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COMPANIES FORM No. 395

6075-20/13
395

CHWP000

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

38

01550505

Name of company

* insert full name
of Company

* **NOJUMURA INTERNATIONAL PLC** incorporated in the United Kingdom and operating through its registered office at 1 St Martin's-Le-Grand, London, EC1A 4NP (the "Chargor")

Date of creation of the charge

15 August 2008

Description of the instrument (if any) creating or evidencing the charge (note 2)

Debenture by the Chargor in favour of the Bank (the "Debenture")

Amount secured by the mortgage or charge

All monies which are now or at any time hereafter may be or become due and owing by the Chargor to the Bank under (1) a custody agreement (the "Custody Agreement") between the Chargor and the Bank, and/or (2) agreements now or hereafter in place between the Chargor and the Bank in relation to collateral management services provided by the Bank (the "Collateral Management Agreements") and discharge all other liabilities, whether actual or contingent, now existing or hereafter incurred by the Chargor to the Bank under or in connection with the Custody Agreement or the Collateral Management Agreements (whether in either case due, owing or incurred by the Chargor alone or jointly with any other person(s) and in whatever name, firm or style and whether as principal or surety) together with interest, discount, commission and other bank charges (all of which are referred to collectively as the "Secured Obligations")

Names and addresses of the mortgagees or persons entitled to the charge

The Bank of New York (now known as The Bank of New York Mellon) at One Canada Square,
London

Postcode E14 5AL

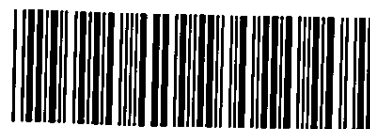
Presenter's name address and
reference (if any)

The Bank of New York
1 Canada Square, London
E14 5AL (ref rap/legal/43-ocs)

Time critical reference

For official Use (02/06)
Mortgage Section

TUESDAY



A10 19/08/2008 232
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1 The Floating Charge

Under the Debenture, the Chargor as beneficial owner (to the intent that the security so constituted shall be a continuing security in favour of the Bank) charges with the payment and discharge of the Secured Obligations by way of first floating charge, all Securities, Deposits and any other assets now or at any time hereafter belonging to the Chargor and held by, to the order of, for the account or under the control or direction of, the Bank from time to time, under or in connection with the Custody Agreement or the Collateral Management Agreements, together with all dividends, interest and other income and all other rights whatsoever kind deriving from or incidental to any of the foregoing. The property, assets and income of the Chargor for the time being charged to the Bank by or pursuant to the Debenture and each and every part thereof are referred to as the "Charged Property"

(See Continuation Sheet)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed

S Abbey - Simon ABBET

Date 15 August 2008

On behalf of ~~company~~ mortgagee/chargee†

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situated in Scotland or Northern Ireland) and Form No 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
 for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

**Particulars of a mortgage or charge
(continued)**Continuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold black lettering

Company number

01550505

* delete if
inappropriate

Name of company

NOMURA INTERNATIONAL PLC incorporated in the United Kingdom and operating through its registered office at 1 St Martin's-Le-Grand, London, EC14 4NP (the "Chargor")		Limited *
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Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

2 Restrictions on other securities and disposals

The Chargor shall not at any without the prior written consent or agreement of the Bank create, extend or permit to subsist any mortgage or other fixed security, floating charge, pledge, hypothecation or lien (other than a lien arising by operation of law) or other security interest of any kind over the Charged Property, whether in any such case ranking in priority or pari passu with or after the floating charge created by the Chargor pursuant to the Debenture and referred to in paragraph 1 above

3 Definitions

In this Form 395, the following definitions have the following meanings

"Account(s)" shall mean each account or other deposit for the time being maintained with the Bank by the Chargor under or in connection with the Custody Agreement or the Collateral Agreements, and

"Deposit(s)" shall mean each credit balance from time to time on an Account and all rights, benefits and proceeds in respect thereof, and

"Securities" shall mean at any all securities (and all rights, benefits and proceeds attaching to, arising from, or in respect of such securities)

(a) held by, to the order, for the account or under control or direction of, the Bank, and

(b) held by any clearing system or sub-custodian on behalf of, for the account of or to the order of the Bank,

and in each case for the time being recorded in a securities account maintained with the Bank by the Chargor under or in connection with the Custody Agreement or the Collateral Management Agreements



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY NO. 1550505
CHARGE NO. 38

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 15 AUGUST
2008 AND CREATED BY NOMURA INTERNATIONAL PLC FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE BANK OF NEW YORK ON ANY ACCOUNT
WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 19 AUGUST 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 AUGUST 2008

Pargels



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES