

FIRST SUPPLEMENT DATED 28 NOVEMBER 2025 TO THE BASE PROSPECTUS DATED 25 SEPTEMBER 2025

NOMURA

NOMURA BANK INTERNATIONAL PLC

USD9,000,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 25 September 2025, 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.

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 (i) a United States Securities and Exchange Commission Form 6-K filing dated 28 October 2025 of an English translation of the NHI Guarantor's unaudited financial summary for the six months ended 30 September 2025 (the **NHI Guarantor's Financial Summary Form 6-K**), (ii) a United States Securities and Exchange Commission Form 6-K filing dated 5 November 2025 of the NHI Guarantor's Supplement for Financial Highlights – Six months ended 30 September 2025 (the **NHI Guarantor's Financial Highlights Form 6-K**) and (iii) a United States Securities and Exchange Commission Form 6-K filing dated 19 November 2025 of an English translation of the NHI Guarantor's unaudited Semi-annual Securities Report for the six months ended 30 September 2025 (the **NHI Guarantor's Semi-annual Securities Report Form 6-K**).

The NSC Guarantor has recently published an English translation of the NSC Guarantor's unaudited quarterly financial information for the six months ended 30 September 2025 (the **NSC Guarantor's Quarterly Financial Information**) as referred to in the NHI Guarantor's Financial Summary Form 6-K.

The Terms and Conditions of the N&C Securities as contained on pages 293 to 518 of the Base Prospectus shall be amended as set out at paragraph 7 below.

The Terms and Conditions of the French Law N&C Securities as contained on pages 519 to 727 of the Base Prospectus shall be amended as set out at paragraph 8 below.

Annex 5 - Additional Terms and Conditions for Fund Linked Securities as contained on pages 912 to 945 of the Base Prospectus shall be amended as set out at paragraph 9 below.

Annex 7 - Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version) as contained on pages 965 to 1024 of the Base Prospectus shall be amended as set out at paragraph 10 below.

The purpose of this Supplement is (a) to incorporate by reference the NHI Guarantor's Financial Summary Form 6-K, (b) to incorporate by reference the NHI Guarantor's Financial Highlights Form 6-K, (c) to incorporate by reference the NHI Guarantor's Semi-annual Securities Report Form 6-K, (d) to incorporate by reference the NSC Guarantor's Quarterly Financial Information, (e) to update the significant change statements in relation to the Guarantors, (f) to amend the Terms and Conditions of the N&C Securities, (g) to amend the Terms and Conditions of the French Law N&C Securities, (h) to amend Annex 5 - Additional Terms and Conditions for Fund Linked Securities and (i) to amend Annex 7 - Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version).

2. PUBLICATION OF THE NHI GUARANTOR'S FINANCIAL SUMMARY FORM 6-K

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

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

https://www.nomuraholdings.com/en/investor/library/sec/main/01111111115/teaserItems2/0/linkList/0/link/251028_1.pdf

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

3. PUBLICATION OF THE NHI GUARANTOR'S FINANCIAL HIGHLIGHTS FORM 6-K

The NHI Guarantor has recently published the NHI Guarantor's Financial Highlights Form 6-K.

A copy of the NHI Guarantor's Financial Highlights Form 6-K is available at:

<https://www.nomuraholdings.com/en/investor/library/sec/main/01111111119/teaserItems2/0/linkList/0/link/251105.pdf>

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

4. PUBLICATION OF THE NHI GUARANTOR'S SEMI-ANNUAL SECURITIES REPORT FORM 6-K

The NHI Guarantor has recently published the NHI Guarantor's Semi-annual Securities Report Form 6-K.

A copy of the NHI Guarantor's Semi-annual Securities Report Form 6-K is available at:

<https://www.nomuraholdings.com/en/investor/library/sec/main/011111111111/teaserItems2/0/linkList/0/link/251119.pdf>

By virtue of this Supplement, the NHI Guarantor's Semi-annual Securities Report Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

5. PUBLICATION OF THE NSC GUARANTOR'S QUARTERLY FINANCIAL INFORMATION

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

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

<https://www.nomuraholdings.com/en/company/group/nsc/nsc/main/019/teaserItems3/0/linkList/0/link/20262q.pdf>

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

6. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

There has been no significant change in the financial performance or position of the Issuer since 31 March 2025. There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 30 September 2025. There has been no significant change in the financial performance or position of the NSC Guarantor since 30 September 2025.

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

Part (ii) of the definition of Coupon Barrier Condition contained in Condition 22.3 (*Definitions relating to the Non-Exempt Interest N&C Securities and Non-Exempt Redemption N&C Securities*) of the Terms and Conditions of the N&C Securities on page 506 of the Base Prospectus shall be updated and replaced with the following:

"(ii) if the "Coupon Underlying Type" is specified in the applicable Final Terms as "Worst-of", the Underlying Value in respect of each Underlying Reference and such Coupon Determination Day is equal to or greater than its Coupon Barrier Level in respect of such Coupon Determination Day; or"

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

Part (ii) of the definition of Coupon Barrier Condition contained in Condition 22.3 (*Definitions relating to the Non-Exempt Interest N&C Securities and Non-Exempt Redemption N&C Securities*) of the Terms and Conditions of the French law N&C Securities on page 715 of the Base Prospectus shall be updated and replaced with the following:

- "(ii) if the "Coupon Underlying Type" is specified in the applicable Final Terms as "Worst-of", the Underlying Value in respect of each Underlying Reference and such Coupon Determination Day is equal to or greater than its Coupon Barrier Level in respect of such Coupon Determination Day; or"

9. AMENDMENT OF ANNEX 5 - ADDITIONAL TERMS AND CONDITIONS FOR FUND LINKED SECURITIES

The paragraph detailed at (b) of the definition of Fund Extraordinary Event contained in Condition 3 (*Fund Events*) of Annex 5 - Additional Terms and Conditions for Fund Linked Securities on page 917 of the Base Prospectus shall be updated and replaced with the following:

- "(b) **Fund Extraordinary Event** means any of a Nationalisation, a Fund Adviser Event, a Fund Consolidation Event, a Fund Insolvency Event, a Holding Ratio Event, a Holdings Trigger Event, an Assets Under Management Event, a NAV Trigger Event, an Adviser/Key Personnel Removal Event, a Fund Modification, a Fees or Charges Event, a Strategy Breach, a Regulatory Action, a Tax Change, a Reporting Disruption, a Value Accuracy Event, a Limitation Event, a Non Currency Redemption, a Fund Service Provider Cessation, a Fund Service Provider Disruption or a Related Agreement Termination, a Change in Law, a Fund Hedging Disruption or an Increased Cost of Hedging:"

10. AMENDMENT OF ANNEX 7 - ADDITIONAL TERMS AND CONDITIONS FOR CREDIT LINKED SECURITIES (2003 ISDA CREDIT DERIVATIVES DEFINITIONS VERSION)

Condition 13 (*Definitions*) of Annex 7 - Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version) shall be updated by the addition of the following as a new definition directly beneath the definition titled "DC Resolution" on page 987 of the Base Prospectus:

"**DC Secretary** has the meaning given to that term in the Rules."

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, 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.