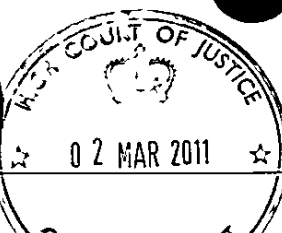


SH19

Statement of capital



A fee is payable with this form.
Please see 'How to pay' on the last page

What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

X What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

WEDNESDAY



LD1 02/03/2011 68
COMPANIES HOUSE

1 Company details

Company number 2 4 9 8 4 2 4
Company name in full NOMURA PRINCIPAL INVESTMENT PLC

→ Filing in this form
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

2 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 2 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 ①	Number of shares ②	Aggregate nominal value ③
PREFERENCE	£1 00		77000000	£ 77,000,000 00
ORDINARY	£1 00		350050000	£ 350,050,000 00
				£
				£
Totals			427050000	£ 427,050,000 00

3 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	Japanese Yen (JPY)			
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	100,000 00		1160871	116,087,100,000 00
Totals			1160871	116,087,100,000 00

- 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

SH19

Statement of capital



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

4 Statement of capital (Totals)

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

Total number of shares 428210871

Total aggregate ④ nominal value £427,050,000.00 + JPY 116,087,100,000.00

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

5 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 2** and **Section 3**.

Class of share CONVERTIBLE REDEEMABLE PREFERENCE

⑤ Prescribed particulars a The holders of convertible redeemable preference shares shall have no entitlement to receive notice of, nor to attend or vote at, general meetings of the company

b As regards dividends, any profits which the directors resolve to distribute in respect of the convertible redeemable preference shares shall be paid to the holders of the convertible redeemable preference shares, (SEE CONTINUATION SHEET)

⑤ 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

Please use a Statement of capital continuation page if necessary

Class of share ORDINARY (£ AND JPY)

⑤ Prescribed particulars a. Each holder of ordinary shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the company, on a show of hands every holder of ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of ordinary shares so present shall have one vote for each ordinary share held by him (SEE CONTINUATION SHEET)



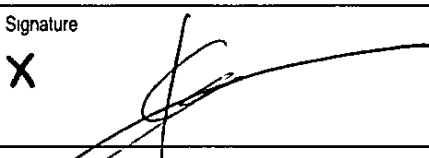
SH19

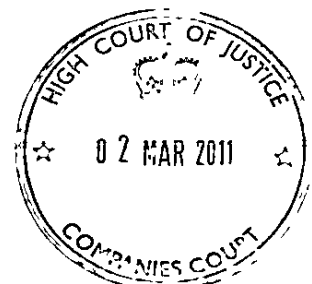
Statement of capital

Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

6

Signature

I am signing this form on behalf of the company		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
Signature	Signature  This form may be signed by Director 2 , Secretary, Person authorised 3 , CIC manager	



SH19

Statement of capital



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 MATTHEW PYM

Company name TRAVERS SMITH LLP

Address 10 SNOW HILL

Post town LONDON

County/Region

Postcode E C 1 A 2 A L

Country UNITED KINGDOM

DX

Telephone 020 7295 3000



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 completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

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



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House'



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.

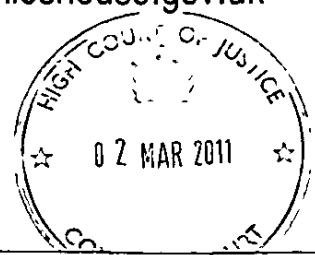
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



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



SH19 - Continuation page

Statement of capital

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

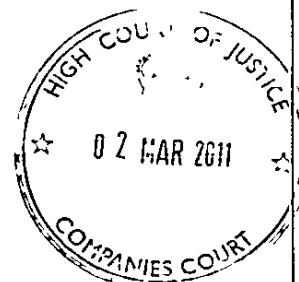
Class of share	CONVERTIBLE REDEEMABLE PREFERENCE
Prescribed particulars 1	<p>pro rata to the number of convertible redeemable preference shares held by each of them and in priority to any distributions to other shareholders</p> <p>c On a return of assets on liquidation, reduction of capital or otherwise, the holders of convertible redeemable preference shares shall be paid out of the surplus assets of the company remaining after payment of its liabilities, pro rata to the number of convertible redeemable preference shares held by each of them and in priority to all other shareholders, an amount equal to the subscription price for each convertible redeemable preference share held (plus any accrued dividends)</p> <p>d As regards redemption</p> <p>(i) subject as hereinafter provided, any convertible redeemable preference shares shall, at the option of each holder of convertible redeemable preference shares as regards all or part of his holding or at the option of the company, pro rata to the number of convertible redeemable preference shares held by each holder, be redeemed by the company for an amount equal to the subscription price for each convertible redeemable preference share to be redeemed (plus any accrued dividends),</p> <p>(ii) not less than fourteen days' prior notice of redemption shall be given to or by the company (as applicable) and such notice shall fix the time and place of such redemption and shall be revocable by a further written notice to or by the company (as applicable) at any time prior to the date fixed for redemption,</p> <p>(SEE CONTINUATION SHEET)</p>

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

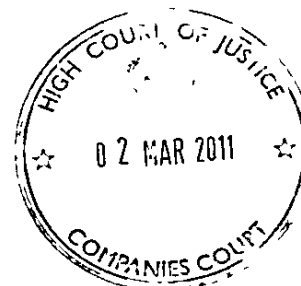


SH19 - Continuation page

Statement of capital

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

Class of share	Convertible Redeemable Preference	1 Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(iii) on the date fixed for redemption each holder of convertible redeemable preference shares shall deliver to the company at its registered office the certificates for such proportion of the convertible redeemable preference shares held by him as is set out in the notice of redemption and upon such delivery the company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such shares) an amount equal to the subscription price for each convertible redeemable preference share to be redeemed (plus any accrued dividends) and shall, if necessary, issue a new share certificate in respect of any unredeemed convertible redeemable preference shares comprised in the certificate delivered,</p> <p>(iv) the receipt of the registered holder (or, in the case of joint holders, the holder whose name stands first in the register of members) for the time being of any convertible redeemable preference shares being redeemed of the monies payable on redemption of such shares shall constitute an absolute discharge to the company in respect thereof</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>



SH19 - Continuation page

Statement of capital

5

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

Class of share

ORDINARY (£ AND JPY)

Prescribed particulars

1

b No profits which the directors resolve to distribute shall be paid to the holders of ordinary shares for so long as there are any convertible redeemable preference shares in issue

c On a return of assets on liquidation, reduction of capital or otherwise, the holders of ordinary shares shall, subject to the rights of the holders of the convertible redeemable preference shares, be paid the balance of the surplus assets of the company remaining after payment of its liabilities, pari passu and pro rata to the number of ordinary shares held by each of them

d No ordinary share may be redeemed or otherwise acquired by the Company for so long as there are any convertible redeemable preference shares in issue

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

