

AR01
Annual Return

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

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 confirm that
the company information is correct as
at the date of this return. You must file
an Annual Return at least once every
year.

☒ **What this form is NOT**

You cannot use this form to
give notice of changes to the
officers, registered office,
company type or information
to the company records.

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COMPANIES HOUSE

Part 1 **Company details**

The section must be completed by all companies

Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 **Company details**

Company number

2 4 9 8 4 2 4

Company name in full

Nomura Principal Investment plc

Company name change

If your company has recently changed
its name, please provide the company
name as at the date of this return

A2 **Return date**

Please give the annual return made up date. The return date must not be a future date.
The annual return must be delivered within 28 days of the date given below

Date of this return

2 4 0 3 2 0 1 1

Date of this return

Your company's return date is usually
the anniversary of incorporation or the
anniversary of the last annual return
filed at Companies House. You may
choose an earlier return date but it
must not be a later date

A3 **Principal business activity**

Please show the trade classification code number(s) for the principal activity
or activities

Classification code 1

7 4 8 7

Classification code 2

Classification code 3

Classification code 4

If you cannot determine a code, please give a brief description of your
business activity below

Principal activity
description

Principal business activity

You must provide a trade classification
code (SIC code) or a description of
your company's main business in this
section

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

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A4**Company type •**

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☒ Public limited company
- ☐ Private company limited by shares
- ☐ Private company limited by guarantee
- ☐ Private company limited by shares exempt under section 60
- ☐ Private company limited by guarantee exempt under section 60
- ☐ Private unlimited company with share capital
- ☐ Private unlimited company without share capital

• Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5**Registered office address •**

Building name/number Nomura House
Street 1 St Martin's-le-Grand
Post town London
County/Region
Postcode E C 1 A 4 N P

• Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form **AD01** and submit it together with this annual return

A6**Single alternative inspection location (SAIL) of the company records (if applicable) •**

Building name/number
Street
Post town
County/Region
Postcode

• SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form **AD02** and submit it together with this annual return

A7**Location of company records •**

Please tick the appropriate box to indicate which records are kept at the SAIL address in **Section A6**

- ☐ Register of members
- ☐ Register of directors
- ☐ Directors' service contracts
- ☐ Directors' indemnities
- ☐ Register of secretaries
- ☐ Records of resolutions etc
- ☐ Contracts relating to purchase of own shares
- ☐ Documents relating to redemption or purchase of own share out of capital by private company
- ☐ Register of debenture holders
- ☐ Report to members of outcome of investigation by public company into interests in its shares
- ☐ Register of interests in shares disclosed to public company
- ☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
- ☐ Instruments creating charges and register of charges Scotland

• Location of company records

If the company records are held at the registered office address, **do not** tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form **AD03** and submit it together with this annual return

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Part 2**Officers of the company**

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary**B1****Secretary's details** •

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4.

Title*	
Full forename(s)	Denise Carolyn
Surname	Dillon
Former name(s) •	

- **Secretary appointments**
 You may not use this form to appoint a secretary. To do this, please complete form **AP03** and submit it together with this annual return.

Corporate details

Please use **Section C1-C4** to enter corporate secretary details

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH03**.

Former name(s)

- Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address** •

Building name/number	Flat 1									
Street	91C Grosvenor Road									
Post town	London									
County/Region										
Postcode	S	W	1	V		3	L	D		
Country	United Kingdom									

● **Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record

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Corporate secretary**C1 Corporate secretary's details •**

Please use this section to list all the corporate secretaries of the company

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

- **Corporate secretary appointments**
You cannot use this form to appoint a corporate secretary. To do this, please complete form **AP04** and submit it together with this annual return.

Corporate secretary details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH04**.

This information will appear on the public record.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**→ **No** Complete **Section C4 only****C3 EEA companies •**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered •

Registration number

- **EEA**
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

- This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered •If applicable, the
registration number

- **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1 Director's details •

Please use this section to list all the directors of the company <i>For a corporate director, complete Section E1-E4.</i>	
Title*	
Full forename(s)	Kenji
Surname	Sugiyama
Former name(s)•	
Country/State of residence	United Kingdom
Nationality	Japanese
Date of birth	2 4 0 1 1 9 7 2
Business occupation (if any)	Business Manager

• **Director appointments**

You cannot use this form to appoint a director. To do this, please complete form **AP01** and submit it together with this annual return.

Corporate details

Please use **Section E1-E4** to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH01**.

• **Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address •

Building name/number	Nomura House
Street	1 St Martin's-le-Grand
Post town	London
County/Region	
Postcode	E C 1 A 4 N P
Country	United Kingdom

• **Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1**Director's details •**

Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	
Full forename(s)	Tina Margaret
Surname	Whitehouse
Former name(s) •	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	0 8 0 3 1 9 7 1
Business occupation (if any)	Banker

● **Director appointments**

You cannot use this form to appoint a director. To do this, please complete form **AP01** and submit it together with this annual return.

Corporate details

Please use **Section E1-E4** to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH01**.

