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Securities Code: 8622

June 1, 2018

To Those Shareholders with Voting Rights

Kazuhiko Kobayashi
Chairman and Representative Director
Mito Securities Co., Ltd.
3-10, Nihonbashi 2-chome, Chuo-ku,
Tokyo, Japan

NOTICE OF CONVOCAATION OF THE 73rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 73rd Ordinary General Meeting of Shareholders of the Company. The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights using the Form or via the Internet, so please review the Reference Documents for the General Meeting of Shareholders, and then please exercise your voting rights by 5:00 p.m., Tuesday, June 26, 2018 by either returning the Voting Rights Exercise Form with your selections or voting via the website exclusively prepared for the exercise of voting rights (<https://soukai.mizuho-tb.co.jp/>).

- 1. Date and Time:** Wednesday, June 27, 2018 at 10:00 a.m. (The reception desk will open at 9:00 a.m.)
- 2. Place:** Meeting Room, 7F, Mito Branch of the Company
6-10, Minamimachi 2-chome, Mito-shi, Ibaraki, Japan
- 3. Agenda of the Meeting:**
 - Matters to be reported:** The Business Report and the Financial Statements for the 73rd Fiscal Term (from April 1, 2017 to March 31, 2018)
 - Proposals to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Four Directors
 - Proposal No. 3:** Election of Two Statutory Auditors
 - Proposal No. 4:** Election of One Substitute Statutory Auditor

4. Guide for Shareholders when Voting:

Please review the “Guide for Shareholders when Voting” on pages 3 through 5.

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- * For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
 - * Methods of Notification of Modification of Matters as Stated in Reference Documents for the General Meeting of Shareholders, Business Report and Financial Statements

When it is necessary to modify the matters which are to be stated in the Reference Documents for the General Meeting of Shareholders, Business Report and Financial Statements, please understand that the matters after modification will be shown on the website of the Company.

©From among the documents required to be provided with this Notice of Convocation, the Statement of Changes in Net Assets and

the Notes to Financial Statements are shown on the website of the Company in accordance with laws and regulations and the provisions of Article 16 of the Articles of Incorporation of the Company. Therefore, they are not attached to this Notice of Convocation.

Please note that the Financial Statements audited respectively by the Statutory Auditors and Accounting Auditor during the preparation of the Audit Reports include the Statement of Changes in Net Assets and the Notes to Financial Statements shown on the website of the Company, together with each document stated in the Attached Documents provided with this Notice of Convocation.

The Company's website: <http://www.mito.co.jp/>

Guide for Shareholders when Voting

If you are able to attend the meeting

Date of the meeting: Wednesday, June 27, 2018 at 10:00 a.m. (The reception desk will open at 9:00 a.m.)

Please bring the enclosed Voting Rights Exercise Form with you and present it at the reception desk on arrival at the meeting. Please also bring this booklet with you as a reference material for the meeting.

* You can exercise your voting rights by authorizing one other shareholder with voting rights to act as your proxy. However, please understand that you must submit to the Company a document evidencing his/her power of representation.

If you are unable to attend the meeting

Voting in Writing by Postal Mail

Deadline for voting: The Form must be received by 5:00 p.m., Tuesday, June 26, 2018

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the Form.

Please indicate your vote for or against each of the proposals here.

[Proposals 1 and 4]

If yes: Please circle the “Yes” column.

If no: Please circle the “No” column.

[Proposals 2 and 3]

If yes for all candidates: Please circle the “Yes” column.

If no for all candidates: Please circle the “No” column.

If no for some candidates: Please circle the “Yes” column and fill in the number of each of the candidates you are voting against.

* The “proxy code” and “password” required for exercising voting rights via the Internet, etc. are noted on this Form.

Voting via the Internet

Deadline for voting: The votes must be received by 5:00 p.m., Tuesday, June 26, 2018

Exercise of voting rights via the Internet is only possible by accessing the website designated by the Company exclusively for the purpose of exercising voting rights (<https://soukai.mizuho-tb.co.jp/>). This website for the exercise of voting rights is also accessible for Internet-enabled mobile phones. For details, please see pages 4 through 5.

