

Stock Code: 9716

May 2, 2016

**NOMURA Co., Ltd.**

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

President and CEO: Shuji Enomoto

To Our Shareholders,

## **Notice of the 79th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 79th 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. 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 25, 2016 (Japan Standard Time).**

**1. Date and time:** Thursday, May 26, 2016, 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 79th Fiscal Year (from March 1, 2015 to February 29, 2016), and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
  2. Non-consolidated Financial Statements for the 79th Fiscal Year (from March 1, 2015 to February 29, 2016)

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

**Proposal No. 2:** Partial Amendments to the Articles of Incorporation

**Proposal No. 3:** Election of Three (3) Directors

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- 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 Right 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.

## 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 based on the amount of its consolidated net income taking into consideration factors such as strengthening of its business base and future business expansion.

Based on the above-mentioned policy, the Company proposes to pay a year-end dividend for the fiscal year under review as follows.

Dividends for the year

1. Type of dividend property

Cash

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

¥30 per common share of the Company

Total amount: ¥1,668,965,760

3. Effective date of dividends of surplus

May 27, 2016

**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for Proposal

To clarify Directors’ management responsibility and build management structure that can quickly respond to business environment changes, it is requested that the term of office for Directors be shortened to one (1) year from two (2) years.

In line with the change, the provision on the adjustment of the term for Directors will be deleted. Moreover, supplementary provision has been established to clarify that the previous provision applies for the term of office of the Directors elected at the 78th Ordinary General Meeting of Shareholders held on May 21, 2015.

2. Details of Amendments

The following are the details of the amendments.

(Underlined portions represent amendments.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 21. Term of Office of Directors The term of office of a Director shall expire at the close of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within <u>two (2) years</u> after his/her election. <u>2. The term of office of a Director elected to fill a vacancy or to meet increase of the number shall be the same as the remaining term of the other Directors then in office.</u> &lt;Deleted&gt;</p>	<p style="text-align: center;">CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 21. Term of Office of Directors The term of office of a Director shall expire at the close of the Ordinary General Meeting of Shareholders pertaining to the last business year ending within <u>one (1) year</u> after his/her election.</p> <p><u>SUPPLEMENTARY PROVISION</u> <u>Notwithstanding the provision of Article 21, the term of office of the Directors elected at the 78th Ordinary General Meeting of Shareholders held on May 21, 2015 shall expire at the close of the Ordinary General Meeting of Shareholders to be held in 2017.</u> <u>This Supplementary Provision shall be deleted after such effective date.</u> &lt;To be newly established&gt;</p>

### Proposal No. 3: Election of Three (3) Directors

The Company proposes to elect three (3) Directors, including one (1) outside Director in order to strengthen its management structure.

The terms of office of the Directors elected at this Ordinary General Meeting of Shareholders shall be until the conclusion of the Ordinary General Meeting of Shareholders to be held in 2017.

The candidates for Directors are as follows:

[To be newly elected] Director candidate

Candidate No.

1

**Kiyotaka Okumoto**

(September 10,1965)

Number of the Company's shares owned

24,000 shares

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Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company

February	1989	Joined the Company
February	2007	Director, Product Direction 2, Department 2, Commercial Facility Company
February	2008	Senior Director, Product, Commercial Facility Department
May	2010	Executive Officer
February	2011	Division Director, Product, Commercial Facility Department
March	2013	Managing Executive Officer (present) Senior Account Leader, Business Supervision Office
March	2014	In charge of Group's Quality, Environment and Safety Control (present) Division Director, Business Supervision Office (present)

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

2. Reasons for nomination

Kiyotaka Okumoto has had extensive operational experience, as noted in the above career summary, having worked in production management in the Commercial Facility 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 and Managing Executive Officer.

[To be newly elected] Director candidate  
Candidate No.

2

**Tadashi Owada**  
(April 24, 1961)

Number of the Company's shares owned  
18,000 shares

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Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company

April	1984	Joined the Company
February	2001	Director, Sales 3, MC Company
February	2002	Director, Sales 2, MC Company
February	2003	Director, Sales 3, MC Company
February	2005	Director, Sales 3, MC Department, CC Company
February	2006	Director, Sales 3, Sales Supervision 1, CC Company
February	2007	Director, Sales 1, Sales Supervision 1, CC Company
February	2008	Senior Director, Sales Supervision 1, CC Department
February	2009	Senior Director, Development Supervision, Commercial Facility Department
February	2010	Senior Director, Sales Supervision, Commercial Facility Department
February	2011	Division Director, Account 2, Commercial Facility Department
May	2011	Executive Officer
March	2014	Managing Executive Officer (present) Deputy General Manager, Commercial Facility Department
March	2015	General Manager, CC Department 1 (present) In charge of Sports Culture Business Development (present)

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

2. Reasons for nomination

Tadashi Owada has had extensive operational experience, as noted in the above career summary, 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 a General Manager and a Managing Executive Officer.

[To be newly elected] Outside Director candidate  
Candidate No.

3

**Etsuko Komiya**

(April 18, 1958)

Number of the Company's shares owned

– shares

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Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company

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 belonging to 81produce Co., Ltd. (present)
June	2014	Visiting Professor, Nagoya University of Foreign Studies (present)
June	2014	Advisory Board Member, Tokyu Fudosan Holdings Corporation (present)
June	2015	Director, International Medical Volunteers Japan Heart (present)

- Notes: 1. No special interest exists between the Company and the candidate for Director.
2. Etsuko Komiya is a candidate for outside Director. The Company will notify the Tokyo Stock Exchange of her status as independent officer as stipulated by the provisions of the exchange.
3. Special notes for the outside Director candidate are as follows:
- (1) 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 proposes her as a candidate for outside Director because it judges that she will use this knowledge in the management of the Company.
- (2) Liability limitation agreement with candidate for outside Director
- If this proposal is approved, the Company shall enter into an agreement with Etsuko Komiya under which the maximum amount of her liability for damages is the amount provided by laws and regulations.