its corporate group pays JPX Group fees of approximately JPY 17 million (mainly listing fees), while JPX Group pays the corporate group fees of approximately JPY 10 million (mainly for rent expenses and systems-related expenses). Mr. Takeno Yasuzo is Partner at Mori Hamada & Matsumoto, and the office pays JPX Group fees of approximately JPY 1 million (mainly systems usage fees), while JPX Group pays the office fees of JPY 5 million (mainly legal advice fees). There is no consultation contract between the office and JPX Group. In addition, transactions of less than JPY 1 million exist with Development Bank of Japan Inc., where Mr. Kinoshita Yasushi serves as its chairman (scheduled to retire on June 15, 2023). The amounts of such transactions in FY2022 were considerably small, accounting for less than 1% of the consolidated sales, etc. of the Company and those of said corporate groups, etc., or less than JPY 1 million. Therefore, the Company deems that there are no concerns over the independence of the aforementioned persons. In addition, candidates for directors other than the aforementioned candidates do not have any particular conflicts of interest with the Company.
8. The following persons are candidates for outside directors: Mr. Kinoshita Yasushi, Mr. Endo Nobuhiro, Ms. Ota Hiroko, Mr. Ogita Hitoshi, Mr. Kama Kazuaki, Ms. Kohda Main, Mr. Kobayashi Eizo, Mr. Takeno Yasuzo, Mr. Matsumoto Mitsuhiro, and Mr. Mori Kimitaka.
9. In light of their relationships with the Company and the status of their performance of duties, the following persons are designated independent directors, which Tokyo Stock Exchange, Inc. requires listed companies to secure in order to protect the interests of general shareholders: Mr. Endo Nobuhiro, Ms. Ota Hiroko, Mr. Ogita Hitoshi, Ms. Kohda Main, Mr. Kobayashi Eizo, Mr. Takeno Yasuzo, and Mr. Mori Kimitaka. Furthermore, the Company plans to notify said exchange of the status of Mr. Kinoshita Yasushi, Mr. Kama Kazuaki, and Mr. Matsumoto Mitsuhiro as independent directors.
10. Panasonic Corporation (now Panasonic Holdings Corporation), at which Ms. Ota Hiroko served as outside director until June 2022, and Panasonic Avionics Corporation, a subsidiary of the company in the U.S., were investigated on suspicion of violating the Foreign Corrupt Practices Act and other securities related laws in the U.S. concerning certain contracts of said subsidiary with airline customers and the use of sales agents and consultants pertaining to such contracts, and agreed with the U.S. Securities and Exchange Commission and the U.S. Department of Justice to pay a penalty to the U.S. government and implement measures to improve compliance in May 2018. Ms. Ota has been constantly offering advice from the perspective of compliance with laws and regulations at Panasonic Corporation's board of directors and other meetings, and after being made aware of the facts of the incident, she fulfilled her duty by advancing the thorough investigation of the facts and the formulation of measures to prevent a recurrence.  
Japan Airlines Co., Ltd., for which Mr. Kobayashi Eizo currently serves as an external director, received a business improvement order to ensure aviation safety from Japan's Ministry of Land, Infrastructure, Transport and Tourism on December 21, 2018, in response to serious violations that affect flight safety, such as issues around drinking among flight crews and decisions to change crew configurations. Furthermore, on January 11, 2019, Japan Airlines Co., Ltd. received a business improvement advisory to ensure aviation safety from the Ministry due to an incident of alcohol consumption by a cabin attendant. Moreover, while implementing measures to prevent a recurrence, Japan Airlines Co., Ltd. again received a business improvement order to ensure aviation safety from Japan's Ministry of Land, Infrastructure, Transport and Tourism on October 8, 2019 in response to a case of alcohol being detected as a result of pre-flight testing of flight crews. Mr. Kobayashi has been constantly offering advice from the perspective of compliance with laws and regulations at Japan Airlines Co., Ltd.'s board of directors and other meetings, and after being made aware of the facts of the incidents, Mr. Kobayashi fulfilled his duty by offering advice for thoroughly investigating the facts of the incidents and directing the formulation of measures to prevent a recurrence.
11. The Company has taken out a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act, which includes, among the director candidates put forward in this proposal, the candidates for re-election as insureds. This insurance policy covers compensation for damages, litigation expenses, and other payments that an insured is liable for when subject to claims for indemnification arising from acts (including inaction) carried out by the insured pursuant with the position of officer, etc. in the company and the premiums for the insured are fully borne by the Company. If their re-elections are approved, they will continue to be included in the policy as insureds. Furthermore, the Company intends to resolve to renew the policy with details similar to the current policy at the board of directors' meeting to be held directly following this Annual General Shareholders Meeting. Note that the Company plans to include Mr. Kinoshita Yasushi, Mr. Kama Kazuaki, and Mr. Matsumoto Mitsuhiro as insureds in the policy, if they are elected as directors.
12. Conclusion of Limited Liability Agreements with Directors (excluding executive directors, etc. under Article 427, Paragraph 1 of the Companies Act; hereinafter referred to as "non-executive director(s)"): Under the current Articles of Incorporation, the Company stipulates provisions that allow it to enter into agreements with non-executive directors that limit liability for damages of the Company to the minimum amount as specified by laws and regulations. Such limited liability agreements have been concluded with Mr. Endo Nobuhiro, Ms. Ota Hiroko, Mr. Ogita Hitoshi, Ms. Kohda Main, Mr. Kobayashi Eizo, Mr. Suzuki Yasushi, Mr. Takeno Yasuzo, and Mr. Mori Kimitaka. If their re-elections are approved, then the corresponding limited



liability agreements with them will continue to remain effective. Moreover, the Company plans to conclude limited liability agreements with the same details with Mr. Kinoshita Yasushi, Mr. Kama Kazuaki, and Mr. Matsumoto Mitsuhiro, if they are elected as directors.

The summary of such agreements is as follows:

- If a non-executive director becomes liable to the Company for damages arising from failure to carry out his/her duties, his/her liability shall be limited to the minimum amount of liability stipulated by Article 425, Paragraph 1 of the Companies Act.
- The above limit on liability shall be limited to cases where such non-executive director was not grossly negligent in his/her performance in good faith of the duty that was the cause of liability.

## Business Report

(From April 1, 2022 to March 31, 2023)

### I. Overview of Current Status of Corporate Group

#### 1. Business Report for The Fiscal Year

##### (1) Review and results of business operations

During the fiscal year, the stock market in Japan moved up and down, as strong corporate earnings supported stock prices despite the unstable global situation. The Russian invasion of Ukraine in February 2022 prompted soaring energy and resource prices which in turn became a global inflationary trend, leading central banks in the U.S., Europe, and around the world to make large interest rate rises at a rapid pace. The Japanese stock market remained firm amid these unstable global conditions, with share prices supported by relatively robust corporate earnings. As a result, TOPIX was 2,003.50 points as of the end of March 2023 (up 57.10 points from the end of March 2022).

Under these circumstances, JPX Group has steadily implemented the actions set out in its 3 Focuses (Focus 1: Facilitating Cycle of Corporate Innovation/Growth and Asset Formation, Focus 2: Achieving Market Transformation (MX), Focus 3: Promoting Sustainability that Connects Society and Economy) under the slogan "Exchange & beyond," which expresses our intention to strengthen the stable market operations that are the traditional function of the exchange while simultaneously forging ahead into new fields without being overly bound by the existing framework, thereby improving the appeal of the Japanese financial and capital markets as a whole within the context of global market competition.

The consolidated results of JPX Group during the fiscal year ended March 31, 2023 included operating revenue of JPY 133,991 million (down 1.1% year on year), operating expenses of JPY 67,502 million (up 6.8% year on year), operating income of JPY 68,253 million (down 7.1% year on year), income before income tax of JPY 68,207 million (down 7.1% year on year), and net income attributable to owners of the parent company of JPY 46,342 million (down 7.2% year on year).

(a) Trading services revenue

Trading services revenue is comprised of "Transaction Fees" based on the value of securities traded or the volume of financial derivatives and commodity derivatives traded, "Basic Fees" based on the type of trading participant's trading qualification, "Access Fees" based on the number of orders, and "Trading System Facilities Usage Fees" based on the types of trading system facilities used.

The average daily trading value in the cash equity markets\* during the fiscal year was JPY 3,836.9 billion. Also, total trading volume for financial derivatives reached 352.81 million contracts and total trading volume for commodity derivatives was 15.83 million contracts (including cash settlement).

During the fiscal year ended March 31, 2023, basic fees were JPY 986 million (down 1.4% year on year), transaction fees from cash equities were JPY 31,414 million (down 0.5% year on year), transaction fees from financial derivatives and commodity derivatives were JPY 10,361 million (up 1.9% year on year) and JPY 1,366 million (down 12.8% year on year) respectively, and other fees such as access fees and trading system facilities usage fees were JPY 8,959 million (up 0.7% year on year). As a result, trading services revenue came to JPY 53,089 million (down 0.2% year on year).

\*Total average daily trading value of auction and off-auction trading of stocks, ETFs/ETNs, REITs, and other similar products on the Prime, Standard and Growth Markets and TOKYO PRO Market.

**Core initiatives:**

- Requested listed companies with investment units of JPY 500,000 or more to consider reducing these
- Launched holiday trading of derivatives in order to increase investor convenience by providing hedging opportunities
- Completed construction of the Kansai Data Center in preparation for an earthquake directly under the Tokyo metropolitan area

(b) Clearing services revenue

Clearing services revenue is comprised of clearing and other fees related to the assumption of obligations of financial instrument transactions carried out by Japan Securities Clearing Corporation.

Clearing services revenue for the fiscal year was JPY 28,008 million (up 0.2% year on year).

