

## *News Release*

# **NRI Announces Acquisition of Treasury Stock and Share Buyback through Off-auction Own Shares Repurchase System (ToSTNeT-3)**

(Acquisition of Treasury Stock and Share Buyback through Off-auction Own Shares Repurchase System (ToSTNeT-3) pursuant to the Articles of Incorporation in accordance with the provisions of Article 459, paragraph 1 of Japan's Companies Act)

**TOKYO, July 27, 2017** — Nomura Research Institute, Ltd. (NRI) announced today that its Board stock in accordance with the provisions of Article 459, paragraph 1 of Japan's Companies Act and that of Directors passed a resolution in a meeting held today on the acquisition of treasury stock pursuant to the Company's Articles of Incorporation and the specific method of acquisition. The details are outlined below.

### 1. Reasons for Acquisition of Treasury Stock

Treasury stock is being acquired to increase capital efficiency and as one measure in NRI's pursuit of a nimble equity policy that ensures responsiveness to changes in the business environment.

### 2. Method of Acquisition

The Company will entrust the purchase of its treasury stock at the closing price of ¥4,345 on July 27, 2017 through off-auction own shares repurchase trading of the Tokyo Stock Exchange (ToSTNeT-3) at 8:45 a.m. on July 28, 2017. (No changes to another trading method or trading time will be made.)

This purchase order will only be valid at the trading time mentioned.

### 3. Details of the Acquisition

(1) Stock to be acquired: NRI common stock

(2) Total number of shares to be acquired: Up to 11,507,400 shares

(3) Announcement of the result of the acquisition: The result of the stock acquisition will be announced after the close of trading at 8:45a.m. on July 28, 2017.

Note 1: The number of shares to be acquired will not be changed. Furthermore, the acquisition may not be implemented, either in part or in full, depending on market trends and other factors.

Note 2: The purchase is to be made with a sell order equivalent to the number of shares scheduled for repurchase.

#### 4. Method of Acquisition of Treasury Stock after the Aforementioned Acquisition

During the period from August 14, 2017 to March 30, 2018, the Company will continue to acquire treasury stock through market purchase on the basis of discretionary trading pertaining to the acquisition of treasury stock up to the number of shares and acquisition price obtained by subtracting the number of shares and acquisition price acquired through the aforementioned off-auction own shares repurchase trading of the Tokyo Stock Exchange (ToSTNeT-3) from the total number of shares to be acquired and the acquisition price resolved by the Board of Directors shown below. However, this excludes the period from July 28, 2017 to August 10, 2017 and the period during the ten business days from the business day following the date of announcement of NRI's quarterly financial results.

#### 5. Policy on Treasury Stock Holdings

NRI has a policy under which the target for treasury stock holdings is generally 5% of the total number of issued shares, including treasury stock, and as a rule, treasury stock in excess of this will be cancelled. In accordance with this policy, the Company plans to cancel the treasury stock it will acquire together with a portion of the treasury stock it already holds.

The actual retirement will be resolved at a separate meeting of the Board of Directors in accordance with the provisions of Article 178 of Japan's Companies Act.

#### 6. Other

NRI has received a notification from the following shareholders that they are intending to sell the common stock that they own.

JAFCO Co., Ltd.	Common stock of NRI 5,000,000 shares
Takagi Securities Co., Ltd.	Common stock of NRI 2,134,100 shares

As described in "NRI Announces Expectation of Extraordinary Income and Revision to Financial Results Forecasts," published today, with regards to the acquisition of treasury stock that JAFCO Co., Ltd. will implement, NRI has expressed its intention to sell 4,198,000 shares, which is all the JAFCO common stock that the Company holds.

#### (Reference)

-Details of resolution on acquisition of treasury stock at the meeting of the Board of Directors held on July 27, 2017

- (1) Type of shares to be acquired: Common stock of NRI
- (2) Total number of shares to be acquired: Up to 13,000,000 shares (Percentage of total number of issued shares (excluding treasury stock\*): 5.20%)
- (3) Total acquisition price of shares: Up to ¥50,000 million
- (4) Acquisition period: July 28, 2017 – March 30, 2018
- (5) Acquisition method: Market purchase on Tokyo Stock Exchange

- a. Purchase through the Tokyo Stock Exchange off-auction own share repurchase system (ToSTNet-3)
- b. Market purchase based on discretionary trading pertaining to acquisition of treasury stock (excludes the period from July 28, 2017 to August 10, 2017 and the period during the ten business days from the business day following the date of announcement of NRI's quarterly financial results)

\* Treasury stock does not include NRI shares held by the NRI Group Employees' Stock Ownership Plan Trust (the same applies hereinafter).

-Treasury stock as of June 30, 2017

Total number of issued shares (excluding treasury stock)	250,178,611 shares
Treasury stock	13,821,389 shares

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