

- Your Exchange of Choice -

2nd Medium-Term Management Plan

FY2016

FY2018

March 22, 2016 Japan Exchange Group, Inc.



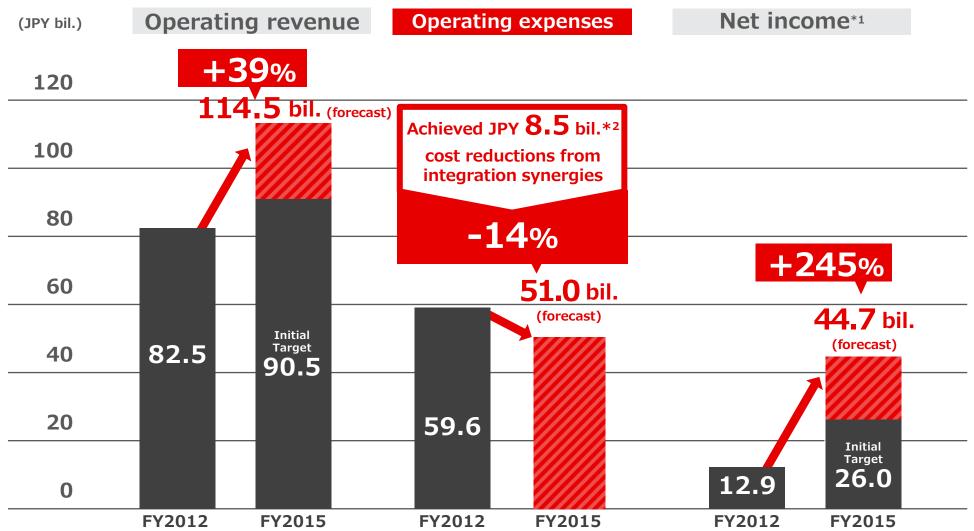
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Review of 1st Medium-Term Management Plan

FY2013-FY2015



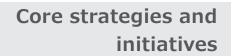
JPX achieved targeted JPY 8.5 bil. cost reductions from business integration synergies, and final results are expected to be well clear of initial targets.



^{*1 &}quot;Net income" in this document refers to "Net income attributable to owners of the parent company".

^{*2} JPY 8.5 bil. cost reduction target for business integration synergies exclude additional costs due to changes in business environment.

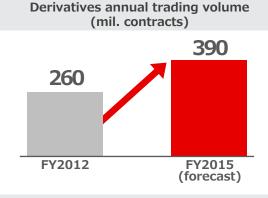
Review of 1st Medium-Term Management Plan FY2013-FY2015

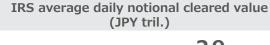


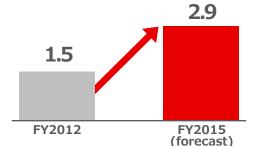














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2nd Medium-Term Management Plan

FY2016-FY2018



Your Exchange of Choice

The Most Preferred Exchange in Asia



STEP UP TO THE NEXT

Pursue the next step forward in developing market infrastructure and services and encouraging investment in the securities market.

Increase investment for sustainable market development to build on successful TSE-OSE integration

Leverage competencies across the JPX group

Further develop JPX markets through stronger cross-division cooperation and complementary relationships in the corporate group

Aggressively pursue new business

Diversify business portfolio toward ensuring stable market operations

Mid- to Long-Term Vision Well-balanced business portfolio Cash 3rd year Highly liquid cash equities equities markets that offer a broad range of attractive products market to various investors business 2nd year **Maintain and** enhance trust in the market New Derivatives business 1st year market including OTC, market data, and business IT services Derivatives markets New business segments that offer deep liquidity across that accommodate diverse 2nd Medium-Term multiple asset classes investor needs and support stable market operations **Management Plan**



Channel resources to strategic investments toward raising overall operating revenue, with focus on derivatives and new business,

+ **15**JPY bil.

by JPY 15 bil.

New Business

- Expand clearing and settlement services
- Develop index and information business
- Enter new business fields

Derivatives

- · Diversify derivatives lineup
- Attract diverse institutional participation

Cash equities

- List new, attractive investment products
- Enhance effectiveness of corporate governance
- Ensure stable supply of risk money

Capex Approx. JPY 46 bil.

FY2016-FY2018 3-year Total

Exceeds initial JPY 36 bil. targeted outlay in 1st medium-term management plan

2nd Medium-Term Management Plan

Current

FY2018 Target

^{*} Implementation of initiatives stated in this 2nd Medium-Term Management Plan and targeted revenue and income increase may be affected by external environment. As such, actual performance may deviate from targets due to market conditions and other factors.



