

This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code: 8622

June 3, 2011

To Those Shareholders with Voting Rights

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

NOTICE OF CONVOCAATION OF THE 66th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We express our heartfelt sympathy to those who have suffered from the Great East Japan Earthquake.

You are cordially invited to attend the 66th 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., Thursday, June 23, 2011 by either returning the Voting Rights Exercise Form with your selections or voting via the website exclusively prepared for the exercise of voting rights (<http://www.e-kosi.net>).

- 1. Date and Time:** Friday, June 24, 2011 at 10:00 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 66th Fiscal Term (from April 1, 2010 to March 31, 2011)
 - Proposals to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Three Directors
 - Proposal No. 3:** Election of One Statutory Auditor
 - Proposal No. 4:** Election of One Substitute Statutory Auditor

4. Guide for Shareholders when Voting:

Please review the "Guide for Shareholders when Voting" on the next page.

* For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

* The directors, officers, and other employees of the Company will be attending the meeting lightly dressed (Cool Biz). We appreciate your understanding. We also request the Shareholders to attend the meeting in light attire.

Guide for Shareholders when Voting

(1) Voting by Proxy

If you are unable to attend 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.

(2) 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 (<http://www.mito.co.jp/>).

(3) Voting via the Internet

1) 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 (<http://www.e-kosi.jp>). This website for the exercise of voting rights is also accessible for Internet-enabled mobile phones.

When exercising your voting rights via the Internet, please refer to the “System Environment for the exercise of voting rights via the Internet” on page 3.

2) When exercising your voting rights via the Internet, please use the “proxy code” and “password” noted on the enclosed Voting Rights Exercise Form and enter your votes of approval or disapproval for the proposals according to the directions on screen.

3) We will accept voting via the Internet up to 5:00 p.m. on Thursday, June 23, 2011. However, you are cordially requested to exercise your voting rights rather early to facilitate the proper recording of your votes.

4) If you exercise your voting rights by both of the methods available, that is, both via the Internet and in writing on the Voting Rights Exercise Form, only the votes cast via the Internet shall be deemed valid.

5) If you exercise your voting rights via the Internet more than once, or if you exercise your voting rights via the Internet using both a personal computer and mobile phone, only your most recently cast votes shall be deemed to be valid.

6) Communication charges, etc. required for the exercise of voting rights shall be borne by shareholders.

[System Environment for the exercise of voting rights via the Internet]

The following system environment is required for the exercise of voting rights via the Internet.

- 1) Access to the Internet
 - 2) If you are to exercise voting rights using a personal computer, Microsoft® Internet Explorer Version 6.0 (or above) must be installed as your browser. Any PC hardware with an operating system capable of supporting this browser will be adequate.
 - 3) If you are to exercise voting rights via a mobile phone, the device must be capable of 128bitSSL telecommunications (encrypted communications).
For security reasons, the website for the exercise of voting rights is only configured to support 128bitSSL telecommunications (encrypted communication). Consequently, certain devices cannot be used.
- * Microsoft and Internet Explorer are registered trademarks or trademarks of Microsoft Corporation in the U.S.A., Japan, and/or other countries.

《Inquiries about the Exercise of Voting Rights via the Internet》

If you have any questions about the exercise of voting rights via the Internet, please call the following number.

Transfer Agent: JAPAN SECURITIES AGENTS, LTD.
Agency Department IT General Meeting Help Desk
[Direct Line (Toll free)] ☎ 0120-707-743
(accessible from 9:00 a.m. to 9:00 p.m. on business days, Saturdays, Sundays, and national holidays)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

1. Matters related to the year-end dividend:

With respect to dividend distribution, the Company adopts a basic policy of enhancing internal reserves in order to strengthen its financial structure and support future business development while distributing dividends commensurate with business results in consideration of maintaining stable and continuous distribution.

The Company marked its 90th anniversary on April 1, 2011. Accordingly, the Company proposes the year-end dividend for the term, as well as the commemorative dividend, as follows.

(1) Types of dividend properties

Cash

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

¥3 (ordinary dividend of ¥2.5 plus the commemorative dividend of ¥0.5) per common share of the Company

Aggregate dividend amount: ¥222,467,037

(3) Effective date of the dividend from surplus

June 27, 2011

2. Matters related to appropriation of surplus:

In accordance with the provisions of Article 452 of the Company Law, we propose the appropriation of general reserves to compensate for the deficit in retained earnings carried forward.

