(Reference Translation)

January 30, 2017

To whom it may concern,

Company name: Japan Exchange Group, Inc.
Representative: Akira Kiyota, Director & Representative Executive Officer, Group CEO
(Code No.: 8697, TSE 1st Section)
Location of head office: 2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo
Inquiries: Mitsuo Miwa, Director, Corporate Communications
TEL: +81-3-3666-1361 (operator)

Introduction of Stock-Granting ESOP Trust

Japan Exchange Group, Inc. (hereinafter "the Company") reached a resolution in its Board of Directors meeting held today on the introduction of an employee incentive plan (hereinafter "the Plan") as follows.

1. Introduction of the Plan

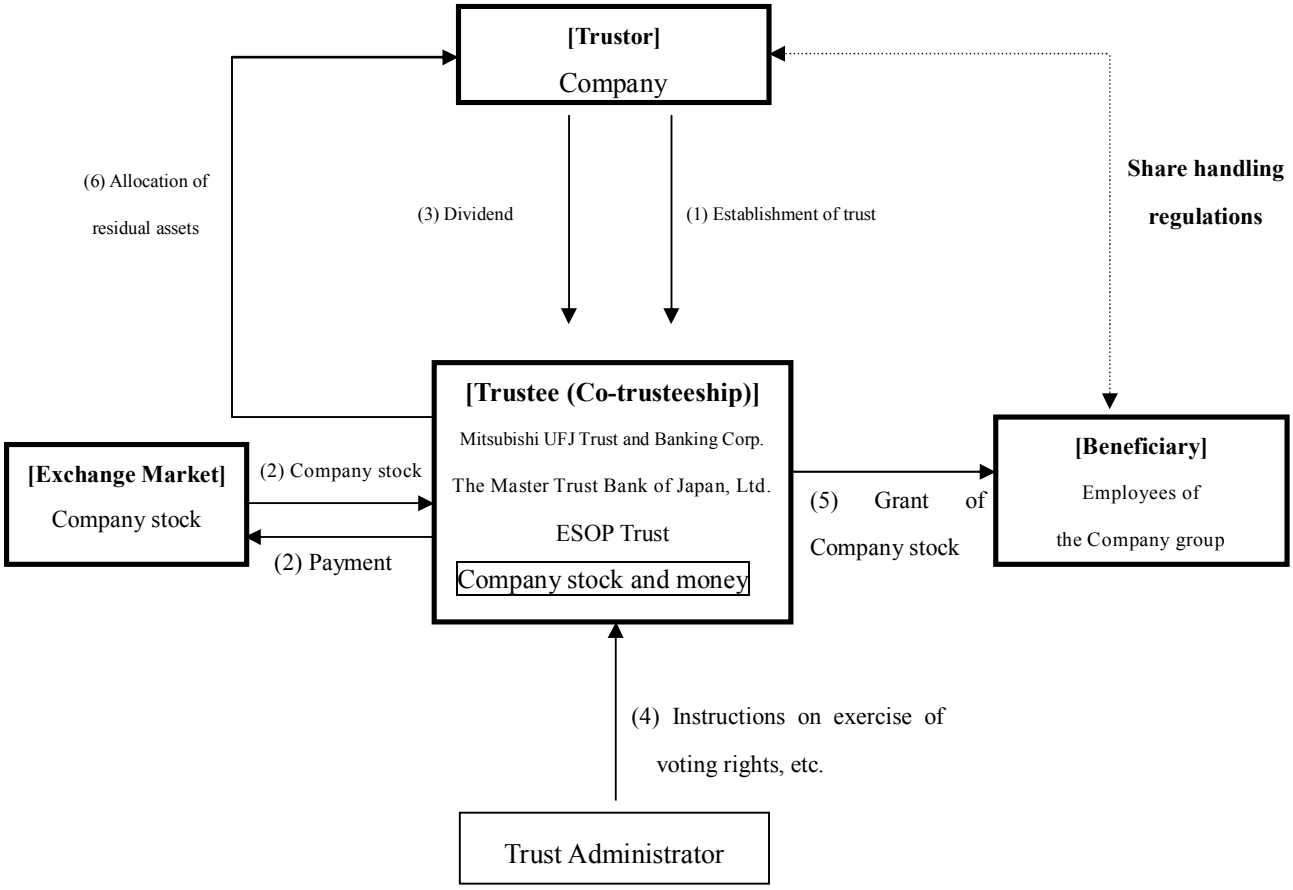
(1) To improve the Company's mid- and long-term corporate value, the Company will introduce the Plan to give employees a sense of participation in company management and further motivation toward improving corporate performance and increasing the price of the Company's stock.

