

**(Change in Disclosed Matters)**  
**Notice Regarding Stock Options Utilizing Stock Acquisition Rights**

Attention

This document is an unofficial translation of a press release announced on August 9, 2019 by Daiwa Securities Group Inc. The original release is in Japanese.

At today's Executive Management Committee, Daiwa Securities Group Inc. (hereafter the "Company") resolved to cancel the issuance of stock acquisition rights which was announced on July 31, 2019. The Company also resolved to issue stock acquisition rights with terms that have been amended from those of the previously announced stock acquisition rights, as explained below. The terms of those stock acquisition rights are provided in the attachment.

**1. Amendments**

Items concerned	Before	After
2. Number of Common Stock Acquisition Rights to be Issued	<u>84,735</u> Stock Acquisition Rights set according to 4. below. The aggregate number of shares to be issued upon exercise of Common Stock Acquisition Rights shall be <u>8,473,500</u> . If the number of granted shares is adjusted pursuant to 4. ① below, the number of Common Stock Acquisition Rights to be issued shall be multiplied by the number of granted shares after the adjustment.	<u>84,680</u> Stock Acquisition Rights set according to 4. below. The aggregate number of shares to be issued upon exercise of Common Stock Acquisition Rights shall be <u>8,468,000</u> . If the number of granted shares is adjusted pursuant to 4. ① below, the number of Common Stock Acquisition Rights to be issued shall be multiplied by the number of granted shares after the adjustment.
5. Date of Allocation of Stock Acquisition Rights	August <u>15</u> , 2019	August <u>26</u> , 2019
6. Reason for Issuance of Common Stock	The Company will issue Stock Acquisition Rights as	The Company will issue Stock Acquisition Rights as

<p>Acquisition Rights, Persons to Whom Common Stock Acquisition Rights Shall Be Allocated, and the Number of Common Stock Acquisition Rights Being Allocated</p>	<p>stock options to a total of <u>3,831</u> persons out of employees of the Company and its subsidiaries, and executives of the Company's subsidiaries, as an incentive to contribute towards increasing consolidated performance. Details of to whom and the number of Stock Acquisition Rights being allocated shall be in accordance with a resolution of the CEO of the Company.</p>	<p>stock options to a total of <u>3,828</u> persons out of employees of the Company and its subsidiaries, and executives of the Company's subsidiaries, as an incentive to contribute towards increasing consolidated performance. Details of to whom and the number of Stock Acquisition Rights being allocated shall be in accordance with a resolution of the CEO of the Company.</p>
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**2. Reason for amendments**

Due to resolution regarding a change of a specified subsidiary company and other matters, the schedule of the issuance of stock acquisition rights and other matters have been changed.

## Attachment

### 1. Name of Common Stock Acquisition Rights

Series 16 Stock Acquisition Rights

### 2. Number of Common Stock Acquisition Rights to be Issued

84,680 Stock Acquisition Rights set according to 4. below.

The aggregate number of shares to be issued upon exercise of Common Stock Acquisition Rights shall be 8,468,000. If the number of granted shares is adjusted pursuant to 4. ① below, the number of Common Stock Acquisition Rights to be issued shall be multiplied by the number of granted shares after the adjustment.

### 3. Amount to be Paid in upon Issuance of Common Stock Acquisition Rights

Common Stock Acquisition Rights shall be issued without consideration and require no payment. Such issuance without consideration or payment is not classified as a favorable issuance because Common Stock Acquisition Rights are issued as incentive compensation.

### 4. Terms of Common Stock Acquisition Rights

#### ① Class and Number of Shares to be Issued upon Exercise of Common Stock Acquisition Rights

The number of shares to be issued upon exercise of one (1) Common Stock Acquisition Right (hereinafter, "Number of Granted Shares") shall be 100 shares of Common Stock. If the Company splits the shares of Common Stock (including gratis allotment of the shares of Common Stock; hereinafter the same shall apply) or consolidates the shares of Common Stock after the date of the resolution of the Executive Management Committee (hereinafter, "Resolution Date"), the Number of Granted Shares shall be adjusted in accordance with the following formula. An adjustment shall be made only with respect to the Number of Granted Shares for the Common Stock Acquisition Rights which have not been exercised at the time of the adjustment. Any fraction of less than one (1) share resulting from the adjustment shall be disregarded.

$$\text{Number of Granted Shares after adjustment} = \frac{\text{Number of Granted Shares before adjustment}}{\text{Number of Granted Shares before adjustment}} \times \text{Ratio of split or consolidation}$$

In addition, in the case of a merger with any other company, corporate split or capital reduction of the Company, or in any other case similar thereto where an adjustment of the Number of Granted Shares shall be required, in each case after the Resolution Date,

the Number of Granted Shares shall be appropriately adjusted to the extent reasonable.