**Core initiatives:**

- Released outline of new rules for introducing the VaR\* margin calculation method for listed derivatives
- Implemented DLT technology for delivery and settlement of rubber futures contracts

\*A method of calculating the profit and loss amount of the portfolio based on the market data for a certain period in the past and using a value that covers 99% of it as the margin

(c) Listing services revenue

Listing services revenue is comprised of "Annual Listing Fees" received from listed companies and other entities based on their market capitalization and "Initial/Additional Listing Fees" that are received when a company initially lists or issues additional shares, and so forth.

Listing services revenue for the fiscal year came to JPY 13,666 million (down 13.2% year on year), reflecting a decrease in revenue from initial/additional listing fees.

**Core initiatives:**

- Promoted support for IPOs and achieved 110 IPOs
- Launched new market structure. Consolidated discussion points from Council of Experts Concerning the Follow-up of Market Restructuring and formulated TSE's future actions
- Published outline of new rules to facilitate the IPO process

(d) Information services revenue

Information services revenue is comprised of market information fees, which consist of revenue related to the provision of market information to information vendors, etc., as well as revenue related to the index business, and revenue related to the provision of various kinds of information including corporate action information.

Information services revenue for the fiscal year was JPY 27,597 million (up 1.6% year on year), reflecting an increase in revenue from market information fees.

**Core initiatives:**

- Started calculating the environment-focused FTSE JPX Net Zero Japan Index Series jointly with FTSE
- Published phased weighting reduction constituents for TOPIX
- Published framework for the "JPX Prime 150 Index," a new index focused on value creation

(e) Operating expenses

During the fiscal year, personnel expenses were JPY 19,599 million, system maintenance and operation expenses were JPY 16,931 million, and depreciation and amortization was JPY 18,971 million. As a result, operating expenses came to JPY 67,502 million (up 6.8% year on year).

**(2) Capital investment**

Overall capital investment, including investment for trading and clearing systems, was about JPY 13.1 billion.

**(3) Financing**

There are no matters to report.

**(4) Business transfer, absorption-type company split or incorporation-type company split**

There are no matters to report.

**(5) Acquisition of other companies' businesses**

There are no matters to report.

**(6) Successions of rights or duties related to the businesses of other legal entities, etc. due to absorption-type merger or absorption-type company split**

There are no matters to report.

**(7) Acquisition or disposition of shares or equities in other companies, or subscription warrants, etc.**

Effective from February 28, 2023, JPX Market Innovation & Research, Inc. has acquired all issued shares of SCRIPTS Asia K.K., making it a wholly-owned subsidiary.

## 2. Assets and Earnings in the Three Years Prior to This Year

JPX Group

(JPY million)

Classification	IFRS			
	FY2020 (Apr. 2019 to Mar. 2020)	FY2021 (Apr. 2020 to Mar. 2021)	FY2022 (Apr. 2021 to Mar. 2022)	FY2023 (Apr. 2022 to Mar. 2023)
Operating revenue	123,688	133,343	135,432	133,991
Income before income tax	69,095	74,732	73,429	68,207
Net income attributable to owners of the parent company	47,609	51,389	49,955	46,342
Basic earnings per share (JPY)	88.91	96.00	94.35	88.03
Total assets	67,286,302	60,075,678	71,463,434	82,187,392
Equity attributable to owners of the parent company	298,228	321,391	315,653	312,734
Equity attributable to owners of the parent company per share (JPY)	556.97	600.38	598.35	599.47

(Breakdown of operating revenue)

(JPY million)

Classification	IFRS			
	FY2020	FY2021	FY2022	FY2023
Trading services revenue	48,589	53,171	53,196	53,089
Clearing services revenue	26,427	27,939	27,945	28,008
Listing services revenue	14,322	16,660	15,736	13,666
Information services revenue	21,977	24,128	27,175	27,597
Other	12,371	11,443	11,378	11,630
Total	123,688	133,343	135,432	133,991

Note: The Company prepares consolidated financial statements in accordance with IFRS under the provision of Article 120, Paragraph 1 of the Ordinance on Accounting of Companies.



### 3. Information Concerning the Parent Company and Major Subsidiaries

#### (1) Relationship with parent company

There are no matters to report.

#### (2) Major subsidiaries

##### (a) Major subsidiaries

Company Name	Location	Share Capital (JPY million)	Holding Ratio of Voting Rights (indirect holding) %	Principal Business
Tokyo Stock Exchange, Inc.	Chuo-ku, Tokyo	11,500	100.0	Market operations
Osaka Exchange, Inc.	Chuo-ku, Osaka	4,723	100.0	Market operations
Tokyo Commodity Exchange, Inc.	Chuo-ku, Tokyo	1,989	100.0	Market operations
JPX Market Innovation & Research, Inc.	Chuo-ku, Tokyo	1,000	100.0	Market-related services
Japan Exchange Regulation	Chuo-ku, Tokyo	3,000 (Note 1)	100.0	Self-regulatory operations
Japan Securities Clearing Corporation	Chuo-ku, Tokyo	9,584	(Note 2)	Financial instruments obligation assumption services
SCRIPTS Asia K.K.	Minato-ku, Tokyo	5	100.0 (100.0)	Creation of transcripts of corporate investor events

- (Notes)
1. Non-stock capital.
  2. The Company's holding ratios are 100.0% of Class-A stock, 100.0% of Class-B stock, 60.4% of Class-C stock, and 52.9% of Class-D stock.
  3. Tosho System Service Co., Ltd. merged with the Company's subsidiary JPX Market Innovation & Research, Inc. on April 1, 2022, and dissolved.

##### (b) Status of specified wholly-owned subsidiaries as of the end of the fiscal year

Company Name	Address	Book Value of Shares of Specified Wholly-Owned Subsidiary as of March 31, 2023 (JPY million)
Tokyo Stock Exchange, Inc.	2-1, Nihombashi-Kabuto-cho, Chuo-ku, Tokyo	97,884

- (Note) Total assets of the Company as of March 31, 2023 amount to JPY 211,678 million.

#### 4. Issues Requiring Action

In the markets that JPX Group operates, market conditions change with developments in the external environment including local and global economic conditions, financial policies, and geopolitical risks. As such, the greatest management challenge of JPX Group is providing market infrastructure that consistently and stably delivers a high level of satisfaction to users.

JPX Group set out a long-term vision to be achieved by 2030, Target 2030: "Contribute to sustainable societal and economic development by evolving into a global, comprehensive finance and information platform which provides solutions for a wide range of societal issues, centered on the ability to raise and circulate capital." As the first stage in achieving this long-term vision, we have formulated the Medium-Term Management Plan 2024 covering the three years from FY2022 to FY2024.

One year has passed since the formulation of the Medium-Term Management Plan 2024, and it is necessary to continue to monitor environmental changes surrounding the Japanese economy, such as central banks' monetary policies and geopolitical trends. On the other hand, with the government having formulated its "Doubling Asset-Based Income Plan," including plans to make the NISA scheme permanent from 2024, JPX Group's role in realizing a "virtuous cycle of growth and distribution" has become more important than ever.

In recognition of this, in FY2023, the second year of the Plan, we will maintain the Plan's general framework and continue to steadily implement the measures listed in the three Focus areas below, while making necessary improvements.

##### Focus 1: Facilitating Cycle of Corporate Innovation/Growth and Asset Formation

- Develop an environment that supports sustainable growth at companies
- Develop products and rules to contribute to asset formation
- Further improve convenience and resilience as a market infrastructure

##### Focus 2: Achieving Market Transformation (MX)

- Strengthen functionality of interest rate-related markets
- Invigorate the derivatives market
- Advance digitization and enhance information usage

##### Focus 3: Promoting Sustainability that Connects Society and Economy

- Strengthen dissemination of sustainability-related information
- Calculate ESG indices and list related ETFs/futures
- Vitalize the energy market, advance the creation of an emissions trading market

We will also strengthen our information sharing, both domestically and globally, in order to increase understanding of JPX Group's initiatives.

##### Capital Policy

JPX Group's fundamental capital policy is to support sustainable development and evolution of the market with constant investment while striking a balance between return to shareholders and fiscal robustness for stable management of the market. Under this policy, JPX Group aims to maintain ROE of 10% in the medium to long term, which is above capital costs, under any market condition.

### “Target 2030”: our long-term vision to be achieved by 2030

**Contribute to sustainable societal and economic development by evolving into a global, comprehensive finance and information platform\* which provides solutions for a wide range of societal issues, centered on the ability to raise and circulate capital**

\*Named “G-HUB” (Heighten market integrity, Unlock opportunity, Benefit society)

### Basic Policy of the Medium-Term Management Plan 2024

- A three-year plan from FY2022 has been developed as the first stage of progress towards Target 2030.
- We will utilize new frameworks including JPX Market Innovation & Research to take proactive action on building the foundations of the global, comprehensive finance and information platform “G-HUB”.

## Exchange & beyond

To contribute to improving the attractiveness of the Japanese financial and capital markets as a whole and enhance their global competitiveness, we will prioritize initiatives in three specific "Focus" areas.



## II. Status of Shares (as of March 31, 2023)

(1) Total Authorized No. of Shares to Be Issued 2,180,000,000

(2) Total No. of Shares Issued 528,578,441

(3) No. of Shareholders 135,834

### (4) Major Shareholders

Rank	Name of Shareholder	No. of Shares Held	Shareholding Ratio
		shares	%
1	The Master Trust Bank of Japan, Ltd. (Trust Account)	99,706,700	19.04
2	Custody Bank of Japan, Ltd. (Trust Account)	34,053,800	6.50
3	Northern Trust Co. (AVFC) Re Non Treaty Clients Account	12,730,436	2.43
4	SMBC Nikko Securities Inc.	12,012,725	2.29
5	The Bank of New York 134104	10,654,600	2.04
6	State Street Bank West Client - Treaty 505234	8,785,836	1.68
7	MUFG Bank, Ltd.	7,557,000	1.44
8	JP Morgan Chase Bank 385781	7,062,571	1.35
9	Tachibana Securities Co., Ltd.	6,888,000	1.32
10	Okachi Securities Co., Ltd.	6,500,000	1.24

(Notes) 1. Shareholding ratios are calculated excluding treasury shares (5,035,800 shares).

