This document has been translated from a part of the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this document and the Japanese original, the original shall prevail.

Stock Code: 9716

April 28, 2023

NOMURA Co., Ltd.

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

Shuji Enomoto

Chairman of the Board and CEO

To Our Shareholders,

Notice of the 86th Ordinary General Meeting of Shareholders

We are pleased to announce the 86th Ordinary General Meeting of Shareholders of NOMURA Co., Ltd. (hereinafter the "Company"; this meeting, the "Meeting"), which will be held as indicated below. If you are unable to attend the Meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the attached Reference Documents for the Ordinary General Meeting of Shareholders, and exercise your voting rights. All votes must be received by 5:30 p.m., Wednesday, May 24, 2023 (Japan Standard Time).

1. **Date and time:** Thursday, May 25, 2023, 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 86th Fiscal

Year (from March 1, 2022 to February 28, 2023), and Audit Reports of the

Consolidated Financial Statements by the Accounting Auditor and the Audit

and Supervisory Committee

2. Non-consolidated Financial Statements for the 86th Fiscal Year (from

March 1, 2022 to February 28, 2023)

Matters to be resolved: Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Six (6) Directors (Excluding Directors Who Are

Audit and Supervisory Committee Members)

Proposal No. 3: Election of One (1) Director Who Is an Audit and

Supervisory Committee Member

Regarding Measures for Providing Information in Electronic Format

When convening the Meeting, although the Company has taken measures for providing information in electronic format and posted items subject to measures for providing information in electronic format on the following websites, the Company will deliver paper-based documents of the convocation notice and other informational materials for the general meeting of shareholders to all shareholders with voting rights regardless of whether they have made a request for delivery of such documents pursuant to the Companies Act.

[The Company's website] ("General meeting of shareholders" of the "IR Library" webpage at the following URL)

https://www.nomurakougei.co.jp/ir/ (in Japanese)

[Website where informational materials for the general meeting of shareholders are posted] https://d.sokai.jp/9716/teiji/ (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

Access the following URL, enter "NOMURA Co., Ltd." in "Issue name (company name)" or "9716" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]." https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

Pursuant to the relevant laws and regulations and Article 15 of the Company's Articles of Incorporation, the following items of information are not included in the paper-based documents delivered to shareholders who have requested the delivery of paper-based documents. To review the items, please access the above websites where the information is posted as "Informational materials for the ordinary general meeting of shareholders."

- ➤ Notes to Consolidated Financial Statements
- ➤ Notes to Non-consolidated Financial Statements

These items are included in the Consolidated Financial Statements and Non-consolidated Financial Statements, which have both been audited by the Audit and Supervisory Committee and Accounting Auditor in preparing their Audit Reports.

Furthermore, if any revisions are made to the items subject to measures for providing information in electronic format, a notice of the revisions and the details of the items before and after the revisions will be posted on the above websites.

> You are kindly requested to present the Voting Rights Exercise Form sent together with this notice of convocation to the receptionist when you attend the Meeting in person. In addition, please bring this notice, 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.
- > 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 of surplus 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, the Company proposes to pay year-end dividends for the fiscal year under review as follows.

Year-end dividends

1. Type of dividend property

Cash

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

¥25 per common share of the Company

Total amount: ¥2,784,334,500

3. Effective date of dividends of surplus

May 26, 2023

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

Category	83rd fiscal year (FY2019)	84th fiscal year (FY2020)	85th fiscal year (FY2021)	86th fiscal year (the year under review, FY2022)	
Annual cash dividends per share (Yen)	32 (Regular dividend: 30) (Commemorative dividend: 2)	25	28 (Regular dividend: 25) (Commemorative dividend: 3)	25	
Total amount (Millions of yen)	3,560	2,781	3,117	2,784	
Dividend payout ratio (%)	45.7	90.6	78.2	124.9	

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

Proposal No. 2: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire upon the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes to elect six (6) Directors. As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Directors are qualified.

The candidates for Directors are as follows:

No.	Name	Current position at the Company	Attendance at Board of Directors' meetings (Attendance rate)
1	Shuji Enomoto	cl. Cd. D. J. 10E0	9/9
1	[Reelected]	Chairman of the Board and CEO	(100%)
	Kiyotaka Okumoto	P	9/9
2	[Reelected]	Representative Director, President and CEO	(100%)
2	Fukuzou Okuno	Director, Senior Managing Executive	9/9
3	[Reelected]	Officer	(100%)
4	Yoshitaka Hayashida	Executive Officer	
4	[To be newly elected]	Executive Officer	_
	Tatsumi Kimishima		0/0
5	[Reelected]	Outside Director	9/9
	[Outside][Independent]		(100%)
	Shigeo Matsutomi		0/0
6	[Reelected]	Outside Director	8/8
	[Outside][Independent]		(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 at the Company" of candidates for Directors are current as of the time of the sending of this notice

2. Attendance at Board of Directors' meetings for Shigeo Matsutomi counts his attendance at meetings held after his appointment on May 26, 2022.

