

NOMURA HOLDINGS INC
Form 6-K
June 03, 2011
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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 2011

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. Notice of Convocation of the 107th Annual Meeting of Shareholders
2. Matters available on the website in relation to the Notice of Convocation of the 107th 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, 2011

By: /s/ Junko Nakagawa
Junko Nakagawa
Executive Managing Director

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[English Translation]

NOMURA

Notice of Convocation of the 107th Annual Meeting of Shareholders

Nomura Holdings, Inc.

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To Our Shareholders

I would like to take this opportunity to express my deepest sympathies to the families and friends of those who lost their lives in the East Japan Earthquake and pray for a fast recovery from this disaster. Nomura has been actively engaged in the reconstruction efforts and we remain committed to ensuring the Japanese economy rebounds strongly.

In recent years, we have bolstered our business platform with the aim of achieving our management goal of being a globally competitive financial services group. During the financial crisis, we acquired parts of Lehman Brothers and expanded our global franchise. We are building out our operations in Europe, enhancing our platform in Asia, and rebuilding our operations in the U.S. These efforts have allowed us to grow our client base both in Japan and internationally, while enhancing our products and services. For the fiscal year ended March 31, 2011, net revenue totaled 1,130.7 billion yen, income before income taxes was 93.3 billion yen, and net income was 28.7 billion yen. We reported our eighth consecutive quarter of profitability and posted a profit in each of our three business divisions for the full year period.

The environment surrounding the financial services industry remains uncertain. In the U.S., although accommodative monetary policy has supported a mild economic recovery, the real estate market continues to struggle and the unemployment rate remains high. The economic situation in the euro zone is still adverse, and some countries in the region have experienced sovereign debt problems. In Japan, the earthquake has had a negative impact on economic activity. Amid this operating environment, we will continue to build out our business and gain momentum as we work towards achieving our management goal. We will maintain our focus on creating change and moving with speed to increase our corporate value by delivering world-class products and services tailored to the specific needs of our global client base.

At the 107th annual meeting of shareholders, we will ask our shareholders to elect a total of 14 directors (eight of whom are outside directors), as we aim to further enhance our corporate governance. This group of director nominees includes an outside director with expertise on Asia and another with expertise on risk management. Also, the Basel Committee on Banking Supervision and financial regulators around the world are introducing new financial regulations, one of which will be tougher capital requirements for financial institutions. In order to achieve sustained growth in this new competitive environment, we are asking shareholders to approve some revisions to our Articles of Incorporation aimed at increasing our future options with respect to capital.

Thank you and we look forward to your continued support.

June 2011

Kenichi Watanabe

Director

President and Chief Executive Officer

Nomura Holdings, Inc.

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(Code: 8604)

June 2, 2011

To: The Shareholders of Nomura Holdings, Inc.

Kenichi Watanabe
Director and President & CEO
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). You are hereby invited to attend the 107th Annual Meeting of Shareholders to be held in accordance with the following details. You are respectfully requested to attend the meeting with the enclosed proxy card in your possession.

Details

1. **Date and Time:** 10:00 a.m. on Tuesday, June 28, 2011
2. **Place:** Hotel Okura Tokyo, Heian Room (Main Building, first floor)
2-10-4 Toranomon, 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 audits of the consolidated financial statements by the independent auditors and the Audit Committee for the fiscal year ended March 31, 2011 (covering the period from April 1, 2010 to March 31, 2011).
2. Report on the financial statements for the fiscal year ended March 31, 2011 (covering the period from April 1, 2010 to March 31, 2011).

Matters to be Resolved:

1. Election of Fourteen Directors
2. Amendment to the Articles of Incorporation

Notes: The following matters are available 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:

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1. The following sections of the business report: VI. Resolutions on Structures for Ensuring the Appropriate Operation of Nomura Holdings, Inc.; and VII. Fundamental Policies Regarding the Status of Persons Governing Decisions on the Company's Financial and Business Policies;
2. The notes to the consolidated financial statements; and
3. The notes to the financial statements.

Any subsequent revisions to this Notice of Convocation, the business report, the consolidated financial statements, the financial statements or other materials annexed to this Notice of Convocation shall also be posted on the Company's website.

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As all of the twelve Directors will have finished their term of office at the conclusion of this Annual Meeting of Shareholders, the Company proposes the election of fourteen Directors including five new nominees (with eight Outside Directors) in accordance with a resolution of the Nomination Committee.

The nominees are as follows.

Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
1.	Apr. 1975 Joined the Company	60,766
	Jun. 1998 Director of the Company	
	Jun. 2000 Managing Director of the Company	
Kenichi Watanabe	Oct. 2001 Director of the Company	
(Oct. 28, 1952)	Managing Director of Nomura Securities Co., Ltd.	
	(NOTE) On October 2001, The Nomura Securities Co., Ltd. adopted the holding company structure, changed its name to Nomura Holdings, Inc. and transferred its securities business to its wholly-owned subsidiary Nomura Securities Co., Ltd.	
	Apr. 2002 Executive Managing Director of Nomura Securities Co., Ltd.	
	Jun. 2003 Senior Managing Director of the Company	
	Director and Executive Vice President of Nomura Securities Co., Ltd.	
	Apr. 2004 Executive Vice President of Nomura Securities Co., Ltd.	
	Apr. 2006 Deputy President of Nomura Securities Co., Ltd.	
	Apr. 2008 President & CEO of the Company	
	Director and President & CEO of Nomura Securities Co., Ltd. (Current)	
	Jun. 2008 Director and President & CEO of the Company (Current)	
	(Responsibilities)	
	President & CEO	
2.	Apr. 1976 Joined the Company	137,302
	Jun. 1998 Director of the Company	
	Jun. 2000 Managing Director of the Company	
Takumi Shibata	Oct. 2001 Managing Director of Nomura Securities Co., Ltd.	
(Jan. 8, 1953)	(Please see the NOTE above.)	
	Apr. 2003 Executive Managing Director of Nomura Securities Co., Ltd.	
	Jun. 2003 Senior Managing Director of the Company	
	Executive Vice President of Nomura Securities Co., Ltd.	

