

**FIFTH SUPPLEMENT DATED 10 MAY 2023 TO THE BASE PROSPECTUS DATED 4 OCTOBER 2022**

# **NOMURA**

**NOMURA BANK INTERNATIONAL PLC**

**USD5,300,000,000**

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

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 4 October 2022, as previously supplemented by a supplement dated 24 November 2022 (the **First Supplement**), a supplement dated 10 January 2023 (the **Second Supplement**), a supplement dated 16 March 2023 (the **Third Supplement**), a supplement dated 24 March 2023 (the **Fourth Supplement**, and together with the First Supplement, the Second Supplement and the Third 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(1) 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 also constitutes "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 or the quality of the Securities. Investors should make their own assessment as to the suitability of investing in the Securities. 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.

Each of the Issuer, Nomura Holdings, Inc. (the **NHI Guarantor**), Nomura Securities Co., Ltd. (the **NSC Guarantor**) and in the case of exempt securities only, Nomura International (Hong Kong) Limited (the **NIHK Guarantor** and, together with the NHI Guarantor and the NSC 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 26 April 2023 of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2023 (the **NHI Financial Summary Form 6-K**).

On 26 April 2023, the NSC Guarantor published an English translation of the NSC Guarantor's unaudited financial information for the year ended 31 March 2023 (the **NSC Guarantor's Financial Information**) as referred to in the NHI Financial Summary Form 6-K.

The purpose of this Supplement is to (a) incorporate by reference the NHI Financial Summary Form 6-K; (b) incorporate by reference the NSC Guarantor's Financial Information and (c) update the significant change statements in relation to the Guarantors.

## **2. 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/230426/230426\\_1.pdf](https://www.nomuraholdings.com/investor/library/sec/6k/230426/230426_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.

## **3. 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/2023\\_4q.pdf](https://www.nomuraholdings.com/company/group/nsc/pdf/2023_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.

## **4. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS**

There has been no significant change in the financial performance or position of the Issuer since 30 September 2022. There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 March 2023. There has been no significant change in the financial performance or position of the NSC Guarantor since 31 March 2023.

## **5. 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.