

Stock Code: 9716

May 2, 2017

NOMURA Co., Ltd.

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

President and CEO: Shuji Enomoto

To Our Shareholders,

Notice of the 80th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 80th 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 24, 2017 (Japan Standard Time).

1. Date and time: Thursday, May 25, 2017, 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 80th Fiscal Year (from March 1, 2016 to February 28, 2017), and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Non-consolidated Financial Statements for the 80th Fiscal Year (from March 1, 2016 to February 28, 2017)

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

Proposal No. 2: Election of Eleven (11) 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.
 - There is no smoking area in the area surrounding the venue. We appreciate 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 based on the amount of its profit attributable to owners of parent taking into consideration factors such as strengthening of its business base and future business expansion.

In accordance with the above policy, dividends for the year amount to ¥40 per share, comprising a regular dividend of ¥38 and a commemorative dividend of ¥2 on account of the Company achieving record highs for net sales and each item of profit.

Dividends for the year

1. Type of dividend property
Cash
2. Allotment of dividend property to shareholders and total amount of dividends
¥40 per common share of the Company
(regular dividend: ¥38, commemorative dividend ¥2)
Total amount: ¥2,225,284,880
3. Effective date of dividends of surplus
May 26, 2017

Proposal No. 2: Election of Eleven (11) 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 eleven (11) Directors including two (2) outside Directors, with the addition of one (1) Director in order to strengthen its management structure.

The candidates for Directors are as follows:

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 57,000 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 46,000 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	Yoshinobu Tominaga (June 5, 1951) [Reelected] Number of the Company's shares owned 33,000 shares	March	1975	Joined the Company
	May	2005	Executive Officer	
May	2007	Managing Executive Officer		
February	2008	General Manager, Commercial Facility Department		
May	2011	Managing Director		
May	2014	Senior Managing Director (present)		
March	2017	Assistant to the President and CEO and in charge of Osaka Office (present)		
<Reasons for nomination> Yoshinobu Tominaga has had extensive operational experience, having worked in sales operations since joining the Company, and aside from General Manager of the Commercial Facility Department, has served in positions in charge of Global Business Development and others. 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 Senior Managing Director.				
4	Takeshi Masuda (August 29, 1952) [Reelected] Number of the Company's shares owned 30,000 shares	March	1977	Joined the Company
	May	2010	Executive Officer	
May	2011	Director		
May	2013	Managing Director (present)		
March	2014	General Manager, Group Business Department		
March	2017	Assistant to the President and CEO, the Company and Chairman of the Board and CEO, NOMURA DEVELOPMENT Co., Ltd. (present)		
<Reasons for nomination> Takeshi Masuda has had extensive operational experience, and aside from having worked in human resource operations since joining the Company, has served in positions such as president of a subsidiary and General Manager of the Group Business 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 Managing Director.				

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
5	Kiyoshi Yoshimoto (November 11, 1960) [Reelected] Number of the Company's shares owned 38,000 shares	March	2006	Managing Director, am/pm Japan Co., Ltd.
		February	2010	Joined the Company Deputy General Manager, Administration Department
		May	2010	Executive Officer
		February	2011	General Manager, Corporate Planning Department
		May	2011	Director
		March	2014	General Manager, Corporate Department
		May	2015	Managing Director (present)
		March	2017	General Manager, Department 1 (present)
	<Reasons for nomination> Kiyoshi Yoshimoto has had extensive operational experience, and aside from having worked in corporate planning operations since joining the Company, has served in positions such as director of subsidiaries and General Manager of the Corporate 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 Managing Director.			
6	Masahiro Nakagawa (February 12, 1960) [Reelected] Number of the Company's shares owned 49,000 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. (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.			

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
7	Kiyotaka Okumoto (September 10,1965) [Reelected] Number of the Company's shares owned 25,000 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 (present) In charge of Creative Center and Product Center (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.			
8	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
		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 and Manager of Promotion Center (present) 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.			

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company
9	Shuichi Makino (February 20,1957) [To be newly elected] Number of the Company's shares owned 23,000 shares	November 1989 Joined the Company 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 (present) General Manager, Public Development Department March 2017 General Manager, Department 3 (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.	
10	Mitsuo Sakaba (July 17, 1949) [Reelected] [Outside Director] Number of the Company's shares owned – shares	April 1973 Joined Ministry of Foreign Affairs of Japan 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 (present)
	Mitsuo Sakaba is a candidate for outside Director. The Company notified the Tokyo Stock Exchange of his status as independent officer as stipulated by the provisions of the exchange. <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 proposes him as a candidate for outside 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. At the conclusion of this meeting, he will have served as an outside Director for two years.	

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company	
11	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 (present)	
	June	2014 Advisory Board Member, Tokyu Fudosan Holdings Corporation	
	June	2015 Director, International Medical Volunteers Japan Heart (present)	
	May	2016 Outside Director, the Company (present)	
<p>Etsuko Komiya is a candidate for outside Director. The Company notified the Tokyo Stock Exchange of her status as independent officer as stipulated by the provisions of the exchange.</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 proposes her as a candidate for outside Director as she can be expected to strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors by using the knowledge and experience. At the conclusion of this meeting, she will have served as an outside Director for one year.</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.