

**SECOND SUPPLEMENT DATED 9 JANUARY 2026 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, as previously supplemented by a supplement dated 28 November 2025 (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 2025 (the **Issuer's Interim Report**).

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 3 below.

The Form of Final Terms for Non-Exempt N&C Securities as contained on pages 210 to 292 of the Base Prospectus shall be amended as set out at paragraph 4 below.

The Form of Pricing Supplement for Exempt N&C Securities as contained on pages 1347 to 1444 of the Base Prospectus shall be amended as set out at paragraph 5 below.

The purpose of this Supplement is (a) to incorporate by reference the Issuer's Interim Report, (b) to amend Annex 5 - Additional Terms and Conditions for Fund Linked Securities, (c) to amend the Form of Final Terms for Non-Exempt N&C Securities, (d) to amend the Form of Pricing Supplement for Exempt N&C Securities and (e) 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-Sep2025.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 ANNEX 5 - ADDITIONAL TERMS AND CONDITIONS FOR FUND LINKED SECURITIES

- (i) Condition 1 (*Provisions relating to Funds other than Exchange Traded Funds*) of Annex 5 - Additional Terms and Conditions for Fund Linked Securities on pages 913 to 914 of the Base Prospectus shall be updated by replacing the words "the Redemption NAV per Fund Interest" in the second paragraph thereof with the words "a Final Price".
- (ii) Condition 2 (*Definitions*) of Annex 5 - Additional Terms and Conditions for Fund Linked Securities on pages 914 to 917 of the Base Prospectus shall be updated by:

- (a) replacing the definitions of "Daily NAV Trigger Period" and "Final Valuation Date" therein with the following:

**"Daily NAV Trigger Period"** means the period specified in the applicable Final Terms, or if not so specified, the period from and including the Initial Observation Date to and including the Final Observation Date.

**Final Observation Date** means the Final Valuation Date or, if later or if none, the last occurring Final Valuation Day in the Final Valuation Period.

**Final Valuation Date** means, in respect of a Fund Interest, the date specified as such in the applicable Final Terms, or, if such date is not a Fund Valuation Date other than as a consequence of a Fund Disruption Event, the immediately succeeding Fund Valuation Date.

**Final Valuation Day** has the meaning given to it in Condition 22.3.

**Final Valuation Period** has the meaning given to it in Condition 22.3.";

- (b) replacing the definition of "Initial Fund Valuation Date" therein with the following:

**"Initial Observation Date"** means the Initial Valuation Date or, if earlier or if none, the first occurring Initial Valuation Day in the Initial Valuation Period.

**Initial Valuation Date** means, in respect of a Fund Interest, the date specified as such in the applicable Final Terms or, if such date is not a Fund Valuation Date other than as a consequence of a Fund Disruption Event, the immediately succeeding Fund Valuation Date.

**Initial Valuation Day** has the meaning given to it in Condition 22.3.

**Initial Valuation Period** has the meaning given to it in Condition 22.3.";

- (c) replacing the definition of "NAV Trigger Period" therein with the following:

**"NAV Trigger Period** means the period specified in the applicable Final Terms, or if not so specified the period from and including the Initial Observation Date to and including the Final Observation Date.";

- (d) replacing the definition of "Relevant Holding" therein with the following:

**"Relevant Holding** means, in respect of a Fund, a holding of such number or amount of Fund Interests per nominal amount or unit of N&C Securities equal to the Calculation Amount or per unit of W&C Security, as applicable, as is specified in the applicable Final Terms which shall be deemed to be acquired by a Hypothetical Investor on the Initial Observation Date. On any day thereafter, the Relevant Holding may be decreased or increased (a) in respect of Exempt Securities only, if provided in the applicable Final Terms, due to, but without limitation, (i) interest payments, if any, (ii) Fund equalisations or (iii) the redemption of Fund Interests attributed to fee payments or (b) due to the occurrence of a Fund Event pursuant to Fund Linked Conditions 4 or 5 if applicable. Where amounts are to be determined by reference to a Relevant Holding which is less than any minimum holding a Hypothetical Investor may hold, or is a fraction of a Fund Interest or if the Calculation Agent determines it appropriate to reflect hedging arrangements of the Issuer and/or its Affiliates, such determination may be made on an aggregated basis by reference to all Securities then outstanding."; and

- (e) replacing the definition of "Subscription NAV per Fund Interest" therein with the following:

**"Subscription NAV per Fund Interest** means, in respect of a Fund Valuation Date, an amount equal to the subscription price per Fund Interest (including all costs or fees (if any)) that the Calculation Agent determines would be paid by the Hypothetical Investor in the situation where the Hypothetical Investor submits a valid and timely subscription order for the purchase of a number or amount of Fund Interests with respect to such Fund Valuation Date equal to that comprising the Relevant Holding as of such Fund Valuation Date.".

