

SECOND SUPPLEMENT DATED 11 JANUARY 2024 TO THE BASE PROSPECTUS DATED 27 SEPTEMBER 2023

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 27 September 2023, as previously supplemented by a supplement dated 24 November 2023 (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(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 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 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 Issuer has recently published its Interim Report for the period ended 30 September 2023 (the **Issuer's Interim Report**).

Annex 15 of the Terms and Conditions (Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version)) as contained on pages 943 to 1021 of the Base Prospectus shall be amended as set out at paragraph 3 below.

The Issuer has recently appointed Mazars LLP as statutory auditors for financial periods commencing 1 April 2023 and as described further at paragraph 4 below.

The purpose of this Supplement is (a) to incorporate by reference the Issuer's Interim Report (b) to amend Annex 15 of the Terms and Conditions, (c) to amend information in relation to the auditors for the Issuer and (d) to update the significant change statement in relation to the Issuer.

2. PUBLICATION OF THE ISSUER'S INTERIM REPORT

The Issuer has recently published the Issuer's Interim Report.

A copy of the Issuer's Interim Report is available at:

<https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/NBI-Interim-Report-Sep2023.pdf>

By virtue of this Supplement, the Issuer's Interim Report is incorporated by reference in, and forms part of, the Base Prospectus.

3. AMENDMENT TO ANNEX 15 OF THE TERMS AND CONDITIONS (ADDITIONAL TERMS AND CONDITIONS FOR CREDIT LINKED SECURITIES (2014 ISDA CREDIT DERIVATIVES DEFINITIONS VERSION))

The definition of "Credit Event Resolution Request Date" in Credit Linked Condition 13 (Definitions) of Annex 15 of the Terms and Conditions (Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version)) on page 964 of the Base Prospectus will be deleted and the following substituted therefor:

"Credit Event Resolution Request Date means, with respect to a DC Credit Event Question, the date, as publicly announced by the DC Secretary, that the relevant Credit Derivatives Determinations Committee Resolves to be the date on which the DC Credit Event Question was effective and on which the relevant Credit Derivatives Determinations Committee was in possession of Publicly Available Information with respect to such DC Credit Event Question."

4. UPDATE TO THE AUDITORS AND FINANCIAL STATEMENTS

The first paragraph of the section titled "Auditors and Financial Statements" on pages 1118 to 1119 of the Base Prospectus will be deleted and the following substituted therefor:

"The annual financial statements of the Issuer for the two financial years ended 31 March 2023 and 31 March 2022 have been audited by Ernst & Young LLP of 1 More Place, London SE1 2AF, United Kingdom and contain an opinion from Ernst & Young LLP which was not qualified and which did not contain a statement under section 498(2) or (3) of the Companies Act 2006. On 27 June 2005 the Issuer appointed Ernst & Young LLP as auditing firm. Ernst & Young LLP is registered to carry out audit work by the ICAEW (*Institute of Chartered Accountants in England and Wales*).

For the financial years beginning after 31 March 2023, the Issuer has appointed Mazars LLP of 30 Old Bailey, London EC4M 7AU, United Kingdom as statutory auditors for financial periods commencing 1 April 2023. Mazars LLP is registered to carry out audit work by the ICAEW (*Institute of Chartered Accountants in England and Wales*)."

5. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

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

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.