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Apr. 2004	Director and Executive Vice President of Nomura Securities Co., Ltd.
Apr. 2005	Director and President & CEO of Nomura Asset Management Co., Ltd.
Apr. 2008	Deputy President & COO of the Company
	Director and Deputy President of Nomura Securities Co., Ltd. (Current)
Jun. 2008	Director and Deputy President & COO of the Company (Current)

(Responsibilities)

Deputy President & COO

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
3.	Apr. 1976 Joined the Company	107,422
	Jun. 1998 Director of the Company, responsible for Corporate Communications and Investor Relations	
Masanori Itatani	Jun. 2000 Director of the Company, responsible for Corporate Planning and Communications	
(Oct. 13, 1953)	Oct. 2001 Director of the Company, responsible for General Affairs	
	Jun. 2003 Senior Managing Director of the Company, responsible for Global Corporate Communications, General Affairs and Secretariat	
	Apr. 2004 Senior Managing Director of the Company, responsible for Internal Audit	
	Apr. 2006 Executive Managing Director of the Company, responsible for Internal Audit	
	Jun. 2007 Director of the Company (Current)	
	(Responsibilities)	
	Audit Mission Director	
4.	Apr. 1980 Joined the Company	68,800
	Apr. 2003 Director of Nomura Securities Co., Ltd., responsible for retail branch supervision, Tokyo suburbs	
Masanori Nishimatsu	Jun. 2003 Senior Managing Director of Nomura Securities Co., Ltd., responsible for retail branch supervision, Tokyo suburbs	
(Feb. 3, 1958)	Apr. 2006 Senior Managing Director of Nomura Securities Co., Ltd., responsible for retail branch supervision, Tokyo	
	Apr. 2007 Executive Managing Director of Nomura Securities Co., Ltd., responsible for retail branch supervision, Tokyo	
	Apr. 2008 Executive Managing Director of Nomura Securities Co., Ltd., Nagoya	
	Oct. 2008 Senior Corporate Managing Director of Nomura Securities Co., Ltd., Nagoya	
	Apr. 2010 Advisor of the Company	
	Jun. 2010 Director of the Company (Current)	
	(Responsibilities)	
	Audit Mission Director	

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
5.	Mar. 1955 Joined Hayakawa Electric Industry Co., Ltd. (currently, Sharp Corporation)	14,000
Haruo Tsuji (Dec. 6, 1932)	Jun. 1986 President of Sharp Corporation Jun. 1998 Corporate Advisor of Sharp Corporation (Current) Jun. 2001 Statutory Auditor of Nomura Jun. 2003 Director of Nomura (Current) Jun. 2008 Director of Kobayashi Pharmaceutical Co., Ltd. (Current) Jun. 2010 Outside Director of SEIREN Co., Ltd. (Current)	

(Responsibilities)

Chairman of the Audit Committee

Nominee for Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the Exchange) and similar regulations in other relevant exchanges in Japan, collectively, the Exchanges)

Mr. Tsuji has rich managerial experience and held important positions including President of Sharp Corporation. His achievements and insights have been widely acknowledged within and outside the Company.

Mr. Tsuji is not considered to be in any situations where the degree of independence required by the Exchanges is called in doubt, and hence he is unlikely to have conflicts of interest with general investors.

The Company would like to request his continuation as Outside Director, expecting him to continue to play an exemplary role in determining important managerial matters and supervising the business execution of the Company by applying his rich experience and high degree of independence.

Mr. Tsuji will have been in office as Outside Director of the Company as a company with committees for eight years at the conclusion of this Annual Meeting of Shareholders (he had been in office as Statutory Auditor for two years when the Company was a company with auditors before the Company transformed into a company with committees).

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
6.	Apr. 1969 Joined Horie Morita Accounting Firm	10,000
	Jun. 1970 Joined Arthur & Young Accounting Firm	
	Nov. 1974 Registered as a certified public accountant	
Tsuguoki Fujinuma	May 1991 Managing Partner of Asahi Shinwa Accounting Firm	
(Nov. 21, 1944)	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)	
	Aug. 2007 Outside Director of Tokyo Stock Exchange Group, Inc. (Current)	
	Oct. 2007 Governor of Tokyo Stock Exchange Regulation (Current)	
	Apr. 2008 Specially-appointed Professor of Chuo Graduate School of Strategic Management (Current)	
	Jun. 2008 Outside Statutory Auditor of Sumitomo Corporation (Current)	
	Jun. 2008 Outside Statutory Auditor of Takeda Pharmaceutical Company Limited (Current)	
	Jun. 2008 Outside Director of the Company (Current)	
	Jul. 2008 Outside Director of Sumitomo Life Insurance Company (Current)	
	May 2010 Outside Statutory Auditor of Seven & i Holdings Co., Ltd. (Current)	

(Responsibilities)

Member of the Audit Committee

Nominee for Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of the Exchange and similar regulations in the other Exchanges)

Mr. Fujinuma has thorough knowledge of international accounting standards, exhibited high professionalism as financial expert under Sarbanes-Oxley Act of 2002, and held important 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 widely acknowledged both within and outside the Company.

