

Stock Code: 9716

May 2, 2018

NOMURA Co., Ltd.

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

President and CEO: Shuji Enomoto

To Our Shareholders,

Notice of the 81st Ordinary General Meeting of Shareholders

You are cordially invited to attend the 81st 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 23, 2018 (Japan Standard Time).

1. Date and time: Thursday, May 24, 2018, 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 81st Fiscal Year (from March 1, 2017 to February 28, 2018), and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Non-consolidated Financial Statements for the 81st Fiscal Year (from March 1, 2017 to February 28, 2018)

- Matters to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Eight (8) Directors
- Proposal No. 3:** Election of Two (2) Auditors

-
- 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 (<http://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, 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

¥45 per common share of the Company

Total amount: ¥2,503,443,735

3. Effective date of dividends of surplus

May 25, 2018

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

Category	78th fiscal year (FY2014)	79th fiscal year (FY2015)	80th fiscal year (FY2016)	81st fiscal year (the year under review, FY2017)
Annual cash dividends per share (Yen)	26	30	40 (Regular dividend: 38) (Commemorative dividend: 2)	45
Total amount (Millions of yen)	1,446	1,668	2,225	2,503
Dividend payout ratio (%)	45.3	43.4	44.0	44.4

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

Proposal No. 2: Election of Eight (8) Directors

The terms of office of all ten (10) Directors will expire upon the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes to elect eight (8) Directors including two (2) outside Directors.

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			11/11 (100%)
2	Shuji Enomoto [Reelected]	President and CEO			11/11 (100%)
3	Masahiro Nakagawa [Reelected]	Director			11/11 (100%)
4	Kiyotaka Okumoto [Reelected]	Director			11/11 (100%)
5	Tadashi Owada [Reelected]	Director			11/11 (100%)
6	Shuichi Makino [Reelected]	Director			9/9 (100%)
7	Mitsuo Sakaba [Reelected]	Outside Director	Yes	Yes	11/11 (100%)
8	Etsuko Komiya [Reelected]	Outside Director	Yes	Yes	11/11 (100%)

(*Reelected* – Candidate for reelected 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. Attendance at Board of Directors' meetings for Shuichi Makino counts his attendance at the number of meetings held after his appointment on May 25, 2017.
 3. In addition to the attendance at Board of Directors' meetings above, the Company passed two 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.

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
1	Masaru Watanabe (February 21, 1947) [Reelected] Number of the Company's shares owned 59,000 shares	March	1970	Joined the Company
		May	1993	Director
		February	1994	Division Director, Commercial Facility Division
		May	1997	Managing Director
		February	1999	General Manager, Commercial Facility Department
		February	2001	Manager, New Business Promotion Office
		May	2003	Senior Managing Director
		May	2007	President and CEO
		May	2015	Chairman of the Board and CEO (present)
		<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 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 Director and CEO.		
2	Shuji Enomoto (June 1, 1951) [Reelected] Number of the Company's shares owned 47,000 shares	March	1973	Joined the Company
		May	2002	Executive Officer, and Division Director, Commercial Facilities Company
		May	2005	Managing Executive Officer
		May	2007	Managing Director
		February	2008	General Manager, Sales Strategy Department
		May	2010	Senior Managing Director
		February	2012	In charge of Business Supervision In charge of Group Companies
		May	2013	Executive Vice President
		May	2015	President 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 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 Director and CEO.		

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 (present)		
		February	2012	General Manager, Overseas Development Department		
		March	2014	Senior Leader, Creative Supervision, Business Supervision Office		
		March	2015	General Manager, CC Department 2, and Division Director, Account 2		
		March	2017	General Manager, Corporate Department (present), Director, C's • Three Co., Ltd. (present) and Director, RIKUYOSHA Co., Ltd.		
		January	2018	Representative 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 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 assignment as Director.						
4	Kiyotaka Okumoto (September 10, 1965) [Reelected] Number of the Company's shares owned 26,000 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 (present)		
		March	2017	Manager of Business Supervision Center In charge of Creative Center and Product Center		
		March	2018	General Manager of Business Supervision Department (present) In charge of Creative Department (present) Chairman, NOMURA (BEIJING) Co., Ltd. (present) Director, NOMURA DESIGN & ENGINEERING SINGAPORE PTE.LTD. (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 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 Division Director of Product, Managing Executive Officer and Director.				

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
5	Tadashi Owada (April 24, 1961) [Reelected] Number of the Company's shares owned 19,000 shares	April	1984	Joined the Company
		May	2011	Executive Officer
5		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, Department 2 (present) and Manager of Promotion Center
				In charge of Sports Culture Business Development (present)
		<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 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.		
6	Shuichi Makino (February 20, 1957) [Reelected] Number of the Company's shares owned 23,000 shares	November	1989	Joined the Company
		May	2005	Executive Officer
6		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, Department 3 (present)
		May	2017	Director (present)
		<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 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.		

