

NOMURA HOLDINGS INC
Form 6-K
June 03, 2013
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FORM 6-K

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

Commission File Number: 1-15270

For the month of June 2013

NOMURA HOLDINGS, INC.

(Translation of registrant's name into English)

9-1, Nihonbashi 1-chome

Chuo-ku, Tokyo 103-8645

Japan

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F X Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Information furnished on this form:

EXHIBIT

Exhibit Number

1. (English Translation) Notice of Convocation of the 109th Annual Meeting of Shareholders
2. (English Translation) Matters available on the website in relation to the Notice of Convocation of the 109th Annual Meeting of Shareholders

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NOMURA HOLDINGS, INC.

Date: June 3, 2013

By: /s/ Eiji Miura
Eiji Miura
Senior Managing Director

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This document is a translation of the Japanese language original prepared solely for convenience of reference. In the event of any discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail. Please note that certain portions of this document applicable to domestic voting procedures may not be applicable to shareholders outside Japan.

NOMURA

Notice of Convocation of the 109th Annual Meeting of Shareholders

Nomura Holdings, Inc.

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To Our Shareholders

I would like to take this opportunity to thank all of our shareholders for the ongoing support.

In August 2012, Nomura Securities Co., Ltd. was subject to a business improvement order issued by Japan's Financial Services Agency for insider trading related to public stock offerings. We have taken this very seriously and have made efforts to improve operations at Nomura Securities and throughout the entire Group. Now under a renewed management structure, we are prepared to rebuild Nomura as we move to regain trust and contribute to economic growth and the development of society through financial and capital markets.

I hereby present you with our business report for the 109th fiscal year (April 1, 2012 to March 31, 2013, fiscal year 2012).

Looking back at the economy overseas during the fiscal year 2012, until midway of the fiscal year, the European sovereign debt crisis that originated from Greece in 2010 and the U.S. fiscal cliff issue became severe, and market participants around the world took an increasingly risk-averse stance. Thereafter, global monetary easing led to a more comfortable environment. In the U.S., the Dow Jones hit a record high. In Japan as well, from the end of last year to this spring, the fiscal and monetary policies of the new government have been well-received, resulting in significant rebounds in equity markets, alongside with adjustments of the levels in foreign exchange rates. Furthermore, financial regulatory reforms agreed on at past G20 Finance Ministers and Central Bank Governors meetings, such as Basel III and other financial regulations, have started to be implemented in countries around the world.

Amid this situation, we have set a goal of achieving earnings per share (EPS) of 50 yen by the period ending March 31, 2016. As the first step, we have started the top priority initiative of ensuring that profits are recorded by all business segments in all regions. As part of these efforts, we have steadily reduced costs by a total of 1 billion dollars, while narrowing and deepening our businesses especially in various overseas locations. We have also striven to exert the comprehensive strength of our Group and enhance cross-regional and cross-business cooperation in order to increase revenue by adequately meeting client needs.

As a result of such efforts, in the fiscal year 2012, net revenue totaled 1,813.6 billion yen, income before income taxes was 237.7 billion yen, net income was 107.2 billion yen and the company posted an overall profit representing the fourth consecutive fiscal year. In the second quarter, when the new management structure was put in place, the financial results were very severe as a result of the insider trading issue. However, in the third and fourth quarters, there was a favorable turn in the market environment and we started to see results from our various efforts.

In light of the Company's dividend policy, the Company's annual dividend for our shareholders will be 8 yen per share.

We will continue to implement cost reductions and will strive to continuously record stable profits. As Asia's global investment bank, we will strive to provide clients with products and services featuring unprecedented levels of added-value by placing our clients at the heart of everything we do, and we are committed to the realization of a new Nomura.

Thank you and we look forward to your continued support.

May 2013

Koji Nagai

Representative Executive Officer

Group CEO

Nomura Holdings, Inc.

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(Securities Code: 8604)
May 31, 2013

To: Shareholders of Nomura Holdings, Inc.

Nobuyuki Koga
Chairman of the Board of Directors
Nomura Holdings, Inc.
1-9-1 Nihonbashi, Chuo-ku, Tokyo,
JAPAN

Notice of Convocation of the Annual Meeting of Shareholders

Dear Shareholder,

I would like to take this opportunity to thank you, our shareholder, for your support of Nomura Holdings, Inc. (the Company). As the 109 Annual Meeting of Shareholders will be held as described below, you are respectfully requested to attend the meeting and bring the enclosed proxy card.

