

SIXTH SUPPLEMENT DATED 9 DECEMBER 2020 TO THE BASE PROSPECTUS DATED 17 APRIL 2020

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD13,000,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 17 April 2020, as previously supplemented by a supplement dated 29 May 2020 (the **First Supplement**), a supplement dated 11 August 2020 (the **Second Supplement**), a supplement dated 10 September 2020 (the **Third Supplement**), a supplement dated 28 September 2020 (the **Fourth Supplement**) and a supplement dated 13 November 2020 (the **Fifth Supplement**, and together with the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement, the **Prior Supplements**), which comprises a base prospectus for the purposes of the Prospectus Regulation, constitutes a supplement to the Base Prospectus for the purposes of (i) Article 23 of the Prospectus Regulation and (ii) Part IV of the Luxembourg Act dated 16 July 2019 relating to prospectuses for securities (the **Prospectus Act**) and is prepared in connection with the USD13,000,000,000 Note, Warrant and Certificate Programme (the **Programme**) of Nomura International Funding Pte. Ltd. (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129. This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the **CSSF**), as competent authority under the Prospectus Regulation and by the Luxembourg Stock Exchange under Part IV of the Prospectus Act.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the Prior Supplements.

Each of the Issuer, Nomura Holdings, Inc. (the **NHI Guarantor**) and Nomura Securities Co., Ltd. (the **NSC Guarantor** and, together with the NHI Guarantor, the **Guarantors**, and each a **Guarantor**) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantors, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. PURPOSE OF THIS SUPPLEMENT

The Issuer has recently:

- (i) increased its total share capital from USD295,000,000 (comprising of 152,500,000 ordinary shares) to USD375,000,000 (comprising 192,500,000 ordinary shares); and
- (ii) published its unaudited condensed interim financial statements for the six months period ended 30 September 2020 (the **Issuer's Interim Financial Statements**).

The NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 25 November 2020 of an English translation of the NHI Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2020 (the **NHI Guarantor's Form 6-K**).

The purpose of this Supplement is (a) to update the disclosure in the "Description of the Issuer" section of the Base Prospectus relating to the Issuer's total share capital, (b) to incorporate by reference the Issuer's Interim Financial Statements, (c) to incorporate by reference the NHI Guarantor's Form 6-K and (d) to update the significant change statement in relation to the Issuer.

2. ISSUER SHARE CAPITAL

On 25 November 2020 the Issuer's share capital increased from USD295,000,000 comprising of 152,500,000 ordinary shares to USD375,000,000 comprising of 192,500,000 ordinary shares.

The first paragraph under the heading "Major Shareholders" on page 732 of the Base Prospectus shall be deleted and replaced with the following:

"The Issuer has a total share capital of US\$375,000,000 comprising of 192,500,000 ordinary shares. All issued shares are held by Nomura Holdings, Inc.. The issued capital of the Issuer has been fully paid up."

3. PUBLICATION OF THE ISSUER'S INTERIM FINANCIAL STATEMENTS

The Issuer has recently published the Issuer's Interim Financial Statements.

A copy of the Issuer's Interim Financial Statements has been filed with the the CSSF and, by virtue of this Supplement, the Issuer's Interim Financial Statements are incorporated by reference in, and form part, the Base Prospectus.

As such:

- (i) the following text shall be added on page 100 of the Base Prospectus (as amended by the Prior Supplements) immediately following the existing paragraph (cc):

"(dd) the Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2020 (available at <http://dl.bourse.lu/dlp/106f834c00407d407c84ce090b31a73743>); and"; and

- (ii) the following additional section shall be added at the end of the Nomura International Funding Pte. Ltd. section of the table of cross-references which ends on page 101 of the Base Prospectus:

Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2020	
Director's Report	Pages 1 to 2
Independent Review Report	Page 3
Condensed Interim Statement of Comprehensive Income	Page 4
Condensed Interim Balance Sheet	Page 5
Condensed Interim Statement of Changes in Equity	Page 6
Condensed Interim Cash Flow Statement	Page 7
Notes to the Condensed Interim Financial Statements	Pages 8 to 35

4. PUBLICATION OF THE NHI GUARANTOR'S FORM 6-K

The NHI Guarantor has recently published the NHI Guarantor's Form 6-K.

A copy of the NHI Guarantor's Form 6-K has been filed with the CSSF and, by virtue of this Supplement, the NHI Guarantor's Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

As such:

- (i) the following text shall be added on page 100 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (dd) (inserted as described at paragraph 3(i) above):

“(ee) the Form 6-K of the NHI Guarantor dated 25 November 2020, of an English translation of the NHI Guarantor’s unaudited Quarterly Securities Report for the six months ended 30 September 2020 (but excluding any documents incorporated therein) (available at <https://www.nomuraholdings.com/investor/library/sec/6k/201125/201125.pdf>); and”;

- (ii) the following additional section shall be added at the end of the Nomura Holdings, Inc. section of the table of cross-references which ends on page 102 of the Base Prospectus:

Form 6-K for the six months ended 30 September 2020	
Consolidated Balance Sheets (Unaudited)	Pages 23 to 25
Consolidated Statements of Income (Unaudited)	Pages 26 to 27
Consolidated Statements of Comprehensive Income (Unaudited)	Page 28
Consolidated Statements of Changes in Equity (Unaudited)	Pages 29 to 30
Consolidated Statements of Cash Flows (Unaudited)	Pages 31 to 32
Notes to the Consolidated Financial Statements (Unaudited)	Pages 33 to 116
Quarterly Review Report of Independent Auditor (English translation)	Pages 117 to 118

5. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

The three paragraphs under the heading “6. Significant Change” on page 791 of the Base Prospectus (as amended by the Prior Supplements) shall be deemed deleted and replaced with the following paragraphs:

“There has been no significant change in the financial or trading position of the Issuer since 30 September 2020.

There has been no significant change in the financial or trading position of the NHI Guarantor or the Nomura Group since 30 September 2020.

There has been no significant change in the financial or trading position of the NSC Guarantor since 30 September 2020.”

6. GENERAL

All references to pages in this Supplement are to the original unsupplemented Base Prospectus, notwithstanding any amendments described herein.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Prior Supplements.

This Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.