

FINAL TERMS

2 January 2026

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**) other than:

- (i) during the EEA Retail Compliant Sales Period specified in Part B below; and
- (ii) in the EEA Retail Offer Jurisdictions specified in Part B below.

For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the **Prospectus Regulation**). A key information document as required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has only been prepared for the purposes of use in the EEA Retail Offer Jurisdictions during the EEA Retail Compliant Sales Period.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**).

For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (**FSMA 2000**) and any rules or regulations made under FSMA 2000 to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

No key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared. Consequently offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND – Other than with respect to offers of the Securities during the Swiss KID Compliant Sales Period specified in Part B below for which a key information document according to the Swiss Federal Financial Services Act (**FinSA**) or an equivalent document under FinSA has been prepared, the Securities shall not be offered or sold to private clients within the meaning of the FinSA.

The Securities are not subject to the approval of, or supervision by, the Swiss Financial Market Supervisory Authority FINMA (**FINMA**) and investors in the Securities will not benefit from supervision by FINMA. The Securities do not constitute a participation in a collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes (**CISA**) and investors will not benefit from the specific investor protection under the CISA.

NOMURA BANK INTERNATIONAL PLC

Legal entity identifier (LEI): WGII3666BEDR02024131

Issue of up to EUR 20,000,000 Stellantis N.V. Credit Linked N&C Securities due 2030 under the Nomura Bank International plc Note, Warrant and Certificate Programme

Subject as provided in the section titled "*Prohibition of Sales to EEA Retail Investors*" above, any person making or intending to make an offer of the N&C Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of N&C Securities in any other circumstances.

The N&C Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or under any state securities laws and the N&C Securities may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person (as defined herein). Furthermore, the N&C Securities do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act of 1936, as amended (the **CEA**), and trading in the N&C Securities has not been approved by the Commodity Futures Trading Commission (the **CFTC**) pursuant to the CEA, and no U.S. person may at any time trade or maintain a position in the N&C Securities. For a description of the restrictions on offers and sales of N&C Securities, see "*Notice to Purchasers and Holders of Securities and Transfer Restrictions*" in the Base Prospectus. For the purposes of these Final Terms, **U.S. Person** means any person who is (i) a "U.S. person" as defined in Regulation S (a **U.S. person**), (ii) a person other than a "Non-United States person" as defined in Rule 4.7 under the CEA, (iii) a "U.S. person" as defined in the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the CFTC, or the final rule relating to Cross-Border Application of the Registration Thresholds and Certain Requirements Applicable to Swap Dealers and Major Swap Participants promulgated by the CFTC, in each case as amended, modified or supplemented from time to time, pursuant to the CEA; (iv) any other "U.S. person" as such term may be defined in Regulation S or in regulations or guidance adopted under the CEA, or (v) a "United States person" as defined in the United States Internal Revenue Code of 1986, as amended and the United States Treasury regulations promulgated thereunder, in each case, as such definition may be amended, modified or supplemented from time to time.

PART A– CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 25 September 2025 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). These Final Terms will be deposited with SIX Exchange Regulation Ltd. as review body (*Prüfstelle*) in Switzerland and published according to Article 64 of the Swiss Federal Financial Services Act (**FinSA**) for the purposes of an offer of the N&C Securities to the public in Switzerland on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented which has been included as a foreign prospectus that is deemed approved according to Article 54(2) FinSA in the list of approved prospectuses according to Article 64(5) FinSA by SIX Exchange Regulation Ltd., deposited with this review body and published according to Article 64 FinSA. These Final Terms must be read in conjunction with the Base Prospectus as supplemented in order to obtain all the relevant information. Full information on the Issuer and the offer of the N&C Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented. A summary of the N&C Securities is annexed to these Final Terms. The Base Prospectus has also been published on the website of Euronext Dublin (www.euronext.com/en/markets/dublin).

References herein to numbered Conditions are to the terms and conditions of the N&C Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms, save as where otherwise expressly provided.

The purchase of N&C Securities involves substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the N&C Securities. Before making an investment decision, prospective purchasers of N&C Securities should ensure that they understand the nature of the N&C Securities and the extent of their exposure to risks and that they consider carefully, in the light of their own financial circumstances, financial condition and investment objectives, all the information set forth in the Base Prospectus (including "Risk Factors" on pages 25 to 127 thereof) and these Final Terms.

By investing in the N&C Securities each investor represents that:

- (a) *Non-Reliance. It is acting for its own account, and it has made its own independent decisions to invest in the N&C Securities and as to whether the investment in the N&C Securities is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the N&C Securities, it being understood that information and explanations related to the terms and conditions of the N&C Securities shall not be considered to be investment advice or a recommendation to invest in the N&C Securities. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the N&C Securities.*
- (b) *Assessment and Understanding. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the N&C Securities. It is also capable of assuming, and assumes, the risks of the investment in the N&C Securities.*
- (c) *Status of Parties. None of the Issuer and any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the N&C Securities.*

- 1. Issuer: Nomura Bank International plc
- 2. Guaranteed N&C Securities: No
- 3. Type of N&C Securities: Notes
- 4. (i) Series Number: JP A200370
- (i) Tranche Number: 1
- (ii) Date on which the N&C Securities will be consolidated and form a single Series: Not Applicable
- 5. Specified Currency or Currencies: Euro (EUR)
- 6. Aggregate Nominal Amount:
 - (i) Series: Up to EUR 20,000,000
 - (ii) Tranche: Up to EUR 20,000,000
- 7. Issue Price: 100.00 per cent. of the aggregate nominal amount
- 8. (i) Specified Denominations: EUR 10,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 19,000.

