

April 28, 2009

Press Release

Daiwa Securities Group Inc.

Notice Regarding Partial Amendment of the Articles of Incorporation

Attention

This document is an unofficial translation of a press release announced on April 28, 2009, by Daiwa Securities Group Inc. The original press release is in Japanese.

Daiwa Securities Group Inc. (hereinafter, the "Company") resolved today at a meeting of its Board of Directors to propose an agenda asking for authorization to execute partial amendments of the Articles of Incorporation as outlined below. The proposal will be made at the Company's 72nd Ordinary General Meeting of Shareholders, to be held on June 20, 2009.

1. Reasons for Amendments

- (1) Regarding Article 2 (Purposes) of the current Articles of Incorporation, as the Company restructured an important subsidiary which engages in system and research business into an intermediate holding company in October 2008, it is proposed that a clause is added stating that the Company holds shares or equity interests in holding companies to make it clear that the Company controls and manages the business activities of those holding companies. Also, it is proposed to execute other necessary amendments associating with the above amendment.
- (2) Upon the enforcement of "The Law for Partial Amendments to the Law Concerning Book-entry Transfer of Corporate Bonds and other Securities for the Purpose of Streamlining the Settlement for Trade of Stocks and Other Securities" (Act No. 88 of 2004: hereinafter, the "Streamlining Settlement Law") on January 5, 2009, shares of listed companies are digitalized in accordance with the new book-entry transfer system for stocks (the electric share certificate system). Accordingly, amendments to the current Articles of Incorporation are proposed as follows:
 - a) Article 6 (Issue of Share Certificates) of the current Articles of Incorporation has been deemed to be repealed effective January 5, 2009, in accordance with Article 6, paragraph 1 of the Supplementary Provisions of the Streamlining Settlement Law, and this repeal shall be reflected in the Articles of Incorporation.
 - b) Upon enforcement of the Streamlining Settlement Law, Paragraph 2 of Article 7 (Number of Shares Constituting One Unit of Shares and Non-Issuance of Share Certificate Representing Less than One Unit) of the current Articles of Incorporation has been rendered invalid. Also, as the Act on Custody and Transfer of Share Certificate, etc. (Act No. 30 of 1984) had been rendered invalid upon enforcement of Article 2 of the Supplementary Provisions of the Streamlining Settlement Law, the concept of "beneficial shareholders" stated in Article 8

(Rights Pertaining to Shares Constituting Less than One Unit) and Article 11 (Administrator of the Company's Shareholders' Register) of the current Articles of Incorporation has also been rendered invalid. It is therefore proposed to execute necessary amendments including deletion of related Articles, etc. to reflect the above.

c) Because the Register of Lost Share Certificates of the Company is to be prepared and held for one year after the enforcement date of the Streamlining Settlement Law, it is proposed that the necessary statements be added as supplementary provisions to the Articles of Incorporation.

d) With the above stated amendments, it is proposed to delete unnecessary Articles and to adjust the numbering of the subsequent Articles.

2. Contents of Amendment

Proposed amendments are as follows.

Current Articles of Incorporation	Proposed Amendments
<p>(Purposes)</p> <p><u>Article 2.</u> The purposes of the Company shall be to hold shares or equity interests of companies engaging in the following business and shares or equity interests of foreign companies engaging in the business equivalent thereto, and thereby control and manage the business activities of these companies:</p> <p>(1) To do financial instruments and exchange business as provided for under the Financial Instruments and Exchange Law;</p> <p>(2) To do business relating to finance including, but not limited to, banking business as provided for under the Banking Law, in addition to the business in each of the foregoing items;</p> <p>(3) To do research and investigation into economies and financial and capital markets in domestic and foreign markets, and to be entrusted with such research and investigation;</p> <p>(4) To be entrusted with calculation service by using a computer;</p> <p>(5) To develop and sell software;</p> <p>(6) To do the business of sale, purchase and lease of real estate and their brokerage;</p> <p>(7) To do money lending business as provided for under the <u>Money Lending Business Regulation Law</u>;</p> <p>(8) To do trust business as provided for under the Trust Business Law;</p> <p>(9) To do the business of offering life insurance contracts and to engage in the non-life insurance agency business;</p>	<p>(Purposes)</p> <p><u>Article 2.</u> The purposes of the Company shall be to hold shares or equity interests of companies engaging in the following business and shares or equity interests of foreign companies engaging in the business equivalent thereto, and thereby control and manage the business activities of these companies:</p> <p>[Not amended]</p> <p>[Not amended]</p> <p>[Not amended]</p> <p>[Not amended]</p> <p>[Not amended]</p> <p>[Not amended]</p> <p>(7) To do money lending business as provided for under the <u>Money Lending Business Law</u>;</p> <p>[Not amended]</p> <p>[Not amended]</p>

