



Nomura Research Institute Group



June 18, 2019

Company Name	Nomura Research Institute, Ltd. (Code:4307 TSE First Section)
Representative	President & CEO Shingo Konomoto

Acquisition of treasury stock and share buyback by tender offer

Tokyo, June 18, 2019 - At its Board of Directors' meeting held on 18th June, 2019, the Company resolved to implement the acquisition of treasury stock and conduct a share buyback by tender offer as the specific method for acquiring the shares, pursuant to the provisions of Article 156, paragraph 1 of the Corporation Law as applied by replacing the terms pursuant to Article 459, paragraph 1 of the Corporation Law and the Company's Articles of Incorporation (the "Tender Offer")

(Note) On 25th April, 2019, the Company resolved to conduct a 3-for-1 stock split of the Company's common stock (the "Stock Split") with a record date of 30th June, 2019 and an effective date of 1st July, 2019. The commencement date of the Tender Offer period is scheduled to be 1st July, 2019, the same day as the effective date of the Stock Split, and the share certificates, etc. to be purchased under the Tender Offer shall include the increased portion resulting from the Stock Split.

1) Purpose of the acquisition, etc.

In late May 2019, the Company received notice from its major and largest shareholder and "other affiliated company," Nomura Holdings, Inc., ("Nomura HD"; Nomura HD as of 31st March, 2019 held 39.3% of the voting rights of the Company (including 9.7% of indirectly held voting rights)) indicating its intention to sell part of the Company's common stock that it owns.

After giving consideration to, the impact on the share price of the Company's shares of common stock in the event of the release of a large quantity of shares at one time; the fact that the acquisition of treasury stock has long been part of the Company's capital policy and that the Company is always looking for an opportunity to improve capital efficiency and provide shareholder return through the acquisition of treasury stock; and the financial position of the Company, the Company immediately started to give concrete consideration to acquiring its own shares. Furthermore, the Company also started investigating the advantages and disadvantages of Nomura HD selling part of the Company's shares of common stock that it owns and reducing its shareholding ratio.

As a result, the Company reached the conclusion that the Company's action of acquiring its own shares

will contribute to improved capital efficiency by raising the Company's return on equity (ROE) and earnings per share (EPS), which will lead to return of profit to shareholders. Furthermore, the Company believes the reduction of Nomura HD's shareholding ratio will lead to further independence in the Company's management.

Concerning the means by which the Company shall perform the acquisition of treasury stock, from the standpoint of equality among shareholders and transactional transparency, the Company determined that the most appropriate means was to conduct a Tender Offer in order to ensure that shareholders had the opportunity to subscribe to the offer while observing the trends of the market price.

Through subsequent joint discussions, on 18th June, 2019, the Company received notification from Nomura HD of its intention to submit part of the common stock of the Company that it owns (101,910,700 shares after the Stock Split takes effect (33,970,233 shares before the Stock Split takes effect (with fractions of one share discarded); shareholding ratio (ratio calculated based on total issued number of shares of 753,780,000 shares after the Share Split takes effect): 13.52%) to the Tender Offer. Concerning the Company's common stock that Nomura HD does not intend to submit to the Tender Offer, the Company has received notification from Nomura HD that it intends to continue to hold these shares.

The Company's policy concerning disposal, etc. of the treasury stock acquired by means of the Tender Offer has currently not yet been decided.

2) Details of the resolution of the Board of Directors regarding the acquisition of treasury stock

- (a) Type of stock to be acquired: Common stock of the Company
- (b) Total number of shares to be acquired: 101,910,800 shares (maximum)
- (c) Total acquisition price of shares: ¥159,999,956,000 (\$1,441,441,045) (maximum)
- (d) Acquisition period: From 1st July, 2019 to 30th August, 2019

(Note) As the commencement date of the Tender Offer period is the same date as the effective date of the Stock Split (planned to be 1st July, 2019), the total number of shares to be acquired is set using the number of shares after the Stock Split takes effect (before the Stock Split takes effect, the number of shares would be 33,970,266 shares (fractions of one share discarded)).

3) Outline of the share buyback by Tender Offer

- (a) Total number of shares to be purchased: 101,910,700 shares
- (b) Purchase price: ¥1,570 (\$14) per share of common stock
- (c) Tender Offer period: From 1st July, 2019 to 29th July, 2019
- (d) Date of public notice of commencement of Tender Offer: 1st July, 2019
- (e) Commencement date for settlement: 21st August, 2019

(Note) As the commencement date of the Tender Offer period is the same date as the effective date

of the Stock Split (planned to be 1st July, 2019), the number of shares to be purchased is set using the number of shares after the Stock Split takes effect (before the Stock Split takes effect, the number of shares would be 33,970,233 shares (fractions of one share discarded)).

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About Nomura Research Institute (NRI)

Founded in 1965, NRI is a leading global provider of system solutions and consulting services, including management consulting, system integration, and IT management and solutions for financial, manufacturing, retail and service industries. Clients partner with NRI to expand businesses, design corporate structures and create new business strategies. NRI has about 13,000 employees in more than 60 offices globally including New York, London, Tokyo, Hong Kong, Singapore, and Australia. NRI reports annual sales above \$5.0 billion. For more information, visit

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