Platform for the Electronic Exercise of Voting Rights (for Institutional Investors)

Nominee shareholders such as trust and custody service banks (including standing proxies) may use the platform for the electronic exercise of voting rights operated by ICJ Inc., provided that they apply for the use of that platform in advance.

Voting via the Internet

Please use the “proxy code” and “password” noted on the Voting Rights Exercise Form and enter your vote for or against each of the proposals following the directions on the screen.

STEP 1: Access the website for the exercise of voting rights

- * Search  at a search site, or go directly to <https://soukai.mizuho-tb.co.jp/>, the site for the exercise of voting rights.

- * You can access the website also by reading the “QR code” shown on the right.



STEP 2: Read the instructions on “Voting via the Internet”
Read the instructions on “Voting via the Internet” and click Next.

(Attention)

- * If you exercise your voting rights redundantly, both in writing by postal mail and via the Internet, only the votes via the Internet shall be deemed to be valid. If you exercise your voting rights more than once, your most recent votes shall be deemed to be valid.
- * The password (including the new password you register at login) is effective only for the meeting. A new password will be issued for the next meeting.
- * Any expenses incurred to access the Internet shall be borne by shareholders.
- * A password is the means by which the person exercising voting rights is confirmed as a shareholder. The Company never asks shareholders to disclose their passwords.
- * If you input an incorrect password more than a certain number of times, your password will be locked and disabled. If your password is disabled, please take the procedures following the directions on the screen.
- * Although the operation of the website exclusively prepared for the exercise of voting rights has been tested and confirmed using PCs and mobile devices generally used to connect to the Internet, we cannot guarantee that all devices can properly connect to the website.

STEP 3: Log in to the website

Enter the “proxy code” noted on your Voting Rights Exercise Form and click “Next.”

* The “proxy code” and “password” are shown in the lower right of the enclosed “Voting Rights Exercise Form.”

STEP 4: Change your password

When you log in, you will be directed to the password-change page. Enter your temporary password and then change it to a new password for your future use.

Next, please enter your vote for or against each of the proposals following the directions on the screen.

For Inquiries

If you have any questions, please call one of the following numbers at the Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd., our transfer agent.

(1) Contact exclusively for inquiries about the use of PCs, etc. to access the website exclusively prepared for the exercise of voting rights

Phone: 0120-768-524 (toll-free within Japan only)(9:00 to 21:00 on weekdays)

(2) Contact for inquiries about stock procedures other than the above

Phone: 0120-288-324 (toll-free within Japan only)(9:00 to 17:00 on weekdays)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Matters related to the year-end dividend:

The Company makes it a basic policy to return profit to shareholders by distributing dividends commensurate with business results in consideration of stable and continuous distribution based on management philosophy of making best efforts for shareholders, and by setting a target payout ratio of 30% or more, in principle, when determining annual dividend per share.

Based on the above-mentioned policies, the Company wishes to propose a year-end dividend of ¥15.0 per share for the term. The total annual dividend for the term will be ¥20.0 per share combined with the interim dividend of ¥5.0.

(1) Types of dividend properties

Cash

(2) Matters related to distribution of dividend properties and the amount

¥15 per common share of the Company

Aggregate dividend amount: ¥1,051,823,835

(3) Effective date of the dividend from surplus

June 28, 2018

Proposal No. 2: Election of Four Directors

The terms of office of four Directors, Kazuhiko Kobayashi, Mitsuo Kobashi, Katsuo Mashida and Tadahiro Suzuki, will expire at the conclusion of the meeting. Accordingly, election of the following four Directors is proposed.

