

Nomura Announces Results of Tender Offer for Shares of Tsubaki Nakashima Co., Ltd.

Tokyo, February 22, 2007—Nomura Principal Finance Co., Ltd. (“NPF”), a wholly owned subsidiary of Nomura Holdings, Inc. (“NHI”), today announced that TNN Investment Co., Ltd. (the “Tender Offeror”), as the tender offeror with 100% of its shares held by NPF, has completed its acquisition of the common stock and the stock acquisition rights of Tsubaki Nakashima Co., Ltd. (the “Target Company”) as of February 21, 2007.

This tender offer (the “Tender Offer”) was approved at a meeting of NPF’s Board of Executive Officers held on January 22, 2007, and commenced on January 23, 2007.

1. Outline of Tender Offer (as announced on January 22, 2007)

(1) Trade Name of the Tender Offeror and address of its head office

TNN Investment Co., Ltd.

2-2, Otemachi 2-chome, Chiyoda-ku, Tokyo

(2) Trade Name of the Target Company

Tsubaki Nakashima Co., Ltd.

(3) Class of Shares, etc. to be purchased

Common Stock

Stock Acquisition Rights

- a. Stock acquisition rights (the “Series 1 Stock Acquisition Rights”) which were granted pursuant to the resolution of the 100th ordinary general meeting of shareholders held on June 27, 2002, and the resolution of the meeting of the Board of Directors held on March 10, 2003.
- b. Stock acquisition rights (the “Series 2 Stock Acquisition Rights”) which were granted pursuant to the resolution of the 101st ordinary general meeting of shareholders held on June 27, 2003, and the resolution of the meeting of the Board of Directors held on March 8, 2004.
- c. Stock acquisition rights (the “Series 3 Stock Acquisition Rights”) which were granted pursuant to the resolution of the 102nd ordinary general meeting of shareholders held on June 29, 2004, and the resolution of the meeting of the Board of Directors held on February 18, 2005.

- d. Stock acquisition rights (the “Series 4 Stock Acquisition Rights”) which were granted pursuant to the resolution of the 103rd ordinary general meeting of shareholders held on June 29, 2005, and the resolution of the meeting of the Board of Directors held on February 16, 2006.

(4) Duration of Tender Offer

Tuesday, January 23, 2007, to Wednesday, February 21, 2007 (21 business days)

(5) Tender Offer Price:	Share Certificates	2,100 yen per share
	Series 1 Stock Acquisition Rights	1 yen per right
	Series 2 Stock Acquisition Rights	1 yen per right
	Series 3 Stock Acquisition Rights	1 yen per right
	Series 4 Stock Acquisition Rights	1 yen per right

2. Results of Tender Offer

(1) Number of Share Certificates and Other Securities Tendered and Purchased

Type of Certificate	Number of Shares Tendered	Number of Shares Purchased
Share Certificate	48,294,508	48,294,508
Certificate of Stock Acquisition Rights	0	0
Certificate of Bond with Stock Acquisition Rights	—	—
Deposit Receipt for Share Certificates and Other Securities	—	—
Total	48,294,508	48,294,508

(2) Status of Tender Offer

The Tender Offeror imposed a condition that, if the total number of tendered shares was less than the minimum number of shares planned to be purchased (33,466,527 shares), the Tender Offeror would not purchase any of the tendered shares.

In the actual Tender Offer, the total number of tendered shares exceeded the minimum number of shares planned to be purchased. Accordingly, the Tender Offeror will purchase all of the tendered shares as described in the Notice of the Tender Offer and the Tender Offer Registration Statement.

(3) Ownership Percentage of Share Certificates and Other Securities as a Result of the Tender Offer

Number of Voting Rights Represented by Share Certificates and Other Securities Owned by Tender Offeror after Tender Offer	482,946	(Ownership Percentage of Share Certificates and Other Securities after Tender Offer: 97.18%)
Total Number of Voting Rights of Shareholders of Target Company	487,788	

(Note 1) “The Total Number of Voting Rights of Shareholders of the Target Company” represents the number of voting rights of all of the shareholders (a whole unit of the shares being 100 shares) as of September 30, 2006, as described in the 105th Semi-Annual Securities Report submitted by the Target Company to the Kanto Local Finance Bureau on December 22, 2006.

(Note 2) Because shares constituting less than a whole unit and shares relating to the stock acquisition rights for stock options which will be issued or transferred upon exercise of the Series 1 through Series 3 Stock Acquisition Rights of the Target Company prior to the last day of the Tender Offer Period are also subject to the Tender Offer, for the purpose of calculating the “Ownership Percentage of Shares Certificates and Other Securities after Tender Offer,” the “Total Number of Voting Rights of Shareholders of the Target Company” is calculated to be 9,180 units.

This number is calculated by adding 53,911 shares constituting less than a whole unit (excluding treasury shares held by the Target Company), 58,600 mutually-held shares (excluding treasury shares), 1,000 shares which are listed on the shareholders registry under the name of the Target Company but are not effectively held by the Target Company and 8,045 units of voting rights relating to 804,500 shares of the Target Company transferred upon exercise of 1,609 units of Stock Acquisition Rights of the Target Company after October 1, 2006 and prior to the last day of the Tender Offer Period to 487,788 voting rights of the Target Company held by the shareholders described in the 105th Semi-Annual

Securities

Report of the Target Company.

