

THIRD SUPPLEMENT DATED 16 FEBRUARY 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 **First Supplement**) and a supplement dated 9 January 2026 (the **Second Supplement**, and together with the First 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 (i) a United States Securities and Exchange Commission Form 6-K filing dated 30 January 2026 of an English translation of the NHI Guarantor's reviewed financial summary for the nine months ended 31 December 2025 (the **NHI Guarantor's Financial Summary Form 6-K**) and (ii) a United States Securities and Exchange Commission Form 6-K filing dated 6 February 2026 of the NHI Guarantor's Supplement for Financial Highlights – Nine months ended 31 December 2025 (the **NHI Guarantor's Financial Highlights Form 6-K**).

The NSC Guarantor has recently published an English translation of the NSC Guarantor's unaudited quarterly financial information for the nine months ended 31 December 2025 (the **NSC Guarantor's Quarterly Financial Information**) as referred to in the NHI Guarantor's Financial Summary Form 6-K.

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 5 below.

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 6 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 7 below.

Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities as contained on pages 1025 to 1032 of the Base Prospectus shall be amended as set out at paragraph 8 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 9 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 NSC Guarantor's Quarterly Financial Information, (d) to amend the Form of Final Terms for Non-Exempt N&C Securities, (e) to amend the Terms and Conditions of the N&C Securities, (f) to amend the Terms and Conditions of the French Law N&C Securities, (g) to amend Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities, (h) to amend the Form of Pricing Supplement for Exempt N&C Securities and (i) to update the significant change statement in relation to the Guarantors.

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/2026/main/04/teaserItems2/0/linkList/0/link/260130_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/2026/main/01111119/teaserItems2/0/linkList/0/link/260206.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 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/teaserItems4/0/linkList/0/link/20263q.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.

5. 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 49(x) (*Physical Settlement Value*) on page 267 of the Base Prospectus shall be amended by replacing it with the following:

"(x) Physical Settlement Value: [Applicable/Not Applicable]
[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (*Additional Terms and Conditions for Physical Delivery N&C Securities*) shall apply

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]
Amount:

Cut-Off Date: []

Failure to Deliver due to [Applicable/Not Applicable]
Illiquidity:

Settlement Business Day: []

Issuer's option to vary []]"
Settlement:

- (ii) Item 51(viii) (*Physical Settlement Value*) on page 270 of the Base Prospectus shall be amended by replacing it with the following:

"(viii) Physical Settlement Value: [Applicable/Not Applicable]
[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (*Additional Terms and Conditions for Physical Delivery N&C Securities*) shall apply

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]
Amount:

Cut-Off Date: []

Failure to Deliver due to Illiquidity: [Applicable/Not Applicable]

Settlement Business Day: []

Issuer's option to vary Settlement: []"

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

Condition 7.5.4.11 of the Terms and Conditions of the N&C Securities on page 350 of the Base Prospectus shall be updated by removing the word "Exempt" therein.

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

Condition 7.5.3.11 of the Terms and Conditions of the French Law N&C Securities on page 562 of the Base Prospectus shall be updated by removing the word "Exempt" therein.

8. AMENDMENT OF ANNEX 8 – ADDITIONAL TERMS AND CONDITIONS FOR PHYSICAL DELIVERY N&C SECURITIES

- (i) The introductory paragraph of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 1026 of the Base Prospectus shall be updated by replacing it with the following:

"If specified as applicable in the applicable Final Terms, the terms and conditions applicable to N&C Securities specified in the applicable Final Terms as Physical Delivery N&C Securities shall comprise the terms and conditions of the N&C Securities (the N&C Securities Conditions), the additional Terms and Conditions for Physical Delivery N&C Securities set out below (the Physical Delivery N&C Securities Conditions) together with the Additional Terms and Conditions contained in any of the other Annexes to the Terms and Conditions that are specified in the applicable Final Terms as applying to the N&C Securities and subject, in each case, to completion in the applicable Final Terms or Pricing Supplement (as applicable) and, in the case of Exempt Securities only, supplement or amendment in the applicable Pricing Supplement. In the case of Physical Delivery N&C Securities which are Exempt N&C Securities, in the event of any inconsistency between (i) the N&C Securities Conditions and (ii) the Physical Delivery N&C Securities Conditions, the Physical Delivery N&C Securities Conditions shall prevail. In the case of Physical Delivery N&C Securities which are not Exempt N&C Securities, in the event of any inconsistency between (i) the N&C Securities Conditions and (ii) the Physical Delivery N&C Securities Conditions, the N&C Securities Conditions shall prevail. In the event of any inconsistency between (i) the N&C Securities Conditions and/or the Physical Delivery N&C Securities Conditions and (ii) the applicable Final Terms, the applicable Final Terms shall prevail."

