Japan Exchange Group, Inc. and Consolidated Subsidiaries Consolidated financial results for the fiscal year ended March 31, 2016 (Based on IFRS), unaudited

Company name: Japan Exchange Group, Inc. Stock Exchange Listings: Tokyo Code number: 8697 URL: http://www.jpx.co.jp/english/ Representative: Akira Kiyota, Director & Representative Executive Officer, Group CEO

Contact: Miwa Mitsuo, Director, Corporate Communications Scheduled date of annual general shareholders meeting: June 21, 2016 Scheduled date of start of dividend payment: May 31, 2016 Scheduled date of filing of annual securities report: June 14, 2016

Preparation of earnings presentation material: Yes

Holding of earnings announcement: Yes (For institutional investors and analysts)

1. Consolidated Financial Results for the Fiscal Year ended March 31, 2016 (April 1, 2015 to March 31, 2016)

(1) Operating results

(Figures less than a million yen are omitted) (Percentages represent year-on-year change)

Net income attributable to Comprehensive owners of the income parent company Millions of

Operating Operating Income before Net income revenue income income tax Millions of Millions of Millions of Millions of Millions of % % % % % yen yen ven ven ven ven Year ended 66,271 114,776 23.8 45,175 30.1 30.4 42,199 8.1 67,774 23.5 44,877 2.5 March 31, 2016 Year ended 106,167 (6.7)53,529 0.3 54,887 0.2 34,716 3.5 34,427 3.4 41,152 20.4 March 31, 2015

| | Earnings per share (Basic) | (Diluted) owners of the parent company | | Ratio of income before income tax to total assets | Ratio of operating income to operating revenue |
|------------------------------|-------------------------------|--|------|---|--|
| | yen | yen | % | % | % |
| Year ended March 31, 2016 | 81.74 | - | 18.2 | 0.2 | 57.7 |
| Year ended March 31, 2015 | 62.70 | _ | 15.6 | 0.2 | 50.4 |

(Reference)

Share of income of investments accounted for using the equity method:

Year ended March 31, 2016: ¥749 million Year ended March 31, 2015: ¥516 million

* Due to a 2-for-1 stock split which was conducted with an effective date of October 1, 2015, the basic earnings per share is calculated as if such stock split was implemented at the beginning of the previous fiscal year.

Financial position

| | Total assets | Total equity | Total equity attributable to owners of the parent company | Ratio of total equity attributable to owners of the parent company to total assets | Total equity attributable to owners of the parent company per share |
|----------------------|-----------------|-----------------|--|--|---|
| | Millions of yen | Millions of yen | Millions of yen | % | yen |
| As of March 31, 2016 | 29,546,776 | 262,912 | 257,194 | 0.9 | 468.43 |
| As of March 31, 2015 | 27,746,771 | 241,565 | 235,611 | 0.8 | 429.11 |

Sizable amounts of "Clearing business financial assets and liabilities" and "Deposits from clearing participants" pertaining to clearing business conducted by consolidated subsidiary Japan Securities Clearing Corporation are included in assets and liabilities of the Group. For the Group's financial position excluding "Clearing business financial assets and liabilities," "Deposits from clearing participants," etc., see "1. QUALITATIVE INFORMATION ON OPERATING RESULTS AND FINANCIAL POSITION -(2) Explanation on Financial Position" on Page 5 of the Appendix.

Due to a 2-for-1 stock split which was conducted with an effective date of October 1, 2015, the total equity attributable to owners of the parent company per share is calculated as if such stock split was implemented at the beginning of the previous fiscal year.

(3) Cash flows

| (O) Caon now | | | | |
|------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--|
| | Cash flows from operating activities | Cash flows from investing activities | Cash flows from financing activities | Cash and cash equivalents at the end of the year |
| | Millions of yen | Millions of yen | Millions of yen | Millions of yen |
| Year ended March 31, 2016 | 61,069 | (33,591) | (21,030) | 66,547 |
| Year ended March 31, 2015 | 37,346 | (5,563) | (22,364) | 60,114 |

2. Dividends

| | | Div | idends per | share | | | | Ratio of |
|--|------------------|-------------------|------------------|--------------------|--------|-------------------------|-----------------------|--|
| | First quarter | Second quarter | Third quarter | Fiscal year end | Annual | Total cash dividends | Dividend payout ratio | dividends to total equity attributable to owners of the parent company |
| | yen | yen | yen | yen | yen | Millions of yen | % | % |
| Year ended March 31, 2015 | _ | 18.00 | _ | 32.00 | 50.00 | 13,726 | 39.9 | 6.2 |
| Year ended March 31, 2016 | _ | 42.00 | | 29.00 | _ | 27,453 | 61.2 | 11.1 |
| Year ending March 31, 2017 (Forecast) | - | 21.00 | - | 21.00 | 42.00 | | 59.9 | |

^{*} The year-end dividend for the year ended March 31, 2016 is revised to ¥29 from ¥28 stated in the "Notice of Revision to Earnings Forecast and Dividend Forecast" released on March 18, 2016. For details, please refer to "1. QUALITATIVE INFORMATION ON OPERATING RESULTS AND FINANCIAL POSITION (3) Year-end Dividend for Fiscal Year Ended March 31, 2016" on page 7 of the Appendix.

