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Stock Code: 9716

April 26, 2019

NOMURA Co., Ltd.

2-3-4 Daiba, Minato-ku, Tokyo, Japan

President and CEO: Shuji Enomoto

To Our Shareholders,

Notice of the 82nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 82nd Ordinary General Meeting of Shareholders of NOMURA Co., Ltd. (hereinafter the "Company"; this meeting, the "Meeting") to be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the Ordinary General Meeting of Shareholders, and exercise your voting rights in the manner described hereafter. All votes must be received by 5:30 p.m., Wednesday, May 22, 2019 (Japan Standard Time).

1. Date and time: Thursday, May 23, 2019, at 10:00 a.m.
(The reception of the attendees to the Meeting at the reception desk will start at 9:00 a.m.)

2. Venue: 2-3-4 Daiba, Minato-ku, Tokyo, Japan
Nomura Hall, 3rd floor of the Company's Head Office Building

3. Objectives of meeting

Matters to be reported:
1. Business Reports and Consolidated Financial Statements for the 82nd Fiscal Year (from March 1, 2018 to February 28, 2019), and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
2. Non-consolidated Financial Statements for the 82nd Fiscal Year (from March 1, 2018 to February 28, 2019)

Matters to be resolved:
Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Ten (10) Directors
Proposal No. 3: Election of One (1) Auditor

- You are kindly requested to present the enclosed Voting Rights Exercise Form to the receptionist when you attend the Meeting in person. In addition, please bring this document, as it contains the agenda materials for the Meeting.
- In case of voting by proxy, please have the proxy present the written proof of his/her right of proxy along with the Voting Rights Exercise Form to the receptionist at the Meeting. As per the Company's Articles of Incorporation, each shareholder owning voting rights in the Company is entitled to appoint one (1) proxy who is also a shareholder of the Company with voting rights.
- Please note that the Company will post any amendment to the Business Reports, Consolidated Financial Statements, Non-consolidated Financial Statements, and Reference Documents for the Ordinary General Meeting of Shareholders on the Company's website (https://www.nomurakougei.co.jp/ir/), if any such amendment is made.
- There is no smoking area in the area surrounding the venue. We appreciate your understanding.
- Photography, video recording and audio recording in the venue of the Meeting are prohibited in principle. We would like to sincerely ask your understanding.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company considers the return of profits to shareholders to be one of management's top priorities. Accordingly, the Company's basic policy is to stably share the results of its efforts in a manner that reflects the Company's performance while pursuing business growth.

The Company pays dividends taking into consideration factors such as profit attributable to owners of parent, strengthening of its business base and future business expansion.

In accordance with the above policy, year-end dividends for the fiscal year under review amount to ¥52 per share, comprising a regular dividend of ¥50 and a commemorative dividend of ¥2 on account of the Company achieving, on a consolidated basis, an increase in operating profit for ten fiscal years in succession.

Year-end dividends

1. Type of dividend property

   Cash

2. Allotment of dividend property to shareholders and total amount of dividends

   ¥52 per common share of the Company (regular dividend: ¥50, commemorative dividend: ¥2)

   Total amount: ¥2,892,856,200

3. Effective date of dividends of surplus

   May 24, 2019

(For reference) Annual cash dividends per share, etc.

Category	79th fiscal year (FY2015)	80th fiscal year (FY2016)	81st fiscal year (FY2017)	82nd fiscal year (the year under review, FY2018)
Annual cash dividends per share (Yen)	30	40 (Regular dividend: 38) (Commemorative dividend: 2)	45	52 (Regular dividend: 50) (Commemorative dividend: 2)
Total amount (Millions of yen)	1,668	2,225	2,503	2,892
Dividend payout ratio (%)	43.4	44.0	44.4	42.9

Note: Dividend payout ratio is calculated based on the amount of profit attributable to owners of parent.

Proposal No. 2: Election of Ten (10) Directors

The terms of office of all eight (8) Directors will expire upon the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes to elect ten (10) Directors including two (2) outside Directors, with the addition of two (2) Directors in order to strengthen its management structure.