(1) Decreasing item of surplus and the amount

General reserve 1,000,000,000 yen

(2) Increasing item of surplus and the amount

Retained earnings carried forward 1,000,000,000 yen

Proposal No. 2: Election of Three Directors

The terms of office of three Directors, Shusaku Ozaka, Masatoshi Matsunobe and Tetsuya Oomae, will expire at the conclusion of the meeting. Accordingly, election of the following three Directors is proposed.

The candidates for Directors are as follows:

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.	Shusaku Ozaka (September 26, 1949)	<p>April 1973 Joined The Industrial Bank of Japan, Ltd. (present Mizuho Corporate Bank, Ltd.)</p> <p>April 2002 Operating Officer of Mizuho Trust & Banking Co., Ltd.</p> <p>June 2003 Joined Mito Securities Co., Ltd. Managing Director, Representative of General Planning and Policy Department, Financial Affairs Division</p> <p>June 2004 Managing Director, General Manager, Corporate Headquarters, Representative of General Planning and Policy Department, Supervisor, Underwriting Division</p> <p>April 2005 Managing Director, General Manager, Corporate Headquarters, Representative of General Planning and Policy Department, Supervisor, Underwriting Division, Underwriting Credit Evaluation Department</p> <p>June 2005 Managing Director, Supervisor, Corporate Headquarters, Secretariat, General Planning and Policy Department, Risk Management Department, Underwriting Division</p> <p>June 2007 Senior Managing Director, Supervisor, Product Headquarters, Investment Information Division, Investigation Division, Secretariat, General Planning and Policy Department</p> <p>October 2007 Senior Managing Director, Supervisor, Product Headquarters, Investment Information Division, Investigation Division, Secretariat, General Planning and Policy Department, Internal Control Promotion Department</p> <p>April 2009 Senior Managing Director, Supervisor, Product Headquarters, General Planning and Policy Department, Investment Information Division, Investment Advisory Division</p> <p>June 2009 Executive Vice President and Representative Director, Supervisor, Product Headquarters, General Planning and Policy Department, Investment Information Division, Investment Advisory Division</p> <p>April 2010 Executive Vice President and Representative Director, Supervisor, Management Planning Division, Investment Information Division, Product Planning Division, Dealing Division, Stock Operations Division, Product Operations Division, Investment Advisory Division (to the present)</p>	31,947 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.	Tetsuya Oomae (January 7, 1953)	<p>April 1977 Joined The Dai-ichi Mutual Life Insurance Company</p> <p>April 1998 General Manager, Business Planning Division</p> <p>April 2001 General Manager, Tokyo Corporate Relations Department No. 6</p> <p>April 2006 Joined Mito Securities Co., Ltd.</p> <p>June 2006 Managing Executive Officer, General Manager, Corporate Headquarters</p> <p>March 2007 Managing Executive Officer, General Manager, Corporate Headquarters, Representative of Underwriting Division</p> <p>June 2007 Director of the Board</p> <p>April 2008 Director of the Board, Supervisor, Audit Division, Internal Control Promotion Department, Risk Management Department</p> <p>June 2008 Managing Director</p> <p>February 2009 Managing Director, Supervisor, Audit Division, Risk Management Division</p> <p>June 2009 Managing Director, Supervisor, Compliance Headquarters, Underwriting Credit Evaluation Department</p> <p>April 2010 Managing Director, Supervisor, Risk Management Division, Administrative Division, Financial Affairs Division (to the present)</p>	11,251 shares
3.	Koichi Shiga (July 9, 1952)	<p>April 1976 Joined Mito Securities Co., Ltd.</p> <p>February 1990 General Manager, Omori Branch</p> <p>March 2000 General Manager, Operations Division of Head Office</p> <p>June 2002 General Manager, Sales Division of Head Office</p> <p>June 2004 Director of the Board</p> <p>June 2005 Managing Executive Officer, General Manager, Mito Branch</p> <p>April 2008 Managing Executive Officer, General Manager, Sales Headquarters, Head of Industry Business Department</p> <p>April 2009 Managing Executive Officer, General Manager, Product Headquarters, Representative of Investment Information Division</p> <p>April 2010 Managing Executive Officer, Representative of Investment Information Division, Product Planning Division, Dealing Division, Stock Operations Division, Product Planning Division</p> <p>April 2011 Managing Executive Officer, Representative of Audit Division (to the present)</p>	25,604 shares

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

Proposal No. 3: Election of One Statutory Auditor

The terms of office of Statutory Auditor, Masahide Hara, will expire at the conclusion of the meeting. Accordingly, election of the following one Statutory Auditor is proposed. The Board of Statutory Auditors has previously given its approval.