Current Articles of Incorporation	Proposed Amendments
<p>(10) To do securities handling and administration business;</p> <p>(11) To do business relating to publishing, advertisement agency, broadcasting, and other information services; and</p> <p>(12) To do business relating to education and culture.</p> <p style="text-align: center;">[New]</p>	<p>[Not amended]</p> <p>[Not amended]</p> <p>[Not amended]</p>
<p>2. The Company can engage in any and all business incidental or relating to any of the business in the foregoing paragraph.</p>	<p>(13) <u>To do business holding shares or equity interests of companies engaging in each business captioned above and shares or equity interests of foreign companies engaging in the business equivalent thereto, and thereby control and manage the business activity of these companies:</u></p> <p>[Not amended]</p>
<p>Article 3.— Article 5. [Text Omitted]</p>	<p>Article 3.— Article 5. [Not amended]</p>
<p><u>(Issue of Share Certificates)</u></p>	<p>[Deleted]</p>
<p><u>Article 6. The Company shall issue Share certificates for its Shares.</u></p>	
<p><u>(Number of Shares Constituting One Unit of Shares and Non-Issuance of Share Certificate Representing Less than One Unit)</u></p>	<p>(Number of Shares Constituting One Unit of Shares)</p>
<p><u>Article 7. One unit of Shares of the Company shall consist of one thousand (1,000) Shares.</u></p>	<p><u>Article 6.</u> [Not amended]</p>
<p><u>2. Notwithstanding the provision of the preceding Article, the Company shall not issue Share certificates representing the number of Shares constituting less than one unit; provided that the foregoing shall not apply if the Share Handling Regulations provide otherwise</u></p>	<p>[Deleted]</p>
<p><u>(Rights Pertaining to Shares Constituting Less than One Unit)</u></p>	<p>(Rights Pertaining to Shares Constituting Less than One Unit)</p>
<p><u>Article 8. Any shareholder of the Company (including beneficial shareholders; the same being applicable hereafter) shall not exercise any right pertaining to Shares which do not constitute one unit of the Shares he/she has except for the following rights:</u></p>	<p><u>Article 7. Any shareholder of the Company shall not exercise any right pertaining to Shares which do not constitute one unit of the Shares he/she has except for the following rights:</u></p>
<p>(1) a request for the repurchase of Shares constituting less than one unit and other rights granted by the items listed in Article 189, Clause 2 of the Corporation Law.</p>	<p>[Not amended]</p>
<p>(2) a right to make a request pursuant to Article 166, Clause 1 of the Corporation Law.</p>	<p>[Not amended]</p>
<p>(3) a right to be allotted offered Shares or offered stock acquisition rights in proportion to the number of Shares owned by a shareholder.</p>	<p>[Not amended]</p>
<p>(4) a right to make a request pursuant to the following Article.</p>	<p>[Not amended]</p>

