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Securities Code: 8622

June 5, 2014

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 69th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 69th 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 25, 2014 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: Thursday, June 26, 2014 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 69th Fiscal Term (from April 1, 2013 to March 31, 2014)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Four Directors
- Proposal No. 4:** Election of Two Statutory Auditors
- Proposal No. 5:** 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 Wednesday, June 25, 2014. 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
[Direct Line for Web Support (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:

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 approximately 30%, in principle, when determining annual dividend per share. The Company also makes it a basic policy to flexibly adjust the level of acquisition of treasury stock by comprehensively considering various factors such as the market situation and business performance.

Based on the above-mentioned policies, the Company wishes to propose a year-end dividend of ¥9 per share for the term. The total annual dividend for the term will be ¥16 per share combined with the interim dividend of ¥7.

(1) Types of dividend properties

Cash

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

¥9 per common share of the Company

Aggregate dividend amount: ¥667,053,027

(3) Effective date of the dividend from surplus

June 27, 2014

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

- (1) To strengthen the management structure and corporate governance, the Company proposes an amendment to the provisions of Article 19 (Number of Directors) of the current Articles of Incorporation to change the number of Directors from not more than six to not more than eight.
- (2) To clarify the scope of responsibilities of Outside Directors and to enable Outside Directors to sufficiently fulfill their expected roles when newly inviting Outside Directors, the Company proposes the addition of Article 26 (Liability Limitation of Outside Directors) to the Articles of Incorporation, in accordance with the provisions on Liability Limitation Agreements in Article 427, Paragraph 1, of the Company Law. Each of the Statutory Auditors has approved the proposed addition of provisions to limit the liability of Outside Directors in advance.

2. Details of the Proposed Amendments

The details of the proposed amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1. to Article 18. (Omitted)</p> <p>(Number of Directors)</p> <p>Article 19. The number of Directors of the Company shall be not more than <u>six (6)</u>.</p> <p>Article 20. to Article 25. (Omitted)</p> <p>(New)</p> <p>Article <u>26</u>. to Article <u>34</u>. (Omitted)</p>	<p>Article 1. to Article 18. (Unchanged)</p> <p>(Number of Directors)</p> <p>Article 19. The number of Directors of the Company shall be not more than <u>eight (8)</u>.</p> <p>Article 20. to Article 25. (Unchanged)</p> <p><u>(Liability Limitation of Outside Directors)</u> <u>Article 26. In accordance with the provisions of Article 427, Paragraph 1, of the Company Law, the Company may enter into a liability limitation agreement with each of the Outside Directors to limit the liability provided for in Article 423, Paragraph 1 of the Company Law; provided, however, that the liability shall be limited to a prescribed amount of no less than seven million (7,000,000) yen or an amount stipulated by laws, whichever is greater.</u></p> <p>Article <u>27</u>. to Article <u>35</u>. (Unchanged)</p>

Proposal No. 3: Election of Four Directors

The terms of office of two Directors, Kazuhiko Kobayashi and Mitsuo Kobashi, will expire at the conclusion of the meeting. Director, Hiroshi Yamamoto, passed away on April 9, 2014.

In order to strengthen corporate governance, the Company will increase the number of Directors by one by newly appointing an Outside Director, subject to the approval of Proposal No. 2: Partial Amendments to the Articles of Incorporation. Accordingly, election of the following four 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)	<p>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 (to the present)</p> <p>(Significant office concurrently held) President of Tokyo Securities Industry Health Insurance Society</p>	1,004,568 shares
2.	Mitsuo Kobashi (August 6, 1954)	<p>April 1977 Joined Mito Securities Co., Ltd. April 1998 Head of Sales Planning and Policy Department June 2005 Executive Officer, Deputy General Manager, Management Headquarters June 2008 Managing Executive Officer April 2010 Managing Executive Officer, in charge of Sales 1st block, Sales 2nd block, and Sales Planning and Policy Division June 2010 Director of the Board, Supervisor, Sales 1st block, Sales 2nd block, Sales Planning and Policy Division, Consulting Division, Corporate Sales Division, and Underwriting Division July 2011 Director of the Board, Supervisor, Sales 1st block, Sales 2nd block, Sales Planning and Policy Division, Area Promotion Division, Consulting Division, and Underwriting Division April 2012 Director of the Board, Supervisor, Sales 1st block, Sales 2nd block, Sales Planning and Policy Division, Area Promotion Division, Consulting Division, Underwriting Division, and Investment Information Division October 2012 Director of the Board, Supervisor, Sales 1st block, Sales 2nd block, Sales Planning and Policy Division, Consulting Division, Underwriting Division, Investment Information Division, and Customer Center April 2013 Director of the Board, Supervisor, Sales 1st block, Sales 2nd block, Sales Planning and Policy Division, Wealth Management Division, Underwriting Division, Investment Information Division, and Customer Center June 2013 Managing Director April 2014 Managing Director, Supervisor, Sales 1st block, Sales 2nd block, Sales 3rd block, Sales Planning and Policy Division, Wealth Management Division, Underwriting Division, Investment Information Division, Customer Center, Corporate Sales Division, Personnel Affairs Division, Human Resources Development Division, System Control Division, Clerical Work Planning Division, and Concentrated Clerical Work Division (to the present)</p>	46,551 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.	Katsuo Mashida (November 17, 1958) <Newly appointed candidate>	<p>April 1981 Joined Mito Securities Co., Ltd.</p> <p>June 2002 General Manager, Toride Branch</p> <p>June 2005 General Manager, Ishioka Branch</p> <p>March 2007 General Manager, assigned to Sales Headquarters</p> <p>April 2008 Executive Officer, General Manager, Sales 2nd block</p> <p>April 2009 Executive Officer, General Manager, Mito Branch</p> <p>March 2010 Executive Officer, Head of Sales Planning and Policy Department, Head of Industry Business Department</p> <p>April 2010 Managing Executive Officer, General Manager, Sales Planning and Policy Division, in charge of Consulting Division</p> <p>April 2013 Managing Executive Officer, in charge of Administrative Division</p> <p>June 2013 Managing Executive Officer, in charge of Personnel Affairs Division and Administrative Division</p> <p>April 2014 In charge of Sales 1st block, Sales 2nd block, and Sales 3rd block (to the present)</p>	27,511 shares
4.	Tadahiro Suzuki (July 25, 1943) <Newly appointed candidate>	<p>April 1963 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. (to the present)</p>	0 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 will file a notification with the Tokyo Stock Exchange, Inc. stating that Mr. Tadahiro Suzuki is appointed as an independent officer unlikely to have conflicts of interest with the general shareholders.

