

---

---

# 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 May 2024

**NOMURA HOLDINGS, INC.**

(Translation of registrant's name into English)

**13-1, Nihonbashi 1-chome  
Chuo-ku, Tokyo 103-8645  
Japan**

(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  X       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):

Information furnished on this form:

**EXHIBIT**

Exhibit Number

1. (English Translation) Notice of Convocation of the 120th Annual General Meeting of Shareholders
2. (English Translation) Out of the Documents Describing the Electronic Provision Measures Matters, Matters not Described in the Documents for Delivery in Accordance With Document Delivery Requests Pursuant to Laws/Regulations and the Articles of Incorporation (Matters Omitted from Documents for Delivery)

## 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: May 24, 2024

By: /s/ Yoshifumi Kishida  
Yoshifumi Kishida  
Senior Managing Director

*This document is a translation of the Japanese language original prepared solely for convenience of reference (certain portions of the Japanese language original applicable to voting procedures in Japan that are not applicable to shareholders outside Japan have been omitted). In the event of any discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail. Please note that certain portions of this document may not be applicable to shareholders outside Japan.*

# **NOMURA**

## **Notice of Convocation of the 120<sup>th</sup> Annual General Meeting of Shareholders**

Nomura Holdings, Inc.

## To Our Shareholders

I would like to express my sincerest gratitude for your continued support.

The past year was marked by continued uncertainty in the environment, beginning with US regional bank failures and issues around the US debt ceiling, coupled with monetary tightening by central banks around the world and rising oil prices.

At the start of the second half, US inflation eased and we started to see a pause in the sharp rate hikes of the past two years. Entering into 2024, we saw an overall good business environment driven by robust trading among market participants.

Interest in the Japanese markets surged amid ending deflation, speculation about a shift in the Bank of Japan's monetary policy and structural reforms to boost the profitability of Japanese companies.

In addition, the Nikkei stock average reached an all-time high and the introduction of the new NISA scheme in 2024 has prompted a full-fledged shift from savings to asset building.

Against this backdrop, we focused on expanding our business from public to private markets, providing customized services and solutions to each client as well as offering new asset classes.

We reported higher Group net revenue and income before income taxes of 1,562 billion yen and 273.9 billion yen, respectively, and net income was 165.9 billion yen. Based on our dividend policy, we declared a year-end dividend of 15 yen per share for shareholders of record as of March 31, 2024. Combined with the interim dividend, this translates to an annual dividend of 23 yen per share.

In April, we announced our new Nomura Group Purpose: "We aspire to create a better world by harnessing the power of financial markets". With the environment expected to undergo increasingly dramatic changes, expectations towards financial services companies and the roles we play will grow tremendously.

We are committed to supporting the endeavors of our clients and stakeholders, and to continuously challenging ourselves in order to deliver high value-added solutions.

We believe that the sustainable development of society as a whole will help enhance our corporate value. To respond to the expectations and trust our clients and stakeholders place in us, we will work together as a Group to increase our corporate value and achieve our new Purpose.

We look forward to your continued support.

May 2024

Kentaro Okuda

Director, President and Group CEO

(Securities Code: 8604)  
May 31, 2024  
(Start Date of Electronic Provision Measures May 24, 2024)

To: Shareholders of Nomura Holdings, Inc.

Kentaro Okuda  
Director, Representative Executive Officer,  
President and Group CEO  
Nomura Holdings, Inc.  
1-13-1 Nihonbashi, Chuo-ku, Tokyo,  
JAPAN

**Notice of Convocation of the Annual General 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”). The 120th Annual General Meeting of Shareholders will be held as described below.

On the occasion of the convocation of this Annual General Meeting of Shareholders, measures for electronic provision have been taken regarding the information that is the content of the shareholders meeting reference documents (Electronic Provision Measures Matters), and as they have been posted on the Company’s website as the “Notice of Convocation of the Annual General Meeting of Shareholders” and “Out of the Documents Describing the Electronic Provision Measures Matters, Matters not Described in the Documents for Delivery in Accordance With Document Delivery Requests Pursuant to Laws/Regulations and the Articles of Incorporation (Matters Omitted from Documents for Delivery),” please kindly confirm these by accessing the Company’s website below

The Company’s website	<a href="https://www.nomuraholdings.com/investor/shm/">https://www.nomuraholdings.com/investor/shm/</a>
-----------------------	---

As the Electronic Provision Measures Matters, other than on the website above, are also posted on the website of the Tokyo Stock Exchange, Inc. (TSE), please kindly confirm these by accessing the TSE’s website below (Listed Company Search) and entering/searching “Nomura Holdings” for the Issue name (company name) or “8604” for the code, and by thereafter selecting “Basic information,” “Documents for public inspection/PR information.”

The TSE’s website	<a href="https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show">https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show</a>
-------------------	---

Details

- Date and Time:** 10:00 a.m. on Tuesday, June 25, 2024 (JST)
- Place:** Grand Nikko Tokyo Daiba, “Palais Royal” (first basement)  
2-6-1, Daiba, Minato-ku, Tokyo, JAPAN
- Agenda for the Meeting:**  
**Matters to be Reported:**

1. Report on the content of the business report and the consolidated financial statements and report on the results of the audits of the consolidated financial statements performed by the Accounting Auditor and the Audit Committee for the 120th fiscal year (covering the period from April 1, 2023 to March 31, 2024).
2. Report on the financial statements for the 120th fiscal year (covering the period from April 1, 2023 to March 31, 2024).

**Matter to be Resolved:**

Proposal : Appointment of Twelve Directors

**4. Matters Regarding the Exercise of Voting Rights:**

- 1) If there is a repeated exercise of voting rights via electronic or magnetic means (Internet, etc.) and in writing, the exercise of voting rights via electronic or magnetic means (Internet, etc.) will be considered valid.
- 2) If voting rights are exercised more than once via electronic or magnetic means (Internet, etc.), the last exercise will be considered valid.
- 3) In the returned voting form, if there is no indication of being for/against a proposal, this will be treated as there having been a manifestation of an intent to vote in favor.
- 4) If voting rights are exercised through a proxy, only one proxy per shareholder will be permitted and such proxy must be a shareholder who holds voting rights at this General Meeting of Shareholders. Please also submit documentation evidencing the necessary power of attorney along with the proxy card.

End.

Out of the Electronic Provision Measures Matters, with regard to the following matters, pursuant to laws/regulations and the provisions of Article 25 of the Company's Articles of Incorporation, they are not stated in the document that will be delivered to shareholders from whom a request for document delivery has been received. Therefore, the document that will be delivered to shareholders from whom a request for document delivery has been received, on the occasion of the preparation of the Audit Report, were a part of the objects that the Audit Committee and Accounting Auditor audited.

1. "Stocks Acquisition Rights" and "The Content of the Resolution Adopted Regarding the Maintenance of Structures such as the Structure for Ensuring Appropriate Business Activities and the Summary of the Status of the Implementation of the Structure" in the Business Report; and
2. "The notes" to the consolidated financial statements
3. "The notes" to the financial statements.

In the event of any subsequent revisions to the reference materials for the general meeting of shareholders, the business report, the consolidated financial statements, or the financial statements, there will be a posting on the Company's and the TSE's website indicated above.

## Reference Materials for the General Meeting of Shareholders

### Proposal and Reference Matters

#### Proposal : Appointment of Twelve Directors

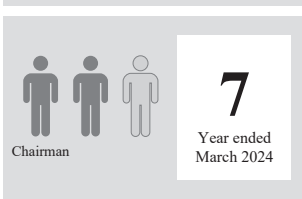
As of the conclusion of this General Meeting, the term of office of all thirteen directors will expire. Therefore, based on the decision of the Nomination Committee, the Company requests the appointment of twelve directors, including one new director nominee. Of the twelve nominees (three are female nominees), eight are outside director nominees, and the two director nominees who will concurrently serve as executive officers are Kentaro Okuda and Yutaka Nakajima.

The nominees are as follows:

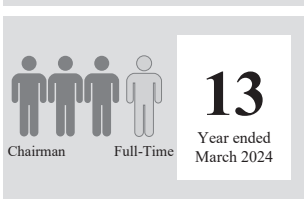
No.	Name	Positions in the Company	Attendance Record at Board of Directors (Year ended March 2024)
1	<b>Koji Nagai</b> Non-Executive Director Reappointment	Chairman of the Board of Directors Member of the Nomination Committee Member of the Compensation Committee	100% (11/11 meetings)
2	<b>Kentaro Okuda</b> Executive Officer Reappointment	Representative Executive Officer and President Group CEO	100% (11/11 meetings)
3	<b>Yutaka Nakajima</b> Executive Officer Reappointment	Representative Executive Officer and Deputy President	100% (9/9 meetings) <small>*attended all meetings of the Board of Directors that were held after his assumption of the office of director.</small>
4	<b>Shoji Ogawa</b> Non-Executive Director Reappointment	Member of the Audit Committee (Full-Time) Member of the Board Risk Committee	100% (11/11 meetings)
5	<b>Laura Simone Unger</b> Outside Director, Independent Director Reappointment	Chairperson of the Board Risk Committee	100% (11/11 meetings)
6	<b>Victor Chu</b> Outside Director, Independent Director Reappointment	Member of the Audit Committee Member of the Board Risk Committee (scheduled to step down in June)	100% (11/11 meetings)
7	<b>J. Christopher Giancarlo</b> Outside Director, Independent Director Reappointment	Member of the Board Risk Committee	100% (11/11 meetings)
8	<b>Patricia Mosser</b> Outside Director, Independent Director Reappointment	Member of the Board Risk Committee	100% (11/11 meetings)
9	<b>Takahisa Takahara</b> Outside Director, Independent Director Reappointment	Member of the Nomination Committee Member of the Compensation Committee	100% (11/11 meetings)
10	<b>Miyuki Ishiguro</b> Outside Director, Independent Director Reappointment	Member of the Board Risk Committee	100% (9/9 meetings) <small>*attended all meetings of the Board of Directors that were held after her assumption of the office of director.</small>
11	<b>Masahiro Ishizuka</b> Outside Director, Independent Director Reappointment	Member of the Audit Committee (slated to be Chairman)	100% (9/9 meetings) <small>*attended all meetings of the Board of Directors that were held after his assumption of the office of director.</small>
12	<b>Taku Oshima</b> Outside Director, Independent Director New Appointment	Member of the Nomination Committee (slated to be Chairman) Member of the Compensation Committee (slated to be Chairman)	(New Appointment)



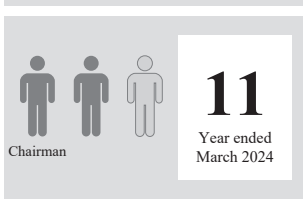
### Nomination Committee



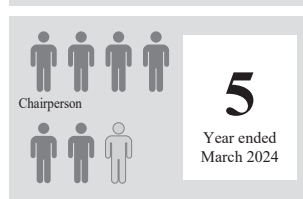
### Audit Committee



### Compensation Committee



### Board Risk Committee



:Outside Director :Inside Director (Non-Executive Director)

Name	Skill							
	Corporate Management	International Business	Financial Industry	Accounting/ Financial	Legal Systems/ Regulations	Internal Control (including Risk Management)	Digital(IT)/ DX	Sustainability
Koji Nagai	✓	✓	✓					✓
Kentaro Okuda	✓	✓	✓					✓
Yutaka Nakajima	✓	✓	✓			✓		
Shoji Ogawa		✓	✓			✓		
Laura Simone Unger		✓	✓		✓	✓		
Victor Chu	✓	✓	✓		✓	✓		✓
J. Christopher Giancarlo	✓	✓	✓		✓	✓	✓	
Patricia Mosser		✓	✓		✓	✓	✓	
Takahisa Takahara	✓	✓						✓
Miyuki Ishiguro					✓	✓		
Masahiro Ishizuka				✓		✓		
Taku Oshima	✓	✓						✓

# 1. Koji Nagai

(Jan. 25, 1959)

	<p>Apr. 1981    Joined the Company</p> <p>Apr. 2003    Director of Nomura Securities Co., Ltd.</p> <p>Jun. 2003    Senior Managing Director of Nomura Securities Co., Ltd.</p> <p>Apr. 2007    Executive Managing Director of Nomura Securities Co., Ltd.</p> <p>Oct. 2008    Senior Corporate Managing Director of Nomura Securities Co., Ltd.</p> <p>Apr. 2009    Executive Managing Director and Executive Vice President of Nomura Securities Co., Ltd.</p>
<p>Chairman of the Board of Directors</p>	<p>Apr. 2011    Co-COO and Deputy President of Nomura Securities Co., Ltd.</p> <p>Apr. 2012    Senior Managing Director of the Company (concurrently Director and President of Nomura Securities Co., Ltd.)</p>
<p>Member of the Nomination Committee</p>	<p>Aug. 2012    Representative Executive Officer &amp; Group CEO of the Company (concurrently Director and President of Nomura Securities Co., Ltd.)</p>
<p>Member of the Compensation Committee</p>	<p>Jun. 2013    Director, Representative Executive Officer &amp; Group CEO of the Company (concurrently Director and President of Nomura Securities Co., Ltd.)</p>
<p>Non-Executive Director Reappointment</p>	<p>Apr. 2017    Director, Representative Executive Officer, President &amp; Group CEO of the Company (concurrently Director and Chairman of Nomura Securities Co., Ltd.)</p>
<p>Attendance at Meetings of the Board of Directors: 11/11</p>	<p>Apr. 2020    Chairman of the Board of Directors of the Company (concurrently Director and Chairman of Nomura Securities Co., Ltd.) (Current)</p> <p>(Significant concurrent positions)</p> <p>Director and Chairman of Nomura Securities Co., Ltd.</p>
<p>Attendance at Meetings of the Nomination Committee: 7/7</p>	<p>(Reasons for designation as a director nominee and expected role)</p> <p>Mr. Nagai has held positions including Director, Representative Executive Officer &amp; Group CEO of the Company and Director and President of Nomura Securities Co., Ltd., and has served as Director and Chairman of the Company since April 2020.</p>
<p>Attendance at Meetings of the Compensation Committee: 11/11</p>	<p>The Company has designated Mr. Nagai as a director nominee with the expectation that, by having Mr. Nagai, who is well-versed in the business of the Nomura Group, serve as the chair of meetings of the Board of Directors as Chairman of the Board of Directors, the quality of discussions at meetings of the Board of Directors will be enhanced, and meetings of the Board of Directors will be operated effectively and efficiently.</p>
<p>Number of shares held: 492,942 shares of common stock</p>	<p>If his reappointment is approved, he is slated to continue serving as a member of the Nomination Committee and a member of the Compensation Committee after this Annual General Meeting of Shareholders.</p> <p>Mr. Nagai does not concurrently serve as an executive officer and is a non-executive director.</p>

## 2. Kentaro Okuda

(Nov. 7, 1963)



Representative Executive Officer and President

Group CEO

Executive Officer

Reappointment

Attendance at Meetings of the Board of Directors:  
11/11

Number of shares held:  
359,747 shares of common stock

- Apr. 1987 Joined the Company
- Apr. 2010 Senior Managing Director of Nomura Securities Co., Ltd.
- Apr. 2012 Senior Corporate Managing Director of Nomura Securities Co., Ltd.
- Aug. 2012 Senior Corporate Managing Director of the Company (concurrently Senior Corporate Managing Director of Nomura Securities Co., Ltd.)
- Apr. 2013 Senior Managing Director of the Company (concurrently Senior Corporate Managing Director of Nomura Securities Co., Ltd.)
- Apr. 2015 Senior Managing Director of the Company (concurrently Executive Vice President of Nomura Securities Co., Ltd.)
- Apr. 2016 Senior Managing Director of the Company (concurrently Executive Managing Director and Executive Vice President of Nomura Securities Co., Ltd.)
- Apr. 2017 Senior Managing Director of the Company (concurrently Executive Vice President of Nomura Securities Co., Ltd.)
- Apr. 2018 Executive Managing Director and Group Co-COO of the Company (concurrently Director, Executive Managing Director and Deputy President of Nomura Securities Co., Ltd.)
- Apr. 2019 Executive Managing Director and Deputy President, Group Co-COO of the Company
- Apr. 2020 Representative Executive Officer and President, Group CEO of the Company (concurrently Representative Director of Nomura Securities Co., Ltd.)
- Jun. 2020 Director, Representative Executive Officer, President & Group CEO of the Company (concurrently Representative Director of Nomura Securities Co., Ltd.)
- Jun. 2021 Director, Representative Executive Officer, President & Group CEO of the Company (concurrently Representative Director and President of Nomura Securities Co., Ltd.) (Current)

### (Significant concurrent positions)

Representative Director and President of Nomura Securities Co., Ltd.

### (Reasons for designation as a director nominee and expected role)

Mr. Okuda has held positions including Executive Managing Director and Deputy President, Group Co-COO of the Company and Director, Executive Managing Director and Deputy President of Nomura Securities Co., Ltd., and currently serves as Director, Representative Executive Officer, President & Group CEO of the Company and Representative Director and President of Nomura Securities Co., Ltd.

The majority of the Board of Directors of the Company, including Outside Directors, is made up of non-executive directors. The Company has designated him as a director nominee with the expectation that, by having a top executive concurrently serve as a director, understanding the business execution status and the status of the Company will become straightforward for the Board of Directors, and their management oversight function can be exercised more effectively.

### 3. Yutaka Nakajima

( Aug .2, 1965 )



Representative Executive Officer and Deputy President

Executive Officer  
Reappointment

Attendance at Meetings of the Board of Directors: 9/9

(Number of meetings held after assumption of office.)

Number of shares held: 652,919 shares of common stock

- Apr. 1988    Joined the Company
- Apr. 2011    Senior Managing Director of Nomura Securities Co., Ltd.
- May 2015    Senior Managing Director of the Company
- Apr. 2016    Senior Managing Director of the Company (concurrently Senior Corporate Managing Director of Nomura Securities Co., Ltd.)
- Apr. 2017    Senior Managing Director of the Company (concurrently Executive Managing Director and Senior Corporate Managing Director of Nomura Securities Co., Ltd.)
- Apr. 2018    Senior Managing Director of the Company (concurrently Executive Managing Director and Executive Vice President of Nomura Securities Co., Ltd.)
- Apr. 2019    Senior Managing Director of the Company (concurrently Director and Executive Vice President of Nomura Securities Co., Ltd.)
- Apr. 2021    Senior Managing Director of the Company (concurrently Representative Director and Deputy President of Nomura Securities Co., Ltd.)
- Apr. 2023    Representative Executive Officer and Deputy President of the Company (concurrently Representative Director and Deputy President of Nomura Securities Co., Ltd.)
- Jun. 2023    Director, Representative Executive Officer and Deputy President of the Company (concurrently Representative Director and Deputy President of Nomura Securities Co., Ltd.) (Current)

(Significant concurrent positions)

Representative Director and Deputy President of Nomura Securities Co., Ltd.


(Reasons for designation as a director nominee and expected role)

Mr. Nakajima has held positions including Head of Global Markets, Senior Managing Director of the Company and Representative Director and Deputy President of Nomura Securities Co., Ltd., and currently serves as Director, Representative Executive Officer and Deputy President of the Company.

The majority of the Board of Directors of the Company, including Outside Directors, is made up of non-executive directors. The Company has designated him as a director nominee with the expectation that, by having a top executive concurrently serve as a director, understanding the business execution status and the status of the Company will become straightforward for the Board of Directors, and their management oversight function can be exercised more effectively.

**4. Shoji Ogawa**

(Aug. 9, 1964)

	<p>Apr. 1987    Joined the Company</p> <p>Apr. 2007    Head of Investment Banking Strategic Planning Dept. of Nomura Securities Co., Ltd.</p> <p>Oct. 2008    Head of Capital Markets Dept. and Capital Solutions Dept. of Nomura Securities Co., Ltd.</p> <p>Jul. 2009    Head of Capital Markets Dept. of Nomura Securities Co., Ltd.</p> <p>Apr. 2012    Head of Investment Banking Strategic Planning Dept. of Nomura Securities Co., Ltd.</p> <p>Jul. 2013    Head of Office of Audit Committee of the Company (concurrently Head of Office of Audit Committee of Nomura Securities Co., Ltd.)</p> <p>Aug. 2016    Head of Office of Non-Executive Directors and Audit Committee of the Company (concurrently Head of Office of Non-Executive Directors and Audit Committee of Nomura Securities Co., Ltd.)</p> <p>Apr. 2017    Senior Managing Director and Group Internal Audit of the Company (concurrently Senior Managing Director and Internal Audit of Nomura Securities Co., Ltd.)</p> <p>Apr. 2021    Advisor of the Company</p> <p>Jun. 2021    Director of the Company (Current)</p> <p><b>(Significant concurrent positions)</b></p> <p>Corporate Auditor of Nomura Asia Pacific Holdings Co., Ltd          Non-Executive Director of Nomura Holding America Inc.          Non-Executive Director of Instinet Incorporated</p> <p><b>(Reasons for designation as a director nominee and expected role)</b></p> <p>Mr. Ogawa has held positions including Head of Office of Audit Committee, Head of Office of Non-Executive Directors and Audit Committee and Senior Managing Director and Group Internal Audit of the Company, and he has extensive experience and knowledge in the governance, internal control and internal audit field of the Nomura Group.</p> <p>If his reappointment is approved, he is slated to continue serving as a full-time member of the Audit Committee and a member of the Board Risk Committee after this Annual General Meeting of Shareholders. The Company has designated Mr. Ogawa as a director nominee with the expectation that, by adding Mr. Ogawa, who is well-versed in the business of the Nomura Group, to the Audit Committee, the effectiveness of audits by the Audit Committee will be enhanced.</p> <p>Mr. Ogawa does not concurrently serve as an executive officer and is a non-executive director.</p>
<p>Member of the Audit Committee (Full-Time)</p>	
<p>Member of the Board Risk Committee</p>	
<p>Non-Executive Director Reappointment</p>	
<p>Attendance at Meetings of the Board of Directors: 11/11</p>	
<p>Attendance at Meetings of the Audit Committee: 13/13</p>	
<p>Attendance at Meetings of the Board Risk Committee: 5/5</p>	
<p>Number of shares held: 48,429 shares of common stock</p>	

## Outside Director Nominees (Nominee Numbers 5 to 12)

All eight Outside Director nominees satisfy the Independence Criteria established by the Company. Further, the Company has designated all Outside Director nominees as Independent Directors (an outside director who does not have any danger of having conflicts of interest with general shareholders in accordance with the rules of the Tokyo Stock Exchange, Inc.).

(Reference) “Independence Criteria” for Outside Directors of Nomura Holdings, Inc.

Outside Directors of Nomura Holdings, Inc. (the “Company”) shall satisfy the requirements set forth below to maintain their independence from the Nomura Group (\*1).

1. The person, currently, or within the last three years, in principle, shall not correspond to a person listed below.

(1) Person Related to the Company

A person satisfying any of the following requirements shall be considered a Person Related to the Company:

- A) Executive (\*2) of another company where any Executive of the Company serves as a director or officer of that company;
- B) Major shareholder of the Company (directly or indirectly holding more than 10% of the voting rights) or Executive of such major shareholder; or
- C) Partner of the Company’s Accounting Auditor or employee of such firm who works on the Company’s audit.

(2) A person who is a Major Lender (\*3) of the Nomura Group or an executive of a Major Lender of the Nomura Group, or a person who is a person for whom the Nomura Group is a Major Lender or an executive of an organization for whom the Nomura Group is a Major Lender.

(3) A person who is a Major Business Partner (\*4) of the Nomura Group or an executive (including a partner of a professional services firm, etc.) of a Major Business Partner of the Nomura Group, or a person who is a person for whom the Nomura Group is a Major Business Partner or an executive (including a partner of a professional services firm, etc.) of an organization for whom the Nomura Group is a Major Business Partner.

(4) A person receiving compensation from the Nomura Group of more than 10 million yen (an amount equivalent to US \$120,000 in the case of foreign currency) per year, excluding director/officer compensation.

(5) An executive of an institution receiving more than a Certain Amount of Donation (\*5) from the Company.

2. The person’s spouse, relatives within the second degree of kinship or anyone who lives with the person shall not correspond to a person listed below (excluding persons in unimportant positions):

(1) Executive of the Nomura Group; or

(2) A person identified in any of subsections (1) ~ (5) in Section 1 above. (\*6)

(Notes)

\*1: Nomura Group shall mean the Company and the Company’s subsidiaries listed as significant subsidiaries in the Business Report of the Company.

\*2: Executive shall mean Executive Directors (*gyoumu shikkou torishimariyaku*), Executive Officers (*shikkouyaku*) and important employees (*juuyou na shiyounin*), including Senior Managing Directors (*shikkouyakuin*), etc.

\*3: Major Lender shall mean a lender from which the borrower has borrowed an amount equal to or greater than 2% (excluding borrowings that are not material in terms of fungibility, repayment potential, etc.) of the consolidated total assets of the borrower.

\*4: Major Business Partner shall mean a business partner whose transactions with the other party exceed 2% (excluding transactions that are not material, such as those conducted under general conditions) of such business partner’s consolidated gross revenues in the last completed fiscal year.

\*5: Certain Amount of Donation shall mean a donation that exceeds 10 million yen (an amount equivalent to US \$120,000 in the case of foreign currency) per year or 2% of the donee institution’s gross revenues or ordinary income, whichever is larger.

\*6: The matters listed in 1. (1) C) shall not apply if the person is not a member of the Audit Committee, and the Company’s accounting auditor has determined that such relationship does not affect their independence as the Company’s accounting auditor.

End.

**5. Laura Simone Unger**

(Jan. 8, 1961)



Chairperson of the Board Risk Committee

Outside Director,  
Independent Director  
Reappointment

Number of years in office:  
6 years

Attendance at Meetings of the Board of Directors:  
11/11

Attendance at the Board Risk Committee:  
5/5

Number of shares held:  
(1,000 ADRs (\*))

Jan. 1988 Enforcement Attorney of the U.S. Securities and Exchange Commission ("SEC")  
 Oct. 1990 Counsel of the U.S. Senate Committee on Banking, Housing and Urban Affairs  
 Nov. 1997 Commissioner of the SEC  
 Feb. 2001 Acting Chairperson of the SEC  
 Jul. 2002 Regulatory Expert of CNBC  
 May 2003 Independent Consultant of JPMorgan Chase & Co.  
 Aug. 2004 Independent Director of CA Inc.  
 Jan. 2010 Special Advisor of Promontory Financial Group  
 Dec. 2010 Independent Director of CIT Group Inc.  
 Nov. 2014 Independent Director of Navient Corporation  
 Jun. 2018 Outside Director of the Company (Current)

(Significant concurrent positions)

Independent Director of Nomura Holding America Inc.  
 Independent Director of Nomura Securities International, Inc.  
 Independent Director of Nomura Global Financial Products Inc.  
 Independent Director of Instinet Holdings Incorporated

(Reasons for designation as an outside director nominee and expected role)


Ms. Unger, including the holding of the positions of Commissioner and Acting Chairperson of the SEC in the past, is well-versed in finance-related legal systems/regulations, and such achievements and related insights have been evaluated highly both within and outside of the Company.  
 The Company has designated her as an outside director nominee with the expectation that she will continue to apply such extensive experience and high degree of expertise and independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.  
 If her reappointment is approved, she is slated to continue serving as a member of the Board Risk Committee (Chairperson) after this Annual General Meeting of Shareholders.

\*American Depositary Receipts



**6. Victor Chu**

(Jun. 20, 1957)

	<p>Dec. 1982 Solicitor of the Supreme Court, Hong Kong</p> <p>Jan. 1988 Chairman and Chief Executive Officer of First Eastern Investment Group (Current)</p> <p>Oct. 1988 Director and Council Member of the Hong Kong Stock Exchange</p> <p>Jun. 1992 Advisory Committee Member of the Securities and Futures Commission, Hong Kong</p> <p>Aug. 2003 Foundation Board Member of the World Economic Forum</p> <p>Apr. 2018 Independent Director of Airbus SE (Current)</p> <p>Jun. 2021 Outside Director of the Company (Current)</p>
<p>Member of the Audit Committee</p>	<p>(Significant concurrent positions)</p>
<p>Member of the Board Risk Committee (Scheduled to step down in June)</p>	<p>Chairman and Chief Executive Officer of First Eastern Investment Group</p> <p>Chair of Council, University College London</p> <p>Co-Chair, International Business Council of the World Economic Forum</p> <p>Independent Director of Airbus SE</p>
<p>Outside Director, Independent Director Reappointment</p>	<p>(Reasons for designation as an outside director nominee and expected role)</p>
<p>Number of years in office: 3 years</p>	<p>Mr. Chu established First Eastern Investment Group, an international investment company, and apart from serving as its Chairman and CEO for many years, has held key positions in Hong Kong financial circles, such as key positions the Hong Kong Stock Exchange and Securities and Futures Commission, Hong Kong. He has extensive experience with respect to corporate management and the finance industry, and also has a high degree of expertise with regard to law, regulation, and corporate governance, and such achievements and related insights have been evaluated highly both within and outside of the Company.</p>
<p>Attendance at Meetings of the Board of Directors: 11/11</p>	<p>The Company has designated him as an outside director nominee with the expectation that he will continue to apply such extensive experience and high degree of expertise and independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.</p>
<p>Attendance at Meetings of the Audit Committee: 11/13</p>	<p>If his reappointment is approved, he is slated to continue serving as a member of the Audit Committee after this Annual General Meeting of Shareholders.</p>
<p>Attendance at the Board Risk Committee: 3/5</p>	
<p>Number of shares held: 0 shares of common stock</p>	



**7. J. Christopher Giancarlo**

(May 12, 1959)



Member of the Board Risk Committee

Outside Director,  
Independent Director  
Reappointment

Number of years in office:  
3 years

Attendance at Meetings of  
the Board of Directors:  
11/11

Attendance at the Board  
Risk Committee:  
5/5

Number of shares held:  
0 shares of common stock

Sep. 1984 Associate Attorney of Mudge Rose Guthrie Alexander & Ferdon  
 Oct. 1985 Associate Attorney of Curtis, Mallet-Prevost, Colt & Mosle  
 Jan. 1992 Attorney, Founding Partner of Giancarlo & Gleiberman  
 Sep. 1997 Attorney, (Equity) Partner of Thelen Reid Brown Raysman & Steiner  
 Apr. 2000 Vice President and Legal Counsel of Fenics Software  
 Apr. 2001 Executive Vice President of GFI Group Inc.  
 Jun. 2014 Commissioner of the U.S. Commodity Futures Trading Commission  
 Jan. 2017 Chairman of the U.S. Commodity Futures Trading Commission  
 Oct. 2019 Independent Director of the American Financial Exchange  
 Jan. 2020 Senior Counsel of Willkie Farr & Gallagher LLP (Current)  
 Jun. 2021 Outside Director of the Company (Current)

(Significant concurrent positions)

Senior Counsel of Willkie Farr & Gallagher LLP  
 Chair of the Board of Directors of Digital Dollar Project  
 Independent Director of Digital Asset Holdings, LLC  
 Independent Director of Nomura Securities International, Inc.  
 Independent Director of Nomura Global Financial Products Inc.

