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Notice Concerning Disposal of Treasury Shares as Restricted Share-Based Remuneration with Performance Conditions

NOMURA Co., Ltd. (the “Company”) hereby announces, as set forth below, that, at the meeting of the Board of Directors held today, it has decided to dispose of its treasury shares (the “Disposition of Treasury Shares”) as restricted share-based remuneration with performance conditions.

1. Outline of the Disposal

(1) Disposal date	June 26, 2026		
(2) Class and number of shares to be disposed	16,300 shares of common shares of the Company		
(3) Disposal price	1,089 yen per share		
(4) Total value of the disposal	17,750,700 yen		
(5) Allottees of shares		Number of allottees	Number of shares
	Members of the Board of Directors	4 (excluding Directors who are Audit and Supervisory Committee members and Outside Directors)	12,700 shares
	Senior Executive Officer	2	3,600 shares

2. Purposes and Reasons of the Disposal

The Company resolved at the meeting of the Board of Directors held on April 8, 2021, with the aim of providing incentives for allottees to promote the sustainable enhancement of the Company's medium- to long-term corporate value and shareholder value, while advancing further value sharing with our shareholders, to introduce a Restricted Share-Based Remuneration Plan and a Share-Based Remuneration Plan with Performance Conditions (hereinafter referred to as the “PSU Plan”) as new remuneration plans for Directors (excluding Outside Directors). At the 84th Ordinary General Meeting of Shareholders held on May 27, 2021, the Company received approval to grant remuneration under each plan to Directors. In conjunction with the Company's transition to a company with an Audit and Supervisory Committee, at the 85th Ordinary General Meeting of Shareholders held on May 26, 2022, the Company received approval, separately from the framework of monetary remuneration for Directors (excluding Directors who are Audit and Supervisory Committee members and Outside Directors, hereinafter referred to as “Eligible Directors”), to grant remuneration under the PSU Plan in an annual amount of up to 100 million yen (up to 200,000 shares per year).

Furthermore, at the 87th Ordinary General Meeting of Shareholders held on May 23, 2024 (hereinafter referred to as the “General Meeting”), the Company received approval for changes to the PSU Plan, including the imposition of transfer restrictions on the shares to be delivered to Eligible Directors under the PSU Plan until the date on which they no longer hold any position as a Director of the Company or any other position designated by the Company. In addition, the PSU Plan is also applied to the Senior Executive Officers of the Company.

Taking into consideration the level of achievement of the performance conditions established under the PSU Plan, at the Board of Directors meeting held today, the Company has decided to dispose of 16,300 shares of common share of the Company (hereinafter referred to as the “Allocated Shares”) to 4 Directors and 2 Senior Executive Officers of the Company (collectively, the “Eligible Directors, etc.”) in exchange for entire monetary remuneration claims of 17,750,700 yen as a contribution in kind.

<Outline of the PSU Plan>

(1) Conditions for Share Delivery and Monetary Payment

The Company shall set (i) performance targets and (ii) standard remuneration amounts by position for each Eligible Director, etc. over a period of one or more fiscal years determined by the Board of Directors of the Company (hereinafter referred to as the “Performance Evaluation Period”). When all of the following conditions are satisfied, after the end of the Performance Evaluation Period, the Company shall deliver shares of the Company corresponding to the standard remuneration amount to each Eligible Director, etc.

[Performance Condition]

The performance targets for the Performance Evaluation Period as determined in advance by the Board of Directors of the Company shall have been achieved.

[Service Condition]

The Eligible Directors, etc. shall have continuously held the position of Director of the Company or other position determined by the Board of Directors of the Company during the service period.

[Absence of Disqualification Reasons]

The Eligible Directors, etc. shall not fall under any reason determined by the Board of Directors of the Company as appropriate for forfeiting the right to receive share delivery, such as violation of laws and regulations or internal rules.