The candidates for Directors are as follows:

Candidate No.	Name			Status at the Company	Term of office from assumption of office	Attendance at the Board of Directors Meetings
1	Kazuhiko Kobayashi	<u>Reappointed</u>		Chairman and Representative Director	37 years	18 / 18
2	Katsunori Kobayashi	<u>Newly appointed</u>		—	—	—
3	Katsuo Mashida	<u>Reappointed</u>		Managing Director	4 years	18 / 18
4	Tadahiro Suzuki	<u>Reappointed</u>	<u>Outside</u> <u>Independent</u>	Director	4 years	18 / 18

Candidate No.	Name (Date of birth)	Career summary, significant office(s) concurrently held, status and assignment at the Company	Number of shares of the Company held
1.	Kazuhiko Kobayashi (January 4, 1944) <Reappointed> Attendance at the Board of Directors Meetings 18/18	June 1973 Joined Mito Securities Co., Ltd. December 1980 Director of the Board December 1981 Managing Director December 1983 President and Representative Director June 2013 Chairman and Representative Director, Supervisor, Audit Division October 2014 Chairman and Representative Director (to the present) (Significant office concurrently held) President of Tokyo Securities Industry Health Insurance Society (Reason for nominating him as a candidate for Director) Mr. Kazuhiko Kobayashi has built up a record of achievements in guiding the Company's management for long years as a Representative Director and has accumulated abundant experience and knowledge. His strong leadership will be indispensable for realizing the Company's management vision in the securities industry, where further changes are expected to occur. Accordingly, we nominate him as a candidate to continue serving as Director.	788,040 shares

Candidate No.	Name (Date of birth)	Career summary, significant office(s) concurrently held, status and assignment at the Company	Number of shares of the Company held
2.	Katsunori Kobayashi (July 12, 1976) <Newly appointed>	<p>April 2005 Joined Mito Securities Co., Ltd.</p> <p>October 2015 General Manager, Management Planning Division</p> <p>April 2017 Executive Officer, in charge of Wealth Management Division, Sales Planning and Policy Division, and Customer Center</p> <p>April 2018 Executive Officer, in charge of Wealth Management Division (to the present)</p> <p>(Reason for nominating him as a candidate for Director)</p> <p>Mr. Katsunori Kobayashi has accumulated wide-ranging experience and achievements at the major divisions (Financial Affairs Division, Risk Management Division, Sales Planning and Policy Division, Audit Division, Management Planning Division, etc.) of the head office. He has lived up to his important responsibilities as a core member in drawing up the “Management Vision” and the “Fourth Mid-term Management Plan” in the Management Planning Division. He has also provided sales support in an accurate and efficient manner through strategic planning based on various analyses at the Sales Planning and Policy Division. As the average age of the Company’s employees becomes lower, we believe that the younger generation’s new ideas and energy will become more important toward the 100th anniversary of the Company’s foundation. Accordingly, we appoint him as a candidate for Director.</p>	168,500 shares

Candidate No.	Name (Date of birth)	Career summary, significant office(s) concurrently held, status and assignment at the Company	Number of shares of the Company held
3.	<p>Katsuo Mashida (November 17, 1958) <Reappointed></p> <p>Attendance at the Board of Directors Meetings 18/18</p>	<p>April 1981 Joined Mito Securities Co., Ltd. June 2002 General Manager, Toride Branch June 2005 General Manager, Ishioka Branch March 2007 General Manager, assigned to Sales Headquarters April 2008 Executive Officer, General Manager, Sales 2nd block April 2009 Executive Officer, General Manager, Mito Branch March 2010 Executive Officer, Head of Sales Planning and Policy Department, Head of Industry Business Department April 2010 Managing Executive Officer, General Manager, Sales Planning and Policy Division, in charge of Consulting Division April 2013 Managing Executive Officer, in charge of Administrative Division June 2013 Managing Executive Officer, in charge of Personnel Affairs Division and Administrative Division April 2014 Managing Executive Officer, in charge of Sales 1st block, Sales 2nd block, and Sales 3rd block June 2014 Director of the Board, Supervisor, Investment Information Division, Sales 1st block, Sales 2nd block, Sales 3rd block, Wealth Management Division, Sales Planning and Policy Division, Customer Center, Underwriting Division, and Corporate Sales Division April 2016 Director of the Board, Supervisor, Personnel Affairs Division, Human Resources Development Division, Administrative Division, System Control Division, Clerical Work Planning Division, and Concentrated Clerical Work Division April 2017 Managing Director, Supervisor, Personnel Affairs Division, Human Resources Development Division, Administrative Division, System Control Division, Clerical Work Planning Division, and Concentrated Clerical Work Division (to the present)</p> <p>(Reason for nominating him as a candidate for Director) Mr. Katsuo Mashida has been in charge of divisions overseeing wide-ranging business operations such as the sales division, sales planning and policy division, and human resources development division. He has contributed to the Company's management by taking advantage of his multilateral standpoint based on his long-term experience and knowledge and his detailed work experience in overall management. We believe that Mr. Katsuo Mashida is a talented person who will be valuable for the promotion of the Company's growth strategy in the future. Accordingly, we nominate him as a candidate to continue serving as Director.</p>	38,550 shares