2. The distribution of shareholders of the Company by category is as follows:

Financial institutions: 174,299,328 shares (33.29%); financial instruments business operators: 108,324,320 shares (20.69%); other domestic corporations: 20,139,939 shares (3.85%); foreign corporations, etc.: 194,243,210 shares (37.10%); and individuals and others: 26,535,844 shares (5.07%)

### (5) Status of Shares Delivered as Compensation for the Execution of Duties During the Fiscal Year

	Number of Shares	Number of Persons to Whom Shares Delivered
Directors (excluding Outside Directors) and Executive Officers	33,900	6
Outside Directors	—	—

(Notes) 1. For more information on the Company's stock compensation, please refer to "2. Policies Regarding Decisions on Compensation for Directors and Executive Officers" on pages 44 to 46.

2. The above table includes shares delivered during the fiscal year to one executive officer who retired on March 31, 2022.

### (6) Other Important Items Related to Shares

#### • Stock Granting Plan for Employees

In FY2016, the Company introduced an employee incentive plan called Stock-Granting Employee Stock Ownership Plan (hereinafter the "Plan") to improve medium- to long-term corporate value by giving JPX Group employees (hereinafter "employees") a sense of participation in company management and further motivation toward improving corporate performance and increasing the price of the Company's stock.

(a) Outline of the Plan

The Plan is an employee incentive plan based on ESOP plans in the U.S. The Company stock acquired by a Stock-Granting Employee Stock Ownership Plan Trust (hereinafter the "ESOP Trust") shall be granted to employees upon their retirement based on the level of achievement of management goals and productivity-related goals. The Company contributes all funding for acquisition of Company stock, to be conducted by the ESOP Trust, and employees do not bear any such costs. The Plan allows employees to receive economic benefits when the Company's stock price increases. As such, it encourages employees to adopt a stock price-conscious mindset in the performance of their duties, and it is also expected to boost employee morale.

(b) Total number of shares planned for acquisition by employees

1,198,300 shares

(c) Eligible employees

Employees who meet the beneficiary requirements

• Stock Compensation Plan for JPX Group Executives

In August 2018, the Company introduced a trust-type stock compensation plan for executives (meaning executive officers and those equivalent thereto, excluding persons such as outside directors, directors who are members of the Audit Committee, and auditors; hereinafter the same) of the Company and its subsidiaries that provide core businesses of JPX Group (hereinafter the "core subsidiaries"; the Company and the core subsidiaries are hereinafter collectively referred to as the "implementing companies") (This plan shall hereinafter be referred to as the "Stock Compensation Plan"). The purpose of the Stock Compensation Plan is to further facilitate the alignment of interests with shareholders and enhance executives' desire to contribute to the sustainable improvement of corporate value.

(a) Outline of the Stock Compensation Plan

In designing the Stock Compensation Plan, the Company referred to performance share plans and restricted stock plans in the U.S. and Europe. Under the Stock Compensation Plan, the Company shall acquire shares through a trust and grant and/or deliver (hereinafter collectively "grant/deliver") shares and money equivalent to the Company shares converted into cash (hereinafter the "Company shares, etc.") as well as dividends arising from said Company shares to executives in accordance with factors such as an executive's position and performance.

Specifically, based on the resolution of the Compensation Committee, etc. held in March each year, points equivalent to the stock compensation base amount for each fiscal year shall be issued to executives. After three years, in principle, from the issuance of such points, the Company shares, etc. corresponding to the points issued as executive compensation shall be granted/delivered to executives.

The points shall be issued to executives in accordance with their position, etc. for each fiscal year. The points are comprised of a fixed portion that does not increase or decrease and a performance-linked portion that changes with the degree of achievement of the performance conditions after the issuance of the points.

The fixed portion is aimed mainly at strengthening the alignment of interests with shareholders, while the performance-linked portion is aimed mainly at increasing the motivation for medium- to-long term corporate value improvement as well as strengthening the link between performance and compensation.

(b) Amount of trust money

JPY 2.57 billion (for four years from FY2021 to FY2024)

(c) Eligible executives

Executives of the implementing companies who meet the beneficiary requirements

### III. Directors and Executive Officers of the Company

#### 1. Directors and Executive Officers (as of March 31, 2023)

##### (1) Directors

Position	Name	Area(s) of Responsibility	Significant Concurrent Position(s)
Director	Tsuda Hiroki	Chairperson of the Board of Directors	
Director & Representative Executive Officer, Group CEO	Kiyota Akira	Group CEO; Member of the Nomination Committee; Member of the Compensation Committee; Member of the Risk Policy Committee	Director, Tokyo Stock Exchange, Inc. (Part-time)
Director & Representative Executive Officer Group COO	Yamaji Hiromi	Group COO; Member of the Compensation Committee	President & CEO, Tokyo Stock Exchange, Inc.
Director & Executive Officer	Iwanaga Moriyuki		President & CEO, Osaka Exchange, Inc. Representative Director & Chair, Chairperson of the Board, Tokyo Commodity Exchange, Inc.
Director & Executive Officer	Shizuka Masaki		President & CEO, Japan Securities Clearing Corporation
Director	Endo Nobuhiro	Member of the Nomination Committee	Executive Advisor of the Board, NEC Corporation (Non-Executive) Member, Board of Directors (Outside), Sumitomo Pharma Co., Ltd. Outside Director, Tokio Marine Holdings, Inc. Outside Director, Nisshin Seifun Group Inc.
Director	Ota Hiroko	Member of the Compensation Committee; Member of the Audit Committee	President, National Graduate Institute for Policy Studies Outside Director, ENEOS Holdings, Inc.
Director	Ogita Hitoshi	Chairperson of the Nomination Committee; Chairperson of the Independent Directors Committee	
Director	Kohda Main	Member of the Audit Committee; Member of the Risk Policy Committee	Novelist Outside Director, Japan Tobacco Inc. Outside Director, Mitsubishi Motors Corporation
Director	Kobayashi Eizo	Member of the Nomination Committee; Chairperson of the Compensation Committee	Director Emeritus (non-executive), Itochu Corporation External Director, Japan Airlines Co., Ltd. Member of the Supervisory Committee, The Norinchukin Bank
Director	Suzuki Yasushi	Member of the Audit Committee (Full-time)	
Director	Takeno Yasuzo	Member of the Audit Committee; Member of the Risk Policy Committee	Attorney-at-Law Partner, Mori Hamada & Matsumoto

Position	Name	Area(s) of Responsibility	Significant Concurrent Position(s)
Director	Mori Kimitaka	Member of the Compensation Committee; Chairperson of the Audit Committee	Certified Public Accountant Advisor, The Japanese Institute of Certified Public Accountants Outside Corporate Auditor, Mitsui & Co., Ltd. Outside Corporate Auditor, East Japan Railway Company Outside Director, Sumitomo Life Insurance Company
Director	Yoneda Tsuyoshi	Member of the Nomination Committee; Chairperson of the Risk Policy Committee	External Audit & Supervisory Board Member, Marubeni Corporation Chief Director, Council for Public Policy

- (Notes)
- The following persons are outside directors: Mr. Tsuda Hiroki, Mr. Endo Nobuhiro, Ms. Ota Hiroko, Mr. Ogita Hitoshi, Ms. Kohda Main, Mr. Kobayashi Eizo, Mr. Takeno Yasuzo, Mr. Mori Kimitaka, and Mr. Yoneda Tsuyoshi.
  - The following persons are independent directors, which Tokyo Stock Exchange, Inc. requires listed companies to secure in order to protect the interests of general shareholders: Mr. Tsuda Hiroki, Mr. Endo Nobuhiro, Ms. Ota Hiroko, Mr. Ogita Hitoshi, Mr. Kohda Main, Mr. Kobayashi Eizo, Mr. Takeno Yasuzo, Mr. Mori Kimitaka, and Mr. Yoneda Tsuyoshi.
  - There are no capital or transactional relationships to note between the Company and each of the companies at which the Company's outside directors hold concurrent positions.
  - Director and Chairperson of the Audit Committee Mori Kimitaka is a certified public accountant and holds a respectable degree of knowledge on finance and accounting.
  - On March 31, 2023, Director Kiyota Akira retired from his position of Representative Executive Officer, Group CEO of the Company.  
On March 31, 2023, Director Yamaji Hiromi retired from his position of President & Representative Director of Tokyo Stock Exchange, Inc. On April 1, 2023, he retired from his position of Representative Executive Officer, Group COO of the Company and assumed office as Representative Executive Officer, Group CEO of the Company.  
On March 31, 2023, Director Iwanaga Moriyuki retired from his position of President & CEO of Osaka Exchange, Inc. and Representative Director & Chair, Chairperson of the Board of Tokyo Commodity Exchange, Inc.  
On March 31, 2023, Director Shizuka Masaki retired from his position of Director of the Company.  
Director Endo Nobuhiro retired from his position of Chairman of the Board of NEC Corporation and assumed office as Executive Advisor of the same company on June 22, 2022.  
Director Ota Hiroko assumed office as Member of the Compensation Committee of the Company and Member of the Audit Committee of the Company on June 16, 2022. She retired from her position of Senior Professor of National Graduate Institute for Policy Studies and assumed office as President of the same institute on September 1, 2022.  
Director Suzuki Yasushi assumed office as Member of the Audit Committee of the Company on June 16, 2022.
  - To increase the effectiveness of deliberations at the Audit Committee through daily maintenance of the audit environment, gathering internal information, monitoring and inspecting the internal control system, and sharing the results of these activities with other members, of the five members of the Audit Committee, the Company has appointed Director Suzuki Yasushi as a Standing Member due to his considerable knowledge and experience of the Company's business in general.