② Amount to be Paid in upon Exercise of Common Stock Acquisition Rights

The amount to be paid in upon exercise of each Common Stock Acquisition Rights shall be the amount to be paid in per share (hereinafter, "Exercise Price") multiplied by the Number of Granted Shares.

The Exercise Price shall be 1.05 times the higher price of the following (i) or (ii). Any fraction of less than one (1) yen resulting from the calculation shall be rounded up to the nearest one (1) yen.

(i) The average closing prices of the Common Stock in the trading thereof on the Tokyo Stock Exchange (each, "Closing Price") for trading days (excluding days on which there is no Closing Price) during the month prior to the month of the Allocation Date of Common Stock Acquisition Rights set according to 5. Below (hereinafter, "Allocation Date), or

(ii) The Closing Price on the Allocation Date of Common Stock Acquisition Rights (if there is no Closing Price on such date, the Closing Price for the immediately preceding trading day).

If the Company splits or consolidates the shares of Common Stock after the Allocation Date, the Exercise Price shall be adjusted in accordance to the following formula, and any fraction of less than one (1) yen resulting from the adjustment shall be rounded up to the nearest one (1) yen.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of split or consolidation}}$$

The Exercise Price shall be adjusted using the following formula, in the event the Company issues shares below market price (except in the case of conversion of securities to be converted or that can be converted to Common Stock of the Company, or exercise of common stock acquisition rights (including those attached to bonds with common stock acquisition rights) which can require issuance of Common Stock of the Company). Any fraction of less than one (1) yen resulting from the adjustment shall be rounded up to the nearest one (1) yen.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\text{Outstanding number of shares} + \frac{\text{Number of newly issued shares} \times \text{Payment for one share}}{\text{Market price of one share}}}{\text{Outstanding number of shares} + \text{Number of newly issued shares}}$$

"Outstanding number of shares" is the number of shares of Common Stock issued

minus the number of any treasury stock of Common Stock.

Other than the above, in the case of a merger with any other company, corporate split or capital reduction of the Company, or in any other case similar thereto where an adjustment of the Exercise Price shall be required, in each case after the Allocation Date, the Exercise Price shall be appropriately adjusted to the extent reasonable.

③ Exercise Period of Common Stock Acquisition Rights

From July 1, 2024 to July 30, 2029

④ Terms Regarding Increase in Capital Stock and Additional Paid-in Capital upon Exercise of Common Stock Acquisition Rights

1) The amount by which capital stock will be increased upon issuance of Common Stock due to exercise of Common Stock Acquisition Rights shall be half of the limit of the capital increase calculated according to Paragraph 1 of Article 17 of the Accounting Regulation Ordinance. Any fraction of less than one (1) yen resulting from the calculation shall be rounded up to the nearest one (1) yen.

2) The amount by which additional paid-in capital will be increased upon issuance of Common Stock due to exercise of Common Stock Acquisition Rights shall be the difference between the limit of the capital increase and the increase in capital stock, both as stated in 1) above.

⑤ Restriction on Transfer of Common Stock Acquisition Rights

Common Stock Acquisition Rights are non-transferable unless the Board of Directors of the Company approves such transfer.

⑥ Conditions for Exercise of Common Stock Acquisition Rights

1) Common Stock Acquisition Rights cannot be exercised in part.

2) Other conditions for exercise shall be set forth in a Stock Acquisition Rights Allocation Agreement between the Company and the holder of Common Stock Acquisition Rights.

⑦ Terms and Conditions of Acquisition of Common Stock Acquisition Rights

The Company may acquire Common Stock Acquisition Rights without consideration when a holder loses all qualifications for exercising Common Stock Acquisition Rights or waives all or part of his/her Common Stock Acquisition Rights.

⑧ Treatment of Fractional Shares Less Than One Share

Any fraction of less than one (1) share of Common Stock issued upon exercise of Common Stock Acquisition Rights shall be disregarded.

**5. Date of Allocation of Stock Acquisition Rights**

August 26, 2019

**6. Reason for Issuance of Common Stock Acquisition Rights, Persons to Whom Common Stock Acquisition Rights Shall Be Allocated, and the Number of Common Stock Acquisition Rights Being Allocated**

The Company will issue Stock Acquisition Rights as stock options to a total of 3,828 persons out of employees of the Company and its subsidiaries, and executives of the Company's subsidiaries, as an incentive to contribute towards increasing consolidated performance. Details of to whom and the number of Stock Acquisition Rights being allocated shall be in accordance with a resolution of the CEO of the Company.

**7. The Place Where Payments Made upon Exercise of Common Stock Acquisition Rights Are Processed**

1-1-2, Marunouchi, Chiyoda-ku, Tokyo, 100-0005, Japan  
Sumitomo Mitsui Banking Corporation Tokyo Main Office

**8. Inquiries about soliciting candidates to subscribe for Common Stock Acquisition Rights, and the issuance and acquisition of Common Stock Acquisition Rights shall be in accordance with a resolution of the CEO of the Company.**