3. Consolidated Earnings Forecast for the Fiscal Year ending March 31, 2017 (April 1, 2016 to March 31, 2017)

(Percentages represent year-on-year change)

| | | | | | | | (. 0.0 | oniagoo | represent y | ou. o , . | on unange) |
|-------------------------------|--------------------|-------|--------------------|--------|--------------------|--------|--------------------|---------|--|----------------------|----------------------------------|
| | Operating revenue | | Operating | income | Income b income | | Net inc | ome | Net inco attributab owners o parent con | le to f the | Earnings per share (Basic) |
| | Millions of yen | % | Millions of yen | % | Millions of yen | % | Millions of yen | % | Millions of yen | % | yen |
| Year ending March 31, 2017 | 108,000 | (5.9) | 54,000 | (18.5) | 55,500 | (18.1) | 38,600 | (14.6) | 38,500 | (14.2) | 70.12 |

^{*} Due to a 2-for-1 stock split which was conducted with an effective date of October 1, 2015, the year-end dividend for the fiscal year ended March 31, 2016 is calculated based on the number of shares after the stock split. If the stock split is not considered, the year-end dividend for the fiscal year ended March 31, 2016 would be ¥58.00.

* Notes

- (1) Changes in significant subsidiaries during the period (Changes in specified subsidiaries that caused changes in the scope of consolidation): None
- (2) Changes in accounting policies / changes in accounting estimates
 - 1) Changes in accounting policies due to revisions in accounting standards under IFRS: None
 - 2) Changes in accounting policies other than the above: None
 - 3) Changes in accounting estimates: Yes (Note) For details, please refer to "4. CONSOLIDATED FINANCIAL STATEMENTS, (6) Notes on Consolidated Financial Statements –(Changes in accounting estimates) on page 15.
- (3) Number of issued shares (common share)
 - 1) Number of issued shares at the end of the period (including treasury shares):

As of March 31, 2016: 549,069,100 shares As of March 31, 2015: 549,069,100 shares

2) Number of treasury shares at the end of period:

As of March 31, 2016: 7,252 shares
As of March 31, 2015: 5,310 shares

3) Average number of shares:

Year ended March 31, 2016: 549,062,888 shares Year ended March 31, 2015: 549,063,790 shares

* Due to a 2-for-1 stock split which was conducted with an effective date of October 1, 2015, the number of shares is calculated as if such stock split was implemented at the beginning of the previous fiscal year.

(Reference) Overview of non-consolidated financial results

1. Non-Consolidated Financial Results for the Fiscal Year ended March 31, 2016 (April 1, 2015 to March 31, 2016)

(1) Operating results

(Percentages indicate year-on-year change)

| | Operating revenue Millions of yen % 35,072 6.0 | | Operating income | | Ordinary inc | come | Net income | |
|------------------------------|--|-------|------------------|-------|-----------------|-------|-----------------|-------|
| | Millions of yen | % | Millions of yen | % | Millions of yen | % | Millions of yen | % |
| Year ended March 31, 2016 | 35,072 | 6.0 | 29,724 | 8.9 | 31,309 | 8.9 | 30,275 | 9.2 |
| Year ended March 31, 2015 | 33,102 | 170.3 | 27,287 | 286.0 | 28,747 | 240.4 | 27,728 | 275.7 |

| | Earnings per share (Basic) | Earnings per share (Diluted) |
|--|-------------------------------|------------------------------|
| Year ended | yen 55.14 | yen _ |
| March 31, 2016 Year ended March 31, 2015 | 50.50 | _ |

^{*} Due to a 2-for-1 stock split which was conducted with an effective date of October 1, 2015, the basic earnings per share is calculated as if such stock split was implemented at the beginning of the previous fiscal year.

(2) Financial position

| _ | j i iriariciai positiori | | | | |
|---|--------------------------|-----------------|------------------|---|----------------------|
| | | Total assets | Total net assets | Ratio of shareholders' equity to total assets | Net assets per share |
| | | Millions of yen | Millions of yen | % | yen |
| | As of March 31, 2016 | 230,071 | 110,107 | 47.9 | 200.54 |
| | As of March 31, 2015 | 215,218 | 102,104 | 47.4 | 185.96 |

(Reference)

Shareholders' equity:

As of March 31, 2016: ¥110,107 million

As of March 31, 2015: ¥102,104 million

*Disclosure regarding the execution of the audit procedures

This release is outside the scope of the external auditor's audit procedure which is required by the "Financial Instruments and Exchange Act". Therefore, the audit process has not been completed as of this disclosure in this release.

*Explanation on appropriate use of forecast and other special items

This material contains earnings forecast and other forward-looking statements which are based on available information and certain assumptions that are considered reasonable at the time of preparation. Various factors may cause actual results, etc. to be materially different from those expressed in these forward-looking statements.

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^{*} Due to a 2-for-1 stock split which was conducted with an effective date of October 1, 2015, the net assets per share is calculated as if such stock split was implemented at the beginning of the previous fiscal year.

(Appendix)

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1. QUALITATIVE INFORMATION ON OPERATING RESULTS AND FINANCIAL POSITION

(1) Explanation on Operating Results

In the fiscal year ended March 31, 2016 (from April 1, 2015 to March 31, 2016), the Group recorded operating revenue of ¥114,776 million (8.1% increase from the same period of the previous fiscal year (i.e. year-on-year)) due to factors such as increases in cash equity trading value and derivatives trading volume compared with the previous year, while, operating expenses were ¥50,925 million (3.7% year-on-year decrease). As a result, the Group recorded operating income of ¥66,271 million (23.8% year-on-year increase) and income before income tax of ¥67,774 million (23.5% year-on-year increase). In addition, net income attributable to owners of the parent company after tax was ¥44,877 million (30.4% year-on-year increase).