- (ii) The final paragraph of Condition 2 (Delivery of Entitlement and Asset Transfer Notices) of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 1030 of the Base Prospectus shall be updated by replacing it with the following:

"Except in the case of Credit Linked N&C Securities, Reverse Convertible Redemption N&C Securities and Bonus Enhanced Redemption N&C Securities, where the Entitlement is, in the determination of the Issuer, an amount other than an amount of Relevant Assets capable of being delivered, the Securityholders will receive an Entitlement comprising of the nearest number (rounded down) of Relevant Assets capable of being delivered by the Issuer (taking into account that a Holder's entire holding may be aggregated at the Issuer's discretion for the purpose of delivering the Entitlements), and in respect of the amount of Relevant Assets not capable of being delivered, an amount in the Specified Currency which shall be the value of the amount of the Relevant Assets so rounded down, as calculated by the Calculation Agent in its sole discretion from such source(s) as it may select (converted if necessary into the Specified Currency by reference to such exchange rate as the Calculation Agent deems appropriate)."

- (iii) Condition 5 (*Option to Vary Settlement*) of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 1031 of the Base Prospectus shall be updated by replacing it with the following:

"Unless "Issuer's option to vary Settlement" is specified as Not Applicable in the applicable Final Terms, in the case of N&C Securities other than Reverse Convertible Redemption N&C Securities and Bonus Enhanced Redemption N&C Securities, or if "Issuer's option to vary Settlement" is specified as Applicable in the applicable Final Terms in respect of Reverse Convertible Redemption N&C Securities or Bonus Enhanced Redemption N&C Securities, the Issuer has an option to vary settlement in respect of the N&C Securities, the Issuer may at its sole and unfettered discretion in respect of each such N&C Security, elect not to deliver or procure delivery of the Entitlement to the relevant Securityholders, but, in lieu thereof to make payment of the fair value of the Entitlement minus such N&C Security's pro rata share of the cost to the Issuer and/or its Affiliates of unwinding any underlying relating hedging arrangements, all as calculated by the Calculation Agent, on the Maturity Date to the relevant Securityholders. Notification of such election will be given to Securityholders in accordance with N&C Securities Condition 16."

- (iv) The definition of "Relevant Assets" contained in Condition 7 (*Definitions*) of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 1032 of the Base Prospectus shall be updated by replacing it with the following:

"**Relevant Assets** means the security(ies), obligation(s), and/or Deliverable Obligation(s) specified as such in the applicable Final Terms, or, in the case of Reverse Convertible Redemption N&C Securities or Bonus Enhanced Redemption N&C Securities, the relevant Shares."

9. 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 43 (*Physical Delivery N&C Securities*) on page 1406 of the Base Prospectus shall be amended by replacing it with the following:

"43. Physical Delivery N&C Securities: [Applicable – [Secured Securities Condition 7.11 applies. See paragraph 53(xiii) below]/[see paragraph [48]/[49] below]]/Not Applicable]

(Specify that Secured Securities Condition 7.11 applies in the case of Secured Securities where "Physical Delivery of Collateral Assets" is applicable. If not applicable or if paragraph 48 or 49 below applies, delete the remaining subparagraphs of this paragraph)

[Cash Settlement/Physical Delivery/Cash Settlement and/or Physical Delivery]

(If Cash Settlement and/or Physical Delivery specified, specify details for determining in what circumstances Cash Settlement or Physical Delivery will apply)

[The provisions of Annex 8 of the Terms and Conditions *(Additional Terms and Conditions for Physical Delivery N&C Securities)* shall apply.]"

- (ii) Item 46(x) (*Physical Settlement Value*) on page 1409 of the Base Prospectus shall be amended by replacing it with the following:

"(x) Physical Settlement Value: [Applicable/Not Applicable]
[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (Additional Terms and Conditions for Physical Delivery N&C Securities) shall apply

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]
Amount:

Cut-Off Date: []

Failure to Deliver due to [Applicable/Not Applicable]
Illiquidity:

Settlement Business Day: []

Issuer's option to vary []]"

Settlement:

- (iii) Item 48(viii) (*Physical Settlement Value*) on page 1414 of the Base Prospectus shall be amended by replacing it with the following:

"(viii) Physical Settlement Value: [Applicable/Not Applicable]
[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (Additional Terms and Conditions for Physical Delivery N&C Securities) shall apply

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]
Amount:

Cut-Off Date: []

Failure to Deliver due to [Applicable/Not Applicable]
Illiquidity:

Settlement Business Day: []

Issuer's option to vary []"
Settlement:

10. 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 31 December 2025. There has been no significant change in the financial performance or position of the NSC Guarantor since 31 December 2025.

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 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.