

Stock Code: 9716

April 30, 2025

**NOMURA Co., Ltd.**

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

Kiyotaka Okumoto

Representative Director, President and CEO

To Our Shareholders,

## **Notice of the 88th Ordinary General Meeting of Shareholders**

We are pleased to announce the 88th 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 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 21, 2025 (Japan Standard Time).

- 1. Date and time:** Thursday, May 22, 2025, 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 88th Fiscal Year (from March 1, 2024 to February 28, 2025), 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 88th Fiscal Year (from March 1, 2024 to February 28, 2025)

- 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 websites may be temporarily unavailable due to scheduled maintenance or other reason.

If you are unable to access one of the websites, please check another website or try to access it again at a later time.

[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 and English)

[Tokyo Stock Exchange website]

Listed Company Search

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Access the URL shown above, 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]."

[General Meeting of Shareholders Portal]

<https://www.soukai-portal.net/> (in Japanese)

Scan the two-dimensional barcode on the Voting Rights Exercise Form with a smartphone or access the above URL from a PC or other device and enter the ID and password shown on the Voting Rights Exercise Form.

The following items of information are not included in the paper-based documents delivered to shareholders. To review the items, please access the above websites where the information is posted as "Informational materials for the ordinary general meeting of shareholders."

- [Business Reports] System to ensure the appropriateness of operations and the operational status of that system
- [Consolidated Financial Statements] Notes to Consolidated Financial Statements
- [Non-consolidated Financial Statements] Notes to Non-consolidated Financial Statements

These items are included in the Business Reports, 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.

**For Shareholders Attending the Meeting in Person**

- 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 aims to pay dividends of surplus at a dividend on equity (DOE) ratio of 6.0% or higher, 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

¥32 per common share of the Company

Total amount: ¥3,569,441,408

3. Effective date of dividends of surplus

May 23, 2025

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

Category	85th fiscal year (FY2021)	86th fiscal year (FY2022)	87th fiscal year (FY2023)	88th fiscal year (the year under review, FY2024)
Annual cash dividends per share (Yen)	28 (Regular dividend: 25) (Commemorative dividend: 3)	25	27	32
Total amount (Millions of yen)	3,117	2,784	3,008	3,569
Dividend payout ratio (%)	78.2	124.9	77.9	52.8
Dividend on equity ratio (DOE) (%)	6.5	5.7	6.1	6.8

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 the Meeting. 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	Gender	Current position at the Company	Term of office	Attendance at Board of Directors' meetings (Attendance rate)
1	Kiyotaka Okumoto [Reelected]	Male	Representative Director, President and CEO	9 years	9/9 (100%)
2	Yoshitaka Hayashida [Reelected]	Male	Director, Managing Executive Officer	2 years	9/9 (100%)
3	Asako Harayama [Reelected]	Female	Director, Senior Executive Officer	1 year	8/8 (100%)
4	Takayuki Maejima [Reelected]	Male	Director, Senior Executive Officer	1 year	8/8 (100%)
5	Tatsumi Kimishima [Reelected] [Outside][Independent]	Male	Outside Director	5 years	9/9 (100%)
6	Shigeo Matsutomi [Reelected] [Outside][Independent]	Male	Outside Director	3 years	9/9 (100%)

(*Reelected* – Candidate for reelected 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. The above term of office of Directors is the cumulative period as of the conclusion of the Meeting.
  3. Attendance at Board of Directors’ meetings for Asako Harayama and Takayuki Maejima counts their attendance at meetings held after their appointment on May 23, 2024.

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company			
1	Kiyotaka Okumoto  (September 10, 1965)  [Reelected]  Number of the Company's shares owned  121,400 shares	February	1989	Joined the Company	
		May	2010	Executive Officer	
		March	2013	Managing Executive Officer	
		May	2016	Director	
		March	2017	Division Head of Business Supervision Center	
		March	2018	General Manager of Business Headquarters Chairman, NOMURA (BEIJING) Co., Ltd.	
		May	2018	Managing Director, the Company	
		March	2019	General Manager of Business Headquarters	
		May	2020	Senior Managing Director	
		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 CEO and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.			
	2	Yoshitaka Hayashida  (April 21, 1964)  [Reelected]  Number of the Company's shares owned  32,600 shares	April	1987	Joined the Company
February			2006	Department Head of Sales 3, Business Unit 2, Commercial Facilities Company	
February			2012	Office Manager of Kyushu Office, Commercial Facilities Headquarters	
March			2015	Division Head of Account 4, Commercial Facilities Headquarters	
March			2021	Executive Officer General Manager of Business Unit 3, Business Headquarters	
March			2022	General Manager of Sales Activation, Business Headquarters	
March			2023	General Manager of Sales Activation Headquarters (present) Director, NOMURA ARCHS Co., Ltd.	
May			2023	Director (present)	
March			2024	Managing Executive Officer (present) Director, NOMURA MEDIAS Co., Ltd. (present)	
March			2025	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 Office Manager and Division Head of the Commercial Facilities Headquarters. 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 Executive Officer and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.					

