Nomura International plc

Company No
1550505

Passed· 11 December 2012

The Companies Act 2006

At a General Meeting of the above-named Company duly convened and held at 1 Angel Lane, London, EC4R 3AB, United Kingdom on 11 December 2012 at 1.40 the following Resolutions were duly passed, in the case of 1 as an Ordinary Resolution and in the case of 2 as a Special Resolution.

ORDINARY RESOLUTION

1. *"THAT, in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of US$159,801,328 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1st December 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired*

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act "
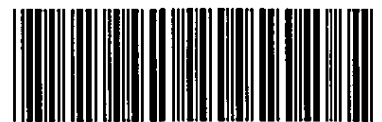
SPECIAL RESOLUTION

2. *"THAT, subject to the passing of resolution 1 set out in the notice convening this meeting, the Directors be and are hereby empowered in accordance with section 571 of the Companies Act 2006 (the "2006 Act") to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution up to a maximum nominal value of US$159,801,328 as if sub-section (1) of section 561 did not apply to such allotment"*

... .   11/12/12. . .

Nomura Europe Holdings plc   Date