(Reasons for designation as an outside director nominee and expected role)

Mr. Giancarlo, including the holding in the past of positions such as Executive Vice President of GFI Group Inc., a U.S. securities brokerage company, and Chairman of the U.S. Commodity Futures Trading Commission, is well-versed in finance-related legal systems/regulations and advanced technologies such as blockchain, and such achievements and related insights have been evaluated highly both within and outside of the Company.

The Company has designated him as an outside director nominee with the expectation that he will continue to apply such extensive experience and high degree of expertise and independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.

If his reappointment is approved, he is slated to continue serving as a member of the Board Risk Committee after this Annual General Meeting of Shareholders.

**8. Patricia Mosser**

(Feb. 14, 1956)



Member of the Board Risk Committee

Outside Director,  
Independent Director  
Reappointment

Number of years in office:  
3 years

Attendance at Meetings of  
the Board of Directors:  
11/11

Attendance at the Board  
Risk Committee:  
5/5

Number of shares held:  
(100 ADRs (\*))

- Jul. 1986 Assistant Professor, Economics Department, Columbia University
- Jan. 1991 Economist and Vice President of the Federal Reserve Bank of New York (FRBNY)
- Nov. 2006 Senior Vice President, FRBNY, Member of the FX Forum, Executive Meeting of East Asia and Pacific (EMEAP) Central Banks, Bank for International Settlements
- Jan. 2007 Board Member of the American Economic Association’s Committee on the Status of Women in the Economics Profession
- Jun. 2007 Member of the Markets Committee, Bank for International Settlements
- Jan. 2009 Acting Systemic Open Market Account Manager for the Federal Open Market Committee (FOMC)
- Oct. 2013 Deputy Director of the Office of Financial Research (OFR), U.S. Treasury Department
- Oct. 2013 Member of the Deputies Committee of the Financial Stability Oversight Council (FSOC)
- Jun. 2015 Senior Research Scholar and Director of Central Banking and Financial Policy at Columbia University’s School of International and Public Affairs (Current)
- Jun. 2021 Outside Director of the Company (Current)

**(Significant concurrent positions)**

- Senior Research Scholar
- Director of the MPA Program in Economic Policy Management
- Director of Central Banking and Financial Policy
- \*All positions at Columbia University, School of International and Public Affairs
- Independent Director of Nomura Holding America Inc.

**(Reasons for designation as an outside director nominee and expected role)**

Ms. Mosser, apart from her current holding of positions such as Senior Research Scholar and Director of Central Banking at Columbia’s School of International and Public Affairs, including the holding in the past of positions such as Deputy Director of the Office of Financial Research at U.S. Treasury Department and Senior Vice President of the FRBNY, has many years of experience as an economist and central banker, and such achievements and related insights have been evaluated highly both within and outside of the Company.


The Company has designated her as an outside director nominee with the expectation that she will continue to apply such extensive experience and high degree of expertise and independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.

If her reappointment is approved, she is slated to continue serving as a member of the Board Risk Committee after this Annual General Meeting of Shareholders.

\*American Depositary Receipts


**9. Takahisa Takahara**

(Jul. 12, 1961)

	<p>Apr. 1986    Joined The Sanwa Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Apr. 1991    Joined Unicharm Corporation</p> <p>Jun. 1995    Director of Unicharm Corporation</p> <p>Apr. 1996    Director, General Manager of Procurement Division and Deputy General Manager of International Division of Unicharm Corporation</p> <p>Jun. 1997    Senior Director of Unicharm Corporation</p> <p>Apr. 1998    Senior Director, General Manager of Feminine Hygiene Business Division of Unicharm Corporation</p> <p>Oct. 2000    Senior Director, Responsible for Management Strategy of Unicharm Corporation</p> <p>Jun. 2001    Representative Director, President of Unicharm Corporation</p> <p>Jun. 2004    Representative Director, President &amp; CEO of Unicharm Corporation (Current)</p> <p>Jun. 2021    Outside Director of the Company (Current)</p>
<p>Member of the Nomination Committee</p>	<p>(Significant concurrent positions)</p>
<p>Member of the Compensation Committee</p>	<p>Representative Director, President &amp; CEO of Unicharm Corporation</p> <p>Outside Director of Sumitomo Corporation</p>
<p>Outside Director, Independent Director Reappointment</p>	<p>(Reasons for designation as an outside director nominee and expected role)</p>
<p>Number of years in office: 3 years</p>	<p>Mr. Takahara, including his current holding of the position of Representative Director, President &amp; CEO of Unicharm Corporation, has extensive experience with respect to corporate management, and such achievements and related insights have been evaluated highly both within and outside of the Company.</p> <p>The Company has designated him as an outside director nominee with the expectation that he will continue to apply such extensive experience and high level of independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.</p> <p>If his reappointment is approved, he is slated to continue serving as a member of the Nomination Committee and a member of the Compensation Committee after this Annual General Meeting of Shareholders.</p>
<p>Attendance at Meetings of the Board of Directors: 11/11</p>	
<p>Attendance at Meetings of the Nomination Committee: 7/7</p>	
<p>Attendance at Meetings of the Compensation Committee: 11/11</p>	
<p>Number of shares held: 881 shares of common stock</p>	

**10. Miyuki Ishiguro**

(Oct. 26, 1964)

	<p>Apr. 1991 Registered as an Attorney-at-Law and Joined Tsunematsu Yanase &amp; Sekine (currently Nagashima Ohno &amp; Tsunematsu)</p> <p>Jan. 1999 Partner of Tsunematsu Yanase &amp; Sekine</p> <p>Jan. 2000 Partner of Nagashima Ohno &amp; Tsunematsu(Current)</p> <p>Oct. 2004 Visiting Professor, Columbia Law School</p> <p>May 2015 Secretary General of the Inter-Pacific Bar Association (IPBA)</p> <p>Feb. 2016 Council Member of the Radio Regulatory Council (Ministry of Internal Affairs and Communications)</p> <p>Apr. 2016 Council Member of the Management Council of Hitotsubashi University</p> <p>Apr. 2018 Vice President of the Tokyo Bar Association</p> <p>Jun. 2023 Outside Director of the Company (Current)</p> <p>Apr. 2024 President of the Inter-Pacific Bar Association (IPBA) (Current)</p>
<p>Member of the Board Risk Committee</p>	<p>(Significant concurrent positions)</p>
<p>Outside Director, Independent Director Reappointment</p>	<p>Partner of Nagashima Ohno &amp; Tsunematsu</p> <p>Outside Audit &amp; Supervisory Board Member, Lasertec Corporation</p> <p>Outside Audit &amp; Supervisory Board Member, Benesse Holdings, Inc.</p> <p>President of the Inter-Pacific Bar Association (IPBA)</p>
<p>Number of years in office: 1 year</p>	<p>(Reasons for designation as an outside director nominee and expected role)</p>
<p>Attendance at Meetings of the Board of Directors: 9/9 (Number of meetings held after assumption of office.)</p>	<p>Ms. Ishiguro, including her current holding of positions such as Partner of Nagashima Ohno &amp; Tsunematsu and President of the Inter-Pacific Bar Association (IPBA), which is an international association of business and commercial lawyers, and from her many years of experience as an attorney, she is well-versed in legal systems/regulations in areas such as finance and capital markets, and such achievements and related insights have been evaluated highly both within and outside of the Company.</p> <p>The Company has designated her as an outside director nominee with the expectation that she will continue to apply such extensive experience and high degree of expertise and independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.</p> <p>If her reappointment is approved, she is slated to continue serving as a member of the Board Risk Committee after this Annual General Meeting of Shareholders.</p>
<p>Attendance at Meetings of the Board Risk Committee: 5/5</p>	<p>(Supplementary note regarding independence)</p>
<p>Number of shares held: 0 shares of common stock</p>	<p>Although she serves as a partner of Nagashima Ohno &amp; Tsunematsu, the amount of transactions between Nagashima Ohno &amp; Tsunematsu and the Company in fiscal 2023 was less than 1% of Nagashima Ohno &amp; Tsunematsu 's sales.</p>

## 11. Masahiro Ishizuka

(Apr. 21, 1960)



Member of the Audit Committee

Outside Director,  
Independent Director  
Reappointment

Number of years in office:  
1 year

Attendance at Meetings of  
the Board of Directors:  
9/9

(Number of meetings held after  
assumption of office.)

Attendance at Meetings of  
the Audit Committee:  
9/9

(Number of meetings held after  
assumption of office.)

Number of shares held:  
2,600 shares of common  
stock

Oct. 1984 Joined Deloitte Haskins and Sells International (\*1)  
Apr. 1988 Registered as a Certified Public Accountant  
Jun. 1997 Partner of Tohmatsu & Co. (\*1)  
Jan. 1998 Deloitte & Touche LLP based in New York  
Oct. 2004 Head of Audit and Technology Dept. of Business Administrative Division, of Tohmatsu & Co. (\*1)  
Aug. 2010 Vice Chairman of the Audit Standards Committee of the Japanese Institute of Certified Public Accountants  
Oct. 2010 Head of Office of Manual, of Quality Administrative Division, of Deloitte Touche Tohmatsu LLC  
Nov. 2015 The Board Member of Deloitte Tohmatsu LLC  
Jun. 2017 Executive Officer, General Manager of the Reputation Quality Risk Management Division of Deloitte Tohmatsu LLC and Deloitte Touche Tohmatsu LLC  
Jun. 2022 Ethics Officer of Deloitte Tohmatsu Group  
Jun. 2023 Outside Director of the Company (Current)

### (Significant concurrent positions)

Director of Nomura Securities Co., Ltd. (\*2)

### (Reasons for designation as an outside director nominee and expected role)

Mr. Ishizuka has held positions such as Vice Chairman of the Audit Standards Committee of the Japanese Institute of Certified Public Accountants and Executive Officer, General Manager of the Reputation Quality Risk Management Headquarters of Deloitte Tohmatsu LLC and Deloitte Touche Tohmatsu LLC. In addition, he is well-versed in international accounting systems from his many years of experience as a Certified Public Accountant, and has a high degree of expertise with regard to international accounting systems corresponding to a Sarbanes-Oxley Act of 2002 financial expert, and such achievements and related insights have been evaluated highly both within and outside of the Company.

The Company has designated him as an outside director nominee with the expectation that he will continue to apply such extensive experience and high degree of expertise and independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.

If his reappointment is approved, he is slated to continue serving as a member of the Audit Committee after this Annual General Meeting of Shareholders, and will serve as Chairman of the Audit Committee from this year.

### (Supplementary note regarding independence)

He served as a partner of Deloitte Touche Tohmatsu LLC until the end of May 2023. The amount of transactions between Deloitte Tohmatsu Group including Deloitte Touche Tohmatsu LLC and the Company in fiscal 2023 was less than 1% of the group's sales.

(\*1) Each of the corporations is currently Deloitte Touche Tohmatsu LLC

(\*2) Mr. Ishizuka, at Nomura Securities Co., Ltd., is a non-executive director and is scheduled to serve as a member of the Audit and Supervisory Committee (Chairman) after this year's Annual General Meeting of Shareholders of Nomura Securities Co., Ltd. Since he is an outside director of the Company, in accordance with Article 2, Item 15 (c) of the Companies Act, he is not an outside director of Nomura Securities Co., Ltd. and is instead a director.

## 12. Taku Oshima

(Jul. 14, 1956)

	<p>Mar. 1980    Joined NGK INSULATORS, LTD.          Jun. 2007    Corporate Officer of NGK INSULATORS, LTD.          Jun. 2011    Corporate Executive Officer of NGK INSULATORS, LTD.          Jun. 2014    President and Representative Director of NGK INSULATORS, LTD.          Apr. 2021    Chairman and Representative Director of NGK INSULATORS, LTD.                            (Current)</p>
<p>Outside Director,          Independent Director          New Appointment</p> <p>Number of shares held:          0 shares of common          stock</p>	<p>(Significant concurrent positions)</p> <p>Chairman and Representative Director of NGK INSULATPRS, LTD. (*)          Outside Director of Central Japan Railway Company          Chairman of Aichi Employers' Association          Outside Director of Toho Gas</p> <p>(Reasons for designation as an outside director nominee and expected role)</p> <p>Mr. Oshima has held positions including President and Representative Director of NGK INSULATPRS, LTD., and has extensive experience with respect to corporate management, and such achievements and related insights have been evaluated highly both within and outside of the Company.</p> <p>The Company has designated him as an outside director nominee with the expectation that he will apply such extensive experience and high degree of expertise and independence to perform a full role as an outside director in determining important managerial matters and overseeing the business execution of the Company.</p> <p>If his appointment is approved, he is slated to serve as a member of the Nomination Committee (Chairman) and a member of the Compensation Committee (Chairman) after this Annual General Meeting of Shareholders.</p> <p>(*) Mr. Oshima holds the authority to execute business operations under the Companies Act as President and Representative Director of NGK INSULATORS, LTD.,. However, according to the company's website (Corporate Information &gt; Corporate Governance &gt; Committees on Corporate Governance), it states that "The chair of the Board of Directors is a non-executive director." Additionally, he is not a member of the company's Executive Committee (the body that deliberates necessary matters to assist the president in making decisions.).</p>

(Notes)

1. The Company has put in place three committees (the nomination, audit, and compensation committees) and adopted a corporate governance structure that separates management's oversight functions from business execution functions (Company with Three Board Committees). As the execution of the business of the Company, which is a Company with Three Board Committees, is performed by executive officers, directors who do not concurrently serve as executive officers (non-executive directors) do not perform such a function and perform mainly an oversight function.
2. There are no special interests between the Company and each of the twelve nominees.
3. The Company has entered into agreements to limit liability for damages set forth in Paragraph 1, Article 423 of the Companies Act (limitation of liability agreements) with each of the following director nominees: Mr. Shoji Ogawa, Ms. Laura Simone Unger, Mr. Victor Chu, Mr. J. Christopher Giancarlo, Ms. Patricia Mosser, Mr. Takahisa Takahara, Ms. Miyuki Ishiguro and Mr. Masahiro Ishizuka. Liability under each such agreement is limited to either 20 million yen or the amount prescribed by laws and regulations, whichever is greater. If each nominee is reappointed at this Annual General Meeting of Shareholders, the Company is planning to maintain the limitation of liability agreements stated above with each of them. Further, if the director nominee Mr. Taku Oshima is appointed as a director, the Company is planning to enter into the limitation of liability agreement stated above with him.
4. The Company has entered into directors and officers liability insurance contracts set forth in Paragraph 1, Article 430-3 of the Companies Act with insurance companies, which include the eleven director nominees for reappointment as insured persons. Under such insurance contracts, there will be an indemnification of losses, such as compensation for damages and litigation costs, incurred by an insured person due to a claim for loss or damage caused by an act (including an omission) carried out on the basis of the position, such as director or officer, held by the insured person at the Company, and all insurance premiums of insured persons have been entirely borne by the Company. However, there are certain exclusions applicable to such insurance contracts such as losses caused by a deliberately fraudulent or dishonest act of individuals such as directors/officers. In addition, if the one director nominee for new appointment is approved, this nominee will be included as insured persons under such insurance contract.  
At the time of contract renewal during the term of office, such insurance contracts are scheduled to be renewed with similar content.

End.



# Report for the 120<sup>th</sup> Fiscal Year

From April 1, 2023 to March 31, 2024

## I. Current State of Nomura Group

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

#### (1) Fundamental Management Policy

##### ① Fundamental Management Policy

In Fundamental Management Policy formulated by the Board of Directors, our company has set the following Management Vision and Basic Vision of Group Management.

#### Fundamental Management Policy of Nomura Holdings, Inc.

##### (Management Vision)

Nomura Group's management vision is to enhance its corporate value by deepening society's trust in the firm and increasing satisfaction of stakeholders, including that of shareholders and clients.

As a global investment bank, the Company will provide high value-added solutions to clients globally, and recognizing its wider social responsibility, the Company will continue to contribute to the economic growth and development of society.

To enhance its corporate value, the Company utilizes return on equity ("ROE") as a management indicator and will strive for sustainable business transformation.

##### (Basic Vision of Group Management)

- (1) Nomura Group will establish its modernized growth model by itself through realizing expansion of its business in new domains. Nomura Group will also establish earning structure not subject to market condition with proper cost control and risk management.
- (2) Nomura Group will aim to serve its customers at the highest level in every investment, by paying thorough attention to the needs of its customers and the market and by providing its customers with highly value-added solutions in financial and capital markets.
- (3) Nomura Group will emphasize compliance with applicable laws and regulations and proper corporate behavior to carry out compliance and conduct risk management in daily business operations. Each company of Nomura Group shall respect customers' interests and comply with applicable laws and regulations relating to the business.
- (4) Nomura Group seeks to ensure effective management oversight and increase management transparency.
- (5) Nomura Group will contribute to expanding securities markets through daily business and continuously engage in educational activities regarding investment in order to broaden participation in the securities market.

##### ② Purpose

Nomura Holdings, Inc. will celebrate its 100th anniversary in December 2025. Nomura is dedicated to the tenets embodied in its Founder's Principles and the unwavering values ingrained in its Corporate Philosophy. As it looks to the next one hundred years, Nomura formulated its new Group Purpose that will underpin group management:

##### Purpose

We aspire to create a better world by harnessing the power of financial markets

Amid a complex and rapidly changing environment, Nomura will continue to leverage its knowledge and expertise to deliver added value and create a better world through the financial markets. The new Group Purpose articulates Nomura's strong resolve to work together with various stakeholders to build a better future, and its determination to continue taking on new challenges to become the best company for its clients and other stakeholders.



## Management Vision

Our diverse businesses rely on the trust of our clients and all stakeholders. We recognize that raising our corporate value and ensuring sustainable growth of society as a whole are closely linked together. This is why our Management Vision is to achieve sustainable growth by helping resolve social issues. In May 2024, we formulated its new Management Vision, "Reaching for Sustainable Growth," with the aim of promoting its management strategy in line with the newly formulated Purpose.

## (2) Structure of Business Operations

Nomura Group's divisions are comprised of three divisions (Retail Division\*, Investment Management Division and Wholesale Division.) All divisions work together to manage business operations across the Group. Nomura Group shall delegate its powers to each of these business divisions to an appropriate extent and establish its business execution structure by enhancing professional skills, while strengthening global linkages among these business divisions, and fully demonstrating Nomura Group's comprehensive capabilities.

\*Retail Division has been renamed to Wealth Management Division, effective April 1, 2024.

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

### (1) Summary

During the fiscal year ended March 31, 2024, the global inflation caused by the resumption of economic activities from the pandemic had been somewhat stabilized, thereby movements seeking the timing of the end of the monetary tightening led by the U.S. Federal Reserve (Fed) and other major central banks become visible. Toward the end of December in 2023, as an earlier rate cut by Fed was priced in, U.S. interest rates declined while U.S. stock prices rose. Yet, towards the end of the fiscal year ended March 31, 2024, these expectations were somewhat dampened by the strength of the U.S. economy and the persistence of inflationary pressures.

Global economic fundamentals showed resilience, with the U.S. economy growing at an average annual rate of about 4% in the second half of 2023, while stagnation persisted in the Eurozone and China.

In Japan, Kazuo Ueda assumed the post of Governor of the Bank of Japan in April 2023, and expectations for a revision of the large-scale monetary easing policy were further strengthened in May 2023, when the classification of COVID-19 under the Prevention of Infectious Diseases Act was changed and economic activity was expected to resume in earnest. On two occasions, in July and October 2023, the Bank of Japan made a decision to make the yield of 10yr JGBs more flexible under the policy of controlling long and short term interest rates. Expectations for the realization of a virtuous cycle of wages and prices, which is a condition for the Bank of Japan to lift the monetary easing, and expectations that it may as well structurally fortify the earning power of Japanese companies, are gradually growing. Under these circumstances, the Nikkei 225 Stock Average reached the 40,000 yen level for the first time on March 4, 2024, mainly supported by overseas investors buying Japanese stocks.

We reported higher net revenue and pretax income in all business segments for the full year period, demonstrating the strength of our Japan client franchise and global network amid growing interest in the Japanese markets. We delivered a solid performance across divisions and regions. In Retail, this was underpinned by the successful realignment of our people at the start of the fiscal year, while Wholesale booked a marked increase in Investment Banking revenues.

We posted net revenue of 1,562.0 billion yen for the year ended March 31, 2024, an increase of 17.0% from the previous fiscal year. Non-interest expenses increased by 8.6% to 1,288.2 billion yen, income before income taxes was 273.9 billion yen, and net income attributable to the shareholders of Nomura Holdings, Inc. was 165.9 billion yen. ROE was 5.1%. EPS<sup>(1)</sup> for the year ended March 31, 2024 was 52.69 yen, an increase from 29.74 yen for the year ended March 31, 2023. We have decided to pay a dividend of 15 yen per share to shareholders of record as of March 31, 2024. As a result, the total annual dividend will be 23 yen per share.

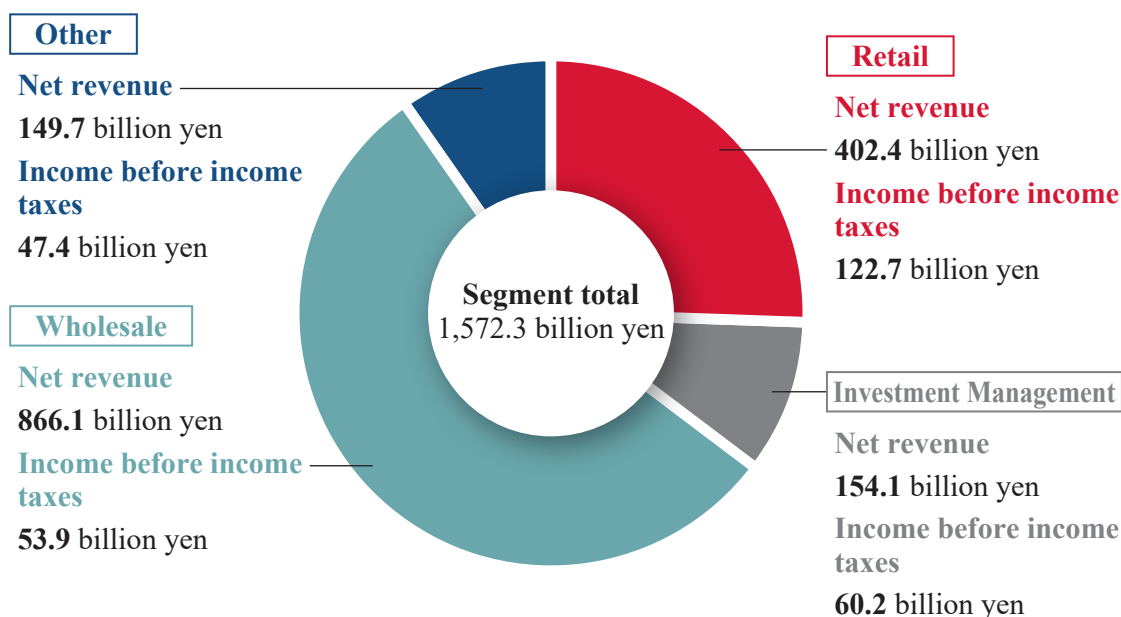
(Note):

1. Diluted net income attributable to Nomura Holdings, Inc. shareholders per share.

### Consolidated Financial Results

	Billions of yen			% Change (B-A)/(A)
	For the year ended			
	March 31, 2022	March 31, 2023 (A)	March 31, 2024 (B)	
Net revenue .....	1,363.9	1,335.6	1,562.0	17.0
Non-interest expenses .....	1,137.3	1,186.1	1,288.2	8.6
Income before income taxes .....	226.6	149.5	273.9	83.2
Income tax expense .....	80.1	57.8	96.6	67.2
Net income .....	146.5	91.7	177.2	93.3
Less: Net income (loss) attributable to noncontrolling interests .....	3.5	(1.1)	11.4	—
Net income attributable to NHI shareholders .....	143.0	92.8	165.9	78.8
Return on shareholders' equity .....	5.1%	3.1%	5.1%	—

**Revenue distribution**  
**For the year ended March 31, 2024**



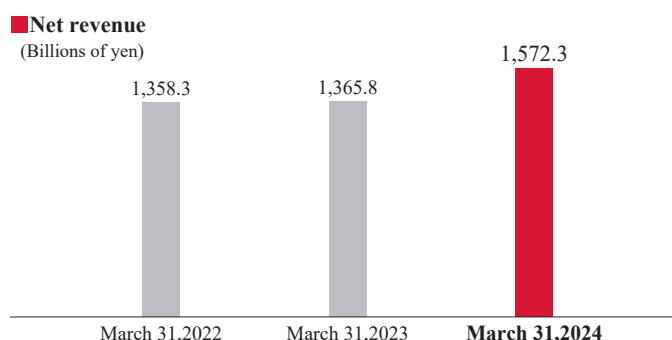
(2) Segment Information

We report our operations and business results by reporting segment that corresponds to the following three divisions: Retail\*, Investment Management and Wholesale.

\* Retail Division has been renamed to Wealth Management Division, effective April 1, 2024.

Business Segment Results

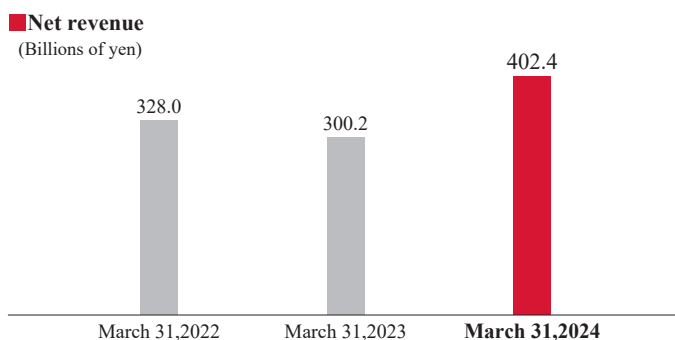
	Billions of yen			% Change (B-A)/(A)
	For the year ended			
	March 31, 2022	March 31, 2023 (A)	March 31, 2024 (B)	
Net revenue .....	1,358.3	1,365.8	1,572.3	15.1
Non-interest expenses .....	1,137.3	1,186.1	1,288.2	8.6
Income before income taxes .....	221.0	179.7	284.2	58.1



In business segment totals, which exclude a part of unrealized gain (loss) on investments in equity securities held for operating purposes, net revenue for the fiscal year ended March 31, 2024 was 1,572.3 billion yen, an increase of 15.1% from the previous year. Non-interest expenses for the fiscal year ended March 31, 2024 increased by 8.6% from the previous year to 1,288.2 billion yen. Income before income taxes was 284.2 billion yen for the fiscal year ended March 31, 2024, an increase of 58.1% from previous year.

## Operating Results of Retail

	Billions of yen			% Change
	For the year ended			(B-A)/(A)
	March 31, 2022	March 31, 2023 (A)	March 31, 2024 (B)	
Net revenue .....	328.0	300.2	402.4	34.0
Non-interest expenses .....	268.7	266.7	279.7	4.9
Income before income taxes .....	59.2	33.5	122.7	266.2



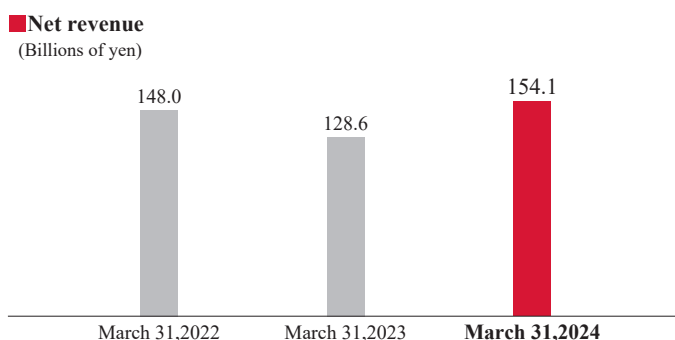
In our Retail Division, net revenue for the year ended March 31, 2024 increased by 34.0% from the previous fiscal year to ¥402.4 billion. Non-interest expenses increased by 4.9% to ¥279.7 billion. As a result, income before income taxes increased by 266.2% to ¥122.7 billion.

In the Retail division, we have worked to strengthen our wealth management services by enhancing comprehensive wealth management services in line with client needs to help our clients achieve the future they envision. In a historically active market environment, there was a significant increase in flow revenue, mainly due to an increase in the sales of stocks and investment trusts. At the same time, there was also a significant increase in recurring revenue due to the expansion of retail client assets through our consulting services on the entire asset bases of our clients, which we have been working on continuously.