**(2) Executive Officers**

Position	Name	Area(s) of Responsibility	Significant Concurrent Position(s)
Director & Representative Executive Officer, Group CEO	Kiyota Akira	Group CEO	Refer to "(1) Directors"
Director & Representative Executive Officer, Group COO	Yamaji Hiromi	Group COO	Refer to "(1) Directors"
Executive Vice President	Yokoyama Ryusuke	CIO, IT Planning	Director and Executive Vice President, Tokyo Stock Exchange, Inc. Executive Vice President, Osaka Exchange, Inc. Director and Executive Vice President, JPX Market Innovation & Research, Inc.
Senior Executive Officer	Hasegawa Isao	General Administration and Human Resources	Senior Executive Officer, Tokyo Stock Exchange, Inc. Senior Executive Officer, Osaka Exchange, Inc. Director and Senior Executive Officer, JPX Market Innovation & Research, Inc.
Senior Executive Officer	Futagi Satoshi	Corporate Strategy and Sustainability	Senior Executive Officer, JPX Market Innovation & Research, Inc. Director, Japan Securities Clearing Corporation (Part-time) Outside Director, Japan Securities Depository Center, Incorporated
Senior Executive Officer	Tabata Atsushi	CFO, Treasury, Corporate Communications, and Investor Relations	
Director & Executive Officer	Iwanaga Moriyuki	Management of Osaka Exchange, Inc.	Refer to "(1) Directors"
Executive Officer	Ishizaki Takashi	Management of Tokyo Commodity Exchange, Inc.	Representative Director, President, Tokyo Commodity Exchange, Inc.
Executive Officer	Miyahara Koichiro	Management of JPX Market Innovation & Research, Inc.	President & CEO, JPX Market Innovation & Research, Inc.
Director & Executive Officer	Shizuka Masaki	Management of Japan Securities Clearing Corporation	Refer to "(1) Directors"
Executive Officer	Yoshida Masaki	Global Strategy	
Executive Officer	Lin Kay	Corporate Communications and Investor Relations	

- (Notes)
1. The title of Mr. Yokoyama Ryusuke changed from Senior Executive Officer of the Company to Executive Vice President of the Company on April 1, 2022.
  2. The title of Mr. Tabata Atsushi changed from Executive Officer of the Company to Senior Executive Officer of the Company on April 1, 2022.
  3. Mr. Miyahara Koichiro assumed office as an executive officer of the Company on April 1, 2022.
  4. Mr. Yoshida Masaki assumed office as an executive officer of the Company on April 1, 2022.
  5. Ms. Lin Kay assumed office as an executive officer of the Company on April 1, 2022.



**(Reference) Executive Officers as of April 1, 2023 and Reasons for Appointment**

Position	Name	Area(s) of Responsibility	Significant Concurrent Position(s)
Director & Representative Executive Officer, Group CEO	Yamaji Hiromi	Group CEO	Director, Tokyo Stock Exchange, Inc. (Part-time)
<p>&lt;Reason for Appointment&gt;            Mr. Yamaji Hiromi was appointed as a director in June 2013 as his abundant experience of and insight into the securities markets, acquired through working at a securities company, could be reflected in the management of the Company. Since then, he has served at the Group's core subsidiaries as the President &amp; CEO of Osaka Exchange, Inc., Representative Director &amp; Chair, Chairperson of the Board of Tokyo Commodity Exchange, Inc., President &amp; CEO of Tokyo Stock Exchange, Inc., and Representative Executive Officer, Group COO of the Company. He has been appointed as Representative Executive Officer, Group CEO because he is considered the best person for the position in light of his experience and accomplishments with JPX Group and the ideal image for the CEO.</p>			
Director & Representative Executive Officer, Group COO	Iwanaga Moriyuki	Group COO	President & CEO, Tokyo Stock Exchange, Inc.
<p>&lt;Reason for Appointment&gt;            Mr. Iwanaga Moriyuki joined Tokyo Stock Exchange in 1984. He subsequently engaged in operations at JPX Group in relation to corporate strategy, clearing and settlement, business development, and the stock market, among other things. Since his appointment as an executive officer in June 2008, he has served as CFO of the Company as well as at the Group's core subsidiaries as the officer in charge of equities at Tokyo Stock Exchange Inc., Senior Executive Vice President of Japan Securities Clearing Corporation, and at Osaka Exchange, Inc. and Tokyo Commodity Exchange Inc. as President &amp; CEO and Representative Director &amp; Chair, Chairperson of the Board, respectively, where he has been overseeing overall corporate management. He has been appointed as Representative Executive Officer, Group COO to oversee the entire Group in consideration of his experience and accomplishments with JPX Group.</p>			
Senior Executive Officer	Hasegawa Isao	General Administration and Human Resources	Director and Senior Executive Officer, Tokyo Stock Exchange, Inc. Senior Executive Officer, Osaka Exchange, Inc. Director and Senior Executive Officer, JPX Market Innovation & Research, Inc.
<p>&lt;Reason for Appointment&gt;            Mr. Hasegawa Isao joined Tokyo Stock Exchange in 1987. He subsequently engaged in operations at JPX Group in relation to corporate strategy, general administration, and the stock market. Since assuming office in June 2014 as an executive officer of the Company, he has worked on the appropriate development of corporate governance and compliance systems in the Company and the promotion of work style reforms as the officer in charge of general administration and human resources, and has also been working on ensuring stable business operations of JPX Group as the officer in charge of risk management. He has been appointed as a senior executive officer in consideration of his experience and accomplishments with JPX Group.</p>			

Position	Name	Area(s) of Responsibility	Significant Concurrent Position(s)
Senior Executive Officer	Futagi Satoshi	Corporate Strategy and Sustainability	Director and Senior Executive Officer, JPX Market Innovation & Research, Inc. Director, Japan Securities Clearing Corporation (Part-time) Outside Director, Japan Securities Depository Center, Incorporated
<Reason for Appointment> Mr. Futagi Satoshi joined Tokyo Stock Exchange in 1988. He subsequently engaged in operations at JPX Group in relation to corporate strategy, treasury, corporate communications, systems, and the stock market. Since assuming office in June 2015 as an executive officer of the Company, as the officer in charge of corporate strategy, he has worked on the formulation of medium-term management plans and promotion of sustainability-related initiatives. More recently, as a senior executive officer, he has also been promoting new businesses at JPX Market Innovation & Research, Inc. He has been appointed as a senior executive officer in consideration of his experience and accomplishments with JPX Group.			
Senior Executive Officer	Tabata Atsushi	CFO Treasury, Corporate Communications, and Investor Relations	
<Reason for Appointment> Mr. Tabata Atsushi joined Tokyo Stock Exchange in 1988. He subsequently engaged in operations at JPX Group related to, among other things, the secretaries' office, corporate strategy, and general administration. After assuming office in April 2016 as an executive officer of the Company, as the officer in charge of global strategy, he engaged in the provision of technical assistance to overseas exchanges and the promotion of cooperation with various overseas organizations. In addition, since assuming office in April 2017 as CFO of the Company, he has been managing, overseeing, and advancing JPX Group's financial strategies. He has been appointed as a senior executive officer in consideration of his experience and accomplishments with JPX Group.			
Executive Officer	Yokoyama Ryusuke	Management of Osaka Exchange, Inc.	President & CEO, Osaka Exchange, Inc. Representative Director & Chair, Tokyo Commodity Exchange, Inc.
<Reason for Appointment> Mr. Yokoyama Ryusuke joined Tokyo Stock Exchange in 1986. He subsequently engaged in operations within JPX Group mainly related to IT planning and development. Since his appointment as Executive Officer in April 2011, he has been in charge of IT planning, development, and operations. He was appointed CIO in 2017, responsible for responding to new technologies, building convenient and secure systems, improving operational systems, and upgrading security. He has been appointed as an executive officer in consideration of his experience and accomplishments with JPX Group.			
Executive Officer	Ishizaki Takashi	Management of Tokyo Commodity Exchange, Inc.	Representative Director, President, Tokyo Commodity Exchange, Inc.
<Reason for Appointment> Mr. Ishizaki Takashi joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry) in 1990, and has been promoting Japan's energy policy for many years at the Ministry and the Agency for Natural Resources and Energy. He assumed office as Representative Director, President of Tokyo Commodity Exchange, Inc., a core subsidiary of JPX Group, in June 2020, and he manages and oversees the overall business and operations of the company. He has been appointed as an executive officer in consideration of his experience and accomplishments with JPX Group.			
Executive Officer	Miyahara Koichiro	Management of JPX Market Innovation & Research, Inc.	President & CEO, JPX Market Innovation & Research, Inc.
<Reason for Appointment> Mr. Miyahara Koichiro joined Tokyo Stock Exchange in 1988. At JPX Group, he directed the launch of a company that provides an electronic voting platform (ICJ, Inc.) as a joint venture with a company from the U.S., and also served as President of that company. He assumed office as President & CEO of Tokyo Stock Exchange, Inc., a core subsidiary of JPX Group, in June 2015, and managed and oversaw the overall business and operations of the company for five years. Furthermore, from April 2021 he served as President & CEO of Tosho System Service Co., Ltd., which carried out system development and operations for JPX Group, and since April 2022 as President & CEO of JPX Market Innovation & Research, Inc., in which capacity he has managed and overseen the overall business and operations of the company. He has been appointed as an executive officer in consideration of his experience and accomplishments with JPX Group.			

