

NOMURA HOLDINGS INC
Form 6-K
June 02, 2014
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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 2014

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 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 110th Annual General Meeting of Shareholders
2. (English Translation) Matters available on the website in relation to the Notice of Convocation of the 110th Annual General 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 2, 2014

By: /s/ Hajime Ikeda
Hajime Ikeda
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 110th Annual General 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 the fiscal year ended March 31, 2014, the global economy showed firm movement toward a recovery centered on the industrialized countries including Japan. In this environment and under our basic philosophy of placing our clients at the heart of everything we do, we set a goal of achieving earnings per share (EPS) of 50 yen by the fiscal year ending March 31, 2016, which will mark our 90th anniversary.

We advanced various initiatives toward achieving this management goal. To begin with, in our domestic business we focused on further intensifying consulting sales to expand the business base.

We also implemented measures to improve profitability, especially overseas. In addition to concentrating management resources on businesses where we can manifest our strengths and lowering the break-even point, we enhanced cross-regional and cross-business cooperation in securing cross-border and other large projects.

As a result of these efforts, in the fiscal year ended March 31, 2014, the Group's net revenue totaled 1,557.1 billion yen, income before income taxes amounted to 361.6 billion yen, and net income came to 213.6 billion yen. Income before income taxes and net income recorded their highest levels since the fiscal year ended March 31, 2006.

This resulted in an EPS of 55.8 yen (after dilution), achieving the 50 yen goal two years ahead of schedule. The entire Group will continue striving to achieve 100 trillion yen in assets under management, profitability in all regions and businesses, and continuous reform of our domestic business model.

In the distribution of dividends to shareholders, we have set an annual dividend of 17 yen per share based on our dividend policy. We also decided to buy back our shares to return profits to shareholders.

As Asia's global investment bank, the Nomura Group will continue to provide high value-added solutions to clients in Japan and overseas, and to contribute to economic growth and social development.

Thank you very much for your continued support.

May 2014

Koji Nagai

Director, Representative Executive Officer and Group CEO

Nomura Holdings, Inc.

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(Securities Code: 8604)
May 30, 2014

To: Shareholders of Nomura Holdings, Inc.

Koji Nagai
Director and Representative Executive Officer
Group CEO
Nomura Holdings, Inc.
1-9-1 Nihonbashi, Chuo-ku, Tokyo,
JAPAN

Notice of Convocation of the Annual General 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 110 Annual General 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 25, 2014 (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. Report on the content of the business report and the consolidated financial statements and report on the results of the audits of the consolidated financial statements performed by the accounting auditor and the Audit Committee for the fiscal year ended March 31, 2014 (covering the period from April 1, 2013 to March 31, 2014).
 2. Report on the unconsolidated financial statements for the fiscal year ended March 31, 2014 (covering the period from April 1, 2013 to March 31, 2014).

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 the reference materials for the general meeting of shareholders, 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.

Regarding the Payment of the Dividend Distribution of the 110th Fiscal Year Surplus

At the Meeting of the Board of Directors of the Company held on April 30, 2014, a resolution was adopted for the payment, beginning on June 2, 2014, of the 9 yen per share year-end dividend distribution of the 110th fiscal year surplus.

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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

[Non-Executive Director] [Reappointment]

(Aug. 22, 1950)

Number of shares held: 165,453 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: In October 2001, the Company reorganized and became a holding company, changed the company name from, The Nomura Securities Co., Ltd. to Nomura Holdings, Inc. and Nomura Securities Co., Ltd, the subsidiary newly established by the company divestiture, succeeded the securities company operations. With regard to biographical information based on the Company prior to

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October 2001, the references are to positions and 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 structure that separates management's oversight functions from business execution functions. 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 (Non-Executive Directors) do not perform such a function.

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2. Koji Nagai

[Will concurrently serve as an Executive Officer] [Reappointment]

(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.
Director	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.
Representative	Apr. 2012	Senior Managing Director of the Company (concurrently Director and President of Nomura Securities Co., Ltd.)
Executive Officer	Aug. 2012	Representative Executive Officer & Group CEO of the Company (concurrently Director and President of Nomura Securities Co., Ltd.)
	Jun. 2013	Director, Representative Executive Officer & Group CEO of the Company (concurrently Director and President of Nomura Securities Co., Ltd.) (Current)
Group CEO		

(Significant concurrent positions)

Director and President of Nomura Securities Co., Ltd.