The candidates for Directors are as follows:

No.	Name	Current position and responsibilities at the Company	Outside	Independent	Attendance at Board of Directors' meetings (Attendance rate)
1	Masaru Watanabe [Reelected]	Chairman of the Board and CEO			10/10 (100%)
2	Shuji Enomoto [Reelected]	President and CEO			10/10 (100%)
3	Masahiro Nakagawa [Reelected]	Managing Director			10/10 (100%)
4	Kiyotaka Okumoto [Reelected]	Managing Director			10/10 (100%)
5	Tadashi Owada [Reelected]	Director			9/10 (90%)
6	Shuichi Makino [Reelected]	Director			10/10 (100%)
7	Fukuzou Okuno [To be newly elected]	Managing Executive Officer			–
8	Shinji Sakai [To be newly elected]	Managing Executive Officer			–
9	Mitsuo Sakaba [Reelected]	Outside Director	Yes	Yes	10/10 (100%)
10	Etsuko Komiya [Reelected]	Outside Director	Yes	Yes	10/10 (100%)

(*Reelected* – Candidate for reelected Director; *To be newly elected* – Candidate for newly elected Director; *Outside* – Candidate for outside Director; *Independent* – Candidate for independent officer)

Notes:
1. "Current position and responsibilities at the Company" of candidates for Directors are current as of the time of the sending of this notice.
2. In addition to the attendance at Board of Directors' meetings above, the Company passed four written resolutions in lieu of a resolution passed at the Board of Directors meeting in accordance with the provision stipulated in Article 370 of the Companies Act and Article 25 of Articles of Incorporation of the Company.

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="4">Career summary, position and responsibilities at the Company,
and significant concurrent positions outside the Company</th></tr>
<tr><td rowspan="2">1</td><td>Masaru Watanabe
(February 21, 1947)
[Reelected]

Number of the Company’s shares owned
59,000 shares</td><td>March</td><td>1970</td><td colspan="2">Joined the Company</td></tr>
<tr><td></td><td>May</td><td>1993</td><td colspan="2">Director</td></tr>
<tr><td></td><td>February</td><td>1994</td><td colspan="2">Division Director, Commercial Facility Division</td></tr>
<tr><td></td><td>May</td><td>1997</td><td colspan="2">Managing Director</td></tr>
<tr><td></td><td>February</td><td>1999</td><td colspan="2">General Manager, Commercial Facility Department</td></tr>
<tr><td></td><td>February</td><td>2001</td><td colspan="2">Manager, New Business Promotion Office</td></tr>
<tr><td></td><td>May</td><td>2003</td><td colspan="2">Senior Managing Director</td></tr>
<tr><td></td><td>May</td><td>2007</td><td colspan="2">President and CEO</td></tr>
<tr><td></td><td>May</td><td>2015</td><td colspan="2">Chairman of the Board and CEO (present)</td></tr>
<tr><td></td><td colspan="5"><Reasons for nomination>
Masaru Watanabe has had extensive operational experience, having worked in sales operations since joining the Company, including serving as General Manager of the Commercial Facility Department. He therefore has a thorough knowledge of operations in general. The Company once again proposes him as a candidate for Director as he can be expected to continue using the knowledge and experience he has based on his assignments as Director and CEO and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.</td></tr>
<tr><td rowspan="2">2</td><td>Shuji Enomoto
(June 1, 1951)
[Reelected]

Number of the Company’s shares owned
49,000 shares</td><td>March</td><td>1973</td><td colspan="2">Joined the Company</td></tr>
<tr><td></td><td>May</td><td>2002</td><td colspan="2">Executive Officer, and Division Director, Commercial Facilities Company</td></tr>
<tr><td></td><td>May</td><td>2005</td><td colspan="2">Managing Executive Officer</td></tr>
<tr><td></td><td>May</td><td>2007</td><td colspan="2">Managing Director</td></tr>
<tr><td></td><td>February</td><td>2008</td><td colspan="2">General Manager, Sales Strategy Department</td></tr>
<tr><td></td><td>May</td><td>2010</td><td colspan="2">Senior Managing Director</td></tr>
<tr><td></td><td>February</td><td>2012</td><td colspan="2">In charge of Business Supervision
In charge of Group Companies</td></tr>
<tr><td></td><td>May</td><td>2013</td><td colspan="2">Executive Vice President</td></tr>
<tr><td></td><td>May</td><td>2015</td><td colspan="2">President and CEO (present)</td></tr>
<tr><td></td><td colspan="5"><Reasons for nomination>
Shuji Enomoto has had extensive operational experience, having worked in sales operations since joining the Company, including serving in positions such as President of the Commercial Facility Company and director of subsidiaries. He therefore has a thorough knowledge of operations in general. The Company once again proposes him as a candidate for Director as he can be expected to continue using the knowledge and experience he has based on his assignments as Director and CEO and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.</td></tr>
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No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company
3	Masahiro Nakagawa (February 12, 1960) [Reelected] Number of the Company's shares owned 50,000 shares	April 1983 Joined the Company May 2009 Executive Officer February 2010 General Manager, Corporate Planning Department February 2011 General Manager, Overseas Development Department May 2011 Director September 2011 Chairman, NOMURA (BEIJING) Co., Ltd. February 2012 General Manager, Overseas Development Department, the Company March 2014 Senior Leader, Creative Supervision, Business Supervision Office March 2015 General Manager, CC Department 2 March 2017 General Manager, Corporate Department Director, C's・Three Co., Ltd. (present) Director, RIKUYOSHA Co., Ltd. January 2018 Representative Director, RIKUYOSHA Co., Ltd. May 2018 Managing Director, the Company (present) March 2019 General Manager, Corporate Headquarters (present) Director, RIKUYOSHA Co., Ltd. (present)
	<Reasons for nomination> Masahiro Nakagawa has had extensive operational experience, and aside from having worked in design and creative operations since joining the Company, has been involved in corporate planning, overseas, sales operations, and other operations in different departments. He therefore has a thorough knowledge of operations in general. The Company once again proposes him as a candidate for Director as he can be expected to continue using the knowledge and experience he has based on his assignments as Director and Managing Director, as well as Chairman of an overseas subsidiary, and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.	