Position	Name	Area(s) of Responsibility	Significant Concurrent Position(s)
Executive Officer	Konuma Yasuyuki	Management of Japan Securities Clearing Corporation	President & CEO, Japan Securities Clearing Corporation
<Reason for Appointment> Mr. Konuma Yasuyuki joined Tokyo Stock Exchange in 1984 and has engaged in operations related to listing promotions and market business development, among other areas. Since his appointment as an executive officer in April 2011, he has advanced measures to promote investment in Japanese equities from domestic and overseas investors, revitalize IPOs, and revitalize the ETF and J-REIT markets as an executive officer, and later, as a senior executive officer and Executive Vice President, has overseen activities including listings, equity and ETF promotion, financial literacy, and business development. He has been appointed as an executive officer in consideration of his experience and accomplishments with JPX Group.			
Executive Officer	Takura Satoshi	CIO IT Planning	Executive Officer, Tokyo Stock Exchange, Inc. Executive Officer, Osaka Exchange, Inc. Executive Officer, JPX Market Innovation & Research, Inc.
<Reason for Appointment> Mr. Takura Satoshi joined Tokyo Stock Exchange in 1991 and has engaged in operations related to IT planning and development. He has played a central role in the development of equity trading and derivatives systems. Since his appointment as an executive officer in April 2018, he has overseen the development of derivatives systems and information systems, leading proper system operation in the cash equity and derivatives markets. He has been appointed as an executive officer in consideration of his experience and accomplishments with JPX Group.			
Executive Officer	Yoshida Masaki	Global Strategy and Sustainability	
<Reason for Appointment> Mr. Yoshida Masaki joined the Ministry of Finance in 1984 and progressed in the fields of taxation and international regulations. He has experience working inside international institutions such as the IMF and the World Bank, and has experience supporting and coordinating international conferences such as for the G7, G20, and OECD. He was appointed as an executive officer in April 2022 as this experience will contribute to the planning and promotion of JPX's global strategy, cooperation with overseas institutions, and the handling of the taxation system for securities.			
Executive Officer	Lin Kay	Corporate Communications and Investor Relations	
<Reason for Appointment> Ms. Lin Kay joined Tokyo Stock Exchange, Inc. in 2009 after working at Nomura Securities Co., Ltd. and a Taiwanese securities settlement institution, among other experiences. For JPX Group, she has experienced operations related to clearing and settlement as well as the stock market, and worked on the communication of information to domestic and overseas investors and market users, etc. as the section director responsible for client relations in the Equities Department and Director of the Corporate Communications Department. She was appointed as an executive officer in April 2022 in consideration of her experience and accomplishments with JPX Group.			

## 2. Policies Regarding Decisions on Compensation for Directors and Executive Officers

Compensation for directors and executive officers of the Company is comprised of a. basic salary, b. annual incentive (bonus), and c. medium- to long-term incentive (stock compensation and monetary compensation) in accordance with "1) Basic Policy on Compensation for Directors and Executive Officers" below. Only a. basic salary is paid to directors who are not concurrently serving as executive officers.

### 1) Basic Policy on Compensation for Directors and Executive Officers

In order to contribute to the sustainable growth of the Company and the improvement of corporate value over the medium to long term, the compensation for directors and executive officers shall be determined in accordance with the following policy:

- It should be appropriate for the duties and responsibilities of the directors, executive officers, etc.
- It should motivate the achievement of the long-term vision and management plan
- It should maintain enough competitiveness to secure the human resources necessary to steadily implement the Company's corporate philosophy
- In view of our responsibility as a part of social infrastructure, it should be appropriate in light of social conditions, and ensure objectivity and transparency of decision-making procedures, etc.

The details of each type of compensation are as follows.

#### a. Basic salary

As consideration for the execution of duties and participation in management of each executive, basic salary is determined in accordance with their position and duties with reference to the level of executive compensation at other companies based on research, etc., by external expert organizations.

#### b. Annual incentive (bonus)

Annual incentive (bonus) is paid to executive officers at an amount proportionate to net income (meaning net income attributable to owners of the parent company on the consolidated statement of income, hereinafter the same). Net income is used as the indicator for two major reasons. First, net income is a source of funds for dividends to shareholders and for investment aimed at the enhancement of corporate value. Second, it is also appropriate to base the payment of the annual incentive (bonus), which is an incentive for each fiscal year, on the net income recorded in the relevant fiscal year. Besides these, a bonus related to individual performance is paid in order to evaluate the achievement of each executive for each fiscal year.

However, an annual incentive (bonus) will not be paid if net income for the fiscal year fails to reach JPY 10.0 billion.

#### c. Medium- to long-term incentive (stock compensation and monetary compensation)

The medium- to long-term incentive (stock compensation) is paid to executive officers with the aim of strengthening the alignment of interests with shareholders, increasing the motivation for medium- to-long term corporate value improvement, as well as strengthening the link between performance and compensation. The Company's stock compensation utilizes a stock-granting trust mechanism and is comprised of a fixed portion and a performance-linked portion.

For the fixed portion, points are issued to executives in accordance with their position, etc. for each fiscal year, and shares corresponding to the points issued are granted after three years from the issuance date of such points.

For the performance-linked portion, "Performance-linked Basic Points" are issued to executives for each fiscal year, and after three years from the point issuance date, "Performance-linked Points" are calculated by multiplying such Performance-linked Basic Points by a "Performance-linked Factor" in accordance with the degree of achievement of the Company's performance conditions, and then shares corresponding to the Performance-linked Points are granted. In accordance with the chart below, the Performance-linked Factor will be determined between 0–150% based on the relative evaluation of (i) the Company's consolidated ROE when three years have elapsed from the issuance date of such Performance-linked Basic Points and (ii) Total Shareholder Return (TSR) of the Company shares for the period from the

end of the last fiscal year before the issuance date of such points until three years have elapsed (in comparison with the growth rate of JPX-Nikkei 400 Total Return Index).

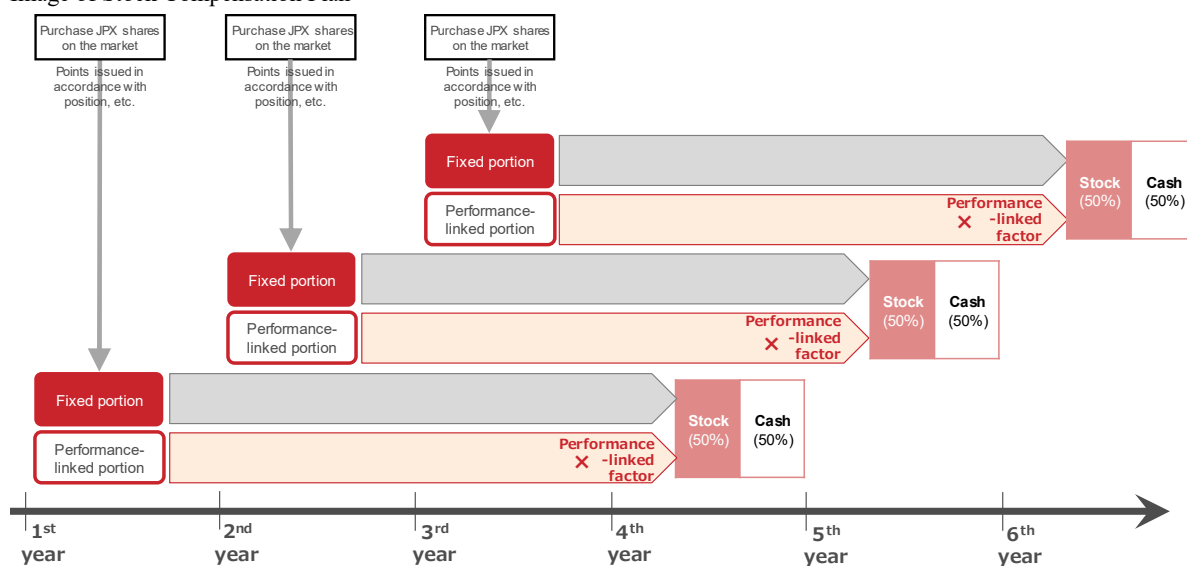
Consolidated ROE is used as an indicator from the perspective of improving capital efficiency, while Total Shareholder Return (TSR) is used from the perspective of enhancing shareholder value.

In accordance with the Company's rules for executive officers, in principle, shares in the Company acquired through stock compensation, etc. may not be sold until one year has elapsed from the time of departure from the Company. Furthermore, based on the share delivery regulations, in the event of any misconduct on the part of the officer to whom the stock compensation is granted, in the case of issuance prior to the delivery of shares, etc., delivery shall be canceled, and in the case where delivery has been made, a request for the return of the amount equivalent to the delivery may be made to the officer.

Reference: Terms and conditions regarding performance pertaining to performance-linked portion of medium- to long-term incentives (stock compensation)

		Consolidated ROE		
		Below 10%	10% to under 14%	14% and above
Total Shareholder Returns (TSR) VS JPX-Nikkei 400 (total return)	Outperform	Performance-linked Factor 50%	Performance-linked Factor 100%	Performance-linked Factor 150%
	Underperform	Performance-linked Factor 0%	Performance-linked Factor 50%	Performance-linked Factor 100%

#### Image of Stock Compensation Plan



The medium- to long-term incentive (monetary compensation) is paid to executive officers in accordance with the achievement level of consolidated ROE and sustainability measures specified in the Medium-Term Management Plan 2024.