Details

1. **Date and Time:** 0:00 a.m. on Wednesday, June 26, 2013 (JST)
2. **Place:** Hotel Okura Tokyo, Heian Room (Main Building, first floor)
2-10-4 Toranomom, Minato-ku, Tokyo, JAPAN

3. **Agenda for the Meeting:**

Matters to be Reported:

1. Business report, report on the consolidated financial statements and report on the results of the audits of the consolidated financial statements performed by the accounting auditors and the Audit Committee for the fiscal year ended March 31, 2013 (covering the period from April 1, 2012 to March 31, 2013).
2. Report on the unconsolidated financial statements for the fiscal year ended March 31, 2013 (covering the period from April 1, 2012 to March 31, 2013).

Matters to be Resolved:

Proposal: Appointment of Eleven Directors

Matters regarding the exercise of voting rights:

If you exercise your voting rights through a proxy, only one proxy per shareholder will be permitted and such proxy must be a shareholder who holds voting rights at this General Meeting of Shareholders. Please also submit documentation evidencing the necessary power of attorney along with the proxy card.

End.

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Notes:

The following matters have been posted on the Company's website (<http://www.nomuraholdings.com/investor/shm/>) and are therefore omitted from the materials annexed to this Notice of Convocation pursuant to relevant laws and Article 25 of the Company's Articles of Incorporation:

1. The following section of the business report: VII. Basic Policy Regarding the Status of Persons with Control over Decisions Concerning the Company's Financial and Business Policies;
2. The notes to the consolidated financial statements; and
3. The notes to the unconsolidated financial statements.

In the event of any subsequent revisions to this Notice of Convocation, the business report, the consolidated financial statements, the unconsolidated financial statements or other materials annexed to this Notice of Convocation, there will be a posting on the Company's website indicated above.

Year-end Dividend Payment

At the Meeting of the Board of Directors of the Company held on April 26, 2013, a resolution was adopted for the payment, beginning on June 3, 2013, of a year-end dividend of 6 yen per share.

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Reference Materials for the General Meeting of Shareholders

Proposal and Reference Matters

Proposal: Appointment of Eleven Directors

As of the conclusion of this General Meeting, the term of office of all eleven Directors will expire. Therefore, based on the decision of the Nomination Committee, the Company requests the appointment of eleven Directors. Of the eleven nominees, six are Outside Director nominees, and the two Director nominees who will concurrently serve as Executive Officers are Koji Nagai and Atsushi Yoshikawa.

The nominees are as follows:

1. Nobuyuki Koga

[Reappointment]

(Aug. 22, 1950)

Number of shares held: 158,253 shares of common stock

	Apr. 1974	Joined the Company
	Jun. 1995	Director of the Company
	Apr. 1999	Managing Director of the Company
	Jun. 2000	Director and Deputy President of the Company
	Oct. 2001	Director and Deputy President of the Company (concurrently Director and Deputy President of Nomura Securities Co., Ltd.)
Chairman of the Board of Directors	Apr. 2003	Director and President of the Company (concurrently Director and President of Nomura Securities Co., Ltd.)
	Jun. 2003	Director, President & CEO of the Company (concurrently Director and Executive Officer and President of Nomura Securities Co., Ltd.)
	Apr. 2008	Director and Representative Executive Officer of the Company (concurrently Director and Chairman of Nomura Securities Co., Ltd.)
Chairman of the Nomination Committee	Jun. 2008	Director and Chairman of Nomura Securities Co., Ltd.
	Jun. 2011	Director and Chairman of the Company (concurrently Director and Chairman of Nomura Securities Co., Ltd.) (Current)
Chairman of the Compensation Committee		

(Significant concurrent positions)

Director and Chairman of Nomura Securities Co., Ltd.

Representative Director and President of Kanagawa Kaihatsu Kanko Ltd.

Mr. Koga does not concurrently serve as an Executive Officer and is a Non-Executive Director.