3. Atsushi Yoshikawa

[Will concurrently serve as an Executive Officer] [Reappointment]

(Apr. 7, 1954)

Number of shares held: 148,520 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.)
Director	Apr. 2005	Senior Managing Director of the Company (concurrently Executive Vice President of Nomura Asset Management Co., Ltd.)
Representative	Apr. 2006	Executive Vice President of Nomura Asset Management Co., Ltd.
	Apr. 2008	Director and President of Nomura Asset Management Co., Ltd.
Executive Officer	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.)
Group COO	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
	Jun. 2013	Director, Representative Executive Officer & Group COO of the Company
	Apr. 2014	Director, Representative Executive Officer & Group COO of the Company (concurrently Director and Representative Executive Officer of Nomura Securities Co., Ltd.) (Current)

(Significant concurrent positions)

Director and Representative Executive Officer of Nomura Securities Co., Ltd.

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Chairman of Nomura Holding America Inc.

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4. Hiroyuki Suzuki

[Non-Executive Director] [Reappointment]

(Feb. 3, 1959)

Number of shares held: 75,400 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.
Director	Jun. 2010	Senior Corporate Managing Director of the Company (concurrently Executive Managing Director and Senior Corporate Managing Director of Nomura Securities Co., Ltd.)
Member of the Audit	Apr. 2011	Senior Corporate Managing Director of the Company (concurrently Executive Vice President of Nomura Securities Co., Ltd.)
	Apr. 2013	Advisor of the Company
Committee	Jun. 2013	Director of the Company (Current)

(Significant concurrent positions)

Outside Director of The Nomura Trust and Banking Co., Ltd.

Outside Director of Nomura Asset Management Co., Ltd.

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

5. David Benson

[Non-Executive Director] [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	Chief Operating Officer (COO) of Nomura International plc
	Aug. 2007	Resigned from Nomura International plc
	Nov. 2008	Chief Risk Officer (CRO), Senior Managing Director of the Company
Director	Jan. 2011	Senior Managing Director of the Company, Vice Chairman, Risk and Regulatory Affairs
	Apr. 2011	Vice Chairman of the Company (Senior Managing Director)
	Jun. 2011	Director of the Company (Current)

(Significant concurrent positions)

Director of Nomura Europe Holdings plc

Director of Nomura International plc

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

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Outside Director Nominees (Nominee 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 does not have any danger of having conflicts of interest with general shareholders 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 of the Company (directly or indirectly holding more than 10% of the voting rights) or Executive of such major shareholder; 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 spouse, relatives within the 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.

(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.
 Jun. 2013 Councilor of Komatsu Ltd. (Current)

Outside Director

Member of the

(Significant concurrent positions)

Nomination Committee

Councilor of Komatsu Ltd.

Outside Director of Tokyo Electron Limited

Member of the
 Compensation Committee

Outside Director of Asahi Glass Co., Ltd.

Outside Director of Takeda Pharmaceutical Company Limited (to be appointed)

Outside Director of Nomura Securities Co., Ltd.

Number of years in office:

6 years

(Reasons for appointment as Outside Director)

Attendance at Meetings of the
 Board of Directors:

10/10

Mr. Sakane has extensive experience with respect to management. Including the holding in the past of 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, etc. Mr. Sakane attended all 3 meetings of the Nomination Committee and all 3 meetings of the Compensation Committee held during the 110th fiscal year.

7. Takao Kusakari [Outside Director, Independent Director] [Reappointment]

(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

Member of the

(Significant concurrent positions)

Nomination Committee

Corporate Advisor of NYK Line

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Outside Director of Nomura Securities Co., Ltd.