- No Notes in definitive form will be issued with a denomination above EUR 19,000.
9. (i) Calculation Amount: EUR 1,000
- (i) Issue Date: 2 January 2026
- (i) Coupon Commencement Date: Issue Date
- (ii) Coupon Payment Date(s): Subject to Credit Linked Condition 11, 20 December in each year from and including 20 December 2026 up to and including the Scheduled Maturity Date.
- (iii) Coupon Calculation Basis: Not Applicable
10. Trade Date: 10 December 2025
11. Maturity Date: 20 December 2030 (the **Scheduled Maturity Date**) subject as provided in Credit Linked Condition 7, Credit Linked Condition 8 and Credit Linked Condition 11
12. Reference Item Linked N&C Securities: Applicable
- Notwithstanding the fact that the N&C Securities are Reference Item Linked Securities, for the purposes of Condition 9 (Taxation) of the Terms and Conditions of the N&C Securities, Condition 9.1.2 applies.
13. (i) Coupon Basis: 3.85 per cent. to 4.35 per cent. Fixed Rate (further particulars specified below)
- (i) Payment of fair value interest on early redemption: Applicable
14. Redemption/Payment Basis: Credit Linked Redemption N&C Security
15. Change of Coupon Basis: Not Applicable
16. Put/Call Options: Not Applicable
17. (i) Status of the N&C Securities: Senior
- (ii) Status of the Guarantee: Not Applicable
18. Calculation Agent: Nomura International plc

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

19. Fixed Rate N&C Securities: Applicable
- (i) Rate(s) of Interest: A percentage per annum determined by the Calculation Agent in accordance with Condition 23 (*Indicative Amounts*) on or after the last day of the Swiss Offer Period which will not be less than the Indicative Minimum Amount and will not be more than the Indicative Maximum Amount.
- The Rate of Interest will be published by the Issuer prior to the Issue Date on the following website:
www.nomuranow.com

Where:

“Indicative Minimum Amount” means 3.85 per cent per annum.

“Indicative Maximum Amount” means 4.35 per cent per annum.

- | | | |
|-------|---|---|
| (ii) | Fixed Coupon Amount(s) applicable to N&C Securities in definitive form: | The Fixed Coupon Amount(s) will be published by the Issuer prior to the Issue Date on the following website: www.nomuranow.com |
| (iii) | Broken Amount(s) applicable to N&C Securities in definitive form: | The Broken Amount(s) will be published by the Issuer prior to the Issue Date on the following website: www.nomuranow.com |
| (iv) | Day Count Fraction: | 30/360 |
| (v) | Determination Date(s): | Not Applicable |
| 20. | Floating Rate N&C Securities: | Not Applicable |
| 21. | Zero Coupon N&C Securities: | Not Applicable |
| 22. | Reference Item Linked Interest N&C Securities: | Not Applicable |
| 23. | Sanctions Event: | Applicable |
| 24. | Payment Suspension: | Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---|-------------------|
| 25. | Issuer Call: | Not Applicable |
| 26. | Notice periods for tax redemption under Condition 8.2: | |
| | (i) Maximum period: | 60 days |
| | (ii) Minimum period: | 30 days |
| 27. | Issuer Regulatory Call/Illegality Redemption/Inconvertibility Event adjustment or redemption: | |
| | (i) Issuer Regulatory Call under Condition 8.5: | Applicable |
| | Notice period required for an Issuer Regulatory Call: | |
| | (a) Maximum period: | See Condition 8.5 |
| | (b) Minimum period: | See Condition 8.5 |
| | (ii) Illegality Redemption under Condition 8.6 | Applicable |
| | Notice period required for an Illegality Redemption: | |
| | (a) Maximum period: | See Condition 8.6 |

- | | | |
|-----|---|---|
| | (b) Minimum period: | See Condition 8.6 |
| | (iii) Inconvertibility Event under Condition 8.13 | Applicable |
| 28. | Investor Put: | Not Applicable |
| 29. | Final Redemption Amount of each N&C Security: | See provisions in paragraph 35 below |
| 30. | Early Redemption Amount(s): | Fair Market Value (less Associated Costs) |

PROVISIONS RELATING TO REFERENCE ITEM LINKED SECURITIES

- | | | |
|-----|-------------------------------|----------------|
| 31. | Index Linked N&C Securities: | Not Applicable |
| 32. | Equity Linked N&C Securities: | Not Applicable |
| 33. | Fund Linked N&C Securities: | Not Applicable |
| 34. | FX Linked N&C Securities: | Not Applicable |
| 35. | Credit Linked N&C Securities: | Applicable |

The provisions of *Annex 15 of the Terms and Conditions – Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version)* shall apply.

