

SECOND SUPPLEMENT DATED 3 JANUARY 2025 TO THE BASE PROSPECTUS DATED 26 SEPTEMBER 2024

NOMURA

NOMURA BANK INTERNATIONAL PLC

USD6,300,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 26 September 2024, as previously supplemented by a supplement dated 22 November 2024 (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 2024 (the **Issuer's Interim Report**).

The Terms and Conditions of the N&C Securities as contained on pages 254 to 452 of the Base Prospectus shall be amended as set out at paragraph 3 below.

The Terms and Conditions of the French Law N&C Securities as contained on pages 453 to 631 of the Base Prospectus shall be amended as set out at paragraph 4 below.

The purpose of this Supplement is (a) to incorporate by reference the Issuer's Interim Report, (b) to amend the Terms and Conditions of the N&C Securities, (c) to amend the Terms and Conditions of the French Law N&C Securities 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-Interims-September-2024-Accounts-Branded.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 OF THE TERMS AND CONDITIONS OF THE N&C SECURITIES

The definition of Final Redemption Amount as set out in Condition 22.2.16 (b) (*Tranched Zero Recovery Credit Linked N&C Securities*) on page 421 of the Base Prospectus shall be updated and replaced with the following:

"Final Redemption Amount means, in respect of each nominal amount of N&C Securities equal to the Calculation Amount, an amount in the Specified Currency calculated by the Calculation Agent equal to the sum of (a) the Final Redemption Nominal Amount and (b) the product of the Outstanding Nominal Amount as of the Maturity Date and the Final Redemption Percentage. For the avoidance of doubt other than in the case of Non-Interest Bearing Accreter Upside Risk N&C Securities, if the Outstanding Nominal Amount as of the Maturity Date is zero, no amounts will be payable on the Maturity Date."

4. AMENDMENT OF THE TERMS AND CONDITIONS OF THE FRENCH LAW N&C SECURITIES

The definition of Final Redemption Amount as set out in Condition 22.2.16 (b) (*Tranched Zero Recovery Credit Linked N&C Securities*) on page 602 of the Base Prospectus shall be updated and replaced with the following:

"Final Redemption Amount means, in respect of each nominal amount of N&C Securities equal to the Calculation Amount, an amount in the Specified Currency calculated by the Calculation Agent equal to the sum of (a) the Final Redemption Nominal Amount and (b) the product of the Outstanding Nominal Amount as of the Maturity Date and the Final Redemption Percentage. For the avoidance of doubt other than in the case of Non-Interest Bearing Accreter Upside Risk N&C Securities, if the Outstanding Nominal Amount as of the Maturity Date is zero, no amounts will be payable on the Maturity Date."

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 2024. There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 30 September 2024. There has been no significant change in the financial performance or position of the NSC Guarantor since 30 September 2024.

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.