Member of the

Compensation Committee (Reasons for appointment as Outside Director)

Number of years in office:

3 years

Mr. Kusakari has extensive experience with respect to management. Including the holding in the past of 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, etc. Mr. Kusakari attended 1 meeting of the Nomination Committee and 2 meetings of the Compensation Committee constituting all meetings of the Nomination Committee and Compensation Committee held after his appointment as a member of the Nomination Committee and Compensation Committee.

Attendance at Meetings of the
Board of Directors:

10/10

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8. Tsuguoki Fujinuma

[Outside Director, Independent Director] [Reappointment]

(Nov. 21, 1944)

Number of shares held: 27,500 shares of common stock

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

Outside Director

Chairman of the Audit Committee

(Significant concurrent positions)

Number of years in office:

6 years

Outside Statutory Auditor of Sumitomo Corporation
 Outside Statutory Auditor of Takeda Pharmaceutical Company Limited
 Outside Director of Sumitomo Life Insurance Company

Attendance at Meetings of the Board of Directors:

10/10

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 and has a high degree of expertise corresponding to a Sarbanes-Oxley Act of 2002 financial expert. Including the holding in the past of 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, etc. Mr. Fujinuma attended all 18 meetings of the Audit Committee held during the 110th 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. 7 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.

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(Aug. 24, 1945)

[Outside Director, Independent Director] [Reappointment]

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
Outside Director	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)
Member of the Audit Committee	Jun. 2011	Outside Director of the Company (Current)
		(Significant concurrent positions)
Number of years in office:		Of-Counsel, City-Yuwa Partners
3 years		Outside Statutory Auditor of JX Holdings, Inc.
		Outside Director of Nomura Securities Co., Ltd.
Attendance at Meetings of the Board of Directors:		(Reasons for appointment as Outside Director)
10/10		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 and 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, etc. Mr. Kanemoto attended 2 meetings of the Nomination Committee and 1 meeting of the Compensation Committee constituting all meetings of the Nomination Committee and Compensation Committee held prior to his resignation as a member of the Nomination Committee and Compensation Committee, and all 13 meetings of the Audit Committee held after his appointment as a member of the Audit Committee.

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 (currently 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)
Outside Director	Apr. 2013	External Member of the Bank of England's Financial Policy Committee (Current)

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(Significant concurrent positions)

Number of years in office:	Non-Executive Director of Amadeus IT Holding, S.A.
4 years	Non-Executive Director of the UK Department for Work and Pensions
	External Member of the Bank of England's Financial Policy Committee

Attendance at Meetings of
the Board of Directors:

9/10

(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 also 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, etc.

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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)
 Jun. 2011 Outside Director of the Company (Current)
 Nov. 2011 Chairman of the Accounting Standards Council, Singapore (Current)
 Apr. 2013 Chairman of the Singapore Accountancy Commission (Current)

Outside Director

Number of years in office:

(Significant concurrent positions)

3 years

Chairman of the Land Transport Authority of Singapore

Independent Director of Olam International Limited

Attendance at Meetings of

Director of Nomura Asia Holding N.V.

the Board of Directors:

Non-Executive Chairman of Nomura Singapore Ltd.

10/10

(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 also 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, etc.

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 agreements to limit Companies Act Article 423 Paragraph 1 liability for damages (limitation of liability agreements) with each of the following Outside Director nominees: Mr. Masahiro Sakane, Mr. Takao Kusakari, Mr. Tsuguoki Fujinuma, Mr. Toshinori Kanemoto, 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 all of such measures and policies as of the end of December 2012. Outside Director nominees Mr. Masahiro Sakane, Mr. Takao Kusakari, Mr. Tsuguoki Fujinuma and Mr. Toshinori Kanemoto, 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.

Note 6: Outside Director nominee Mr. Takao Kusakari served as a Director at NYK Line until June 2010. In March 2014, NYK Line, with respect to particular international ocean shipping services for automobiles conducted between January 2008 and September 2012,

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received cease and desist orders and surcharge payment orders based on the Antimonopoly Act from the Japan Fair Trade Commission.

Reference

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

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]

(Attachments to Notice of Convocation of the Annual General Meeting of Shareholders)

Report for the 110th Fiscal Year

From April 1, 2013 to March 31, 2014

I. Current State of Nomura Group

1. Fundamental Management Policy and Structure of Business Operations

(1) Fundamental Management Policy

Nomura Group's management vision is to enhance its corporate value by deepening society's trust in the firm and increasing the satisfaction of stakeholders, including shareholders and clients.