- | | | |
|-------|---------------------------------|---|
| (i) | Final Redemption Amount: | EUR 1,000 per Calculation Amount |
| (ii) | Settlement Method: | Auction Settlement |
| (iii) | Interest Calculation: | Interest Calculation Amount: Not Applicable |
| (iv) | Suspension of Interest Accrual: | Applicable in Full |
| (v) | Calculation Agent City: | London |
| (vi) | Reference Entity: | Stellantis N.V. |
| (vii) | Reference Obligations: | Standard Reference Obligation: Applicable |
| | | Seniority Level: Senior Level |

The obligations identified as follows:

- | | | |
|--------|------------------|--------------------------------|
| | Primary Obligor: | Stellantis N.V. |
| | Guarantor: | Not Applicable |
| | Maturity: | 5 January 2026 |
| | Coupon: | 3.875 per cent. per annum |
| | CUSIP/ISIN: | XS2178833773 |
| (viii) | All Guarantees: | See Physical Settlement Matrix |
| (ix) | Credit Events: | See Physical Settlement Matrix |

		Provisions relating to Restructuring Credit Event: Credit Linked Condition 14 Applicable
		Mod R: Applicable
		Mod Mod R: Not Applicable
	Default Requirement:	As defined in Credit Linked Condition 13
	Payment Requirement:	As defined in Credit Linked Condition 13
(x)	Credit Event Cut-Off Date:	See Credit Linked Condition 13
	Credit Event Backstop Date Amendment:	Applicable
(xi)	Notice of Publicly Available Information:	Applicable
	Public Source(s):	As defined in Credit Linked Condition 13
	Specified Number:	2
(xii)	Obligation(s):	
	Obligation Category:	See Physical Settlement Matrix
	Obligation Characteristics:	See Physical Settlement Matrix
	Additional Obligation(s):	None
(xiii)	Excluded Obligation(s):	None
(xiv)	Accrual of Interest upon Credit Event:	Not Applicable
(xv)	Merger Event:	Credit Linked Condition 12 Applicable
		Merger Event Redemption Amount: Fair Market Value
		Merger Event Redemption Date: 10 Business Days following the date on which the Issuer gives notice of redemption to the Securityholders pursuant to N&C Securities Condition 16
(xvi)	Unwind Costs:	Standard Associated Costs
(xvii)	Provisions relating to Monoline Insurer as Reference Entity:	Credit Linked Condition 16 Not Applicable
(xviii)	Provisions relating to LPN Reference Entities:	Credit Linked Condition 18: See Physical Settlement Matrix
(xix)	Credit Event Redemption Amount:	Credit Linked Condition 13 applies
(xx)	Credit Event Redemption Date:	American Settlement
(xxi)	Valuation Date:	Applicable
		Credit Linked Condition 13 applies
(xxii)	Valuation Time:	Credit Linked Condition 13 applies

(xxiii)	Indicative Quotations:	Not Applicable
(xxiv)	Quotation Method:	Bid
(xxv)	Quotation Amount:	Credit Linked Condition 13 applies
(xxvi)	Minimum Quotation Amount:	Not Applicable
(xxvii)	Quotation Dealers:	Credit Linked Condition 13 applies
(xxviii)	Accrued Interest:	Credit Linked Condition 13 applies
(xxix)	Valuation Method:	Weighted Highest

Additional terms relating to Auction Settlement

(xxx)	Fallback Settlement Method:	Cash Settlement
(xxxi)	Succession Event Backstop Date subject to adjustment in accordance with Business Day Convention:	Not Applicable
(xxxii)	Limitation Dates subject to adjustment in accordance with Business Day Convention:	Not Applicable

Terms relating to Deliverable Obligations

(xxxiii) Deliverable Obligations

The following are relevant to determining Valuation Obligations and do not imply that Physical Settlement will occur under the N&C Securities which are cash settled or credit linked interest only:

	Deliverable Obligation Category:	See Physical Settlement Matrix
	Deliverable Obligation Characteristics:	See Physical Settlement Matrix
		Sovereign No Asset Package Delivery: See Physical Settlement Matrix
	Additional Deliverable Obligation(s):	None
(xxxiv)	Excluded Deliverable Obligation(s):	None

Other terms

(xxxv)	Physical Settlement Matrix:	Applicable
--------	-----------------------------	------------

