

[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 their 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.

Cover Page

Document Name:

Extraordinary Report

Filed with:

The Director-General of the Kanto Local Finance Bureau

Filing Date:

June 23, 2016

Company Name:

Japan Exchange Group, Inc.

Name and Title of Representative:

Akira Kiyota, Director & Representative Executive Officer, Group CEO

Location of Head Office:

2-1, Nihombashi-Kabutocho, Chuo-ku, Tokyo

Telephone Number:

+81-3-3666-1361

Name of Contact Person:

Moriyuki Iwanaga, Senior Executive Officer & CFO

Contact Address:

2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

Telephone Number:

+81-3-3666-1361

Name of Contact Person:

Mitsuo Miwa, Director, Corporate Communications

Place where the Document is Available for Public Inspection:

Tokyo Stock Exchange, Inc.

2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

1. [Reason for Filing]

Japan Exchange Group, Inc. submits this extraordinary report in accordance with the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act, and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc. due to resolutions made on matters to be resolved at the 15th Annual General Shareholders Meeting held on June 21, 2016.

2. [Details]

(1) Date of said General Shareholders Meeting: June 21, 2016

(2) Details of matters to be resolved

(Proposals by the company)

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

(1) The current Article 14, Paragraph 2 of the Articles of Incorporation is proposed to be amended to enable a different director serving as an executive officer to convene and preside over the general shareholders meeting, in an order predetermined by the Board of Directors, if the director serving as CEO is absent.

(2) The Act for Partial Revision of the Companies Act (Act No. 90 of 2014) implemented on May 1, 2015 newly allows for the conclusion of limited liability agreements with directors who are not executive directors, etc. As such, Article 28, Paragraph 2 of the Articles of Incorporation is proposed to be amended to allow such directors to fully play their expected role. All Audit Committee members have given their consent to said change.

(3) The current Article 35, Paragraph 1 of the Articles of Incorporation is proposed to be amended to bring the end of the term of office for executive officers in line with the end of fiscal year, so that said term is up to one (1) year, until the end of the fiscal year of election.

Proposal No. 2: Election of Thirteen (13) Directors

The following persons were put forth for election as directors: Mr. Hiroki Tsuda, Mr. Akira Kiyota, Mr. Koichiro Miyahara, Mr. Hiromi Yamaji, Ms. Christina Ahmadjian, Mr. Hitoshi Ogita, Mr. Hideaki Kubori, Ms. Main Kohda, Mr. Eizo Kobayashi, Mr. Masayuki Hirose, Mr. Katsuhiko Honda, Mr. Kimitaka Mori, and Mr. Tsuyoshi Yoneda.

(3) Number of voting rights exercised for, against, and abstained, conditions for approval of matter to be resolved, and voting results

Matter to be Resolved	For	Against	Abstained	Voting	
				For (%)	Result
Proposal No. 1: Partial Amendments to the Articles of Incorporation	4,709,447	10,293	18	98.14	Approved
Proposal No. 2: Election of Thirteen (13) Directors					
Hiroki Tsuda	4,626,510	93,333	18	96.41	Approved
Akira Kiyota	4,605,304	114,536	18	95.97	Approved
Koichiro Miyahara	4,627,816	92,024	18	96.44	Approved
Hiromi Yamaji	4,707,751	4,375	7,735	98.11	Approved
Christina Ahmadjian	4,708,896	10,947	18	98.13	Approved
Hitoshi Ogita	4,715,643	4,200	18	98.27	Approved
Hideaki Kubori	4,715,928	3,915	18	98.28	Approved
Main Kohda	4,708,544	11,299	18	98.12	Approved
Eizo Kobayashi	4,716,173	3,670	18	98.28	Approved
Masayuki Hirose	4,627,666	92,174	18	96.44	Approved
Katsuhiko Honda	4,713,902	5,941	18	98.23	Approved
Kimitaka Mori	4,710,939	8,904	18	98.17	Approved
Tsuyoshi Yoneda	4,708,796	11,047	18	98.13	Approved

(Note) Conditions for Approval of Matter to be Resolved

Proposal No. 1: Shareholders accounting for at least one third of the voting rights of shareholders entitled to exercise voting rights attend the meeting, and at least two thirds of such votes are cast in favor.

Proposal No. 2: Shareholders accounting for at least one third of the voting rights of shareholders entitled to exercise voting rights attend the meeting, and a majority of such votes are cast in favor.

(4) Reason for not including some voting rights of shareholders present at the General Shareholders Meeting in the number of voting rights

The aggregate number of voting rights exercised prior to the General Shareholders Meeting and the voting rights of certain shareholders present on the day, which could be confirmed to represent votes in favor or against, were sufficient to satisfy the conditions for approval of the matter to be resolved and the resolution was adopted according to the Companies Act. As such, some of the

voting rights were not included.