As Asia's global investment bank, Nomura will provide high value-added solutions to clients globally, and recognizing its wider social responsibility, Nomura will continue to contribute to economic growth and development of society.

To enhance its corporate value, Nomura emphasizes earnings per share (EPS) as a management index and will seek to maintain sustained improvement in this index.

(2) Structure of Business Operations

Nomura Group's business is managed and executed mainly through globally organized business divisions each with a unified strategy, rather than through individual companies. We are organized into three divisions (Retail Division, Asset Management Division, and Wholesale Division). We will strive to maximize the collective strength of the Nomura Group by achieving a higher level of specialization and business promotion and expansion in each division, and by strengthening collaboration across regions and divisions.

2. Progress and Results of the Nomura Group's Business Activities

(1) Summary

Looking back at the global economy during the fiscal year ended March 31, 2014, in the United States household balance sheet adjustments were largely completed and there were signs of economic recovery centered on private consumption. In Europe as well, while some countries require structural adjustments, the worst period was over. Overall, the economies of the industrialized nations were firm. On the other hand, in China the growth rate slowed due partly to stronger regulations over shadow banking, a tight labor market, and reduced public investment by regional governments. In addition, there are factors which make the future unclear especially for emerging economies with the Ukraine problem that emerged from late 2013 and other issues.

Under these conditions, in Japan with the economic policy (Abenomics) advanced by the Abe administration, the foreign exchange rate trend shifted toward a depreciation of the yen, and share prices rose sharply on the consequent improvement in corporate earnings. Furthermore, the September 2013 decision to hold the 2020 Olympics and Paralympics in Tokyo, combined with other developments, had a positive effect on the real economy through improved business and consumer sentiment. As a result, the Japanese economy is on a recovery trend with improvements in private consumption and other areas. Reflecting these developments, the Tokyo Stock Price Index (TOPIX) rose from 1,000 points at the beginning of the fiscal year to 1,276 points in May. The index temporarily weakened during the summer, but recovered to 1,306 points around the end of 2013 and beginning of 2014, and ended the fiscal year at 1,202 points. In the US dollar-yen exchange rate, the depreciation of the yen continued with the rate rising from the 93 yen range at the beginning of the fiscal year to the 105 yen range at the end of 2013, with the rate in

the 103 yen range at the end of the fiscal year.

With respect to financial regulations, the introduction of Basel III (Capital requirement regulations for financial institutions) has begun in Japan and other widespread regulatory reforms aimed at tightening supervision of domestic and foreign financial institutions are being implemented in a phased manner. Financial regulations will continue to require a careful response.

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Amid this environment and under the basic philosophy of placing our clients at the heart of everything we do, we strove to provide clients with high value-added products and services, worked to strengthen ties among regions and businesses, and made efforts to expand revenues. As a result of these efforts, we posted net revenue of 1,557.1 billion yen for the fiscal year ended March 31, 2014, a 14% decrease from the previous fiscal year when Nomura Real Estate Holdings, Inc. was a consolidated subsidiary. Non-interest expenses decreased 24% to 1,195.5 billion yen, income before income taxes was 361.6 billion yen, and net income attributable to the shareholders of Nomura Holdings, Inc. was 213.6 billion yen, the second highest level (after the record high posted for the fiscal year ended March 31, 2006) since we introduced US GAAP in the fiscal year ended March 31, 2002. Return on equity (ROE) rose 4 percentage points from 4.9% in the prior fiscal year to 8.9%. EPS⁽¹⁾ for this fiscal year was 55.8 yen.

We have decided to pay a dividend of 9 yen per share to shareholders of record as of March 31, 2014. As a result, the total annual dividend will be 17 yen per share.