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
3	Asako Harayama  (May 5, 1974)  [Reelected]  Number of the Company’s shares owned  24,500 shares	April	1997	Joined the Company
		March	2014	Department Head of Tokyo Olympics Development Center, Sales Development Department
		September	2014	Department Head of Sports Culture Business Development, Sales Development Department
		March	2015	Office Manager, Sports Culture Business Development Office
		June	2018	Office Manager, Tokyo 2020 Office
		March	2019	Executive Officer
		March	2021	General Manager of Business Development Headquarters, Business Headquarters
		March	2023	General Manager of Business Development Headquarters (present) Director, NOMURA MEDIAS Co., Ltd.
		March	2024	Senior Executive Officer (present) Director, NOMURA ARCHS Co., Ltd. (present)
		May	2024	Director (present)
<Reasons for nomination>  Asako Harayama has had extensive operational experience, having worked in operations such as sales operations and business development since joining the Company, and engaged in work such as promoting the Company’s sports-related business as the Office Manager of the Sports Culture Business Development Office and the Office Manager of the Tokyo 2020 Office. The Company once again proposes her as a candidate for Director as she can be expected to continue using the knowledge and experience she has based on her assignments as General Manager and Executive Officer and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.				



No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
4	Takayuki Maejima  (October 20, 1967)  [Reelected]   Number of the Company's shares owned  19,900 shares	August	2001	Joined C's • Three Co., Ltd.
		February	2002	Joined the Company
		February	2010	Department Head of Group Management Activation, Management Department
		February	2011	Department Head of Group Management Activation, Management Planning Department
		February	2012	Director, NOMURA DESIGN & ENGINEERING SINGAPORE PTE. LTD.
		March	2013	Department Head of Business Strategy, Commercial Facility Department
		March	2017	Department Head of Human Resources, Human Resources Support Center
		March	2018	Department Head of Human Resources, Human Resources Support Center
		March	2019	Department Head of Human Resources, Human Resources Management Department, Corporate Headquarters
		March	2020	Department Head of Human Resources Planning, Human Resources Management Department, Corporate Headquarters
		March	2022	Executive Officer General Manager of Human Resources & General Affairs Department, Corporate Headquarters
		March	2023	General Manager of Human Resources & General Affairs Department Director, C's • Three Co., Ltd. Director, RIKUYOSHA Co., Ltd. (present)
		March	2024	Senior Executive Officer (present) General Manager of Corporate Operations Headquarters (present)
		May	2024	Director (present)
<Reasons for nomination> Takayuki Maejima has had extensive operational experience, having worked in operations such as corporate planning and human resources since joining the Company, and serving in positions such as the Department Head of the Business Strategy Department and the Department Head of the Human Resources. He therefore has a thorough knowledge of operations in general, including administrative operations in particular. 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 General Manager and Executive Officer and strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors.				

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
5	Tatsumi Kimishima (April 21, 1950)  [Reelected] [Outside Director] [Independent Officer]  Number of the Company's shares owned – shares	April	1973	Joined The Sanwa Bank, Limited
		October	1991	General Manager, Nishinomiya Branch, The Sanwa Bank, Limited
		January	2002	Director, Nintendo of America Inc.
		June	2002	Director, Nintendo Co., Ltd.
		May	2006	Director and Chairman (CEO), Nintendo of America Inc.
		June	2013	Managing Director, Nintendo Co., Ltd.
		September	2015	Representative Director and President, Nintendo Co., Ltd.
		June	2018	Executive Adviser, Nintendo Co., Ltd.
		May	2020	Outside Director, the Company (present)
		June	2022	Advisor, Nintendo Co., Ltd. (present)
		July	2022	Advisor to the board, Nintendo of America Inc. (present)
<Reasons for nomination and summary of expected roles> Tatsumi Kimishima has served as general manager of a bank, and has the experience of being directly involved in the management of listed 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 five (5) years.				