Mr. Fujinuma is not considered to be in any situations where the degree of independence required by the Exchanges is called in doubt, and hence he is unlikely to have conflicts of interest with general investors.

The Company would like to request his continuation as Outside Director, expecting him to continue to play an exemplary role in determining important managerial matters and oversight of the business execution of the Company through applying his rich experience.

Mr. Fujinuma will have been in office as an Outside Director for three years at the conclusion of this Annual Meeting of Shareholders.

Although Mr. Fujinuma was, until June 2007, a partner of Ernst & Young ShinNihon LLC, the current corporate auditor of Nomura, he was never involved in an accounting audit of Nomura. Further, following his departure from that auditing firm, he has had no involvement whatsoever in the management or the financial policy of that firm. With respect to his role with the Tokyo Stock Exchange Group, Inc., Nomura Securities Co., Ltd. (a subsidiary of the Company) is merely one of many trading participants at the Exchange and the portion of the Company's shareholdings of the Exchange is minimal. Accordingly, it is concluded Mr. Fujinuma's past and current positions do not compromise his independence.

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
7.	Apr. 1963 Joined Komatsu Ltd.	6,400
Masahiro Sakane	Jun. 2001 President of Komatsu Ltd.	
(Jan. 7, 1941)	Jun. 2003 President & CEO of Komatsu Ltd.	
	Jun. 2007 Representative Director and Chairman of Komatsu Ltd.	
	Jun. 2008 Director of Tokyo Electron Limited (Current)	
	Jun. 2008 Director of the Company (Current)	
	Jun. 2010 Director and Chairman of Komatsu Ltd. (Current)	
	Mar. 2011 Outside Director of ASAHI GLASS Co., Ltd. (Current)	

(Responsibilities)

Member of the Nomination Committee

Member of the Compensation Committee

Nominee for Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of the Exchange and similar regulations in the other Exchanges)

Mr. Sakane has rich managerial experience as the Director and Chairman of Komatsu Ltd. and has held important roles as Vice Chairman of Nippon Keidanren (Japan Business Federation). His achievements and insights have been widely acknowledged both within and outside the Company.

Mr. Sakane is not considered to be in any situations where the degree of independence required by the Exchanges is called in doubt, and hence he is unlikely to have conflicts of interest with general investors.

The Company would like to request his continuation as Outside Director, expecting him to continue to play an exemplary role in determining important managerial matters and oversight of the business

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execution of the Company by applying his rich experience and high degree of independence.

Mr. Sakane will have been in office as an Outside Director for three years at the conclusion of this Annual Meeting of Shareholders.

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
8.	Feb. 1983 Chief Executive of British Airways plc	
Lord Colin Marshall	Jan. 1993 Non-Executive Director of HSBC Holdings plc	
(Nov. 16, 1933)	Feb. 1993 Chairman of British Airways plc	
	Nov. 1995 Chairman of Inchcape plc	
	May 1996 President of CBI (Confederation of British Industry)	
	Jan. 1998 Chairman of Invensys plc	
	Sept. 2003 Chairman of Pirelli UK plc (currently, Pirelli UK Limited) (Current)	
	Oct. 2004 Chairman of Nomura International plc (Current)	
	May 2009 Chairman of Nomura Europe Holdings plc (Current)	
	Jun. 2010 Outside Director of the Company (Current)	

Nominee for Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of the Exchange and similar regulations in the other Exchanges)

Lord Marshall has rich managerial experience and held important positions including Chairman of British Airways plc. His achievements and insights have been widely acknowledged, and he was made a Knight Bachelor in 1987 and was later created a Life Peer.

Lord Marshall is not considered to be in any situations where the degree of independence required by the Exchanges is called in doubt, and hence he is unlikely to have conflicts of interest with general investors.

The Company would like to request his continuation as Outside Director, expecting him to play an exemplary role in determining important managerial matters and oversight of the business execution of the Company by applying his rich and global experience, as well as his high degree of independence.

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Lord Marshall will have been in office as an Outside Director for one year at the conclusion of this Annual Meeting of Shareholders.

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
9.	Feb. 1983 Joined Phillips & Drew/UBS	
	Jun. 1990 Non-Executive Director of LIFFE (London International Financial Futures Exchange)	
Dame Clara Furse	Jun. 1997 Deputy Chairman of LIFFE	
	May 1998 Group Chief Executive of Credit Lyonnais Rouse	
(Sept. 16, 1957)	Jan. 2001 Chief Executive of London Stock Exchange Group	
	Jun. 2009 Non-Executive Director of Legal & General Group plc (Current)	
	Dec. 2009 Non-Executive Director of Nomura International plc (Current)	
	Apr. 2010 Non-Executive Director of Amadeus IT Holding SA (Current)	
	Jun. 2010 Outside Director of the Company (Current)	

Nominee for Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of the Exchange and similar regulations in the other Exchanges)

Dame Clara was Chief Executive of the London Stock Exchange Group from 2001 to 2009 and was made a Dame Commander of the British Empire in 2008. She has rich experience in financial markets, and her achievements and insights have been highly evaluated within and outside the Company.