The candidate for 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
Masatoshi Matsunobe (November 9, 1951)	April	1974 Joined Mito Securities Co., Ltd.	39,397 shares
	June	1992 General Manager, Kamata Branch	
	June	1993 General Manager, Chiba Branch	
	May	1995 General Manager, Oyama Branch	
	June	1997 General Manager, Sales Division of Head Office	
	March	2000 General Manager, Sales Block 1	
	June	2002 Director of the Board, General Manager, Mito Branch	
	June	2005 Managing Executive Officer, General Manager, Sales Headquarters	
	March	2007 Head of Industry Business Department	
	June	2007 Director of the Board	
	April	2008 Director of the Board, Supervisor, Sales Headquarters, Corporate Headquarters, Underwriting Division	
	June	2008 Managing Director	
	April	2009 Managing Director, General Manager, Sales Headquarters, Supervisor, Market Sales Division, Underwriting Division	
April	2010 Senior Managing Director, Supervisor, Audit Division, General Compliance Division, Business Investigation Division, Evaluation Division (to the present)		

Note: No conflict of interest exists between the Company and the above candidate for Statutory Auditor.

Proposal No. 4: Election of One Substitute Statutory Auditor

In order to prepare for the case when the number of Statutory Auditors stipulated by law 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
Ryuji Haneishi (September 28, 1942)	April 1966 Joined Taisho Insurance Co., Ltd. (present MS&AD Insurance Group Holdings, Inc.) June 1994 General Manager, Financing Division of Mitsui Marine and Fire Insurance Co., Ltd. (present MS&AD Insurance Group Holdings, Inc.) April 1997 Director of the Board of Mitsui Marine Investment Management Co., Ltd. December 2002 Advisor of Sumitomo Mitsui Asset Management Company, Limited March 2003 Retired from Sumitomo Mitsui Asset Management Company, Limited April 2004 Civil Conciliation Committee Member, Tokyo Summary Court June 2006 Substitute Statutory Auditor of Mito Securities Co., Ltd. (to the present)	0 shares

- Notes: 1. No conflict of interest exists between the Company and the above candidate for Substitute Statutory Auditor.
2. Mr. Ryuji Haneishi is a candidate for Substitute Outside Statutory Auditor. Election of Mr. Ryuji Haneishi is proposed as candidate for Substitute Statutory Auditor to Statutory Auditors Mr. Ryoichi Ohno and Mr. Masao Obayashi.
3. Since Mr. Ryuji Haneishi has been in charge of financial services at non-life insurance company over the years, we have determined that he can properly perform his duties as an Outside Statutory Auditor. Therefore, his election as candidate for Outside Statutory Auditor is proposed.
4. If the candidate is elected as Statutory Auditor, the Company will enter into the liability limitation agreement, which shall limit the liability provided for in Article 423, Paragraph 1 of the Company Law. The maximum amount of the liability will be the amount provided for in Article 427, Paragraph 1 of the Company Law.
(Please refer to *page 13-4, Matters relating to Outside Directors and Outside Statutory Auditors (2) Liability Limitation Agreement)
*This reference is omitted from the English translation.

(REFERENCE)

Financial Highlights
(Year ended March 31)

		2007	2008	2009	2010	2011
Non-consolidated financial highlights						
Operating revenue	(Millions of yen)	15,544	14,938	10,133	11,203	10,739
Ordinary income (loss)	(Millions of yen)	3,779	2,096	(2,751)	(433)	(487)
Net income (loss)	(Millions of yen)	1,828	1,530	(3,936)	(904)	(725)
Capital stock	(Millions of yen)	12,272	12,272	12,272	12,272	12,272
Total number of shares issued	(Shares)	80,537,033	80,537,033	77,289,033	77,289,033	77,289,033
Total net assets	(Millions of yen)	38,074	36,619	29,905	29,154	27,724
Total assets	(Millions of yen)	89,679	61,533	50,906	54,584	46,106
Net assets per share	(Yen)	473.60	455.64	403.15	393.10	373.87
Cash dividend per share [interim cash dividend per share]	(Yen)	15.00 [5.00]	8.00 [5.00]	2.500 [2.500]	2.500 [0.00]	3.000 [0.00]
Net income (loss) per share	(Yen)	22.74	19.04	(51.10)	(12.19)	(9.79)
Diluted net income (loss) per share	(Yen)	—	—	—	—	—
Equity ratio	(%)	42.5	59.5	58.7	53.4	60.1
Return (loss) on equity	(%)	4.7	4.1	(11.8)	(3.1)	(2.6)
Payout ratio	(%)	66.0	42.0	—	—	—

- 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.