<Reference>

| | Year ended M | arch 31, 2015 | Year ended March 31, 2016 | | |
|----------------|--|-------------------------|---------------------------------------|-------------------------|--|
| | | As of March 31, 2015 | | As of March 31, 2016 | |
| TOPIX | 1,132.76 points \sim 1,592.25 points | 1,543.11 points | 1,196.28 points ~1,691.29 points | 1,347.20 points | |
| Nikkei 225 | ¥13,910.16 ~¥19,754.36 | ¥19,206.99 | ¥14,952.61 ~¥20,868.03 | ¥16,758.67 | |
| JPX Nikkei 400 | 10,314.83 points ~14,475.35 points | | 10,780.40 points ~15,251.93 points | 12,161.79 points | |

(Operating revenue)

1) Trading services revenue

Trading services revenue comprises "Transaction Fees" based on the value of securities traded or volume of derivatives traded, "Basic Fees" based on the types of the 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.

During the fiscal year ended March 31, 2016, trading services revenue increased 7.7% year-on-year to ¥52,471 million due to increases in trading of cash equities and derivatives.

Breakdown of trading participant fees

(Millions of yen)

| | | (171 | illions of yen, |
|--------------------------------------|------------------------------|-------------------|-------------------|
| | Year ended March 31, 2015 | Year e March 3 | ended 31, 2016 |
| | | | Change (%) |
| Trading services revenue | 48,698 | 52,471 | 7.7 |
| Transaction fees | 40,221 | 43,294 | 7.6 |
| Cash equities | 28,705 | 30,783 | 7.2 |
| Derivatives | 11,515 | 12,510 | 8.6 |
| TOPIX futures | 1,816 | 1,934 | 6.5 |
| Nikkei 225 futures*1 | 4,382 | 5,136 | 17.2 |
| Nikkei 225 options*2 | 3,374 | 3,543 | 5.0 |
| 10-year JGB futures | 1,679 | 1,597 | (4.9) |
| Others | 261 | 298 | 14.0 |
| Basic fees | 1,067 | 1,061 | (0.6) |
| Access fees | 4,730 | 5,165 | 9.2 |
| Trading system facilities Usage fees | 2,600 | 2,854 | 9.8 |
| Others | 79 | 95 | 20.3 |

¹ Figures include Nikkei 225 mini futures.

^{*2} Figures exclude Nikkei 225 Weekly Options transactions.

<Reference>

Equities trading value and derivatives trading volume or value (including auction and off-auction trading)

| | Daily a | average | | | Total | |
|--|----------------|-----------|---------------|----------------|-------------|---------------|
| | Year ended | Year en | | Year ended | Year end | |
| | March 31, 2015 | March 31, | | March 31, 2015 | March 31, 2 | 1 |
| | | | Change (%) | | | Change (%) |
| [Cash equities] | | | | | | |
| TSE 1 st and 2 nd Sections | | | | | | |
| Trading value | 2,440,775 | 2,914,804 | 19.4 | 600,430,531 | 714,126,887 | 18.9 |
| (Millions of yen) | | | | | | |
| Mothers | | | | | | |
| Trading value | 132,852 | 97,914 | (26.3) | 32,681,486 | 23,988,944 | (26.6) |
| (Millions of yen) | | | | | | |
| JASDAQ | | | | | | |
| Trading value | 90,500 | 70,338 | (22.3) | 22,263,088 | 17,232,911 | (22.6) |
| (Millions of yen) | | | | | | |
| ETFs, ETNs, etc. | | | | | | |
| Trading value | 154,587 | 286,770 | 85.5 | 38,028,473 | 70,258,699 | 84.8 |
| (Millions of yen) | | | | | | |
| REITs, etc. | | | | | | |
| Trading value | 37,697 | 42,805 | 13.6 | 9,273,536 | 10,487,342 | 13.1 |
| (Millions of yen) | | | | | | |
| [Derivatives] | | | | | | |
| TOPIX futures transactions | | | | | | |
| Trading volume | 84,785 | 93,824 | 10.7 | 20,857,097 | 22,986,847 | 10.2 |
| (contracts) | | | | | | |
| Nikkei 225 futures transactions | | | | | | |
| Trading volume | 104,037 | 120,358 | 15.7 | 25,593,103 | 29,487,683 | 15.2 |
| (contracts) | | | | | | |
| Nikkei 225 mini futures | | | | | | |
| transactions | 825,281 | 1,100,776 | 33.4 | 203,019,042 | 269,690,101 | 32.8 |
| Trading volume | 023,201 | 1,100,770 | 33.4 | 203,013,042 | 209,090,101 | 32.0 |
| (contracts) | | | | | | |
| Nikkei 225 options transactions | | | | | | |
| Value | 27,848 | 30,690 | 10.2 | 6,850,730 | 7,519,072 | 9.8 |
| (Millions of yen) * | | | | | | |
| 10-year JGB futures transactions | | | | | | |
| Trading volume | 36,745 | 34,658 | (5.7) | 9,039,247 | 8,491,325 | (6.1) |
| (contracts) | | | | | | |

^{*} Figures exclude Nikkei 225 Weekly Options transactions.

2) Clearing services revenue

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

During the fiscal year ended March 31, 2016, clearing services revenue increased 15.2% year-on-year to ¥23,140 million due to increases in trading of cash equity and derivatives, which are the main clearing product segments.

3) Listing services revenue

Listing services revenue comprises "Initial/Additional Listing Fees" that are received based on the issue amount when a company initially lists or when a listed company issues additional shares, and "Annual Listing Fees" received from listed companies based on their market capitalization.

During the fiscal year ended March 31, 2016, listing services revenue increased 8.2% year-on-year to ¥13,250 million due to increases in initial/additional listing fees and annual listing fees.

