

**SECOND SUPPLEMENT DATED 9 APRIL 2021 TO THE BASE PROSPECTUS DATED 18 FEBRUARY 2021**

# **NOMURA**

**NOMURA BANK INTERNATIONAL PLC**

**USD4,100,000,000**

## **NOTE, WARRANT AND CERTIFICATE PROGRAMME**

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 18 February 2021, as previously supplemented by a supplement dated 11 March 2021 (the **Prior Supplement**), 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 Note, Warrant and Certificate Programme (the **Programme**) of Nomura Bank International plc (the **Issuer**). The Base Prospectus may also constitute "listing particulars" for the purposes of listing on the Global Exchange Market and, for such purposes, does not constitute a "prospectus" for the purposes of the Prospectus Regulation. For the purpose of such "listing particulars" this Supplement constitutes "supplementary listing particulars". 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 is supplemental to and should be read in conjunction with the Base Prospectus and the Prior Supplement.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as Irish competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank should not be considered as an endorsement of the Issuer or Guarantor. Such approval relates only to the Non-Exempt Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin (**Euronext Dublin**) or other regulated markets for the purposes of the Markets in Financial Instruments Directive (Directive 2014/65/EU as amended) or which are to be offered to the public in a Member State of the European Economic Area. This Supplement has also been approved as supplementary listing particulars by Euronext Dublin. This Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Prospectus Act 2019.

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 NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 29 March 2021 disclosing (i) a News Release entitled "Possible Loss Arising from Business Activities" detailing an event that occurred that could subject one of its US subsidiaries to a significant loss arising from transactions with a US client and (ii) a News Release entitled "Cancellation of Issuance of US Dollar Senior Notes" detailing the cancellation of an issuance of US dollar Senior Notes due to an event that occurred after pricing (the **NHI News Release Form 6-K**).

Pursuant to the statement published by Rating and Investment Information, Inc. (**R&I Japan**) on 31 March 2021, the disclosure on pages 3 and 119 of the Base Prospectus referring to credit ratings shall be amended.

The purpose of this Supplement is to (a) incorporate by reference the NHI News Release Form 6-K; (b) update the credit ratings disclosure; (c) update the significant change statements and (d) update the material adverse change statements.

## 2. PUBLICATION OF THE NHI NEWS RELEASE FORM 6-K

The NHI Guarantor has recently published the NHI News Release Form 6-K.

A copy of the NHI News Release Form 6-K is available at:

<https://www.nomuraholdings.com/investor/library/sec/6k/210329/210329.pdf>

By virtue of this Supplement, the NHI News Release Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

## 3. UPDATE OF CREDIT RATINGS

As of 31 March 2021, the ratings of the NHI Guarantor as issued by R&I Japan have been updated.

As such, the paragraph beginning "The long-term debt of the NHI Guarantor" on page 3 of the Base Prospectus is deemed to be deleted in its entirety and replaced with the following:

"The long-term debt of the NHI Guarantor has been rated BBB+ by S&P Japan, Baa1 by Moody's Japan K.K. (**Moody's Japan**), A- by Fitch Ratings Japan Limited (**Fitch Japan**), A by Rating and Investment Information, Inc. (**R&I Japan**) and AA- by JCR."

The list of credit ratings contained in the paragraph beginning "The NHI Guarantor's long-term credit ratings" on page 119 of the Base Prospectus is deemed to be deleted in its entirety and replaced with the following:

"The NHI Guarantor's long-term credit ratings are:

S&P Japan:	BBB+
Moody's Japan:	Baa1
Fitch Japan:	A-
R&I Japan:	A
JCR:	AA-

## 4. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

Save as disclosed in the NHI News Release Form 6-K, there has been (i) no significant change in the financial position of the Issuer since 30 September 2020; (ii) no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 December 2020; and (iii) no significant change in the financial performance or position of the NSC Guarantor since 31 December 2020.

## **5. UPDATE OF THE MATERIAL ADVERSE CHANGE STATEMENTS**

Save as disclosed in the NHI News Release Form 6-K, there has been no material adverse change in the prospects of the Issuer since 31 March 2020 or the Guarantors since 31 March 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 and the Prior 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 Base Prospectus.

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.