

TRANSLATION

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Document Name:

Extraordinary Report

Filed with:

The Director-General of the Kanto Local Finance Bureau

Filing Date:

June 20, 2022

Company Name:

Japan Exchange Group, Inc.

Name and Title of Representative:

Kiyota Akira, Director & Representative Executive Officer, Group CEO

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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 the resolutions made on matters to be resolved at the 21st Annual General Shareholders Meeting held on June 16, 2022.

2. Details

(1) Date of said Annual General Shareholders Meeting: June 16, 2022

(2) Details of matters to be resolved

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

Since the revised provisions provided for in a proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make changes to the provisions of Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Shareholders Meetings (Article 15) in preparation for the introduction of the system for providing informational materials for the general shareholders meeting in electronic format. The Company will stipulate that it shall take measures for providing information that constitutes the content of reference documents for the general shareholders meeting, etc. in electronic format, and limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.

Proposal No. 2: Election of Fourteen (14) Directors

The following persons were put forth for election as directors: Mr. Tsuda Hiroki, Mr. Kiyota Akira, Mr. Yamaji Hiromi, Mr. Iwanaga Moriyuki, Mr. Shizuka Masaki, Mr. Endo Nobuhiro, Ms. Ota Hiroko, Mr. Ogita Hitoshi, Ms. Kohda Main, Mr. Kobayashi Eizo, Mr. Suzuki Yasushi, Mr. Takeno Yasuzo, Mr. Mori Kimitaka, and Mr. Yoneda Tsuyoshi.

(3) Number of voting rights exercised for, against, and abstained; conditions for approval of matters 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	4,829,382	1,517	0	99.72%	Approved
Proposal No. 2: Election of Fourteen (14) Directors					
Tsuda Hiroki	4,828,092	2,816	28	99.69%	Approved
Kiyota Akira	4,510,853	315,348	4,727	93.14%	Approved
Yamaji Hiromi	4,673,305	152,897	4,727	96.50%	Approved
Iwanaga Moriyuki	4,817,332	13,576	28	99.47%	Approved
Shizuka Masaki	4,817,348	13,560	28	99.47%	Approved
Endo Nobuhiro	4,732,299	98,607	28	97.71%	Approved
Ota Hiroko	4,828,850	2,058	28	99.71%	Approved
Ogita Hitoshi	4,715,688	115,218	28	97.37%	Approved
Kohda Main	4,827,893	3,015	28	99.69%	Approved
Kobayashi Eizo	4,738,588	92,320	28	97.84%	Approved
Suzuki Yasushi	4,677,808	148,394	4,727	96.59%	Approved
Takeno Yasuzo	4,829,123	1,785	28	99.71%	Approved
Mori Kimitaka	4,828,588	2,320	28	99.70%	Approved
Yoneda Tsuyoshi	4,738,468	92,440	28	97.84%	Approved

Note: Conditions for Approval of Matters 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 Annual General Shareholders Meeting in the total number of voting rights

The aggregate number of voting rights exercised prior to the Annual 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 matters to be resolved, and the resolution was adopted according to the Companies Act on this basis. For this reason, some of the voting rights were not included.