Note 1: The Company adopted a holding company structure by way of a demerger and changed its corporate name, The Nomura Securities Co., Ltd. to Nomura Holdings, Inc. in October 2001 and devolved the financial company businesses to Nomura Securities Co., Ltd.

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References to the Company prior to October 2001 in the personal histories refer to appointments/responsibilities at The Nomura Securities Co., Ltd.

Note 2: In June 2003, the Company changed from a company with accounting auditors to a company with committees, which is a corporate governance system that separates management oversight functions of the Directors from the day-to-day business execution functions of the Executive Officers. As the execution of the business of the Company, which is a company with committees, is performed by Executive Officers, Directors who do not concurrently serve as Executive Officers do not perform such a function.

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2. Koji Nagai

[Will concurrently serve as an Executive Officer] [New Appointment]

(Jan. 25, 1959)

Number of shares held: 111,500 shares of common stock

	Apr. 1981	Joined the Company
	Apr. 2003	Director of Nomura Securities Co., Ltd.
	Jun. 2003	Senior Managing Director of Nomura Securities Co., Ltd.
	Apr. 2007	Executive Managing Director of Nomura Securities Co., Ltd.
	Oct. 2008	Senior Corporate Managing Director of Nomura Securities Co., Ltd.
Representative	Apr. 2009	Executive Managing Director and Executive Vice President of Nomura Securities Co., Ltd.
	Apr. 2011	Co-COO and Deputy President of Nomura Securities Co., Ltd.
Executive Officer	Apr. 2012	Senior Managing Director of the Company (concurrently Director and President of Nomura Securities Co., Ltd.)
Group CEO	Aug. 2012	Representative Executive Officer & Group CEO (concurrently Director and President of Nomura Securities Co., Ltd.) (Current)

(Significant concurrent positions)

Director and President of Nomura Securities Co., Ltd.

3. Atsushi Yoshikawa

[Will concurrently serve as an Executive Officer] [New Appointment]

(Apr. 7, 1954)

Number of shares held: 103,420 shares of common stock

	Apr. 1978	Joined the Company
	Jun. 2000	Director of the Company
	Oct. 2001	Director of Nomura Securities Co., Ltd.
	Jun. 2003	Senior Managing Director of Nomura Securities Co., Ltd.
	Apr. 2004	Senior Managing Director of the Company (concurrently Executive Managing Director of Nomura Asset Management Co., Ltd.)
Representative	Apr. 2005	Senior Managing Director of the Company (concurrently Executive Vice President of Nomura Asset Management Co., Ltd.)
Executive Officer	Apr. 2006	Executive Vice President of Nomura Asset Management Co., Ltd.
	Apr. 2008	Director and President of Nomura Asset Management Co., Ltd.
Group COO	Oct. 2008	Executive Managing Director of the Company (concurrently Director, President & CEO of Nomura Asset Management Co., Ltd.)
	Jun. 2011	Executive Vice President of the Company (concurrently CEO and President of Nomura Holding America Inc.)
	Oct. 2011	Executive Vice President of the Company (concurrently CEO and President of Nomura Holding America Inc. and Chairman and CEO of Nomura Securities International, Inc.)
	Aug. 2012	Representative Executive Officer & Group COO of the Company (Current)

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4. Hiroyuki Suzuki

[New Appointment]

(Feb. 3, 1959)

Number of shares held: 74,700 shares of common stock

Apr. 1982	Joined the Company
Apr. 2005	Senior Managing Director of Nomura Securities Co., Ltd.
Oct. 2008	Senior Managing Director of the Company
Dec. 2008	Senior Managing Director of Nomura Securities Co., Ltd.
Apr. 2009	Senior Corporate Managing Director of Nomura Securities Co., Ltd.
Jun. 2010	Senior Corporate Managing Director of the Company (concurrently Executive Managing Director and Senior Corporate Managing Director of Nomura Securities Co., Ltd.)
Apr. 2011	Senior Corporate Managing Director of the Company (concurrently Executive Vice President of Nomura Securities Co., Ltd.)
Apr. 2013	Advisor of the Company (Current)

(Supplementary Note)

After serving as Joint Head of Investment Banking, etc., Mr. Suzuki assumed the office of Chief of Staff and Co-Group CAO (Co-CIO, Global Operations) from August 2012.