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company
7	<p>Mitsuo Sakaba (July 17, 1949) [Reelected] [Outside Director]</p> <p>Number of the Company's shares owned – shares</p>	<p>April 1973 Joined Ministry of Foreign Affairs of Japan</p> <p>February 2008 Ambassador to Vietnam</p> <p>September 2010 Ambassador Extraordinary and Plenipotentiary, and Representative of the Government of Japan</p> <p>September 2012 Ambassador to Belgium, and Representative of the Government of Japan to NATO</p> <p>September 2014 Retired from Ministry of Foreign Affairs of Japan</p> <p>May 2015 Outside Director, the Company (present)</p> <p>June 2015 Outside Director, Japan Aviation Electronics Industry, Limited (present)</p> <p>April 2016 Committee member, Curriculum Comprehensive Assessment Committee, Faculty of Law, Doshisha University (present)</p> <p>January 2017 Committee member, Public Security Examination Commission, Ministry of Justice (present)</p>
		<p>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.</p> <p><Reasons for nomination></p> <p>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.</p> <p>At the conclusion of this meeting, he will have served as an outside Director for three years.</p>

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company	
8	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 (present)
	<p>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.</p> <p><Reasons for nomination></p> <p>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.</p> <p>At the conclusion of this meeting, she will have served as an outside Director for two years.</p>		

- 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 Two (2) Auditors

The term of office of Auditor Hiroyasu Watanabe will expire upon the conclusion of this Ordinary General Meeting of Shareholders and he will retire from the office.

In this regard, the Company proposes to elect two (2) Auditors to enhance the audit system.

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

The candidates for Auditors are as follows:

No.	Name	Full-time	Outside	Independent
1	Masanori Sato [To be newly elected]	Yes		
2	Yasuharu Fushimi [To be newly elected]		Yes	Yes

(*To be newly elected* – New candidate for Auditor; *Full-time* – Candidate for full-time Auditor; *Outside* – Candidate for outside Auditor; *Independent* – Candidate for independent officer)

No.	Name (Date of Birth)	Career summary, position at the Company (significant concurrent positions outside the Company)		
1	Masanori Sato (March 31, 1955) [To be newly elected] Number of the Company's shares owned 15,000 shares	February	1989	Joined the Company
		February	1992	Accounting Manager, Accounting & Finance Department, Business Administration Supervision Department
		February	1993	General Manager, Corporate Administration Department, Administration Department, Business Administration Supervision Department
		February	2007	Managing Director and General Manager, Administration Division, NOMURA DUO Co., Ltd.
		February	2010	Deputy General Manager, Administration Department and General Manager, Accounting Department, the Company
		May	2011	Executive Officer and Deputy General Manager, Corporate Planning Department and General Manager, Accounting Department
		March	2014	Executive Officer and Deputy General Manager, Corporate Department and General Manager, Accounting Department
		March	2017	Advisor, Corporate Department (present)
	<Reasons for nomination> Masanori Sato has had extensive experience in the overall operations of the accounting and administrative departments since joining the Company. In addition, he has extensive experience relating to corporate planning and administration, and business operations such as through being responsible for the administrative department after assuming the office of Executive Officer. Based on this, the Company judges that he is capable of monitoring the execution of Directors' duties appropriately and proposes him as a new candidate for Auditor.			
2	Yasuharu Fushimi (August 4, 1950) [To be newly elected] [Outside] Number of the Company's shares owned – shares	April	1974	Joined the Ministry of Finance
		June	1998	Director, Planning and Administration Division, Tax Bureau, Ministry of Finance
		April	2002	Auditor, TSUNEISHI SHIPBUILDING Co., Ltd.
		April	2004	Chairman, TSUNEISHI SHIPBUILDING Co., Ltd.
		October	2006	Outside Corporate Auditor, LIFENET INSURANCE COMPANY (present)
		January	2007	Chairman, Tsuneishi Holdings Corporation
		January	2012	Chairman and President, Tsuneishi Holdings Corporation
		January	2016	Senior Executive Adviser, Tsuneishi Holdings Corporation (present)
	Yasuharu Fushimi 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> Yasuharu Fushimi possesses not only specialized insight into tax affairs, but also experience of being directly involved in the corporate management of another company. By utilizing his extensive experience, etc. that he has cultivated up until now, the Company expects him to be able to strengthen the audit system of the Company and audit the Company's management from an objective standpoint, and proposes him as a new candidate for outside Auditor.			

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

2. Liability limitation agreement with candidates for Auditors

If Masanori Sato and Yasuharu Fushimi assume their respective offices of Auditor, the Company will enter into a liability limitation agreement with each of them 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.