Breakdown of listing services revenue

(millions of yen)

| | Year ended | Year | ended |
|---------------------------------|----------------|---------|------------|
| | March 31, 2015 | March 3 | 31, 2016 |
| | | | Change (%) |
| Listing services revenue | 12,249 | 13,250 | 8.2 |
| Initial/Additional listing fees | 4,762 | 5,330 | 11.9 |
| Annual listing fees | 7,486 | 7,919 | 5.8 |

<Reference>

Number of listed companies, ETFs, ETNs, and REITs

(Company/Issue)

| | New listed companies (issues) | | Total listed companies (issues) | | es) | |
|---|-------------------------------|----|---------------------------------|-------------------------|---------------|----------------|
| | Year ended March 31, 2015 | | ended 31, 2016 | As of March 31, 2015 | As March 3 | of 31, 2016 |
| | | | Change | | • | Change |
| TSE 1 st and 2 nd Sections | 23 | 23 | 0 | 2,421 | 2,492 | 71 |
| Mothers | 57 | 58 | 1 | 213 | 225 | 12 |
| JASDAQ | 11 | 14 | 3 | 834 | 786 | (48) |
| Tokyo Pro Market | 5 | 4 | (1) | 11 | 14 | 3 |
| Total | 96 | 99 | 3 | 3,479 | 3,517 | 38 |
| ETFs · ETNs | 31 | 21 | (10) | 209 | 225 | 16 |
| REITs | 7 | 4 | (3) | 51 | 53 | 2 |

^{*} The number of new listed companies (issues) excludes those that were listed in relation to technical listings (new listings of companies (issues) that were established due to mergers and stock transfers, etc.).

Fund raising by listed companies

(millions of ven)

| | Year ended Year end March 31, 2015 March 31, | | ended |
|-------------------------------|---|---------|------------|
| | | | |
| | | | Change (%) |
| Financing by listed companies | 1,345,833 | 994,291 | (26.1) |

^{*} Total amount of funds- raised via public offerings (including initial public offerings), third-party allotments and shareholder allotments.

4) Information services revenue

Information services revenue comprises revenue related to the provision of market information to information vendors, etc. (market information fees), revenue related to the index business, and revenue related to the provision of corporate action information and other information.

During the fiscal year ended March 31, 2016, information services revenue increased 8.6% year-on-year to ¥17,706 million due mainly to an increase in market information fees and an increase in index business revenue.

5) Other operating revenue

Other operating revenue includes the following main items:

- Usage fees for arrownet, which connects trading, market information and other systems to trading participants and other users;
- Usage fees related to co-location services that allow trading participants, information vendors, and other
 users to install devices in the system center for the purpose of improving trade execution efficiency by
 shortening order transmission time, etc.; and
- Revenue from system development and operations conducted by consolidated subsidiary TOSHO SYSTEM SERVICE CO., LTD.

During the fiscal year ended March 31, 2016, other operating revenue decreased 6.9% year-on-year to ¥8,208 million due mainly to a decrease in revenue from system development and operations.

Breakdown of other operating revenue

(millions of yen)

| | | (| |
|---------------------------------|------------------------------|-------------------|------------|
| | Year ended March 31, 2015 | Year e March 3 | |
| | | | Change (%) |
| Other operating revenue | 8,815 | 8,208 | (6.9) |
| Arrownet usage fees | 2,550 | 2,316 | (9.2) |
| Co-location services usage fees | 2,613 | 2,886 | 10.4 |
| Other | 3,651 | 3,005 | (17.7) |

^{*} Arrownet usage fees for the previous fiscal year include revenue related to GATENET, provided by consolidated subsidiary Osaka Exchange, Inc., before network lines were integrated.

(Operating expenses)

During the fiscal year ended March 31, 2016, personnel expenses increased 7.7% year-on-year to ¥16.437 million.

System maintenance and operation expenses include expenses related to maintenance and management/operations of various systems including the cash equities and derivatives trading systems. During the fiscal year ended March 31, 2016, system maintenance and operation expenses decreased 4.7% year-on-year to ¥9,480 million due mainly to the integration of clearing systems and networks integration.

Depreciation and amortization decreased 7.7% year-on-year to ¥9,973 million due mainly to the end of the 5-year period for depreciation and amortization of the initial investment in the arrowhead cash equities trading system in the previous fiscal year.

During the fiscal year ended March 31, 2016, other operating expenses decreased 10.8% year-on-year to ¥15,034 million due mainly to lower rent for the Tokyo Stock Exchange building.

(2) Explanation on Financial Position

(Assets, liabilities and equity)

For assets and liabilities of the Group, "clearing business financial assets and liabilities" assumed by Japan Securities Clearing Corporation as a clearing organization and "deposits from clearing participants" deposited by clearing participants as collateral are included under both assets and liabilities. "Clearing business financial assets and liabilities" and "deposits from clearing participants" have a large impact on the amount of assets and liabilities of the Group due to their sizable amounts and daily fluctuations subject to changes in clearing participants' positions. In addition, "legal guarantee funds," "trading participant security money," and "default compensation reserve funds" based on the rules for securing safety of financial instruments transactions are included under assets and liabilities or equity.

Total assets as of March 31, 2016 increased ¥1,800,004 million from the end of the previous fiscal year to ¥29,546,776 million as a result of increases in clearing business financial assets. Excluding clearing business financial assets, deposits from clearing participants, legal guarantee funds, and default compensation reserve funds, assets increased ¥25,202 million from the end of the previous fiscal year to ¥313,351 million.

