

FIFTH SUPPLEMENT DATED 13 MAY 2022 TO THE BASE PROSPECTUS DATED 7 OCTOBER 2021

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD13,000,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 7 October 2021, as previously supplemented by a supplement dated 12 November 2021 (the **First Supplement**), a supplement dated 22 December 2021 (the **Second Supplement**), a supplement dated 22 February 2022 (the **Third Supplement**) and a supplement dated 14 March 2022 (the **Fourth Supplement**, and together with the First Supplement, the Second Supplement and the Third 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 USD13,000,000,000 Note, Warrant and Certificate Programme (the **Programme**) of Nomura International Funding Pte. Ltd. (the **Issuer**). 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 has been approved by the *Commission de Surveillance du Secteur Financier*, as competent authority under the Prospectus Regulation and by the Luxembourg Stock Exchange under Part IV of the Prospectus Act.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the Prior Supplements.

Each of the Issuer, Nomura Holdings, Inc. (the **NHI Guarantor**) and Nomura Securities Co., Ltd. (the **NSC Guarantor** and, together with the NHI 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 a United States Securities and Exchange Commission Form 6-K filing dated 26 April 2022 of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2022 (the **NHI Financial Summary Form 6-K**).

On 26 April 2022, the NSC Guarantor published an English translation of the NSC Guarantor's unaudited financial information for the year ended 31 March 2022 (the **NSC Guarantor's Financial Information**) as referred to in the NHI Financial Summary Form 6-K.

The purpose of this Supplement is to (a) incorporate by reference the NHI Financial Summary Form 6-K; (b) incorporate by reference the NSC Guarantor's Financial Information and (c) update the significant change statements in relation to the Guarantors.

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

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

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

https://www.nomuraholdings.com/investor/library/sec/6k/220426/220426_1.pdf

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

As such:

- (i) the following text shall be added on page 106 of the Base Prospectus (as amended by the Prior Supplements) immediately following the existing paragraph (bb):

“(cc) the Form 6-K of the NHI Guarantor dated 26 April 2022, of an English translation of the NHI Guarantor’s unaudited financial summary for the year ended 31 March 2022 (but excluding any documents incorporated therein) (available at https://www.nomuraholdings.com/investor/library/sec/6k/220426/220426_1.pdf);” and

- (ii) the following additional section shall be added at the end of the Nomura Holdings, Inc. section of the table of cross-references which ends on page 108 of the Base Prospectus:

Form 6-K for the year ended 31 March 2022	
Consolidated Balance Sheets (Unaudited)	Pages 6 to 7
Consolidated Statements of Income (Unaudited)	Page 8
Consolidated Statements of Comprehensive Income (Unaudited)	Page 9
Consolidated Statements of Changes in Equity (Unaudited)	Page 10
Consolidated Statements of Cash Flows (Unaudited)	Page 11
Note with respect to the Assumption as a Going Concern	Page 12
Notes to the Consolidated Financial Statements (Unaudited)	Pages 13 to 14
Other Financial Information	Pages 15 to 16

3. PUBLICATION OF THE NSC GUARANTOR'S FINANCIAL INFORMATION

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

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

https://www.nomuraholdings.com/company/group/nsc/pdf/2022_4q.pdf

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

As such:

- (i) the following text shall be added on page 106 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (cc) (inserted as described at paragraph 2(i) above):

“(dd) the English translation of the Japanese language unaudited financial information of the NSC Guarantor for the year ended 31 March 2022 as published on 26 April 2022 (available at https://www.nomuraholdings.com/company/group/nsc/pdf/2022_4q.pdf);” and

- (ii) the following additional section shall be added at the end of the Nomura Securities Co., Ltd section of the table of cross-references which ends on page 109 of the Base Prospectus:

Unaudited Financial Information for the year ended 31 March 2022 (English translation)	
Unaudited Unconsolidated Balance Sheets	Page 1
Unaudited Unconsolidated Statements of Income	Page 1
Unaudited Unconsolidated Statements of Income – Quarterly Comparatives	Page 2
Unaudited Supplementary Information	Page 3

4. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

The paragraphs under the heading “6. Significant Change” on page 817 of the Base Prospectus (as amended by the Prior Supplements) shall be deemed deleted and replaced with the following:

“There has been no significant change in the financial performance or position of the Issuer since 31 December 2021.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 March 2022.

There has been no significant change in the financial performance or position of the NSC Guarantor since 31 March 2022.”

5. 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.

This Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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.