

July 1, 2016

Daiwa Securities Group Inc.  
9-1, Marunouchi 1-chome,  
Chiyoda-ku, Tokyo  
Takashi Hibino, President and CEO

**Notice of Results of Exercise of Voting Rights**  
**at the 79<sup>th</sup> Ordinary General Meeting of Shareholders**

We are pleased to inform you of the results of the exercise of voting rights at the 79<sup>th</sup> Ordinary General Meeting of Shareholders (hereafter, “Meeting”) of Daiwa Securities Group Inc. held on June 28, 2016 as set out below.

**1. Status of Voting Rights**

Number of shareholders holding voting rights	108,033
Number of voting rights held by such shareholders	1,687,272

**2. Matters to be resolved**

Bill 1: Election of Fourteen (14) Directors

The nominees for Directors are Mr. Shigeharu Suzuki, Mr. Takashi Hibino, Mr. Seij Nakata, Mr. Shinya Nishio, Mr. Toshihiro Matsui, Ms. Keiko Tashiro, Mr. Mikita Komatsu , Mr. Morimasa Matsuda, Ms. Nobuko Matsubara, Mr. Keiichi Tadaki, Mr. Tadashi Onodera, Mr. Michiaki Ogasawara, Mr. Hirotaka Takeuchi and Mr. Ikuo Nishikawa.

Bill 2: Granting Stock Options Utilizing Stock Acquisition Rights

**3. Results of Exercise of Voting Rights (including number of votes in favor of the proposed bills, against the proposed bills and abstaining) and Requirements for Approval of the Bills**

Agenda Item	In favor of the proposed bill	Against the proposed bill	Abstentions	Total number of voting rights exercised	Ratio of votes in favor of the proposed bill	Final results
Bill 1	-	-	-	-	-	-
Shigeharu Suzuki	1,178,491	50,152	1,677	1,242,799	94.83%	Approved
Takashi Hibino	1,170,093	58,551	1,677	1,242,800	94.15%	Approved
Seiji Nakata	1,209,547	19,102	1,677	1,242,805	97.32%	Approved
Shinya Nishio	1,212,393	16,256	1,677	1,242,805	97.55%	Approved
Toshihiro Matsui	1,212,413	16,236	1,677	1,242,805	97.55%	Approved
Keiko Tashiro	1,212,055	16,594	1,677	1,242,805	97.53%	Approved
Mikita Komatsu	1,212,359	16,290	1,677	1,242,805	97.55%	Approved
Morimasa Matsuda	1,187,752	40,892	1,677	1,242,800	95.57%	Approved
Nobuko Matsubara	1,212,039	18,222	68	1,242,808	97.52%	Approved
Keiichi Tadaki	1,215,187	15,074	68	1,242,808	97.78%	Approved
Tadashi Onodera	1,215,564	14,697	68	1,242,808	97.81%	Approved

Michiaki Ogasawara	1,049,082	181,170	68	1,242,799	84.41%	Approved
Hiroataka Takeuchi	1,218,204	12,058	68	1,242,809	98.02%	Approved
Ikuo Nishikawa	1,218,336	11,926	68	1,242,809	98.03%	Approved
Bill 2	1,162,033	70,335	19	1,244,866	93.35%	Approved

Note 1. The number of votes in favor of the proposed bill, against the proposed bill and abstaining are the sum of the numbers of voting rights exercised in writing or via electronic device (via the Internet, etc.) until the day before the Meeting and the number of voting rights which were exercised on the day of the Meeting and of which we could confirm the result of exercise. The total number of voting rights exercised is the sum of the number of voting rights exercised in writing or via electronic device (via the Internet, etc.) until the day before the Meeting and the number of all the voting rights which were exercised on the day of the Meeting.

Note 2. The requirements for approval of the above bills are as follows;

Bill 1: A vote in favor by a majority of the votes of the shareholders present at the meeting where shareholders holding a majority of one third or more of the votes of the shareholders entitled to exercise their votes at such shareholders' meeting are present.

Bill 2: A vote in favor by a majority of two thirds of the votes of the shareholders present at the meeting where shareholders holding a majority of one third or more of the votes of the shareholders entitled to exercise their votes at such shareholder's meeting are present.

#### **4. Reason for not including some of the voting rights which are exercised on the day of the Meeting**

We do not include some of the voting rights which were exercised on the day of the Meeting of which we could not confirm the result of exercise because all proposed bills meet the requirement for approval by totaling the number of voting rights exercised until the day before the Meeting and the number of voting rights which were exercised on the day of the Meeting of which we could confirm the result of exercise, and therefore, it is resolved in accordance with the Companies Act.

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