Total liabilities as of March 31, 2016 increased ¥1,778,657 million from the end of the previous fiscal year to ¥29,283,864 million as a result of increases in clearing business financial liabilities. Excluding clearing business financial liabilities, deposits from clearing participants, legal guarantee funds, and trading participant security money, liabilities increased ¥3,864 million from the end of the previous fiscal year to ¥70,958 million.

Total equity as of March 31, 2016 increased ¥21,346 million from the end of the previous fiscal year to ¥262,912 million due mainly to an increase in retained earnings in connection with recording of net income attributable to owners of the parent company. In addition, after excluding default compensation reserve funds, equity was ¥234,964 million.

<Reference>

| | Total assets | Total equity | Total equity attributable to owners of the parent company | Ratio of total equity attributable to owners of the parent company to total assets |
|----------------------|-----------------|-----------------|---|---|
| | Millions of yen | Millions of yen | Millions of yen | % |
| As of March 31, 2016 | 29,546,776 | 262,912 | 257,194 | 0.9 |
| AS OF WATCH ST, 2010 | *313,351 | *234,964 | *229,246 | *73.2 |
| As of March 21, 2015 | 27,746,771 | 241,565 | 235,611 | 0.8 |
| As of March 31, 2015 | *288,149 | *213,617 | *207,663 | *72.1 |

| | Return on equity | Ratio of income before | Total equity attributable |
|------------------------|------------------------|------------------------|---------------------------|
| | attributable to owners | income tax | to owners of the parent |
| | of the parent company | to total assets | company per share |
| | % | % | % |
| As of March 31, 2016 | 18.2 | 0.2 | 468.43 |
| AS OF IVIAICH ST, 2010 | *20.5 | *22.5 | *417.52 |
| As of Morob 21, 2015 | 15.6 | 0.2 | 429.11 |
| As of March 31, 2015 | *17.8 | *19.6 | *378.21 |

(Notes)

(Cash flows)

During the fiscal year ended March 31, 2016, cash and cash equivalents as of March 31, 2016 increased ¥6,433 million from the end of the previous fiscal year to ¥66,547 million.

1) Cash flows from operating activities

There was cash inflow of ¥61,069 million from operating activities mainly as a result of adding ¥10,727 million in depreciation and amortization and deducting ¥17,243 million in income taxes paid to or from ¥67,774 million in income before income tax.

2) Cash flows from investing activities

There was cash outflow of ¥33,591 million from investment activities mainly due to the acquisition of intangible assets with derivatives trading systems and clearing systems development.

3) Cash flows from financing activities

There was cash outflow of ¥21,030 million from financing activities mainly due to repayments of dividends paid.

<Reference> Cash flow-related indicators

| | Year ended | Year ended |
|---|----------------|----------------|
| | March 31, 2015 | March 31, 2016 |
| Ratio of total equity attributable to owners of the | 0.8% | 0.9% |
| parent company to total assets | *72.1% | *73.2% |
| Ratio of interest-bearing debt to cash flow | 87.0% | 53.2% |
| Interest coverage ratio | 882.3 | 1,578.0 |

Ratio of total equity attributable to owners of the parent company to total assets: Total equity attributable to owners of the parent company / Total assets

Ratio of interest-bearing debt to cash flow: interest-bearing debt / cash flows from operating activities Interest coverage ratio: cash flows from operating activities / interest payment

Figures marked "*" under "Total assets" exclude "clearing business financial assets", "deposits from clearing participants", "legal guarantee funds", and "default compensation reserve funds", "Total equity" and "Total equity attributable to owners of the parent company" exclude "default compensation reserve funds".

^{* &}quot;Ratio of total equity attributable to owners of the parent company to total assets" are calculated excluding "clearing business financial assets", "deposits from clearing participants", "legal guarantee funds", "default compensation reserve funds" from total assets, and excluding "default compensation reserve funds" from "total equity attributable to owners of the parent company".

(3) Year-end Dividend for Fiscal Year Ended March 31, 2016

The net income attributable to owners of the parent company for the fiscal year ended March 31, 2016 is higher than that stated in the earnings forecast in the "Notice of Revision to Earnings Forecast and Dividend Forecast" released on March 18, 2016. Therefore, the dividend for said year has been revised to ¥29.

| | Dividend for Year | Last Dividend Forecast | Actual dividend for Year |
|---------------------------------------|----------------------|-------------------------------|--------------------------|
| | ended March 31, 2016 | (announced on March 18, 2016) | ended March 31, 2015 |
| Year-end Dividend per Share | ¥29 | ¥28 | ¥32 |
| Total amount of Year-end Dividends | ¥15,922 million | _ | ¥8,785 million |
| Basis date | March 31, 2016 | March 31, 2016 | March 31, 2015 |
| Effective Date | May 31, 2016 | _ | May 26, 2015 |

^{*} Dividends are paid out from retained earnings.

(4) Explanation on Forecast Information such as Consolidated Earnings Forecast, etc.

(i) Consolidated Earnings Forecast

The consolidated earnings forecast for the fiscal year ending March 31, 2017 is based on the assumptions that the average daily trading values and volumes are ¥3.1 trillion for stocks*, 38,000 contracts for 10-year JGB futures, 102,000 contracts for TOPIX futures, 229,000 contracts for Nikkei 225 futures (including mini contract trading volume converted to large-sized contracts), and ¥28.5 billion for Nikkei 225 options (excluding weekly options). Based on the assumptions, ¥108.0 billion in operating revenue, ¥54.0 billion in operating income, ¥55.5 billion in net income before income tax, ¥38.6 billion in net income and ¥38.5 billion in net income attributable to owners of the parent are expected.

(*) The trading value of stocks listed on the TSE 1st and 2nd Sections, Mothers, JASDAQ, TOKYO PRO Market, ETFs, ETNs, and REITs (including auction and off-auction trading).

