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Securities Code: 8622

June 4, 2015

## 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 70<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 70<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 by electromagnetic means (via the Internet, etc.), 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 24, 2015 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 25, 2015 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 70<sup>th</sup> Fiscal Term  
(from April 1, 2014 to March 31, 2015)

**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 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.
  - \* 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/>).
  - \* 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

### If you are able to attend the meeting

Date of the meeting: Thursday, June 25, 2015 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., Wednesday, June 24, 2015

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

#### Voting by Electromagnetic Means (via the Internet, etc.)

Deadline for voting: The votes must be received by 5:00 p.m., Wednesday, June 24, 2015

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.

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.



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<sup>®</sup>” shown on the left.

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.)

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 24, 2015. 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 via the Internet more than once, only your most recently cast votes shall be deemed to be valid.
5. If you exercise your voting rights both via the Internet and in writing by postal mail, only the votes arriving later shall be deemed to be valid. If votes cast via the Internet and votes cast in writing arrive on the same date, only the votes cast via the Internet shall be deemed to be valid.
6. Communication charges, etc. required for the exercise of voting rights shall be borne by shareholders.

#### **Platform for the Electronic Exercise of Voting Rights**

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.

[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<sup>®</sup> 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<sup>®</sup> Acrobat<sup>®</sup> Reader<sup>®</sup> Version 4.0 (or above) or Adobe<sup>®</sup> Reader<sup>®</sup> 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<sup>®</sup> Acrobat<sup>®</sup> Reader<sup>®</sup> and Adobe<sup>®</sup> Reader<sup>®</sup> 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 30% or more, 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 ¥11.0 per share for the term. The total annual dividend for the term will be ¥16.5 per share combined with the interim dividend of ¥5.5.

(1) Types of dividend properties

Cash

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

¥11 per common share of the Company                      Aggregate dividend amount: ¥793,340,801

(3) Effective date of the dividend from surplus

June 26, 2015

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

1. Reasons for the Proposal

The Articles of Incorporation of the Company stipulate the provisions of Article 26 (Liability Limitation of Outside Directors) and Article 30 (Liability Limitation of Outside Statutory Auditors) to ensure that the Outside Directors and Outside Statutory Auditors fully perform their expected roles.

Pursuant to the recent revision of Article 427 of the Company Law, the scope of Directors and Statutory Auditors with whom liability limitation agreements may be concluded has been expanded. In accordance with this change, the Company proposes a partial amendment to the provisions of Article 26 and Article 30 to ensure that the non-executive Directors and Statutory Auditors fully perform their expected roles, as well.

Each of the Statutory Auditors has approved the proposed amendment to the provisions of Article 26 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 25. (Omitted)</p> <p>(Liability Limitation of <u>Outside Directors</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 <u>Outside Directors</u> 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 and regulations, whichever is higher.</p> <p>Article 27. to Article 29. (Omitted)</p> <p>(Liability Limitation of <u>Outside Statutory Auditors</u>) Article 30. 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 <u>Outside Statutory Auditors</u> 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 five million (5,000,000) yen or an amount stipulated by laws and regulations, whichever is higher.</p> <p>Article 31. to Article 35. (Omitted)</p>	<p>Article 1. to Article 25. (Unchanged)</p> <p>(Liability Limitation of <u>Directors</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 <u>Directors (excluding Executive Directors, etc.)</u> 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 and regulations, whichever is higher.</p> <p>Article 27. to Article 29. (Unchanged)</p> <p>(Liability Limitation of <u>Statutory Auditors</u>) Article 30. 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 <u>Statutory Auditors</u> 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 five million (5,000,000) yen or an amount stipulated by laws and regulations, whichever is higher.</p> <p>Article 31. to Article 35. (Unchanged)</p>

### Proposal No. 3: Election of Four Directors

The terms of office of three Directors, Shuji Madono, Toru Uozu and Katsunori Ishii, will expire at the conclusion of the meeting.