		Transaction Type: Standard European Corporate
	(xxxvi) Subordinated European Insurance Terms:	See Physical Settlement Matrix
	(xxxvii) Financial Reference Entity Terms:	See Physical Settlement Matrix
	(xxxviii) Reference Obligation Only Termination Amount:	Not Applicable
	(xxxix) Provisions relating to CoCo Reference Entities:	Credit Linked Condition 25: See Physical Settlement Matrix
	(xl) Credit Linked Business Day Convention:	Following
	(xli) Provisions relating to Senior Non-Preferred Reference Obligations:	Credit Linked Condition 27: Not Applicable
	(xlii) 2019 Narrowly Tailored Credit Event Provisions:	Credit Linked Condition 28: See Physical Settlement Matrix Fallback Discounting: See Physical Settlement Matrix Credit Deterioration Requirement: See Physical Settlement Matrix
	(xlili) Limited Recourse Provisions:	See Physical Settlement Matrix
	(xliv) Relevant Final Price:	Not Applicable
36.	Multi-Rate Interest N&C Securities:	Not Applicable
37.	Range Accrual Interest N&C Securities:	Not Applicable
38.	Dual Range Accrual Interest N&C Securities:	Not Applicable
39.	Leveraged Inflation Interest N&C Securities:	Not Applicable
40.	Swap Rate Linked Interest N&C Securities:	Not Applicable
41.	Reverse Convertible Swap Rate Redemption N&C Securities:	Not Applicable
42.	Geared Put Swap Rate Redemption N&C Securities:	Not Applicable
43.	Leveraged Inflation Redemption N&C Securities:	Not Applicable
44.	Provisions applicable to payments in Renminbi:	

- (i) CNY Currency Event: Not Applicable
- (ii) Party responsible for calculating the Spot Rate: Not Applicable
- (iii) CNY Settlement Centre(s): Not Applicable
- 45. Additional Business Centre(s): London and T2
- 46. MOT N&C Securities: Not Applicable
- 47. EuroTLX - Bond-X N&C Securities: Not Applicable
- 48. SeDeX/EuroTLX - Cert-X N&C Securities: Not Applicable

PROVISIONS APPLICABLE TO CERTAIN REFERENCE ITEM LINKED REDEMPTION N&C SECURITIES

- 49. Reverse Convertible Redemption N&C Securities: Not Applicable
- 50. Knock-out Autocall N&C Securities: Not Applicable
- 51. Bonus Enhanced Redemption N&C Securities: Not Applicable
- 52. Booster Redemption N&C Securities: Not Applicable
- 53. Sharkfin Redemption N&C Securities: Not Applicable
- 54. Booster Plus Redemption N&C Securities: Not Applicable


PROVISIONS APPLICABLE TO CERTAIN REFERENCE ITEM LINKED INTEREST N&C SECURITIES

- 55. [Non-]Memory Conditional Coupon N&C Securities: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE N&C SECURITIES

- 56. Form of N&C Securities: Bearer N&C Securities:
Permanent Bearer Global N&C Security exchangeable for Definitive Bearer N&C Securities only upon an Exchange Event
- 57. New Global Note: No
- 58. Additional Financial Centre(s) (*for Payment Day purposes*): London and T2
- 59. Talons for future Coupons to be attached to Definitive Bearer N&C Securities: No
- 60. Issuer Substitution (*Condition 18*): Applicable
- 61. Governing law: English law

Signed on behalf of the Issuer:

By:  DocuSigned by:
.....0F38E2ADE2E7478.....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and Admission to trading: Not Applicable.

2. RATINGS

Ratings: Not applicable

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the distributor(s), so far as the Issuer is aware, no person involved in the issue of the N&C Securities has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for offer See "Use of Proceeds of the N&C Securities " in the Base Prospectus

(ii) Estimated net proceeds: Up to EUR 20,000,000

(iii) Estimated total expenses: None

5. YIELD

Indication of yield: A percentage per annum equal to the Rate of Interest determined in accordance with paragraph 19 of Part A of these Final Terms.

6. PERFORMANCE OF RATES

Not Applicable

7. PERFORMANCE OF THE UNDERLYING, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND OTHER INFORMATION CONCERNING THE UNDERLYING

Certain information in relation to the Reference Entity and Non-Standard Reference Obligation (if any) as at the Issue Date is set out below.

Name: Stellantis N.V.

Address: Taurusavenue 1, NL-2132 LS Hoofddorp

Country of incorporation: Netherlands

Industry or industries of operation: Automotive

Market on which securities are admitted to trading: Euronext Paris

Non-Standard Reference Obligation XS2178833773
Securities Code:

As at the Issue Date information in relation to the past and future performance of the Reference Entity is available free of charge from Bloomberg.

8. OPERATIONAL INFORMATION

- | | | |
|--------|---|---|
| (i) | ISIN: | XS3225177693 |
| (ii) | CUSIP: | Not Applicable |
| (iii) | CFI: | Not Applicable |
| (iv) | FISN: | Not Applicable |
| (v) | Common Code: | 322517769 |
| (vi) | Valoren: | 142355693 |
| (vii) | Any clearing system(s) other than Euroclear, Clearstream Luxembourg and Euroclear France / The Depositary Trust Company and the relevant identification number(s):] | Not Applicable |
| (viii) | Delivery: | Delivery against payment |
| (ix) | Names and addresses of initial Paying Agents: | Citibank Europe PLC, Ground Floor, 1 North Wall Quay, Dublin 1, Ireland |
| (x) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (xi) | Intended to be held in a manner which would allow Eurosystem eligibility. | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the N&C Securities are capable of meeting them the N&C Securities may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the N&C Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

