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Securities Code: 8622

June 5, 2013

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 CONVOCATION OF THE 68th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 68th 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 25, 2013 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-sokai.jp>).

- 1. Date and Time:** Wednesday, June 26, 2013 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 68th Fiscal Term (from April 1, 2012 to March 31, 2013)
 - Proposals to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Three 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 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-sokai.jp>). This website for the exercise of voting rights is also accessible for Internet-enabled mobile phones.

*If you have a mobile phone with barcode-reading functions, you can access the website for the exercise of voting rights by reading the “QR Code” shown on the right.



For detailed instructions on reading QR codes, please refer to the user manual of your mobile phone.

(“QR Code” is the registered trademark of DENSO WAVE INCORPORATED.)

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 Tuesday, June 25, 2013. 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 personal computer

- 1) Access to the Internet
 - 2) A display monitor with SVGA resolutions 800 (W)× 600 (H) pixels or better.
 - 3) Microsoft[®] Internet Explorer Version 5.01 SP2 (or above) must be installed as your browser.
 - 4) The above browser can be used as a hardware environment.
 - 5) 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 personal computer if Adobe[®] Acrobat[®] Reader[™] Version 4.0 (or above) or Adobe[®] Reader[®] Version 6.0 (or above) is installed.
- * Internet Explorer is a registered trademark, trademark, or product name of Microsoft Corporation (U.S.A.) in the U.S.A., and/or other countries. Adobe[®] Acrobat[®] Reader[™] and Adobe[®] Reader[®] are registered trademarks, trademarks, or product names of Adobe Systems Incorporated (U.S.A.) in the U.S.A. and/or other countries.
- * You can download all of the above software free of charge from the respective company websites.

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, Ezweb, Yahoo!, and Yahoo! mobile are registered trademarks, trademarks, or service names of NTT DOCOMO, INC., KDDI CORPORATION, Yahoo! Inc. (U.S.A.), and SOFTBANK MOBILE Corp., respectively.

《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

¥12 per common share of the Company Aggregate dividend amount: ¥889,626,888

(3) Effective date of the dividend from surplus

June 27, 2013

Proposal No. 2: Election of Three Directors

The terms of office of three Directors, Shusaku Ozaka, Tetsuya Oomae and Koichi Shiga, 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.	Shuji Madono (September 8, 1961) <Newly appointed candidate>	April 1984 Joined Nomura Securities Co., Ltd. April 1991 Seconded to The Daiwa Bank, Ltd. July 2006 Concurrently served as Director of Japan Investor Solutions & Technologies Co., LTD. April 2007 Joined Toyota Financial Services Corporation. Seconded to Toyota Financial Services Securities Corporation (present Tokai Tokyo Securities Co., Ltd.), Advisor July 2007 Director of Toyota Financial Services Securities Corporation July 2009 Managing Director of Toyota Financial Services Securities Corporation April 2010 Executive Officer of Tokai Tokyo Securities Co., Ltd. March 2012 Joined Mito Securities Co., Ltd. April 2012 Managing Executive Officer, General Manager, Sales 2 nd block April 2013 Managing Executive Officer, Supervisor, Audit Division (to the present)	11,084 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.	Toru Uozu (October 1, 1959) <Newly appointed candidate>	<p>April 1983 Joined The Industrial Bank of Japan, Limited (present Mizuho Corporate Bank, Ltd.)</p> <p>April 2009 General Manager, Operations Planning Division of Mizuho Corporate Bank, Ltd.</p> <p>July 2012 General Manager, Operations Service & Support Division</p> <p>April 2013 Executive Officer, General Manager, Corporate Banking Unit (Large Corporations)</p> <p>May 2013 Joined Mito Securities Co., Ltd., Advisor (to the present)</p>	0 shares
3.	Katsunori Ishii (February 26, 1957) <Newly appointed candidate>	<p>April 1979 Joined Mito Securities Co., Ltd.</p> <p>November 2005 General Manager, Administrative Division</p> <p>July 2008 Executive Officer, Supervisor, Administrative Division</p> <p>August 2008 Executive Officer, Supervisor, Personnel Affairs and Training Division and Administrative Division</p> <p>March 2010 Executive Officer, General Manager, Personnel Affairs and Training Division</p> <p>March 2011 Executive Officer, Supervisor, Personnel Affairs and Training Division</p> <p>April 2012 Executive Officer, Supervisor, Personnel Affairs Division and Administrative Division</p> <p>April 2013 Executive Officer, Supervisor, Personnel Affairs Division (to the present)</p>	18,668 shares