Candidate No.	Name (Date of birth)	Career summary, significant office(s) concurrently held, status and assignment at the Company	Number of shares of the Company held
4.	Tadahiro Suzuki (July 25, 1943) <Reappointed> <Outside Director> <Independent Officer> Attendance at the Board of Directors Meetings 18/18	<p>April 1962 Joined Daiwa Securities Co. Ltd. (present Daiwa Securities Group Inc.)</p> <p>June 1991 Director of Daiwa Securities Co. Ltd.</p> <p>September 1995 Executive Managing Director of Daiwa Securities Co. Ltd.</p> <p>June 2000 President and Representative Director of Imagawa Misawaya Securities Co., Ltd. (present Retela Crea Securities Co., Ltd.)</p> <p>June 2012 Senior Advisor of Retela Crea Securities Co., Ltd.</p> <p>June 2013 Retired as Senior Advisor of Retela Crea Securities Co., Ltd.</p> <p>June 2014 Outside Director, Mito Securities Co., Ltd. (to the present)</p> <p>(Reason for nominating him as a candidate for Outside Director) Because Mr. Tadahiro Suzuki has held several successive positions as a corporate manager in the securities industry over a long period and has accumulated abundant experience and knowledge, he has been a significant driving force in the Company's management. He also satisfies the requirements in the "Standards for the Independence of Outside Officers" stipulated in the Basic Policy for Corporate Governance. Accordingly, we nominate him as a candidate to continue serving as Outside Director.</p>	19,700 shares

- Notes: 1. No conflict of interest exists between the Company and any of the above candidates for Directors.
2. Mr. Tadahiro Suzuki is a candidate for Outside Director.
3. The Company has registered Mr. Tadahiro Suzuki with the Tokyo Stock Exchange as an independent officer to whom conflict of interest with general shareholders is unlikely to occur. When Mr. Tadahiro Suzuki is reelected as Outside Director, the Company will continue his appointment as an independent officer. The Company has judged that Mr. Tadahiro Suzuki satisfies the Standards for the Independence of Outside Officers as set forth by the Company.
4. Liability limitation agreement with Outside Director
The Company has entered into a liability limitation agreement with Mr. Tadahiro Suzuki to limit the liability provided for in Article 423, Paragraph 1 of the Company Law in accordance with the provisions in Article 427, Paragraph 1 of the Company Law and the Articles of Incorporation. The maximum amount of liability under the agreement will be seven million (7,000,000) yen or the minimum amount of liability stipulated by laws and regulations, whichever is higher. When Mr. Tadahiro Suzuki is reelected as Outside Director, the Company will continue the liability limitation agreement with him.
5. The term of office of Mr. Tadahiro Suzuki from his assumption of office as Outside Director will be four years at the conclusion of the meeting.

Proposal No. 3: Election of Two Statutory Auditors

The terms of office of two Statutory Auditors, Mr. Hisao Igari and Mr. Tetsushi Okimura, will expire at the conclusion of the meeting. Accordingly, election of the following two Statutory Auditors is proposed. The Board of Statutory Auditors has previously given its approval.