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company					
		March	1973	Joined the Company			
		May	2002	Executive Officer			
	Shuji Enomoto	May	2005	Managing Executive Officer			
	(June 1, 1951)	May	2007	Managing Director			
	[Reelected]	February	2008	General Manager, Sales Strategy Department			
		May	2010	Senior Managing Director			
		February	2012	In charge of Business Supervision			
	Number of the Company's shares			In charge of Group Companies			
1	owned	May	2013	Executive Vice President			
1	127,900 shares	May	2015	President and CEO			
		March	2021	Representative Director, President and CEO			
		March	2023	Chairman of the Board and CEO (present)			

<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.

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		February	1989	Joined the Company
		May	2010	Executive Officer
		March	2013	Managing Executive Officer
	Kiyotaka Okumoto	May	2016	Director
	(September 10, 1965)	March	2017	Manager, Business Supervision Center
	[Reelected]	March	2018	Chief of Headquarters, Business Headquarters
	[received]			Chairman, NOMURA (BEIJING) Co., Ltd.
		May	2018	Managing Director, the Company
	Number of the Company's shares	March	2019	Chief of Headquarters, Business Headquarters
2	owned	May	2020	Senior Managing Director
	78,500 shares	March	2021	Director, Senior Managing Executive Officer
		March	2022	Director, NOMURA ARCHS Co., Ltd.
				Director, NOMURA MEDIAS Co., Ltd.
		March	2023	Representative Director, President and CEO (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 Senior Managing Executive Officer, 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)			ammary, position and responsibilities at the Company, gnificant concurrent positions outside the Company
	(Bute of Birth)	March	1982	Joined the Company
		February	2008	General Manager, CC Department
		May	2008	Executive Officer
		May	2011	Director
	Fukuzou Okuno	April	2012	President and CEO, NOMURA PRODUCTS Co., Ltd.
	(August 24, 1057)	March	2017	Managing Executive Officer, the Company
	(August 24, 1957)			General Manager, Business Unit 4
	[Reelected]	March	2018	General Manager, Group Business Department
		March	2019	General Manager, Creative Department, Business Headquarters
	Number of the	May	2019	Director
	Company's shares owned	March	2021	Managing Executive Officer
3	2			Chief of Headquarters, Corporate Headquarters
	61,700 shares			Director, C's • Three Co., Ltd.
				Director, RIKUYOSHA Co., Ltd.
		March	2022	Director, NOMURA ARCHS Co., Ltd. (present)
				Director, NOMURA MEDIAS Co., Ltd. (present)
		March	2023	Director, Senior Managing Executive Officer (present)

<Reasons for nomination>

Fukuzou Okuno has had extensive operational experience, having worked in sales operations since joining the Company, and serving as Representative Director of a subsidiary that undertakes production and construction. 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 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, Managing Executive Officer and Director.

	Yoshitaka	April	1987	Joined the Company
	Hayashida	February	2006	Director, Sales 3, Business Unit 2, Commercial Facilities Company
	(April 21, 1964)	February	2012	Branch Manager, Kyushu Office, Commercial Facility Department
		March	2015	Division Director, Account 4, Commercial Facility Department
	[To be newly elected]	March	2021	Executive Officer (present)
				General Manager, Business Unit 3, Business Headquarters
	Number of the	March	2022	General Manager, Sales Activation, Business Headquarters
4	Company's shares owned	March	2023	General Manager, Sales Activation (present)
	14,200 shares			Director, NOMURA ARCHS Co., Ltd. (present)

<Reasons for nomination>

Yoshitaka Hayashida has had extensive operational experience, having worked in sales operations since joining the Company, and serving in positions such as Branch Manager and Division Director of the Commercial Facility Department. He therefore has a 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 Executive Officer.