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

Proposal No. 3: Election of Two Statutory Auditors

The terms of office of two Statutory Auditors, Ryoichi Ohno and Masao Obayashi, 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.	Ryoichi Ohno (April 24, 1949)	October 1976 Passed the Bar Examination April 1979 Registered Attorney-at-Law (First Tokyo Bar Association), Join South Toranomom Law Offices June 2002 Statutory Auditor of Mito Securities Co., Ltd. (to the present) (Significant office concurrently held) Partner Attorney, South Toranomom Law Offices	13,550 shares
2.	Masao Obayashi (December 2, 1957)	August 1980 Joined Tetsu Tomiyama Certified Tax Accountant Office (present Tax Accountant Corporation Nihonbashi Sogo Accounting) June 2005 Statutory Auditor of Mito Securities Co., Ltd. October 2012 Outside Statutory Auditor of Sato Pharmaceutical Co., Ltd. (to the present) (Significant offices concurrently held) Representative Partner, Tax Accountant Corporation Nihonbashi Sogo Accounting Outside Statutory Auditor, Sato Pharmaceutical Co., Ltd.	3,000 shares

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

2. Mr. Ryoichi Ono and Masao Obayashi are candidates for Outside Statutory Auditors.

3. Reasons for the appointment of candidates for Outside Statutory Auditors

(1) We believe that Mr. Ryoichi Ohno, a candidate for Statutory Auditor, will make use of his considerable experience and wide-range knowledge as an Attorney-at-Law in performing management audits of the Company. Therefore, his election as a candidate for Statutory Auditor is proposed. The term of office of Mr. Ryoichi Ohno as Outside Statutory Auditor will have been eleven years at the conclusion of this meeting.

(2) We believe that Mr. Masao Obayashi, a candidate for Statutory Auditor, will make use of his extensive experience and wide-range knowledge as a Certified Tax Accountant in performing management audits of the Company. Therefore, his election as a candidate for Statutory Auditor is proposed. The term of office of Mr. Masao Obayashi as Outside Statutory Auditor will have been eight years at the conclusion of this meeting.

4. In accordance with the provisions in Article 427, Paragraph 1, of the Company Law and the provisions of the Articles of Incorporation, the Company has entered into the liability limitation agreement, which shall limit the liability provided for in Article 423, Paragraph 1 of the Company Law, with Mr. Ryoichi Ohno and Mr. Masao Obayashi. If this proposal is approved, and Mr. Ryoichi Ohno and Mr. Masao Obayashi assume office as Outside Statutory Auditors, the Company will renew the liability limitation agreement under the same conditions.

(Please refer to *page 12-4, Matters relating to Outside Directors and Outside Statutory Auditors (2) Liability Limitation Agreement)

*This reference is omitted from the English translation.

5. The Company has filed a notification with the Tokyo Stock Exchange stating that Mr. Ryoichi Ohno and Mr. Masao Obayashi are appointed as independent officers. Upon the approval of this proposal for their election, they will continue to be independent officers.

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. 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 12-4, 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)

		2009	2010	2011	2012	2013
Non-consolidated financial highlights						
Operating revenue	(Millions of yen)	10,133	11,203	10,739	10,993	14,062
Ordinary income (loss)	(Millions of yen)	(2,751)	(433)	(487)	285	2,847
Net income (loss)	(Millions of yen)	(3,936)	(904)	(725)	136	2,612
Capital stock	(Millions of yen)	12,272	12,272	12,272	12,272	12,272
Total number of shares issued	(Shares)	77,289,033	77,289,033	77,289,033	77,289,033	77,289,033
Total net assets	(Millions of yen)	29,905	29,154	27,724	28,162	33,696
Total assets	(Millions of yen)	50,906	54,584	46,106	45,958	58,636
Net assets per share	(Yen)	403.15	393.10	373.87	379.81	454.53
Cash dividend per share [interim cash dividend per share]	(Yen)	2.500 [2.500]	2.500 [0.00]	3.000 [0.00]	2.500 [0.00]	12.00 [0.00]
Net income (loss) per share	(Yen)	(51.10)	(12.19)	(9.79)	1.84	35.24
Diluted net income (loss) per share	(Yen)	—	—	—	—	—
Equity ratio	(%)	58.7	53.4	60.1	61.3	57.5
Return (loss) on equity	(%)	(11.8)	(3.1)	(2.6)	0.5	8.4
Payout ratio	(%)	—	—	—	135.5	34.1

- 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.