Translation

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Company name: NOMURA Co., Ltd.
Representative: Kiyotaka Okumoto,
Representative Director, President and CEO
(Securities code: 9716; TSE Prime Market)
Inquiries: Takayuki Maejima,
Director, Senior Executive Officer
(Telephone: +81-03-5962-1119)

Notice Concerning Disposal of Treasury Shares as Restricted Share-Based Remuneration

NOMURA Co., Ltd. (the "Company") hereby announces, as set forth below, that, at the meeting of the Board of Directors held today, it has decided to dispose of its treasury share (the "Disposition of Treasury Shares") as restricted share-based remuneration.

1. Outline of the Disposal

(1) Disposal date	June 20, 2025		
(2) Class and number of shares to be disposed	47,745 shares of common share of the Company		
(3) Disposal price	844 yen per share		
(4) Total value of the disposal	40,296,780 yen		
(5) Allottees of shares		Number of allottees	Number of shares
	Members of the Board of Directors	4 (excluding Directors who are Audit and Supervisory Committee members and Outside Directors)	33,055 shares
	Senior Executive Officer	2	9,478 shares
	Representative Director of Subsidiaries	2	5,212 shares

2. Purposes and Reasons of the Disposal

The Company resolved at the 84th Ordinary General Meeting of Shareholders held on May 27, 2021, to introduce a Restricted Share-Based Remuneration Plan (hereinafter referred to as the "RS Plan") and a Share-Based Remuneration Plan with Performance Conditions (hereinafter referred to as the "PSU Plan") with the aim of providing incentives for allottees to promote the sustainable enhancement of the Company's medium- to long-term corporate value and shareholder value, while advancing further value sharing with our shareholders. Subsequently, in conjunction with our transition to a company with an Audit and Supervisory Committee, the Company received approval of our shareholders to grant remuneration under the RS Plan and PSU Plan. On top of that, at the 87th Ordinary General Meeting of Shareholders held on May 23, 2024, the Company received approval to revise the monetary remuneration for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members, hereinafter referred to as "Eligible Directors") to an annual amount of up to 80 million yen, and to revise the upper limit of renumeration under the RS Plan to an annual amount of up to 60 million yen (up to 120,000 shares per year).

Furthermore, the Company has decided to apply the RS Plan to the Directors of its subsidiaries, in addition to the Executive Officers of the Company.

Taking into consideration the purpose of the RS Plan, the scope of responsibilities of each Eligible Directors and other various factors, at the Board of Directors meeting held today, the Company has decided to dispose of 47,745 shares of common share of the Company (hereinafter referred to as the "Allocated Shares") to 4 Directors and 2 Executive Officers of the Company, and 2 Directors of the Company's subsidiaries (collectively, the "Eligible Directors, etc.") in exchange for entire monetary remuneration claims of 40,296,780 yen as a contribution in kind.

The outline of the restricted share allocation agreement is as follows.

<Outline of the Restricted Share Allocation Agreement >

Along with the disposal of treasury shares related to the RS Plan, the Company and the Eligible Directors, etc. will individually conclude the restricted share allocation agreements, the details of which are as follows. The grant for restricted shares shall be made by issuing or disposing of common shares of the Company in exchange for the entire monetary remuneration claims paid to the Eligible Directors, etc. as contribution in kind.

(1) Restriction Period

The Eligible Directors, etc. shall not dispose of the Allocated Shares by transfer, creation of security interests, or otherwise during the period from June 20, 2025 (the grant date) to the date of their termination of service as a Director or Executive Officer of the Company or any of its subsidiaries.

(2) Conditions for Removal of Transfer Restrictions

If the Eligible Directors, etc. is: (i) a Director of the Company as of the grant date, the period from May 22, 2025, to the date of the next Ordinary General Meeting of Shareholders of the Company; or (ii) an Executive Officer of the Company or a Director of subsidiaries of the Company as of the grant date, the period from March 1, 2025, to February 28, 2026 (the periods specified in (i) and (ii) shall collectively be referred to as the "Service Period"), and the transfer restrictions on the Allocated Shares shall be lifted at the expiration of the transfer restriction period, provided that the individual has continuously held the position of Director or Executive Officer of the Company or Directors of subsidiaries of the Company. However, if the Eligible Directors, etc. ceases to hold any of the positions of Director or Executive Officer of the Company or its subsidiaries during the Service Period due to death or other reasons deemed valid by the Board of Directors of the Company, as of the day following the date of such resignation, the transfer restriction on the Allocated Shares shall be lifted on the number of months from the month including the start date of the Service Period (in the case of (i), the month following the month including the start date of the Service Period) to the month including the date of such resignation, divided by 12, multiplied by the number of Allocated Shares (provided that any fractional shares resulting from such calculation shall be rounded down, and that reasonable adjustments shall be made for Directors subject to this provision who are newly appointed as Directors from Executive Officers at the Ordinary General Meeting of Shareholders immediately preceding the grant date, taking into account their term of service as Executive Officers).

(3) Automatic Acquisition by the Company

The Company will automatically acquire at no cost all of the Allocated Shares for which the transfer restrictions have not been lifted at the time of the expiration of the transfer restriction period.

(4) Share Management

The Allocated Shares may not be transferred, secured, or otherwise disposed of during the transfer restriction period, and shall be managed in a special account for restricted shares opened by the Eligible Directors, etc. at Daiwa Securities Co. Ltd.

(5) Handling of Reorganizations, etc.

During the transfer restriction period, if any of the following matters related to reorganization, etc., such as a merger agreement in which the Company becomes the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc., is approved by the Company's Ordinary General Meeting of Shareholders (or, if approval by the Company's Ordinary General Meeting of Shareholders is not required for such reorganization, etc., by the Company's Board of Directors), the Board of Directors may resolve to transfer the number of allocated shares calculated by multiplying the number of months from the month including the start date of the Service Period (in the case of (2)(i), the month following the month in which the Service Period commences) to the month including the date of approval of the organizational restructuring, divided by 12 (provided that if the result of the calculation exceeds 1, it shall be 1), by the number of allocated shares held at that time (provided that any fractional shares resulting from such calculation shall be rounded down, and for Eligible Directors, etc. who were newly appointed as Directors from Executive Officers at the most recent Ordinary General Meeting of Shareholders prior to the grant date, reasonable adjustments shall be made taking into account their term of service as Executive Officers), the transfer restrictions on such shares shall be lifted as of the business day immediately preceding the effective date of the reorganization, etc.

3. Basis for calculating the amount to be paid for each share and other specific details

This disposal of treasury shares will be conducted by contributing monetary remuneration claims paid to the allottees of shares based on the RS plan as capital assets. To exclude arbitrariness, the closing price of the common shares of the Company on the Prime Market of the Tokyo Stock Exchange of 844 yen on May 21, 2025 (the business day prior to the date of the Board of Directors' resolution), is taken to be the disposal price. Since this is the market share price immediately prior to the date of the Board of Directors' resolution, and there are no special circumstances that would indicate that the most recent share price cannot be relied upon, it is believed to be reasonable and to appropriately reflect the value of the Company, and does not constitute a price that is particularly favorable to the Eligible Directors, etc.

Note: The above consolidated financial results forecasts are based on information available at the time of preparation and certain assumptions that are judged to be reasonable.