Dame Clara is not considered to be in any situations where the degree of independence required by the Exchanges is called into doubt, and hence she is unlikely to have conflicts of interest with general investors.

The Company would like to request her continuation as Outside Director, expecting her to play an exemplary role in determining important managerial matters and oversight of the business execution of the Company with her extensive relevant global financial markets experience and high level of independence.

Dame Clara will have been in office as Outside Director for one year at the conclusion of this Annual Meeting of Shareholders.

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
10.	Apr. 1974 Joined the Company	119,653
	Jun. 1995 Director of the Company	
	Apr. 1999 Managing Director of the Company	
Nobuyuki Koga	Jun. 2000 Deputy President of the Company	
	Apr. 2003 Director and President of the Company	
(Aug. 22, 1950)	Jun. 2003 Director, President & CEO of the Company	
	Apr. 2008 Director and Representative Executive Officer of the Company Chairman and Director of Nomura Securities Co., Ltd. (Current)	
	Jun. 2008 Resigned as President & CEO of the Company	

New Nominee for Director

Mr. Koga served as the President & CEO of the Company until the end of March 2008. Mr. Koga currently serves as Chairman and Director of Nomura Securities Co., Ltd., is Chairman of the Securities Strategy Board of the Japan Securities Dealers Association and has thorough knowledge of the Nomura Group's business as well as the securities industry as a whole.

The Company would like to request acceptance of his appointment as a new Director, expecting him to apply his rich experience in determining important managerial matters and in the oversight of the business execution of the Company.

11.	Feb. 1997 Joined Nomura International plc	
	Jul. 1999 Head of Risk Management, Nomura International plc	
	Mar. 2005 COO, Nomura International plc	
David Benson	Aug. 2007 Resigned from Nomura International plc	
	Nov. 2008 Chief Risk Officer (CRO), Senior Managing Director of the Company	
(Feb. 9, 1951)	Jan. 2011 Vice Chairman of the Company (Senior Managing Director) Risk and Regulatory Affairs	
	Apr. 2011 Vice Chairman of the Company (Senior Managing Director) (Current)	

New Nominee for Director

Mr. Benson has held a number of significant positions in financial institutions mainly in Europe and has spent over 10 years with Nomura in a range of roles including CRO of the Company. He has thorough knowledge of the Nomura Group's business and in particular has strong expertise in risk management.

The Company would like to request acceptance of his appointment as a new Director, expecting him to apply his experience and expertise to further enhance the oversight function of the Board of Directors in the area of risk management.

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
12. Takao Kusakari (Mar. 13, 1940)	Apr. 1964 Joined Nippon Yusen Kabushiki Kaisha (NYK Line) Aug. 1999 President of NYK Line Apr. 2002 President, President Corporate Officer of NYK Line Apr. 2004 Chairman, 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. 2009 Outside Statutory Auditor of Nippon Steel Corporation (Current) Jun. 2010 Corporate Advisor of NYK Line (Current)	

New Nominee of Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of the Exchange and similar regulations in the other Exchanges)

Mr. Kusakari has rich managerial experience as the Chairman of NYK Line and has held important roles as Vice Chairman of Nippon Keidanren (Japan Business Federation) and President of Council for Regulatory Reform. His achievements and insights have been widely acknowledged both within and outside the Company.

Mr. Kusakari is not considered to be in any situations where the degree of independence required by the Exchanges is called in doubt, and hence he is unlikely to have conflicts of interest with general investors.

The Company would like to request acceptance of his appointment as a new Outside Director, expecting him to play an exemplary role in determining important managerial matters and oversight of the business execution of the Company by applying his rich experience as well as his high degree of independence.

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Name		Shareholdings
(Date of Birth)	Brief Personal History and Significant Concurrent Positions	of the Company
13.	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	
Toshinori Kanemoto	Oct. 1996 President of ICPO-INTERPOL	
	Aug. 2000 President, National Police Academy	
(Aug. 24, 1945)	Apr. 2001 Director of Cabinet Intelligence, Cabinet Secretariat, Government of Japan	
	Jan. 2007 Registered as Attorney-at-Law (Dai-ichi Tokyo Bar Association)	
	Sept. 2007 Of-Counsel, City-Yuwa Partners (Current)	
	Jun. 2008 Outside Statutory Auditor of Kameda Seika Co., Ltd. (Current)	

New Nominee of Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of the Exchange and similar regulations in the other Exchanges)

Following his experiences such as Director General of International Affairs in National Police Agency, as President of ICPO-INTERPOL and as Director of Cabinet Intelligence in Japan, Mr. Kanemoto is currently active as an attorney with sophisticated expertise in his field. His achievements have been widely acknowledged both within and outside the Company.

Mr. Kanemoto is not considered to be in any situations where the degree of independence required by the Exchanges is called in doubt, and hence he is unlikely to have conflicts of interest with general investors.

The Company would like to request acceptance of his appointment as a new Outside Director, expecting him to play an exemplary role in determining important managerial matters and oversight of the business execution of the Company by applying his rich experience, advanced expertise as well as his high degree of independence.