Mr. Suzuki will not concurrently serve as an Executive Officer and will be a Non-Executive Director nominee.

5. David Benson

[Reappointment]

(Feb. 9, 1951)

Number of shares held: 0 shares of common stock

	Feb. 1997	Joined Nomura International plc
	Jul. 1999	Head of Risk Management, Nomura International plc
	Mar. 2005	COO of Nomura International plc
	Aug. 2007	Resigned from Nomura International plc
	Nov. 2008	Chief Risk Officer (CRO), Senior Managing Director of the Company
	Jan. 2011	Vice Chairman of the Company (Senior Managing Director) Risk and Regulatory Affairs
	Apr. 2011	Vice Chairman of the Company (Senior Managing Director)
Director	Jun. 2011	Director of the Company (Current)

(Significant concurrent positions)

Director of Nomura Europe Holdings plc

Director of Nomura International plc

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Mr. Benson does not concurrently serve as an Executive Officer and is a Non-Executive Director.

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Nominees for Outside Directors (Numbers 6 to 11)

All six Outside Director nominees satisfy the Independence Criteria established by the Company. Further, the Company has designated all Outside Director nominees as Independent Directors (an outside director who is acknowledged to not have conflicts of interest with general investors in accordance with the rules of the Tokyo Stock Exchange, Inc.).

Reference: Independence Criteria for Outside Directors of Nomura Holdings, Inc.

Outside Directors of Nomura Holdings, Inc. (the Company) shall satisfy the requirements set forth below to maintain their independence from the Nomura Group.

1. The person, currently, or within the last three years, shall not correspond to a person listed below.

(1) Person Related to the Company

A person satisfying any of the following requirements shall be considered a Person Related to the Company:

Executive (*1) of another company where any Executive of the Company serves as a director or officer of that company;

Major shareholder (directly or indirectly holding more than 10% of the voting rights) or Executive of the Company; or

Partner of the Company's accounting auditor or employee of such firm who works on the Company's audit.

(2) Executive of a Major Lender (*2) of the Company.

(3) Executive of a Major Business Partner (*3) of the Company (including Partners, etc.).

(4) A person receiving compensation from the Nomura Group of more than 10 million yen per year, excluding director/officer compensation.

(5) A person executing the business of an institution receiving more than a Certain Amount of Donation (*4) from the Company.

2. The person's immediate family members (second degree of kinship) or anyone who lives with the person shall not correspond to a person listed below (excluding persons in unimportant positions):

(1) Executive of the Nomura Group; or

(2) A person identified in any of subsections (1) ~ (5) in Section 1 above.

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(Notes)

- *1: Executive shall mean Executive Directors (*gyoumu shikkou torishimariyaku*), Executive Officers (*shikkouyaku*) and important employees (*jyuuyou na shiyounin*), including Senior Managing Directors (*shikkouyakuin*), etc.
- *2: Major Lender shall mean a lender from whom the Company borrows an amount equal to or greater than 2% of the consolidated total assets of the Company.
- *3: Major Business Partner shall mean a business partner whose transactions with the Company exceed 2% of such business partner's consolidated gross revenues in the last completed fiscal year.
- *4: Certain Amount of Donation shall mean a donation that exceeds 10 million yen per year that is greater than 2% of the donee institution's gross revenues or ordinary income.

End.

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6. Masahiro Sakane [Outside Director, Independent Director] [Reappointment]

(Jan. 7, 1941) Number of shares held: 30,000 shares of common stock

Apr. 1963 Joined Komatsu Ltd.
 Jun. 2001 Representative Director and President of Komatsu Ltd.
 Jun. 2003 Representative Director and President & CEO of Komatsu Ltd.
 Jun. 2007 Representative Director and Chairman of Komatsu Ltd.
 Jun. 2008 Outside Director of the Company (Current)
 Jun. 2010 Director and Chairman of Komatsu Ltd.
 Apr. 2013 Director and Councilor of Komatsu Ltd. (Current)

Outside Director

Member of the
 Nomination Committee (Significant concurrent positions)
 Councilor and Senior Adviser of Komatsu Ltd. (to be appointed)
 Outside Director of Tokyo Electron Limited

Member of the
 Compensation Committee Outside Director of ASAHI GLASS Co., Ltd.
 Outside Director of Nomura Securities Co., Ltd.