9. DISTRIBUTION

- | | | |
|-------|---|---|
| (i) | Method of distribution: | Non-syndicated |
| (ii) | If syndicated, names of Managers: | Not Applicable |
| (iii) | Date of Subscription Agreement: | Not Applicable |
| (iv) | Stabilisation Manager(s) (if any): | Not Applicable |
| (v) | If non-syndicated, name and address of relevant Dealer: | Nomura International plc
1 Angel Lane, London EC4R 3AB |
| (vi) | Total commission and concession: | Up to 2.69 per cent. of the Aggregate Nominal Amount |

(vii)	TEFRA compliance category:	TEFRA C
(viii)	Additional U.S. Federal Income Tax considerations:	Not Applicable
(ix)	Specified Securities for U.S. Dividend Equivalent Withholding purposes:	The N&C Securities shall not be treated as Specified Securities (as defined in the Base Prospectus) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
(x)	Non-Exempt Offer:	Not Applicable
(xi)	Prohibition of Sales to EEA Retail Investors:	Applicable
	EEA Retail Compliant Sales Period:	The period from (and including) 27 November 2025 until (and including) 10 December 2025.
	EEA Retail Offer Jurisdictions:	All EEA jurisdictions except (i) Kingdom of Belgium and (ii) Federal Republic of Germany.
(xii)	Prohibition of Sales to UK Retail Investors:	Applicable
(xiii)	Prohibition of Sales to Belgian Consumers:	Applicable
(xiv)	Prohibition of Offer to Private Clients in Switzerland:	Applicable, other than with respect to offers during the Swiss KID Compliant Sales Period.
	Swiss KID Compliant Sales Period:	Swiss Offer Period
(xv)	Swiss Non-exempt Offer:	Applicable
	Swiss Offer Period:	From (and including) 27 November 2025 until (and including) 10 December 2025 (12:00 Zurich time).
	Withdrawal right according to Article 63(5) of the Swiss Financial Services Ordinance (FinSO):	If an obligation to prepare a supplement to the Base Prospectus according to Article 56(1) FinSA is triggered during the Swiss Offer Period, investors who have already subscribed or agreed to purchase or subscribe for N&C Securities before any such supplement to the Base Prospectus is published have the right to withdraw their subscriptions and acceptances within a period of two days from the publication of such supplement regardless of whether the Swiss Offer Period closes prior to the expiry of such two day period.
	Financial intermediaries granted specific consent to use the Base Prospectus for Swiss Non-exempt Offers:	UBS Switzerland AG, Bahnhofstrasse 45, Zurich, 8001, Switzerland (the Distributor)

10. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Not Applicable
Article 29(2) statement on benchmarks:

11. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Issue Price
Conditions to which the offer is subject:	The Offer of the Securities is conditional upon their issue.
Description of the application process:	A prospective investor should contact the Distributor during the Swiss Offer Period. The Distributor has the right to close the Swiss Offer Period early. Offers and sales of Securities to a prospective investor by the Distributor will be made in accordance with the arrangements in place between the Distributor and such investor and not directly with the Issuer or the Dealer who will not be a party to any such arrangements.
Details of the minimum and/or maximum amount of the application:	Minimum amount of application, one Security. No maximum amount of application.
Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:	Not Applicable
Details of the method and time limits for paying up and delivering the N&C Securities:	Investors will be notified by the Distributor of their allocations of the Securities and the settlement arrangements in respect thereof. The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.
Manner and date in which results of the offer are to be made public:	The results of the offer will be published on the Issuer's website (www.nomuranow.com) on or around the Issue Date. The results of the offer will also be available from the Distributor following the Swiss Offer Period and prior to the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes charged to the subscriber or purchaser:	Up to 1.50 per cent of the Issue Price.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	See Distributor in paragraph 9 above

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment: None

ANNEX

SUMMARY

INTRODUCTION AND WARNINGS	
<p>This summary should be read as an introduction to the Base Prospectus and the Final Terms to which this is annexed. Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the Final Terms. An investor in the Notes could lose all or part of the invested capital.</p> <p>Civil liability attaches only to the Issuer solely on the basis of this summary, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or where it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Notes.</p> <p><i>You are considering the purchase of a product that is not simple and may be difficult to understand.</i></p>	
<p>Securities: The Notes described in this Summary are up to EUR 20,000,000 Stellantis N.V. Credit Linked N&C Securities due 2030 (the "Notes") with International Securities Identification Number (ISIN) XS3225177693 issued by the Issuer.</p>	
<p>Issuer: The Notes are issued by Nomura Bank International plc (the "Issuer"), 1 Angel Lane, London EC4R 3AB, United Kingdom. The Issuer's Legal Entity Identifier (LEI) is WGII3666BEDR02O241318.</p>	
<p>The Authorised Offeror: The Authorised Offeror is UBS Switzerland AG; LEI 549300WOIFUSNYH0FL22.</p>	
<p>Competent Authority: The Base Prospectus has been approved as a base prospectus by the Central Bank of Ireland on 25 September 2025.</p>	
KEY INFORMATION ON THE ISSUER	
Who is the Issuer of the Securities?	
<p>Domicile, legal form and country of incorporation: The Issuer is a public limited company registered in England and Wales under number 1981122. The Issuer is a wholly owned subsidiary of Nomura Europe Holdings plc (the main European holding company of the Nomura Group) which in turn is a wholly owned subsidiary of Nomura Holdings, Inc., incorporated in Japan. Nomura Holdings, Inc. is the ultimate holding company which manages financial operations for its subsidiaries (together, "Nomura Group"). The Issuer's LEI is WGII3666BEDR02O24131.</p>	
<p>Issuer's principal activities: The Issuer's primary role is to support the Nomura Group's Global Wholesale Business and predominantly the Global Markets division of the Nomura Group. The Issuer's activities include issuance of rates, credit and equity-linked securities; issuance of commercial paper; provision of sub-participations and structured loans; and the provision of traditional banking products as such loans and credit facilities, repurchase transactions, letters of credit and guarantees.</p>	
<p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The Issuer is a wholly owned subsidiary of Nomura Europe Holdings plc (the main European holding company of the Nomura Group) which in turn is a wholly owned subsidiary of Nomura Holdings, Inc., incorporated in Japan. Nomura Holdings, Inc. is the ultimate holding company which manages financial operations for the Nomura Group.</p>	
<p>Key directors: The directors of the Issuer are Neeta Atkar, Jonathan Britton, Magnus Falk, John Tierney, Rosemary Murray, Daisuke Mototani and Sir Thomas Scholar.</p>	
<p>Statutory auditors: Forvis Mazars LLP of 30 Old Bailey, London, EC4M 7AU</p>	
What is the key financial information regarding the Issuer?	
<p>The following table shows selected key historical financial information in relation to the Issuer:</p>	
Summary information – income statement	