(ii) Dividends Forecast

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 the group to pursue investment opportunities to raise the competitiveness of its markets as they arise.

In line with the abovementioned policy, the dividends for the fiscal year ending March 31, 2017 is planned to be ¥42 per share (¥21 per share as of the end of the second quarter).

2. MANAGEMENT POLICIES

Please refer to the "Medium-Term Management Plan for FY2016 to FY2018" published on March 22, 2016.

3. BASIC RATIONALE TO THE SELECTION OF ACCOUNTING STANDARDS

From the perspective of facilitating comparability of financial results of the company with other exchanges located overseas and increasing investor convenience, the Company has voluntarily adopted IFRS to its disclosure material.

^{*} Due to a 2-for-1 stock split which was conducted with an effective date of October 1, 2015, the year-end dividend for the fiscal year ended March 31, 2016 is calculated based on the number of shares after the stock split. If the stock split is not considered, the year-end dividend for the fiscal year ended March 31, 2016 would be ¥58.00.

4. CONSOLIDATED FINANCIAL STATEMENTS

(1) Consolidated Statement of Financial Position

| | As of March 31, 2015 | As of March 31, 2016 |
|--|----------------------|----------------------|
| | Millions of yen | Millions of yen |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | 60,114 | 66,547 |
| Trade and other receivables | 10,300 | 10,096 |
| Clearing business financial assets | 25,635,085 | 26,395,558 |
| Specified assets for deposits from clearing participants | 1,795,095 | 2,809,433 |
| Specified assets for legal guarantee funds | 492 | 483 |
| Income tax receivables | 4,693 | 5,055 |
| Other financial assets | 42,869 | 65,600 |
| Other current assets | 1,844 | 1,163 |
| Total current assets | 27,550,495 | 29,353,939 |
| Non-current assets | | |
| Property and equipment | 8,573 | 6,025 |
| Goodwill | 67,374 | 67,374 |
| Intangible assets | 27,631 | 31,033 |
| Retirement benefit assets | 5,424 | 3,626 |
| Investments accounted for using the equity method | 6,806 | 7,592 |
| Specified assets for default compensation reserve funds | 27,948 | 27,948 |
| Other financial assets | 39,682 | 38,639 |
| Other non-current assets | 5,605 | 5,854 |
| Deferred tax assets | 7,230 | 4,741 |
| Total non-current assets | 196,276 | 192,836 |
| Total assets | 27,746,771 | 29,546,776 |

| | As of March 31, 2015 | As of March 31, 2016 |
|---|----------------------|----------------------|
| | Millions of yen | Millions of yen |
| Liabilities and equity | | |
| Liabilities | | |
| Current liabilities | | |
| Trade and other payables | 4,712 | 4,413 |
| Loans payable | 32,500 | 22,500 |
| Clearing business financial liabilities | 25,635,085 | 26,395,558 |
| Deposits from clearing participants | 1,795,095 | 2,809,433 |
| Legal guarantee funds | 492 | 483 |
| Trading participant security money | 7,437 | 7,429 |
| Income tax payables | 7,852 | 10,714 |
| Other current liabilities | 5,626 | 6,403 |
| Total current liabilities | 27,488,802 | 29,256,937 |
| Non-current liabilities | | |
| Loans payable | _ | 10,000 |
| Retirement benefit liabilities | 7,039 | 7,352 |
| Other non-current liabilities | 2,488 | 3,924 |
| Deferred tax liabilities | 6,875 | 5,650 |
| Total non-current liabilities | 16,403 | 26,926 |
| Total liabilities | 27,505,206 | 29,283,864 |
| Equity | | |
| Share capital | 11,500 | 11,500 |
| Capital surplus | 59,726 | 59,726 |
| Treasury shares | (5) | (9) |
| Other components of equity | 14,828 | 13,321 |
| Retained earnings | 149,562 | 172,656 |
| Total equity attributable to owners of the parent company | 235,611 | 257,194 |
| Non-controlling interests | 5,954 | 5,717 |
| Total equity | 241,565 | 262,912 |
| Total liabilities and equity | 27,746,771 | 29,546,776 |

(2) Consolidated Statement of Income

| | Fiscal year ended March 31, 2015 | Fiscal year ended March 31, 2016 |
|--|-------------------------------------|-------------------------------------|
| | Millions of yen | Millions of yen |
| Revenue | | |
| Operating revenue | 106,167 | 114,776 |
| Other revenue | 318 | 2,137 |
| Total revenue | 106,486 | 116,914 |
| Expenses | | |
| Operating expenses | 52,863 | 50,925 |
| Other expenses | 610 | 466 |
| Total expenses | 53,473 | 51,392 |
| Share of income of investments accounted for using the equity method | 516 | 749 |
| Operating income | 53,529 | 66,271 |
| Financial income | 1,400 | 1,540 |
| Financial expenses | 41 | 36 |
| Income before income tax | 54,887 | 67,774 |
| Income tax expense | 20,171 | 22,599 |
| Net income | 34,716 | 45,175 |
| Net income attributable to | | |
| Owners of the parent company | 34,427 | 44,877 |
| Non-controlling interests | 288 | 297 |
| Net income | 34,716 | 45,175 |
| Earnings per share | | |
| Basic (Yen) | 62.70 | 81.74 |
| Diluted (Yen) | _ | _ |

