

Nomura Announces Proposals for Amendments to its Articles of Incorporation

Tokyo, May 19, 2015—Nomura Holdings, Inc. (“the Company”) today announced that its board of directors adopted a resolution to submit proposals for amendments to the Company’s Articles of Incorporation to the 111th Annual General Meeting of Shareholders to be held on June 24, 2015.

1. Reasons for Amendment

- (1) Changes associated with the Name Change of “Company with Committees” under the Companies Act

On May 1, 2015, the Act for Partial Amendment to the Companies Act (Act No. 90 of 2014, “Amended Companies Act”) came into force, and the name of the governance structure in which three committees (the nomination, compensation and audit committees) are put in place has changed from “Company with Committees” to “Company with Three Committees.”

Accordingly, necessary changes will be made to Article 5 of the Company’s Articles of Incorporation.

- (2) Changes to the Rules regarding the Limitation of Liability Agreements

In the Amended Companies Act, the execution of limitation of liability agreements between a company and its directors who solely oversee/audit the management and do not personally execute business has been accepted. Accordingly, from the perspective of bringing on and appointing valuable human resources, necessary changes will be made to Article 33 of the Company’s Articles of Incorporation.

Furthermore, concerning the submission of these changes to the general meeting of shareholders, the consent of all members of the Audit Committee has been obtained.

- (3) Change to the Record Dates for the Dividend Distribution of Surpluses

Currently, in Article 44 of the Company’s Articles of Incorporation, the four record dates for the dividend distribution of surpluses are prescribed as June 30, September 30, December 31, and March 31. On the other hand, the basic policy of the Company is to pay dividends on a biannual basis with record dates of September 30 and March 31.

For the purpose of conforming the provisions of the Articles of Incorporation to the policy stated above, necessary changes will be made to Article 44 of the Company’s Articles of Incorporation.

2. Details of Amendments

The details of the amendments are as follows. The current Articles of Incorporation of the Company is available on the Company's website at:

www.nomuraholdings.com/company/group/holdings/article.html

(Proposed amendments underlined)

Current Articles of Incorporation	Proposed Amendments
Article 5. (Governing Bodies) The Company shall, <u>as a company with committees</u>, set up, in addition to the shareholders meetings and directors, the following organs; (1) board of directors (2) Nomination Committee, Audit Committee, and Compensation Committee (3) accounting auditors Article 33. (Limitation of Liabilities of Directors) 1. [omitted] 2. The Company may execute with <u>outside directors (meaning "outside directors" defined in Article 2, Item 15 of the Companies Act)</u> an agreement that will limit their liabilities for damages due to negligence of their duties pursuant to the provision of Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of damages under the agreement shall be the higher of either the amount previously determined which shall not be less than 20 million yen or the amount set forth by laws or ordinances. Article 44. (Record Date for Distribution of Surplus) 1. The record dates for dividends of the Company shall be <u>June 30, September 30, December 31 and March 31</u> of each year. 2. [omitted] 3. [omitted]	Article 5. (Governing Bodies) The Company shall set up, in addition to the shareholders meetings and directors, the following organs; (1) board of directors (2) Nomination Committee, Audit Committee, and Compensation Committee (3) accounting auditors Article 33. (Limitation of Liabilities of Directors) 1. [no change] 2. The Company may execute with <u>directors (excluding a person who serves as an executive director, etc.)</u> an agreement that will limit their liabilities for damages due to negligence of their duties pursuant to the provision of Article 427, Paragraph 1 of the Companies Act. However, the maximum amount of damages under the agreement shall be the higher of either the amount previously determined which shall not be less than 20 million yen or the amount set forth by laws or ordinances. Article 44. (Record Date for Distribution of Surplus) 1. The record dates for dividends of the Company shall be <u>September 30 and March 31</u> of each year. 2. [no change] 3. [no change]

3. Schedule

Date of the General Meeting of Shareholders:
Effective date of amendments:

June 24, 2015 (planned)
June 24, 2015 (planned)

ends

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Nomura

Nomura is an Asia-based 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.