(Note 3) "Ownership Percentage of Share Certificates and Other Securities after Tender Offer" is rounded to the nearest hundredth.

(4) Calculation of Purchase of Shares based on the Pro Rata Method

N/A

(5) Funds Required for the Tender Offer

101,418 million yen

(6) Method of Settlement

a. Name and Location of Head Office of Securities Company or Financial Institution, etc. in Charge of Settlement

Nomura Securities Co., Ltd.

9-1 Nihonbashi 1-chome, Chuo-ku, Tokyo

b. Commencement Date of Settlement

Friday, March 2, 2007

c. Method of Settlement

A notice of purchase will be mailed to the address of the applying shareholder (the "Applying Shareholder") (or the standing proxy in the case of Non-Japanese Shareholders) without delay after the end of the Tender Offer Period. Payment of the purchase price will be made in cash. The Tender Offer Agent will, in accordance with the shareholder's instructions, remit the purchase price for share certificates or certificates of the stock acquisition rights without delay after the commencement date of settlement to the account designated by the Applying Shareholder (or the standing proxy in the case of Non-Japanese Shareholders) or pay at the head office or branch offices of the Tender Offer Agent.

3. Location at which a copy of the Tender Offer Report is available to public

TNN Investment Co., Ltd.

2-2, Otemachi 2-chome, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1, Kabuto-cho, Nihonbashi, Chuo-ku, Tokyo

Osaka Securities Exchange, Co., Ltd.

8-16, Kitahama 1-chome, Chuo-ku, Osaka

4. Outlook ***(Post-Tender Offer Plans)***

The Tender Offeror plans to propose implementing, after the completion of the Tender Offer, an exchange of shares (*kabushiki kokan*) (the “Exchange of Shares”) making the Tender Offeror the parent company and the Target Company its wholly owned subsidiary and to merge with the Target Company thereafter. The ratio of the Exchange of Shares will be calculated based on a comparison of the values of shares of the Tender Offeror and the Target Company after the Tender Offer. In the Exchange of Shares, the number of shares of the Tender Offeror to be provided to each shareholder of the Target Company who did not tender their shares in the Tender Offer (the “Remaining Shareholders”) is planned to be a fractional number constituting less than one share.

As a result, in the Exchange of Shares, the Tender Offeror contemplates providing the Remaining Shareholders, in accordance with applicable laws and regulations, an amount of cash determined by converting the number of shares of the Tender Offeror attributable to each of the Remaining Shareholders into a fractional number and applying the ratio of the fractional shares held by each of the Remaining Shareholders to the aggregate amount of cash that would be obtained from the sale of the total number of fractional shares. Although the amount of cash to be received by the Remaining Shareholders is expected to be based on the purchase price of the Tender Offer, such amount of cash could potentially be different from the price that the Remaining Shareholders would have received if they had tendered their shares in the Tender Offer.

Upon the Exchange of Shares, shareholders of the Target Company, which will become a wholly owned subsidiary, may exercise appraisal rights to require the Target Company to purchase their shares pursuant to legal and regulatory procedures. In this case, the purchase price per share may be different from (a) the purchase price of the Tender Offer and (b) the amount of cash per share of the Target Company provided in the Exchange of Shares. Regarding the tax treatment of the Tender Offer, the provision of cash through the Exchange of Shares and exercise of appraisal rights in respect of the Exchange of Shares, please consult your tax advisor.

At this point, the Tender Offeror plans to implement the Exchange of Shares as described above. However, the Tender Offeror may adopt a different structure having the same effect as the Exchange of Shares, based on any changes to laws, taxes or regulatory frameworks applicable to the Exchange of Shares, or any interpretation by the relevant authorities thereof. In the event that the Tender Offeror may adopt a different transaction structure other than the Exchange of Shares, the Tender Offeror will disclose the details of

such structure as soon as it is determined.

(Untendered Stock Acquisition Rights)

In connection with stock acquisition rights of the Target Company which Tender Offer fails to acquire, in order to make the Target Company a wholly owned subsidiary of the Tender Offeror, upon the Exchange of Shares, the Tender Offeror plans to acquire all such stock acquisition rights (for example by acquiring pursuant to the repurchase provisions provided for in the issuance guidelines) and thereby extinguish all such stock acquisition rights.

(Possible delisting of the Target Company's shares)

After the Tender Offer and a series of subsequent procedures, the shares of the Target Company are planned to be delisted through specified procedures pursuant to the delisting standards of the Tokyo Stock Exchange and the Osaka Securities Exchange.

In addition, if the Exchange of Shares making the Tender Offeror the parent company and the Target Company its wholly owned subsidiary is implemented after the Tender Offer, the shares of the Target Company may be delisted. After the delisting, the shares of the Target Company will not be able to be traded on the Tokyo Stock Exchange and the Osaka Securities Exchange.

Ends

Notes to editors:

Nomura Group

Nomura is a global financial services group dedicated to providing a broad range of financial services for individual, institutional, corporate and government clients. The Group offers a diverse line of competitive products and value-added financial and advisory solutions through its global headquarters in Tokyo, over 140 branches in Japan, and an international network in 29 countries; with regional headquarters in Hong Kong, London, and New York. The Group's business activities include investment consultation and brokerage services for retail investors in Japan, and, on a global basis, brokerage services, securities underwriting, investment banking advisory services, merchant banking, and asset management. For further information about Nomura please visit our website at www.nomura.com.