- (iii) 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 by replacing sub-paragraph (a)(i) thereof with the following:

"(i) **Fund Valuation Disruption** occurs if the Fund (or its Fund Service Provider, as applicable) fails for any reason (including, without limitation, as a result of giving effect to any gating, deferral, suspension or other provisions permitting the Fund to delay or refuse redemption of Fund Interests or delay the determination of Fund values) to determine the NAV per Fund Interest as of any date scheduled for the determination thereof (without giving effect to any gating, deferral, suspension or other provisions permitting the Fund to delay or refuse redemption of Fund Interests or delay the determination of Fund values) according to the Fund Documents or as otherwise communicated to the Calculation Agent.".

#### 4. AMENDMENT TO THE FORM OF FINAL TERMS FOR NON-EXEMPT N&C SECURITIES

The Form of Final Terms for Non-Exempt N&C Securities shall be amended as follows:

- (i) Item 31(vi) (*Averaging*) on page 233 of the Base Prospectus shall be amended by replacing it with the following:

"(vi) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates are [            ]]  
[In the event that an Averaging Date is a Disrupted Day,  
[Omission/ Postponement/ Modified Postponement] will  
apply]";

- (ii) Item 32(v) (*Averaging*) on page 237 of the Base Prospectus shall be amended by replacing it with the following:

"(v) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates are [            ]]  
[In the event that an Averaging Date is a Disrupted Day,  
[Omission/ Postponement/ Modified Postponement] will  
apply]";

- (iii) Items 49(ii)(c) (*Knock-in Determination Day*) and 51(iii)(c) (*Knock-in Determination Day*) on pages 265 and 269 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-in Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (iv) Items 49(vi) (*Initial Valuation Type*), 50(iv) (*Initial Valuation Type*), 51(v) (*Initial Valuation Type*), 52(viii) (*Initial Valuation Type*), 53(viii) (*Initial Valuation Type*), 54(viii) (*Initial Valuation Type*) and 55(ix) (*Initial Valuation Type*) on pages 266, 268, 270, 271, 272, 273 and 275 respectively of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that an Initial Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (v) Items 49(ix) (*Final Valuation Type*), 51(vii) (*Final Valuation Type*), 52(x) (*Final Valuation Type*), 53(x) (*Final Valuation Type*) and 54(x) (*Final Valuation Type*) on pages 266, 270, 271, 273 and 274 respectively of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that a Final Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]"; and

- (vi) Items 50(iii)(c) (*Knock-out Determination Day*) and 53(vii)(c) (*Knock-out Determination Day*) on pages 268 and 272 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-out Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]".

## **5. AMENDMENT TO THE FORM OF PRICING SUPPLEMENT FOR EXEMPT N&C SECURITIES**

The Form of Pricing Supplement for Exempt N&C Securities shall be amended as follows:

- (i) Item 32(iv) (*Averaging*) on page 1370 of the Base Prospectus shall be amended by replacing it with the following:

"(iv) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates [in relation to the [*specify relevant value, level or price*]] are [ ].] [*complete and repeat as necessary*]  
[In the event that an Averaging Date is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply.]";

- (ii) Item 33(iv) (*Averaging*) on page 1375 of the Base Prospectus shall be amended by replacing it with the following:

"(iv) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates [in relation to the [*specify relevant value, level or price*]] are [ ].] [*complete and repeat as necessary*]  
[In the event that an Averaging Date is a Disrupted Day, [Omission/Postponement/Modified Postponement] will apply.]";

- (iii) Items 46(ii)(c) (*Knock-in Determination Day*) and 48(iii)(c) (*Knock-in Determination Day*) on pages 1408 and 1412 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-in Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (iv) Items 46(vi) (*Initial Valuation Type*), 47(iv) (*Initial Valuation Type*), 48(v) (*Initial Valuation Type*), 49(viii) (*Initial Valuation Type*), 50(viii) (*Initial Valuation Type*), 51(viii) (*Initial Valuation Type*) and 52(ix) (*Initial Valuation Type*) on pages 1408, 1411, 1413, 1414, 1416, 1417 and 1419 respectively of the Form of Pricing Supplement for Exempt N&C Securities of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that an Initial Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (v) Items 46(ix) (*Final Valuation Type*), 48(vii) (*Final Valuation Type*), 49(x) (*Final Valuation Type*), 50(x) (*Final Valuation Type*) and 51(x) (*Final Valuation Type*) on pages 1409, 1413, 1415, 1417 and 1418 respectively of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that a Final Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]"; and

- (vi) Items 47(iii)(c) (*Knock-out Determination Day*) and 50(vii)(c) (*Knock-out Determination Day*) on pages 1410 and 1416 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-out Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]".

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

There has been no significant change in the financial performance or position of the Issuer since 30 September 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. 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.