● **Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2**Director's service address •**

Building name/number	Nomura House
Street	1 St Martin's-le-Grand
Post town	London
County/Region	
Postcode	E C 1 A 4 N P
Country	United Kingdom

● **Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate director**E1 Corporate director's details •**

	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		

● **Corporate director appointments**
You cannot use this form to appoint a corporate director. To do this, please complete form **AP02** and submit it together with this annual return

Corporate director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH02**

This information will appear on the public record

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**

→ **No** Complete **Section E4 only**

E3 EEA companies •

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered •		
Registration number		

● **EEA**
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		

● **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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Part 3**Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below and the following **Part 4**→ **No** Go to **Part 5 (Signature)**

● This should reflect the company's capital status at the made up date of this annual return

F1**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 F1** and then go to **Section F4**

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 ●
Convertible Redeemable Preference	1 00	0 00	77,000,000	£ 77,000,000 00
Ordinary	1 00	0.00	350,050,000	£ 350,050,000 00
				£
				£
Totals			427,050,000	£ 427,050,000 00

F2**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			
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	100,000 00	0 00	1,160,871	JPY116,087,100,00 0 00
Totals			1,160,871	JPY116,087,100,00 0 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				

F3**Totals**

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

Total number of shares	428,210,871
Total aggregate nominal value ●	£427,050,000 00 + JPY116,087,100,000 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

- 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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F4**Statement of capital (Voting rights)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**

Class of share	£1 00 Convertible Redeemable Preference
----------------	-----------------------------------------

Voting rights	Please refer to the continuation pages
---------------	----------------------------------------

Class of share	£1.00 Ordinary
----------------	----------------

Voting rights	Please refer to the continuation pages
---------------	----------------------------------------

Class of share	JPY100,000 00 Ordinary
----------------	------------------------

Voting rights	Please refer to the continuation pages
---------------	----------------------------------------

Class of share	
----------------	--

Voting rights	
---------------	--

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F4

Statement of capital (Voting rights)

Class of share	£1 00 Convertible Redeemable Preference
Voting rights	<p>The convertible redeemable preference shares shall entitle the holders thereof to the following rights</p> <p>(c) as regards voting in general meetings</p> <p>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</p>

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F4

Statement of capital (Voting rights)

Class of share	£1 00 Ordinary
Voting rights	<p>The ordinary shares shall entitle the holders thereof to the following rights</p> <p>(c) as regards voting in general meetings</p> <p>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</p>

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F4	Statement of capital (Voting rights)
Class of share	JPY100,000 00 Ordinary
Voting rights	<p>The ordinary shares shall entitle the holders thereof to the following rights</p> <p>(c) as regards voting in general meetings</p> <p>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</p>

Part 4

Shareholders

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5 (Signature)**

● This should reflect the shareholder details at the made up date of this annual return

G1

Traded public companies ●

☐ Please tick the box if your company was a traded public company at any time during the period of this return

● **Traded company definition**
A traded company means a company any of whose shares are admitted to trading on a regulated market

G2

List of past and present shareholders

Private and non-traded public companies are required to provide a 'full list' if one was not included with either of the last two returns

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns

Please tick the appropriate box below

- ☒ A full list of shareholders for a private or non-traded public company is enclosed Please complete **Section G3**, or
- ☐ A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed Please complete **Section G4**
- ☐ A list of shareholder changes is enclosed
→ For private or non-traded public companies, please complete **Section G3**
→ For traded public companies, please complete **Section G4**
- ☐ There were no shareholder changes in this period
→ Go to **Part 5 (Signature)**

Please tick the appropriate box below to indicate the format of your shareholder details

- ☒ The list of shareholders is enclosed on paper
- ☐ The list of shareholders is enclosed in another format

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G3

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders
in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Private or non-traded public companies – list of past and present shareholders' continuation page if necessary

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G3**Private or non-traded public companies – list of past and present shareholders**

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Private or non-traded public companies – list of past and present shareholders' continuation page if necessary

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Nomura Holdings, Inc	£1 00 Ordinary	350,050,000		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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G3

Private or non-traded public companies – list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Private or non-traded public companies – list of past and present shareholders' continuation page if necessary

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Nomura Holdings, Inc.	JPY100,000.00 Ordinary	1,160,871		/ /
				/ /
				/ /
				/ /
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				/ /
				/ /

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G4

Traded public companies – list of past and present shareholders

This section should show the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return. It should only be completed by public companies that have traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Traded public companies – list of past and present shareholders' continuation page if necessary

Shareholder's details		Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /

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Part 5

Signature

This must be completed by all companies.

I am signing this form on behalf of the company

Signature

Signature

X

G. Lawson-Layton

X

This form may be signed by

~~Director~~ • ~~Secretary~~ • Person authorised • ~~Charity commission receiver and manager~~ • ~~CIC manager~~ • ~~Judicial factor~~

• **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

• **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

Gail Dawson-Taylor

Company name

Nomura International plc

Address

One Angel Lane

Post town

London

County/Region

Postcode

E C 4 R 3 A B

Country

United Kingdom

DX

Telephone

020 7102 4178

**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 your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ 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 £30 is payable to Companies House in respect of an Annual Return

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