(3) Consolidated Statement of Comprehensive Income

| | Fiscal year ended March 31, 2015 | Fiscal year ended March 31, 2016 |
|--|-------------------------------------|-------------------------------------|
| | Millions of yen | Millions of yen |
| Net income | 34,716 | 45,175 |
| Other comprehensive income | | |
| Items that will not be reclassified to profit or loss | | |
| Net gain (loss) on revaluation of financial assets | | |
| measured at fair value through other | 5,631 | (1,491) |
| comprehensive income | | |
| Remeasurements of defined benefit plan | 803 | (1,484) |
| Share of other comprehensive income of investments accounted for using the equity method _ | (0) | 0 |
| Other comprehensive income, net of tax | 6,435 | (2,975) |
| Comprehensive income | 41,152 | 42,199 |
| Comprehensive income attributable to | | |
| Owners of the parent company | 40,863 | 41,902 |
| Non-controlling interests | 288 | 297 |
| Comprehensive income | 41,152 | 42,199 |

(4) Consolidated Statement of Changes in Equity

Equity attributable to owners of the parent company

| | | | | Other components of equity | |
|---|-----------------|-----------------|--------------------|--|---|
| | Share capital | Capital surplus | Treasury shares | Net gain (loss) on revaluation of financial assets measured at fair value through other com- prehensive income | Remeasure- ments of defined benefit plan |
| | Millions of yen | Millions of yen | Millions of yen | Millions of yen | Millions of yen |
| Balance as of April 1, 2014 | 11,500 | 59,726 | (5) | 9,225 | _ |
| Net income | _ | _ | _ | _ | _ |
| Other comprehensive income, net of tax | _ | | | 5,631 | 803 |
| Total comprehensive income | _ | _ | _ | 5,631 | 803 |
| Dividends paid | _ | _ | _ | _ | _ |
| Transfer from other components of equity to retained earnings | _ | _ | _ | (29) | (803) |
| Total transactions with the owners | | | | (29) | (803) |
| Balance as of March 31, 2015 | 11,500 | 59,726 | (5) | 14,828 | |
| Net income | _ | _ | _ | _ | _ |
| Other comprehensive income, net of tax | _ | _ | _ | (1,491) | (1,484) |
| Total comprehensive income | | | | (1,491) | (1,484) |
| Acquisitions of treasury shares | _ | _ | (3) | _ | _ |
| Dividends paid | _ | _ | _ | _ | _ |
| Changes of interests in subsidiaries without losing control | _ | _ | _ | _ | _ |
| Transfer from other components of equity to retained earnings | _ | | | (15) | 1,484 |
| Total transactions with the owners | | | (3) | (15) | 1,484 |
| Balance as of March 31, 2016 | 11,500 | 59,726 | (9) | 13,321 | |

Equity attributable to owners of the parent company

| | of the parent company | | | | | |
|--|----------------------------|-------------------|-----------------|----------------------------------|-----------------|--|
| | Other components of equity | Retained earnings | Total | Non- controlling interests | Total equity | |
| | Total | | | | | |
| | Millions of yen | Millions of yen | Millions of yen | Millions of yen | Millions of yen | |
| Balance as of April 1, 2014 | 9,225 | 126,655 | 207,101 | 5,675 | 212,777 | |
| Net income | _ | 34,427 | 34,427 | 288 | 34,716 | |
| Other comprehensive income, net of tax | 6,435 | | 6,435 | | 6,435 | |
| Total comprehensive income | 6,435 | 34,427 | 40,863 | 288 | 41,152 | |
| Dividends paid | _ | (12,353) | (12,353) | (10) | (12,364) | |
| Transfer from other components of equity to retained earnings | (832) | 832 | | | | |
| Total transactions with the owners | (832) | (11,521) | (12,353) | (10) | (12,364) | |
| Balance as of March 31, 2015 | 14,828 | 149,562 | 235,611 | 5,954 | 241,565 | |
| Net income | _ | 44,877 | 44,877 | 297 | 45,175 | |
| Other comprehensive income, net of tax | (2,975) | | (2,975) | | (2,975) | |
| Total comprehensive income | (2,975) | 44,877 | 41,902 | 297 | 42,199 | |
| Acquisitions of treasury shares | _ | _ | (3) | _ | (3) | |
| Dividends paid | _ | (20,315) | (20,315) | (8) | (20,324) | |
| Changes of interests in subsidiaries without losing control | _ | _ | _ | (525) | (525) | |
| Transfer from other components of equity to retained earnings | 1,468 | (1,468) | | | | |
| Total transactions with the owners | 1,468 | (21,784) | (20,319) | (534) | (20,853) | |
| Balance as of March 31, 2016 | 13,321 | 172,656 | 257,194 | 5,717 | 262,912 | |

