



✓ What this form is for
You may use this form to give notice of a reduction of capital following redenomination

X What this form is NOT
You cannot use this form
notice of redenomination
section 625 of the Comp
2006 To do this, please
SH14

THURSDAY



LD2

LQFORISH

01/04/2010

55

COMPANIES HOUSE

1 Company details

Company number	1	5	5	0	5	0	5	
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Company name in full	NOMURA INTERNATIONAL PLC
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→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless specified or indicated by *

2 Resolution dates

Date resolution to redenominate passed	^d 2	^d 9	^m 0	^m 3	^y 2	^y 0	^y 1	^y 0
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Date resolution to
reduce capital passed

Statement of capital

Section 3 (also 4 and 5 if appropriate) should reflect the company's share capital as reduced by the resolution

3 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section 3** and then go to **Section 5**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
REDUCEABLE CONVERTIBLE	£100	0	0	£ 0
PARTICIPATING PREFERENCE				£
				£
				£
				£
				£
				£
				£
				£
Totals			0	£ 0

① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency.

Currency US DOLLARS

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	1.50		23626 02254	3543903381
ORDINARY	2.75		238264800	655228200
Totals			2600867054	4199131581

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium.

③ Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

5

Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 0 and 2600867054

Total aggregate nominal value ③ £0 and \$4,199,131,581

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately
For example £100 + €100 + \$10
etc

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6 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights to shares for each class of share shown in the statement of capital share tables in **Section 3** and **Section 4**

Class of share	Redeemable Convertible Participating Preference
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Prescribed particulars ①	<p>Voting*</p> <p>The redeemable convertible participating preference shares carry no rights to vote either on a show of hands or a poll.</p> <p>Dividends</p> <p>Right to receive a fixed cumulative dividend of 5 pence per share on paid up shares</p>
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Class of share	Ordinary
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Prescribed particulars ①	<p>Each ordinary share is entitled to one vote in any circumstance</p> <p>Each ordinary share is entitled pari passu with all other ordinary shares to dividend payments or any other distribution</p> <p>Ordinary shares are not redeemable.</p>
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Class of share	
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Prescribed particulars ①	
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- ① **Prescribed particulars of rights attached to shares**
The particulars are
- a particulars of any voting rights, including rights that arise only in certain circumstances,
 - b particulars of any rights, as respects dividends, to participate in a distribution,
 - c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
 - d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a Statement of capital continuation page if necessary

7 Signature

I am signing this form on behalf of the company

Signature

Signature

X

X

This form may be signed by
Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

- ② **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

- ③ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Denise Dillon

Company name Nomura International plc

Address 1 St. Martin's-le-Grand

Post town

County/Region London

Postcode E C 1 A 4 N P

Country UK

DX

Telephone 0207 521 2432



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have entered the date of resolution in Section 2
- ☐ You have completed the Statement of capital
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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6 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Redeemable Convertible Participating Preference	
Prescribed particulars ①	<p>Dividends continued:</p> <p>A right to a participating dividend per share equal to 50 per cent of the dividend per share on an ordinary share of the Company on the same conditions as any such dividend on an ordinary share of the Company.</p> <p>Distributions:</p> <p>On a winding up a right to receive the sum of £1 per redeemable convertible participating preference share together with any accrued but unpaid dividends on the shares in preference to the rights of holders of other classes of shares but the holders of redeemable shares shall have no other right to participate in any distribution of the assets of the company</p> <p>Redemption</p> <p>On the tenth anniversary of the date of their issue every ten redeemable convertible participating preference shares shall be automatically converted into one ordinary share of the company</p> <p>Redeemable convertible participating preference shares shall be redeemable at the Company's sole and unrestricted discretion provided that the shares have been in issue for at least 20 days and the following Conditions have been satisfied</p> <p>(1) the shareholder must be an employee of the Company or the trustees of a trust created for the benefit of the Company's employees;</p> <p>(11) the redemption must be approved by the members of the Company, and</p> <p>(111) the total operating income of the Company for the last complete accounting period must have been at least equal to 80% of the total operating income of the accounting period immediately preceding the last complete accounting period</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>