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Name	Brief Personal History and Significant Concurrent Positions	Shareholdings of the Company
(Date of Birth) 14. Michael Lim Choo San (Sept. 10, 1946)	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) Jul. 2006 Non-Executive Chairman of Nomura Singapore Ltd. (Current) Nov. 2007 Member of the Legal Service Commission, Singapore (Current) Feb. 2009 Non-Executive Director of Nomura Asia Holding N.V. (Current)	

New Nominee of Outside Director (Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act)

Acknowledged as Independent Director (An outside director who is acknowledged not to have conflicts of interest with general investors in accordance with Article 436-2 of Securities Listing Regulations of the Exchange and similar regulations in the other Exchanges)

Mr. Lim has held a number of significant positions including as the Executive Chairman of PricewaterhouseCoopers, Singapore and has extensive knowledge of international accounting standards. He has also served in a number of public service related roles, and was awarded with national honors by the government of Singapore three times during the period between 1998 and 2010. His achievements and insights have been widely acknowledged both within and outside the Company.

Mr. Lim is not considered to be in any situations where the degree of independence required by the Exchanges would be called into doubt, and hence he is unlikely to have conflicts of interest with general investors.

The Company would like to request acceptance of his appointment as a new Outside Director, expecting him to play an exemplary role in determining important managerial matters and oversight of the business execution of the Company by applying his rich and global experience, as well as his high degree of independence.

Note 1: There are no particular conflicts of interest between the Company and the above-mentioned nominees.

Note 2: The Company has respectively entered into a limitation of liability agreement with each nominee currently serving as an Outside Director, Mr. Haruo Tsuji, Mr. Tsuguoki Fujinuma, Mr. Masahiro Sakane, Lord Colin Marshall and Dame Clara Furse, which limit his/her liabilities for damages to the Company pursuant to the provisions of Article 423, Paragraph 1

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of the Companies Act. The liability under the agreement is limited to the higher of 20 million yen or the amount prescribed by laws and ordinances. If their reelections are approved, the Company shall continue said limitation of liability agreements. If the nominees Mr. Toshinori Kanemoto, Mr. Takao Kusakari and Mr. Michael Lim Choo San are elected as Directors, the Company shall enter into a similar limitation of liability agreement with each nominee.

Note 3: 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. on October 2001. References to the Company prior to October 2001 in the personal histories above refer to responsibilities at The Nomura Securities Co., Ltd.

Reference

Directors to be appointed to the Nomination Committee, Compensation Committee and Audit Committee:

Nomination Committee: Nobuyuki Koga (chairman), Masahiro Sakane and Toshinori Kanemoto

Compensation Committee: Nobuyuki Koga (chairman), Masahiro Sakane and Toshinori Kanemoto

Audit Committee: Haruo Tsuji (chairman), Tsuguoki Fujinuma and Masanori Itatani

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Proposal 2: Amendments to the Articles of Incorporation

1. Reasons for Amendment

(1) Responding to Basel III Capital Adequacy Requirements

With the aim of preventing the reoccurrence of a financial crisis, the Basel Committee on Banking Supervision, an institution comprised of financial regulators from various major industrialized countries, has agreed to set higher and better-quality capital requirements applicable to global financial institutions (i.e., Basel III). Specifically, there will be a requirement to maintain a certain percentage of common equity capital (i.e. common shares and retained earnings) of risk assets, an increase in the minimum capital adequacy ratio and stricter standards on what can be included into capital.

In order to be included as capital under Basel III, preferred shares or subordinated debt must be designed with a provision in the relevant terms of issuance allowing for the security to be written-down or converted into common equity in the event deemed necessary by the relevant authority (a supervisory trigger).

The Company would like to take this opportunity to amend its Articles of Incorporation to respond to these Basel III capital adequacy requirements. The proposal is to add a provision that would make it possible to attach conditions to the issuance of each class of preferred stock allowing for compulsory conversion into common shares in the event of a supervisory trigger or other specified conditions. No other changes to the provisions concerning preferred shares are proposed at this time.

The Basel III rules will be phased in from January 2013 and take full effect in 2019. As it is not yet possible to determine the specific details of the shares that can be issued in this respect; the Company does not intend to issue securities attached with a conversion trigger at this time. Any evaluation of such issuances in the future will reflect regulatory announcements on the specific requirements for implementation.

(Please refer to proposed new Article 18 (Conditions for Redemption) in the Table of Proposed Amendments below.)

(2) Additions to Business Purpose

Nomura Group desires to proactively advocate a broad range of initiatives related to the economy, financial and capital markets, and infrastructure. The proposal is to add in the necessary amendments to expressly provide for these in the Articles of Incorporation. (Please refer to proposed new Article 2 (Purpose) in the Table of Proposed Amendments below.)

(3) Procedures/Adaptability

(a) Chairman of Shareholders Meetings

In order to maintain flexibility in conducting shareholders meetings, the requirement for the President & CEO of the Company to act as chairman at meetings of the shareholders shall be amended to allow for any director or executive officer designated by the Board of Directors in advance to assume such role. (Please refer to proposed new Article 24 (Chairman of Meetings) in the Table of Proposed Amendments below.)

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(b) Record Date for Holders of Class Shares

The proposal is to set a record date for meetings of class shareholders in order to accommodate convocation procedures for meetings of class shareholders. (Please refer to proposed new Article 27 (Meetings of Class Shareholders) in the Table of Proposed Amendments below.)