	Year ended March 31, 2025 (audited)	Year ended March 31, 2024 (audited)
Selected income statement data (USD)		
Net interest income (or equivalent)	299,129,000	259,304,000
Net fee and commission income	18,530,000	10,539,000
Net impairment loss on financial assets	0	0
Net trading income	21,490,000	17,970,000
Measure of financial performance used by the issuer in the financial statements such as operating profit (Profit Before Tax)	12,493,000	9,545,000
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	9,370,000	7,175,000
Summary information – balance sheet (USD)		
	Year ended March 31, 2025 (audited)	Year ended March 31, 2024 (audited)
Total assets	7,722,511,000	6,422,803,000
Senior debt	0	0
Subordinated debt	0	0
Loans and receivables from customers (net)	7,215,424,000	6,064,279,000
Deposits from customers	0	0
Total equity	262,761,000	252,668,000
Total Tier 1 Resources	281,414,000	281,296,000
What are the key risks that are specific to the Issuer?		
<p>The Issuer is subject to the following key risks:</p> <ul style="list-style-type: none"> • The Issuer is a wholly owned indirect subsidiary of Nomura Holdings, Inc. which is the parent holding company of the Nomura Group. The Nomura Group's business and revenues may be affected by any adverse changes or volatility in the Japanese and global economic environments and financial markets as well as major geopolitical events and risks. If the financial condition of Nomura Group were to deteriorate, the Issuer and investors in the Notes may suffer direct and materially adverse consequences. • The Issuer faces a variety of significant risks which may affect its ability to fulfil its obligations under the Notes, including market risk, interest rate risk, currency risk, liquidity risk, regulatory risk and operational risks, as well as geopolitical events and risks. If the Issuer's financial condition were to deteriorate, the Issuer and investors in the Notes may suffer direct and materially adverse consequences, including reductions to the size of expected payments and delays to the timing of such payments. • Governmental and/or central bank fiscal, monetary and other policy changes in Japan, or in any other country or region where the Nomura Group conducts business may affect the Issuer's business, financial condition and results of operations. 		

- Nomura Group regularly holds large and concentrated positions of certain securities in its businesses such as market-making, block trading, underwriting and prime brokerage. Fluctuations in the prices of these positions can significantly affect the prices at which the Nomura Group is able to liquidate such positions when needed.
- Nomura Group uses a variety of financial instruments and strategies to hedge its exposure to financial risks arising from the financial instruments it enters into. If the Nomura Group's hedging strategies are not effective, the Nomura Group may incur losses. In addition, the Nomura Group's policies and procedures to identify, monitor and manage risks may not always be fully effective and any material failure in managing risk may result in unexpected future risk exposures.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities being offered and security identification number(s): The Notes are up to EUR 20,000,000 Stellantis N.V. Credit Linked Notes due 2030, with International Securities Identification Number (ISIN)XS3225177693. The issue date is 2 January 2026 (the “**Issue Date**”). The issue price of the Notes is 100 per cent. of the aggregate principal amount of the Notes.

Currency, denomination, number of Securities issued: The currency of this Series of Notes is Euro (“**EUR**”). The Notes have a minimum Specified Denomination of EUR 10,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 19,000.

Rights attached to the Notes: The return on the Notes will derive from the interest payable on the Notes, the early redemption amount (if early redemption occurs, including upon any Credit Event) and, (unless otherwise early redeemed) payment of par on the Maturity Date.

Interest: The Notes bear interest from their date of issue, payable on 20 December in each year (each a “**Coupon Payment Date**”), at a rate determined by the Calculation Agent on or after the last day of the Offer Period which shall be not less than 3.85 per cent or more than 4.35 per cent per annum, subject as provided below. The yield of the Notes shall be between 3.85 per cent per annum and 4.35 per cent per annum.