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company					
	Tatsumi Kimishima	April October	1973 1991	Joined The Sanwa Bank, Limited General Manager, Nishinomiya Branch, The Sanwa Bank, Limited			
	(April 21, 1950)	January June	2002 2002	Director, Nintendo of America Inc. Director, Nintendo Co., Ltd.			
	[Reelected]	May	2002	Director, Nintendo Co., Etd. Director and Chairman (CEO), Nintendo of America Inc.			
	[Outside Director] [Independent Officer]	June September	2013 2015	Managing Director, Nintendo Co., Ltd. Representative Director and President, Nintendo Co., Ltd.			
5	5 Number of the Company's shares owned	June May	2018 2020	Executive Adviser, Nintendo Co., Ltd. Outside Director, the Company (present)			
		June	2022	Advisor, Nintendo Co., Ltd. (present)			
	– shares	July	2022	Advisor to the board, Nintendo of America Inc. (present)			

<Reasons for nomination>

Tatsumi Kimishima has served as general manager of a bank, and has the experience of being directly involved in the management of other companies. The Company again proposes him as a candidate for outside Director as he can be expected to contribute to strengthening 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 the Meeting, he will have served as an outside Director for three (3) years.

No.	Name			immary, position and responsibilities at the Company,
NO.	(Date of Birth)		and sig	gnificant concurrent positions outside the Company
		April	1978	Joined Ministry of Foreign Affairs of Japan
		April	1991	First Secretary, Embassy of Japan in the United States of America
		January	1995	Director, First Southeast Asia Division, Asian Affairs Bureau
	Shigaa Matautami	July	1997	Director, Developing Region Division, Economic Affairs Bureau
	Shigeo Matsutomi	January	1999	Counsellor, Embassy of Japan in New Zealand
	(October 19, 1955)	March	2001	Counsellor, Embassy of Japan in Turkey
	[Reelected]	September	2002	Minister, Permanent Delegation of Japan to the OECD
	[Outside Director]	July	2004	Counsellor, Intelligence and Analysis Service
	[Independent Officer]	July	2008	Deputy Vice Minister for Policy Planning and Co-ordination of the Minister's Secretariat
		August	2010	Director-General, Middle Eastern and African Affairs Bureau
	Number of the	September	2012	Director-General, Intelligence and Analysis Service
6	Company's shares owned	July	2014	Ambassador Extraordinary and Plenipotentiary to Israel
	– shares	January	2016	Ambassador Extraordinary and Plenipotentiary to Poland
		April	2018	Retired from the Ministry of Foreign Affairs of Japan
		June	2018	Managing Director, Japan International Trainee & Skilled Worker Cooperation Organization (JITCO) (present)
		May	2022	Outside Director, the Company (present)

<Reasons for nomination>

Shigeo Matsutomi has insight into politics and economics from a global perspective reflecting a career history that includes serving as Director-General, Middle Eastern and African Affairs Bureau and Director-General, Intelligence and Analysis Service at the Ministry of Foreign Affairs of Japan as well as being stationed as Japan's ambassador to Israel and to Poland. Although he has not been involved directly in company management, the Company again proposes him as a candidate for outside Director as he can be expected to contribute to strengthening 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 the Meeting, he will have served as an outside Director for one (1) year.

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

- 2. Both Tatsumi Kimishima and Shigeo Matsutomi are candidates for outside Director. The Company has submitted notification to the Tokyo Stock Exchange that Tatsumi Kimishima and Shigeo Matsutomi have been designated as an independent officer as provided for by the aforementioned exchange and, if they are reelected and assume office as outside Directors, the Company plans to again submit notification to the aforementioned exchange regarding their designation as an independent officer.
- 3. Overview of liability limitation agreement The Company has entered into an agreement with both Tatsumi Kimishima and Shigeo Matsutomi to limit their liabilities for damages stipulated in Article 423, paragraph (1) of the Companies Act to the total amount defined by each item in Article 425, paragraph (1) of the same Act. If the two candidates are reelected, the Company plans to continue the agreement.
- 4. Regarding directors and officers liability insurance agreement The Company has entered into a directors and officers liability insurance agreement (D&O insurance) with an insurance company. If each candidate assumes office as Director, the Company plans to include each of them as an insured person in the agreement. In addition, when the agreement is renewed, the Company plans to renew the agreement with the same terms. For "Overview of directors and officers liability insurance agreement," please refer to the following.

[Overview of directors and officers liability insurance agreement]

The Company has entered into a directors and officers liability insurance agreement as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The agreement covers losses incurred from legally mandated amounts of indemnification and litigation expenses, etc. that insured persons are liable for in cases where a damage claim has been filed through a shareholders' derivative suit, etc. and in cases when a damages claim is filed against an insured person and then the insured person makes a compensation payment for loss to a third party arising from the performance of duties. The insured persons in the agreement include Directors and Executive Officers. The full amount of the insurance premiums is borne by the Company.