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Core Initiatives



- **I** Satisfying diverse investor needs and encouraging mid- to long-term asset building
- II Supporting listed companies in enhancing corporate value

III Fulfilling social mission by reinforcing market infrastructure

V Creating new horizons of exchange business



Satisfying diverse investor needs and encouraging mid- to long-term asset building

Business Environment

Rising need for financial literacy and portfolio diversification

as Japan makes the transition to a mature economy

Concerns over uncertainty and reduced liquidity

from struggling emerging economies, tighter global financial regulations, and monetary policy moves

Core Initiatives

- 1 Promote asset formation by retail investors
- 2 Diversify derivatives lineup
- 3 List attractive products
- 4 Attract diverse institutional participation
- 5 Develop index and information business

Target 1

ETF holders

+ 500,000

or more

(+3 mil. or more by FY2021)

Target 2

AUM tracking new JPX indices

+JPY 1 tril.

or more

Target 3

Listed NAV

+JPY 5 tril.

or more (ETF)

+JPY 1 tril.

or more (REIT)



Satisfying diverse investor needs and encouraging mid- to long-term asset building

Core Initiatives

- 1 Promote asset formation by retail investors
 - Establish Financial Literacy Support departments
 - Strengthen information provision and investor education to nurture next generation's new investors
 - Implement measures to increase ETF market liquidity

- 2 Diversify derivatives lineup
 - Expand interest rate-related and other derivatives, and promote active use
 - Continue pursuing comprehensive exchange initiative with entry into the commodities field

List attractive products

- Broaden ETF lineup to meet diverse investor needs
- Expand fund markets (REITs, infrastructure funds, etc.)

- 4 Attract diverse institutional participation
 - Reorganize sales and marketing divisions, and strengthen functions of overseas offices
 - Expand connectivity services

- Develop index and information business
 - Develop smart beta and other new indices and facilitate creation of ETF and investment trusts
 - Establish and promote customized index business



Supporting listed companies in enhancing corporate value

Business Environment

Attentions turn to the effectiveness of Japan's Corporate Governance Code

following positive feedback since introduction

Japan needs more risk money for sustainable economic growth

even as corporate performance and employment conditions improve

Core Initiatives

- **Enhance effectiveness of** corporate governance
- Ensure stable supply of risk monev

Target 1

Companies appointing two or more independent directors (TSE 1st Section)

(As of July 2015: 48.4%)

Target 2

IPO

Approx. 100 companies per year

(1st Medium-Term Management Plan: avg. 80 companies per year)



Supporting listed companies in enhancing corporate value

Core Initiatives

- **1** Enhance effectiveness of corporate governance
 - Grasp a comprehensive picture of developments in Japanese corporate governance and communicate to global investors
 - Drive corporate governance reform through selection criteria for JPX-Nikkei 400
 - Foster an environment conducive to smooth dialogue between listed companies and institutional investors

- **2** Ensure stable supply of risk money
 - Broaden IPO base and improve conditions for nurturing prospective listings
 - Review TSE emerging market divisions
 - Nurture primary and secondary bond markets





Fulfilling social mission through enhancing market infrastructure

Business Environment

Increased importance as public infrastructure and rising expectations for improved market convenience

after TSE-OSE business integration

Need to reinforce measures for ensuring confidence

in light of more sophisticated and complex market environment due to increased algorithmic trading

Core Initiatives

- **Expand clearing and settlement services** and enhance system infrastructure
- 2 Strengthen BCP and cybersecurity
- 3 Design next-generation trading systems
- 4 Enhance self-regulatory functions

Target 1

Achieve advanced, world-class clearing services

Target 2

Push toward shorter settlement cycle

(OTC JGB trading and stocks)



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Fulfilling social mission through enhancing market infrastructure

Core Initiatives

- **1** Expand clearing and settlement services and enhance system infrastructure
 - Introduce more sophisticated risk controls
 - Improve usability of IRS clearing services
 - Prepare for shorter settlement cycle

- 2 Strengthen BCP and cybersecurity
 - Fundamental review of BCP
 - Strengthen cybersecurity

- Besign next-generation trading systems
 - Start developing next generation systems with a focus on enhancing user-friendliness and reliability

- 4 Enhance self-regulatory functions
 - Adapt and enhance market surveillance to address new trading techniques
 - Strengthen inspections on broker system risk
 - Promote listed company compliance with a focus on preventing new incidents and recurrence