Maturity: Subject to any purchase and cancellation or early redemption and any occurrence of a Credit Event as described below, the Notes will be redeemed on 20 December 2030 (the “**Maturity Date**”) at par. The Maturity Date (and any interest payable thereon) is subject to postponement in certain circumstances where (as applicable) a potential Credit Event or Credit Event has occurred, may have occurred or may occur.

Redemption following a Credit Event: If a Credit Event (being a bankruptcy, failure to pay or restructuring), occurs in respect of the Reference Entity (being Stellantis N.V. or any successor(s)) (the “**Reference Entity**”), the Calculation Agent may determine that a Credit Event Determination Date has occurred. If a Credit Event Determination Date occurs, the Notes will be redeemed at the Credit Event Redemption Amount on the Credit Event Redemption Date and each Note will cease to bear interest from (and including) the Coupon Payment Date immediately preceding the Credit Event Determination Date (or, if none, the Issue Date, in which case no interest shall accrue on the Notes).

Where:

“**Auction Final Price**” means the recovery amount (expressed as a percentage, capped at 100%) determined by the Calculation Agent by reference to the price determined for obligations of the relevant Reference Entity by the relevant auction procedure.

“**Credit Event Determination Date**” means the date in respect of which a Credit Event is determined to have occurred for the purposes of the Securities.

“**Credit Event Redemption Date**” means the day falling ten business days following the latest of (i) the auction settlement date or the calculation of the Final Price and (ii) the Credit Event Determination Date.

“**Credit Event Redemption Amount**” means an amount (no less than zero) calculated by the Calculation Agent equal to:

$$(A \times B) - C$$

Where: “**A**” is the Calculation Amount; “**B**” is the Auction Final Price or, if the Auction Final Price is not to be determined following the occurrence of certain events, the Final Price; and “**C**” is relevant unwind costs.

“**Final Price**” means the recovery amount (expressed as a percentage, capped at 100%) determined by the Calculation Agent in respect of obligations of the relevant Reference Entity.

If the type of credit event is a restructuring, the Calculation Agent may choose not to redeem the Notes in full, but may choose to pay a partial Credit Event Redemption Amount and, subject to the occurrence of further credit events, the terms and conditions of the Notes shall continue to apply.

Early Redemption: The Notes may be redeemed early for taxation or regulatory events, illegality or event of default or on certain merger related events in relation to the Issuer and the Reference Entity at an amount (which may be zero) equal to the fair market value of the Notes less unwind costs, all as determined by the Calculation Agent, or in certain circumstances may be cancelled at zero.

Transferability of the Notes: There are no restrictions on the free transferability of the Notes.

Status (Ranking): The Notes constitute direct, unconditional, unsubordinated and (subject to the provisions of the Issuer's negative pledge below) unsecured obligations of the Issuer and rank *pari passu* and without prejudice among themselves and (save as aforesaid and for such exceptions as may be provided by applicable legislation) at least equally with all other unsubordinated and unsecured obligations of the Issuer, from time to time outstanding.

Negative pledge: The terms of the Notes contain a negative pledge that the Issuer will not have any mortgage, charge, pledge or other security interest on its undertaking, assets or revenues, to secure certain types of its own indebtedness or any guarantee of or indemnity in respect of certain types of indebtedness of any third party for the benefit of holders thereof, without either securing the Notes at least equally and rateably or according to the Notes such other security or guarantee as the holders of the Notes approve by extraordinary resolution.

Taxation: All payments of principal and interest in respect of the Notes will be made without withholding or deduction for or on account of taxes of whatever nature in Singapore or Japan or any other jurisdiction having power to tax payments made by the Issuer under the Notes, unless such withholding or deduction is required by law.

Events of default: The terms of the Notes contain, amongst others, the following events of default (a) non-payment of interest or principal, in each case for 30 days or more from the relevant due date; (b) failure by the Issuer to observe or perform any other covenant or agreement under the Notes or the agency agreement in respect of the Notes, in each case for 90 days or more after written notice thereof; (c) cross-acceleration of certain other indebtedness of the Issuer which has not been repaid in full or default (following a grace period) in repayment of such other indebtedness at maturity for 15 days or more; and (d) certain bankruptcy or insolvency events occurring in respect of the Issuer.

Adjustments: The terms of the Notes may be subject to adjustment (including without limitation the suspension and/or postponement of payments in respect of some or all of the Notes) as provided therein to take into account certain currency inconvertibility, illegality, regulatory, payment restriction and/or sanctions related events or where there may have been or may be a Credit Event. The terms of the Notes may also be subject to adjustment to reflect market convention and/or the hedging arrangements in respect of the Notes in the credit derivatives market.

Meetings: The terms of the Notes will contain provisions for calling meetings of holders of such Notes and passing written resolutions and obtaining electronic consents, in each case in relation to matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting or by way of written resolution or electronically and holders who voted in a manner contrary to the majority.

Governing law: English law.

Where will the Notes be traded?

The Notes are not intended to be admitted to trading on any market.

What are the key risks that are specific to the Securities?