With respect to consolidated ROE, the condition for payment is that consolidated ROE is 10% or more in each year during the period of the Medium-Term Management Plan (three years). The amount paid will reach a maximum if either of the consolidated ROE in the final year of the Medium-Term Management Plan or the average consolidated ROE across the period of the Medium-Term Management Plan (three years) is 15% or more. If 15% is not reached for either of those cases, an amount corresponding to the three-year average consolidated ROE will be paid on condition that the

consolidated ROE values of every fiscal year are all at least 10%. The amount to be paid to each executive will be decided in accordance with the consolidated ROE figures and their respective positions.

In addition, with respect to the sustainability measures specified in the Medium-Term Management Plan 2024 (promoting sustainability using market mechanisms, achieving carbon neutrality in-house, achieving carbon neutrality in the operation of securities markets toward 2030, etc.), if the plan has been achieved by the end of the Medium-Term Management Plan 2024, the final incentive amount will be calculated by multiplying the incentive amount calculated based on the degree of achievement of the consolidated ROE above by a factor of 2 for the Group CEO and 1.5 for the other executive officers.

The Company is a Company with Three Committees (Nomination, Audit, and Compensation). It has established a statutory Compensation Committee for the purpose of ensuring transparency and objectivity concerning compensation paid to directors and executive officers. The Compensation Committee is made up of a majority of independent directors and chaired by an independent director. Based on laws and regulations, the Compensation Committee has the authority to establish the policy concerning decisions on the details of compensation for each director and executive officer and the authority to decide the details of compensation for each director and executive officer based on said policy. For this fiscal year, the Compensation Committee decided the details of the compensation for each director and executive officer after appropriate discussion based on the above policy determined by the Compensation Committee. The Company considers the compensation to be in line with the above policy.

## 2) Composition of Executive Officers' Compensation

Compensation for executive officers consists of basic salary, annual incentive (bonus) and medium- to long-term incentive.

Based on the earnings forecast announced on April 27, 2023, the compensation composition ratio for the Company's executive officers is expected to be as follows.

	Basic Salary	Annual Incentive	Medium- to Long-term Incentive
CEO	30	25	45
Executive Officers Excluding CEO	40	30	30

Note: The percentages assume a performance-linked factor for stock compensation of 100%. For the medium- to long-term incentive, the percentage assumes the addition of one year's worth of compensation.

### 3. Compensation Paid to Directors and Executive Officers

Director/ Executive Classification	Total Compensation (JPY million)	Total Compensation by Category (JPY million)					Eligible Number of Executives
		Basic Salary	Annual Incentive		Medium- to Long-term Incentive		
			Monetary Compensation	Monetary Compensation (Bonus)	Stock Compensation		
				Fixed Portion	Performance- linked Portion		
Directors (excluding Outside Directors)	38	38	—	—	—	—	2
Executive Officers	608	229	169	132	66	9	7
Outside Directors	184	184	—	—	—	—	10

- (Notes)
- The Company does not pay director compensation to directors who concurrently serve as executive officers.
  - Of the executive officers, those who also serve as representative directors of Tokyo Stock Exchange, Inc., Osaka Exchange, Inc., JPX Market Innovation & Research, Inc., Tokyo Commodity Exchange, Inc., and Japan Securities Clearing Corporation are not included in the Eligible Number of Executives because they are not paid compensation as executive officers.
  - The above table includes one director (excluding outside directors) and one outside director who retired at the conclusion of the Annual General Shareholders Meeting held on June 16, 2022.
  - It is Company policy that outside directors purchase shares of the Company from their basic salary through the Officers' Shareholding Association.
  - Bonuses are paid at, mainly, an amount that is in correlation with the Company's net income for the year under review, and are not paid if net income fails to reach JPY 10.0 billion. Net income for the year under review was JPY 46,342 million.
  - Concerning the indicators used for the performance-linked portion of stock compensation, consolidated ROE comprises a two-tier target of 10% or more and 14% or more, and the performance-linked coefficient changes depending on the level of achievement. Concerning Total Shareholder Return (TSR), the target is for TSR to outperform the growth rate of the JPX-Nikkei Index 400 (total return index). The amount of the aforementioned stock compensation is the amount among the stock compensation for FY2019 to FY2022 that is recorded as an expense in the fiscal year. Of that, the indicators for stock compensation granted in FY2019 were as follows: consolidated ROE was 15.7%, and the three-year TSR of the Company's shares underperformed the growth rate of the JPX-Nikkei Index 400 (total return index) over the same period. Accordingly, the performance-linked factor was 100%.
  - With respect to monetary compensation related to the degree of achievement of the Medium-Term Management Plan, executive officers who retire on March 31, 2023 will be paid an amount commensurate with their tenure. The condition for payment is that the consolidated ROE is 10% or more during their term of office under the current Medium-Term Management Plan. The amount paid based on the consolidated ROE will reach a maximum if the consolidated ROE reaches 15% or more. Since the consolidated ROE was 14.7% in FY2022, the amount to be paid will be calculated in proportion to that value of the consolidated ROE. In addition, as the sustainability measures promoted under the Medium-Term Management Plan all made steady progress in FY2022, an additional amount will be added for this.
  - The bonus, the performance-linked portion of the stock compensation, and the monetary compensation related to the degree of achievement of the Medium-Term Management Plan fall under "performance-linked compensation, etc." provided for by the Regulation for Enforcement of the Companies Act, and stock compensation falls under "non-monetary compensation, etc." provided for by the same Act.

### • Fundamental Views on Corporate Governance

In order to conduct management in line with its corporate philosophy, the Company is aware of the importance of having its stakeholders understand its corporate philosophy and corporate activities. Therefore, the Company has established its fundamental views on corporate governance from four perspectives, described below. Based on these fundamental views, the Company is committed to appropriately developing its corporate governance system in light of the intent of the individual principles of Japan's Corporate Governance Code.

#### Corporate Philosophy and Social Mission

JPX Group operates markets that are a public asset and fulfills its social mission by pursuing the sustainable development of its markets.

#### Enhancing Corporate Value

In pursuing the sustainable development of its markets, JPX must continue to accommodate the diverse needs of shareholders and other stakeholders, and through this JPX will enhance its corporate value over the medium to long term.

#### Market Operations

JPX Group operates markets with the view that garnering support for and fostering confidence in the markets it establishes are in the common interest of all investors and market users, and maintaining and enhancing such support and confidence will build the foundations for sustainable development of its markets.

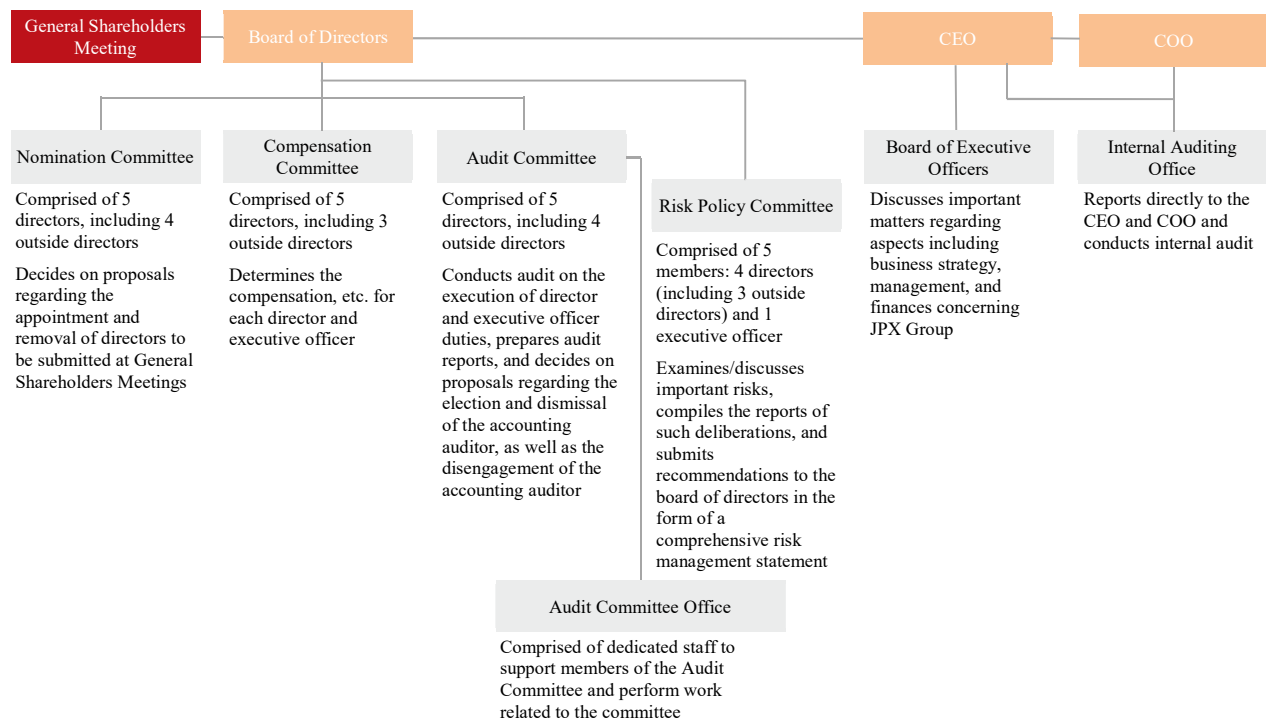
#### Effective Corporate Governance

JPX strives to constantly improve its corporate governance system to further facilitate effective and useful systems, so as to support the sustainable development of its markets.

### • Corporate Governance System

The Company clearly segregates the management oversight and the business execution functions and adopts the structure of a Company with Three Committees (Nomination, Audit, and Compensation) to strengthen oversight and raise the transparency of management.