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company
4	Kiyotaka Okumoto (September 10, 1965) [Reelected] Number of the Company's shares owned 27,000 shares	February 1989 Joined the Company May 2010 Executive Officer February 2011 Division Director, Product, Commercial Facility Department March 2013 Managing Executive Officer Senior Account Leader, Business Supervision Office March 2014 Division Director, Business Supervision Office and Senior Leader, Product Supervision In charge of Group's Quality, Environment and Safety Control May 2016 Director March 2017 Manager, Business Supervision Center In charge of Creative Center and Product Center March 2018 General Manager, Business Supervision Department In charge of Creative Department Chairman, NOMURA (BEIJING) Co., Ltd. Director, NOMURA DESIGN & ENGINEERING SINGAPORE PTE.LTD. May 2018 Managing Director, the Company (present) June 2018 In charge of Nomura Tokyo 2020 Office September 2018 Division Director, Global Business Division March 2019 General Manager, Business Headquarters (present)
	<Reasons for nomination> Kiyotaka Okumoto has had extensive operational experience, having worked in production management since joining the Company, with involvement in production operations and general business supervision and so forth. He therefore has a thorough knowledge of operations in general. The Company once again proposes him as a candidate for Director as he can be expected to continue using the knowledge and experience he has based on his assignments as Director and Managing Director, as well as Chairman of an overseas subsidiary, and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.	

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<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="4">Career summary, position and responsibilities at the Company,
and significant concurrent positions outside the Company</th></tr>
<tr><td rowspan="2">5</td><td rowspan="2">Tadashi Owada
(April 24, 1961)
[Reelected]

Number of the Company’s shares owned
19,000 shares</td><td>April</td><td>1984</td><td>Joined the Company</td></tr>
<tr><td colspan="4">May 2011 Executive Officer
March 2014 Managing Executive Officer
Deputy General Manager, Commercial Facility Department
March 2015 General Manager, CC Department 1
In charge of Sports Culture Business Development
May 2016 Director (present)
March 2017 General Manager, Business Unit 2 and Manager of Promotion Center
In charge of Sports Culture Business Development
March 2019 General Manager, Business Unit 2, Business Headquarters (present)</td></tr>
<tr><td colspan="5"><Reasons for nomination>
Tadashi Owada has had extensive operational experience, having worked in sales operations since joining the Company, with involvement in sales promotions and sales development operations, and other operations in different departments. He therefore has a thorough knowledge of operations in general. The Company once again proposes him as a candidate for Director as he can be expected to continue using the knowledge and experience he has based on his assignments as General Manager, Managing Executive Officer and Director and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.</td></tr>
<tr><td rowspan="2">6</td><td rowspan="2">Shuichi Makino
(February 20, 1957)
[Reelected]