(Note):

1. Diluted net income attributable to Nomura Holdings shareholders per share.

Consolidated Financial Results

	Billions of yen For the year ended		% Change (B-A)/(A)
	March 31, 2013 (A)	March 31, 2014 (B)	
Net revenue	1,813.6	1,557.1	(14.1)
Non-interest expenses	1,575.9	1,195.5	(24.1)
Income (loss) before income taxes	237.7	361.6	52.1
Income tax expense	132.0	145.2	9.9
Net income (loss)	105.7	216.4	104.8
Less: Net income (loss) attributable to noncontrolling interests	(1.5)	2.9	
Net income (loss) attributable to NHI shareholders	107.2	213.6	99.2
Return on shareholders' equity	4.9%	8.9%	

(2) Segment Information

We report our operations and business results by reporting segment that corresponds to the following three divisions: Retail, Asset Management and Wholesale.

Business Segment Results

	Billions of yen For the year ended		% Change (B-A)/(A)
	March 31, 2013 (A)	March 31, 2014 (B)	
Net revenue	1,775.9	1,546.3	(12.9)
Non-interest expenses	1,575.9	1,195.5	(24.1)

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Income (loss) before income taxes	200.0	350.9	75.4
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In business segment totals, which exclude unrealized gain (loss) on investments in equity securities held for operating purposes, net revenue for the fiscal year ended March 31, 2014 was 1,546.3 billion yen, a decrease of 12.9% from the previous year. Non-interest expenses for the fiscal year ended March 31, 2014 decreased by 24.1% from the previous year to 1,195.5 billion yen. Income before income taxes was 350.9 billion yen for the fiscal year ended March 31, 2014, up 75.4% from the previous year.

Operating Results of Retail

	Billions of yen		% Change (B-A)/(A)
	For the year ended		
	March 31, 2013 (A)	March 31, 2014 (B)	
Net revenue	397.9	511.9	28.6
Non-interest expenses	297.3	319.9	7.6
Income (loss) before income taxes	100.6	192.0	90.8

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Net revenue increased by 28.6% from the previous fiscal year to 511.9 billion yen, primarily due to increased brokerage commissions. Non-interest expenses increased by 7.6% to 319.9 billion yen. As a result, income before income taxes increased by 90.8% to 192.0 billion yen, and the division achieved an increase in both revenue and income.

In the Retail Division, we continued consulting-oriented sales activities to accurately respond to the investment needs of individual customers toward becoming a securities company that is trusted by clients. For the Nippon Individual Savings Accounts (NISA) system introduced from 2014 which provides tax exemptions for gains on small investments, we held about 2,200 seminars prior to the system's introduction and made other efforts so that a greater number of clients will make use of NISA. As a result, total retail client assets under management increased to 91.7 trillion yen from 83.8 trillion yen at the end of the previous fiscal year to post a new record. The number of client accounts also increased by 119,000 from the end of the previous fiscal year to 5.14 million, so the business base is steadily expanding.

Operating Results of Asset Management

	Billions of yen For the year ended		% Change (B-A)/(A)
	March 31, 2013 (A)	March 31, 2014 (B)	
Net revenue	68.9	80.5	16.7
Non-interest expenses	47.8	53.4	11.7
Income (loss) before income taxes	21.2	27.1	28.1

Net revenue increased by 16.7% from the previous fiscal year to 80.5 billion yen, in part due to increased assets under management. Non-interest expenses increased by 11.7% to 53.4 billion yen. As a result, income before income taxes increased by 28.1% to 27.1 billion yen, and the division achieved an increase in both revenue and income.

In the investment trust business, assets under management increased with an influx of funds mostly for stock investment trusts and the improved market environment. In particular, funds focused on infrastructure-related companies and Japanese stock funds contributed to increasing assets under management. We also focused on products, seminars and web contents that promote the spread of the NISA system. In the investment advisory business, there was an increase in mandates from overseas clients, mostly for Japanese stocks and foreign bonds. As a result, assets under management as of March 31, 2014 increased by 2.9 trillion yen from the end of the previous fiscal year to 30.8 trillion yen.

Operating Results of Wholesale

	Billions of yen For the year ended		% Change (B-A)/(A)
	March 31, 2013 (A)	March 31, 2014 (B)	
Net revenue	644.9	765.1	18.6
Non-interest expenses	573.2	653.3	14.0
Income (loss) before income taxes	71.7	111.8	56.0

The Wholesale Division consists of the two businesses Global Markets which is engaged in financial products trading, sales and composition, and Investment Banking which conducts the investment banking business.