In addition, we are aiming to build a sustainable client base and expand our business over the medium to long term by achieving contact points through workplace financial services, and we have been able to successfully increase the number of clients we provide services to, including the working generation. Going forward, we will provide a wide range of wealth management services, including face-to-face consulting, non-face-to-face services using digital tools, and workplace services that address asset building needs.

## Operating Results of Investment Management

	Billions of yen			% Change
	For the year ended			(B-A)/(A)
	March 31, 2022	March 31, 2023 (A)	March 31, 2024 (B)	
Net revenue .....	148.0	128.6	154.1	19.9
Non-interest expenses .....	76.5	85.1	93.9	10.4
Income before income taxes .....	71.5	43.5	60.2	38.4



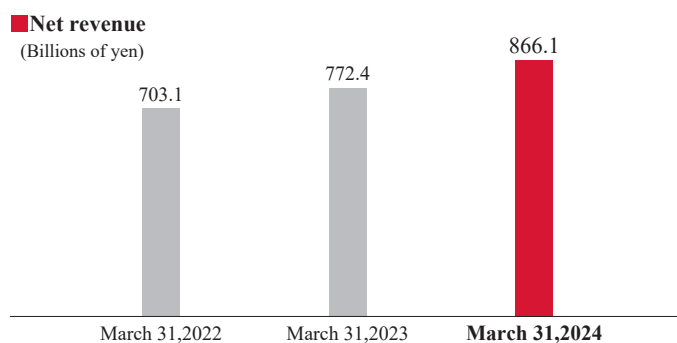
In our Investment Management Division, net revenue after the deduction of financial expenses for the year ended March 31, 2024 increased by 19.9% from the previous fiscal year to ¥154.1 billion. Non-interest expenses increased by 10.4% to ¥93.9 billion. As a result, income before income taxes increased by 38.4% to ¥60.2 billion.

The Investment Management Division recorded the highest level of business revenue, which is a stable source of revenue, since the division was established in April 2021. The asset management business had a strong year, and higher sales of aircraft leases contributed to revenue growth. Due to market factors and net inflows into a wide range of products, assets under management reached a new record high of ¥89.0 trillion at the end of the fiscal year. Alternative assets under management increased by 47% to ¥1,860.6 billion from March 31, 2023. Investment gains/losses increased driven by significant improvement in American Century Investments related valuation gains/losses.

As part of our activities involving the new NISA system, which began in 2024, we have established the “First NISA” series of low-cost index funds to encourage a wide range of age groups, including those with no investment experience, to start using the NISA system. In addition, 182 funds such as the “Nomu Wrap Fund”, which are subject to the Growth Investment Framework, part of the new NISA system, were submitted for registration (as of the end of March 2024). In addition, based on our strategy to provide clients with a wide range of opportunities to invest in private assets, we launched “Nomura Fund Select – Blackstone Private Equity Strategies Fund”, Japan’s first publicly offered open investment trust focusing mainly on private equity around the world. In the Americas, we realigned our business and launched “Nomura Capital Management LLC” as a new brand with credit investment capabilities integrating both public and private asset management businesses.

#### Operating Results of Wholesale

	Billions of yen			% Change (B-A)/(A)
	For the year ended			
	March 31, 2022	March 31, 2023 (A)	March 31, 2024 (B)	
Net revenue .....	703.1	772.4	866.1	12.1
Non-interest expenses .....	628.6	743.0	812.2	9.3
Income before income taxes .....	74.5	29.4	53.9	83.6



The Wholesale Division consists of two businesses, Global Markets which is mainly engaged in the trading, sales and structuring of financial products, and Investment Banking which is engaged in financing and advisory businesses.

In our Wholesale Division, net revenue for the year ended March 31, 2024 increased by 12.1% from the previous fiscal year to 866.1 billion yen. Non-interest expenses increased by 9.3% to 812.2 billion yen. As a result, income before income taxes increased by 83.6% to 53.9 billion yen.

## Global Markets

We continued to focus on providing uninterrupted service and liquidity to our clients under tight risk control, as they rebalanced and hedged their portfolio in the highly volatile and uncertain markets driven by uncertain macro-economic environment and central banks' policy actions. We delivered steady performance monetizing increased client flows and market opportunities including strong Japan equities, deepened engagement with clients across flow as well as structured financing and solutions businesses.

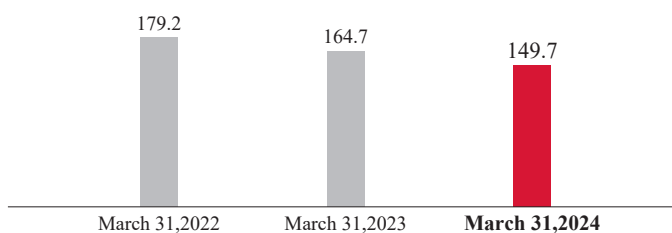
## Investment Banking

Increase in client activity could be seen due to an increase in clarity regarding market environment in relation to monetary policies. As a result, earnings increased for the full year due to an increase in M&A and Equity Capital Market deals.

## Other

	Billions of yen			% Change
	For the year ended			(B-A)/(A)
	March 31, 2022	March 31, 2023 (A)	March 31, 2024 (B)	
Net revenue .....	179.2	164.7	149.7	(9.1)
Non-interest expenses .....	163.5	91.3	102.3	12.0
Income before income taxes .....	15.8	73.4	47.4	(35.4)

■ Net revenue  
(Billions of yen)



Net revenue was 149.7 billion yen. Income before income taxes was 47.4 billion yen.

### 3. Financing Situation

#### (1) Funding situation

In terms of funding, the Company, Nomura Securities Co., Ltd., Nomura Europe Finance N.V., Nomura Bank International plc, Nomura International Funding Pte. Ltd., and Nomura Global Finance Co., Ltd. are the main group entities that borrow externally, issue debt instruments and engage in other funding activities. By raising funds to match the currencies and liquidities of our assets or by using foreign exchange swaps as necessary, we pursue optimization of our funding structures.

#### (2) Capital Expenditures

Capital expenditures focus primarily on system investments to accelerate digitalization with the objective of encouraging business activities further in Japan and Overseas. In Retail Division<sup>\*</sup>, we have improved online-based services in order to provide more convenient services for our clients. In Wholesale Division, we have been continuously enhancing the trading systems as well as strengthening the infrastructure system in order to navigate through the global markets and achieve best execution more stably and efficiently.

<sup>\*</sup>Retail Division has been renamed to Wealth Management Division, effective April 1, 2024.

### 4. Results of Operations and Assets

(in billions of yen except per share data in yen)

Item	Period	(in billions of yen except per share data in yen)			
		117th Fiscal Year (April 1, 2020 to March 31, 2021)	118th Fiscal Year (April 1, 2021 to March 31, 2022)	119th Fiscal Year (April 1, 2022 to March 31, 2023)	120th Fiscal Year (April 1, 2023 to March 31, 2024)
Total Revenue .....		1,617.2	1,594.0	2,486.7	4,157.3
Net revenue .....		1,401.9	1,363.9	1,335.6	1,562.0
Income before income taxes .....		230.7	226.6	149.5	273.9
Net income attributable to NHI shareholders.....		153.1	143.0	92.8	165.9
Basic-Net income attributable to NHI shareholders per share .....		50.11	46.68	30.86	54.97
Diluted-Net income attributable to NHI shareholders per share .....		48.63	45.23	29.74	52.69
Total assets .....		42,516.5	43,412.2	47,771.8	55,147.2
Total NHI shareholders' equity .....		2,694.9	2,914.6	3,148.6	3,350.2

(Note)

Stated in accordance with accounting principles generally accepted in the U.S.

## 5. Management Challenges and Strategies

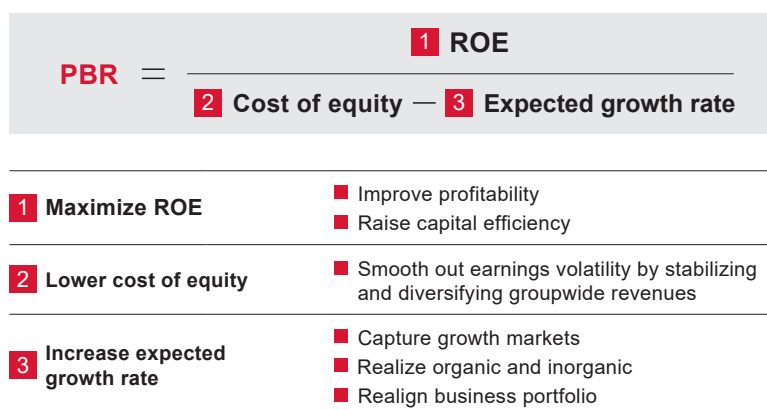
The Nomura Group's business environment is undergoing significant changes. We will continue to respond to it flexibly while maintaining an appropriate financial standing and effectively utilizing management resources through improved capital efficiency. In addition, we are never satisfied with ourselves and will constantly implement new initiatives with the aim of expanding existing businesses and providing value-added services to clients.

### (1) Medium-to Long-term Priority Issues

We are pursuing sustainable growth across the entire group and working on building a business portfolio that focuses on stable and diversified revenue and improving capital efficiency.

Our vision is to advance Nomura to the next stage. To realize this, we launched a strategy of expanding into private markets to complement our businesses in the public markets. Based on this strategy, we have been working on promoting asset consulting business, strengthening the Investment Management Division, and fostering growth and stability in the wholesale business. Additionally, we have been exploring and enhancing new areas such as Digital Financial Services including digital asset business and sustainability sector including sustainable finance. We have also begun to promote company-wide cost control through structural reforms. In addition, we are advancing the sophistication and efficiency of the corporate functions that form the basis of these businesses, strengthening the governance structure, improving operational efficiency using digital technologies, and promoting our own sustainability initiatives such as DEI (Diversity, Equity & Inclusion ) and Net Zero. For more information on the strategies in each division, please refer to the challenges and strategies in each division.

We have established a business model that can consistently achieve an ROE of 8-10% in the medium term through addressing medium- to long-term priority issues. As announced in May 2024, we have set a new management vision, "Reaching for Sustainable Growth," as an indication of the direction of management toward fiscal 2030, and a management quantitative target of ROE 8~10%+ and achieving profit before tax of over ¥ 500 billion. In addition, we break down the PBR as shown in the figure below. Maximizing the absolute level of ROE is one of its key elements. Through addressing medium- to long-term priority issues, we aim to enhance our corporate value.





## (2) *Issues in Each Division*

The challenges and strategies in each division are as follows:

- **Wealth Management Division**

As a result of the continuous initiatives to overhaul our business model to further help clients manage their assets, the former Retail Division has seen significant changes in its revenue structure, leading to certain achievements in transitioning to the recurring revenue business. The Division has been renamed to the Wealth Management Division to reflect this transformation of the business model, effective April 1, 2024.

The Wealth Management Division offers comprehensive wealth management services catering to the diverse needs of individual and corporate clients through our nationwide network of branches, as well as our digital services. In addition to traditional investment products such as stocks and bonds, our proactive team of professionals provides tailor-made consulting services to help our clients, including estate planning, real estate, asset succession and M&A services. We will continue working on improving the skills of our partners (sales representatives), and enhance our wide range of products and services in order to advance the wealth management business.

- **Investment Management Division**

Our Investment Management Division provides solutions that meet the diversifying investment needs of our broad clients through a wide range of assets classes and services spanning both traditional and alternative assets. We aim to realize a virtuous cycle of investment that leads to the resolution of social issues by providing high-quality investment products that meet the diverse investment needs of clients. We regard the following trends as growth opportunities: Japan's abundant individual financial assets and the tailwind of the government's plan for promoting Japan as a leading asset management center, the growth of investment in private assets, high levels of funding demand for and investor awareness of sustainability-related investments. Amid continued downward pressure on management fees, we are working to improve our investment capabilities, increase our assets under management and increase the value added by our products and services in our public markets businesses, expand our business platforms in alternative assets and other high-fee growth areas, and realize greater efficiency and cost control.

- **Wholesale Division**

Our Wholesale Division faces challenges presented by increasingly sophisticated client needs and technological advancement, coupled with uncertainty in the market and macroeconomic environment. To ensure continuity of service as well as add value to clients, we will continue to enhance collaboration across business lines, regions and divisions while further diversifying our business portfolio to stabilize revenues. We will continue to deploy financial resources to selective and high growth opportunities and also focus on cost optimization.

Global Markets aims to provide uninterrupted liquidity to our clients while reinforcing risk control and governance. Additionally, we aim to further diversify our business portfolio, reinforce global connectivity and cross-sell across our global client franchise leveraging our solid business foundation in Japan and competitive global products to pursue growth opportunities such as structured financing and solution business, International Wealth Management business as well as Global Equities, and continue to build on the strength of our Flow Macro businesses.

Investment banking aims to provide advisory services and financing to domestic as well as crossborder restructurings and industry-wide consolidations, as well as interest rate and FX solutions related to these transactions as volatile business environments impact our clients' businesses. We will leverage our Japanese strengths and focus on expanding our global advisory business, while also broadening ESG related businesses through initiatives such as the enhancement of our sustainability related capabilities. Additionally, we will accelerate group-wide collaborations to benefit our clients.

- Risk Management and Compliance, etc.

We have defined our risk appetite in our Risk Appetite Statement which includes the types and level of risk that the Nomura Group is willing to assume in pursuit of our strategic objectives and business plans. Further, we continue to develop our risk management framework in a way that is strategically aligned to our business plans and incorporates decision-making by senior management, thereby securing capital soundness and enhancing our corporate value.

We have clearly defined in our Risk Appetite Statement that all executives and employees must actively engage in risk management through our Three Lines of Defense framework. Besides, we continuously provide trainings to all executives and employees including those in the group companies to increase our knowledge about risks as financial professionals and develop a corporate culture of correctly recognizing, assessing and managing risks.

With regard to compliance, we continue to focus on improving the management structure to comply with local laws and regulations in the countries where we operate. We also continue to review our internal systems and rules so that all executive management and employees can work autonomously with high ethical standards.

In order to ensure not only compliance with laws and regulations, but also that all directors, officers and employees are able to act in accordance with social norms, we have established the “Nomura Group Code of Conduct” as guidelines for actions to be taken, and through associated trainings and other measures, we are working to promote appropriate actions (“Conduct”) based on the Code of Conduct. At the ‘Nomura Founding Principles and Corporate Ethics Day’ held in every August, we reaffirm the lessons learned from past incidents and renew our determination to prevent similar incidents then to maintain and gain the trust society places in us; discussions are held regarding the proper way to conduct after looking back on past incidents, and a pledge is made to comply with the Code of Conduct.

In order for us to be able to respond to the changing demands of society, the Code of Conduct is regularly reviewed to constantly examine ourselves and to ensure that our thinking aligns with society’s norms.

By addressing and resolving the above issues, we will strive for the stability and further development of financial markets as well as the sustainable growth of Nomura Group.

By addressing and resolving the above issues, we will strive for the stability and further development of financial markets as well as the sustainable growth of the Nomura Group.

## 6. Major Business Activities

Nomura Group primarily operates in investment and financial services focusing on the securities business. We provide wide-ranging services to customers for both financing and investment through operations in Japan and other major financial capital markets around the world. Such services include securities trading and brokerage, underwriting and distribution, arrangement of offering and distribution, arrangement of private placement, principal finance, asset management, and other securities and financial business. We divide our business segments into three divisions consisting of Retail\*, Investment Management and Wholesale.

\*Retail Division has been renamed to Wealth Management Division, effective April 1, 2024.

In order to respond to our clients' increasingly diversified needs, we will further increase our lineup of services available to clients by focusing efforts on private side products and services such as non-listed equities and privately placed bonds, in addition to products in public markets such as listed stocks and corporate bonds that we have been providing so far.

## 7. Organizational Structure

### (1) Principal place of business in Japan

The Company: Head office (Tokyo)

Nomura Securities Co., Ltd. (Head office and local branches — 109 locations in total): Tokyo (Head office and local branches — 16 locations in total), Kanto area excluding Tokyo (26 branches), Hokkaido area (5 branches), Tohoku area (9 branches), Hokuriku area (4 branches), Chubu area (13 branches), Kinki area (15 branches), Chugoku area (7 branches), Shikoku area (3 branches) and Kyushu and Okinawa area (11 branches)

Nomura Asset Management Co., Ltd. (Tokyo, Osaka, Fukuoka)

The Nomura Trust & Banking Co., Ltd. (Tokyo)

Nomura Properties, Inc. (Tokyo)

Nomura Financial Products & Services, Inc. (Tokyo)

### (2) Principal place of business overseas

Nomura Securities International, Inc. (New York, U.S.)

Nomura International plc (London, U.K.)

Nomura International (Hong Kong) Limited

Nomura Singapore Limited

Instinet Incorporated (New York, U.S.)

### (3) Status of Employees

	Employees	Increase / Decrease
Total .....	26,853	78 Increase

#### (Notes)

1. Number of employees consists of the total number of employees of the Company and its consolidated subsidiaries (excluding temporary employees).

2. Number of employees excludes employees seconded outside the Company and its consolidated subsidiaries.

#### (4) Status of Significant Subsidiaries

Name	Location	Capital (in millions)	Percentage of Voting Rights	Type of Business
Nomura Securities Co., Ltd. ....	Tokyo, Japan	¥ 10,000	100%	Securities
Nomura Asset Management Co., Ltd. ....	Tokyo, Japan	¥ 17,180	100%	Investment Trust Management / Investment Advisory
The Nomura Trust & Banking Co., Ltd. ....	Tokyo, Japan	¥ 50,000	100%	Banking / Trust
Nomura Properties, Inc. ....	Tokyo, Japan	¥ 480	100%	Business Space / Facility Management
Nomura Financial Products & Services, Inc. ....	Tokyo, Japan	¥ 176,775	100%	Financial
Nomura Asia Pacific Holdings Co., Ltd. ....	Tokyo, Japan	¥ 10	100%	Holding Company
Nomura Holding America Inc. ....	New York, U.S.	US\$ 7,635.42	100%	Holding Company
Nomura Securities International, Inc. ....	New York, U.S.	US\$ 1,300.00	100% *	Securities
Nomura America Mortgage Finance, LLC ....	New York, U.S.	US\$ 1,813.49	100% *	Holding Company
Instinet Incorporated ....	New York, U.S.	US\$ 1,360.00	100% *	Holding Company
Nomura Europe Holdings plc ....	London, U.K.	US\$ 3,391.32	100%	Holding Company
Nomura International plc ....	London, U.K.	US\$ 3,241.22	100% *	Securities
Nomura International (Hong Kong) Limited ....	Hong Kong	¥ 206,201	100% *	Securities
Nomura Singapore Limited ....	Singapore, Singapore	S\$ 239.00	100% *	Securities / Financial

#### (Notes)

1. “Capital” is stated in the currency on which each subsidiary’s books of record are maintained. “Capital” of a subsidiary, whose paid-in capital is zero or is in nominal amount (primarily subsidiaries located in the U.S.), is disclosed in amount including additional paid-in capital. Percentages with “\*” in the “Percentage of Voting Rights” column include voting rights from indirect ownership of shares.
2. The total number of consolidated subsidiaries and consolidated variable interest entities as of March 31, 2024 was 1,529. The total number of entities accounted for under the equity method of accounting such as Nomura Research Institute, Ltd. and Nomura Real Estate Holdings, Inc. was 14 as of March 31, 2024.

#### 8. Major Lenders

Lender	Type of Loan	Loan Amount (in millions of yen)
Sumitomo Mitsui Banking Corporation ....	Long-term borrowing	450,638
Mizuho Bank, Ltd. ....	Long-term borrowing	422,233
MUFG Bank, Ltd. ....	Long-term borrowing	418,223
Resona Bank, Limited. ....	Long-term borrowing	54,100
SBI Shinsei Bank, Limited ....	Long-term borrowing	39,354
Sumitomo Mitsui Trust Bank, Limited ....	Long-term borrowing	215,115
The Chiba Bank, Ltd. ....	Long-term borrowing	61,019
The Hachijuni Bank, Ltd. ....	Long-term borrowing	57,071
The Bank of Yokohama, Ltd. ....	Long-term borrowing	55,292
The Shizuoka Bank, Ltd. ....	Long-term borrowing	36,541
The Norinchukin Bank ....	Long-term borrowing	168,112
Meiji Yasuda Life Insurance Company ....	Long-term borrowing	40,272

## 9. Capital Management Policy

We seek to enhance shareholder value and to capture growing business opportunities by maintaining sufficient levels of capital. We will continue to review our levels of capital as appropriate, taking into consideration the economic risks inherent to operating our businesses, the regulatory requirements, and maintaining our ratings necessary to operate businesses globally.

We believe that raising corporate value over the long term and paying dividends is essential to rewarding shareholders. We will strive to pay dividends using a consolidated pay-out ratio of at least 40 percent of each semi-annual consolidated earnings as a key indicator.

Dividend payments will be determined taking into account a comprehensive range of factors such as the tightening of Basel regulations and other changes to the regulatory environment as well as the company's consolidated financial performance.

Dividends will in principle be paid on a semi-annual basis with record dates of September 30 and March 31.

Additionally, we will aim for a total payout ratio, which includes dividends and share buybacks, of at least 50 percent.

With respect to the retained earnings, in order to implement measures to adapt to regulatory changes and to increase shareholder value, we seek to efficiently invest in business areas where high profitability and growth may reasonably be expected, including the development and expansion of infrastructure.

### Dividends for the Fiscal Year

Based on our Capital Management Policy described above, we paid a dividend of 8 yen per share to shareholders of record as of September 30, 2023 and have decided to pay a dividend of 15 yen per share to shareholders of record as of March 31, 2024. As a result, the total annual dividend will be 23 yen per share.

The following table sets forth the details of dividends paid for the fiscal year ended March 31, 2024:

Resolution of Board of Directors	Record Date	Total Amount of Dividends (in millions of yen)	Dividend Per Share (yen)
October 27, 2023 .....	September 30, 2023	24,115	8.00
April 26, 2024.....	March 31, 2024	44,567	15.00

## II. Stocks

1. Total Number of Authorized Shares: 6,000,000,000 shares

The total number of classes of shares authorized to be issued in each class is as follows.

Type	Total Number of Shares Authorized to be Issued in Each Class
Common Stock .....	6,000,000,000
Class 1 Preferred Stock .....	200,000,000
Class 2 Preferred Stock .....	200,000,000
Class 3 Preferred Stock .....	200,000,000
Class 4 Preferred Stock .....	200,000,000

2. Total Number of Issued Shares: Common Stock 3,163,562,601 shares

3. Number of Shareholders: 328,765

4. Major Shareholders (Top 10):

Names of Shareholders	Number of Shares Owned and Percentage of Shares Owned	
	(in thousand shares)	(%)
The Master Trust Bank of Japan, Ltd. (Trust Account) .....	490,840	16.52
Custody Bank of Japan, Ltd. (Trust Account) .....	167,148	5.62
State Street Bank West Client-Treaty 505234 .....	60,703	2.04
The Bank of New York Mellon as Depositary Bank for DR Holders .....	53,059	1.78
JP Morgan Chase Bank 385781 .....	45,147	1.51
State Street Bank And Trust Company 505001.....	37,743	1.27
SMBC Nikko Securities Inc. ....	37,680	1.26
SSBTC Client Omnibus Account.....	36,060	1.21
Northern Trust Co. (AVFC) Re Silchester International Investors International Value Equity Trust .....	33,024	1.11
Nomura Group Employee Stock Ownership Association.....	29,984	1.00

### (Notes)

1. The Company has 192,432 thousand shares of treasury stock as of March 31, 2024 which is not included in the major shareholders list above.

2. Figures for Number of Shares Owned are rounded down to the nearest thousand and figures for Percentage of Shares Owned are calculated excluding treasury stock.

5. Status of Treasury Stock Repurchase, Disposition and Number of Shares Held in Treasury:

(1) Repurchased shares

Common Stock .....	80,617,143 shares
Total Repurchase Amount (in thousands of yen) .....	61,028,906

Stocks acquired according to resolution of the Board, included above, are as follows;

Common Stock .....	80,592,100 shares
Total Repurchase Amount (in thousands of yen) .....	61,012,793

Reason for Repurchase

The Company plans to acquire treasury stock to raise capital efficiency and ensure a flexible capital management policy, and to deliver as stock-based compensation to executives and employees.

(2) Shares Disposed

Common Stock .....	47,695,807 shares
Aggregate Amount of Disposition (in thousands of yen) .....	24,870,623

(3) Shares Cancelled

Common Stock .....	70,000,000 shares
Aggregate Amount of Cancellation (in thousands of yen) .....	36,104,698

(4) Number of Shares Held in Treasury as of the end of fiscal year

Common Stock .....	192,432,164 shares
--------------------	--------------------

(5) Other Significant Matters concerning Stocks

At the meeting of the Board of Directors held on January 31, 2024, the Company adopted a resolution to repurchase shares.

Reasons

To raise capital efficiency and ensure a flexible capital management policy, and to deliver shares on exercise of stock-based compensation to executives and employees.

Type and aggregate number of shares to be repurchased

Common Stock .....125,000,000 shares (upper limit)

Total Repurchase Amount ..... 100 billion yen (upper limit)

Period of Repurchase..... from February 16, 2024 to September 30, 2024

Method of Repurchase ..... Purchase on the stock exchange via a trust bank

(Note)

46,223,600 shares acquired through this resolution are included in Repurchased shares and Number of Shares Held in Treasury as of the end of fiscal year.

6. Status of Stock delivered to the Directors and Executive Officers of the Company as consideration of Execution of Duties during the fiscal year:

Position	Type and Number of Stock	Number of People
Directors and Executive Officers (excluding Outside Directors)	Common stock 246,042	8

### III. Matters Relating to the Company's Directors and Executive Officers

#### 1. Status of the Directors (as of March 31, 2024)

Name	Positions and Responsibilities	Significant Concurrent Positions
Koji Nagai	Chairman of the Board of Directors Member of the Nomination Committee Member of the Compensation Committee	Director and Chairman of the Board of Directors of Nomura Securities Co., Ltd. (*)
Kentaro Okuda	Director Representative Executive Officer and President Group CEO	Representative Director and President of Nomura Securities Co., Ltd. (*)
Yutaka Nakajima	Director Representative Executive Officer and Deputy President	Representative Director and Deputy President of Nomura Securities Co., Ltd. (*)
Shoji Ogawa	Director Member of the Audit Committee (full-time) Member of the Board Risk Committee	Corporate Auditor of Nomura Asia Pacific Holdings Co., Ltd. (*) Non-Executive Director of Nomura Holding America Inc. (*) Non-Executive Director of Instinet Incorporated (*)
Noriaki Shimazaki	Outside Director Chairman of the Audit Committee Member of the Board Risk Committee	Outside Director of Loginet Japan Co., Ltd. Director of Nomura Securities Co., Ltd. (*)
Kazuhiko Ishimura	Outside Director Chairman of the Nomination Committee Chairman of the Compensation Committee	President and CEO of the National Institute of Advanced Industrial Science and Technology Outside Director of Ricoh Company, Ltd.
Laura Simone Unger	Outside Director Chairperson of the Board Risk Committee	Independent Director of Navient Corporation Independent Director of Nomura Holding America Inc. (*) Independent Director of Nomura Securities International, Inc. (*) Independent Director of Nomura Global Financial Products Inc. (*) Independent Director of Instinet Holdings Incorporated (*)
Victor Chu	Outside Director Member of the Audit Committee Member of the Board Risk Committee	Chairman and Chief Executive Officer of First Eastern Investment Group Chair of Council, University College London Co-Chair, International Business Council of the World Economic Forum Independent Director of Airbus SE
J. Christopher Giancarlo	Outside Director Member of the Board Risk Committee	Senior Counsel of Willkie Farr & Gallagher LLP Chair of the Board of Directors of Digital Dollar Project Independent Director of Digital Asset Holdings, LLC Independent Director of Nomura Securities International, Inc. (*) Independent Director of Nomura Global Financial Products Inc. (*)



Patricia Mosser	Outside Director Member of the Board Risk Committee	Senior Research Scholar* Director of the MPA Program in Economic Policy Management* Director of Central Banking and Financial Policy* *Positions at Columbia University, School of International and Public Affairs Independent Director of Nomura Holding America Inc. (*)
Takahisa Takahara	Outside Director Member of the Nomination Committee Member of the Compensation Committee	Representative Director, President & CEO of Unicharm Corporation Outside Director of Sumitomo Corporation
Miyuki Ishiguro	Outside Director Member of the Board Risk Committee	Partner of Nagashima Ohno & Tsunematsu President-Elect of the Inter-Pacific Bar Association (IPBA) Outside Audit & Supervisory Board Member, Lasertec Corporation Outside Audit & Supervisory Board Member, Benesse Holdings, Inc
Masahiro Ishizuka	Outside Director Member of the Audit Committee	Not Applicable

---

(Notes)

1. Directors Noriaki Shimazaki, Kazuhiko Ishimura, Laura Simone Unger, Victor Chu, J. Christopher Giancarlo, Patricia Mosser, Takahisa Takahara, Miyuki Ishiguro, Masahiro Ishizuka are Outside Directors, as provided for in Item 15, Article 2 of the Companies Act, and are also Independent Directors, as provided for in Article 436-2 of the Tokyo Stock Exchange, Inc.'s Securities Listing Regulations.
2. Director Noriaki Shimazaki, Chairman of the Audit Committee, and Director Masahiro Ishizuka, a member of the Audit Committee and a certified public accountant are financial experts under the Sarbanes-Oxley Act of 2002. Each of them has considerable finance and accounting knowledge.
3. The Company has selected director Shoji Ogawa, who is well-versed in the business of the Nomura Group, as a full-time member of the Audit Committee, with the expectation that audits by the Audit Committee will be performed more effectively.
4. Companies marked with "\*" are wholly-owned subsidiaries (including indirect ownership) of the Company.
5. There are no special relationships between the Company and companies in which Outside Directors concurrently serve (except for those companies marked with "\*").
6. The Company has entered into agreements to limit liability for damages set forth in Paragraph 1, Article 423 of the Companies Act with directors Shoji Ogawa, Noriaki Shimazaki, Kazuhiko Ishimura, Laura Simone Unger, Victor Chu, J. Christopher Giancarlo, Patricia Mosser, Takahisa Takahara, Miyuki Ishiguro and Masahiro Ishizuka. Liability under each such agreement is limited to either 20 million yen or the amount prescribed by laws and regulations, whichever is greater.