(c) Executive Officers with Titles

Regarding the organization of executive officers with titles, the proposal is to make the necessary changes to in order to allow for an adaptable management system. (Please refer to proposed new Article 39 (Representative Executive Officers and Executive Officers with Special Titles) in the Table of Proposed Amendments below.)

2. Table of Proposed Amendments¹

(Proposed changes underlined.)

Current	Proposed Amendment
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
Article 2. (Purpose)	Article 2. (Purpose)
1. The purpose of the Company shall be, by means of holding shares, to control and manage the business activities of domestic companies which engage in the following businesses and the business activities of foreign companies which engage in the businesses equivalent to the following businesses:	1. The purpose of the Company shall be, by means of holding shares <u>or similar interests</u> , to control and manage the business activities of domestic companies which engage in the following businesses and the business activities of foreign companies which engage in the businesses equivalent to the following businesses:
(1) Financial instruments business prescribed in the Financial Instruments and Exchange Act;	(1) Financial instruments business prescribed in the Financial Instruments and Exchange Act;
(2) Banking business prescribed in the Banking Act and trust business prescribed in the Trust Business Act; and	(2) Banking business prescribed in the Banking Act and trust business prescribed in the Trust Business Act; and
(3) Any other financial services and any business incidental or related to such financial services.	(3) Any other financial services and any business incidental or related to such financial services.
[new addition]	(4) <u>Other than as prescribed in the Items above, any other business ancillary or related to survey and research in connection with the economy, financial or capital markets, or infrastructure or undertaking the outsourcing thereof.</u>
2. [omitted]	2. [no change]

¹ In the Articles of Incorporation, executive officers refers to specified officers with responsibilities and status as defined under the Companies Act of Japan (*shikkoyaku*).

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Current CHAPTER III PREFERRED SHARES	Proposed Amendment CHAPTER III PREFERRED SHARES
<p>Article 18. (<u>Provision</u> for Redemption)</p> <p>1. [omitted]</p> <p>2. [omitted]</p> <p>[new addition]</p>	<p>Article 18. (<u>Conditions</u> for Redemption)</p> <p>1. [no change]</p> <p>2. [no change]</p> <p>3. <u>With respect to Class 1 preferred stock, Class 2 preferred stock, Class 3 preferred stock or Class 4 preferred stock, upon the occurrence of certain events specified in a resolution of the board of directors or a determination by executive officer(s) under authorities delegated by a resolution of the board of directors (including the event that the Company's capital adequacy ratio or other measure of regulatory capital falls below a pre-determined threshold, and/or the event that a supervisory agency (or an equivalent body) determines that a write-down, capital injection by a public institution or other equivalent action is necessary for the Company) prior to the issuance of the relevant class of preferred stock, the Company shall redeem in whole or in part any such preferred shares issued with such conditions. In such event, the Company shall deliver common shares of the Company to each relevant Preferred Shareholder in exchange for such preferred shares, in a number determined prior to the issuance of the such preferred shares by a resolution of the board of directors or a determination by executive officer(s) under authorities delegated by a resolution of the board of directors, considering the subscription price of the preferred shares, the market value of the Company's common stock and market conditions. An upper limit for the common stock to be delivered in exchange for the relevant preferred shares may also be set pursuant to such resolution or determination. In the event that the number of common shares to be delivered in exchange for the Company's redemption of such preferred shares includes a fraction of less than one (1) share, that fraction shall be handled pursuant to Article 234 of the Companies Act.</u></p>

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Current CHAPTER IV	Proposed Amendment CHAPTER IV
MEETINGS OF SHAREHOLDERS	MEETINGS OF SHAREHOLDERS
Article 24. (Chairman of Meetings)	Article 24. (Chairman of Meetings)
<u>President & Chief Executive Officer</u> shall act as chairman of a meeting of shareholders; provided, however, that when <u>President & Chief Executive Officer</u> is unable so to act, <u>one of the other representative executive officers</u> shall take his/her place in accordance with the order of priority predetermined by a resolution of the board of directors.	<u>A director or executive officer designated in advance by the board of directors</u> shall act as the chairman of a meeting of shareholders; provided, however, that when <u>the relevant director or executive officer</u> is unable to so act, <u>another person</u> shall take his/her place in accordance with the order of priority predetermined by a resolution of the board of directors.
Article 27. (Meetings of Class Shareholders)	Article 27. (Meetings of Class Shareholders)
1. [omitted]	1. [no change]
2. [omitted]	2. [no change]
3. The provisions of Article 21, Paragraph 2 and Articles <u>23</u> through 25 herein shall apply <i>mutatis mutandis</i> to the meetings of class shareholders.	3. The provisions of Article 21, Paragraph 2 and Articles <u>22</u> through 25 herein shall apply <i>mutatis mutandis</i> to the meetings of class shareholders.
CHAPTER VII EXECUTIVE OFFICERS	CHAPTER VII EXECUTIVE OFFICERS
Article 39. (Representative Executive Officers and Executive Officers with Special Titles)	Article 39. (Representative Executive Officers and Executive Officers with Special Titles)
1. [omitted]	1. [no change]
2. The Company may, by a resolution of the board of directors, appoint one (1) President & Chief Executive Officer, one (1) or more Deputy Presidents, <u>Executive Vice Presidents and Senior Corporate Managing Director</u> .	2. The Company may, by a resolution of the board of directors, appoint one President, <u>one Chairman and</u> one or more <u>Vice Chairmen</u> , Deputy Presidents <u>or alternatively titled officers from among its executive officers</u> .