Number of years in office:
 5 years (Reasons for appointment as Outside Director)

Attendance at Meetings of
 the Board of Directors: Mr. Sakane has extensive experience with respect to management. He has held a number of significant positions, including Representative Director and President of Komatsu Ltd. and Vice Chairman of Nippon Keidanren (Japan Business Federation). His achievements and insights have been evaluated highly both within and outside of the Company. The Company would like to request his reappointment as Outside Director with the expectation that he will continue to apply his extensive experience and high level of independence to perform a full role in determining important managerial matters and overseeing the business execution of the Company. Mr. Sakane attended all 3 meetings of the Nomination Committee and 4 out of 5 meetings of the Compensation Committee held during the 109th fiscal year. With respect to the sole meeting of the Compensation Committee that Mr. Sakane was unable to attend, the content of the meeting was explained to Mr. Sakane and he provided his approval.

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7. Toshinori Kanemoto [Outside Director, Independent Director] [Reappointment]

(Aug. 24, 1945) Number of shares held: 0 shares of common stock

Apr. 1968 Joined National Police Agency
 Apr. 1992 Kumamoto Prefecture Police Headquarters, Director-General
 Aug. 1995 Director General of the International Affairs Department, National Police Agency
 Oct. 1996 President of ICPO-INTERPOL
 Aug. 2000 President, National Police Academy
 Apr. 2001 Director of Cabinet Intelligence, Cabinet Secretariat, Government of Japan
 Jan. 2007 Registered as Attorney-at-Law (Dai-ichi Tokyo Bar Association)
 Feb. 2007 Of-Counsel, City-Yuwa Partners (Current)
 Jun. 2011 Outside Director of the Company (Current)

Outside Director

Member of the Nomination
 Committee (Significant concurrent positions)

Member of the Of-Counsel, City-Yuwa Partners

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Compensation Committee Outside Statutory Auditor of Kameda Seika Co., Ltd.

Outside Statutory Auditor of JX Holdings, Inc. (to be appointed)

Number of years in office: Outside Director of Nomura Securities Co., Ltd.

2 years

(Reasons for appointment as Outside Director)

Attendance at Meetings of
the Board of Directors:

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Mr. Kanemoto has held a number of significant positions, including Director General of International Affairs at the National Police Agency, President of ICPO-INTERPOL and Director of Cabinet Intelligence in Japan. Mr. Kanemoto is currently active as an attorney with sophisticated expertise in his field. His achievements and insights have been evaluated highly both within and outside of the Company. The Company would like to request his reappointment as Outside Director with the expectation that he will continue to apply his extensive experience and high level of independence to perform a full role in determining important managerial matters and overseeing the business execution of the Company. Mr. Kanemoto attended all 3 meetings of the Nomination Committee and all 5 meetings of the Compensation Committee held during the 109th fiscal year.

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8. Tsuguoki Fujinuma

[Outside Director, Independent Director] [Reappointment]

(Nov. 21, 1944)

Number of shares held: 24,600 shares of common stock

<p>Apr. 1969</p> <p>Jun. 1970</p> <p>Nov. 1974</p> <p>May 1991</p> <p>Jun. 1993</p> <p>May 2000</p> <p>Jul. 2004</p> <p>Jun. 2007</p> <p>Jul. 2007</p> <p>Jun. 2008</p>	<p>Joined Horie Morita Accounting Firm</p> <p>Joined Arthur & Young Accounting Firm</p> <p>Registered as a Certified Public Accountant</p> <p>Managing Partner of Asahi Shinwa Accounting Firm</p> <p>Managing Partner of Ota Showa & Co. (Ernst & Young ShinNihon (currently, Ernst & Young ShinNihon LLC))</p> <p>President of the International Federation of Accountants</p> <p>Chairman and President of the Japanese Institute of Certified Public Accountants</p> <p>Retired from Ernst & Young ShinNihon</p> <p>Advisor of the Japanese Institute of Certified Public Accountants (Current)</p> <p>Outside Director of the Company (Current)</p>	<p>Outside Director</p> <p>Audit Committee Member</p>
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Number of years in office:

(Significant concurrent positions)

5 years

Outside Statutory Auditor of Sumitomo Corporation

Outside Statutory Auditor of Takeda Pharmaceutical Company Limited

Attendance at Meetings of the Board of Directors:

Outside Director of Sumitomo Life Insurance Company

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Outside Statutory Auditor of Seven & i Holdings Co., Ltd.

