

(Translation)

**REGULATIONS OF THE NOMINATION COMMITTEE
OF
NOMURA HOLDINGS, INC.**
(Nomura Horudingusu Kabushiki Kaisha)

Article 1. (Purpose)

1. Pursuant to the “Regulations of the Organization”, these Regulations shall provide for necessary matters with respect to the operation of the Nomination Committee.

2. The purpose of the Nomination Committee is to establish the appropriate management structure of the Nomura Group through its performance.

3. All matters concerning the Nomination Committee shall, except as otherwise provided for by laws or ordinances or by the Articles of Incorporation, be governed by the provisions of these Regulations.

Article 2. (Constitution)

1. The Nomination Committee shall consist of Directors appointed by the resolution of the Board of Directors (hereinafter, referred to as the “Member Directors”).

2. The Nomination Committee shall consist of three or more Member Directors; provided, however, that the majority of the Member Directors shall be outside Directors.

3. The Board of Directors shall, by its resolution, appoint the Chairman of the Nomination Committee.

Article 3. (Holding of Meetings)

A meeting of the Nomination Committee shall be held not less frequently than annually.

Article 4. (Place of Holding of Meetings)

Meetings of the Nomination Committee shall be held at the head office of the Company; provided, however, that, if necessary, the meetings may be held at any other place or by telephone or other means at two or more places.

Article 5. (Convocation of Meetings)

Meetings of the Nomination Committee shall be convened by the Chairman of the Nomination Committee. However, any other Member Directors may convene a meeting of the Nomination Committee.

Article 6. (Convocation Notices)

1. Any Member Director who is going to convene a meeting of the Nomination Committee shall give notice thereof to each Member Director at least two (2) days prior to the date set for such meeting.

2. With the consent of all Member Directors, a meeting of the Nomination Committee may be held without following the convocation procedure provided for in the foregoing paragraph.

Article 7. (Agenda)

The agenda of a meeting of the Nomination Committee shall be notified in advance to each Member Director; provided, however, that in an unavoidable case, the foregoing shall not be applied.

Article 8. (Chairman of Meetings)

The Chairman of the Nomination Committee shall act as a chairman of meetings of the Nomination Committee. If the Chairman of the Nomination Committee is unable to act, another Member Director shall be designated as a chairman upon consultation among the other Member Directors.

Article 9. (Resolutions)

1. The resolution of a meeting of the Nomination Committee shall be adopted by an affirmative vote of a majority of the Member Directors present which Member Directors present shall constitute a majority of all Member Directors who are then in office and entitled to participate in the voting.

2. No Member Director who has a special interest in any matter requiring a resolution shall be entitled to participate in the voting on such matter.

Article 10. (Matters Requiring Resolutions)

The Nomination Committee shall determine the particulars of a proposal concerning the election and dismissal of Directors to be submitted to a general meeting of shareholders and shall also determine the Independence Criteria for Outside Directors.

Article 11. (Attendance of Persons Other Than Member Directors)

1. The Nomination Committee may ask persons other than Member Directors to attend a meeting of the Nomination Committee, to report on the relevant matters and to express their opinions thereat whenever necessary.

2. The Directors, Executive Officers, Senior Managing Directors or employees attending a meeting of the Nomination Committee pursuant to the foregoing paragraph shall explain to the Nomination Committee matters demanded by the Nomination Committee.

Article 12. (Minutes of Meetings)

1. The substance of proceedings at a meeting of the Nomination Committee, the results thereof and other matters prescribed by laws or ordinances shall be recorded in minutes (including electronic records; the same applies hereinafter) of the meeting, and the Member Directors present shall affix their signatures or their names and seals (including electronic signatures; the same applies hereinafter) thereto.

2. The minutes of the meetings of the Nomination Committee shall be kept at the head office of the Company for ten (10) years from the day on which the meeting was held.

3. The minutes of the meetings of the Nomination Committee shall not be offered to perusal or permitted to be reproduced, except to the shareholders or creditors who have complied with formalities prescribed by laws or ordinances.

4. Any Director may peruse or reproduce the minutes of the meetings of the Nomination Committee.

Article 13. (Notices to Absent Member Directors)

Resolutions made at a meeting of the Nomination Committee shall be notified to Member Directors who were absent from such meeting.

Article 14. (Report to the Board of Directors)

The Member Director appointed by the Nomination Committee shall report to the Board of Directors on the status of execution of the function in Nomination Committee without delay; provided, however, that if the

matter is reported to all Directors by the Member Director so appointed, it shall not be required to be reported at the meeting of the Board of Directors.

Article 15. (Omission of Report to the Nomination Committee)

1. Notwithstanding the provisions of these Regulations, if any matter prescribed by laws or ordinances or these Regulations to be reported to the Nomination Committee is reported by Directors or Executive Officers to all Member Directors, such any matter shall not be required to be reported at the meeting of the Nomination Committee.

2. In the case of the foregoing paragraph, the substance of the matter not required to be reported at a meeting of the Nomination Committee and other matters prescribed by laws or ordinances shall be recorded in minutes, and all the Member Directors shall affix their signatures or their names and seals thereto.

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Supplementary Provision

These Regulations shall come into force as from June 26, 2003.

Dates of Amendments

April 1, 2006
October 1, 2008

May 1, 2006
September 30, 2015

June 28, 2006