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Securities Code: 8622  
June 7, 2012

**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 CONVOCAION OF  
THE 67<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 67<sup>th</sup> 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., Wednesday, June 27, 2012 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:** Thursday, June 28, 2012 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 67<sup>th</sup> Fiscal Term (from April 1, 2011 to March 31, 2012)
  - Proposals to be resolved:**
    - Proposal No. 1:** Appropriation of Surplus
    - Proposal No. 2:** Election of Three Directors
    - Proposal No. 3:** Election of One Substitute Statutory Auditor
- 4. Guide for Shareholders when Voting:**

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

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\* 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 Wednesday, June 27, 2012. 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 use of the website for the exercise of voting rights.

1. When using a PC

- 1) Access to the Internet
  - 2) Microsoft® Internet Explorer Version 6.0 (or above) must be installed as your browser.
  - 3) The Reference Documents for the General Meeting of Shareholders and the Business Report, etc. on the website for the exercise of voting rights can only be viewed from your PC if Adobe Reader Version 6.0 (or above) is installed.
  - 4) The above browser can be used as a hardware environment.
- \* Microsoft and Internet Explorer are registered trademarks or trademarks of Microsoft Corporation in the U.S.A., Japan, and/or other countries.
  - \* Adobe Reader is registered trademark or trademark of Adobe Systems Incorporated in the U.S.A. and/or other countries.

2. When using a mobile phone

- 1) Either “i-mode®,” “Ezweb,” or “Yahoo! mobile” can be used as an Internet access service.
  - 2) The device must be capable of 128bitSSL telecommunication (encrypted communication).  
(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. Voting rights can also be exercised using a full web browser for mobile phones (including smartphones). Please note, however, that certain devices cannot be used.)
- \* “i-mode” is a registered trademark of NTT DOCOMO, INC..
  - \* “Ezweb” is a registered trademark of KDDI CORPORATION.
  - \* “Yahoo!” and the logo marks “Yahoo!” and “Y!” are registered trademarks or trademarks of Yahoo! Inc. (U.S.A.)

《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**

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.

As for the year-end dividend for the term, the Company will return profits to shareholders based on the policy.

(1) Types of dividend properties

Cash

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

¥2.5 per common share of the Company                      Aggregate dividend amount: ¥185,368,183

(3) Effective date of the dividend from surplus

June 29, 2012

**Proposal No. 2: Election of Three Directors**

The terms of office of three Directors, Kazuhiko Kobayashi, Hiroshi Yamamoto and Mitsuo Kobashi, 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.	Kazuhiko Kobayashi (January 4, 1944)	June 1973 Joined Mito Securities Co., Ltd. December 1980 Director of the Board December 1981 Managing Director December 1983 President and Representative Director (to the present)	982,652 shares
2.	Hiroshi Yamamoto (December 14, 1953)	April 1976 Joined Mito Securities Co., Ltd. March 2001 General Manager, Financial Affairs Division June 2004 Director of the Board June 2005 Managing Executive Officer, General Manager, Management Headquarters June 2006 Director of the Board, Supervisor, Management Headquarters June 2009 Director of the Board, Supervisor, Personnel Affairs and Training Division, Administrative Division, Finance Division, System Control Division, Clerical Work Management Division, and Sales Management Division October 2009 Director of the Board, Supervisor, Personnel Affairs and Training Division, Administrative Division, Finance Division, System Control Division, and Clerical Work Management Division April 2010 Managing Director, Supervisor, Personnel Affairs and Training Division, System Control Division, and Clerical Work Management Division April 2012 Managing Director, Supervisor, Personnel Affairs Division, System Control Division, Clerical Work Planning Division, and Concentrated Clerical Work Division (to the present)	48,657 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.	Mitsuo Kobashi (August 6, 1954)	<p>April 1977 Joined Mito Securities Co., Ltd.</p> <p>April 1998 Head of Sales Planning and Policy Department</p> <p>June 2005 Executive Officer, Deputy General Manager, Management Headquarters</p> <p>June 2008 Managing Executive Officer</p> <p>April 2010 Managing Executive Officer, in charge of Sales 1<sup>st</sup> block, Sales 2<sup>nd</sup> block, and Sales Planning and Policy Division</p> <p>June 2010 Director of the Board, Supervisor, Sales 1<sup>st</sup> block, Sales 2<sup>nd</sup> block, Sales Planning and Policy Division, Consulting Division, Corporate Sales Division, and Underwriting Division</p> <p>July 2011 Director of the Board, Supervisor, Sales 1<sup>st</sup> block, Sales 2<sup>nd</sup> block, Sales Planning and Policy Division, Area Promotion Division, Consulting Division, and Underwriting Division</p> <p>April 2012 Director of the Board, Supervisor, Sales 1<sup>st</sup> block, Sales 2<sup>nd</sup> block, Sales Planning and Policy Division, Area Promotion Division, Consulting Division, Underwriting Division, and Investment Information Division (to the present)</p>	39,140 shares

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

### Proposal No. 3: 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. In addition, Mr. Ryuji Haneishi satisfies the requirements for an independent Director/Statutory Auditor set forth by the Tokyo Stock Exchange.
3. Since Mr. Ryuji Haneishi has been engaged in financial services over the years, we have determined that he can make full use of his profound professional knowledge and properly perform his duties if he is elected as an Outside Statutory Auditor. Therefore, his election as candidate for Outside Statutory Auditor is proposed.
4. If the candidate assumes office as a Statutory Auditor, the Company will enter into a liability limitation agreement to limit the liability provided for in Article 423, Paragraph 1 of the Company Law, in accordance with the provisions of Article 427, Paragraph 1 of the said Law. The maximum amount of the liability will be the amount provided for in Article 425, 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)

		2008	2009	2010	2011	2012
<b>Non-consolidated financial highlights</b>						
Operating revenue	(Millions of yen)	14,938	10,133	11,203	10,739	10,993
Ordinary income (loss)	(Millions of yen)	2,096	(2,751)	(433)	(487)	285
Net income (loss)	(Millions of yen)	1,530	(3,936)	(904)	(725)	136
Capital stock	(Millions of yen)	12,272	12,272	12,272	12,272	12,272
Total number of shares issued	(Shares)	80,537,033	77,289,033	77,289,033	77,289,033	77,289,033
Total net assets	(Millions of yen)	36,619	29,905	29,154	27,724	28,162
Total assets	(Millions of yen)	61,533	50,906	54,584	46,106	45,958
Net assets per share	(Yen)	455.64	403.15	393.10	373.87	379.81
Cash dividend per share [interim cash dividend per share]	(Yen)	8.00 [5.00]	2.500 [2.500]	2.500 [0.00]	3.000 [0.00]	2.500 [0.00]
Net income (loss) per share	(Yen)	19.04	(51.10)	(12.19)	(9.79)	1.84
Diluted net income (loss) per share	(Yen)	—	—	—	—	—
Equity ratio	(%)	59.5	58.7	53.4	60.1	61.3
Return (loss) on equity	(%)	4.1	(11.8)	(3.1)	(2.6)	0.5
Payout ratio	(%)	42.0	—	—	—	135.5

- 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.