## 2. Matters Relating to the Outside Directors

### Status of the Activities of the Outside Directors

Name	Status of Main Activities
Noriaki Shimazaki	Attended all 11 meetings of the Board of Directors, all 13 meetings of the Audit Committee and all 5 meetings of the Board Risk Committee held during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing his independence and extensive experience and knowledge gained from being a corporate manager for many years and an expert well-versed in international accounting systems, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
Kazuhiko Ishimura	Attended all 11 meetings of the Board of Directors, all 7 meetings of the Nomination Committee, and all 11 meetings of the Compensation Committee held during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing his independence, extensive experience and knowledge gained from being a corporate manager for many years, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
Laura Simone Unger	Attended all 11 meetings of the Board of Directors and all 5 meetings of the Board Risk Committee held during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing her independence and extensive experience and knowledge gained from being an expert well-versed in finance-related legal systems/regulations, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
Victor Chu	Attended all 11 meetings of the Board of Directors and 11 out of 13 meetings of the Audit Committee, 3 out of 5 meetings of the Board Risk Committee held during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing his independence and extensive experience and knowledge gained from being a corporate manager for many years and an expert well-versed in law, regulations and corporate governance, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
J. Christopher Giancarlo	Attended all 11 meetings of the Board of Directors and all 5 meetings of the Board Risk Committee held during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing his independence and extensive experience and knowledge gained from being an expert well-versed in finance-related legal systems/regulations and advanced technologies such as blockchain, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
Patricia Mosser	Attended all 11 meetings of the Board of Directors and all 5 meetings of the Board Risk Committee held during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing her independence and extensive experience and knowledge gained from being an economist, a central banker and a scholar for many years, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
Takahisa Takahara	Attended all 11 meetings of the Board of Directors, all 7 meetings of the Nomination Committee, and all 11 meetings of the Compensation Committee held during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing his independence and extensive experience and knowledge gained from being a corporate manager for many years, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
Miyuki Ishiguro	Attended all 9 meetings of the Board of Directors and all 5 meetings of the Board Risk Committee held after her appointment during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing her independence and extensive experience and knowledge gained from being an attorney for many years, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.

---

Masahiro Ishizuka	Attended all 9 meetings of the Board of Directors and all 9 meetings of the Audit Committee held after his appointment during the fiscal year, and appropriately made statements. In addition, with regard to the expected role as an outside director, utilizing his independence and extensive experience and knowledge gained from being a Certified Public Accountant well-versed in international accounting systems for many years, at meetings such as meetings of the Board of Directors, activities such as the determination of important matters and supervision of business execution have been carried out.
-------------------	--

---

---

(Note)

Other than the above, Outside Directors Meetings, consisting solely of members who are Outside Directors, have been held, and utilizing things such as each person's experience and knowledge, there have been discussions concerning matters such as the Company's business and corporate governance.

### 3. Status of the Executive Officers (as of March 31, 2024)

Name	Positions and Responsibilities	Significant Concurrent Positions
Kentaro Okuda	Director Representative Executive Officer and President Group CEO	See “1. Status of the Directors”
Yutaka Nakajima	Director Representative Executive Officer and Deputy President	See “1. Status of the Directors”
Toshiyasu Iiyama	Executive Officer and Deputy President Chief of Staff	Representative Director and Deputy President of Nomura Securities Co., Ltd.
Takumi Kitamura	Executive Officer Chief Financial Officer (CFO) and Investor Relations	Director, Executive Vice President of Nomura Securities Co., Ltd. Director of Nomura Asia Pacific Holdings Co., Ltd.
Sotaro Kato	Executive Officer Chief Risk Officer (CRO) (based in New York)	Director and Senior Corporate Managing Director of Nomura Securities Co., Ltd. Director of Nomura Holding America Inc.
Yosuke Inaida	Executive Officer Chief Compliance Officer (CCO)	Senior Corporate Managing Director of Nomura Securities Co., Ltd. Director of Nomura Asia Pacific Holdings Co., Ltd.
Toru Otsuka	Executive Officer Group Secretariat, Strategy and Regulatory Affairs	Director and Senior Corporate Managing Director of Nomura Securities Co., Ltd.
Christopher Willcox	Executive Officer Head of Wholesale (based in New York)	Director of Nomura Holding America Inc.

(Note)

As of March 31, 2024, Toru Otsuka resigned from the office of Executive Officer of the Company.

(Reference) Executive Officers as of April 1, 2024 are as follows:

Kentaro Okuda	Representative Executive Officer and President, Group CEO
Yutaka Nakajima	Representative Executive Officer and Deputy President
Toshiyasu Iiyama	Executive Officer and Deputy President, Chief of Staff
Takumi Kitamura	Executive Officer, Chief Financial Officer (CFO) and Chief Transformation Officer (CTO)
Sotaro Kato	Executive Officer, Chief Risk Officer (CRO) (based in New York)
Yosuke Inaida	Executive Officer, Chief Compliance Officer (CCO)
Christopher Willcox	Executive Officer, Head of Wholesale (based in New York)

### 4. Directors and Officers Liability Insurance Contracts

The Company has entered into directors and officers liability insurance contracts set forth in Paragraph 1, Article 430-3 of the Companies Act with insurance companies, which have persons such as directors, executive officers, senior managing directors, corporate auditors, and senior employees of the Company and its subsidiaries, etc. as insured persons. Under such insurance contracts, there will be an indemnification of losses, such as compensation for damages and litigation costs, incurred by an insured person due to a claim for loss or damage caused by an act (including an omission) carried out on the basis of the position, such as director or officer, held by the insured at the Company, and all insurance premiums of insureds have been entirely borne by the Company. However, there are certain exclusions applicable to such insurance contracts such as losses caused by a deliberately fraudulent or dishonest act of individuals such as directors/officers.

## 5. Compensation paid to Directors and Executive Officers

Millions of yen

	Number of People <sup>(1)</sup>	Fixed compensation		Performance-linked compensation		Total
		Base Salary <sup>(2)(3)</sup>	Cash Bonuses	Notional Stock Unit <sup>(4)</sup>	Ristricted Stock Unit <sup>(4)</sup>	
Directors	13	389	116	221	—	726
(Outside Directors)	(10)	(217)	(—)	(—)	(—)	(217)
Executive Officers	8	598	1,206	2,412	241	4,457
Total	21	987	1,322	2,633	241	5,183

(Notes)

- The number of people includes 1 Director who retired in June 2023, and 2 Directors who were appointed in June 2023. There were 11 Directors and 8 Executive Officers as of March 31, 2024. Compensation to Directors who were concurrently serving as Executive Officers is included in that of Executive Officers.
- Includes other compensation (commuter pass allowance) of ¥268 thousand.
- In addition to base salary of Executive Officers, ¥16 million of corporate housing costs, such as housing allowance and related tax adjustments, were provided.
- Deferred compensation granted during and prior to the fiscal year ended March 31, 2024 is recognized as expense in the financial statements for the fiscal year ended March 31, 2024. Furthermore, the expenses related to the Long-Term Incentive Plan, which was approved for implementation at the Compensation Committee on March 29, 2024, will be recognized for the performance evaluation period starting from the fiscal year ended March 2025 and are not included in the figures mentioned above.
- Subsidiaries of the Company paid ¥76 million to Outside Directors as compensation, etc. for their directorship at those subsidiaries for the fiscal year ended March 31, 2024.

## 6. Matters relating to Performance-Linked Compensation

### (1) Calculation method of the Performance-Linked Compensation

- Compensation of Directors and Executive Officers is divided into fixed compensation and performance-linked compensation, with fixed compensation consisting of base salary and performance-linked compensation consisting of annual bonus and long-term incentive plans.
- With respect to the President and the Group CEO, given the overall responsibility of business execution of the Nomura Group, the basic amount of the Performance-Linked Compensation is calculated based on the level of achievement in actual value(s) against the target value(s) of key performance indicator(s) and performance metrics that form the basis for their calculation. In addition, Total Compensation (“TC”), including fixed compensation and performance-linked compensation, is determined by considering, as needed, qualitative evaluation competitor benchmarking etc. by the Compensation Committee.
- With respect to the Directors and the Executive Officers, their Annual Bonus and TC are determined based on the ones of the Group CEO, reflecting individual roles and responsibilities, respective jurisdiction’s regulations and compensation level etc. in addition to the qualitative elements.

### (2) Performance Indicator to be used for calculation of the Performance-Linked Compensation

#### Quantitative elements

In order to ensure alignment with Nomura Group's management vision and business strategy, we select key performance indicators such as ROE and performance metrics that form the basis for its calculation. Additionally, we choose stock price-related indicators to promote alignment of interests with shareholders.

Type of elements	Item	Actual
Profit and loss	Net revenue	1,562 billions of yen
	Revenue cost coverage ratio <sup>(1)</sup>	82.0%
	Income before income taxes	274 billions of yen
Per share information	EPS	52.69 yen

Capital efficiency	ROE	5.1%
Shareholder returns	Total Shareholder Return(“TSR”) <sup>(2)</sup>	192.0%

(Notes)

1. Ratio calculated by dividing Total non-interest expenses by Net revenue
2. The value obtained by dividing the total of stock price fluctuations and dividends in the current business year by the stock price at the end of the previous business year.

#### Qualitative elements

To promote enhancement of Nomura Group's corporate value and the realization of a sustainable society, we have selected strategic management, as well as initiatives related to community, talent, and DEI, as evaluation criteria.

#### 7. Matters relating to Stock Based Compensation and Non-Monetary Compensation

##### (1) Outline of current Stock Based Compensation Awards.

The outline of current Stock Based Compensation Awards is as follows.

Type of award	Key features
Restricted Stock Unit (“RSU”)	<ul style="list-style-type: none"> <li>• Settled in the Company’s common stock.</li> <li>• Graded vesting period is set as three years in principle.</li> <li>• It is introduced as the Deferred Compensation since the fiscal year ended March 31, 2018.</li> <li>• Granted in May every year in principle.</li> </ul>
Notional Stock Unit (“NSU”)	<ul style="list-style-type: none"> <li>• Linked to the price of the Company’s common stock Cash-settled in local currency.</li> <li>• Graded vesting period is set as three years in principle.</li> <li>• Following the introduction of RSU as a principle vehicle in the fiscal year ended March 31, 2018, NSU awards are less commonly used in Nomura.</li> <li>• Granted in May every year in principle.</li> </ul>
Performance Share Unit (“PSU”)	<ul style="list-style-type: none"> <li>• It is introduced as the Long Term Incentive Plan since the fiscal year ended March 31, 2024.</li> <li>• The number of shares to be awarded will be determined by depended on the degree of achievement of the performance targets of the three fiscal years.</li> <li>• Performance evaluation period is set as three years in principle.</li> </ul>

##### (2) Stock Based Compensation as Non-Monetary Compensation

The company sets half of the amount of the Yearly Bonus of the Directors and Executive Officers as Deferred Compensation. In principle, RSU that falls under the Non-Monetary Compensation is used for payment of the amount. Furthermore, the company have introduced PSU as a long-term incentive plan during the fiscal year ended March 31, 2024.

##### (3) Introduction of PSU

The company has decided, at a meeting of the Compensation Committee held on March 29, 2024, to introduce Performance-based Share Units (Performance Share Unit: PSU) as a long-term incentive plan. The purpose of introducing PSU is to enhance NHI’s corporate value over the medium to long term and strengthen alignment of interests with shareholders.

Under NHI’s PSU program, the base number of shares to be granted is initially determined based on NHI’s performance and other factors each fiscal year. Following the performance period, the number of shares to be awarded will vary from 0% to 150% of the base number of shares depending on the degree of achievement of the performance targets for the three fiscal years. The settlement of the PSUs will be primarily in treasury stock.

The performance indicators used in the evaluation are ROE and TSR. Please refer to the following for details.

#### Performance indicators selected as Basis of calculation

In order to enhance NHI’s corporate value over the medium to long term and to align NHI’s interests with those of its shareholders, a combination of ROE (average value over the performance evaluation period) and TSR (absolute value over the performance evaluation period) will be the basis to calculate the award amount.

Calculation Method for the base number of shares and the number of shares to be granted

1) Calculation method for the base number of shares:

The base number of shares shall be calculated by dividing the amount determined with reference to the performance and qualitative evaluation of the target fiscal year, as well as competitor benchmarking by the price of NHI common stock at the time of grant.

2) Calculation method for the number of shares to be granted:

After the end of the performance evaluation period, the number of shares to be granted will be calculated in accordance with the following method.

a) Performance Evaluation Indicators and Grant Ratio

Performance Indicators	Composition ratio	Change in the grant ratio	Evaluation method
ROE	50%	0%~150%	Calculated based on the actual (average) values for the three-year performance evaluation period
TSR	50%	0%~150%	Calculated based on the actual value (absolute value) during the three-year performance evaluation period

The calculation methods for ROE and TSR, which form the basis for performance evaluation, are as follows:

<ROE>

If the actual value (average value) for the performance evaluation period of 3 years reaches the management goal of 8% set by Nomura Group, a certain number of benchmark shares will be granted. However, if the actual value does not exceed either the lowest value of the past 3 business years, including the grant year, or 3%, no grant will occur. Additionally, if the actual value reaches 5%, 50% of the benchmark shares will be granted, and if it exceeds 12%, 150% of the benchmark shares will be granted.

<TSR>

If the actual value (absolute value) for the performance evaluation period of 3 years reaches 125%, a certain number of benchmark shares will be granted. On the other hand, if the actual value is 100% or below, no grant will occur. Furthermore, if the actual value exceeds 150%, 150% of the benchmark shares will be granted. The calculation process of the actual value is as follows:

3-Year TSR = (Closing Stock Price (B) + Total Dividends during the performance evaluation period) / Initial Stock Price (A)

A: Initial Stock Price (Average closing price one month before the start of the performance evaluation period)

B: Final Stock Price (Average closing price one month before the end of the performance evaluation period)

b) Calculation method for the number of shares to be paid:

The number of shares to be granted is calculated by multiplying the base number of shares by the weighted average of the grant ratio based on ROE and the grant ratio based on TSR. The base number of shares for the PSU for the fiscal year ended March 31, 2024 has been calculated as 782,100 shares, and the number of shares when applying a payout rate of 150% is 1,173,200 shares.

$$\left( \left( \text{ROE Grant ratio} \times 50\% \right) + \left( \text{TSR Grant ratio} \times 50\% \right) \right) \times \text{Basic number of shares}$$



c) Performance evaluation period and payment schedule:

The performance evaluation period shall be three years from the fiscal year following the fiscal year in which the base number of PSUs is determined. After the performance evaluation period has concluded, the evaluation shall be finalized and the stock compensation based on PSUs shall be paid.

Base year <sup>※</sup>	FY2025/3	FY2026/3	FY2027/3	FY2028/3	FY2029/3	FY2030/3
FY2024/3	←○→			●●		
FY2025/3		←○→			●●	
FY2026/3			←○→			●●

※Business year in which performance is reviewed to determine the base number of shares



Delivery Method

The shares awarded at the end of the performance period will be primarily issued from treasury stock.

(4) Effect of payment of stock based compensation as deferred compensation

By providing equity-linked compensation as deferred compensation, the economic value of the compensation is linked to the stock price of Nomura, and a certain vesting period is set.

- Alignment of interests with shareholders.
- Medium-term incentives and retention by providing an opportunity for the economic value of Deferred Compensation at the time of grant to be increased by a rise in shares during a period of time from grant to vesting.
- Promotion of cross-divisional collaboration and cooperation by providing a common goal of increasing corporate value over the medium to long term.

Due to these benefits, the active use of Deferred Compensation is also recommended by regulators in the key jurisdictions in which we operate.

With respect to Deferred Compensation in Nomura, a deferral period is generally three or more years from the following fiscal year or later. This is in line with the “Principles for Sound Compensation Practices” issued by the Financial Stability Board which recommends, among other things, a deferral period of three or more years.

8. Matters relating to Individual Directors and Executive Officers’ Compensation Determined by Compensation Committee

(1) Method of Determining Compensation Policies

As the Company is organized under the Committee System, the Compensation Committee has set the “Compensation Policy of Nomura Group” and “Compensation Policy for Directors and Executive Officers of Nomura Holdings, Inc.”

(2) Compensation Policy of Nomura Group

The “Compensation Policy of Nomura Group” is as follows:

Nomura Group has established compensation policy for Nomura Group officers and employees, including directors and executive officers of Nomura Holdings, Inc. (“NHI”). This policy is referred to as the “Basic Policy” and is as follows.

Compensation Governance

As a company with three Board Committees structure, pursuant to Japanese corporate law, NHI has established an independent statutory Compensation Committee. Majority the Committee members are outside directors. The Committee has established both the Basic Policy and a Compensation Policy for Directors and Executive



Officers of NHI, on the basis of which it considers and determines the details of individual compensation for Directors and Executive Officers of NHI.

With respect to the relevant policies and total compensation funding for Nomura Group officers and employees other than the Company's directors and executive officers, certain decisions regarding employment and remuneration matters are delegated to the "Human Resources Committee" ("HRC") by Executive Management Board of NHI. The HRC is chaired by the Group CEO and the individual appointed by the chairman, taking into account financial and risk management perspectives. The HRC considers and determine the above mentioned matters by cooperating with the remuneration committees in each region.

The Committee shall establish the Compensation Recovery Policy of NHI to comply with, among others, the U.S. Securities Exchange Act of 1934, as amended and shall determine matters with respect to compensation of covered officers who are statutory officers of NHI under Japanese law, and the HRC shall be responsible for the management, operation, interpretation and administration of such.

#### Compensation Policies and Practices

Nomura Group recognizes that its employees are key in pursuing the purpose which is "We aspire to create a better world by harnessing the power of financial markets".

Compensation for Nomura Group employees is designed to support achieving sustainable corporate growth, increasing enterprise value over the medium and long-term and maintaining sound and effective risk management, while at the same time positively contributing to the interest of all Nomura shareholders. In addition, in order to ensure that Numara Group attracts, retains, motivates and develops talent, the level and structure of remuneration takes into account the roles and responsibilities of individuals as well as the market pay levels in Japan and overseas, doing so in line with any relevant laws and regulatory expectations.

#### 1) Sustainable corporate growth and increasing enterprise value over the medium and long-term

Compensation for Nomura Group employees aims to realize Nomura Group corporate philosophy, to promote healthy corporate culture and behavior in line with Nomura Group "Code of Conduct" and to facilitate a greater alignment with the environmental, social and governance ("ESG") considerations.

Based on the pay-for-performance principle, compensation supports Nomura Group business strategy, objectives and the aim of sustainable growth and increasing enterprise value over the medium and long-term, while at the same time it ensures the maintenance of sound and market-competitive remuneration practices.

#### 2) Sound and effective risk management

Nomura Group maintains a sound and effective risk management with an appropriate risk appetite. The Company adjusts the performance measurement standards and indicators when determining compensation by considering both financial and non-financial risks in each business. The qualitative factors such as conduct, compliance, professional ethics and corporate philosophy are considered in determining the final amount of remuneration, which may include a reduction resulting from a disciplinary action.

In addition, when granting compensation, it shall be specified that in the event of a material revision of financial statements or a material violation of applicable laws and regulations or Nomura Group rules and policies, compensation may be subject to reduction, suspension, forfeiture of rights, cancellation, offset by other compensation, or re-payment (so-called "clawback").

#### 3) Alignment of interests with shareholders

For Nomura Group employees who receive a certain amount of remuneration, a portion of the remuneration is stock-related remuneration linked to shares of NHI with an appropriate deferral period applicable, in order to ensure an alignment with the shareholders' interests.

#### Approval and Revision of the Basic Policy

The approval, amendment or repeal of the Basic Policy can be made by the Compensation Committee of NHI.

(3) Compensation Policy for Directors and Executive Officers of Nomura Holdings, Inc.  
 “Compensation Policy for Directors and Executive Officers of Nomura Holdings, Inc.” is as follows:

Compensation of Directors and Executive Officers is divided into fixed compensation and performance-linked compensation, with fixed compensation consisting of base salary and performance-linked compensation consisting of annual bonus and long-term incentive plans. In order to provide incentives for the improvement of medium to long-term corporate value and to align the interests of shareholders, a portion of the compensation is paid through stock-related incentives with a specified deferral period.

<Composition of Compensation for Directors and Executives>

Fixed Compensation	Performance-linked Compensation	
Base salary	Annual Bonuses	Long-term Incentive Plan

Fixed Compensation

- Base salary is determined based on factors such as professional background, career history, responsibilities and compensation standards of related business fields.

Performance-linked Compensation

- With respect to the Group CEO, given the overall responsibility of business execution of the Nomura Group, the basic amount of the performance-linked compensation is calculated based on the level of achievement in actual value(s) against the target value(s) of key performance indicator(s) and performance metrics that form the basis for their calculation. In addition, qualitative evaluation competitor benchmarking is to be reflected when determining final annual bonus amount.
- With respect to Directors and other Executive Officers, amount of annual bonus is determined with the annual bonus of Group CEO as standard baseline, taking into consideration the roles and responsibilities, local remuneration regulations and compensation levels in each jurisdiction etc., in addition to the qualitative evaluation of the individual.
- Audit Committee members and Outside Directors are not bonus-eligible in order to maintain and ensure their independence from business execution.

a) Annual Bonuses

- In principle, certain portion of annual bonus payment should be deferred.

b) Long-term Incentive Plan

- Payments under long-term incentive plans are made when a certain degree of achievements are accomplished.
- Payments are made in equity-linked awards.

When granting compensation, it shall be specified that in the event of voluntary resignation, a material revision of financial statements or a material violation of applicable laws and regulations or Nomura Group rules and policies, compensation of Directors and Executive Officers may be subject to reduction, suspension, forfeiture of rights, cancellation, offset by other compensation, or re-payment (so-called “clawback”).

(4) The reasons why the Compensation Committee confirmed that the compensations in relation to the Fiscal Year, to be paid for the Directors and Executive Officers is in line with the compensation policies During the Fiscal Year, the Compensation Committee was held 11 times and has been discussing as follows.

Date	Summary of the discussion and the resolution		Attendance records of the member
April 21, 2023	Discussion:	<ul style="list-style-type: none"> <li>Performance in the year ended March 31, 2023 and the compensation level of the group CEO.</li> </ul>	All members attended
April 24, 2023	Discussion:	<ul style="list-style-type: none"> <li>The compensation level of the group CEO in the year end March 31, 2023.</li> </ul>	All members attended
April 26, 2023	Resolution:	<ul style="list-style-type: none"> <li>The bonus plan for the current year ended March 31, 2023.</li> <li>Amendment of policies governing compensation for Directors and Executive Officers.</li> </ul>	All members attended
June 27, 2023	Resolution:	<ul style="list-style-type: none"> <li>The appointment of the Director with the right to convoke the board of directors meetings.</li> <li>The Director who reports the executions of the committee's duties to the board of the directors meetings.</li> <li>The Compensation Policy of Nomura Group and base salary of the Directors and Executive Officers.</li> <li>Individual base salary of the Directors and Executive Officers.</li> <li>Granting RSUs to the Directors and Executive Officers.</li> </ul>	All members attended
	Reporting:	<ul style="list-style-type: none"> <li>Schedule for current fiscal year</li> </ul>	
August 29, 2023	Discussion	<ul style="list-style-type: none"> <li>Review of policies governing pay for Directors and Executive Officers.</li> </ul>	All members attended
September 27, 2023	Discussion:	<ul style="list-style-type: none"> <li>Individual base salary of the Directors and Executive Officers.</li> <li>Group CEO Pay levels.</li> </ul>	All members attended
November 6, 2023	Resolution:	<ul style="list-style-type: none"> <li>Introduction of the U.S. SEC Clawback Regulations and the Company's Response.</li> </ul>	All members attended
December 5, 2023	Reporting:	<ul style="list-style-type: none"> <li>Compensation levels for executives in major competitive regions domestically and internationally.</li> </ul>	All members attended
January 31, 2024	Discussion:	<ul style="list-style-type: none"> <li>Review of executive compensation levels and the determination method for executive compensation for the fiscal year ended March 2024.</li> </ul>	All members attended
February 20, 2024	Discussion:	<ul style="list-style-type: none"> <li>Review of the method for determining executive compensation.</li> </ul>	All members attended
March 29, 2024	Resolution:	<ul style="list-style-type: none"> <li>The annual base salary of the next fiscal year.</li> <li>Introduction of Long-Term Incentive Plans (LTI).</li> </ul>	All members attended
	Discussion:	<ul style="list-style-type: none"> <li>Expected performance and compensation level outlook for the fiscal year ended March 2024.</li> </ul>	

Through the discussions and the resolutions above, the Compensation Committee confirmed that the compensations for the Directors and the Executive Officers regarding the fiscal year ended March 31, 2024 are in line with relevant compensation policies and appropriate. Also, the outlines of the discussions have been reported to the Board of Directors meeting.

#### IV. Matters Relating to Accounting Auditor

1. Name: Ernst & Young ShinNihon LLC

2. Audit Fees, etc.

Item	Amount
(1) Audit fees, etc.	877 million yen
(2) Total amount of cash and other financial benefits payable by the Company and its subsidiaries to the Accounting Auditor	1,386 million yen

(Notes)

1. The audit contract between the Company and the Accounting Auditor does not separate the audit fees based on the Companies Act and the Financial Instruments and Exchange Act. Since the audit fees based on the Companies Act and the Financial Instruments and Exchange Act could not be substantively separated, the amount of audit fees above includes the audit fees based on the Financial Instruments and Exchange Act.

2. In addition to the attestation services pursuant to the Article 2, Paragraph 1 of the Certified Public Accountant Act, the Company and its subsidiaries pay compensation to the Accounting Auditor with respect to verification services on compliance with the segregation of customers' assets requirements, etc.

3. Significant overseas subsidiaries of the Company are subject to audit (limited to audit pursuant to the Companies Act or the Financial Instruments and Exchange Act and other equivalent foreign regulations) by certified public accountants or auditing firms (who hold equivalent qualifications in foreign countries) other than the Company's Accounting Auditor.

4. The Audit Committee has received necessary documents and reports from the Chief Financial Officer ("CFO"), relevant internal divisions, and the Accounting Auditor, and has confirmed the structure of the Accounting Auditor's audit team, audit plan, audit status, the maintenance status of the structure for controlling quality of the audit firm, and the basis for the calculation of estimated audit fees, etc. Additionally, the Audit Committee conducts pre-approval procedures in accordance with Article 202 of the Sarbanes-Oxley Act of 2002, etc and prior concurrence procedures in accordance with IFAC Code of Ethics (Code of Ethics for Professional Accountants) and related regulations. Based on the result of such confirmations and procedures, the Audit Committee has verified the audit fees, etc. of the Accounting Auditor and determined that it is at a reasonable level to maintain and improve audit quality, and has given the Companies Act Article 399 Paragraph 1 consent.

3. Dismissal or Non-Reappointment Policy

(1) If the Accounting Auditor corresponds to any of the items stipulated under Article 340, Paragraph 1 of the Companies Act, the Audit Committee shall consider dismissal of the Accounting Auditor, and if dismissal is determined to be reasonable, the Audit Committee will dismiss the Accounting Auditor by a unanimous consent of all members of the Audit Committee. In such event, an Audit Committee Member appointed by the Audit Committee shall report the dismissal of the Accounting Auditor and reasons for dismissal at the general meeting of shareholders to be convened immediately after the dismissal.

(2) In cases where the Audit Committee determines that the Accounting Auditor has issues in terms of the fairness, or that maintenance of more appropriate audit structure is needed, a proposal on dismissal or non-reappointment of the Accounting Auditor will be submitted to the annual general meeting of shareholders.