In order to strengthen corporate governance, the Company will increase the number of Board members by one by newly appointing an Outside Director. 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.	Toru Uozu (October 1, 1959) <Reappointed>	<p>April 1983 Joined The Industrial Bank of Japan, Limited (present Mizuho Bank, Ltd.)</p> <p>April 2009 General Manager, Operations Planning Division of Mizuho Corporate Bank, Ltd. (present Mizuho Bank, Ltd.)</p> <p>July 2012 General Manager, Operations Service &amp; 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</p> <p>June 2013 Managing Director, Supervisor, Management Planning Division, Financial Affairs Division, Product Planning Division, Product Division, and Investment Advisory Division</p> <p>April 2014 Managing Director, Supervisor, Management Planning Division, Product Planning Division, Product Division, and Investment Advisory Division</p> <p>April 2015 Vice President and Director, Supervisor, Management Planning Division, Legal Affairs Division, Product Planning Division, Product Division, and Investment Advisory Division (to the present)</p>	3,860 shares
2.	Katsunori Ishii (February 26, 1957) <Reappointed>	<p>April 1979 Joined Mito Securities Co., Ltd.</p> <p>November 2005 General Manager, Administrative Division</p> <p>July 2008 Executive Officer, in charge of Administrative Division</p> <p>August 2008 Executive Officer, in charge of 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, in charge of Personnel Affairs and Training Division</p> <p>April 2012 Executive Officer, in charge of Personnel Affairs Division and Administrative Division</p> <p>April 2013 Executive Officer, in charge of Personnel Affairs Division</p> <p>June 2013 Director of the Board, Supervisor, Risk Management Division, Administrative Division, Compliance Division, and Examination Division</p> <p>June 2014 Director of the Board, Supervisor, Risk Management Division, Compliance Division, and Examination Division</p> <p>October 2014 Director of the Board, Supervisor, Audit Division, Risk Management Division, Compliance Division, and Examination Division</p> <p>April 2015 Director of the Board, Supervisor, Audit Division, Risk Management Division, Compliance Division, Operational Guidance Division, and Examination Division (to the present)</p>	22,871 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.	Hiroshi Kawasaki (August 2, 1957) <Newly appointed>	<p>April 1980 Joined Mito Securities Co., Ltd.</p> <p>March 2001 General Manager, Ashikaga Branch</p> <p>June 2005 General Manager, Toride Branch</p> <p>April 2008 General Manager, Tsuchiura Branch</p> <p>April 2010 Executive Officer, in charge of System Control Division and Clerical Work Management Division</p> <p>April 2012 Executive Officer, in charge of System Control Division, Clerical Work Planning Division, and Concentrated Clerical Work Division</p> <p>April 2014 Managing Executive Officer, in charge of Personnel Affairs Division, Human Resources Development Division, and Administrative Division (to the present)</p>	17,556 shares
4.	Hideto Ozaki (December 26, 1945) <Newly appointed> <Outside Director>	<p>April 1968 Joined Toyota Motor Sales Co., Ltd. (present Toyota Motor Corporation)</p> <p>June 1999 Member of the Board of Directors of Toyota Motor Corporation</p> <p>July 2000 President &amp; CEO, Executive Director of Toyota Financial Services Corporation</p> <p>June 2008 Advisor of Toyota Financial Services Corporation</p> <p>June 2008 Representative Director, Chairman of the Board of Aioi Insurance Co., Ltd. (present Aioi Nissay Dowa Insurance Co., Ltd.)</p> <p>June 2011 Special Advisor of Aioi Nissay Dowa Insurance Co., Ltd.</p> <p>June 2013 Director (outside) of Sanden Corporation (present SANDEN HOLDINGS CORPORATION) (to the present)</p> <p>(Significant office concurrently held) Director (outside) of SANDEN HOLDINGS CORPORATION</p>	10,000 shares

- Notes: 1. No conflict of interest exists between the Company and any of the above candidates for Directors.
2. Mr. Hideto Ozaki is a candidate for Outside Director.
3. The Company will file a notification with the Tokyo Stock Exchange, Inc. stating that Mr. Hideto Ozaki is appointed as an independent officer unlikely to have conflicts of interest with the general shareholders.
4. The Company believes that Mr. Hideto Ozaki will make use of his considerable experience and wide-ranging knowledge as a corporate manager for the management of the Company. Therefore, the Company proposes his election as Outside Director.
5. If Proposal No. 2 (Partial Amendments to the Articles of Incorporation) is approved and Mr. Hideto Ozaki assumes office as Outside Director upon approval of his election as Outside Director, 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 amended Articles of Incorporation. The maximum amount of liability under the agreement will be seven million (7,000,000) yen or the amount of liability stipulated by laws and regulations, whichever is higher.

#### 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)	October 1999 Passed the Bar Examination November 2001 Registered as Attorney-at-Law June 2003 Join South Toranomon Law Offices (to the present) (Significant office concurrently held) Partner Attorney, South Toranomon Law Offices	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 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.
3. Although Mr. Yutaka Ichikawa has never been engaged in corporate management, he has considerable experience and wide-ranging knowledge as an Attorney-at-Law. 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 Proposal No. 2 (Partial Amendments to the Articles of Incorporation) is approved and Mr. Yutaka Ichikawa 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 in accordance with the provisions in Article 427, Paragraph 1, of the Company Law and the provisions of the amended 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)

		2011	2012	2013	2014	2015
<b>Non-consolidated financial highlights</b>						
Operating revenue	(Millions of yen)	10,739	10,993	14,062	15,762	15,192
Ordinary income (loss)	(Millions of yen)	(487)	285	2,847	4,187	3,323
Net income (loss)	(Millions of yen)	(725)	136	2,612	3,756	2,485
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	75,689,033
Total net assets	(Millions of yen)	27,724	28,162	33,696	36,690	39,197
Total assets	(Millions of yen)	46,106	45,958	58,636	62,265	68,745
Net assets per share	(Yen)	373.87	379.81	454.53	495.04	543.49
Cash dividend per share [interim cash dividend per share]	(Yen)	3.000 [0.00]	2.500 [0.00]	12.00 [0.00]	16.00 [7.00]	16.50 [5.50]
Net income (loss) per share	(Yen)	(9.79)	1.84	35.24	50.67	34.04
Diluted net income (loss) per share	(Yen)	—	—	—	—	—
Equity ratio	(%)	60.1	61.3	57.5	58.9	57.0
Return (loss) on equity	(%)	(2.6)	0.5	8.4	10.7	6.6
Payout ratio	(%)	—	135.5	34.1	31.6	48.5

- 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.