Number of the Company’s shares owned
24,000 shares</td><td>November</td><td>1989</td><td>Joined the Company</td></tr>
<tr><td colspan="4">May 2005 Executive Officer
February 2008 Manager, Human Resource Strategy
February 2009 Senior Managing Director, NOMURA DUO Co., Ltd.
February 2011 President and CEO, NOMURA DUO Co., Ltd.
March 2015 Managing Executive Officer, the Company
General Manager, Public Development Department
March 2017 General Manager, Business Unit 3
May 2017 Director (present)
March 2019 General Manager, Human Resources Management Department, Corporate Headquarters (present)</td></tr>
<tr><td colspan="5"><Reasons for nomination>
Shuichi Makino has had extensive operational experience, having worked in sales operations since joining the Company, with involvement in commercial facility operations as well as human resource strategy and public development operations, and serving as president of subsidiaries. He therefore has a thorough knowledge of operations in general. The Company once again proposes him as a candidate for Director as he can be expected to continue using the knowledge and experience he has based on his assignments as General Manager, Managing Executive Officer and Director and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.</td></tr>
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<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="4">Career summary, position and responsibilities at the Company,
and significant concurrent positions outside the Company</th></tr>
<tr><td rowspan="2">7</td><td rowspan="2">Fukuzou Okuno
(August 24, 1957)
[To be newly elected]

Number of the Company’s shares owned
22,000 shares</td><td>March</td><td>1982</td><td>Joined the Company</td></tr>
<tr><td>February
February
May
May
February
April
March

March
April
March</td><td>2006
2008
2008
2011
2012
2012
2017

2018
2018
2019</td><td>Senior Director, Sales Supervision 1, CC Company
General Manager, CC Department
Executive Officer
Director
Senior Managing Director, NOMURA PRODUCTS Co., Ltd.
President and CEO, NOMURA PRODUCTS Co., Ltd.
Managing Executive Officer, the Company (present)
General Manager, Business Unit 4
General Manager, Group Business Department
Director, TNP Co., Ltd. (present)
General Manager, Creative Department, Business Headquarters (present)</td></tr>
<tr><td colspan="5"><Reasons for nomination>
Fukuzou Okuno has extensive operational experience including his work in sales operations beginning from the time he joined the Company as well as his service as a Representative Director of a subsidiary that undertakes production and construction, and therefore has thorough knowledge of operations in general. The Company proposes him as a candidate for Director as he can be expected to strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors by using the knowledge and experience he has based on his assignments as General Manager and Managing Executive Officer.</td></tr>
<tr><td rowspan="2">8</td><td rowspan="2">Shinji Sakai
(October 15, 1963)
[To be newly elected]

Number of the Company’s shares owned
14,000 shares</td><td>September</td><td>1987</td><td>Joined the Company</td></tr>
<tr><td>February
February
February
February
May
March

March</td><td>2003
2008
2010
2011
2011
2018

2019</td><td>Director, Sales 4, MC Company
Senior Director, Sales Supervision 2, CC Department
Director, NOMURA COMS Co., Ltd.
Division Director, Account 1, CC Department, the Company
Executive Officer
Managing Executive Officer (present)
General Manager, Business Unit 1
General Manager, Business Unit 1, Business Headquarters (present)</td></tr>
<tr><td colspan="5"><Reasons for nomination>
Shinji Sakai has extensive operational experience including his work in sales promotion and sales development operations beginning from the time he joined the Company as well as his service as Director of a subsidiary that undertakes production of signs and sales promotional goods, and therefore has thorough knowledge of operations in general. The Company proposes him as a candidate for Director as he can be expected to strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors by using the knowledge and experience he has based on his assignments as General Manager and Managing Executive Officer.</td></tr>
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<tr><th>No.</th><th>Name
(Date of Birth)</th><th colspan="4">Career summary, position and responsibilities at the Company,
and significant concurrent positions outside the Company</th></tr>
<tr><td rowspan="2">9</td><td>Mitsuo Sakaba
(July 17, 1949)
[Reelected]
[Outside Director]

Number of the Company’s shares owned
– shares</td><td>April</td><td>1973</td><td>Joined Ministry of Foreign Affairs of Japan</td></tr>
<tr><td colspan="4">February 2008 Ambassador to Vietnam
September 2010 Ambassador Extraordinary and Plenipotentiary, and Representative of the Government of Japan
September 2012 Ambassador to Belgium, and Representative of the Government of Japan to NATO
September 2014 Retired from Ministry of Foreign Affairs of Japan
May 2015 Outside Director, the Company (present)
June 2015 Outside Director, Japan Aviation Electronics Industry, Limited (present)
April 2016 Committee member, Curriculum Comprehensive Assessment Committee, Faculty of Law, Doshisha University (present)
January 2017 Committee member, Public Security Examination Commission, Ministry of Justice (present)</td></tr>
<tr><td></td><td colspan="4">Mitsuo Sakaba is a candidate for outside Director. The Company notified the Tokyo Stock Exchange of his status as an independent officer as stipulated by the provisions of the exchange. If he is reelected and assumes the office of an outside Director, the Company plans to again designate him as an independent officer.
<Reasons for nomination>
Although Mitsuo Sakaba has not been involved directly in company management, he has insight into politics and economics from a global perspective reflecting a career history that includes being stationed as Japan’s ambassador to Vietnam and to Belgium. The Company again proposes him as a candidate for outside Director as he has contributed to strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors from an objective position independent from the Company’s executive management, based on his experience and knowledge.
At the conclusion of this meeting, he will have served as an outside Director for four years.</td></tr>
</table>