Outside Director of Nomura Securities Co., Ltd.

(Reasons for appointment as Outside Director)

Mr. Fujinuma is well versed in international accounting systems, has a high degree of expertise corresponding to a Sarbanes-Oxley Act of 2002 financial expert and has held a number of significant positions, including the President of the International Federation of Accountants, the Chairman and President of the Japanese Institute of Certified Public Accountants and Trustee of the International Accounting Standards Committee Foundation. His achievements and insights have been evaluated highly both within and outside of the Company. The Company would like to request his reappointment as Outside Director, with the expectation that he will continue to apply his extensive experience and his high degree of expertise and independence to perform a full role in determining important managerial matters and overseeing the business execution of the Company. Mr. Fujinuma attended all 22 meetings of the Audit Committee held during the 109th fiscal year.

(Supplementary note regarding independence)

Mr. Fujinuma was, in the past, a managing partner of Ernst & Young ShinNihon LLC (E&Y), the current corporate auditor of the Company. 6 years have passed since his departure from E&Y, and he has had no involvement whatsoever in the management or the financial policy of that firm since then, and he was never involved in an accounting audit of the Company. The Company has determined that the aforementioned facts regarding Mr. Fujinuma's past position at E&Y do not compromise his independence as an Outside Director.

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In addition to satisfying the Company's Independence Criteria for Outside Directors and requirements for Independent Directors as established by the Tokyo Stock Exchange, Mr. Fujinuma also satisfies independence requirements for an audit committee member of the Company as established by the New York Stock Exchange. Although Mr. Fujinuma is currently serving as Governor of Tokyo Stock Exchange Regulation, he will be stepping down from this position in June 2013.

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(Mar. 13, 1940) Number of shares held: 0 shares of common stock

Apr. 1964 Joined Nippon Yusen Kabushiki Kaisha (NYK Line)
 Aug. 1999 President of NYK Line
 Apr. 2002 President, Corporate Officer of NYK Line
 Apr. 2004 Chairman, Corporate Officer of NYK Line
 Apr. 2006 Chairman, Chairman Corporate Officer of NYK Line
 Apr. 2009 Director and Corporate Advisor of NYK Line
 Jun. 2010 Corporate Advisor of NYK Line (Current)
 Jun. 2011 Outside Director of the Company (Current)

Outside Director

Number of years in office:

2 years

(Significant concurrent positions)

Corporate Advisor of NYK Line

Attendance at Meetings of the Board of Directors:

Outside Director of Nomura Securities Co., Ltd.

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(Reasons for appointment as Outside Director)

Mr. Kusakari has extensive experience with respect to management. He has held a number of significant positions, including President of NYK Line and Vice Chairman of Nippon Keidanren (Japan Business Federation). His achievements and insights have been evaluated highly both within and outside of the Company. The Company would like to request his reappointment as Outside Director with the expectation that he will continue to apply his extensive experience and high level of independence to perform a full role in determining important managerial matters and overseeing the business execution of the Company.

10. Dame Clara Furse [Outside Director, Independent Director] [Reappointment]

(Sept. 16, 1957) Number of shares held: 0 shares of common stock

Feb. 1983 Joined Phillips & Drew/UBS
 Jun. 1990 Non-Executive Director of the London International Financial Futures Exchange (LIFFE)
 Jun. 1997 Deputy Chairman of LIFFE
 May 1998 Group Chief Executive of Credit Lyonnais Rouse
 Jan. 2001 Chief Executive of the London Stock Exchange Group
 Jun. 2010 Outside Director of the Company (Current)
 Apr. 2013 Member of the Bank of England's Financial Policy Committee (Current)

Outside Director

Number of years in office:

3 years

(Significant concurrent positions)

Non-Executive Director of Amadeus IT Holding, S.A.