#### Corporate Governance System Diagram





- **Composition of the Board of Directors**

The Company's board of directors is composed of 13 directors, including two women (as of May 25, 2023). The functions of the board include increasing the transparency and accountability of management and enhancing supervision of the appropriateness of business execution. To accomplish this, the composition of the board includes a non-executive Chairman, who is independent from business execution, and nine independent directors that constitute a board majority. The breakdown of the nine independent directors is as follows: three corporate managers, one legal professional, one certified public accountant, and four academics or former government officials. Each director has considerable experience and insight in his/her respective field and contributes to a structure that allows for multifaceted external perspectives to be readily incorporated into the management of the Company.

- **Nomination, Compensation, and Audit Committees**

As required by law, the Company has set up a Nomination Committee and a Compensation Committee for the purpose of ensuring transparency and objectivity in the appointment/removal and compensation of directors and executive officers. Outside directors are in the majority in both these committees. The appointment and removal of directors and executive officers are thoroughly deliberated and determined by the Nomination Committee and put forth for approval at General Shareholders Meetings, and the compensation of directors and executive officers is determined by the Compensation Committee. The Company also has an Audit Committee, as required by law, to perform the audit function. This committee is made up of five directors (including one full-time Audit Committee member), of which four, including a certified public accountant, are outside directors. The Company also has an Audit Committee Office to assist the Audit Committee members in the performance of their duties.

- **Independent Directors Committee**

The Company has an Independent Directors Committee as a corporate organ composed exclusively of part-time independent directors to allow them to exchange information and form consensus among themselves. The committee helps part-time independent directors to better perform management oversight and facilitate active discussion at board of directors' meetings.

### Independent Directors Committee

<b>Objectives</b>	<p>For part-time independent directors to exchange information and form consensus</p> <ul style="list-style-type: none"> <li>- The chairperson of the board, CEO, and other members of management may participate upon the request of the committee.</li> </ul>
<b>Frequency of Meetings</b>	<p>In principle, at least twice a year</p> <ul style="list-style-type: none"> <li>- The committee chairperson convenes meetings as needed.</li> </ul>
<b>Committee Chairperson</b>	<p>The committee chairperson convenes meetings and presides over them.</p> <p>When the committee deems it necessary for ensuring smooth communication, the contents of the discussions of the committee can be reported to the chairperson of the board, CEO, and other members of management.</p>

- **Risk Policy Committee**

The Company has a Risk Policy Committee, mainly composed of outside directors, with the aim of bringing in outside perspectives to risk management to further improve corporate governance. Every fiscal year, the Risk Policy Committee formulates a comprehensive risk management statement that contains the results of their identification of risks in internal and external environments that could have a particular impact on JPX Group. The statement is proposed to the board of directors. In response to this proposal, the Company implements measures to prevent the realization of such risks, and in doing so, is constructing systems designed to minimize the impact of such risks and respond flexibly toward issue resolution in the event that such risks are realized.

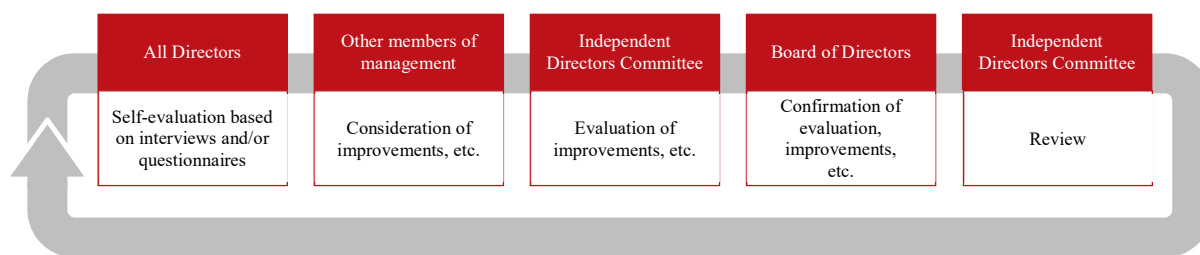
• **Evaluating the Effectiveness of the Board of Directors**

At the Company, the board of directors analyzes and evaluates its own effectiveness based on questionnaires and/or interviews with all board members. To increase the objectivity and transparency of the evaluation process, the Independent Directors Committee is tasked with conducting the evaluation.

For information on the evaluation process, an overview of the evaluation results and other related matters, please refer to the Company's Corporate Governance Report.

(<https://www.jpex.co.jp/english/corporate/governance/policy/>)

**Board Effectiveness Evaluation Cycle**



#### **IV. Policy Regarding Decisions on Dividends Paid Out of Retained Earnings, etc.**

The Company adopts a dividend policy with a target payout ratio of about 60% tied to business performance while giving due consideration to the importance of internal reserves for the following purposes:

- Maintaining sound financial health as a financial instruments exchange group,
- Preparing for risks as a clearing organization, and
- Enabling JPX Group to pursue investment opportunities to raise the competitiveness of its markets as they arise.

Furthermore, the Company stipulates in its Articles of Incorporation that "Except as otherwise provided by laws and regulations, the Company shall decide on matters provided in each item of Article 459, Paragraph 1 of the Companies Act including dividends paid out of retained earnings by resolutions of the board of directors, but not by resolutions of the general shareholders meeting."

For the dividend whose record date falls on the end of the fiscal year (March 31, 2023), the Company will pay an ordinary dividend of JPY 27 per share. In addition, the Company celebrated its 10th anniversary on January 1, 2023. To express our gratitude to our shareholders for their continued support, we will pay a commemorative dividend of JPY 10 per share as a year-end dividend with a record date of March 31, 2023. Therefore, the dividend as of the end of the fiscal year will be JPY 37. As a result, including the interim dividend of JPY 26 (record date: September 30, 2022), the annual dividend will be JPY 63 per share (including the commemorative dividend of JPY 10 per share), and the dividend payout ratio will be 71.6%.

## V. Basic Policy Regarding Control of the Company

The Company has not prescribed a basic policy or takeover defense measures related to entities controlling decisions on the Company's policy on finances or business. However, the following legal provisions exist regarding the acquisition/holding of a certain amount or more of the Company's stock.

### Reference

### Excerpts from Related Laws

**(a) Article 103-2, Paragraph 1 of the Financial Instruments and Exchange Act**

It is prohibited for any person to acquire or hold a number of voting rights (excluding the voting rights that are specified by Cabinet Office Ordinance in consideration of the manner in which they are acquired or held and any other circumstances; hereinafter referred to as "Subject Voting Rights" in this Chapter) constituting 20 percent or more (or 15 percent or more, if a fact has occurred that is specified by Cabinet Office Ordinance as something that is presumed to have a material influence on decisions about financial and operational policies; hereinafter referred to as the "Threshold Holding Ratio" in this Chapter) of all shareholders' voting rights in a Stock Company-Operated Financial Instruments Exchange; provided, however, that this does not apply if an Authorized Financial Instruments Business Association, Financial Instruments Exchange, Financial Instruments Exchange Holding Company, Commodity Exchange, or Commodity Exchange Holding Company acquires or holds Subject Voting Rights.

**(b) Article 106-14, Paragraph 1 of the Financial Instruments and Exchange Act**

It is prohibited for any person to acquire or hold a number of Subject Voting Rights in a Financial Instruments Exchange Holding Company which is equal to or greater than the Threshold Holding Ratio of all shareholders' voting rights; provided, however, that this does not apply if an Authorized Financial Instruments Business Association, Financial Instruments Exchange, or Commodity Exchange acquires or holds Subject Voting Rights.

**(c) Article 106-17, Paragraph 1 of the Financial Instruments and Exchange Act**

Notwithstanding the provisions of Article 106-14, Paragraph 1, with the authorization of the Prime Minister, a Local Government, etc. may acquire or hold a number of Subject Voting Rights that is equal to or greater than the Threshold Holding Ratio, but no greater than 50 percent, of all shareholders' voting rights in a Financial Instruments Exchange Holding Company, pursuant to the provisions of Cabinet Office Ordinance.

© Regarding figures on operations presented in this report: monetary values and numbers of shares are rounded down to the nearest unit used; percentages and other figures are rounded off.

## Consolidated Statement of Financial Position

(As of March 31, 2023)

(JPY million)

Assets		Liabilities and Equity	
<b>Current assets</b>		<b>Liabilities</b>	
Cash and cash equivalents	98,812	<b>Current liabilities</b>	
Trade and other receivables	16,023	Trade and other payables	8,883
Clearing business financial assets	72,108,539	Bonds and loans payable	33,000
Specified assets for deposits from clearing participants	9,655,223	Clearing business financial liabilities	72,108,539
Specified assets for legal guarantee funds	616	Deposits from clearing participants	9,655,223
Income tax receivables	5,359	Legal guarantee funds	616
Other financial assets	112,400	Trading participant security money	8,757
Other current assets	3,582	Income tax payables	9,963
Total current assets	82,000,557	Other current liabilities	8,274
		Total current liabilities	81,833,258
<b>Non-current assets</b>		<b>Non-current liabilities</b>	
Property and equipment	11,041	Bonds and loans payable	19,973
Goodwill	72,043	Retirement benefit liabilities	8,485
Intangible assets	36,109	Other non-current liabilities	3,795
Retirement benefit assets	10,025	Deferred tax liabilities	69
Investments accounted for using the equity method	18,593	Total non-current liabilities	32,324
Specified assets for default compensation reserve funds	27,948	<b>Total liabilities</b>	<b>81,865,583</b>
Other financial assets	3,068	<b>Equity</b>	
Other non-current assets	6,253	Share capital	11,500
Deferred tax assets	1,751	Capital surplus	38,841
Total non-current assets	186,834	Treasury shares	(13,575)
		Other components of equity	445
		Retained earnings	275,523
		Total equity attributable to owners of the parent company	312,734
		Non-controlling interests	9,075
		<b>Total equity</b>	<b>321,809</b>
<b>Total assets</b>	<b>82,187,392</b>	<b>Total liabilities and equity</b>	<b>82,187,392</b>