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company
10	Etsuko Komiya (April 18, 1958) [Reelected] [Outside Director] Number of the Company's shares owned – shares	April 1981 Joined TV Asahi Corporation October 1985 Newscaster, News Station (TV Asahi) April 1998 Main Newscaster, Super J Channel (TV Asahi) May 2012 Free Newscaster, 81produce Co., Ltd. (present) June 2014 Visiting Professor, Nagoya University of Foreign Studies June 2014 Advisory Board Member, Tokyu Fudosan Holdings Corporation May 2016 Outside Director, the Company (present) June 2017 Advisor, International Medical Volunteers Japan Heart
	Etsuko Komiya is a candidate for outside Director. The Company notified the Tokyo Stock Exchange of her status as an independent officer as stipulated by the provisions of the exchange. If she is reelected and assumes the office of an outside Director, the Company plans to again designate her as an independent officer. <Reasons for nomination> Although Etsuko Komiya has not been involved directly in company management, she has extensive insight into corporate management and economic trend from her long career as a newscaster of broadcast programs. The Company again proposes her as a candidate for outside Director as she has contributed to strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors from an objective position independent from the Company's executive management, based on her experience and knowledge. At the conclusion of this meeting, she will have served as an outside Director for three years.	

Notes: 1. No special interest exists between the Company and any of the candidates for Director.

2. The Company has entered into agreements with both Mitsuo Sakaba and Etsuko Komiya to respectively limit their liabilities stipulated in Article 423 (1) of the Companies Act to the total amount defined by each item in Article 425 (1) of the Companies Act. If this proposal is approved, the Company plans to renew the said agreements.

Proposal No. 3: Election of One (1) Auditor

The terms of office of Auditors Koichi Takemura and Hikoyuki Miwa will expire upon the conclusion of this Ordinary General Meeting of Shareholders.

In this regard, the Company proposes to elect one (1) Auditor.

In addition, prior consent of the Board of Auditors has been obtained for this proposal.

The candidate for Auditor is as follows:

Name (Date of Birth)	Career summary, position at the Company (significant concurrent positions outside the Company)
Tatsumi Yamada (June 7, 1953) [To be newly elected] [Outside] Number of the Company's shares owned – shares	April 1976 Joined SUMITOMO CORPORATION July 1993 Worked at Chuo Audit Corporation (Retired in March 2001) April 2001 Board member, International Accounting Standards Board (Retired in June 2011) September 2011 Joined KPMG AZSA LLC (Retired in June 2018) January 2012 Director, KPMG AZSA LLC (Retired in June 2015) February 2014 Ambassador, International Integrated Reporting Council (present) October 2014 Trustee, International Valuation Standards Council (present) September 2015 Specially Appointed Professor, Chuo University (present) April 2016 Commissioner, Certified Public Accountants and Auditing Oversight Board (present)
Tatsumi Yamada is a candidate for outside Auditor. If his appointment is approved, the Company will notify the Tokyo Stock Exchange of his status as an independent officer as stipulated by the provisions of the exchange. <Reasons for nomination> Tatsumi Yamada is a specialist in international accounting. He has extensive experience from having worked as a Commissioner of the Certified Public Accountants and Auditing Oversight Board at the Financial Services Agency of Japan and he is accordingly an individual of great insight. In addition, he has an objective standpoint independent from the management team that executes business operations, and the Company considers that he can adequately fulfill his role, which includes auditing the management of the Company, as an outside Auditor. Furthermore, although he does not have the experience of having been directly engaged in the management of a company, he has had extensive experience in taking an external viewpoint of management, and judging that he can fulfill the role of Auditor objectively from a fair and neutral third-party standpoint, the Company newly proposes him as a candidate for outside Auditor.	

Notes: 1. No special interest exists between the Company and the candidate for Auditor.

2. Liability limitation agreement with candidate for Auditor

If Tatsumi Yamada assumes the office of Auditor, the Company will enter into a liability limitation agreement with him that stipulates that the liability stipulated in Article 423 (1) of the Companies Act will be limited to the amount provided for by each item of Article 425 (1) of the same Act. The maximum amount of liability under this agreement will be the amount provided for by laws and regulations.