Non-Executive Director of the UK Department for Work and Pensions

Attendance at Meetings of the Board of Directors:

Member of the Bank of England's Financial Policy Committee

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(Reasons for appointment as Outside Director)

Dame Clara Furse has extensive experience with respect to financial businesses. She has held a number of significant positions, including Chief Executive of the London Stock Exchange Group, and in 2008 she was made Dame Commander of the Order of the British Empire. Her achievements and insights have been evaluated highly both within and outside of the Company. The Company would like to request her reappointment as Outside Director with the expectation that she will continue to apply her global and extensive experience and her high level of independence to perform a full role in determining important managerial matters and overseeing the business execution of the Company.

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11. Michael Lim Choo San

[Outside Director, Independent Director] [Reappointment]

(Sept. 10, 1946)

Number of shares held: 0 shares of common stock

Aug. 1972 Joined Price Waterhouse, Singapore
 Jan. 1992 Managing Partner of Price Waterhouse, Singapore
 Oct. 1998 Member of the Singapore Public Service Commission (Current)
 Jul. 1999 Executive Chairman of PricewaterhouseCoopers, Singapore
 Sept. 2002 Chairman of the Land Transport Authority of Singapore (Current)
 Nov. 2007 Member of the Legal Service Commission, Singapore (Current)
 Jun. 2011 Outside Director of the Company (Current)
 Oct. 2011 Chairman of the Singapore Accountancy Commission (formerly the Pro-Tem Singapore Accountancy Council) (Current)
 Nov. 2011 Chairman of the Accounting Standards Council, Singapore (Current)

Outside Director

Number of years in office:

2 years

(Significant concurrent positions)

Chairman of the Land Transport Authority of Singapore

Director of Nomura Asia Holding N.V.

Attendance at Meetings of the Board of Directors:

Non-Executive Chairman of Nomura Singapore Ltd.

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(Reasons for appointment as Outside Director)

Mr. Lim is well versed in international accounting systems and has held a number of significant positions, including Executive Chairman of PricewaterhouseCoopers (Singapore) and a number of public service related roles in Singapore, and was awarded with national honors by the Government of Singapore three times between 1998 and 2010. His achievements and insights have been evaluated highly both within and outside of the Company. The Company would like to request his reappointment as Outside Director, with the expectation that he will continue to apply his global and extensive experience and his high degree of expertise and independence to perform a full role in determining important managerial matters and overseeing the business execution of the Company.

Note 3: There are no particular conflicts of interest between the Company and each of the 11 nominees.

Note 4: The Company has entered into Companies Act Article 423 Paragraph 1 agreements to limit liability for damages (limitation of liability agreements) with each of the following nominees currently serving as Outside Director: Mr. Masahiro Sakane, Mr. Toshinori Kanemoto, Mr. Tsuguoki Fujinuma, Mr. Takao Kusakari, Dame Clara Furse, and Mr. Michael Lim Choo San. Liability under each such agreement is limited to either 20 million yen or the amount prescribed by laws and regulations, whichever is greater. In the event that the re-appointment of each candidate is approved, the Company is planning to maintain the limitation of liability agreements stated above.

Note 5: In August 2012, Nomura Securities Co., Ltd., a subsidiary of the Company, with respect to, among other issues, flaws recognized in connection with the management of entity-related information for public stock offerings, received a business improvement order from Japan's Financial Services Agency. With respect to the improvement measures, including the review of the internal and external communication methods with respect to corporate-related information and the information management structure, Nomura Securities Co., Ltd. has implemented such measures and policies as of the end of December 2012. Outside Director nominees Masahiro Sakane, Toshinori Kanemoto, Tsuguoki Fujinuma and Takao Kusakari, who concurrently serve as Outside Directors of Nomura Securities Co., Ltd., have made statements, from the perspective of compliance with laws and regulations, and have made various suggestions regarding the development of improvement measures and efforts to implement such measures.

Reference

The structure below is planned for the Nomination Committee, Compensation Committee and Audit Committee after the conclusion of this Annual Meeting of Shareholders:

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Nomination Committee: Nobuyuki Koga (chairman), Masahiro Sakane and Takao Kusakari

Compensation Committee: Nobuyuki Koga (chairman), Masahiro Sakane and Takao Kusakari

Audit Committee: Tsuguoki Fujinuma (chairman), Toshinori Kanemoto and Hiroyuki Suzuki

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[English Translation]