

Nomura to Transfer a part of its Share Management Business to a wholly owned subsidiary via Absorption-Type Company Split

Tokyo January 16, 2017—Nomura Holdings, Inc. (“NHI”) today announced that its Executive Management Board has decided to transfer a part of NHI’s share management business to Nomura Asia Pacific Holdings Co., Ltd (“NAPH”), a wholly owned subsidiary of NHI, by the method of an Absorption-Type Company Split (“Company Split”). The Company Split is planned to take effect on April 1, 2017.

The Company Split will be conducted through a simplified absorption-type company split to transfer NHI’s business to a wholly owned subsidiary; accordingly some of the items and contents to be disclosed are omitted.

1. Purpose of the Company Split

As a part of NHI’s broader realignment of Nomura’s overall management structure, on March 24, 2016, NHI decided to wind up the current holding company for the AEJ (Asia Ex-Japan) region, Nomura Asia Holding N.V. (“NAH”), which is due to be completed by March 31, 2019, and established a new holding company in Japan, NAPH, in August, 2016.

The Company Split is a part of NHI’s intention to form even more robust governance and lay the foundation as Asia’s global investment bank by consolidating the NAH subsidiaries under NAPH. There will be no impact on the businesses conducted by NAH subsidiaries. As a result of the winding up of NAH, the subsidiaries of NAH will continue to conduct business under NAPH.

2. Overview of the Company Split

(1) Schedule of the Company Split

January 16, 2017	Resolution by the Executive Management Board
January 16, 2017	Execution of Absorption-Type Company Split Agreement
April 1, 2017(TBD)	Effective Date

Note: The Company Split is a simplified company split as set forth in Article 784, Paragraph 2 of the Companies Act for NHI and a short-form company split as set forth in Article 796, Paragraph 1 of the Companies Act for NAPH. Accordingly, the Company Split will be executed without resolution of either company’s general shareholders’ meeting.

(2) Method of the Company Split

An absorption-type company split, having NHI as the splitting company and NAPH as the succeeding company.

(3) Allotment regarding the Company Split

NAPH will issue to NHI, one ordinary share in connection with the Company Split.

(4) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Right in connection with the Company Split

No changes will be made to stock acquisition rights issued by NHI.

NHI has not issued bonds with stock acquisition rights.

- (5) Increase/ Decrease in the Splitting Company's capital in connection with the Company Split

There is no increase/ decrease in NHI's capital in connection with the Company Split.

- (6) Rights and Obligations Succeeded to the Succeeding Company

NAPH will succeed all of the common shares of NAH ("NAH Shares") which NHI holds in connection with the Company Split.

- (7) Matters pertaining to the expectation of the performance of obligations

It is determined that there are no issues in performing the obligations assumed by NHI to be performed on and after the effective date of the Company Split.

3. Outline of parties

	The splitting company (As of 2016/3/31)	The succeeding company (As of 2016/8/31)
(1) Trade name	Nomura Holdings, Inc.	Nomura Asia Pacific Holdings Co., Ltd
(2) Location	9-1, Nihonbashi 1-chome, Chuo-ku, Tokyo	9-1, Nihonbashi 1-chome, Chuo-ku, Tokyo
(3) Representative Director	Koji Nagai, Group CEO	Kenji Tsuge, Director
(4) Type of Business	Holding Company	Holding Company
(5) Amount of Capital,	594,493million yen	10million yen
(6) Date of Incorporation of the Company	December 25, 1925	August 31, 2016
(7) Number of Shares Issued	3,822,562,601 shares	400 shares
(8) Fiscal Year	March 31	March 31
(9) Major Shareholders and their percentage of shares owned	State Street Bank and Trust Company 5052236.8% Japan Trustee Services Bank, Ltd. (Trust Account).....3.8% The Master Trust Bank of Japan, Ltd. (Trust Account).....3.5% Japan Trustee Services Bank, Ltd. (Trust Account 9).....1.5% State Street Bank West Client-Treaty 5052341.4% Japan Trustee Services Bank, Ltd. (Trust Account 7).....1.4% The Bank of New York Mellon SA/NV 10	Nomura Holdings, Inc.100%

	1.3%	
	The Bank of New York Mellon as Depositary Bank for DR Holders.....1.2%	
	Barclays Securities Japan Limited.....1.2%	
	Japan Trustee Services Bank, Ltd. (Trust Account 1).....1.1%	
(10) Financial condition and results of the previous business year		
Trade name	Nomura Holdings, Inc.	Nomura Asia Pacific Holdings Co., Ltd
Total net assets	2,743,015million yen (consolidated)	Nomura Asia Pacific Holdings Co., Ltd was founded on August 31, 2016, and there is no fixed business year.
Total assets	41,090,167million yen (consolidated)	
Per share data - Total NHI shareholders' equity	748.32 yen (consolidated)	
Revenue	1,723,096 million yen (consolidated)	
Net revenue	1,395,681 million yen (consolidated)	
Income before income taxes	165,158 million yen (consolidated)	
Net income attributable to NHI shareholders	131,550 million yen (consolidated)	
Per share data - Net income attributable to NHI shareholders	36.53yen (consolidated)	

4. Splitting division of business summary

(1) Splitting division of contents

Share (common shares of Nomura Asia Holding N.V.) management business

(2) Splitting division of results

Revenue 0yen (The fiscal year ending March 31, 2016)

(3) Items of assets and liabilities to be split and their book value (As of 2016/3/31)

Assets		Liabilities	
Item	Book Value	Item	Book Value
Assets	102,512 million yen	Liabilities	-
Total	102,512 million yen	Total	-

5. Situation of NHI and NAPH after the Company Split

There will be no change in the trading name, location, name and title of the representative, type of business, amount of capital, or fiscal year of NHI.

There will be no change in the trading name, location, name and title of the representative, type of business, amount of capital, or fiscal year of NAPH.

6. Future Prospects

The Company Split will have a minimal impact on NHI's consolidated performance for the fiscal year ending March 2017, as NAPH is a wholly owned subsidiary of NHI.

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Nomura

Nomura is an Asia-headquartered financial services group with an integrated global network spanning over 30 countries. By connecting markets East & West, Nomura services the needs of individuals, institutions, corporates and governments through its three business divisions: Retail, Asset Management, and Wholesale (Global Markets and Investment Banking). Founded in 1925, the firm is built on a tradition of disciplined entrepreneurship, serving clients with creative solutions and considered thought leadership. For further information about Nomura, visit www.nomura.com.