Consolidated Balance Sheet (As of March 31, 2024)

	(Millions of yen)
ASSETS	
Cash and cash deposits: .....	5,154,971
Cash and cash equivalents .....	4,239,359
Time deposits .....	545,842
Deposits with stock exchanges and other segregated cash .....	369,770
Loans and receivables: .....	6,833,717
Loans receivable .....	5,469,195
Receivables from customers .....	453,937
Receivables from other than customers .....	928,632
Allowance for credit losses .....	(18,047)
Collateralized agreements: .....	20,994,795
Securities purchased under agreements to resell .....	15,621,132
Securities borrowed .....	5,373,663
Trading assets and private equity and debt investments: .....	19,656,808
Trading assets .....	19,539,742
Private equity and debt investments .....	117,066
Other assets: .....	2,506,912
Office buildings, land, equipment and facilities .....	448,785
(net of accumulated depreciation and amortization of 529,605 million yen)	
Non-trading debt securities .....	335,401
Investments in equity securities .....	105,088
Investments in and advances to affiliated companies .....	462,017
Other .....	1,155,621
Total assets .....	55,147,203
LIABILITIES	
Short-term borrowings .....	1,054,717
Payables and deposits: .....	6,490,127
Payables to customers .....	1,310,825
Payables to other than customers .....	2,823,100
Deposits received at banks .....	2,356,202
Collateralized financing: .....	19,396,575
Securities sold under agreements to repurchase .....	16,870,303
Securities loaned .....	2,133,066
Other secured borrowings .....	393,206
Trading liabilities .....	10,890,610
Other liabilities .....	1,414,546
Long-term borrowings .....	12,452,115
Total liabilities .....	51,698,690
Commitments and contingencies	
EQUITY	
Common stock .....	594,493
Authorized       - 6,000,000,000 shares	
Issued           - 3,163,562,601 shares	
Outstanding     - 2,970,755,160 shares	
Additional paid-in capital .....	708,785
Retained earnings .....	1,705,725
Accumulated other comprehensive income .....	459,984
Common stock held in treasury, at cost – 192,807,441 shares .....	(118,798)
Total Nomura Holdings, Inc. shareholders' equity .....	3,350,189
Noncontrolling interests .....	98,324
Total equity .....	3,448,513
Total liabilities and equity .....	55,147,203

Consolidated Statement of Income (April 1, 2023 — March 31, 2024)

	(Millions of yen)
Commissions .....	364,095
Fees from investment banking .....	173,265
Asset management and portfolio service fees .....	310,154
Net gain on trading .....	491,611
Gain on private equity and debt investments .....	11,877
Interest and dividends .....	2,620,856
Gain on investments in equity securities .....	9,612
Other .....	175,824
Total revenue .....	<u>4,157,294</u>
Interest expense .....	<u>2,595,294</u>
Net revenue .....	<u>1,562,000</u>
Compensation and benefits .....	673,523
Commissions and floor brokerage .....	137,328
Information processing and communications .....	217,126
Occupancy and related depreciation .....	68,698
Business development expenses .....	24,236
Other .....	167,239
Non-interest expenses .....	<u>1,288,150</u>
Income before income taxes .....	273,850
Income tax expense .....	<u>96,630</u>
Net income .....	<u>177,220</u>
Less: Net income attributable to noncontrolling interests .....	<u>11,357</u>
Net income attributable to Nomura Holdings, Inc. shareholders .....	<u>165,863</u>

Consolidated Statement of Changes in Equity (April 1, 2023 — March 31, 2024)

	(Millions of yen)
Common Stock	
Balance at beginning of year .....	594,493
Balance at end of year .....	<u>594,493</u>
Additional paid-in capital	
Balance at beginning of year .....	707,189
Stock-based compensation awards .....	1,609
Changes in an affiliated company's interests .....	(13)
Balance at end of year .....	<u>708,785</u>
Retained earnings	
Balance at beginning of year .....	1,647,005
Net income attributable to Nomura Holdings, Inc.'s shareholders .....	165,863
Cash dividends .....	(68,674)
Loss on sales of treasury stock .....	(2,364)
Cancellation of treasury stock.....	(36,105)
Balance at end of year .....	<u>1,705,725</u>
Accumulated other comprehensive income (loss)	
Cumulative translation adjustments	
Balance at beginning of year .....	242,767
Net change during the year .....	201,304
Balance at end of year .....	<u>444,071</u>
Defined benefit pension plans	
Balance at beginning of year .....	(32,174)
Pension liability adjustments .....	12,662
Balance at end of year .....	<u>(19,512)</u>
Own credit adjustments	
Balance at beginning of year .....	107,861
Own credit adjustments.....	(72,436)
Balance at end of year .....	<u>35,425</u>
Balance at end of year .....	<u>459,984</u>
Common stock held in treasury	
Balance at beginning of year .....	(118,574)
Repurchases of common stock .....	(61,199)
Sale of common stock .....	0
Common stock issued to employees .....	24,870
Cancellation of treasury stock.....	36,105
Balance at end of year .....	<u>(118,798)</u>
Total NHI shareholders' equity	
Balance at end of year .....	<u>3,350,189</u>
Noncontrolling Interests	
Balance at beginning of year .....	75,575
Cash dividends .....	(3,548)
Net income attributable to noncontrolling interests .....	11,357
Net change in accumulated other comprehensive income (loss) attributable to noncontrolling interests	
Cumulative translation adjustments .....	2,042
Transaction between NHI group and noncontrolling interest holders, net .....	11,855
Other net change in noncontrolling interests .....	1,043
Balance at end of year .....	<u>98,324</u>
Total equity balance at end of year .....	<u>3,448,513</u>

[Translation]  
Independent Auditor's Report

May 16, 2024

The Board of Directors  
Nomura Holdings, Inc.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Hiroki Matsumura  
Designated Engagement Partner  
Certified Public Accountant

Hisashi Yuhara  
Designated Engagement Partner  
Certified Public Accountant

Shinichi Hayashi  
Designated Engagement Partner  
Certified Public Accountant

Toshiro Kuwata  
Designated Engagement Partner  
Certified Public Accountant

### Opinion

Pursuant to Article 444, paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income and changes in equity and notes to the consolidated financial statements of Nomura Holdings, Inc. and its consolidated subsidiaries (the Group) applicable to the fiscal year from April 1, 2023 to March 31, 2024.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position and results of operations of the Group applicable to the fiscal year ended March 31, 2024, in accordance with accounting principles generally accepted in the United States of America with certain disclosure items omitted pursuant to the same provisions in the second sentence of Article 120, section 1 of the Ordinance on Accounting of Companies, as applied to Article 120-3, section 3.

### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

The other information comprises the information included in the Group's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the Group's reporting process of the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other



information, we are required to report that fact.

We have nothing to report in this regard.

#### Responsibilities of Management and the Audit Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America with certain disclosure items omitted pursuant to the same provisions in the second sentence of Article 120, section 1 of the Ordinance on Accounting of Companies, as applied to Article 120-3, section 3, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in the United States of America with certain disclosure items omitted pursuant to the same provisions in the second sentence of Article 120, section 1 of the Ordinance on Accounting of Companies, as applied to Article 120-3, section 3, matters related to going concern.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances for our risk assessments, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in the United States of America with certain disclosure items omitted pursuant to the same provisions in the second sentence of Article 120, section 1 of the Ordinance on Accounting of Companies, as applied to Article 120-3, section 3.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the consolidated financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

#### Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

(Note)

This is an English translation of the Japanese language Independent Auditor's Report issued by Ernst & Young ShinNihon LLC in connection with the audit of the consolidated financial statements of the Group, prepared in Japanese, for the year ended March 31, 2024. Ernst & Young ShinNihon LLC has not audited the English language version of the financial statements for the above-mentioned year.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Audit Committee of Nomura Holdings, Inc. (the “Company”) audited the Company’s consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity and the notes to the consolidated financial statements) applicable to the 120th fiscal year (from April 1, 2023 to March 31, 2024). We hereby report the method, content and results of the audit as follows:

1. METHOD AND DETAILS OF THE AUDIT

Based on the auditing principles and assignment of duties, etc. determined by the Audit Committee, the Audit Committee received reports from the Executive Officers, etc. of the Company regarding the consolidated financial statements, and asked for the explanations as necessary. In addition, we have monitored and verified whether the Accounting Auditor maintained its independent position and implemented appropriate audits, received reports from Accounting Auditor regarding the status of the performance of its duties, and, whenever necessary, asked for explanations. Furthermore, we have received confirmation from the Accounting Auditor that the “Structure for Ensuring Appropriate Operation” (matters set forth in the items prescribed in Article 131 of the Ordinance for Company Calculation) is organized in accordance with the “Quality Control Standards for Audits” (Business Accounting Council, November 16, 2021), etc., and when necessary, asked for explanations. Regarding key audit matters, we have consulted with Ernst & Young ShinNihon LLC, received reports on the status of the audit implementation, and, when necessary, asked for explanations.

Based on the above methods, we have examined the consolidated financial statements for this fiscal year.

2. RESULT OF THE AUDIT

We have found that both the method and results of the audit by Ernst & Young ShinNihon LLC, the Company’s Accounting Auditor, are appropriate.

May 16, 2024

THE AUDIT COMMITTEE OF  
NOMURA HOLDINGS, INC.

Noriaki Shimazaki, Chairman of the Audit Committee

Victor Chu, Member of the Audit Committee

Masahiro Ishizuka, Member of the Audit Committee

Shoji Ogawa, Member of the Audit Committee

Note: Noriaki Shimazaki, Victor Chu and Masahiro Ishizuka are Outside Directors as provided for in Article 2, Item 15 and Article 400, Paragraph 3 of the Companies Act.

Balance Sheet (As of March 31, 2024)

(Millions of yen)

ASSETS	
Current Assets: .....	5,526,121
Cash and time deposits .....	234,014
Short-term loans receivable .....	4,954,878
Accounts receivable .....	6,874
Income taxes refund receivable .....	9,643
Others .....	320,711
Fixed Assets: .....	5,100,659
Tangible fixed assets: .....	32,289
Buildings .....	6,752
Furniture & fixtures .....	9,334
Land .....	210
Construction in progress .....	15,994
Intangible assets: .....	76,623
Software .....	76,623
Others .....	0
Investments and others: .....	4,991,747
Investment securities .....	109,850
Investments in subsidiaries and affiliates (at cost) .....	2,497,092
Other securities of subsidiaries and affiliates .....	44,806
Long-term loans receivable from subsidiaries and affiliates .....	2,214,233
Long-term guarantee deposits .....	21,304
Deferred tax assets .....	84,059
Others .....	20,427
Allowance for doubtful accounts .....	(23)
Total assets .....	10,626,780
LIABILITIES	
Current Liabilities: .....	2,876,957
Short-term borrowings .....	2,349,226
Bond due within one year .....	287,040
Collaterals received .....	75,266
Accrued income taxes .....	2,431
Accrued bonuses .....	72,073
Others .....	90,922
Long-term Liabilities: .....	5,208,926
Bonds payable .....	2,971,968
Long-term borrowings .....	2,017,116
Others .....	219,842
Total liabilities .....	8,085,883
NET ASSETS	
Shareholders' equity: .....	2,654,986
Common stock .....	594,493
Additional paid-in capital: .....	559,676
Capital reserves .....	559,676
Retained earnings: .....	1,619,248
Retained earnings reserve .....	81,858
Other retained earnings .....	1,537,390
Retained earnings carried forward .....	1,537,390
Treasury stock .....	(118,431)
Valuation and translation adjustments: .....	(114,359)
Net unrealized gain on investments .....	28,803
Deferred gains or loss on hedges .....	(143,162)
Stock acquisition rights .....	270
Total net assets .....	2,540,897
Total liabilities and net assets .....	10,626,780

Statement of Income (April 1, 2023 — March 31, 2024)

	(Millions of yen)
Operating revenue .....	557,326
Property and equipment fee revenue .....	110,856
Rent revenue .....	27,823
Royalty on trademark .....	45,920
Dividend from subsidiaries and affiliates .....	108,572
Interest income from loans to subsidiaries and affiliates .....	239,682
Others .....	24,473
Operating expenses .....	480,359
Compensation and benefits .....	54,630
Occupancy and equipment costs .....	39,980
Data processing and office supplies .....	77,140
Depreciation and amortization .....	29,861
Taxes .....	3,452
Others .....	7,771
Interest expenses .....	267,527
Operating income .....	76,967
Non-operating income .....	16,377
Non-operating expenses .....	9,624
Ordinary income .....	83,720
Extraordinary income .....	20,160
Gain on liquidation of subsidiaries and affiliates .....	1,619
Gain on sales of investment securities .....	17,993
Gain on reversal of subscription rights to shares .....	548
Extraordinary losses .....	5,006
Loss on sales of investment securities .....	6
Loss on devaluation of investment securities .....	2,467
Loss on liquidation of subsidiaries and affiliates .....	55
Loss on devaluation of stocks of subsidiaries and affiliates .....	167
Loss on sales and retirement of fixed assets .....	2,311
Income before income taxes .....	98,873
Income taxes - current .....	14,968
Income taxes - deferred .....	(6,642)
Net income .....	90,548

Statement of Changes in Net Assets (April 1, 2023 — March 31, 2024)

(Millions of yen)

Shareholders' Equity	
Common stock	
Balance at beginning of the year .....	594,493
Balance at end of the year .....	594,493
Additional paid-in capital	
Capital reserve	
Balance at beginning of the year .....	559,676
Balance at end of the year .....	559,676
Total capital reserve	
Balance at beginning of the year .....	559,676
Balance at end of the year .....	559,676
Retained earnings	
Retained earnings reserve	
Balance at beginning of the year .....	81,858
Balance at end of the year .....	81,858
Other retained earnings	
Retained earnings carried forward	
Balance at beginning of the year .....	1,544,020
Change in the year	
Cash dividends .....	(60,164)
Net Income .....	90,548
Disposal of treasury stock .....	(909)
Cancellation of treasury stock .....	(36,105)
Total change in the year .....	(6,630)
Balance at end of the year .....	1,537,390
Total retained earnings	
Balance at beginning of the year .....	1,625,878
Change in the year	
Cash dividends .....	(60,164)
Net Income .....	90,548
Disposal of treasury stock .....	(909)
Cancellation of treasury stock .....	(36,105)
Total change in the year .....	(6,630)
Balance at end of the year .....	1,619,248
Treasury stock	
Balance at beginning of the year .....	(118,377)
Change in the year	
Purchases of treasury stock .....	(61,029)
Disposal of treasury stock .....	24,871
Cancellation of treasury stock .....	36,105
Total change in the year .....	(54)
Balance at end of the year .....	(118,431)

	<u>(Millions of yen)</u>
Total shareholders' equity	
Balance at beginning of the year .....	2,661,670
Change in the year	
Cash dividends .....	(60,164)
Net Income .....	90,548
Purchases of treasury stock .....	(61,029)
Disposal of treasury stock .....	23,961
Total change in the year .....	<u>(6,684)</u>
Balance at end of the year .....	<u>2,654,986</u>
Valuation and translation adjustments	
Net unrealized gain on investments	
Balance at beginning of the year .....	40,198
Change in the year	
Other-net .....	(11,395)
Total change in the year .....	(11,395)
Balance at end of the year .....	28,803
Deferred gains or loss on hedges	
Balance at beginning of the year .....	(126,128)
Change in the year	
Other-net .....	(17,034)
Total change in the year .....	(17,034)
Balance at end of the year .....	(143,162)
Total valuation and translation adjustments	
Balance at beginning of the year .....	(85,930)
Change in the year	
Other-net .....	(28,429)
Total change in the year .....	(28,429)
Balance at end of the year .....	<u>(114,359)</u>
Stock acquisition rights	
Balance at beginning of the year .....	2,363
Change in the year	
Other-net .....	(2,093)
Total change in the year .....	(2,093)
Balance at end of the year .....	<u>270</u>
Total net assets	
Balance at beginning of the year .....	2,578,102
Change in the year	
Cash dividends .....	(60,164)
Net Income .....	90,548
Purchases of treasury stock .....	(61,029)
Disposal of treasury stock .....	23,961
Other-net .....	(30,521)
Total change in the year .....	<u>(37,205)</u>
Balance at end of the year .....	<u>2,540,897</u>

[Translation]  
Independent Auditor's Report

May 16, 2024

The Board of Directors  
Nomura Holdings, Inc.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Hiroki Matsumura  
Designated Engagement Partner  
Certified Public Accountant

Hisashi Yuhara  
Designated Engagement Partner  
Certified Public Accountant

Shinichi Hayashi  
Designated Engagement Partner  
Certified Public Accountant

Toshiro Kuwata  
Designated Engagement Partner  
Certified Public Accountant

#### Opinion

Pursuant to Article 436, Section 2, Paragraph 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income and changes in net assets, the notes to the financial statements and the related supplementary schedules of Nomura Holdings, Inc. (the "Company") applicable to the 120th fiscal year from April 1, 2023 to March 31, 2024.

In our opinion, the accompanying financial statements and the related supplementary schedules referred above present fairly, in all material respects, the financial position and results of operations of the Company applicable to the fiscal year ended March 31, 2024, in accordance with accounting principles generally accepted in Japan.

#### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

The other information comprises the information included in the Company's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the Company's reporting process of the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.



## Responsibilities of Management and the Audit Committee for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances for our risk assessments, while the purpose of the audit of the financial statements is not expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

## Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

(Note)

This is an English translation of the Japanese language Independent Auditor's Report issued by Ernst & Young ShinNihon LLC in connection with the audit of the financial statements of the Company, prepared in Japanese, for the year ended March 31, 2024. Ernst & Young ShinNihon LLC has not audited the English language version of the financial statements for the above-mentioned year.

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee of Nomura Holdings, Inc. (the “Company”) audited the execution of duties by the Directors and Executive Officers of the Company during the 120th fiscal year (from April 1, 2023, to March 31, 2024). We hereby report the method, content, and results of the audit as follows.

### 1. METHOD AND DETAILS OF THE AUDIT

Based on the auditing principles and assignment of duties, etc. determined by the Audit Committee, with the cooperation of the Company’s departments in charge of internal control, etc., the Audit Committee has investigated the procedure and details of the decision making at the important meetings, etc., reviewed important authorized documents and other material documents regarding business execution, investigated the performance of duties by the Directors, Executive Officers, Senior Managing Directors, and other significant employees, etc., and investigated the conditions of the businesses and assets of the Company.

With respect to the resolution of the Board of Directors regarding the internal control system as stipulated in Article 416, Paragraph 1, Items 1(ii) and (v) of the Companies Act and the internal control system maintained based on said resolution, we have received regular reports on the status of the establishment and maintenance of the system from the Directors, Executive Officers, Senior Managing Directors, and significant employees, etc., asked for explanations as necessary, and provided our opinions accordingly. In relation to internal control over financial reporting required under the Financial Instruments and Exchange Act, we have received reports from Executive Officers, etc. and Ernst & Young ShinNihon LLC regarding the assessment of such internal controls and status of the audit and asked for explanations as necessary.

With respect to subsidiaries, we have communicated and exchanged information with the subsidiaries’ Directors, Senior Managing Directors, members of the Audit and Supervisory Committees, and corporate auditors, etc. and, when necessary, requested the subsidiaries to report on their business.

Furthermore, we have monitored and verified whether the Accounting Auditor maintained its independent position and implemented appropriate audits, received reports from the Accounting Auditor regarding the status of the performance of its duties, and, whenever necessary, asked for explanations. In addition, we have received confirmation from the Accounting Auditor that the “Structure for Ensuring Appropriate Operation” (matters set forth in the items prescribed in Article 131 of the Ordinance for Company Calculation) is organized in accordance with the “Quality Control Standards for Audits” (Business Accounting Council, November 16, 2021), etc. and, when necessary, asked for explanations. Regarding key audit matters, we have consulted with Ernst & Young ShinNihon LLC, received reports on the status of the audit implementation, and, when necessary, asked for explanations.

Based on the above methods, we have examined the business report and its supplementary schedules, financial statements (balance sheet, statement of income, statement of changes in net assets, and notes to the financial statements), and supplementary schedules for this fiscal year.

### 2. RESULT OF THE AUDIT

#### (1) Result of the audit of the Business Report, etc.

1. We have found that the business report and its supplementary schedules fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation.
2. In relation to the performance of the duties by the Directors and Executive Officers, we have found no misconduct or material facts that violate applicable laws, regulations, or the Articles of Incorporation.
3. We have found that the content of the resolution of the Board of Directors regarding the internal control system is adequate. Moreover, we have no remarks on the content of the business report or the execution of duties by the Directors and Executive Officers regarding the internal control system maintained based on said resolution, including internal control over financial reporting required under the Financial Instruments and Exchange Act.

(2) Result of the audit of Financial Statements and Supplementary Schedules

We have found that both the method and results of the audit by Ernst & Young ShinNihon LLC, the Company's Accounting Auditor, are appropriate.

May 16, 2024

THE AUDIT COMMITTEE OF  
NOMURA HOLDINGS, INC.

Noriaki Shimazaki, Chairman of the Audit Committee

Victor Chu, Member of the Audit Committee

Masahiro Ishizuka, Member of the Audit Committee

Shoji Ogawa, Member of the Audit Committee

Note: Noriaki Shimazaki, Victor Chu and Masahiro Ishizuka are Outside Directors as provided for in Article 2, Item 15 and Article 400, Paragraph 3 of the Companies Act.

Fiscal Year..... April 1 to March 31

Annual General Meeting of the Shareholders..... Held in June

<Special Note Regarding Forward-Looking Statements>

This report contains forward-looking statements that are based on our current expectations, assumptions, estimates and projections about our business, our industry and capital markets around the world. These forward-looking statements are subject to various risks and uncertainties. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “anticipate”, “estimate”, “plan” or similar words. These statements discuss future expectations, identify strategies, contain projections of our results of operations or financial condition, or state other forward-looking information. Known and unknown risks, uncertainties and other factors may cause our actual results, performance, achievements or financial position expressed or implied by any forward-looking statement in this report.

*This document is a translation of the Japanese language original prepared solely for convenience of reference. In the event of any discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail.*

## **The 120th Annual General Meeting of Shareholders**

### **Out of the Documents Describing the Electronic Provision Measures Matters, Matters not Described in the Documents for Delivery in Accordance With Document Delivery Requests Pursuant to Laws/Regulations and the Articles of Incorporation (Matters Omitted from Documents for Delivery)**

- (1) Stocks Acquisition Rights
- (2) The Content of the Resolution Adopted Regarding the Maintenance of Structures such as the Structure for Ensuring Appropriate Business Activities and the Summary of the Status of the Implementation of the Structure
- (3) Notes to the Consolidated Financial Statements
- (4) Notes to the Financial Statements

With regard to the matters above, pursuant to laws/regulations and the provisions of Article 25 of the Company's Articles of Incorporation, they are omitted from the document (Documents Describing the Electronic Provision Measures Matters) that will be delivered to shareholders from whom a request for document delivery has been received.

Nomura Holdings, Inc.

## Stocks Acquisition Rights

### 1. Stock Acquisition Rights as of the end of the fiscal year

Name of Stock Acquisition Rights	Allotment Date	Number of Stock Acquisition Rights	Number of Shares under Stock Acquisition Rights	Period for the Exercise of Stock Acquisition Rights	Exercise Price per Share under Stock Acquisition Rights (yen)
Stock Acquisition Rights No.71 .....	June 7, 2016	1,853	185,300	From April 20, 2019 to April 19, 2024	1
Stock Acquisition Rights No.76 .....	June 9, 2017	1,519	151,900	From April 20, 2019 to April 19, 2024	1
Stock Acquisition Rights No.77 .....	June 9, 2017	5,536	553,600	From April 20, 2020 to April 19, 2025	1
Stock Acquisition Rights No.78 .....	June 9, 2017	1,428	142,800	From April 20, 2021 to April 19, 2026	1
Stock Acquisition Rights No.79 .....	June 9, 2017	1,777	177,700	From April 20, 2022 to April 19, 2027	1
Stock Acquisition Rights No.80 .....	June 9, 2017	470	47,000	From April 20, 2023 to April 19, 2028	1
Stock Acquisition Rights No.81 .....	June 9, 2017	1,321	132,100	From April 20, 2024 to April 19, 2029	1
Stock Acquisition Rights No.84 .....	November 17, 2017	18,052	1,805,200	From November 17, 2019 to November 16, 2024	684
Stock Acquisition Rights No.85 .....	November 20, 2018	17,282	1,728,200	From November 20, 2020 to November 19, 2025	573

#### (Notes)

1. Stock acquisition rights are issued in conjunction with the Company's equity-based compensation plan and no payment is required in exchange for stock acquisition rights.
2. Any transfer of stock acquisition rights is subject to approval by the Board of Directors of the Company.
3. No stock acquisition rights shall be exercised partially. Grantees who lose their positions as executives or employees due to resignation or other similar reasons before the commencement of the exercise period will, in principle, forfeit their stock acquisition rights.
4. Number of stock acquisition rights and number of shares under stock acquisition rights are as of the end of the fiscal year.
5. Stock Acquisition Rights No.1 to No.70, No.72 to No.75, No.82 and No.83 were all extinguished by exercise, forfeiture, or expiration of exercise period.

2. Stock Acquisition Rights Held by the Directors and Executive Officers of the Company as of the end of the fiscal year

Name of Stock Acquisition Rights	Directors and Executive Officers (excluding Outside Directors)	
	Number of Stock Acquisition Rights	Number of Holders
Stock Acquisition Rights No.77 .....	790	4
Stock Acquisition Rights No.78 .....	28	1
Stock Acquisition Rights No.79 .....	28	1
Stock Acquisition Rights No.80 .....	28	1
Stock Acquisition Rights No.81 .....	28	1

(Notes)

1. Number of stock acquisition rights is as of the end of the fiscal year.
2. No stock acquisition rights have been issued to Outside Directors.

3. Other Significant Matters

On May 16, 2024, the Company passed a resolution to grant Restricted Stock Unit (“RSU”) to directors, executive officers and/or employees of the Company and/or its subsidiaries, etc.

Number of Granted RSU	Number of Shares of Common Stock under the RSU
49,784,400	49,784,400

On May 16, 2024, the Company passed a resolution to grant Performance Share Unit (“PSU”) to executive officers of the Company.

Base number of shares	Shares when applying a payout rate of 150%
782,100	1,173,200

**The Content of the Resolution Adopted Regarding the Maintenance of Structures such as the Structure for Ensuring Appropriate Business Activities and the Summary of the Status of the Implementation of the Structure**

The content of the resolution adopted by the Board of Directors concerning the Structure for Ensuring Appropriate Business Activities is set forth below. In addition, the summary of the implementation status of the structure during this fiscal year is described in the broken line frame for each item.

Structure for Ensuring Appropriate Business Activities at Nomura Holdings, Inc.

The Company shall, through the Board of Directors of the Company, establish the following structure (hereinafter referred to as the “Internal Controls System”) to ensure appropriate business activities at the Company and within the Nomura Group, assess the structure on a regular basis, and revise the structure as necessary. The Board of Directors shall, in addition to ensuring appropriate business through, amongst other measures, the supervision of the execution of duties by Directors and Executive Officers and development of the basic management policy of the Nomura Group, shall also monitor the maintenance by Executive Officers and operational status of the Internal Controls System, and call for improvements when necessary.

Further, the Board of Directors shall establish and thoroughly enforce the Nomura Group Code of Conduct, guidelines that all Nomura Group officers and employees should comply with, which encompasses an emphasis on customer interests, full awareness of the social mission, compliance with applicable laws and regulations, undertaking of social contribution activities, etc.

< I. Matters Concerning the Audit Committee >

The Audit Committee shall enforce its powers prescribed by laws and regulations to audit the legality, adequacy and efficiency of the execution by Directors and Executive Officers of their duties through the use of the Independent Auditor, auditing firms and organizations within the Company to ensure the appropriate business activities of Nomura Holdings, Inc.

1. Directors and Employees that will provide Support with respect to the Duties

(1) The Board of Directors may appoint a Director, not concurrently serving as an Executive Officer, as the “Audit Mission Director.” The Audit Mission Director shall support audits performed by the Audit Committee, and in order for the Board of Directors to effectively supervise the execution by the Directors and Executive Officers of their duties, the Audit Mission Director shall perform the Audit Mission Director’s duties in accordance with the Audit Committee’s instructions.

(2) The Company shall put in place the Office of Non-Executive Directors and Audit Committee to support the duties of the Audit Committee and Directors. The Audit Committee or a member of the Audit Committee designated by the Audit Committee shall evaluate employees of the Office of Non-Executive Directors and Audit Committee. Regarding the hiring, transfer and discipline of the employees of the Office of Non-Executive Directors and Audit Committee, the consent of the Audit Committee or a member of the Audit Committee designated by the Audit Committee must be obtained.

[Summary of Implementation Status of the Structure indicated above]

The Company has set up the Office of Non-Executive Directors and Audit Committee as a unit dedicated to assisting with the duties of the Directors. To secure the independence of the Office of Non-Executive Directors and Audit Committee, employees of the Office of Non-Executive Directors and Audit Committee are evaluated by an Audit Committee Member designated by the Audit Committee.

2. Audit System within the Nomura Group

(1) The Company shall establish a group audit structure centered around the Company (the holding company) so that the Audit Committee can conduct audits in coordination with the Audit Committees, etc., of subsidiaries.

(2) The Audit Committee shall audit the legality, adequacy and efficiency of the business of the Nomura Group in coordination, as necessary, with the Audit Committee of its subsidiaries.



[Summary of Implementation Status of the Structure indicated above]

Meetings of the Audit Committee of the Company and the Audit and Supervisory Committee of Nomura Securities, its major subsidiary, are held jointly as necessary. The Chairman of the Audit Committee of the Company concurrently serves as the Chairman of the Audit and Supervisory Committee of Nomura Securities. Further, additional efforts are being made to coordinate closely by having persons such as full-time Audit Committee Members of the Company and Audit Mission Directors of Nomura Securities concurrently serve as Company Auditors, Audit Committee Members and Audit and Supervisory Committee Members of subsidiaries in Japan and overseas. Additionally, the Audit Committees have been sharing information regarding audit issues and problem awareness with the Audit and Supervisory Committee members of Nomura Securities, Nomura Asset Management, and Nomura Trust and Banking, as well as with the Chairpersons of the Audit Committees established at the holding companies that supervise each of the 3 overseas regions (Europe, the Americas, and Asia) at the Nomura Group, with a view to strengthening global and group-wide collaboration.

### 3. Structures Ensuring the Effectiveness of the Audit

- (1) Members of the Audit Committee designated by the Audit Committee or the Audit Mission Director may participate in or attend important meetings including meetings of the Executive Management Board.
- (2) The Audit Committee may require an explanation from accounting auditors and accounting firms that conduct audits of financial statements about the audit plan at the beginning of the period, audit status during the period, audit results at the end of the period, and the status of internal controls over financial reporting. Members of the Audit Committee and the Audit Mission Director may exchange opinions with accounting auditors and accounting firms that conduct audits of financial statements as necessary.
- (3) A member of the Audit Committee designated by the Audit Committee may investigate the Company or its subsidiaries through, as necessary, himself/herself, other members of the Audit Committee or the Audit Mission Director.
- (4) The Audit Committee in conducting audits may engage attorneys, certified public accountants, consultants or other outside advisors as deemed to be necessary.

