

SH01

BLUEPRINT**2000**

Return of allotment of shares

You can use the WebFiling service to file this form online

Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by
subsequent allotment of the company
on formation of the company or
allotment of a new class of
shares in an unlimited company

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28/12/2012

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COMPANIES HOUSE

1 Company details

Company number 1 5 5 0 5 0 5

Company name in full Nomura International plc

Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date 2 1 1 2 2 0 1 2

To Date

Allotment date

If all shares were allotted on the same
day enter that date in the 'from date'
box. If shares were allotted over a
period of time, complete both 'from
date' and 'to date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

Currency

If currency details are not completed
we will assume currency is in pound
sterling

Class of shares (E.g. Ordinary/Preference etc)	Currency	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
Ordinary	USD	900,000,000	1.00	1.00	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state
the consideration for which the shares were allotted

Continuation page

Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

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

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

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

5 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 Dollar			
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
Ordinary	1 00	0 00	7,774,294,137	US\$7,774,294,137 00
Totals			7,774,294,137	US\$7,774,294,137 00

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

6 Statement of capital (Totals)

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

Total number of shares	7,774,294,137
Total aggregate nominal value	US\$7,774,294,137 00

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

- Including both the nominal value and any share premium
- Total number of issued shares in this class

- E.g. 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 (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**

Class of share	US\$1 00 Ordinary
Prescribed particulars	Each Ordinary Share is entitled to one vote in any circumstance Each Ordinary Share is entitled pari passu with all other Ordinary Shares to dividend payments of any other distribution Ordinary Shares are not redeemable
Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

● **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 page

Please use a Statement of Capital continuation page if necessary

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Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

● **Societas Europaea**

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

● **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	Claire Barnett
Company name	1 Angel Lane
Address	
Post town	London
County/Region	
Postcode	E C 4 R 3 A B
Country	United Kingdom
DX	
Telephone	



Checklist

We may return the 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 shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of 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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

Nomura International plc

Company No
1550505

Passed 21 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 21 December 2012 at 1020am 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\$900,000,000 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\$900,000,000 as if sub-section (1) of section 561 did not apply to such allotment"*


Nomura Europe Holdings plc

21 December 2012
Date