

NOMURA INTERNATIONAL PLC(the *Company*)**MINUTES OF THE MEETING OF THE SOLE MEMBER OF THE COMPANY**

A meeting of the sole member of the Company holding all of the issued share capital of the Company held at 1 Angel Lane, London EC4R 3AB, United Kingdom at 9 00 a.m (London time) on 22 August 2013

Member present:

NOMURA EUROPE HOLDINGS PLC (represented by Devesh Ramnik Mehta as director of Nomura Europe Holdings plc)

Others present:

- 1 Robert Eveleigh, General Counsel Nomura Capital Markets, Head of Continental Europe and Middle East Wholesale Legal and Compliance (solicitor qualified in England and Wales), and
- 2 Andrew Eames, Company Secretary (solicitor qualified in England and Wales)

1. CHAIRPERSON

Devesh Ramnik Mehta, a director of Nomura Europe Holdings plc, was appointed chairperson of the meeting

2. NOTICE AND QUORUM

2 1 **IT WAS NOTED** that a quorum was present in accordance with article 51 of the Company's articles of association and the meeting would accordingly proceed to business

2 2 There was produced to the meeting a notice (the *Notice*) convening the meeting and, with the consent of the sole member present, the Notice was taken as read

3. RESOLUTION

3 1 The chairperson reminded the meeting that the resolutions set out in the Notice read as follows

"RESOLUTION 1

THAT the sole member of the Company hereby approves the merger between the Company and NOMURA BANK (Deutschland) GmbH as set out in the common draft terms of the proposed merger circulated to the sole member of the Company

RESOLUTION 2

THAT, in accordance with section 551 of the Companies Act 2006 (*CA 2006*), the directors of the Company (the *Directors*) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of US\$51,932,418 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 21 August 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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 CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities "

3 2 The chairperson noted that

- (a) pursuant to regulation 13(1) of The Companies (Cross-Border Mergers) Regulations 2007, Resolution 1 must be approved by a majority in number, representing 75% in value, of the members of the Company, present and voting either in person or by proxy at a meeting summoned under regulation 11 (power of court to summon meeting of members or creditors) of The Companies (Cross-Border Mergers) Regulations 2007 in order to be valid, and
- (b) pursuant to section 551(8) of the CA 2006, Resolution 2 may be passed as an ordinary resolution, requiring a simple majority of the members of the Company, present and voting either in person or by proxy at a general meeting, in order to be valid

3 3 The resolutions were duly proposed and voted upon and the chairperson declared that the resolutions in the Notice had been passed unanimously


Chairperson
22 August.

2013