(5) Consolidated Statement of Cash Flows

| Depreciation and amortization 11,365 10,72° Impairment losses (or reversal of impairment losses) 301 - Financial income (1,400) (1,540° Financial expenses 41 30° Financial expenses | Fiscal year ended March 31, 2016 | Fiscal year ended March 31, 2015 | |
|--|---------------------------------------|---------------------------------------|---|
| Income before income tax 54,887 67,774 Depreciation and amortization 11,365 10,72 Impairment losses (or reversal of impairment losses) 301 - Financial income (1,400) (1,540) Financial expenses 41 33 | Millions of yen | Millions of yen | - |
| Depreciation and amortization 11,365 10,72° Impairment losses (or reversal of impairment losses) Financial income (1,400) (1,540) Financial expenses 41 3 | | | Cash flows from operating activities |
| Impairment losses (or reversal of impairment losses) Financial income (1,400) (1,540) Financial expenses 41 3 | 67,774 | 54,887 | Income before income tax |
| losses) 301 | 10,727 | 11,365 | Depreciation and amortization |
| Financial income (1,400) (1,540) Financial expenses 41 3 | _ | 301 | |
| Financial expenses 41 3 | (1,540) | (1,400) | Financial income |
| | 36 | · · · | Financial expenses |
| Share of income of investments accounted for | (7.10) | (540) | Share of income of investments accounted for |
| using the equity method (516) | (749) | (516) | using the equity method |
| Gains on sale of property and equipment – (1,853 | (1,853) | _ | Gains on sale of property and equipment |
| (Increase) decrease in trade and other receivables (1,219) 20 | 203 | (1,219) | (Increase) decrease in trade and other receivables |
| Increase (decrease) in trade and other payables (327) | 210 | (327) | Increase (decrease) in trade and other payables |
| (Increase) decrease in retirement benefit assets (1,694) 1,79 | 1,797 | (1,694) | (Increase) decrease in retirement benefit assets |
| Increase (decrease) in retirement benefit liabilities 321 311 | 313 | 321 | Increase (decrease) in retirement benefit liabilities |
| Other 5,080 (247 | (247) | 5,080 | Other |
| Subtotal 66,840 76,67 | 76,673 | 66,840 | Subtotal |
| Interest and dividends received 1,563 1,676 | 1,678 | 1,563 | Interest and dividends received |
| Interest paid (42) | (38) | (42) | Interest paid |
| | (17,243) | (31,015) | Income taxes paid |
| | 61,069 | <u> </u> | Cash flows generated from operating activities |
| Cash flows from investing activities | · · · · · · · · · · · · · · · · · · · | · · · · · · · · · · · · · · · · · · · | Cash flows from investing activities |
| Payments into time deposits (65,100) (70,600 | (70,600) | (65,100) | Payments into time deposits |
| Proceeds from withdrawal of time deposits 76,100 47,100 | 47,100 | 76,100 | Proceeds from withdrawal of time deposits |
| | (1,624) | | Purchase of property and equipment |
| | 3,660 | | Proceeds from sale of property and equipment |
| Purchase of intangible assets (13,232) (11,934 | (11,934) | (13,232) | Purchase of intangible assets |
| Purchase of Investment securities – (1,000 | (1,000) | _ | Purchase of Investment securities |
| | 807 | 290 | Other |
| Cash flows generated from (used in) investing activities (5,563) | (33,591) | (5,563) | |
| Cash flows from financing activities | | | Cash flows from financing activities |
| Proceeds from loans payable - 10,000 | 10,000 | _ | Proceeds from loans payable |
| Repayments of loans payable (10,000) (10,000 | (10,000) | (10,000) | Repayments of loans payable |
| Dividends paid (12,353) (20,315 | (20,315) | (12,353) | Dividends paid |
| Other (10) (715 | (715) | (10) | Other |
| Cash flows used in financing activities (22,364) (21,030 | (21,030) | (22,364) | Cash flows used in financing activities |
| Net increase (decrease) in cash and cash equivalents 9,418 6,44 | 6,447 | 9,418 | |
| Cash and cash equivalents at the beginning of the year 50,713 60,114 | 60,114 | 50,713 | |
| Effect of changes in exchange rate on cash and cash equivalents (17) | (13) | (17) | |
| Cash and cash equivalents at the end of the year 60,114 66,54 | 66,547 | 60,114 | Cash and cash equivalents at the end of the year |

(6) Notes on Consolidated Financial Statements

(Note on Going-concern Assumption)

Not applicable

(Changes in accounting estimates)

Tokyo Stock Exchange, Inc. and Osaka Exchange, Inc. have reviewed the useful lives of property and equipment, and intangible assets that are shortened from the initial estimates for launch of new IT systems.

The effect of this change in estimates for the fiscal year ended March 31, 2016 was to decrease operating income and income before income tax each by ¥1,199 million.

(Operating Revenue)

The breakdown of "Operating revenue" is as follows:

| | Fiscal year ended March 31, 2015 | Fiscal year ended March 31, 2016 | |
|------------------------------|-------------------------------------|-------------------------------------|--|
| | Millions of yen | Millions of yen | |
| Trading services revenue | 48,698 | 52,471 | |
| Clearing services revenue | 20,092 | 23,140 | |
| Listing services revenue | 12,249 | 13,250 | |
| Information services revenue | 16,311 | 17,706 | |
| Other | 8,815 | 8,208 | |
| Total | 106,167 | 114,776 | |

(Operating Expenses)

The breakdown of "Operating expenses" is as follows:

| | Fiscal year ended March 31, 2015 | Fiscal year ended March 31, 2016 | |
|---|-------------------------------------|-------------------------------------|--|
| | Millions of yen | Millions of yen | |
| Personnel expenses | 15,265 | 16,437 | |
| System maintenance and operation expenses | 9,947 | 9,480 | |
| Depreciation and amortization | 10,803 | 9,973 | |
| Other | 16,848 | 15,034 | |
| Total | 52,863 | 50,925 | |

(Segment Information, etc.)

This information is omitted since the Group has a single segment of the financial instruments exchange business.

(Earnings per Share)

Basic earnings per share for the fiscal year ended March 31, 2016 was calculated based on the net income attributable to owners of the parent company of ¥44,877 million (fiscal year ended March 31, 2015: ¥34,427 million) and the weighted-average number of ordinary shares outstanding of 549,062 thousand shares (fiscal year ended March 31, 2015: 549,063 thousand shares). Diluted earnings per share are not presented because there were no potential shares.

Since a 2-for-1 stock split was conducted with an effective date of October 1, 2015, basic earnings per share was calculated based on the number of shares that were adjusted retrospectively on the basis of the number of shares after the stock split.

(Significant Subsequent Events)

Not applicable

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