4. The Company believes that Mr. Tadahiro Suzuki will make use of his considerable experience and wide-ranging knowledge as a corporate manager in the securities industry for the management of the Company. Therefore, the Company proposes his election as Outside Director.

5. Liability limitation agreement with Outside Directors

If his election is approved, the Company will enter into a liability limitation agreement with Mr. Tadahiro Suzuki, a candidate for Outside Director, to limit the liability provided for in Article 423, Paragraph 1 of the Company Law to within ¥7 million or the minimum amount of liability stipulated by law, whichever is greater; provided that effectuation of this liability limitation agreement is subject to the approval of Proposal No. 2: Partial Amendments to the Articles of Incorporation.

Proposal No. 4: Election of Two Statutory Auditors

Statutory Auditor Masatoshi Matsunobe will resign from office, and the term of office of Statutory Auditor Hisao Igari 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.	Hisao Igari (March 2, 1956)	<p>April 1980 Joined Mito Securities Co., Ltd.</p> <p>March 2000 Head of Sales Planning and Policy Department</p> <p>September 2002 Administrative Manager</p> <p>June 2006 Full-time Statutory Auditor (to the present)</p> <p>(Significant office concurrently held)</p> <p>Outside Corporate Auditor, Shizuoka Tokai Securities</p>	14,115 shares
2.	Tetsushi Okimura (February 23, 1957) <Newly appointed candidate>	<p>April 1979 Joined National Securities Co., Ltd. (present SMBC Friend Securities Co., Ltd.)</p> <p>May 1999 Joined Mito Securities Co., Ltd.</p> <p>June 2000 Head of General Planning and Policy Department</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 (to the present)</p>	21,221 shares

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

Proposal No. 5: 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. March 2014 Retired as Civil Conciliation Committee Member, Tokyo Summary Court (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, Inc.
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 Mr. Ryuji Haneishi assumes office as a 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 to within ¥5 million or the minimum amount of liability stipulated by law, whichever is greater.
(Please refer to *page 22-4, Matters relating to Outside Directors and Outside Statutory Auditors (3) Liability Limitation Agreement)
- *This reference is omitted from the English translation.

(REFERENCE)

Financial Highlights
(Year ended March 31)

		2010	2011	2012	2013	2014
Non-consolidated financial highlights						
Operating revenue	(Millions of yen)	11,203	10,739	10,993	14,062	15,762
Ordinary income (loss)	(Millions of yen)	(433)	(487)	285	2,847	4,187
Net income (loss)	(Millions of yen)	(904)	(725)	136	2,612	3,756
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)	29,154	27,724	28,162	33,696	36,690
Total assets	(Millions of yen)	54,584	46,106	45,958	58,636	62,265
Net assets per share	(Yen)	393.10	373.87	379.81	454.53	495.04
Cash dividend per share [interim cash dividend per share]	(Yen)	2.500 [0.00]	3.000 [0.00]	2.500 [0.00]	12.00 [0.00]	16.00 [7.00]
Net income (loss) per share	(Yen)	(12.19)	(9.79)	1.84	35.24	50.67
Diluted net income (loss) per share	(Yen)	—	—	—	—	—
Equity ratio	(%)	53.4	60.1	61.3	57.5	58.9
Return (loss) on equity	(%)	(3.1)	(2.6)	0.5	8.4	10.7
Payout ratio	(%)	—	—	135.5	34.1	31.6

- 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.