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[English Translation]

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

Report for the 107th Fiscal Year

From April 1, 2010 to March 31, 2011

I. Current State of Nomura Group

1. Fundamental Management Policy and Structure of Business Operations Fundamental Management Policy

Nomura Group is committed to a management vision of firmly establishing itself as a globally competitive financial services group. We will seek to realize this vision and increase shareholder value by strengthening our base in the Japanese securities businesses, developing world-class businesses in other regions, and consolidating our comprehensive global strength.

We will establish our new growth model by working with our clients, providing them with the best solutions, and realizing the expansion of our business in new domains. Our management target is to maintain an average consolidated return on shareholders' equity (ROE) of 10% to 15% over the medium to long term. However, we cannot deny that the capital requirements that are under consideration by Basel Committee on Banking Supervision or other financial regulators may impact us.

In addition, we put high priority on compliance with applicable laws, regulations and proper corporate behavior, and we build compliance into our daily business operations.

Structure of Business Operations

Nomura Group is organized around globally-linked business divisions under a unified strategy, rather than individual legal entities. Nomura Group's operations are comprised of Retail, Asset Management, and Wholesale divisions. We will strive to achieve a higher level of specialization in each division, advance and expand our business in each respective area, and maximize the collective strength of Nomura Group by enhancing cross-divisional and regional collaboration.

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

(1) Summary

In the beginning of fiscal 2010, emerging countries drove economic activity in Japan and throughout the world. In April 2010, the Tokyo Stock Price Index (TOPIX) hit 998 points, the highest level of the period, while the S&P500 Index topped 1,200 points.

In May, bond markets became unstable in the face of sovereign debt problems in Greece and other countries in Europe. This resulted in a significant decline in liquidity, creating an adverse business environment.

In the second half of the year, the market settled down and client-flow businesses recovered. In the United States of America (U.S.), the FRB continued its quantitative easing measures and otherwise tried to spur the economy in response to the delay in recovery of the employment situation and continued weakness in the housing market. The economy responded by showing signs of recovery, which helped the S&P500 Index rebound from its fiscal year low of 1,022 points in July 2010 to 1,325 points at the end of March 2011.

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During this time, China and other emerging countries continued to enjoy strong economic growth on the back of robust domestic demand and enhanced economic partnerships within Asia. A few countries, including India and China, shifted to a monetary tightening policy upon sensing some economic overheating. Meanwhile, sovereign debt problems continued to be a cause of concern in certain European countries.

The East Japan Earthquake in March negatively impacted business sentiment in Japan. The TOPIX temporarily dropped below 800 points, but subsequently rebounded to end the fiscal year at 869 points. The yen-dollar exchange rate also fell to a post-war high in the 76 yen range at one point, but then closed the fiscal year in the 83 yen range.

Concerning financial regulations, the outline for Basel III (new capital requirement regulations for financial institutions) has become clearer as regulations on and oversight of financial institutions is becoming more stringent. Going forward, we must continue to carefully address related developments.

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Amid this environment, in line with our client-focused business strategy, the Retail division promoted investment consultation services and diversified its product offering, while the Asset Management division made efforts to expand assets under management and enhance investment performance, both in Japan and overseas. In the Wholesale division, created in April 2010, collaboration between businesses was bolstered, while initiatives were undertaken to increase revenues from client-flow businesses as well as to diversify the products and solutions offered. Investments aimed at building up the business platform, along with initiatives to manage costs, allowed us to post an overall profit for the eighth consecutive quarter, as well as to record profits in all three segments.

We posted net revenue of 1,130.7 billion yen for the fiscal year ended March 31, 2011, a 1.7% decline from the previous year. Non-interest expenses decreased 0.8% from the previous year to 1,037.4 billion yen, income before income taxes was 93.3 billion yen, and net income attributable to the shareholders of Nomura Holdings, Inc. (NHI) was 28.7 billion yen. Consequently, ROE for the full fiscal year was 1.4%.

Consolidated Financial Results

	Billions of yen For the year ended		% Change (A-B)/(B)
	March 31, 2011 (A)	March 31, 2010 (B)	
Net revenue	1,130.7	1,150.8	(1.7)
Non-interest expenses	1,037.4	1,045.6	(0.8)
Income (loss) before income taxes	93.3	105.2	(11.4)
Income tax expense	61.3	37.2	65.0
Net income (loss)	31.9	68.1	(53.1)
Less: Net income (loss) attributable to noncontrolling interests	3.3	0.3	
Net income (loss) attributable to NHI shareholders	28.7	67.8	(57.7)
Return on shareholders' equity*	1.4%	3.7%	

* Return on shareholders' equity is a ratio of Net income (loss) attributable to NHI shareholders to Total NHI shareholders' equity.

(2) Segment Information

In April 2010, we realigned our reporting segments in relation to how we operate and manage our business by merging the Global Markets, Investment Banking, and Merchant Banking divisions into the Wholesale division. We now divide our business segments into three divisions of Retail, Asset Management and Wholesale.