Current Articles of Incorporation	Proposed Amendments
(Request to Buy up to One Unit of Shares)	(Request to Buy up to One Unit of Shares)
<u>Article 9.</u> [Text Omitted]	<u>Article 8.</u> [Not amended]
(Share Handling Regulations)	(Share Handling Regulations)
<u>Article 10.</u> [Text Omitted]	<u>Article 9.</u> [Not amended]
(Administrator of the Company's Shareholders' Register)	(Administrator of the Company's Shareholders' Register)
<u>Article 11.</u> The Company shall have an Administrator of the Company's Shareholders' Register.	<u>Article 10.</u> [Not amended]
2. The Company shall cause the Administrator of the Company's Shareholders' Register to handle the business relating to the Register of Shareholders <u>(including the Register of Beneficial Shareholders; the same being applicable hereafter)</u> , the Register of Stock Acquisition Rights, <u>and the Register of Lost Share Certificates of the Company</u> , and the Company shall not handle the above business directly.	2. The Company shall cause the Administrator of the Company's Shareholders' Register to handle the business relating to the Register of Shareholders <u>and</u> the Register of Stock Acquisition Rights, and the Company shall not handle the above business directly.
3. The Register of Shareholders, the Register of Stock Acquisition Rights <u>and the Register of Lost Share Certificates of the Company</u> shall be kept at the handling office of the Administrator of the Company's Shareholders' Register.	3. The Register of Shareholders <u>and</u> the Register of Stock Acquisition Rights shall be kept at the handling office of the Administrator of the Company's Shareholders' Register.
4. Such Administrator of the Company's Shareholders' Register and its handling office or offices shall be appointed or designated by the Executive Officer and public notice thereof shall be given accordingly.	[Not amended]
<u>(Registration of Names, Addresses and Seal Impressions, etc.)</u>	[Deleted]
<u>Article 12.</u> Shareholders and their registered or logged pledgees or their legal representatives shall register their names, addresses and seal impressions with the Administrator of the Company's Shareholders' Register.	
2. In the event any person referred to in the preceding paragraph resides abroad, he/she shall designate his/her temporary address in Japan or appoint a resident agent in Japan and notify the Administrator of the Company's Shareholders' Register of such designation or appointment.	
3. Any and all subsequent changes in any of the matters registered or notified pursuant to either of the preceding two paragraphs shall also require registration or notification.	
(Ordinary General Meeting and Extraordinary General Meeting)	(Ordinary General Meeting and Extraordinary General Meeting)
<u>Article 13.</u> [Text Omitted]	<u>Article 11.</u> [Not amended]

Current Articles of Incorporation	Proposed Amendments
(Record Date of Ordinary General Meeting of Shareholders) <u>Article 14.</u> The Company shall deem those shareholders whose names <u>appear or</u> are logged in the Register of Shareholders on March 31 of each year as shareholders entitled to exercise their rights at the Ordinary General Meeting of Shareholders. <u>Article 15. – Article 44.</u> [Text Omitted]	(Record Date of Ordinary General Meeting of Shareholders) <u>Article 12.</u> The Company shall deem those shareholders whose names are logged in the Register of Shareholders on March 31 of each year as shareholders entitled to exercise their rights at the Ordinary General Meeting of Shareholders. <u>Article 13. – Article 42.</u> [Not amended]
(Record Date for Dividends from Surplus) <u>Article 45.</u> Year-end dividends of the Company may be paid to shareholders or their registered pledgees whose names <u>appear or</u> are logged in the Register of Shareholders as of March 31 of each year. 2. Interim dividends of the Company may be paid to shareholders or their registered pledgees whose names <u>appear or</u> are logged in the Register of Shareholders as of September 30 of each year. 3. The Company may, without prejudice to the preceding two paragraphs, declare other record dates for dividends.	(Record Date for Dividends from Surplus) <u>Article 43.</u> Year-end dividends of the Company may be paid to shareholders or their registered pledgees whose names are logged in the Register of Shareholders as of March 31 of each year. 2. Interim dividends of the Company may be paid to shareholders or their registered pledgees whose names are logged in the Register of Shareholders as of September 30 of each year. 3. [Not amended]
(Prescription Period of Dividends) <u>Article 46.</u> [Text Omitted] [New] [New]	(Prescription Period of Dividends) <u>Article 44.</u> [Not amended] <u>Supplementary provisions</u> <u>Article 1.</u> <u>The preparation and keeping of the register of lost share certificates and other administrative works related thereto shall be entrusted to the Administrator of the Company's Shareholders' Register and shall not be handled by the Company itself.</u> <u>Article 2.</u> <u>The provisions of the preceding Article 1 and this Article 2 shall be effective until January 5, 2010, and shall be deleted as of January 6, 2010.</u>

End