The candidates for Statutory Auditors are as follows:

Candidate No.	Name (Date of birth)	Career summary, significant office(s) concurrently held and status at the Company	Number of shares of the Company held
1.	Tetsushi Okimura (February 23, 1957) <Reappointed> Attendance at the Board of Directors Meetings 18/18	<p>April 1979 Joined National Securities Co., Ltd. (present SMBC Nikko Securities Inc.)</p> <p>May 1999 Joined Mito Securities Co., Ltd.</p> <p>June 2005 Executive Officer, Head of General Planning and Policy Department, Head of Risk Management Department, in charge of Secretariat</p> <p>March 2010 Executive Officer, General Manager, Compliance Headquarters, Head of Compliance Department, in charge of Risk Management Division and Underwriting Examination Department</p> <p>April 2013 Managing Executive Officer, in charge of Risk Management Division and Financial Affairs Division</p> <p>April 2014 Managing Executive Officer, in charge of Risk Management Division</p> <p>June 2014 Statutory Auditor (to the present)</p> <p>(Reason for nominating him as a candidate for Statutory Auditor) Mr. Tetsushi Okimura has accumulated wide-ranging business experience in the management planning, risk management, compliance, accounting and financial affairs divisions, and possesses considerable knowledge about finance and accounting. Moreover, he not only points out issues as a Statutory Auditor, but also has consulting capabilities for problem solving. Accordingly, we nominate him as a candidate to continue serving as Statutory Auditor.</p>	21,600 shares

Candidate No.	Name (Date of birth)	Career summary, significant office(s) concurrently held and status at the Company	Number of shares of the Company held
2.	Hideki Iguchi (April 17, 1961) < Newly appointed >	<p>April 1985 Joined Taiheiyo Securities Co., Ltd. (current Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>March 2001 Joined Mito Securities Co., Ltd.</p> <p>April 2008 Executive Officer, General Manager, Compliance Headquarters, Head of Risk Management Department, Head of Compliance Department, in charge of Underwriting Examination Department</p> <p>February 2009 Executive Officer, General Manager, Compliance Headquarters, Head of Compliance Department, in charge of Risk Management Division and Underwriting Examination Department</p> <p>October 2009 Executive Officer, General Manager, Compliance Headquarters, Head of Compliance Department, in charge of Underwriting Examination Department</p> <p>March 2010 Executive Officer, in charge of General Planning and Policy Department, Administrative Division, and Financial Affairs Division</p> <p>April 2010 Executive Officer, in charge of Management Planning Division, Administrative Division, and Financial Affairs Division</p> <p>April 2012 Executive Officer, in charge of Management Planning Division, Financial Affairs Division, and Risk Management Division</p> <p>April 2013 Executive Officer, General Manager, Audit Division</p> <p>March 2014 Executive Officer, in charge of Audit Division</p> <p>April 2015 Managing Executive Officer, in charge of Compliance Division and Examination Division, General Manager, Business Operation Guidance Division</p> <p>April 2016 Managing Executive Officer, in charge of Audit Division, Compliance Division, Business Operation Guidance Division, and Examination Division</p> <p>October 2017 Managing Executive Officer, in charge of Audit Division, Compliance Division, Business Operation Guidance Division, and Examination Division, General Manager, Business Operation Guidance Division</p> <p>April 2018 Managing Executive Officer, in charge of Business Operation Guidance Division (to the present)</p> <p>(Reason for nominating him as a candidate for Statutory Auditor) Mr. Hideki Iguchi has been responsible for wide-ranging business operations such as management planning, compliance, auditing, and risk management. He has also made significant contributions to the development of the Company's corporate governance structure and internal control system. In light of these achievements and insight, we nominated him as a candidate for Statutory Auditor.</p>	28,000 shares

Note: 1. No conflict of interest exists between the Company and any of the above candidates for Statutory Auditors.

Proposal No. 4: Election of One Substitute Statutory Auditor

In order to prepare for the case when the number of Statutory Auditors stipulated by laws and regulations might be insufficient, election of the following one Substitute Statutory Auditor is proposed. The Board of Statutory Auditors has previously given its approval.

