

[TRANSLATION]

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Securities Code: 8697

June 21, 2016

Notice of Resolutions of the 15th Annual General Shareholders Meeting

Dear Shareholder,

We hereby notify you of the following matters reported and resolved made at the 15th Annual General Shareholders Meeting held today.

Sincerely yours,

Akira Kiyota

Director & Representative Executive Officer, Group CEO

Japan Exchange Group, Inc.

2-1, Nihombashi-Kabuto-cho,

Chuo-ku, Tokyo

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| Matters Reported | <ol style="list-style-type: none">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 15th term (from April 1, 2015 to March 31, 2016)2. The Non-consolidated Financial Statements for the 15th term (from April 1, 2015 to March 31, 2016) <p>A report was given on the above matters.</p> |
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Matters Resolved

Proposal 1

Partial Amendments to the Articles of Incorporation

The proposal 1 was approved in its original form and the Articles of Incorporation were amended as follows.

(Underline denotes amendment)

Current Articles of Incorporation	Proposed Amendments
<p>(Convener and Chairperson of General Shareholders Meeting)</p> <p>Article 14</p> <p>1. (Omitted)</p> <p>2. <u>In the event the director serving as CEO is unable to fulfill his/her duties due to an accident or some other circumstances</u>, another director serving as an executive officer shall convene and preside over the general shareholders meeting in an order predetermined by the Board of Directors.</p> <p>(Exemption from Liabilities of Directors, Etc.)</p> <p>Article 28</p> <p>1. (Omitted)</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>an outside director</u> which limits his/her liability for damages arising from failure to carry out his/her duties; provided, however, that the maximum liability for damages under such agreement shall be as prescribed by laws and regulations.</p> <p>(Term of Office of Executive Officers)</p> <p>Article 35</p> <p>1. The term of office of executive officers shall be <u>until the close of the first Board of Directors meeting that is convened after the conclusion of the annual general shareholders meeting for the last fiscal year out of the fiscal years terminating within</u> one (1) year <u>after</u> his/her election.</p> <p>2. (Omitted)</p> <p>(New provision)</p>	<p>(Convener and Chairperson of General Shareholders Meeting)</p> <p>Article 14</p> <p>1. (Unchanged)</p> <p>2. <u>In the event the director serving as CEO is unable to fulfill his/her duties due to his/her absence, an accident, or other circumstances</u>, another director serving as an executive officer shall convene and preside over the general shareholders meeting in an order predetermined by the Board of Directors.</p> <p>(Exemption from Liabilities of Directors, Etc.)</p> <p>Article 28</p> <p>1. (Unchanged)</p> <p>2 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>a director (excluding an executive director, etc.)</u> which limits his/her liability for damages arising from failure to carry out his/her duties; provided, however, that the maximum liability for damages under such agreement shall be as prescribed by laws and regulations.</p> <p>(Term of Office of Executive Officers)</p> <p>Article 35</p> <p>1. The term of office of executive officers shall be <u>up to one (1) year, until the end of the fiscal year of</u> his/her election.</p> <p>2. (Unchanged)</p> <p><u>Supplementary Provisions</u></p> <p><u>These amendments shall be implemented on June 21, 2016. However, the post-amendment provisions of Article 35, Paragraph 1 shall come into effect at the close of the first Board of Directors meeting to be convened after the conclusion of the annual general shareholders meeting held on June 21, 2016.</u></p>

Proposal 2

Election of Thirteen (13) Directors

The proposal was approved in its original form and the following thirteen (13) directors were elected: 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. With the exception of Mr. Kimitaka Mori, twelve (12) directors assumed their positions. Mr. Kimitaka Mori will assume his position on July 26, 2016.

The following nine (9) directors are outside directors: Mr. Hiroki Tsuda, Ms. Christina Ahmadjian, Mr. Hitoshi Ogita, Mr. Hideaki Kubori, Ms. Main Kohda, Mr. Eizo Kobayashi, Mr. Katsuhiko Honda, Mr. Kimitaka Mori, and Mr. Tsuyoshi Yoneda.

(Reference)

A resolution was reached to adopt the following Area(s) of Responsibility at the board of directors meeting held following the annual general shareholders meeting. Mr. Kimitaka Mori will assume the position of an Audit Committee member on July 26, 2016 when he is scheduled to become a Director.

Name		Area(s) of Responsibility
Hiroki Tsuda	*	Chairperson of the Board of Directors
Akira Kiyota		Director & Representative Executive Officer, Group CEO; Chairperson of the Nomination Committee; Member of the Compensation Committee
Koichiro Miyahara		Member of the Nomination Committee; Member of the Compensation Committee
Hiromi Yamaji		
Christina Ahmadjian	*	Member of the Compensation Committee; Member of the Audit Committee
Hitoshi Ogita	*	Member of the Nomination Committee
Hideaki Kubori	*	Member of the Nomination Committee
Main Kohda	*	Member of the Audit Committee
Eizo Kobayashi	*	Member of the Compensation Committee
Masayuki Hirose		Member of the Audit Committee
Katsuhiko Honda	*	Chairperson of the Compensation Committee; Member of the Nomination Committee
Kimitaka Mori	*	Member of the Audit Committee
Tsuyoshi Yoneda	*	Chairperson of the Audit Committee

* outside directors