Net revenue increased by 18.6% from the previous year to 765.1 billion yen. The first quarter net revenue was mainly driven by Japan, where a market rally continued from the previous year. From the second quarter net revenue declined in Japan, but international net revenue started to pick up, enabling the Wholesale Division to post an increase in net revenue for the full fiscal year. Non-interest expenses also increased by 14% to 653.3 billion yen, largely because of the depreciation of the yen, but this increase in expenses was limited by the successful cost reduction efforts to date. As a result, earnings before income taxes rose by 56% to 111.8 billion yen and this fiscal year the Wholesale Division enjoyed increases in both revenue and income for the second consecutive year.

Global Markets

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Global Markets also achieved increases in both revenue and income compared with the previous fiscal year. The Fixed Income-related business was affected by an uncertain market environment caused by the tapering of the Fed's quantitative easing policies in the U.S. and heightened geopolitical tensions surrounding Syria and Ukraine. Net revenue in Equity-related business increased substantially from the previous fiscal year mainly due to the global economic recovery and robust stock markets, especially in Japan with active primary offerings on the back of the economic policies under the Abe administration. Following integration of the Fixed Income and Equities businesses in December 2012, significant synergies were realized in both expanding revenues and improving business efficiencies by quickly providing services and products that meet client needs while responding flexibly to the rapidly changing market environment.

Table of Contents**Investment Banking**

In Investment Banking, while the M&A market overall was somewhat subdued, revenues increased overall as domestic and overseas fund raising and large-scale IPOs grew active with the positive tone of stock markets. Profitability also greatly improved, especially overseas, from the effect of cost-cutting implemented in the previous fiscal years and efforts to improve productivity.

Furthermore, amid the globalization of client needs in various regions overseas and in Japan, we enhanced cross-regional and cross-divisional efforts and captured various foreign-exchange and interest-rate hedging and other solutions businesses as well as financing associated with cross-border transactions. We are also making progress in diversifying revenue sources by providing new products including rights issues.

Other

	Billions of yen For the year ended		% Change
	March 31, 2013 (A)	March 31, 2014 (B)	(B-A)/(A)
Net revenue	664.2	188.8	(71.6)
Non-interest expenses	657.6	168.9	(74.3)
Income (loss) before income taxes	6.6	20.0	203.1

Net revenue decreased by 71.6% from the previous year to 188.8 billion yen and non-interest expenses decreased by 74.3% to 168.9 billion yen. As a result, income before income taxes totaled 20.0 billion yen. These contained the financial impacts by the deconsolidation of Nomura Real Estate Holdings, Inc.

3. Financing Situation**(1) Funding situation**

In terms of funding, the Company, Nomura Securities Co., Ltd. and Nomura Europe Finance N.V. are the main entities for external borrowings and bond issuances. By funding that is matching with the liquidity of assets and the currencies for usage, we pursue the optimization of our funding structure.

The Company issued domestic unsecured bonds of 112 billion yen in total for the fiscal year ended March 31, 2014. In addition, the Company issued US dollar senior notes totaling USD 1 billion in March 2014.

(2) Capital Expenditures

Capital expenditures focus primarily on investment in systems with the objective of supporting the promotion of business lines in Japan and overseas. In the Retail division, we have completed to enhance and customize the systems for NISA. In the Wholesale division, we are enhancing the trading systems and strengthening the infrastructure system in order to respond to global orders from institutional investors.

