

June 17, 2014

Notice of Resolutions of the 13<sup>th</sup> Annual General Shareholders Meeting

Dear Shareholder,

We hereby notify you of the following matters reported and resolutions made at the 13th annual general shareholders meeting held today.

Sincerely yours,

Atsushi Saito

Director & Representative Executive Officer, Group CEO

Japan Exchange Group, Inc.

2-1, Nihombashi-Kabuto-cho,

Chuo-ku, Tokyo

Matters Reported	<ol style="list-style-type: none"><li>1. Business report, the consolidated financial statements and the report on the audit of the consolidated financial statements by the Accounting Auditor and the Audit Committee for the 13th term (from April 1, 2013 to March 31, 2014)</li><li>2. The non-consolidated financial statements for the 13th term (from April 1, 2013 to March 31, 2014)</li></ol>
Matters Resolved	A report was given on the above matters.
Proposal	<p>Election of fourteen (14) Directors</p> <p>The proposal was approved in its original form and the following fourteen (14) directors were elected and assumed their respective positions: Messrs. Masakazu Hayashi, Atsushi Saito, Michio Yoneda, Akira Kiyota, Hiromi Yamaji, Ms. Christina Ahmadjian, Messrs. Tsutomu Okuda, Hideaki Kubori, Ms. Michiko Tomonaga, Messrs. Masayuki Hirose, Katsuhiko Honda, Kunihiro Matsuo, Shigeru Morimoto, and Charles Ditmars Lake II.</p> <p>The following eight (8) directors are outside directors: Ms. Christina Ahmadjian, Messrs. Tsutomu Okuda, Hideaki Kubori, Ms. Michiko Tomonaga, Messrs. Katsuhiko Honda, Kunihiro Matsuo, Shigeru Morimoto, and Charles Ditmars Lake II.</p>

(Reference)

A resolution was reached to adopt the following management structure at the board of directors meeting held following the annual general shareholders meeting.

(June 17, 2014)

(1) Directors

Name	Position
Masakazu Hayashi	Chairperson of the Board of Directors
Atsushi Saito	Director & Representative Executive Officer, Group CEO; Chairperson of the Nomination Committee; member of the Compensation Committee
Michio Yoneda	Director & Representative Executive Officer, Group COO; member of the Nomination Committee
Akira Kiyota	
Hiromi Yamaji	
Christina Ahmadjian *	
Tsutomu Okuda *	Member of the Nomination Committee; Chairperson of the Compensation Committee
Hideaki Kubori *	Member of the Nomination Committee
Michiko Tomonaga *	Member of the Audit Committee
Masayuki Hirose	Member of the Audit Committee
Katsuhiko Honda *	Member of the Nomination Committee
Kunihiro Matsuo *	Chairperson of the Audit Committee
Shigeru Morimoto *	
Charles Ditmars Lake II *	Member of the Compensation Committee

\* Denotes outside directors

(2) Executive Officers

Name	Position
Atsushi Saito	Director & Representative Executive Officer, Group CEO
Michio Yoneda	Director & Representative Executive Officer, Group COO
Yoshinori Suzuki	Executive Vice President & CIO (IT Planning)
Koichiro Miyahara	Executive Vice President (Human Resources)
Kotaro Yamazawa	Executive Vice President (Corporate Strategy and Corporate Communications)
Yoshinori Karino	Senior Executive Officer (IT Planning)
Moriyuki Iwanaga	Senior Executive Officer & CFO (Treasury)
Isao Hasegawa	Executive Officer (General Administration)