(2) Method of Share Delivery

The issuance or disposal of shares under the PSU Plan shall be conducted by paying to the Eligible Directors, etc. monetary remuneration claims in an amount equivalent to the share delivery as remuneration, etc., and the Eligible Directors, etc. shall contribute the entire amount of such monetary remuneration claims as in-kind contribution to receive the issuance or disposal of shares of the Company. The total number of shares of the Company to be issued or disposed of to Eligible Directors shall not exceed 200,000 shares per year (provided that, in the event of a stock split (including a gratis allotment of the Company's shares) or a share consolidation of the Company's shares on or after the date of resolution of this proposal, the maximum number shall be adjusted in accordance with the split ratio or consolidation ratio).

The amount to be paid in per share for such issuance or disposal shall be determined by the Board of Directors within a range that is not particularly advantageous to the Eligible Directors, etc., based on the closing price of the Company's common shares in regular trading on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution concerning such issuance or disposal (or, if no trade is established on that day, the closing price of the most recent trading day prior thereto).

(3) Other Conditions

Notwithstanding the provisions of (1) above, if an Eligible Director, etc. loses the position of Director of the Company or any other position determined by the Board of Directors of the Company for reasons deemed valid by the Board of Directors of the Company, if any matters related to reorganization, etc., such as a merger agreement in which the Company becomes the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc., are approved by the Company's General Meeting of Shareholders (or, if approval by the Company's General Meeting of Shareholders is not required for such reorganization, etc., by the Company's Board of Directors), or for any other reasons deemed valid by the Board of Directors of the Company, the Company may, as necessary, deliver shares or pay monetary amounts in an amount reasonably calculated by the Board of Directors of the Company at a time reasonably determined by the Board of Directors of the Company.

(4) Content of Transfer Restrictions on the Allocated Shares

The Allocated Shares shall be subject to transfer restrictions including the following matters, to which the Eligible Directors, etc. have agreed.

(i) Transfer Restriction

The Eligible Directors, etc. shall not dispose of the Allocated Shares by transfer, creation of security interests, or otherwise during the period from the disposal date of the Allocated Shares to the date on which they cease to hold any of the positions of Director or Senior Executive Officer of the Company (excluding cases where they assume or are reappointed to such position concurrently with their termination, hereinafter the same) (hereinafter referred to as the “Transfer Restriction Period”) (such restrictions, hereinafter referred to as the “Transfer Restriction”).

The Transfer Restriction on all of the Allocated Shares held by the Eligible Directors, etc. at the time of expiration of the Transfer Restriction Period shall be lifted at the time of such expiration.

The Allocated Shares shall be managed in a special account for restricted shares opened by the Eligible Directors, etc. at Daiwa Securities Co. Ltd. during the Transfer Restriction Period, so that they may not be transferred, secured, or otherwise disposed of during the Transfer Restriction Period.

(ii) Reasons for Acquisition at No Cost

The Company will automatically acquire at no cost all of the Allocated Shares for which the transfer restrictions have not been lifted at the time of the expiration of the transfer restriction period.

(iii) Handling of Reorganizations, etc.

During the transfer restriction period, if any matters related to reorganization, etc., such as a merger agreement in which the Company becomes the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc., are approved by the Company's Ordinary General Meeting of Shareholders (or, if approval by the Company's Ordinary General Meeting of Shareholders is not required for such reorganization, etc., by the Company's Board of Directors), the Board of Directors may resolve to lift the transfer restrictions on all of the Allocated Shares as of the business day immediately preceding

the effective date of the reorganization, etc.

3. Basis for calculating the amount to be paid for each share and other specific details

This disposal of treasury shares will be conducted by contributing monetary remuneration claims paid to the allottees of shares based on the PSU plan as capital assets. To exclude arbitrariness, the closing price of the common shares of the Company on the Prime Market of the Tokyo Stock Exchange of 1,089 yen on May 27, 2026 (the business day prior to the date of the Board of Directors' resolution), is taken to be the disposal price. Since this is the market share price immediately prior to the date of the Board of Directors' resolution, and there are no special circumstances that would indicate that the most recent share price cannot be relied upon, it is believed to be reasonable and to appropriately reflect the value of the Company, and does not constitute a price that is particularly favorable to the Eligible Directors, etc.