[Summary of Implementation Status of the Structure indicated above]

Audit Committee Members designated by the Audit Committee have participated in or attended important meetings such as meetings of the Executive Management Board and the Internal Controls Committee as well as Board Risk Committee managing important risks as an organization independent from execution functions.

The Audit Committee has directly received explanations regarding the audit plan at the beginning of the period, audit status during the period, audit results at the end of the period, and the status of internal controls over financial reporting, from Ernst & Young ShinNihon LLC who is the Accounting Auditor and accounting firm that conducts audits of the Financial Statements. In addition, Audit Committee Members share the awareness of audit problems and exchange of opinions with Ernst & Young ShinNihon LLC by, for example, holding regular meetings with Ernst & Young ShinNihon LLC and seeking the opinions as necessary.

The Audit Committee conducted on-site inspections and hearings using telephone conferences or internet meetings, as necessary, either directly or through the Audit Mission Directors of Nomura Securities, at departments of the Company, the branches or departments of Nomura Securities, as well as at other subsidiaries.

The results of these activities have been reported to the Audit Committee. Moreover, the Audit Committee, by entering into an advisory services agreement with an external lawyer, has established a structure whereby expert opinions can be sought from the lawyer as needed, and has taken legal advices from the lawyer whenever necessary.

#### 4. Internal Audit Structure

(1) Executive Officers shall install an officer and a department in charge of internal audit, and through internal audit activities, shall maintain a structure that ensures the effectiveness and adequacy of internal controls across the entire business of the Nomura Group.

(2) The Company shall obtain the approval of the Audit Committee, or a member of the Audit Committee designated by the Audit Committee, regarding implementation plans and formulation of the budget relating to internal audit, and shall obtain the consent of the Audit Committee, or a member of the Audit Committee designated by the Audit Committee, regarding the election and dismissal of the Head of the Internal Audit Division.

(3) The Audit Committee shall coordinate with the Internal Audit Division by hearing reports regarding the status of internal audits, and with regard to internal audits, issuing recommendations, etc., concerning the modification of the implementation plan, additional audits, development of remedial measures, etc.

[Summary of Implementation Status of the Structure indicated above]

To secure the validity and suitability of internal controls, the Group Internal Audit Department has been put in place within the Company and units dedicated to internal audit have also been put in place at each major subsidiary under the Company. These internal audit departments carry out audits independent from business execution and carry out activities such as the provision of advice and recommendations for business improvement.

The proposed annual internal audit plan (including its changes) and budget are approved by the Audit Committee or its designated member and also the progress and result of internal audits are reported to the Audit Committee.

In addition, the Audit Committee has the Senior Managing Director in charge of Group Internal Audit participate in committee meetings, is coordinating with the Internal Audit Division by, for example, receiving reports, as necessary, directly from the Senior Managing Director in charge of Group Internal Audit regarding matters such as the maintenance/operational status of the internal control structure and the implementation status of internal audits and requesting that the Senior Managing Director in charge of Group Internal Audit formulate internal audit plans given key audit points to be confirmed.

Furthermore, Chairman of Audit Committee and full-time Audit Committee Member hold regular meetings with the Accounting Auditor and Senior Managing Director in charge of Group Internal Audit to share awareness of audit problems and exchange opinions, thereby enhancing Nomura Group's audit activities.

< II. Matters Concerning the Executive Officers >

1. Compliance and Conduct Risk Management Structure

(1) Thorough Compliance with the Nomura Group Code of Conduct

Executive Officers shall promote lawful management in accordance with laws, regulations and the Articles of Incorporation, and shall swear to comply with the Nomura Group Code of Conduct. At the same time, Executive Officers shall ensure that the permeation of the Nomura Group Code of Conduct is well known amongst Senior Managing Directors and employees of the Company and shall ensure compliance with the said Code.

(2) Establishment and Maintenance of the Compliance and Conduct Risk Management Structure

Executive Officers shall strive to maintain the Nomura Group's compliance and conduct risk management structure through, among other means, the maintenance of compliance and conduct risk management-related regulations and the installation of responsible divisions and persons. The Company shall install Compliance Managers, etc., or other persons responsible for compliance, in each company within the Nomura Group to take corrective action against cases regarding any conduct considered questionable in light of social ethics or social justice and to thoroughly ensure that business activities undertaken by employees are based on a law-abiding spirit and social common sense, thereby promoting execution of duties in accordance with laws and regulations.

(3) Compliance Hotline

(a) Executive Officers shall put into place a "Compliance Hotline" as a channel through which employees can, with regard to conduct in the Nomura Group that may be questionable based on compliance with laws and regulations, etc., including matters concerning accounting or accounting audits, report such conduct directly to the person appointed by the Board of Directors.

(b) Executive Officers shall guarantee the confidentiality of anonymous notifications, including the content of such notifications, made through the Compliance Hotline.

(4) Maintenance of Structures concerning Financial Crimes, etc.

The Nomura Group shall implement money laundering and terrorist financing countermeasures, prevent bribery, and shall not carry out any transaction with anti-social forces or groups and transactions with those subject to economic sanctions which are prohibited by laws, etc. in other nations. Executive Officers shall maintain structures that are necessary for this purpose.

[Summary of Implementation Status of the Structure indicated above]

Nomura Group established the “Nomura Group Code of Conduct”, and every year, the officers and employees of the Nomura Group have pledged to observe the “Nomura Group Code of Conduct”. On the “Nomura Founding Principles and Corporate Ethics Day” held every August, all officers and employees have reaffirmed the lessons learned from the past incidents and have renewed our determination to prevent similar incidents from recurring in the future and further improve public trust through discussion on proper conduct and commitment to comply with the “Nomura Group Code of Conduct”.

Nomura Group has established the “Nomura Group Conduct Program” as a framework for management and the Nomura Group Conduct Committee as a forum for discussion and deliberation on the promotion of the Code of Conduct, compliance and conduct risk management. We have also established the “Nomura Group Conduct Risk Management Policy” and “Group Compliance Risk Management Policy”, and we are developing an effective system based on the concept of three-lines defense by defining clear roles of the first, second and third lines. Senior Conduct Officers have been assigned to each division on the first line to manage conduct risk in accordance with each division's situation. In compliance division as the second line, we have appointed a Chief Compliance Officer in charge of establishing and maintaining the effectiveness of Nomura Group's compliance system and also appointed a Compliance officer at each Group company and in each overseas region. The Chief Compliance Officer, through giving instructions to Group Compliance Dept., works with the compliance officers at each Group company and overseas regions to strengthen the internal control system for global business development and to establish and maintain the compliance system at each Group company including overseas regions.

The Nomura Group Compliance Hotline has been established to disclose wrongdoing directly to designated recipients. There are multiple ways to disclose and anonymous disclosure is acceptable. The disclosure will be treated as strictly confidential. In order to ensure anonymity, it is possible to disclose through an external vendor system.

The core principal of Nomura's Group Code of Conduct is to prevent money laundering and terrorist financing, bribery and corruption, and transactions with anti-social forces with a strong risk management framework.

As a global policy on anti-money laundering and combating the financing of terrorism (AML/CFT), we have established the “Nomura Group Anti-Money Laundering and Combating the Financing of Terrorism Policy”, which stipulates the principles and standards to be observed across regions and group entities.

In the Nomura Group, Group AML/CFT Head is appointed with responsibility for establishing and maintaining AML/CFT framework. Financial Crime Dept. is in charge of assisting the Group AML/CFT Head, and AML Compliance Officer in each group entity with responsibility for overseeing AML/CFT framework in the group entities.

In addition, the Nomura Group has established the “Nomura Group Anti-Bribery and Anti-Corruption (ABC) Policy” as a global policy concerning the prevention of bribery and corruption. The Chief Compliance Officer is responsible for the establishment of ABC framework with the assistance of Financial Crime Dept.

## 2. Risk Management Structure

(1) Executive Officers shall acknowledge the importance of identification, evaluation, monitoring and management of various risks relating to the execution of the Nomura Group's business centered on risks such as market risk, credit risk, liquidity risk, and operational risk and ensure understanding and management of such risks at each company within the Nomura Group.

(2) Executive Officers shall strive to maintain a system to ensure the effectiveness of risk management in the Nomura Group through, among other means, the maintenance of regulations concerning risk management and the installation of responsible divisions and persons.

(3) Executive Officers shall report the status of risk management structures within the Nomura Group to the Group Risk Management Committee. The Group Risk Management Committee shall analyze the risk management status of the entire Nomura Group based on the report and take appropriate measures to establish the most suitable risk management structures for the business.

(4) Executive Officers shall report important matters concerning risk management to the Board Risk Committee regularly and in a timely manner and obtain consent of the Board Risk Committee on certain matters.

(5) Executive Officers shall maintain a structure that enables the Nomura Group to prevent or avoid crises, ensure the safety of customers, officers and employees of the Nomura Group, protect operating assets, reduce damage and ensure early recovery from any damage by establishing basic principles of business continuity including precautionary measures against crises, such as natural disasters or system failures, and emergency measures.

[Summary of Implementation Status of the Structure indicated above]

At the Nomura Group, the type and level of risk for the purpose of achieving the objection of management strategy and business plans is set forth as the Risk Appetite.

To prescribe the basic principles, framework, and governance concerning risk management, with the purpose of contributing to securing appropriate risk management of the Nomura Group, the Risk Management Policy has been put in place. The unit in charge of risk management is structured as an organization that is independent from units that execute business, and the various risks relating to business execution are identified, evaluated, monitored, and managed.

As for risks arising out of business operations, on the basis of the basic policy of restraining within the scope of the Risk Appetite, the Executive Management Board or the Group Risk Management Committee upon delegation by the Executive Management Board deliberates and determines important matters relating to risk management.

In addition, the Company prescribes the basic principles of crisis management at the Nomura Group in the Nomura Group Crisis Management Regulations. In accordance with such regulations, each company of the Nomura Group has appointed Crisis Management Officers and discusses crisis management measures based on the fundamental policies of crisis management adopted by each company. Also, by establishing the Group Crisis Management Committee, the Company has established a global crisis management structure, which includes business continuity measures in case of an emergency. The content of resolutions adopted by the Committee is reported to the Executive Management Board.

## 3. Reporting Structure in Relation to Execution of Duties

(1) Executive Officers shall report on the status of their own execution of duties not less frequently than once every 3 (three) months. They shall also maintain a reporting structure that governs reporting with respect to Nomura Group directors, executives, and employees.

(2) Executive Officers shall report the following matters on a regular basis to the Audit Committee directly or through the members of the Audit Committee or the Audit Mission Director:

- (a) The implementation status of internal audits, internal audit results, and remediation status;
- (b) The maintenance and operational status of the compliance and conduct risk management structure;
- (c) Risk management status;

(d) The outline of quarterly financial results and material matters (including matters concerning the selection and application of significant accounting policies and matters concerning internal controls over financial reporting); and

(e) The operational status of the Compliance Hotline and details of the reports received.

(3) In the event that an Executive Officer, Senior Managing Director, or employee is requested to report on a matter concerning the execution of such person's duties by an Audit Committee Member designated by the Audit Committee or the Audit Mission Director, such person shall promptly report on such matters.

(4) In the event that a Director, Executive Officer or Senior Managing Director becomes aware of a matter raised below, an immediate report must be made to a member of Audit Committee or Audit Mission Director. Moreover, in the event that the person who becomes aware of such a matter is an Executive Officer or Senior Managing Director, a report must be made simultaneously to the Executive Management Board or the Nomura Group Conduct Committee. The Executive Management Board or the Nomura Group Conduct Committee will deliberate concerning such matter, and in the event that it is admitted as necessary, based on such results, appropriate measures will be taken.

(a) Any material violation of law or regulation or other important matter concerning compliance and conduct.

(b) Any legal or financial problem that may have a material impact on the business or financial conditions of each Nomura Group company.

(c) Any order from any regulatory authority or other facts that may potentially cause the Nomura Group to incur a significant loss.

(5) In the event that a Nomura Group director, officer, or employee discovers a matter raised above, the Company must maintain a structure that provides for immediate direct or indirect reporting to an Audit Committee Member or Audit Mission Director.

(6) To ensure that persons making a report prescribed in the preceding paragraph 2 do not receive disadvantageous treatment due to the making of such report, the Company must take appropriate measures.

[Summary of Implementation Status of the Structure indicated above]

Executive Officers provide reports concerning the deliberation status of the Executive Management Board, the Group's financial status, and the business execution status of each division at each meeting of the Board of Directors. Further, Executive Officers provide reports concerning their business execution status directly to the Audit Committee or through an Audit Committee Member. At the same time, as for Executive Officers, Senior Managing Directors, and employees, if an Audit Committee Member seeks a report on matters concerning the execution of their duties, a report is presented on such matters promptly.

The Company routinely disseminates to all officers and employees of the Nomura Group the fact that a report must promptly be made to each company's designated point of contact in the event that activity, such as activity that could be in violation of laws, regulations, or internal rules, is found.

Furthermore, at the Nomura Group, in accordance with internal rules such as the Regulations on Management of Nomura Group Compliance Hotline, in addition to prohibiting any dismissal, demotion, salary reduction, or other disadvantageous treatment due to such a report, the fact that such disadvantageous treatment is prohibited is disseminated to all Nomura Group officers and employees.



#### 4. Structure for Ensuring the Effectiveness of the Execution of Duties

(1) Executive Officers shall determine the Nomura Group's management strategy and business execution, and execute business in accordance with the management organization and allocation of business duties determined by the Board of Directors.

(2) Executive Officers shall determine the allocation of business duties between each Senior Managing Director and the scope of authority of each employee, and thereby ensure the effectiveness of the structure for the execution of duties and establish a responsibility structure for the execution of duties.

(3) Of the matters whose business execution decision has been delegated to Executive Officers based on a resolution adopted by the Board of Directors, certain important matters shall be determined through the deliberation and determination by bodies, such as the Executive Management Board, or through documents requesting managerial decisions.

(4) The Executive Management Board shall determine or review the necessary allocation of management resources based on the business plan and budget application of each division and regional area to ensure the effective management of the Nomura Group.

[Summary of Implementation Status of the Structure indicated above]

Business execution decisions within the Company, to the extent permitted by laws and regulations, are made flexibly and efficiently by Executive Officers to whom the Board of Directors has delegated authority. In addition, to undertake the further strengthening of the business execution structure with regard to the sophistication and specialization of financial operations, Senior Managing Directors to whom Executive Officers have delegated a part of their business execution authority assume the business and operations of the field that each such Senior Managing Director is in charge of.

Out of the matters delegated to Executive Officers by a resolution adopted by of the Board of Directors, concerning the determination of particularly important business matters, bodies such as the Executive Management Board and the Group Risk Management Committee have been put in place at which there are deliberations and determinations are made. The Board of Directors receives reports on the status of deliberation from each such body at least once every three months. The Executive Management Board deliberates and determines important matters regarding the business management of the Nomura Group, beginning with and including management strategy, budgets, and the distribution of management resources.

#### 5. Structure for Retention and Maintenance of Information

(1) Executive Officers shall retain the minutes of important meetings, conference minutes, documents regarding requests for managerial decisions, contracts, documents related to finances and other material documents (including their electronic records), together with relevant materials, for at least ten years, and shall maintain access to such documents if necessary.

(2) Executive Officers shall maintain a structure to protect the Nomura Group's non-public information, including its financial information, and promote fair, timely and appropriate disclosure of information to external parties, thereby securing the trust of customers, shareholders, investors, etc.

[Summary of Implementation Status of the Structure indicated above]

At the Company, material documents (including their electronic records) are appropriately retained in accordance with applicable laws, regulations, internal rules and related contracts, etc., and are maintained in a condition in which they are available for inspection if necessary.

At the Nomura Group, for the purpose of securing the trust of persons such as clients, shareholders, and investors, the basic policy is to comply with laws, and regulations relating to timely disclosure such as the Financial Instruments and Exchange Act and other exchange rules, and in addition to protection of the Nomura Group's non-public information, promotion of fair, timely, and appropriate disclosure of information to external parties. Based on the aforementioned policy, the Company has established the Nomura Group's Statement of Global Corporate Policy regarding Public Disclosure of Information, and the Disclosure Committee has been set up based on the Statement to deliberate and determine on our disclosure policies and related matters.

## 6. Internal Controls Committee

The Company shall, for the purpose of facilitating the healthy and efficient management of business activities, install the Internal Controls Committee, whose members shall consist of a representative of the executives, a member of the Audit Committee designated by the Audit Committee and a director designated by the Board of Directors, to deliberate on important matters in regard to areas such as internal controls, audit activities and risk management relating to the Nomura Group's business.

[Summary of Implementation Status of the Structure indicated above]

The Internal Controls Committee has been attended by Executive Officers and Senior Managing Directors, including the President and Representative Executive Officer and the Deputy President and Representative Executive Officer, the chairman of the Audit Committee as the audit committee member elected by the Audit Committee, and a full-time audit committee member as a director elected by the Board of Directors.

The Internal Controls Committee has deliberated on a wide range of important matters concerning the strengthening and enhancement of internal controls system from the perspectives of improvement of corporate behavior throughout the Nomura Group, ensuring management transparency and efficiency, compliance with laws and regulations, risk management, ensuring the reliability of business and financial reporting, and promoting timely and appropriate information disclosure. In this fiscal year, the Internal Controls Committee deliberated on matters such as responses to operational resilience (which refers to the ability to continue to provide critical services at a minimum level that should be maintained in the event of a system failure, cyberattacks or natural disaster), revision of the quarterly disclosure system and its impact on the Company and the response to it.

The Internal Controls Committee has received reporting on the recognition of issues based on the implementation of internal audits from Internal Audit, which is independent from the execution of operations, as necessary, and has reported on deliberations to the Board of Directors on a regular basis.



< III. The Nomura Group's Internal Controls System >

(1) Executive Officers shall secure the appropriateness of the Nomura Group's business by ensuring that each company within the Nomura Group is fully aware of the Internal Controls System of the Company and by requiring the maintenance of an internal controls system at each company that reflects the actual conditions of each company.

(2) Executive Officers shall ensure the effectiveness of internal controls concerning financial reporting by the Company by, among other means, maintaining the structures listed in I through III above.

[Summary of Implementation Status of the Structure indicated above]

The Company, for every amendment of the internal control system, disseminates the content and meaning of the amendment to each Nomura Group company and provides guidance to maintain internal control systems that fit with each company's actual conditions. In addition, the Company, including for significant subsidiaries, identifies and understands the risks related to financial reporting, and based on such understanding, establishes and maintains internal controls over financial reporting. Concerning the status of such establishment and maintenance, the Company receives an evaluation from the internal audit division and an audit and evaluation by the accounting firm.

## **Notes to the Consolidated Financial Statements**

### [Significant Basis of Presentation of Consolidated Financial Statements]

#### 1. Basis of presentation

Nomura Holdings, Inc. (the “Company”)’s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) pursuant to Article 120-3, Paragraph 1 of the Ordinance for Company Calculation (Ministry of Justice Ordinance No. 13 of 2006). However, certain disclosures required under U.S. GAAP are omitted pursuant to Article 120-3, Paragraph 3 and the latter part of Article 120, Paragraph 1 of the Ordinance for Company Calculation.

#### 2. Scope of consolidation and equity method application

The consolidated financial statements include the accounts of the Company and other entities in which it has a controlling financial interest (collectively referred to as “Nomura”). Generally, the ownership of a majority of the voting interest meets the majority of financial control condition, and Nomura, therefore, consolidates its wholly-owned and majority-owned subsidiaries. In accordance with Accounting Standard Codification (“ASC”) 810 “*Consolidation*”, Nomura also consolidates any variable interest entities for which Nomura is a primary beneficiary.

Equity investments in entities in which Nomura has significant influence over operating and financial decisions (generally defined as 20 to 50 percent of the voting rights of a corporate entity, or at least 3 percent of a limited partnership and similar entities) are accounted for under the equity method of accounting and are reported in *Other Assets – Investments in and advances to affiliated companies*. Nomura does not apply the equity method of accounting for the equity investments that Nomura elected the fair value option under ASC 825 “*Financial Instruments*” and they are carried at fair value and are reported in *Trading assets, Private equity and debt investments, or Other assets - Other*. Nomura elected to apply the fair value option to its investments in American Century Companies, Inc. representing economic interest of 39.6%, and reports the investments and associated unrealized gains and losses within *Other assets – Other* and *Revenue – Other*, respectively.

Also, investment companies within the scope of ASC 946 “*Financial Services – Investment Companies*” carry all of their investments at fair value, with changes in fair value recognized through earnings, rather than apply the equity method of accounting or consolidation. Equity and debt investments held by Nomura’s investment company subsidiaries are reported within *Private equity and debt investments*.

### [Significant Accounting Policies]

#### 3. Basis and methods of valuation for securities, derivatives and others

##### (1) Trading assets and trading liabilities

Trading assets and trading liabilities, including contractual commitments arising pursuant to derivative transactions, are recorded on the consolidated balance sheet on a trade date basis at fair value. The related gains and losses are recognized currently in income.

##### (2) Private equity and debt investments

Private equity and debt investments are carried at fair value. Corresponding changes in the fair value of these investments are recognized currently in income.

##### (3) Investments in equity securities

Investments in equity securities consist of marketable and non-marketable equity securities that have been acquired for operating or other than operating purposes. Investments in equity securities for operating purposes and investments in equity securities for other than operating purposes are included in the other assets section of the consolidated balance sheet in *Other assets – Investments in equity securities* and *Other assets – Other*, respectively.

Investments in equity securities for operating purposes and for other than operating purposes held by non-trading subsidiaries are recorded at fair value and unrealized gains and losses are recognized currently in income.

(4) Non trading debt securities

Non-trading debt securities mainly consist of debt securities held by non-trading subsidiaries. Non-trading debt securities held by non-trading subsidiaries are carried at fair value and unrealized gains and losses are recognized currently in income.

4. Depreciation and amortization

Depreciation for tangible assets is generally computed by the straight-line method over the estimated useful lives of assets according to general class, type of construction and use. Software is generally amortized by the straight-line method over its estimated useful life. Intangible assets with finite lives are amortized by the straight-line method over the estimated useful lives.

5. Long-lived assets

ASC 360 *“Property, Plant, and Equipment”* (“ASC 360”) provides guidance on the financial accounting and reporting for the impairment or disposal of long-lived assets.

In accordance with ASC 360, long-lived assets, excluding goodwill and indefinite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the estimated future undiscounted cash flow is less than the carrying amount of the assets, a loss would be recognized to the extent the carrying value exceeded its fair value.

6. Goodwill and intangible assets

In accordance with ASC 350 *“Intangibles—Goodwill and Other”*, goodwill and intangible assets not subject to amortization are reviewed annually, or more frequently in certain circumstances, for impairment.

7. Basis of allowances

(1) Allowance for current expected credit losses

Management establishes an allowance for current expected credit losses on financing receivables not carried at fair value in accordance with ASC 326 *“Financial Instruments—Credit Losses”* (“ASC 326”). Current expected credit losses are calculated over the expected life of the financial financing receivables on an individual or a portfolio basis, considering all available relevant, reasonable supportable information about the collectability of cash flows, including information about past events, current conditions and future forecasts. Accrued interest receivables are excluded from the amortized cost basis of financing receivables when calculating current expected credit losses. The methodology used by Nomura to determine current expected credit losses primarily depends on the nature of the financial instrument, whether certain practical expedients permitted by ASC 326 are applied by Nomura and whether expected credit losses arising from the financing receivables are significant.

(2) Accrued pension and severance costs

In accordance with ASC 715 *“Compensation—Retirement Benefits”*, the funded status of the defined benefit postretirement plan, which is measured as the difference between the fair value of the plan assets and the projected benefit obligation, is recognized to prepare for the employees’ retirement and severance benefits.

The unrecognized prior service cost is amortized on a straight-line basis over the average remaining service period of active participants.

Actuarial gains and losses in excess of 10% of the greater of the projected benefit obligation or the fair value of plan assets are amortized on a straight-line basis over the average remaining service period of active participants.

#### 8. Hedging activities and derivatives used for non-trading purposes

Nomura's principal objectives in using derivatives for purposes other than trading are managing market risk of certain non-trading liabilities such as issued debt instruments and foreign exchange risk of certain net investments in foreign operations.

These derivative contracts are linked to specific assets or liabilities and are designated as hedges as they are effective in reducing the risk associated with the exposure being hedged and are highly correlated with changes in the fair value or the foreign exchange of the underlying hedged items. Nomura applies fair value or net investment hedge accounting to these hedging transactions. The relating unrealized profits and losses are recognized together with those of the hedged assets and liabilities as *Interest expense* or reported within *Change in cumulative translation adjustments*.

Further, derivatives are also utilized for non-trading purposes to manage equity price risk arising from certain stock-based compensation awards granted to employees and others. Additionally, certain trading liabilities are held to manage the price risk of investments in equity securities held for operating purposes.

#### 9. Foreign currency translation

All assets and liabilities of subsidiaries which have a functional currency other than Japanese Yen are translated into Japanese Yen at exchange rates in effect at the balance sheet date; all revenue and expenses are translated at the average exchange rates for the respective fiscal years and the resulting translation adjustments are reported within *Accumulated other comprehensive income (loss)*. Foreign currency assets and liabilities are translated at exchange rates in effect at the balance sheet date and the resulting translation gains or losses are credited or charged to income for the respective fiscal years.

#### 10. The Company and its wholly-owned domestic subsidiaries adopt the Group Tax Sharing System.

#### 11. Accounting changes

The following table presents a summary of new accounting pronouncements relevant to Nomura which have been adopted since April 1, 2023, the date of adoption by Nomura and whether the new accounting pronouncement has had a material financial impact on these consolidated financial statements on adoption or prospectively since adoption:

Pronouncement	Summary of new guidance	Adoption date and method of adoption	Effect on these consolidated financial statements
ASU 2022-02 <i>“Financial instruments – Credit losses (Topic 326): Troubled debt restructurings and vintage disclosures”</i>	<ul style="list-style-type: none"> <li>Eliminates specific recognition and measurement guidance for troubled debt restructurings (“TDRs”). Single guidance to be applied to all modifications when determining whether a modification results in a new receivable or a continuation of an existing receivable.</li> <li>Requires to use a discounted cash flow (“DCF”) or reconcilable method for measurement of current expected credit losses for modified receivables is removed; where a DCF method is used for the measurement, an effective interest rate (EIR) derived from the modified contractual terms should be applied.</li> <li>Enhances disclosures by creditors for modifications of receivables from debtors experiencing financial difficulty in the form of principal forgiveness, an interest rate reduction, other-than-insignificant payment delay or term extension.</li> <li>Augments the current requirements for public business entity creditors to disclose current-period gross write-offs by year of origination (i.e., the vintage year) for financing receivables and net investments in leases.</li> </ul>	Nomura has adopted the amendments prospectively from April 1, 2023.	No material financial impact on initial adoption and since adoption.

Voluntary change in accounting policy which Nomura will adopt from April 1, 2024 -

Effective from April 1, 2024, Nomura has changed its accounting policy in respect of how accounting guidance provided by ASC 940 *“Financial Services - Brokers and Dealers”* (“ASC 940”) is applied to the Company and its consolidated subsidiaries. For years ended March 31, 2024 and prior, ASC 940 was applied on a consolidated basis to all entities included within the consolidated financial statements of Nomura. Effective from April 1, 2024, the Company and consolidated subsidiaries that are not registered as a broker-dealer (“non-BD entities”) no longer apply ASC 940.

This accounting policy change is primarily due to a planned expansion of Nomura’s banking and investment management business and is therefore intended to allow certain non-BD entities to prospectively classify purchases of new non-trading debt securities as either held to maturity (“HTM”) or available for sale (“AFS”) as defined in ASC 320 *“Investments - Debt Securities”*. Non-trading debt securities classified as HTM are securities that a non-BD entity has both the ability and the intent to hold until maturity and are carried at amortized cost while non-trading debt securities classified as AFS will be carried at fair value with changes in fair value reported in the consolidated balance sheets, net of applicable income taxes within *Accumulated other comprehensive income (loss)*, a component of NHI shareholders’ equity.

As retrospective application of this accounting policy change is impracticable since it would require use of hindsight regarding historical accounting matters such as the initial classification of non-trading debt securities, Nomura has applied this new accounting policy prospectively from April 1, 2024.

As part of this accounting policy change, existing loans for trading purposes and non-trading debt securities held by non-BD entities will be have been elected for the fair value option on April 1, 2024 and therefore will continue to be measured at fair value through earnings. A similar election will be made for subsequent originations or purchases of loans held for trading purposes. Such loans will continue to be reported in *Trading Assets* in the consolidated balance sheet with changes in fair value reported in the consolidated statements of income within *Revenue – Net gain on trading*.

Following the accounting policy change, fair value changes of non-trading debt securities newly acquired on or after April 1, 2024 and classified as HTM or AFS by non-BD entities will not be recognized through earnings, unless an impairment loss is recognized

[Note to Revenue Recognition]

12. Revenue from services provided to customers

Revenues by types of service

The following table presents revenue earned by Nomura from providing services to customers by relevant line item in Nomura's consolidated statement of income.

	Millions of yen	
Commissions .....	¥	364,095
Fees from investment banking .....		173,265
Asset management and portfolio service fees .....		310,154
Other revenue .....		48,971
Total	¥	896,485

*Commissions* in the consolidated statements of income represent revenue principally from trade execution, clearing services and distribution of fund units. *Fees from investment banking* represent revenues from financial advisory, underwriting and distribution. *Asset management and portfolio service fees* represent revenues from asset management services.