Creating new horizons of exchange business

Business Environment

Increased dependency of group revenues on domestic market conditions

with recovery in Japanese stocks

Possible impact on existing business models

from tighter global financial regulations and advancements in financial technology and IT

Core Initiatives

- 1 Enter into new business fields
- Orive innovation
- 3 Strengthen foundations for global business
- 4 Strengthen research/analysis capabilities

Target 1

Expand
OTC business
to new asset
classes

Target 2

Stable revenue base with new business

+JPY 1.5 bil.

or more

(+JPY 3.5 bil. or more by FY2021)



Creating new horizons of exchange business

Core Initiatives

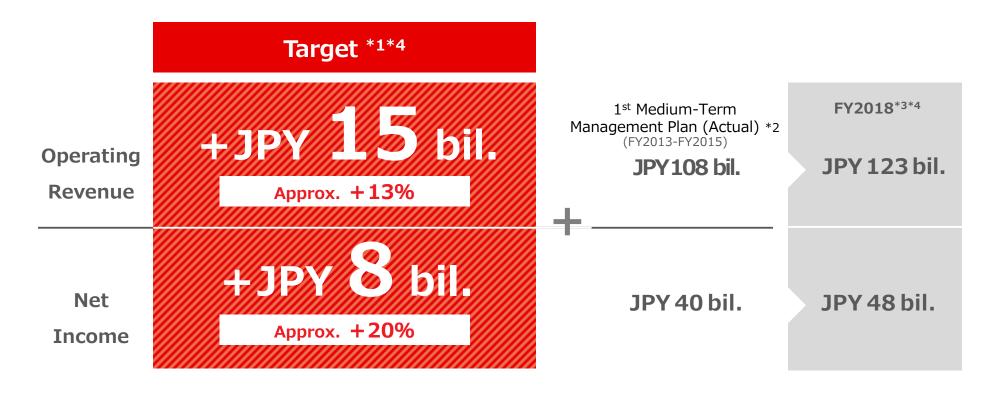
- 1 Enter into new business fields
 - Launch new OTC clearing services
 - Create new business capitalizing on integrated value chain
 - Develop internal capabilities for M&A
- 3 Strengthen foundations for global business
 - Establish Global Strategy department to accelerate overseas business
 - Reinforce and leverage overseas branches and offices to explore new opportunities

- 2 Drive innovation
 - Pursue development and proof of concept testing of fintech for new exchange business
 - Develop internal framework and change working arrangements to foster an innovative organizational culture
- 4 Strengthen research/analysis capabilities
 - Strengthen research/analysis and convey findings to cultivate a deeper understanding of the market
 - Strengthen research on domestic and overseas regulatory changes and advocacy such as policy recommendations



Financial Policies





FY2018*3*4
ROE 1 70

Approx. **17%**

^{*1} Targeted revenue and income increase from initiatives in this 2nd Medium-Term Management Plan.

^{*2} Estimates based on 3-year average trading activity during the 1st Medium-Term Management Plan (cash equity daily trading value JPY 3.1 tril., derivatives annual trading volume 350 mil. units)

^{*3} Revenue and income based on total of actual performance for 1st Medium-Term Management Plan and targets for 2nd Medium-Term Management Plan, ROE projections based on such income.

^{*4} Implementation of initiatives stated in this 2nd Medium-Term Management Plan and targeted revenue and income increase may be affected by external environment. Revenue is also linked to cash equities and derivatives trading conditions. As such, actual performance may deviate from targets due to market conditions and other factors.



Invest aggressively to pursue revenue/profit expansion and stability, while balancing sound financial health and shareholder returns, and thereby achieve sustainable development of the market.

Increase profits and broaden stable revenue base

Increase investment (Total capex: approx. JPY 46 bil.)

Invest to expand derivatives and new business to grow revenues

Reinforce revenue base through diversifying business portfolio Generate profit

Sustainable Market Development

Management focus
on capital efficiency

Financial Resilience

Secure financial base to ensure stable operations as public infrastructure provider

Shareholder Returns

- Target approx. 60% dividend payout ratio
- Flexibly consider further shareholder returns while securing growth capex

ROE susceptible to market conditions

5yr avg. ROE before BOJ easing (FY2008-FY2012) approx.5%* 3yr avg. ROE after BOJ easing (FY2013-FY2015) approx.16%

Under any market condition

Target 10% ROE that is above capital costs over the mid- to long-term



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