Risks associated with the Securities. The Securities are subject to the following key risks:

- The value and liquidity of the Notes at any time will reflect a number of different factors and cannot be predicted. Depending on the financial condition of the Issuer and the performance of the Reference Entity to which the Notes are credit linked, investors may lose some or all of their investment. If a Noteholder chooses to sell its Notes before the stated redemption date, the Noteholder may receive far less than the original invested amount.

- The value of Notes prior to their scheduled termination may vary due to the occurrence or possible occurrence of one or more applicable Credit Events. The likelihood of a Credit Event occurring in respect of the Reference Entity generally fluctuates with, among other things, the creditworthiness and financial condition and other characteristics of such entity, which may be affected by general economic conditions, the condition of relevant financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. If a Credit Event occurs in relation to the Reference Entity investors may lose all or part of their investment in the Notes.
- If a Credit Event occurs in relation to the Reference Entity (or its obligations), the Notes may be redeemed (including prior to the Maturity Date) at an amount less than the Issue Price and such amount may be zero. Where credit losses (as used in the calculation of any such amount) are determined on the basis of an Auction Final Price determined according to a relevant auction procedure, such losses may be greater than the losses which would have been determined in the absence of such Auction.
- Each Note is an unsecured obligation of the Issuer. If the Issuer becomes insolvent, Noteholders will rank behind any secured and preferential creditors in respect of claims under the Notes.
- The Notes may redeem early in certain circumstances unrelated to the Reference Entity. An early redemption under the Notes may occur if an event of default occurs in relation to the Issuer, or a tax, regulatory or illegality event occurs. In such circumstances investors may lose some or all of their investment.
- Investors will have no claim against the Reference Entity and no interest in or rights under any obligation of the Reference Entity and no rights against a Credit Derivatives Determinations Committee (**CDDC**). An investment in the Notes is not equivalent to an investment in the obligations of the Reference Entity. An investor will not be able to claim against the Reference Entity for any losses it suffers from as a result of any Credit Event relating to the Reference Entity.
- Holders will be bound by any determinations by one or more CDDCs on matters such as whether a Credit Event has occurred, which obligations are to be valued and whether an auction should take place. Holders will have no ability to submit questions to such CDDCs, no influence on the CDDCs and no recourse to such CDDCs. The Issuer or an affiliate of the Issuer may be a member of one or more CDDCs but will have no liability to investors for the determinations of such CDDCs and will not take into account investors' interests in reaching any related decisions.
- The Reference Entity may be replaced with a successor entity as a result of corporate or other actions such as a merger or demerger or where there are debt transfers. The risks associated with a successor Reference Entity may be greater than the risks associated with the original Reference Entity.
- The Calculation Agent is an affiliate of the Issuer and may make determinations which affect amounts, and calculate amounts, payable under the Notes and this could give rise to potential conflicts of interest between the Calculation Agent and the Noteholders. The Calculation Agent may also have wide discretion and will act without regard to the consequences for Noteholders and does not act on behalf of or have fiduciary or any other duty of care to Noteholders.
- The Calculation Agent may, in limited circumstances, determine that applicable timing requirements of the Notes be suspended until such time that either it or the relevant CDDC, as the case may be, determines whether specific matters have taken place. This may include whether a Credit Event has or has not occurred. During such suspension period, no action may be taken regarding the settlement of the Notes and such suspension may, in certain circumstances, result in some or all of accrued interest on the Notes not being paid to Noteholders.

KEY INFORMATION ON THE OFFER OF THE SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

This issue of Notes is being offered in a Swiss Non-exempt Offer in Switzerland during the Offer Period. The issue price of the Notes is 100 per cent. of their principal amount.

Consent: Subject to the conditions set out below, the Issuer consents to the use of the Base Prospectus in connection with a Swiss Non-exempt Offer of Notes by the Authorised Offeror.

Offer period: The Issuer's consent referred to above is given for Swiss Non-exempt Offers of Notes from and including 27 November 2025 to and including 10 December 2025 (the “**Offer Period**”).

Conditions to consent: The conditions to the Issuer's consent are that such consent (a) is only valid during the Offer Period; and (b) only extends to the use of the Base Prospectus to make Swiss Non-exempt Offers of the relevant Tranche of Notes in Switzerland.

AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY NOTES IN A SWISS NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT. THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER.

Why is this Prospectus being produced?

The Issuer intends to use the net proceeds from the issue of Notes for its general corporate purposes, which include making a profit. A substantial portion of the proceeds may be used to hedge market risk with respect to the Notes. The estimated net proceeds are up to EUR 20,000,000.

Underwriting agreement on a firm commitment basis: The offer of the Notes is not subject to an underwriting agreement on a firm commitment basis.

Material conflicts pertaining to the issue/offer: The terms of the Notes confer on the Issuer, the Calculation Agent and certain other members of the Nomura Group discretion in making judgments, determinations and calculations in relation to the Notes. Potential conflicts of interest may arise with respect to such judgements, determinations and calculations. The Issuer, and other members of Nomura Group may also from time to time engage in transactions for their own account and/or possess confidential information which affect or relate to the Notes.