Table of Contents**4. Results of Operations and Assets**

Item	(in billions of yen except per share data in yen)				
	Period	107 th Fiscal Year (April 1, 2010 to March 31, 2011)	108 th Fiscal Year (April 1, 2011 to March 31, 2012)	109 th Fiscal Year (April 1, 2012 to March 31, 2013)	110 th Fiscal Year (April 1, 2013 to March 31, 2014)
Total Revenue		1,385.5	1,851.8	2,079.9	1,831.8
Net revenue		1,130.7	1,535.9	1,813.6	1,557.1
Income before income taxes		93.3	85.0	237.7	361.6
Net income attributable to NHI shareholders		28.7	11.6	107.2	213.6
Basic-Net income attributable to NHI shareholders per share		7.90	3.18	29.04	57.57
Diluted-Net income attributable to NHI shareholders per share		7.86	3.14	28.37	55.81
Total assets		36,693.0	35,697.3	37,942.4	43,520.3
Total NHI shareholders' equity		2,082.8	2,107.2	2,294.4	2,513.7

(Note) Stated in accordance with accounting principles generally accepted in the U.S.

5. Management Challenges and Strategies

The Nomura Group's management vision is to enhance its corporate value by deepening society's trust in the firm and increasing the satisfaction of stakeholders, including shareholders and clients. In enhance its corporate value, Nomura responds flexibly to various changes in the business environment, and emphasizes earnings per share (EPS) as a management index to achieve stable profit growth, and will seek to maintain sustained improvement in this index.

In order to achieve our management objectives, we are placing top priority on ensuring that profits are recorded by all business segments in all regions. This fiscal year, we further advanced selection and concentration centered on our overseas bases, and completed cost reduction measures totaling 1 billion dollars. We will continue our efforts to strengthen the profitability of our overseas operations and boost the comprehensive competitiveness of the Group.

We will continue to take appropriate measures to comply with international financial regulations. Basel III has been being phased in from the end of March 2013, and Nomura is now subject to these regulations. The Deposit Insurance Act was revised in June 2013 aiming to implement effective resolution management structure for financial institutions in Japan, and under those revisions, Nomura is now subject to the new crisis response measures as banks. Liquidity regulations are also starting to be introduced as part of new rules, with various debates taking place regarding the details. Furthermore, new rules for derivatives and other financial transactions are being put in place in various countries. These new regulations are now in executive stage for global financial institutions.

In Western countries, regulations limiting the scope of the banking business are scheduled for introduction, and moves toward placing additional regulations on large financial institutions are growing more active. In Europe, discussions continue to take place over introducing a financial transaction tax. These regulatory tightening actions may directly affect the Company and the trading markets for equities, bonds and their derivative products as well as the competitive conditions among financial institutions. Therefore, Nomura will take necessary measures in carefully responding to these changes.

The challenges and strategies in each division are as follows:

[Retail Division]

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In our Retail Division, in Japan we focus on expanding and improving our service line-up offered through our sales channels including business offices, the Internet and call centers, aiming to meet and resolve the individual needs and concerns of each client. We seek to enhance our consulting-based sales and deliver top-quality services tailored to the particular life plan or life stage of each client, so that the Nomura Group can remain a trusted partner to our clients.

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[Asset Management Division]

In our investment trust business, we will provide clients with a diverse range of investment opportunities to meet investors' various needs. In our investment advisory business, we will provide value-added investment services to our domestic and international institutional clients. We intend to increase assets under management and expand our client base for these two core businesses. As a distinctive investment manager based in Asia with the ability to provide a broad range of products and services, we aim to gain the strong trust of investors worldwide by making continuous efforts to improve investment performance.

[Wholesale Division]

Global Markets has been focusing on delivering differentiated products and solutions to our clients by leveraging the Nomura Group's capabilities in trading, research, and global distribution. We are improving comprehensive services transcending the boundaries of Fixed Income and Equities products.

In Investment Banking, we continue to enhance our global structure to further provide cross-border M&A and financing services in both domestic and overseas markets as well as to provide solution business services associated with said M&A and financing amid the globalization of our clients' business activities.

In the Wholesale Division, cooperation across business areas and regions is becoming more important to provide quality services which meet the needs of our clients. We will focus on Asia as a strategic region where Nomura has a competitive geographical advantage, with expectations of its medium- to long-term economic growth, aiming to manifest the Group's comprehensive strengths for future growth.

[Risk Management and Compliance, etc.]

Amid the expansion of global business, we must continue to enhance our risk management system and increase its efficiency in order to ensure financial soundness and enhanced corporate value. We will continue to develop a system where senior management directly engage in a proactive risk management approach for precise decision making.

