

THIRD SUPPLEMENT DATED 28 MAY 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 **First Supplement**) and a supplement dated 9 April 2021 (the **Second Supplement**, and together with the First 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 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 Supplements.

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 (i) a United States Securities and Exchange Commission Form 6-K filing dated 27 April 2021 disclosing a News Release entitled "Update on 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 (the **27 April 2021 NHI News Release Form 6-K**) and (ii) a United States Securities and Exchange Commission Form 6-K filing dated 18 May 2021 disclosing a News Release entitled "Nomura Completes Unwinding of Positions Related to Loss Arising

from Transactions with US Client" further detailing the loss suffered by one of its US subsidiaries arising from transactions with a US client (the **18 May 2021 NHI News Release Form 6-K**).

The 27 April 2021 NHI News Release Form 6-K and the 18 May 2021 NHI News Release Form 6-K should be read in conjunction with a previously published United States Securities and Exchange Commission Form 6-K filing dated 29 March 2021 disclosing a News Release entitled "Possible Loss Arising from Business Activities" which is available at <https://www.nomuraholdings.com/investor/library/sec/6k/210329/210329.pdf>, as previously incorporated by reference in the Second Supplement (the **29 March 2021 NHI News Release Form 6-K**), and together with the 27 April 2021 NHI News Release Form 6-K and the 18 May 2021 NHI News Release Form 6-K, the **NHI News Release Form 6-Ks**).

The NHI Guarantor has also recently published a United States Securities and Exchange Commission Form 6-K filing dated 27 April 2021 of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2021 (the **NHI Financial Summary Form 6-K**).

On 27 April 2021, the NSC Guarantor published an English translation of the NSC Guarantor's unaudited financial information for the year ended 31 March 2021 (the **NSC Guarantor's Financial Information**) as referred to in the NHI Financial Summary Form 6-K.

The section entitled "Risk Factors" as contained on pages 18 to 94 of the Base Prospectus shall be amended as set out at paragraph 6 below.

The Terms and Conditions of the N&C Securities as contained on pages 218 to 350 of the Base Prospectus shall be amended as set out at paragraph 7 below.

The Terms and Conditions of the W&C Securities as contained on pages 375 to 439 of the Base Prospectus shall be amended as set out at paragraph 8 below.

The purpose of this Supplement is to (a) incorporate by reference the 27 April 2021 NHI News Release Form 6-K; (b) incorporate by reference the 18 May 2021 NHI News Release Form 6-K; (c) incorporate by reference the NHI Financial Summary Form 6-K; (d) incorporate by reference the NSC Guarantor's Financial Information; (e) amend the section entitled "Risk Factors"; (f) amend the Terms and Conditions of the N&C Securities; (g) amend the Terms and Conditions of the W&C Securities; (h) update the significant change statements and (i) update the material adverse change statements.

2. PUBLICATION OF THE 27 APRIL 2021 NHI NEWS RELEASE FORM 6-K

The NHI Guarantor has recently published the 27 April 2021 NHI News Release Form 6-K.

A copy of the 27 April 2021 NHI News Release Form 6-K is available at:

https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427_2.pdf

By virtue of this Supplement, page 8 of the 27 April 2021 NHI News Release Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

3. PUBLICATION OF THE 18 MAY 2021 NHI NEWS RELEASE FORM 6-K

The NHI Guarantor has recently published the 18 May 2021 NHI News Release Form 6-K.

A copy of the 18 May 2021 NHI News Release Form 6-K is available at:

<https://www.nomuraholdings.com/investor/library/sec/6k/210518/210518.pdf>

By virtue of this Supplement, the 18 May 2021 NHI News Release Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

4. PUBLICATION OF THE NHI FINANCIAL SUMMARY FORM 6-K

The NHI Guarantor has recently published the NHI Financial Summary Form 6-K.

A copy of the NHI Financial Summary Form 6-K is available at:

https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427_1.pdf

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

5. PUBLICATION OF THE NSC GUARANTOR'S FINANCIAL INFORMATION

The NSC Guarantor has recently published the NSC Guarantor's Financial Information.

A copy of the NSC Guarantor's Financial Information is available at:

https://www.nomuraholdings.com/company/group/nsc/pdf/2021_4q.pdf

By virtue of this Supplement, the NSC Guarantor's Financial Information is incorporated by reference in, and forms part of, the Base Prospectus.

6. AMENDMENT OF THE RISK FACTORS SECTION

The section entitled "Risk Factors" shall be amended by deleting the first paragraph under the heading "*Administrator/Benchmark Event*" under risk category 7 entitled "*Risks relating to Securities linked to or that reference a financial benchmark*" on page 50 of the Base Prospectus and replacing it with the following:

"Administrator/Benchmark Event

An Administrator/Benchmark Event may occur with respect to a relevant benchmark other than an interest rate to which Vanilla Floating Rate N&C Securities relate on a modification or cessation of a benchmark, a failure of or failure to retain relevant authorisations required in relation to the benchmark or its administrator, it no longer being commercially reasonable to continue use of the relevant benchmark, the benchmark being superseded or no longer meeting relevant industry standards or, certain licensing restrictions or changes occurring in relation to use of the relevant benchmark or a relevant supervisor officially announces the benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored provided that certain hedging and market practice conditions are then met. In these circumstances the Issuer may in its discretion take a range of actions including:"

7. AMENDMENT OF THE TERMS AND CONDITIONS OF THE N&C SECURITIES

Sub-paragraph (3) under the definition of "*Benchmark Transition Event*" under Condition 6.3.8.3 of the Terms and Conditions of the N&C Securities on page 253 of the Base Prospectus is deemed to be deleted and replaced with the following:

- "(3) the regulatory supervisor for the administrator and/or sponsor of a Relevant Benchmark (i) has determined and announced that the Relevant Benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored and (ii) is aware that certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts have been or are engaged."

Sub-paragraph (5) under the definition of "*Administrator/Benchmark Event*" under Condition 8.12 of the Terms and Conditions of the N&C Securities on page 278 of the Base Prospectus is deemed to be deleted and replaced with the following:

- "(5) the regulatory supervisor for the administrator and/or sponsor of a relevant Benchmark (i) has determined and announced that the relevant Benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored and (ii) is aware that certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts have been or are engaged."

8. AMENDMENT OF THE TERMS AND CONDITIONS OF THE W&C SECURITIES

Sub-paragraph (5) under the definition of "*Administrator/Benchmark Event*" under Condition 5.3 of the Terms and Conditions of the W&C Securities on page 411 of the Base Prospectus is deemed to be deleted and replaced with the following:

- "(5) the regulatory supervisor for the administrator and/or sponsor of a relevant Benchmark (i) has determined and announced that the relevant Benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored and (ii) is aware that certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts have been or are engaged."

9. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

Save as disclosed in the NHI News Release Form 6-Ks, 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 March 2021; and (iii) no significant change in the financial performance or position of the NSC Guarantor since 31 March 2021.

10. UPDATE OF THE MATERIAL ADVERSE CHANGE STATEMENTS

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

11. 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 Supplements, 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.