The candidate for Substitute Statutory Auditor is as follows:

Name (Date of birth)	Career summary, significant office(s) concurrently held and status at the Company	Number of shares of the Company held
Yutaka Ichikawa (September 8, 1970) <Substitute Statutory Auditor>	October 1999 Passed the Bar Examination November 2001 Registered as Attorney-at-Law (Tokyo Bar Association) June 2003 Join South Toranomom Law Offices June 2015 Substitute Statutory Auditor, Mito Securities Co., Ltd. (to the present) (Significant office concurrently held) Partner Attorney, South Toranomom Law Offices (Reason for nominating him as a candidate for Substitute Outside Statutory Auditor) Mr. Yutaka Ichikawa has abundant experience in legal circles as an Attorney-at-Law and advanced insight about laws and compliance. We believe that Mr. Yutaka Ichikawa is capable of fulfilling his roles as a Statutory Auditor. Accordingly, we nominate him as a candidate to serve as a Substitute Statutory Auditor.	0 shares

- Notes: 1. No conflict of interest exists between the Company and the above candidate for Substitute Statutory Auditor.
2. Mr. Yutaka Ichikawa is a candidate for Substitute Outside Statutory Auditor. Election of Mr. Yutaka Ichikawa is proposed as a candidate for Substitute to Statutory Auditors Mr. Ryoichi Ohno and Mr. Masao Obayashi. In addition, Mr. Yutaka Ichikawa satisfies the requirements for an independent officer as set forth by the Tokyo Stock Exchange, Inc. We have judged that Mr. Yutaka Ichikawa satisfies the Standards for the Independence of Outside Statutory Auditors as set forth by the Company.
3. Liability limitation agreement with Outside Statutory Auditor
If Mr. Yutaka Ichikawa assumes office as an Outside Statutory Auditor, the Company will enter into a liability limitation agreement with him to limit the liability provided for in Article 423, Paragraph 1 of the Company Law in accordance with the provisions in Article 427, Paragraph 1, of the Company Law and the provisions of the Articles of Incorporation. The maximum amount of liability under the agreement will be five million (5,000,000) yen or the minimum amount of liability stipulated by laws and regulations, whichever is higher.

(REFERENCE)

Financial Highlights
(Year ended March 31)

		2014	2015	2016	2017	2018
Non-consolidated financial highlights						
Operating revenue	(Millions of yen)	15,762	15,192	13,223	13,389	16,152
Ordinary income (loss)	(Millions of yen)	4,187	3,323	1,444	1,437	3,347
Net income (loss)	(Millions of yen)	3,756	2,485	1,983	962	2,584
Capital stock	(Millions of yen)	12,272	12,272	12,272	12,272	12,272
Total number of shares issued	(Shares)	77,289,033	75,689,033	75,689,033	75,689,033	70,689,033
Total net assets	(Millions of yen)	36,690	39,197	37,759	38,026	40,394
Total assets	(Millions of yen)	62,265	68,745	58,991	62,759	68,202
Net assets per share	(Yen)	495.04	543.49	530.92	538.71	580.47
Cash dividend per share [interim cash dividend per share]	(Yen)	16.00 [7.00]	16.50 [5.50]	13.00 [6.00]	7.00 [2.00]	20.00 [5.00]
Net income (loss) per share	(Yen)	50.67	34.04	27.65	13.57	36.93
Diluted net income (loss) per share	(Yen)	—	—	—	—	—
Equity ratio	(%)	58.9	57.0	64.0	60.6	59.2
Return (loss) on equity	(%)	10.7	6.6	5.2	2.5	6.6
Payout ratio	(%)	31.6	48.5	47.0	51.6	54.2

- Notes: 1. The financial highlights are not presented in the original Notice of the Ordinary General Meeting of Shareholders in Japanese.
2. Moreover, some of the figures in this document have been prepared based on financial statements, which are not included in the original Notice of the Ordinary General Meeting of Shareholders in Japanese.
3. Figures have been prepared in accordance with the accounting principles generally accepted in Japan, which are different in certain respects from application and disclosure requirements of the International Financial Reporting Standards.