The following table presents summary information regarding the key methodologies, assumptions and judgments used in recognizing revenue for each of the primary types of service provided to customers, including the nature of underlying performance obligations within each type of service and whether those performance obligations are satisfied at a point in time or over a period of time. For performance obligations recognized over time, information is also provided to explain the nature of the input or output method used to recognize revenue over time.

Type of service provided to customers	Overview of key services provided	Key revenue recognition policies, assumptions and judgments
Trade execution, clearing services and distribution of fund units	<ul style="list-style-type: none"> <li>• Buying and selling of securities on behalf of customers</li> <li>• Distribution of fund units</li> <li>• Clearing of securities and derivatives on behalf of customers</li> </ul>	<ul style="list-style-type: none"> <li>• Trade execution and clearing commissions recognized at a point in time, namely trade date.</li> <li>• Distribution fees are recognized at a point in time when the fund units have been sold to third party investors.</li> <li>• Commissions recognized net of soft dollar credits provided to customers where Nomura is acting as agent in providing investment research and similar services to the customer.</li> </ul>

Type of service provided to customers	Overview of key services provided	Key revenue recognition policies, assumptions and judgments
Financial advisory services	<ul style="list-style-type: none"> <li>• Provision of financial advice to customers in connection with a specific forecasted transaction or transactions such as mergers and acquisitions</li> <li>• Provision of financial advice not in connection with a specific forecasted transaction or transactions such as general corporate intelligence and similar research</li> <li>• Issuance of fairness opinions</li> <li>• Structuring complex financial instruments for customers</li> </ul>	<ul style="list-style-type: none"> <li>• Fees contingent on the success of an underlying transaction are variable consideration recognized when the underlying transaction has been completed since only at such point is it probable that a significant reversal of revenue will not occur.</li> <li>• Retainer and milestone fees are recognized either over the period to which they relate or are deferred until consummation of the underlying transaction depending on whether the underlying performance obligation is satisfied at a point in time or over time.</li> <li>• Judgment is required to make this determination with factors influencing this determination including, but not limited to, whether the fee is in connection with an engagement designed to achieve a specific transaction or outcome for the customer (such as the purchase or sale of a business), the nature and extent of benefit to be provided to the customer prior to, and in addition to such specific transaction or outcome and the fee structure for the engagement.</li> <li>• Retainer and milestone fees recognized over time are normally recognized on a straight-line basis over the term of the contract based on time elapsed.</li> </ul>



Type of service provided to customers	Overview of key services provided	Key revenue recognition policies, assumptions and judgments
Underwriting and syndication services	<ul style="list-style-type: none"> <li>Underwriting of debt, equity and other financial instruments on behalf of customers</li> <li>Distributing securities on behalf of issuers</li> <li>Arranging loan financing for customers</li> <li>Syndicating loan financing on behalf of customers</li> </ul>	<ul style="list-style-type: none"> <li>Underwriting and syndication revenues recognized at a point in time when the underlying transaction is complete.</li> <li>Commitment fees where drawn down of the facility is deemed remote recognized on a straight-line basis over the life of the facility based on time elapsed.</li> <li>Underwriting and syndication costs recognized either as a reduction of revenue or on a gross basis depending on whether Nomura is acting as principal or agent for such amounts.</li> </ul>
Asset management services	<ul style="list-style-type: none"> <li>Management of funds, investment trusts and other investment vehicles</li> <li>Provision of investment advisory services</li> <li>Providing custodial and administrative services to customers</li> </ul>	<ul style="list-style-type: none"> <li>Management fees earned by Nomura in connection with managing a fund, investment trust or other vehicle generally recognized on a straight-line basis based on time elapsed.</li> <li>Performance-based fees are variable consideration recognized when the performance metric has been determined since only at such point is it probable that a significant reversal of revenue will not occur.</li> <li>Custodial and administrative fees recognized on a straight-line basis over time based on time elapsed.</li> </ul>

Where revenue is recognized at a point on time, payments of fees are typically received at the same time as when the performance obligation is satisfied, or within several days or months after satisfying a performance obligation. In relation to revenue recognized over time, payments of fees are typically received every month, three months or six months.

The following table presents the balances of customer contract receivables and contract liabilities in scope of ASC 606 “*Revenue from Contracts with Customers*” (“ASC 606”) as of March 31, 2024. The amount of contract assets as of March 31, 2024 was immaterial.

Customer contract receivables	101,668 million yen
Contract liabilities <sup>(1)</sup>	6,073 million yen

(1) Contract liabilities primarily rise from investment advisory services and recognized in connection with the term of the contract based on time elapsed.

The balance of contract liabilities as of March 31, 2023 were recognized as revenue for the year ended March 31, 2024. Nomura recognized ¥3,347 million of revenue from performance obligations satisfied in previous periods for the year ended March 31, 2024.

Transaction price allocated to the remaining performance obligations is ¥1,135 million. As permitted by ASC 606, Nomura has chosen not to disclose information about remaining performance obligations that have original expected durations of one year or less as of March 31, 2024.

[Notes to the Accounting Estimates]

13. Critical accounting estimates

The following table summarizes critical accounting policies, the critical accounting estimates inherent within application of those policies, the nature of the estimates, the underlying assumptions and judgments made by management used to derive those estimates and effect of changes in estimates and assumptions during year.

Critical accounting policy	Critical accounting estimates	Key subjective assumptions or judgements by management	Effect of changes in estimates and assumptions during year ended March 31, 2024
Fair value of financial instruments  Note 18 "Financial instruments"	Estimating fair value for financial instruments	<p>A significant portion of our financial instruments are carried at fair value. The fair values of these financial instruments may not only be measured at quoted prices but also impacted by other factors, including selection of valuation techniques/ models and other assumptions that require judgment. This may affect the amount and timing of realized and unrealized gains or losses recognized in the consolidated statements of income for a particular financial instrument.</p> <p>Selection of appropriate valuation techniques</p> <ul style="list-style-type: none"> <li>For financial instruments measured at fair value where quoted prices are available in active markets, we typically use quoted prices as level 1 inputs for determining the fair value of these financial instruments.</li> <li>For financial instruments where such quoted prices are not available, fair value of these financial instruments are measured using level 2 or level 3 inputs. Significant judgment is involved in selection of appropriate valuation techniques and validation of assumptions applied in models because the estimated fair values measured could vary depending on which models and assumptions are used. When selecting valuation techniques, various factors such as the particular circumstances and markets where these financial instruments are traded, the availability of reliable inputs, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs are considered.</li> </ul> <p>Significance of level 3 inputs</p> <ul style="list-style-type: none"> <li>Fair values are more judgmental when we use level 3 inputs, which are based on significant non-market based unobservable inputs.</li> <li>For these instruments, fair value is determined based on management's judgment about the assumption that market participant would use in pricing the instruments, including perception of liquidity, economic environment and the risks affecting the specific instruments.</li> </ul>	See Note 18 "Financial Instruments" for further information around our valuation methodologies and our policy for classification of financial instruments within the fair value hierarchy.

[Notes to the Consolidated Balance Sheet]

14. Assets pledged

Pledged securities that can be sold or re-pledged by the secured party, including Gensaki Repo transactions, reported mainly within *Trading assets* and *Private equity and debt investments*.

6,892,311 million yen

Pledged securities that can be sold or re-pledged by the secured party, including Gensaki Repo transactions, reported mainly within *Investments in equity securities*.

247 million yen

Pledged securities that can be sold or re-pledged by the secured party, including Gensaki Repo transactions, reported mainly within *Investments in and advances to affiliated companies*.

6,929 million yen

Nomura owned securities and loans receivable, which have been pledged as collateral, primarily to stock exchanges and clearing organizations, without allowing the secured party the right to sell or re-pledge them.

4,085,461 million yen

Nomura owned securities and loans receivable, which have been pledged to collateralize borrowing transactions, and pledged for other purposes. <sup>(1)(2)</sup>

2,331,087 million yen

- (1) The asset balances, which have been pledged as collateral for secured loans from special purpose entities and for transfer dealings in which the control over the asset is not relinquished, are included.
- (2) In addition, Nomura re-pledged ¥20,401 million of securities received as collateral and securities borrowed.

15. Securitizations

Nomura utilizes special purpose entities (“SPEs”) to securitize commercial and residential mortgage loans, government agency and corporate bonds and other types of financial assets. Those SPEs are incorporated as stock companies, Tokumei kumiai (silent partnerships), Cayman special purpose companies (“SPCs”) or trust accounts. Nomura’s involvement with SPEs includes structuring SPEs, underwriting, distributing and selling debt instruments and beneficial interests issued by SPEs to investors. Nomura accounts for the transfer of financial assets in accordance with ASC 860 “*Transfers and Servicing*” (“ASC 860”). This statement requires that Nomura accounts for the transfer of financial assets as a sale when Nomura relinquishes control over the assets. ASC 860 deems control to be relinquished when the following conditions are met: (a) the assets have been isolated from the transferor (even in bankruptcy or other receivership), (b) the transferee has the right to pledge or exchange the assets received, or if the transferee is an entity whose sole purpose is to engage in securitization or asset-backed financing activities, and that entity is constrained from pledging or exchanging the assets it receives, the holders of its beneficial interests have the right to pledge or exchange the beneficial interests, and (c) the transferor has not maintained effective control over the transferred assets. Nomura may retain an interest in the financial assets, including residual interests in the SPEs. Any such interests are accounted for at fair value and reported within Trading assets in Nomura’s consolidated balance sheet, with the change in fair value reported within *Revenue-net gain (loss) on trading*. Fair value for retained interests in securitized financial assets is determined by using observable prices; or in cases where observable prices are not available for certain retained interests, Nomura estimates fair value based on the present value of expected future cash flows using its best estimates of the key assumptions, including forecasted credit losses, prepayment rates, forward yield curves and discount rates commensurate with the risks involved. Nomura may also enter into derivative transactions in relation to the financial assets transferred to an SPE.

As noted above, Nomura may have continuing involvement with SPEs to which Nomura transferred assets. For the year ended March 31, 2024, Nomura received cash proceeds from SPEs on transfer of assets in new securitizations of ¥432.4 billion and the associated gain on sale was ¥0.1 billion. For the year ended March 31, 2024, Nomura received debt securities issued by these SPEs with an initial fair value of ¥252.6 billion and cash inflows from third parties on the sale of those debt securities of ¥227.2 billion. The cumulative balance of financial assets transferred to SPEs with which Nomura has continuing involvement was ¥6,747.2 billion as of

March 31, 2024. Those transferred financial assets are substantially government, agency and municipal securities. Nomura's retained interests were ¥160.0 billion as of March 31, 2024, and Nomura received cash flows of ¥23.4 billion for the year ended March 31, 2024 from the SPEs on such retained interests held in the SPEs. Nomura does not provide financial support to SPEs beyond its contractual obligations.

## 16. Contingencies

### *Investigations, lawsuits and other legal proceedings*

In the normal course of business as a global financial services entity, Nomura is involved in investigations, lawsuits and other legal proceedings and, as a result, may suffer loss from any fines, penalties or damages awarded against Nomura, any settlements Nomura chooses to make to resolve a matter, and legal and other advisory costs incurred to support and formulate a defense.

The ability to predict the outcome of these actions and proceedings is inherently difficult, particularly where claimants are seeking substantial or indeterminate damages, where investigations and legal proceedings are at an early stage, where the matters present novel legal theories or involve a large number of parties, or which take place in foreign jurisdictions with complex or unclear laws.

The Company regularly evaluates each legal proceeding and claim on a case-by-case basis in consultation with external legal counsel to assess whether an estimate of possible loss or range of loss can be made, if recognition of a liability is not appropriate. In accordance with ASC 450 “*Contingencies*” (“ASC 450”), the Company recognizes a liability for this risk of loss arising on each individual matter when a loss is probable and the amount of such loss or range of loss can be reasonably estimated. The amount recognized as a liability is reviewed at least quarterly and is revised when further information becomes available. If these criteria are not met for an individual matter, such as if an estimated loss is only reasonably possible rather than probable, no liability is recognized. However, where a material loss is reasonably possible, the Company will disclose details of the legal proceeding or claim below. Under ASC 450 an event is defined as reasonably possible if the chance of the loss to the Company is more than remote but less than probable. As of March 31, 2024, the total liability of ¥21,177 million have been recognized and reported within the consolidated balance sheets within *Other liabilities* in respect of outstanding and unsettled investigations, lawsuits and other legal proceedings where loss is considered probable and the amount of such loss can be reasonably estimated.

The most significant actions and proceedings against Nomura are summarized below. The Company believes that, based on current information available as of the date of these consolidated financial statements, the ultimate resolution of these actions and proceedings will not be material to the Company’s financial condition. However, an adverse outcome in certain of these matters could have a material adverse effect on the consolidated statements of income or cash flows in a particular quarter or annual period.

For certain of the significant actions and proceedings, the Company is currently able to estimate the amount of reasonably possible loss, or range of reasonably possible losses, in excess of amounts recognized as a liability (if any) against such cases. These estimates are based on current information available as of the date of these consolidated financial statements and include, but are not limited to, the specific amount of damages or claims against Nomura in each case. As of May 16, 2024, for those cases where an estimate of the range of reasonably possible losses can be made, the Company estimates that the total aggregate reasonably possible maximum loss in excess of amounts recognized as a liability (if any) against these cases is approximately ¥37 billion.

For certain other significant actions and proceedings, the Company is unable to provide an estimate of the reasonably possible loss or range of reasonably possible losses because, among other reasons, (i) the proceedings are at such an early stage there is not enough information available to assess whether the stated grounds for the claim are viable; (ii) damages have not been identified by the claimant; (iii) damages are unsupported and/or exaggerated; (iv) there is uncertainty as to the outcome of pending appeals or motions; (v) there are significant legal issues to be resolved that may be dispositive, such as the applicability of statutes of limitations; (vi) there are novel or unsettled legal theories underlying the claims and/or (vii) a judgment has been made against Nomura but detailed reasons for the basis for the judgment and how the amount of the judgment has been determined have not yet been received.

Nomura will continue to cooperate with regulatory investigations and to vigorously defend its position in the ongoing actions and proceedings set out below, as appropriate.

Claims for reimbursement of tax credits paid on dividends on Italian shares have been made by the tax authorities in Pescara, Italy alleging breaches of the U.K.-Italy Double Taxation Treaty of 1998 against IBJ Nomura Financial Products (UK) PLC (“IBJN”) a group company which has been in members’ voluntary liquidation since 2000. An Italian Supreme Court judgment in June 2019 confirmed that an amount of approximately EUR 38 million (comprised of tax credit refunds plus accrued interest), plus further interest, was payable by IBJN to the Italian tax authorities. IBJN elected to apply for a tax amnesty regime set out under the 2023 Italian budget law which allows taxpayers to settle certain pending claims by paying only the principal amount. In October 2023, IBJN paid the principal amount under the amnesty regime, and as a result accrued interest and collecting fees were waived.

In October 2010 and June 2012, two actions were brought against Nomura International plc (“NIP”), seeking recovery of payments allegedly made to NIP by Fairfield Sentry Ltd. and Fairfield Sigma Ltd. (collectively, “Fairfield Funds”), which are now in liquidation and were feeder funds to Bernard L. Madoff Investment Securities LLC (in liquidation pursuant to the Securities Investor Protection Act in the U.S. since December 2008) (“BLMIS”). The first suit was brought by the liquidators of the Fairfield Funds. It was filed on October 5, 2010 in the Supreme Court of the State of New York, but was subsequently removed to the United States Bankruptcy Court for the Southern District of New York. The second suit was brought by the trustee for the liquidation of BLMIS (“Madoff Trustee”). NIP was added as a defendant in June 2012 when the Madoff Trustee filed an amended complaint in the United States Bankruptcy Court for the Southern District of New York. Both actions seek to recover approximately \$34 million plus interest.

In November 2011, NIP was served with a claim filed by the Madoff Trustee in the United States Bankruptcy Court for the Southern District of New York. This is a clawback action similar to claims filed by the Madoff Trustee against numerous other institutions. The Madoff Trustee alleges that NIP received redemptions from the BLMIS feeder fund, Harley International (Cayman) Limited in the six years prior to December 11, 2008 (the date proceedings were commenced against BLMIS) and that these are avoidable and recoverable under the U.S. Bankruptcy Code and New York law. The amount that the Madoff Trustee is currently seeking to recover from NIP is approximately \$24.4 million plus interest.

Certain of the Company’s subsidiaries in the U.S. securitized residential mortgage loans in the form of residential mortgage-backed securities (“RMBS”). These subsidiaries did not generally originate mortgage loans, but purchased mortgage loans from third-party loan originators (“originators”). In connection with such purchases, these subsidiaries received loan level representations from the originators. In connection with the securitizations, the relevant subsidiaries provided loan level representations and warranties of the type generally described below, which mirror the representations the subsidiaries received from the originators.

The loan level representations made in connection with the securitization of mortgage loans were generally detailed representations applicable to each loan and addressed characteristics of the borrowers and properties. The representations included, but were not limited to, information concerning the borrower’s credit status, the loan-to-value ratio, the owner occupancy status of the property, the lien position, the fact that the loan was originated in accordance with the originator’s guidelines, and the fact that the loan was originated in compliance with applicable laws. Certain of the RMBS issued by the subsidiaries were structured with credit protection provided to specified classes of certificates by monoline insurers.

With respect to certain of the RMBS issued from 2005 to 2007, the relevant subsidiaries received claims demanding the repurchase of certain loans from trustees of various securitization trusts, made at the instance of one or more investors, or from certificate insurers. The total original principal amount of loans for which repurchase claims were received by the relevant subsidiaries within six years of each securitization is \$3,203 million. The relevant subsidiaries summarily rejected any demand for repurchase received after the expiration of the statute of limitations applicable to breach of representation claims. For those claims received within six years, the relevant subsidiaries reviewed each claim received, and rejected those claims believed to be without merit or agreed to repurchase certain loans for those claims that the relevant subsidiaries determined to have merit. In several instances, following the rejection of repurchase demands, investors instituted actions through the trustee alleging breach of contract from 2011 to 2014. The breach of contract claims that were brought within the six-year statute of limitations for breach of contract actions survived motions to dismiss and discovery was completed and Notes of Issue were filed. The Company has been engaged in efforts to resolve the actions outside of Court. Five settlement



agreements with the respective Trustees have been finalized and the actions have been dismissed with prejudice. For the remaining two Trusts, settlement agreements with the Trusts have been approved by Certificateholders and are the subject of pending Trust Instruction Proceedings before the Court.

In March 2013, Banca Monte dei Paschi di Siena SpA (“MPS”) issued a claim in the Italian Courts against two former directors of MPS and NIP. MPS alleged that the former directors improperly caused MPS to enter into certain structured financial transactions with NIP in 2009 (“Transactions”) and that NIP acted fraudulently and was jointly liable for the unlawful conduct of MPS's former directors. Related proceedings were brought in the English Courts by NIP and MPS. In September 2015, and with no admission of wrongdoing, NIP entered into a settlement agreement with MPS whereby the Transactions were unwound at a discount and the proceedings were discontinued.

In April 2013, an investigation was commenced by the Public Prosecutor's office in Siena, Italy, into various allegations against MPS and certain of its former directors, including in relation to the Transactions. The investigation was subsequently transferred to the Public Prosecutor of Milan. On April 3, 2015, the Public Prosecutor's office in Milan issued a notice concluding its preliminary investigation. The Public Prosecutor was seeking to indict MPS, three individuals from MPS's former management, NIP and two former NIP employees for, among others, the offences of false accounting and market manipulation in relation to MPS's previous accounts. The preliminary hearing at which the Milan criminal court considered whether or not to grant the indictment concluded on October 1, 2016, the Judge ordering the trial of all individuals and banks involved except for MPS (which entered into a plea bargaining agreement with the Public Prosecutor). The trial commenced in December 2016. As part of these proceedings, a number of civil claimants were permitted to bring damages claims against a number of entities and individuals, including NIP.

On November 8, 2019, the court delivered its oral verdict, finding two former employees of NIP guilty of false accounting, market manipulation and obstructing the supervisory activities of CONSOB and that NIP had breached Italian corporate liability legislation. In so doing it imposed a fine of EUR 3.45 million on NIP as well as ordering confiscation of EUR 88 million. On May 12, 2020, the court issued the detailed reasoning for the verdict (including the rationale for the penalties imposed). NIP appealed the decision to the Milan Court of Appeal. On May 6, 2022, the Milan Court of Appeal delivered its oral verdict, overturning the first instance judgment and acquitting the two former employees of NIP of all charges. The court also overturned the first instance judgment in respect of NIP and quashed the EUR 3.45 million fine and EUR 88 million confiscation order imposed on NIP. The detailed reasoning for the verdict was made available on October 3, 2022. In November 2022, the Public Prosecutor appealed the decision to the Supreme Court. On October 11, 2023, the Supreme Court declared the Public Prosecutor's appeal inadmissible. The Court of Appeal's judgment of acquittal has therefore become final.

In addition, NIP is involved in a number of separate civil or administrative matters relating to the Transactions including those described further below.

In January 2018, a claim before the Italian Courts brought by two claimants, Alken Fund Sicav (on behalf of two Luxembourg investment funds Alken Fund European Opportunities and Alken Fund Absolute Return Europe) and Virmont S.A. (formerly, Alken Luxembourg S.A, the funds' management company) (collectively referred to as “Alken”) was served on NIP. The claim was made against NIP, MPS, four MPS former directors and a member of MPS's internal audit board, and sought monetary damages of approximately EUR 434 million plus interest, as well as non-monetary damages in an amount left to be quantified by the Judge. In July 2021, the court rejected all of Alken's claims. In February 2022, Alken appealed the decision to the Milan Court of Appeal and, in November 2023, the court dismissed Alken's appeal. In January 2024, Alken appealed the Court of Appeal's decision to the Italian Supreme Court.

In May 2019, a claim before the Italian Courts brought by York Global Finance Offshore BDH (Luxembourg) Sàrl and a number of seemingly related funds was served on NIP. The claim is made against NIP, MPS, two MPS former directors and a member of MPS's internal audit board, and seeks monetary damages of approximately EUR 186.7 million plus interest, as well as non-monetary damages in an amount left to be quantified by the Judge.

Additionally, NIP was served by the Commissione Nazionale per le Società e la Borsa (“CONSOB”, the Italian financial regulatory authority) with a notice commencing administrative sanction proceedings for market manipulation in connection with the Transactions. In relation to the Transactions, the notice named MPS, three individuals from MPS’s former management and two former NIP employees as defendants, whereas NIP was named only in its capacity as vicariously liable to pay any fines imposed on the former NIP employees. On May 22, 2018 CONSOB issued its decision in which it levied EUR 100,000 fines in relation to each of the two former NIP employees. In addition, CONSOB decided that the two employees did not meet the necessary Italian law integrity requirements to perform certain senior corporate functions, for a period of three months and six months respectively. NIP was vicariously liable to pay the fines imposed on its former employees. NIP paid the fines and appealed the decision to the Milan Court of Appeal. In December 2020, the Court of Appeal annulled the CONSOB decision against NIP. CONSOB has appealed the Court of Appeal’s decision to the Italian Supreme Court.

On May 20, 2021, NIP and the Company were named as addressees in a decision issued by the European Commission in which NIP, the Company and various other third party banks have been found to have infringed EU competition law in connection with their activity in the primary and secondary markets for European Government Bonds (“EGB”). The European Commission found that the infringement consisted of anticompetitive agreements and/or concerted practices in the EGB sector in breach of EU competition law and fined NIP and the Company approximately EUR 129.6 million. In August 2021, NIP and the Company appealed the decision. The fine has been provisionally paid, as is required, pending the outcome of NIP and the Company’s appeal.

NIP and Nomura Securities International, Inc. (“NSI”) were named as defendants in a class action filed in the United States District Court for the Southern District of New York alleging violations of U.S. antitrust law in relation to the alleged manipulation of the primary and secondary markets for EGB. NSI has been dismissed from the action.

Nomura has responded to requests for information from the U.S. Commodity Futures Trading Commission (“CFTC”) in relation to swap trading related to bond issuances. On February 1, 2021, the CFTC filed a civil enforcement action against a Nomura employee and charged him with violating the anti-fraud, price manipulation and false statements provisions of the Commodity Exchange Act in relation to a 2015 interest rate swap transaction.

The Securities and Exchange Commission (“SEC”) and the United States Department of Justice (“DOJ”) investigated past activities of several former employees of NSI in respect of residential mortgage-backed securities transactions in the secondary market. In July 2019, NSI entered into a settlement with the SEC concerning its supervision of certain former employees, and the investigation has concluded. In August 2023, NSI entered into a Non-Prosecution Agreement with the DOJ paying a civil monetary penalty of \$35 million and making additional restitution to affected customers of approximately \$0.8 million resolving its investigation.

In September 2017 and November 2017, Nomura International (Hong Kong) Limited (“NIHK”) and Nomura Special Investments Singapore Pte Limited (“NSIS”) were respectively served with a complaint filed in the Taipei District Court against NIHK, NSIS, China Firsttextile (Holdings) Limited (“FT”) and certain individuals by First Commercial Bank, Ltd., Land Bank of Taiwan Co., Ltd., Chang Hwa Commercial Bank Ltd., Taishin International Bank, E.Sun Commercial Bank, Ltd., CTBC Bank Co., Ltd., Hwatai Bank, Ltd. and Bank of Taiwan (collectively, “FT Syndicate Banks”). The FT Syndicate Banks’ complaint relates to a \$100 million syndicated term loan facility to borrower FT that was arranged by NIHK, and made by the FT Syndicate Banks together with NSIS. The FT Syndicate Banks’ allegations in the complaint include tort claims under Taiwan law against the defendants. The FT Syndicate Banks sought to recover approximately \$68 million in damages, plus interest. By judgment dated October 13, 2023, the Taipei District Court dismissed the FT Syndicate Bank’s claims in entirety. In November 2023, Statements of Appeal were filed by 7 of the 8 FT Syndicate Banks (First Commercial Bank, Ltd., Land Bank of Taiwan Co., Ltd., Chang Hwa Commercial Bank Ltd., Taishin International Bank, E.Sun Commercial Bank, Ltd., CTBC Bank Co., Ltd. and Bank of Taiwan, together the “Appellants”), indicating the Appellants’ intention to appeal the Taipei District Court decision to the Taiwan High Court. The case is transferred to the Taiwan High Court in February 2024 for appeal. The claim amount for the appeal is approximately \$63 million in damages, plus interest.



In August 2017, the Cologne public prosecutor in Germany notified NIP that it is investigating possible tax fraud by individuals who worked for the Nomura Group in relation to the historic planning and execution of trading strategies around dividend record dates in certain German equities (known as “cum/ex” trading) and in relation to filings of tax reclaims in 2007 to 2012. During the fiscal year ended March 31, 2020, Nomura Group became aware that certain of those individuals would be the subject of investigative proceedings in Germany. NIP and another entity in the Nomura Group are cooperating with the investigation, including by disclosing to the public prosecutor certain documents and trading data, and Nomura Group premises in Frankfurt were raided by the public prosecutor in April 2023 for the purpose of obtaining additional data and documents. It appears that the investigation has expanded including to also now encompass cum/cum trading strategies in certain German equities. If the investigation involving Nomura Group entities and former individuals proceeds to trial, the individuals could face criminal sanctions and Nomura Group entities could face administrative sanctions such as administrative fines or profit confiscation orders.

In and after August 2022, Nomura Financial Advisory and Securities (India) Private Limited (“NFASI”) was served with three commercial suits filed with the Bombay High Court against NFASI and other parties. The lawsuits relate to the same equity disposal where the plaintiffs were three of the sellers and NFASI acted as financial advisor to the sellers, and include allegations that NFASI failed to comply with its duties as financial advisor. The total claim amounts in the suits are approximately INR 2.8 billion in damages, plus interest.

In January 2024, NIP received a notice from a Prosecutor of the Court of Auditors in Italy. The notice details the findings of an investigation into an advisory relationship NIP entered into with an Italian counterparty in 2005. It alleges that NIP caused harm to the Italian counterparty and as such damages are payable. A civil claim for damages may be brought by the Prosecutor before the Court of Auditors in due course.

## 17. Guarantees

In accordance with ASC 460 “*Guarantees*”, Nomura recognizes obligations under certain issued guarantees and records the fair value of these guarantee obligations on the consolidated balance sheet.

The information about maximum potential payout or notional total of derivative contracts, standby letters of credit and other guarantees that could meet the definition of a guarantee is as below.

For information about the maximum potential amount of future payments that Nomura could be required to make under certain derivatives, the notional amount of contracts has been disclosed. However, the maximum potential payout for certain derivative contracts, such as written interest rate caps and written currency options, cannot be estimated, as increases in interest or foreign exchange rates in the future could be theoretically unlimited. Nomura records all derivative contracts at fair value. Nomura believes the notional amounts generally overstate its risk exposure.

Derivative contracts <sup>(1)(2)</sup> .....	613,663,415 million yen
Standby letters of credit and other guarantees <sup>(3)</sup> .....	3,561,640 million yen

(1) The carrying value of derivative contracts is ¥11,286,872 million (liability).

(2) The notional amount and the carrying value of the written credit derivatives not included in derivative contracts are ¥20,029,630 million and ¥244,328 million (asset), respectively.

(3) Primarily related to a certain sponsored repo program where Nomura guarantees to a 3rd party clearinghouse the payment of its clients’ obligations. Our exposure under this guarantee is minimized through effectively obtaining collaterals whose amount is approximately equal to the maximum potential payout of the guarantee.