Business Segment Results

	Billions of yen For the year ended		% Change (A-B)/(B)
	March 31, 2011 (A)	March 31, 2010 (B)	
Net revenue	1,147.6	1,141.4	0.5
Non-interest expenses	1,037.4	1,045.6	(0.8)
Income (loss) before income taxes	110.2	95.8	14.9

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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, 2011 was 1,147.6 billion yen, an increase of 0.5% from the previous year. Non-interest expenses decreased by 0.8% from the previous year to 1,037.4 billion yen. Income before income taxes was 110.2 billion yen for the fiscal year ended March 31, 2011.

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	Billions of yen For the year ended		% Change
	March 31, 2011 (A)	March 31, 2010 (B)	(A-B)/(B)
Net revenue	392.4	388.3	1.1
Non-interest expenses	291.2	274.9	5.9
Income (loss) before income taxes	101.2	113.4	(10.7)

Net revenue increased by 1.1% from the previous year to 392.4 billion yen, due primarily to increasing revenues from bond related products and investment trust related products. Non-interest expenses increased by 5.9% to 291.2 billion yen. As a result, income before income taxes decreased by 10.7% to 101.2 billion yen.

The Retail division focused on providing clients investment consultation services to accommodate client needs. To accommodate increasing client needs, five new branches were opened, and services provided by both the Call Center and via the internet were enhanced.

Investment consultation services resulted in balanced business growth, centered on equities, bonds, investment trusts and insurance products. There was a 3.9 trillion yen net inflow in retail client assets during the fiscal year. Due to the impact of the March earthquake on the stock market, total retail client assets dropped to 70.6 trillion yen at the end of the fiscal year, from 73.5 trillion yen at the end of the previous fiscal year. However, the number of client accounts increased by 50,000 to end the fiscal year at 4.94 million accounts, indicating steady growth in the business base.

Operating Results of Asset Management

	Billions of yen For the year ended		% Change
	March 31, 2011 (A)	March 31, 2010 (B)	(A-B)/(B)
Net revenue	80.7	70.4	14.8
Non-interest expenses	55.7	51.8	7.6
Income (loss) before income taxes	25.1	18.6	34.7

Net revenue increased by 14.8% from the previous year to 80.7 billion yen. Non-interest expenses increased by 7.6% to 55.7 billion yen. As a result, income before income taxes increased by 34.7% to 25.1 billion yen.

In the investment trust business, multi-currency funds and funds investing in Japanese equities continued to see an inflow of money, helping to expand our share of the publicly offered investment trusts market. In the investment advisory business, there was a steady increase in mandates from institutional investors, especially overseas pension funds and government-related institutions. Assets under management were 24.7 trillion yen as of March 31, 2011.

Also, LIC Nomura Mutual Fund Asset Management Company began operations during the fiscal year, marking our full-fledged entry into the investment trust business in India. LIC Nomura Mutual Fund Asset Management Company is a joint venture with Life Insurance Corporation of India Group, India's largest life insurance company.

Operating Results of Wholesale

	Billions of yen For the year ended	% Change (A-B)/(B)
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	March 31, 2011 (A)	March 31, 2010 (B)	
Net revenue	630.5	789.5	(20.1)
Non-interest expenses	623.8	614.3	1.5
Income (loss) before income taxes	6.7	175.2	(96.2)

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Net revenue decreased by 20.1% from the previous year to 630.5 billion yen. Our performance was most challenged in the first quarter, due primarily to the financial market turmoil related to Greece and the European sovereign crisis. As we shifted to a more profit-oriented strategy, our performance stabilized and improved from second quarter to fourth quarter, demonstrating good business momentum. Non-interest expenses increased by 1.5% to 623.8 billion yen, mostly as a result of international business expansion in the first half of the fiscal year. Personnel costs were kept tight through increased discipline and a pay for performance culture. Nevertheless, income before income taxes dropped to 6.7 billion yen.

The formal establishment of the Wholesale division from April 2010 led to closer collaboration between business lines, and as a result we executed a number of cross-divisional transactions between Global Markets and Investment Banking.

Global Markets

Despite the overall drop in revenues amid difficult market conditions, client revenues increased as our investments in our client franchise and a broader product offering continued to produce results.

In Equities, we continued to round out our research and execution platforms overseas, and execution services again provided the largest revenue contribution. We also responded effectively to client needs and provided substantial liquidity to clients after the East Japan Earthquake, thus capturing a higher market share in Japan.

In Fixed Income, we successfully diversified our revenue mix between products and regions. From a regional point of view, we saw a big jump in contribution from the Americas (in our first full year of operation), and Asia revenues also rose year on year. In terms of products, securitized products showed the largest revenue increase, and FX was also up, while rates and credit performed relatively well.

Our #1 research ranking in Japan Equity and Fixed Income, and now in the top 10 in most other regions, demonstrates notable progress in our client franchise.

Investment Banking

We executed a number of landmark transactions globally, in many cases with new clients. We won multiple mandates for large international deals, including major cross-border M&A transactions and important equity financings in EMEA and Asia, including China. We also established a meaningful yet focused presence in the Americas. In Japan, we maintained our dominant position in equity underwriting, bond underwriting and M&A advisory, ranking number one in the fiscal year league tables in each area. In addition, we improved our product mix, by successfully executing a number of leveraged finance and high yield transactions.

We have diversified revenue sources by strengthening our product mix and by deepening our coverage in target markets.

Other

	Billions of yen		% Change (A-B)/(B)
	March 31, 2011 (A)	March 31, 2010 (B)	
Net revenue	43.9	(106.8)	
Non-interest expenses	66.7	104.5	(36.2)
Income (loss) before income taxes			