No.	Name (Date of Birth)	Career summary, position and responsibilities at the Company, and significant concurrent positions outside the Company		
6	Shigeo Matsutomi  (October 19, 1955)  [Reelected] [Outside Director] [Independent Officer]  Number of the Company's shares owned  – shares	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
		July	1997	Director, Developing Region Division, Economic Affairs Bureau
		January	1999	Counsellor, Embassy of Japan in New Zealand
		March	2001	Counsellor, Embassy of Japan in Turkey
		September	2002	Minister, Permanent Delegation of Japan to the OECD
		July	2004	Counsellor, Intelligence and Analysis Service
		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
		September	2012	Director-General, Intelligence and Analysis Service
		July	2014	Ambassador Extraordinary and Plenipotentiary to Israel
		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 and summary of expected roles>				
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 three (3) years.				

- Notes:
1. No special interest exists between the Company and any of the candidates for Director.
  2. Asako Harayama's name in the family register is Asako Takenaka.
  3. 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.
  4. 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.
  5. 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

The term of office of Chihiro Kanai among the three (3) Directors who are Audit and Supervisory Committee Members will expire upon the conclusion of the Meeting. Therefore, the Company requests approval for the election of one (1) Director who is an Audit and Supervisory Committee Member.

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		
<b>Chihiro Kanai</b>  (July 1, 1961)  <div style="border: 1px solid black; padding: 2px;">Female</div>  [Reelected]  [Outside Director]  [Independent Officer]   Number of the Company's shares owned  500 shares	April	1984	Joined Citibank, N.A.
	October	1990	Joined Chuo Audit Corporation (Retired in July 2000)
	August	2000	Established Chihiro Kanai Certified Public Accountant Office (present)
	May	2016	Auditor, Agricultural and Fishery Co-operative Savings Insurance Corporation (present)
	December	2019	Audit & Supervisory Board Member, ONE LOGISTICS Inc. (present)
	August	2020	Joined Seirei Audit Corporation (present)
	June	2021	Outside Director, SHIMOJIMA Co., Ltd. (present)
	May	2023	Outside Director (Audit and Supervisory Committee Member), the Company (present)
<Reasons for nomination and summary of expected roles>  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 once again 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 audit and supervise the execution of duties by Directors from an objective and neutral perspective. At the conclusion of the Meeting, she will have served as a Director who is an Audit and Supervisory Committee Member for two (2) years.			

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

2. Chihiro Kanai's attendance at Board of Directors' meetings and Audit and Supervisory Committee's meetings was as follows:

Board of Directors' meetings: 9/9 (100%); Audit and Supervisory Committee's meetings: 9/9 (100%)

3. Chihiro Kanai is a candidate for outside Director who is an Audit and Supervisory Committee Member. The Company has submitted notification to the Tokyo Stock Exchange that Chihiro Kanai has been designated as an independent officer as provided for by the aforementioned exchange and, if she once again assumes office as outside Director who is an Audit and Supervisory Committee Member, the Company plans to again submit notification to the aforementioned exchange regarding her designation as an independent officer.

4. Overview of liability limitation agreement

The Company has entered into an agreement with Chihiro Kanai to limit her liabilities 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 candidate is reelected, the Company plans to continue the agreement.

5. 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 Director who is an Audit and Supervisory Committee

Member (including an outside Director), she will be included as an insured 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 management	Sales strategies	Creative strategies	Production strategies	HR & administration	Finance & accounting	Governmental experience	Global business	Independence (outside)
<b>Kiyotaka Okumoto</b>	●								
<b>Yoshitaka Hayashida</b>	●	●	●	●					
<b>Asako Harayama</b>	●	●							
<b>Takayuki Maejima</b>	●				●	●			
<b>Tatsumi Kimishima</b>	●					●		●	●
<b>Shigeo Matsutomi</b>	●						●	●	●

Directors who are Audit and Supervisory Committee Members

Name	Overall management	Sales strategies	Creative strategies	Production strategies	HR & administration	Finance & accounting	Governmental experience	Global business	Independence (outside)
<b>Kiichiro Yasumi</b>	●					●			
<b>Yasuharu Fushimi</b>	●					●	●		●
<b>Chihiro Kanai</b>	●					●			●

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