Proposal No. 3: Election of One (1) Director Who Is an Audit and Supervisory Committee Member

To further strengthen the corporate governance system, the Company proposes to elect one (1) Director who is an Audit and Supervisory Committee Member, increasing the number of Directors who are Audit and Supervisory Committee Members by one (1).

In addition, prior consent of the Audit and Supervisory Committee has been obtained for this proposal. The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company				
	April	1984 Joined Citibank, N.A.			
Chihiro Kanai	October	1990	Joined Chuo Audit Corporation (Retired in July 2000)		
(July 1, 1961) [To be newly elected] A	August	2000	Established Chihiro Kanai Certified Public Accountant Office (present)		
	June	2010	Joined SOH Audit Corporation (Retired in June 2020)		
	April	2015	Auditor, National Institute for Materials Science (present)		
[Independent Officer]	May	2016	Auditor, Agricultural and Fishery Co-operative Savings Insurance Corporation (present)		
	October	2019	Auditor, Non-Profit Organization Tokyo Opera Production (present)		
Number of the Company's shares owned	December	2019	Audit & Supervisory Board Member, Inose Logistics Service Co., Ltd. (present)		
	August	2020	Joined Seirei Audit Corporation (present)		
– shares	June	2021	Outside Director, SHIMOJIMA Co., Ltd. (present)		
	November	2022	Auditor, Social Welfare Corporation Tsurumi-Akebonokai (present)		

<Reasons for nomination>

Chihiro Kanai possesses specialized knowledge accumulated as a certified public accountant, as well as extensive experience and keen insight from an external management perspective serving in positions such as a corporate auditor and audit & supervisory board member. She is nominated as a candidate for outside Director who is an Audit and Supervisory Committee Member because she has been directly involved in the management of other companies, and we expect her to and audit and supervise the execution of duties by Directors from an objective and neutral perspective.

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

- Chihiro Kanai is a candidate for outside Director who is an Audit and Supervisory Committee Member. If she
 assumes the office of a Director who is an Audit and Supervisory Committee Member, the Company plans to
 notify the Tokyo Stock Exchange of her status as an independent officer.
- 3. If Chihiro Kanai is elected, the Company will enter into an agreement with her to limit her liabilities for damages stipulated in Article 423, paragraph (1) of the Companies Act to the total amount defined by each item in Article 425, paragraph (1) of the same Act.
- 4. Regarding directors and officers liability insurance agreement The Company has entered into a directors and officers liability insurance agreement (D&O insurance) with an insurance company. If Chihiro Kanai assumes office as outside Director who is an Audit and Supervisory Committee Member, she will be included as an insured person in the agreement. In addition, when the agreement is renewed, the Company plans to renew the agreement with the same terms. For "Overview of directors and officers liability insurance agreement," please refer to the following.

[Overview of directors and officers liability insurance agreement]

The Company has entered into a directors and officers liability insurance agreement as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The agreement covers losses incurred

from legally mandated amounts of indemnification and litigation expenses, etc. that insured persons are liable for in cases where a damage claim has been filed through a shareholders' derivative suit, etc. and in cases when a damages claim is filed against an insured person and then the insured person makes a compensation payment for loss to a third party arising from the performance of duties. The insured persons in the agreement include Directors and Executive Officers. The full amount of the insurance premiums is borne by the Company.

[Reference] Skill matrix of Directors and the candidates for Director

Directors (excluding Directors who are Audit and Supervisory Committee Members)

Name	Overall	Sales	Creative	Production	HR &	Finance &	Governmental	Global	Independence
rune	management	strategies	strategies	strategies	administration	accounting	experience	business	(outside)
Shuji									
Enomoto	•								
Kiyotaka	_								
Okumoto	•								
Fukuzou									
Okuno	•		•		•	•			
Yoshitaka	_	_	_	_					
Hayashida	•	•	•	•					
Tatsumi									
Kimishima	•					•		•	•
Shigeo	_		_					_	_
Matsutomi	•						•	•	•

Directors who are Audit and Supervisory Committee Members

Name	Overall	Sales	Creative	Production	HR &	Finance &	Governmental	Global	Independence
Name	management	strategies	strategies	strategies	administration	accounting	experience	business	(outside)
Makoto	_					_			
Kurihara	•					•			
Yasuharu									
Fushimi	•					•	•		•
Tatsumi									
Yamada	•					•		•	•
Chihiro		_							
Kanai	•					•			•

Note: Of the knowledge, skills, and expected roles of each individual, those considered to be of primary importance have been selected and presented.