As our business becomes increasingly international and diverse, we recognize the growing importance of compliance. We will continue to focus on improving the management structure to comply with local laws and regulations in the countries where we operate. In addition, we will continuously review and improve our existing overall compliance system and rules with initiatives towards promoting an environment of high ethical standards among all of our executive management and employees. In this way, we will meet the expectations of society and clients toward the Nomura Group and contribute to the further development of financial and capital markets.

The improvement measures announced on June 29, 2012 regarding the recommendations of administrative penalties imposed on our subsidiary, Nomura Securities Co. Ltd. in 2012 in connection with public stock offerings have been fully implemented. By thoroughly implementing the improvement measures and making them function effectively, we aim to prevent recurrence and to regain trust; we will further enhance and reinforce our internal control system, starting with prevention of improprieties in the provision of information to customers and the recommendation of trading as a matter of course, and have each and every one of our executive officers and employees uphold ethics as a professional engaged in the capital markets.

We have been reinforcing our Internal Audit system aiming to ensure the effectiveness of our highly developed risk management and the efficacy of our governance. We will continue to strengthen the efficiency of our internal governance system by reinforcing and ensuring the independence of our Internal Audit system from the execution side, and promote proper corporate activities.

Through the efforts described above, the Company is working to achieve our management targets and to maximize corporate value by strengthening the earnings power of the entire Group. We will advance collaboration across regions and among the three divisions, and devote our efforts to the stability of financial and capital markets and to our further expansion and development as a Group.

Table of Contents**6. Major Business Activities**

Nomura Group primarily operates in investment and financial services focusing on the securities business. We provide wide-ranging services to customers for both financing and investment through operations in Japan and other major financial capital markets around the world. Such services include securities trading and brokerage, underwriting and distribution, arrangement of offering and distribution, arrangement of private placement, principal finance, asset management, and other securities and financial business. We divide our business segments into three divisions of Retail, Asset Management and Wholesale.

7. Organizational Structure**(1) Principal place of business in Japan**

The Company: Head office (Tokyo)

Nomura Securities Co., Ltd. (Head office and local branches 159 locations in total): Tokyo (Head office and local branches 34 locations in total), Kanto area excluding Tokyo (38 branches), Hokkaido area (5 branches), Tohoku area (9 branches), Hokuriku area (4 branches), Chubu area (16 branches), Kinki area (28 branches), Chugoku area (9 branches), Shikoku area (4 branches) and Kyushu and Okinawa area (12 branches)

Nomura Asset Management Co., Ltd. (Tokyo, Osaka, Fukuoka)

The Nomura Trust & Banking Co., Ltd. (Tokyo, Osaka)

Nomura Facilities, Inc. (Tokyo)

Nomura Financial Products & Services, Inc. (Tokyo)

(2) Principal place of business overseas

Nomura Securities International, Inc. (New York, U.S.)

Nomura International plc (London, U.K.)

Nomura International (Hong Kong) Limited

Nomura Singapore Limited

Instinet Incorporated (New York, U.S.)

(3) Status of Employees

	Employees	Increase / Decrease
Total	27,670	286 Decrease

(Notes)

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1. Number of employees consists of the total number of employees of the Company and its consolidated subsidiaries (excluding temporary employees).
2. Number of employees excludes employees seconded outside the Company and its consolidated subsidiaries.

Table of Contents**(4) Status of Significant Subsidiaries**

Name	Location	Capital (in millions)	Percentage of Voting Rights	Type of Business
Nomura Securities Co., Ltd.	Tokyo, Japan	¥ 10,000	100%	Securities
Nomura Asset Management Co., Ltd.	Tokyo, Japan	¥ 17,180	100%	Investment Trust Management /Investment Advisory
The Nomura Trust & Banking Co., Ltd.	Tokyo, Japan	¥ 30,000	100%	Banking / Trust
Nomura Facilities, Inc.	Tokyo, Japan	¥ 480	100%	Business Space / Facility Management
Nomura Financial Products & Services, Inc.	Tokyo, Japan	¥ 95,275	100%	Financial
Nomura Holding America Inc.	 			