(2) The Plan will adopt a structure known as a Stock-Granting Employee Stock Ownership Plan Trust (hereinafter "the ESOP Trust"). The ESOP Trust is an employee incentive plan based on ESOP plans in the U.S. Company stock acquired by the ESOP Trust will be granted to employees upon their retirement based on the level of achievement of management goals and productivity-related goals. The Company contributes all funding for acquisition of Company stock, to be conducted by the ESOP Trust, and employees do not bear any such costs.

(3) The Plan will allow employees to receive economic benefits when the Company's stock price increases. As such, it will encourage employees to adopt a stock price-conscious mindset in the performance of their duties, and is also expected to boost employee morale. In addition, the Plan is designed to reflect the will of employees as candidate beneficiaries in the exercise of the voting rights concerning the Company stock

that are trust assets of the ESOP Trust. This will make it an effective plan for corporate value enhancement that encourages employee participation in company management.

2. Structure of the ESOP Trust



(1) The Company will use money to establish the ESOP trust, for which beneficiaries are employees of the Company and subsidiaries Tokyo Stock Exchange, Inc. and Osaka Exchange, Inc. (hereinafter collectively "employees of the Company group") who meet the beneficiary requirements.
(2) The ESOP Trust will use the money contributed by the Company in (1) above to purchase, in accordance with instructions from the trust administrator, a number of Company shares that is expected to be granted to beneficiaries during the term of the trust. Such purchases will be conducted over a predetermined period on the exchange market.
(3) The ESOP Trust will receive distributions of dividend as a shareholder of the Company.
(4) The ESOP Trust will exercise, in accordance with the instructions from the trust administrator, voting and other rights to the Company shares held in the trust as a shareholder during the term of the trust.
(5) Company stock shall be granted to employees of the Company group who fulfill certain requirements in accordance with the Company's share handling regulations.
(6) When liquidating the ESOP Trust, after all required distributions to beneficiaries, residual assets, which are within a certain limit, shall belong to the Company as a holder of a vested right.

* If the ESOP Trust is depleted of all Company stock due to granting of Company stock to employees of the Company group who meet the beneficiary requirements, the trust shall expire before its scheduled expiration date. The Company may make additional contribution to the trust as funds for acquisition of Company stock.
* The term of the ESOP Trust may be extended upon expiration by amending the trust agreement and/or making additional contribution.

(Reference)

[Trust Agreement]

(1) Type of trust:	Money trust other than a specified individually managed money trust (Third party benefit trust)
(2) Purpose of trust:	Granting of incentives to employees of the Company group who meet the beneficiary requirements
(3) Trustor:	The Company
(4) Trustee:	Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: The Master Trust Bank of Japan, Ltd.)
(5) Beneficiaries:	Employees of the Company group who meet the beneficiary requirements
(6) Trust administrator:	A third-party professional trust administrator that has no conflict of interest with the Company (certified public accountant)
(7) Date of trust agreement:	February 2, 2017
(8) Trust term:	From February 2, 2017 to the end of May 2022 (scheduled)
(9) Start of the Plan:	February 2, 2017
(10) Exercise of voting rights:	The trustees will exercise the voting rights of the Company stock in accordance with the instructions of the trust administrator, which reflects the will of candidate beneficiaries.
(11) Classification of shares to be acquired:	Common stock of the Company
(12) Total amount of shares to be acquired:	JPY 1,037,000,000 (including trust fees and expenses)
(13) Share acquisition period:	From February 3 to 17, 2017 (scheduled)
(14) Share acquisition method:	To be acquired on the exchange market

[Administration of trust and shares]

(1) Trust-related administration:	Administrative tasks related to the trust will be performed by Mitsubishi UFJ Trust and Banking Corporation and The Master Trust Bank of Japan, Ltd., which are the trustees of the ESOP Trust.
(2) Share-related administration:	Administrative tasks related to the granting of Company stock to beneficiaries will be performed by Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. based on an entrustment agreement on such tasks.

DISCLAIMER: This translation may be used for reference purposes only. This English version is not an official translation of the original Japanese document. In cases where any differences occur between the English version and the original Japanese version, the Japanese version shall prevail. This translation is subject to change without notice. Japan Exchange Group, Inc., and/or its affiliates shall individually or jointly accept no responsibility or liability for damage or loss caused by any error, inaccuracy, misunderstanding, or changes with regard to this translation.