## Consolidated Statement of Income

(From April 1, 2022 to March 31, 2023)

	(JPY million)
<b>Revenue</b>	
Operating revenue	133,991
Other revenue	504
Total revenue	134,496
<b>Expenses</b>	
Operating expenses	67,502
Other expenses	59
Total expenses	67,562
Share of income of investments accounted for using the equity method	1,319
<b>Operating income</b>	<b>68,253</b>
Financial income	49
Financial expenses	96
<b>Income before income tax</b>	<b>68,207</b>
Income tax expense	20,987
<b>Net income</b>	<b>47,219</b>
<b>Net income attributable to</b>	
Owners of the parent company	46,342
Non-controlling interests	876

## Non-consolidated Balance Sheet

(As of March 31, 2023)

(JPY million)

Assets		Liabilities	
<b>Current assets</b>	<b>70,983</b>	<b>Current liabilities</b>	<b>87,438</b>
Cash and deposits	64,465	Operating accounts payable	218
Operating accounts receivable	13	Short-term loans payable	32,500
Prepaid expenses	121	Short-term loans payable to subsidiaries and associates	52,500
Other	6,382	Accounts payable - other	194
<b>Non-current assets</b>	<b>140,694</b>	Accrued expenses	251
<b>Property and equipment</b>	<b>23</b>	Deposits received	286
Buildings	2	Unearned revenue	0
Vehicles	13	Provision for bonuses	541
Tools, furniture and fixtures	7	Provision for directors' bonuses	175
<b>Intangible assets</b>	<b>178</b>	Other	769
Trademark right	6	<b>Non-current liabilities</b>	<b>21,799</b>
Software	172	Bonds	20,000
<b>Investments and other assets</b>	<b>140,492</b>	Provision for retirement benefits	99
Investment securities	1,323	Provision for stock benefits	1,699
Shares of subsidiaries and associates	124,839	<b>Total liabilities</b>	<b>109,237</b>
Investments in capital of subsidiaries and associates	3,000	<b>Net assets</b>	
Long-term prepaid expenses	3	<b>Shareholders' equity</b>	<b>102,656</b>
Prepaid pension cost	82	<b>Share capital</b>	<b>11,500</b>
Deferred tax assets	515	<b>Capital surplus</b>	<b>3,000</b>
Specified assets for default compensation reserve funds	10,580	Legal capital surplus	3,000
Other	147	<b>Retained earnings</b>	<b>101,732</b>
		Other retained earnings	101,732
		General reserve	5,302
		Retained earnings brought forward	96,429
		<b>Treasury shares</b>	<b>(13,575)</b>
		<b>Valuation and translation adjustments</b>	<b>(215)</b>
		Valuation difference on available-for-sale securities	(215)
		<b>Total net assets</b>	<b>102,440</b>
<b>Total assets</b>	<b>211,678</b>	<b>Total liabilities and net assets</b>	<b>211,678</b>

## Non-consolidated Statement of Income

(From April 1, 2022 to March 31, 2023)

	(JPY million)
<b>Operating revenue</b>	<b>37,975</b>
Management fee income	8,172
Dividend income from subsidiaries and associates	29,477
Other	325
<b>Operating expenses</b>	<b>7,187</b>
<b>Operating income</b>	<b>30,787</b>
<b>Non-operating income</b>	<b>333</b>
Interest income	3
Dividend income	293
Other	35
<b>Non-operating expenses</b>	<b>92</b>
Interest expenses	8
Interest on bonds	71
Other	12
<b>Ordinary income</b>	<b>31,029</b>
<b>Income before income taxes</b>	<b>31,029</b>
Income taxes - current	706
Income taxes - deferred	(64)
<b>Net income</b>	<b>30,387</b>



(TRANSLATION)

## INDEPENDENT AUDITOR'S REPORT

May 9, 2023

To the Board of Directors of  
Japan Exchange Group, Inc.

Deloitte Touche Tohmatsu LLC  
Tokyo office

Designated Engagement Partner,  
Certified Public Accountant:  
Satoshi Iizuka

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Designated Engagement Partner,  
Certified Public Accountant:  
Michiyuki Yamamoto

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Designated Engagement Partner,  
Certified Public Accountant:  
Eriko Otokozawa

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### Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of Japan Exchange Group, Inc. and its consolidated subsidiaries (the "Group"), namely, the consolidated statement of financial position as of March 31, 2023, and the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2022 to March 31, 2023, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2023, and its consolidated financial performance for the year then ended in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards.

### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan,

and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Other Information**

Management is responsible for the other information. The Audit Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and the Audit Committee for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards.

The Audit Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. The other information in "the accompanying supplemental schedules" referred to in the "Other Information" section of this English translation is not translated.

(TRANSLATION)

## INDEPENDENT AUDITOR'S REPORT

May 9, 2023

To the Board of Directors of  
Japan Exchange Group, Inc.

Deloitte Touche Tohmatsu LLC  
Tokyo office

Designated Engagement Partner,  
Certified Public Accountant:  
Satoshi Iizuka

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Designated Engagement Partner,  
Certified Public Accountant:  
Michiyuki Yamamoto

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Designated Engagement Partner,  
Certified Public Accountant:  
Eriko Otokozaawa

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### Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements of Japan Exchange Group, Inc. (the "Company"), namely, the non-consolidated balance sheet as of March 31, 2023, and the non-consolidated statement of income and non-consolidated statement of changes in equity for the 22nd fiscal year from April 1, 2022 to March 31, 2023, and a summary of significant accounting policies and other explanatory information, and the accompanying supplemental schedules.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2023, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements

section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Other Information**

Management is responsible for the other information. The Audit Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the non-consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and the Audit Committee for the Non-consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit Committee is responsible for overseeing the Officers and Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to

design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the non-consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. The other information in "the accompanying supplemental schedules" referred to in the "Other Information" section of this English translation is not translated.

## ■ Audit Report of Audit Committee

### Audit Report

The Audit Committee of Japan Exchange Group, Inc. (the "Company") has audited the execution of official duties by the directors and executive officers of the Company during its 22nd business year, the period from April 1, 2022 to March 31, 2023. Our audit methods and results are as follows.

#### 1. Auditing Methods and Content thereof

The Audit Committee monitored and inspected the resolutions of the board of directors and the status of establishment and operation of the system (Internal Control System) developed under such resolutions with regard to matters referred to in Article 416, Paragraph 1, Item 1, sub-items (b) and (c) of the Companies Act. At the same time, the Audit Committee performed audits by the following methods:

- (i) In accordance with auditing policies, auditing plans, etc. set by the Audit Committee, conforming to the auditing standards established by the Audit Committee, and in cooperation with the internal control divisions of the Company, the Audit Committee examined the Company's operational and financial condition through attending important meetings, receiving reports from directors, executive officers, etc. on the execution of their duties and asking for details when necessary, and examining important documents, etc. related to Company decisions. Regarding subsidiaries, the Committee maintained communication and exchanged information with directors, auditors, etc. of subsidiaries, and received business reports of subsidiaries when necessary.
- (ii) Furthermore, the Audit Committee monitored and inspected whether the Accounting Auditor performed proper audits while assuring said Auditor's independence, and received reports from the Accounting Auditor on the execution of said Auditor's duties, asking for details when necessary. The Audit Committee was also informed by the Accounting Auditor that the "system to ensure proper execution of its duties" (matters described in each item of Article 131 of the Ordinance on Accounting of Companies) has been developed in accordance with "Quality Control Standards for Audits" issued by the Business Accounting Council on November 16, 2021 and others, asking for details when necessary.

Through the above methods, the Audit Committee reviewed the business report and its supplementary statements, financial statements (non-consolidated balance sheet, non-consolidated statement of income, and non-consolidated statement of changes in equity) and its supplementary statements, and consolidated financial statements (consolidated statement of financial position, consolidated statement of income, and consolidated statement of changes in equity that were prepared with omissions of part of the disclosure items required by International Financial Reporting Standards as prescribed in the second sentence of Paragraph 1 of Article 120 of the Ordinance on Accounting of Companies) for said business year.

#### 2. Results of Audit

##### (1) Results of Audit of Business Report, etc.

- (i) We certify that the business report and its supplementary statements fairly present the situation of the Company in accordance with laws and regulations as well as the Articles of Incorporation.
- (ii) We found no wrongful act or material fact in violation of laws and regulations or the Articles of Incorporation with respect to the performance of duties by the directors and executive officers.
- (iii) We certify that the resolutions of the board of directors with respect to the internal control system are proper and correct. In addition, we found no matter that needed to be addressed regarding the performance of duties by the directors and executive officers with respect to the internal control system.

##### (2) Audit Results of Non-consolidated Financial Statements and Supplementary Statements

We certify that the auditing method of Deloitte Touche Tohmatsu LLC, the Accounting Auditor, and the results of its audit are proper and correct.

##### (3) Audit Results of Consolidated Financial Statements

We certify that the auditing method of Deloitte Touche Tohmatsu LLC, the Accounting Auditor, and the results of its audit are proper and correct.

May 10, 2023  
Audit Committee of Japan Exchange Group, Inc.

Member of the Audit Committee (chairperson)  
Mori Kimitaka

Member of the Audit Committee  
Ota Hiroko

Member of the Audit Committee  
Kohda Main

Member of the Audit Committee  
Takeno Yasuzo

Member of the Audit Committee (Full-time)  
Suzuki Yasushi

(Note) Members of the Audit Committee Mori Kimitaka, Ota Hiroko, Kohda Main and Takeno Yasuzo are outside directors as stipulated in Article 2, Item 15, and Article 400, Paragraph 3 of the Companies Act.