18. Financial Instruments

The fair value of financial instruments

A significant amount of Nomura's financial instruments are carried at fair value. Financial assets carried at fair value on a recurring basis are reported in the consolidated balance sheet within *Trading assets and private equity and debt investments, Loans and receivables, Collateralized agreements* and *Other assets*. Financial liabilities carried at fair value on a recurring basis are reported within *Trading liabilities, Short-term borrowings, Payables and deposits, Collateralized financing, Long-term borrowings* and *Other liabilities*.

In all cases, fair value is determined in accordance with ASC 820 "*Fair Value Measurements and Disclosures*" which defines fair value as the amount that would be exchanged to sell a financial asset or transfer a financial liability in an orderly transaction between market participants at the measurement date. It assumes that the transaction occurs in Nomura's principal market, or in the absence of the principal market, the most advantageous market for the relevant financial assets or financial liabilities.

Information on financial instruments and risk

Most of Nomura's trading activities are client oriented. Nomura utilizes a variety of derivative financial instruments as a means of bridging clients' specific financial needs and investors' demands in the securities markets. Nomura also actively trades securities and various derivatives to assist its clients in adjusting their risk profiles as markets change. In performing these activities, Nomura carries an inventory of capital markets instruments and maintains its access to market liquidity by quoting bid and offer prices to and trading with other market makers. These activities are essential to provide clients with securities and other capital markets products at competitive prices.

In the normal course of business, Nomura enters into transactions involving derivative financial instruments to meet customer needs, for its trading activities and to reduce its own exposure to loss due to adverse fluctuations in interest rates, currency exchange rates and market prices of securities. These financial instruments include contractual agreements such as commitments to swap interest payment streams, exchange currencies or purchase or sell securities and other financial instruments on specific terms at specific future dates. To the extent these derivative financial instruments are economically hedging financial instruments or securities positions of Nomura, the overall risk of loss may be fully or partly mitigated by the hedged position.

Nomura seeks to minimize its exposure to market risk arising from its use of these derivative financial instruments through various control policies and procedures, including position limits, monitoring procedures and hedging strategies whereby Nomura enters into offsetting or other positions in a variety of financial instruments. Counterparty credit risk associated with these financial instruments is controlled by Nomura through credit approvals, limits and monitoring procedures. To reduce default risk, Nomura requires collateral, principally cash collateral and government securities, for certain derivative transactions.

Concentrations of credit risk may arise from trading, securities financing transactions and underwriting activities, and may be impacted by changes in political or economic factors. Nomura has credit risk concentrations on bonds issued by the Japanese Government, U.S. Government, Governments within the European Union and British Government ("EU & U.K."), their states and municipalities, and their agencies. The following table presents geographic allocations of Nomura's trading assets related to government, agency and municipal securities. Nomura's exposure to the over-the-counter derivatives is mainly with the financial institutions in the amount of ¥618.4 billion which represents the net amount after the counterparty netting of derivative assets and liabilities under a master netting agreement as well as cash collateral netting against net derivatives.

	Billions of yen				
	March 31, 2024				
	Japan	U.S.	EU & U.K.	Other	Total <sup>(1)</sup>
Government, agency and municipalities securities .....	2,099.6	3,139.4	1,469.6	1,522.9	8,231.5

- (1) Other than above, there were ¥247.8 billion of government, agency and municipal securities in *Other asset – Non-trading debt securities* as of March 31, 2024. These securities are primarily Japanese government, agency and municipal securities.

#### Fair value hierarchy

All financial instruments measured at fair value, including those carried at fair value using the fair value option, have been categorized into a three-level hierarchy (“fair value hierarchy”) based on the transparency of valuation inputs used by Nomura to estimate fair value. A financial instrument is classified in the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement of the financial instrument. The three levels of the fair value hierarchy are defined as follows, with Level 1 representing the most transparent inputs and Level 3 representing the least transparent inputs:

#### Level 1:

Observable valuation inputs that reflect quoted prices (unadjusted) for identical financial instruments traded in active markets at the measurement date.

#### Level 2:

Valuation inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the financial instrument.

#### Level 3:

Unobservable valuation inputs which reflect Nomura assumptions and specific data.

The following table presents information about Nomura's financial instruments measured at fair value on a recurring basis as of March 31, 2024 within the fair value hierarchy.

	(Billions of yen)				
	March 31, 2024				
	Level 1	Level 2	Level 3	Counterparty and Cash Collateral Netting <sup>(1)</sup>	Balance as of March 31, 2024
<b>Assets:</b>					
Trading assets and private equity and debt investments <sup>(2) (3)</sup>					
Cash Instruments .....	8,920.4	8,684.0	470.1	-	18,074.5
Derivatives .....	21.8	21,068.0	248.6	(19,814.8)	1,523.6
Loans and receivables <sup>(4)</sup> .....	2.1	1,807.8	291.1	-	2,101.0
Collateralized agreements <sup>(5)</sup> .....	-	454.0	12.4	-	466.4
Other assets <sup>(2)</sup> .....	482.5	261.0	274.1	-	1,017.6
<b>Total .....</b>	<b>9,426.8</b>	<b>32,274.8</b>	<b>1,296.3</b>	<b>(19,814.8)</b>	<b>23,183.1</b>
<b>Liabilities:</b>					
Trading Liabilities					
Cash Instruments .....	8,088.6	854.0	0.9	-	8,943.5
Derivatives .....	21.4	20,836.5	255.1	(19,165.9)	1,947.1
Short-term borrowings <sup>(6)</sup> .....	-	628.1	23.0	-	651.1
Payables and deposits <sup>(7)</sup> .....	-	167.5	15.2	-	182.7
Collateralized financing <sup>(5)</sup> .....	-	978.2	-	-	978.2
Long-term borrowings <sup>(6) (8) (9)</sup> .....	21.5	5,627.3	473.8	-	6,122.6
Other liabilities <sup>(10)</sup> .....	283.3	66.2	43.9	-	393.4
<b>Total .....</b>	<b>8,414.8</b>	<b>29,157.8</b>	<b>811.9</b>	<b>(19,165.9)</b>	<b>19,218.6</b>

(1) Represents the amount offset under counterparty netting of derivative assets and liabilities as well as cash collateral netting against net derivatives.

(2) Certain investments that are measured at fair value using net asset value per share as a practical expedient have not been classified in the fair value hierarchy. As of March 31, 2024, the fair values of these investments which are included in *Trading assets and private equity and debt investments* and *Other assets* were ¥58.7 billion and ¥3.1 billion, respectively.

(3) *Private equity and debt investments* are typically private non-traded financial instruments including ownership or other forms of junior capital (such as mezzanine loan). It includes equity investments that would have been accounted for under the equity method had Nomura not chosen to elect the fair value option.

(4) Includes loans for which the fair value option is elected.

(5) Includes collateralized agreements or collateralized financing for which the fair value option is elected.

(6) Includes structured notes for which the fair value option is elected.

(7) Includes embedded derivatives bifurcated from deposits received at banks. If unrealized gains are greater than unrealized losses, deposits are reduced by the excess amount.

(8) Includes embedded derivatives bifurcated from issued structured notes. If unrealized gains are greater than unrealized losses, borrowings are reduced by the excess amount.

(9) Includes liabilities recognized from secured financing transactions that are accounted for as financings rather than sales. Nomura elected the fair value option for these liabilities.

(10) Includes loan commitments for which the fair value option is elected.

### Estimated Fair Value

Certain financial instruments are not carried at fair value on a recurring basis in the consolidated balance sheet since they are neither held for trading purposes nor are elected for the fair value option. These are typically carried at contractual amounts due or amortized cost.

The carrying value of the majority of the financial instruments detailed below will approximate fair value since they are short-term in nature and contain minimal credit risk. These financial instruments include financial assets reported within *Cash and cash equivalents*, *Time deposits*, *Deposits with stock exchanges and other segregated cash*, *Receivables from customers*, *Receivables from other than customers*, *Securities purchased under agreements to resell* and *Securities borrowed* and financial liabilities reported within *Short-term borrowings*, *Payables to customers*, *Payables to other than customers*, *Deposits received at banks*, *Securities sold under agreements to repurchase*, *Securities loaned* and *Other secured borrowings* in the consolidated balance sheet.

The estimated fair values of other financial instruments which are longer-term in nature or may contain more than minimal credit risk may be different to their carrying value. Financial assets of this type primarily include certain loans which are reported within *Loans receivable* while financial liabilities primarily include long-term borrowings which are reported within *Long-term borrowings*. In our financial instruments, the instruments which have a material difference between the carrying value and the estimated fair value are long-term borrowings. For long-term borrowings, certain financial instruments including structured notes are carried at fair value under the fair value option. Except for those instruments, long-term borrowings are carried at contractual amounts or amortized cost unless such borrowings are designated as the hedged item in a fair value hedge. The fair value of long-term borrowings which are not elected for the fair value option is estimated using quoted market prices where available or by discounting future cash flows. As of March 31, 2024, the carrying values of long-term borrowings were ¥12,452.1 billion and the fair values or estimated fair values of long-term borrowings were ¥12,477.6 billion.

### Maturities tables of long-term borrowings

The aggregate annual maturities of long-term borrowings, including adjustments related to fair value hedges and liabilities measured at fair value, as of March 31, 2024 consist of the following:

Year ending March 31	Billions of yen
2025 .....	1,146.5
2026 .....	2,148.3
2027 .....	1,226.0
2028 .....	942.4
2029 .....	1,322.9
2030 and thereafter .....	5,140.4
Sub-Total .....	11,926.4
Trading balances of secured borrowings .....	525.7
Total .....	12,452.1

### Trading balances of secured borrowings

These balances of secured borrowings consist of the liabilities related to transfers of financial products that are accounted for as financings secured by the financial assets without recourse to Nomura rather than sales under ASC 860. These borrowings are not borrowed for the purpose of Nomura's funding but are related to Nomura's trading activities to gain profits from the distribution of financial products secured by the financial assets.

### [Notes to Per-Share Data]

#### 19. Per-Share Data

Total NHI shareholders' equity per share .....	1,127.72 yen
Basic net income attributable to NHI shareholders per share .....	54.97 yen

[Other Notes]

20. Significant Subsequent Events

Restricted Stock Unit and Performance Share Unit

On May 16, 2024, the Company passed a resolution to grant Restricted Stock Unit (“RSU”) to directors, executive officers and/or employees of the Company and/or its subsidiaries, etc. The number of RSU is 49,784,400 units (49,784,400 shares equivalent). RSU is to deliver shares of common stock of the Company to grantees from one year to the maximum of seven years after the RSU is granted. The settlement of the RSU will be primarily in treasury stock.

On May 16, 2024, the Company passed a resolution to grant Performance Share Unit (“PSU”) to executive officers of the Company. The base number of shares has been calculated as 782,100 shares, and the number of shares when applying a payout rate of 150% is 1,173,200 shares. PSU is to deliver shares of common stock of the Company to grantees depending on the degree of achievement of the performance targets for the three fiscal years. The settlement of the PSU will be primarily in treasury stock.

Nomura also offers a compensation plan linked to the Company’s stock price. The employees (directors, executive officers and certain employees) covered by this plan must provide service as employees of the Company for a specified service period in order to receive payments under the plan and also are subject to forfeitures due to termination of employment under certain conditions. The Company plans to continue compensation payments in the next fiscal year based on the Company’s stock price for its and subsidiaries’ directors and certain employees. The Company will remunerate either in cash or an equivalent amount of assets with a value linked to the average stock price for a certain period immediately preceding the applicable future payment date.

## Notes to the Financial Statements

The Company's financial statements are prepared in accordance with the Ordinance for Company Calculation (Ministry of Justice Ordinance No. 13 of 2006).

The amounts shown therein are rounded to the nearest million.

### [Significant Accounting Policies]

#### 1. Basis and methods of valuation for financial instruments

##### (1) Other securities

##### a. Securities other than shares without market value

Recorded at market value

The difference between the cost using the moving average method or amortized cost and market value less deferred taxes is recorded as *Net unrealized gain on investments* in Net assets on the balance sheet.

##### b. Shares without market value

Recorded at cost using the moving average method or amortized cost

With respect to investments in investment enterprise partnerships and similar ones which are regarded as equivalent to securities in accordance with Paragraph 2, Article 2 of the Financial Instruments and Exchange Act, the pro rata shares of such partnerships are recorded at net asset values based on the available current financial statements on the reporting date set forth in the partnership agreements.

##### (2) Stocks of subsidiaries and affiliates

Recorded at cost using the moving average method

#### 2. Basis and method of valuation for derivative transaction

Accounted for at fair value based on the mark-to-market method

#### 3. Basis and method of valuation for money held in trust

Accounted for at fair value based on the mark-to-market method

#### 4. Depreciation and amortization

##### (1) Depreciation of tangible fixed assets

Tangible fixed assets are depreciated primarily on the declining balance method, except for buildings (excluding equipment of the buildings) acquired on or after April 1, 1998 and equipment of the buildings and structures acquired on or after April 1, 2016 which are depreciated on the straight-line method.

##### (2) Amortization of intangible assets, investments and others

Intangible assets, investments and others are amortized over their estimated useful lives primarily on the straight-line method. The useful lives of software are based on those determined internally.

#### 5. Deferred Assets

##### Bond issuance costs

Bond issuance costs are expensed upon incurred.

#### 6. Translation of assets and liabilities denominated in foreign currencies

Financial assets and liabilities denominated in foreign currencies are translated into Japanese Yen using exchange rates as of the balance sheet date. Gains and losses resulting from translation are reflected in the statement of income.

#### 7. Provisions

##### (1) Allowance for doubtful accounts

To provide for bad loans, the Company recorded an allowance for doubtful accounts based on an estimate of the uncollectible amounts calculated using historical loss ratios or a reasonable estimate based on the financial condition of individual borrowers.



(2) Accrued bonuses

To prepare for bonus payments to employees, the estimated amount was recorded in accordance with the prescribed calculation method.

8. Recognition criteria for revenue and expenses

The primary types of service provided to customers are as follows;

For royalty fees for the use of the “Nomura” trademark, performance obligations are satisfied over service providing period of time. The performance obligations are normally judged to be satisfied over the term of the contracts and are recognized as “Royalty on trademarks” based on revenue of the service recipient.

For revenue from providing outsourcing services, performance obligations are satisfied over service providing period of time. The performance obligations are normally judged to be satisfied over the term of the contracts and are recognized as “Other operating revenue” on a straight-line basis.

9. Hedging activities

(1) Hedge accounting

Mark-to-market profits and losses on hedging instruments are deferred as assets or liabilities until the profits or losses on the underlying hedged items are realized for interest rate risk hedge and foreign currency risk hedge. Fair value hedge is applied and all the profits and losses are recognized for share price risk hedge.

(2) Hedging instrument and hedged item

The Company utilizes interest rate swap contracts to hedge the interest rate risk on bonds and borrowings that the Company issued. The Company utilizes currency forward contracts and long term foreign currency liabilities including long term bonds issued to hedge foreign currency risk on investments in subsidiaries. Additionally, the Company utilizes total return swap contracts to hedge share price risk on a part of investment securities.

(3) Hedging policy

As a general rule, the interest rate risk on bonds and borrowings is fully hedged until maturity. Foreign currency investment in subsidiaries is hedged by currency forward contracts and long term foreign currency liabilities including long term bonds issued. A part of investment securities is hedged by total return swap contracts.

(4) Valuating the validity of hedging instruments

Regarding to the hedge of the interest risk and foreign currency risk, the Company regularly verifies the result of risk offsetting by each hedging instrument and hedged item, and verifies the validity of the hedge. For the hedge of share price risk, the Company verifies the hedge effectiveness by comparing the change in fair value of each investment security and total return swap contract.

10. Consumption taxes and local consumption taxes are accounted for based on the tax exclusion method.

[Notes to the Accounting Estimates]

Items which were recorded on the financial statements as accounting estimates for the year ended March 31, 2024 and may have material impact on the financial statements for the next fiscal year are as follows;

Deferred tax assets    84,059 million yen

[Notes to the Balance Sheet]

1. Balances of receivables and payables with subsidiaries and affiliates	
Short-term receivables .....	5,274,209 million yen
Short-term payables .....	2,389,654 million yen
Long-term receivables .....	2,247,549 million yen
Long-term payables .....	1,134,669 million yen
2. Accumulated depreciation on tangible fixed assets .....	44,449 million yen

3. Securities deposited

The Company loaned investment securities (mainly investments in subsidiaries and affiliates) with a book value of ¥9,884 million based on securities loan contracts which provide borrowers with the rights to resell or repledge the securities.

4. Bonds include ¥414,500 million of subordinated bonds.

5. Balance of guaranteed obligations <sup>(1)</sup>

Nomura Global Finance Co.,Ltd.	Borrowings/Medium term notes/ Repurchase transactions	1,806,390 million yen
Nomura International Funding Pte. Ltd.	Borrowings/Medium term notes/ Repurchase transactions	1,254,064 million yen(2)
Nomura Europe Finance N.V.	Borrowings/Medium term notes/ Repurchase transactions	932,013 million yen(3)
Nomura International plc	Borrowings/Medium term notes/ Repurchase transactions	763,006 million yen
Nomura Global Financial Products Inc.	Derivative transactions	678,354 million yen(3)
Nomura International plc	Derivative transactions	411,451 million yen(3)
Nomura Bank International plc	Borrowings/Medium term notes/ Repurchase transactions	381,874 million yen
Nomura America Finance, LLC	Borrowings/Medium term notes/ Repurchase transactions	223,936 million yen
Nomura Corporate Funding Americans, LLC	Borrowings/Medium term notes/ Repurchase transactions	159,367 million yen
Other		344,544 million yen(3)

(1) In accordance with Japan Institute of Certified Public Accountants Audit and Assurance Practice Committee Practical Guideline No. 61, items recognized as effectively bearing the obligation of guarantee of liabilities are included in notes items equivalent to guaranteed obligations.

(2) Includes joint guarantee with Nomura International (HongKong) Limited.

(3) Includes joint guarantee with Nomura Securities Co., Ltd.

6. Assets pledged

Time deposits	2,944 million yen
---------------	-------------------

[Notes to the Statement of Income]

1. Transactions with subsidiaries and affiliates

Operating revenue	539,053 million yen
Operating expenses	208,664 million yen
Non-operating transactions	5,183 million yen

[Notes to the Statement of Changes in Net Assets]

1. Shares outstanding

Type of shares	Beginning of current year	Increase	Decrease	End of current year
Common stock (shares) .....	3,233,562,601	-	70,000,000	3,163,562,601

2. Treasury stock

Type of shares	Beginning of current year	Increase	Decrease	End of current year
Common stock (shares) .....	229,510,828	80,617,143	117,695,807	192,432,164

(Summary of reasons for change)

The reasons for increase were as follows:

Increase related to buying in the stock market .....	80,592,100 shares
Increase related to requests to purchase shares less than full trading units .....	25,043 shares

The reasons for decrease were as follows:

Reduction related to exercise of stock acquisition rights and allotment of RSUs .....	47,695,273 shares
Reduction related to buying to complete full trading units .....	534 shares
Reduction related to cancellation of own shares .....	70,000,000 shares

3. Stock acquisition rights<sup>(1)</sup>

Name of Stock Acquisition Rights	Date of allocation of stock acquisition rights	Type of shares	Number of shares
Stock Acquisition Rights No.71	June 7, 2016	Common stock	185,300
Stock Acquisition Rights No.76	June 9, 2017	Common stock	151,900
Stock Acquisition Rights No.77	June 9, 2017	Common stock	553,600
Stock Acquisition Rights No.78	June 9, 2017	Common stock	142,800
Stock Acquisition Rights No.79	June 9, 2017	Common stock	177,700
Stock Acquisition Rights No.80	June 9, 2017	Common stock	47,000
Stock Acquisition Rights No.84	November 17, 2017	Common stock	1,805,200
Stock Acquisition Rights No.85	November 20, 2018	Common stock	1,728,200

(1) Excludes items for which the first day of the exercise period has not arrived.

#### 4. Dividends

##### (1) Dividends paid

Decision	Type of shares	Total dividend value (millions of yen)	Dividend-per share (yen)	Record date	Effective date
Board of Directors April 26, 2023 .....	Common stock	36,049	12.00	March 31, 2023	June 1, 2023
Board of Directors October 27, 2023 ..	Common stock	24,115	8.00	September 30, 2023	December 1, 2023

##### (2) Items for which the record date of dividends belonging to the current period will be effective in the next period

Decision	Type of shares	Total dividend value (millions of yen)	Dividend-per share (yen)	Record date	Effective date
Board of Directors April 26, 2024 .....	Common stock	44,567	15.00	March 31, 2024	June 3, 2024

#### [Notes to Accounting for Tax Effects]

##### 1. Breakdown of deferred tax assets and liabilities

###### Deferred tax assets

Loss on devaluation of securities .....	137,653	million yen
Deferred gain and loss on hedges .....	65,544	million yen
Loss carry-forward on local tax .....	7,632	million yen
Loss on devaluation of fixed assets .....	2,441	million yen
Others .....	3,139	million yen
Subtotal of deferred tax assets .....	216,409	million yen
Valuation allowance .....	(119,315)	million yen
Total of deferred tax assets .....	97,094	million yen

###### Deferred tax liabilities

Net unrealized gain on investments .....	(8,503)	million yen
Derivative .....	(1,629)	million yen
Deferred gain and loss on hedges .....	(2,499)	million yen
Others .....	(404)	million yen
Total of deferred tax liabilities .....	(13,035)	million yen
Net deferred tax assets .....	84,059	million yen

##### 2. Accounting treatment for corporate tax, local corporate tax, and the related tax effect

The Company applies the Group Tax Sharing System. In addition, the Company follows the “Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System” (Practical Solution No.42, August 12, 2021) for accounting and disclosures of the corporate tax, local corporate tax, and the related tax effect.

[Notes to Related Party Transactions]  
Subsidiaries and affiliates

Classification	Name of company	Proportion of voting rights owned (owned by)	Relationship with related party	Nature of transaction	Transaction amounts (millions of yen)	Name of account	Balance as of March 31, 2024 (millions of yen)	Notes
Subsidiary	Nomura Securities Co., Ltd.	(Owned) directly 100%	Provision of equipments Loans receivable Borrowings Outsourcing of system solution Concurrent officers	Data processing system usage fees received	97,954	Accrued income	19,699	(1)
				Royalty fees received	45,920	Accrued income	5,179	(2)
				Loans receivable	83,931	Short-term loans	133,000	(3) (4)
				Interest received	6,888	Accrued income	871	
				Establishment of a commitment line with subordinated terms	700,000	Long-term loans receivable from subsidiaries and affiliates	470,000	(5)
				Loans receivable	470,000	-	-	
				Commitment line establishment fees received	461	-	-	
				Pledge of cash collaterals for derivatives	196,408	Guarantee deposits	204,004	(6)
Data processing system development fees paid	10,036	Accounts payable	929	(7)				
Subsidiary	Nomura International plc	(Owned) indirectly 100%	Guarantee obligation	Guarantee obligation	1,174,457	-	-	(8)
				Guarantee fee received	823	Accrued income	772	
Subsidiary	Nomura International Funding Pte. Ltd	(Owned) directly 100%	Guarantee obligation	Guarantee obligation	1,254,064	-	-	(8)
				Guarantee fee received	594	Accrued income	603	
Subsidiary	Nomura Holding America Inc.	(Owned) directly 100%	Loans receivable Concurrent officers	Loans receivable	3,254,758	Short-term loans Long-term loans receivable from subsidiaries and affiliates	2,936,356 648,932	(3)
				Interest received	128,399	Accrued income	25,433	
Subsidiary	Nomura Securities International, Inc.	(Owned) indirectly 100%	Loans receivable Concurrent officers	Loans receivable	59,724	Short-term loans	151,360	(9)
				Interest received	388	Accrued income	89	
Subsidiary	Nomura Corporate Funding America LLC	(Owned) indirectly 100%	Loans receivable Guarantee obligation	Loans receivable	1,419,689	Short-term loans Long-term loans receivable from subsidiaries and affiliates	1,281,476 180,421	(3)
				Interest received	46,455	Accrued income	7,288	
				Guarantee obligation	159,367	-	-	(8)
				Guarantee fee received	208	Accrued income	209	
Subsidiary	Nomura America Finance, LLC	(Owned) indirectly 100%	Guarantee obligation	Guarantee obligation	223,936	-	-	(8)
				Guarantee fee received	87	Accrued income	87	
Subsidiary	Nomura Bank International plc	(Owned) indirectly 100%	Guarantee obligation	Guarantee obligation	381,874	-	-	(8)
				Guarantee fee received	179	Accrued income	183	
Subsidiary	Nomura Europe Finance N.V.	(Owned) directly 100%	Borrowings Guarantee obligation	Borrowings	1,204,823	Short-term borrowings	1,465,600	(10)
				Interest paid	8,955	Accrued expense	1,016	
				Guarantee obligation	932,013	-	-	(8)
				Guarantee fee received	511	Accrued income	514	
Subsidiary	Nomura Global Finance Co., Ltd.	(Owned) directly 100%	Borrowings Guarantee obligation	Borrowings	1,369,021	Short-term borrowings Long-term borrowings	794,000 915,648	(10)
				Interest paid	38,073	Accrued expense	3,251	
				Guarantee obligation	1,806,390	-	-	(8)
				Guarantee fee received	751	Accrued income	752	

Classification	Name of company	Proportion of voting rights owned (owned by)	Relationship with related party	Nature of transaction	Transaction amounts (millions of yen)	Name of account	Balance as of March 31, 2024 (millions of yen)	Notes
Subsidiary	Nomura Global Financial Products Inc.	(Owned) indirectly 100%	Guarantee obligation Concurrent officers	Guarantee obligation	678,354	-	-	(8)
				Guarantee fee received	721	Accrued income	700	
Subsidiary	Nomura Europe Holdings plc	(Owned) directly 100%	Loans receivable	Loans receivable	485,013	Long-term loans receivable from subsidiaries and affiliates	508,570	(3)
				Interest received	33,997	Accrued income	2,408	
Subsidiary	Nomura Financial Products & Services, Inc.	(Owned) directly 100%	Loans receivable	Loans receivable	202,460	Short-term loans	159,000	(3) (4)
				Interest received	19,269	Accrued income	1,454	
				Establishment of a commitment line with subordinated terms	400,000	Long-term loans receivable from subsidiaries and affiliates	349,310	(5)
				Loans receivable	301,766	-	-	
Commitment line establishment fees received	138	-	-					
Subsidiary	Nomura Asia Pacific Holdings Co., Ltd	(Owned) directly 100%	Loans receivable Concurrent officers	Loans receivable	106,012	Short-term loans	102,100	(3)
				Interest received	821	Accrued income	54	
Subsidiary	Nomura Capital Investment Co., Ltd.	(Owned) directly 100%	Loans receivable	Loans receivable	18,746	Short-term loans	123,700	(3)
				Interest received	106	Accrued income	44	
Affiliate	Nomura Research Institute, Ltd.	(Owned) directly 19.1% indirectly 3.9%	Purchases of system solution and consulting knowledge services	Data processing system usage fees paid	34,534	-	-	(11)
				Software purchase	9,975	Accounts payable	4,215	

Terms of transactions, policies determining terms of transactions, etc.

- (1) Usage fees related to data processing systems are determined rationally based on the original cost to the Company.
- (2) Please see “Significant Accounting Policies” 8. Recognition criteria for revenue and expenses for transaction details.
- (3) Interest rates on loans receivable are determined rationally in consideration of market interest rates. The transaction amounts for loans receivable indicate average monthly balance. No collateral is obtained.
- (4) Transaction amounts and balance as of March 31, 2024 do not include the transaction amounts for establishment of a commitment line with subordinated terms of (5).
- (5) The transaction amounts for the establishment of a commitment line with subordinated terms is the amount of the financing limit.
- (6) Terms and conditions of these transactions were determined in consideration of market conditions. The transaction amounts for guarantee deposit of derivatives indicate average monthly balance. Balance as of March 31, 2024 was included in Current Liabilities, Others on the balance sheet.
- (7) Development fees related to data processing systems are determined rationally for each transaction based on the subsidiary’s cost.
- (8) Please see “Notes to the Balance sheet” for details. The guarantee rates for each transaction are rationally determined in consideration of market rates.
- (9) Interest rates on loans receivable are determined rationally in consideration of market interest rates. The transaction amounts for loans receivable indicate average monthly balance. This is the reverse repo transaction which pledged U.S. treasury as collateral.
- (10) Interest rates on borrowings are determined rationally in consideration of market interest rates. The transaction amounts for borrowings indicate average monthly balance. No collateral is provided.
- (11) Usage fees related to data processing systems and software are determined for each transaction in consideration of operating maintenance costs, original costs related to system development, etc.
- (12) Transaction amounts do not include consumption taxes, etc., and balance as of March 31, 2024 includes consumption taxes, etc.

[Notes to Per Share Data]

Net assets per share .....	855.20 yen
Net income per share .....	30.01 yen

[Notes to Material Subsequent Event]

(Grant of Restricted Stock Units)

On May 16, 2024, the Company passed a resolution to grant Restricted Stock Unit (“RSU”) to directors, executive officers and/or employees of the Company and/or its subsidiaries, etc. The number of RSU is 49,784,400 units (49,784,400 shares equivalent). RSU is to deliver shares of common stock of the Company to grantees from one year to the maximum of seven years after the RSU is granted. The settlement of the RSU will be primarily in treasury stock.

(Performance Share Unit)

On May 16, 2024, the Company passed a resolution to grant Performance Share Unit (“PSU”) to executive officers of the Company. The base number of shares has been calculated as 782,100 shares, and the number of shares when applying a payout rate of 150% is 1,173,200 shares. PSU is to deliver shares of common stock of the Company to grantees depending on the degree of achievement of the performance targets for the three fiscal years. The settlement of the PSU will be primarily in treasury stock.