

**FIFTH SUPPLEMENT DATED 16 SEPTEMBER 2021 TO THE BASE PROSPECTUS DATED 22 FEBRUARY 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 22 February 2021, as previously supplemented by a supplement dated 11 March 2021 (the **First Supplement**), a supplement dated 9 April 2021 (the **Second Supplement**) a supplement dated 28 May 2021 (the **Third Supplement**) and a supplement dated 13 August 2021 (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 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 2019.

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 Issuer has recently published its unaudited condensed interim financial statements for the three months ended 30 June 2021 (the **Issuer's Interim Financial Statements**).

The NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 26 August 2021 of an English translation of the NHI Guarantor's unaudited Quarterly Securities Report for the three months ended 30 June 2021 (the **NHI Guarantor's Form 6-K**).

The purpose of this Supplement is to (a) incorporate by reference the Issuer's Interim Financial Statements, (b) incorporate by reference the NHI Guarantor's Form 6-K and (c) update the significant change statements.

### **2. PUBLICATION OF THE ISSUER'S INTERIM FINANCIAL STATEMENTS**

The Issuer has recently published the Issuer's Interim Financial Statements.

A copy of the Issuer's Interim Financial Statements is available at:

<https://www.nomuranow.com/portal/site/login/en-gb/resources/upload/Nomura-International-Funding-Pte-Ltd-Interim-30Jun2021.pdf>

By virtue of this Supplement, the Issuer's Interim Financial Statements are incorporated by reference in, and form part of, the Base Prospectus.

As such:

- (i) the following text shall be added on page 105 of the Base Prospectus (as amended by the Prior Supplements) immediately following the existing paragraph (dd):

“(ee) the Unaudited Condensed Interim Financial Statements of the Issuer for the three months ended 30 June 2021 (available at <https://www.nomuranow.com/portal/site/login/en-gb/resources/upload/Nomura-International-Funding-Pte-Ltd-Interim-30Jun2021.pdf>);”;

- (ii) the following additional section shall be added at the end of the Nomura International Funding Pte. Ltd. section of the table of cross-references which ends on page 106 of the Base Prospectus:

<b>Unaudited Condensed Interim Financial Statements of the Issuer for the three months ended 30 June 2021</b>	
Director's Report	Pages 1 to 2
Independent Review Report	Page 3
Condensed Interim Statement of Comprehensive Income	Page 4
Condensed Interim Balance Sheet	Page 5
Condensed Interim Statement of Changes in Equity	Page 6
Condensed Interim Cash Flow Statement	Page 7
Notes to the Condensed Interim Financial Statements	Pages 8 to 38

### **3. PUBLICATION OF THE NHI GUARANTOR'S FORM 6-K**

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

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

<https://www.nomuraholdings.com/investor/library/sec/6k/210826/210826.pdf>

By virtue of this Supplement, the NHI Guarantor's 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 105 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (ee) (inserted as described at paragraph 2(i) above):

“(aa) the Form 6-K of the NHI Guarantor dated 26 August 2021, of an English translation of the NHI Guarantor’s unaudited Quarterly Securities Report for the three months ended 30 June 2021 (but excluding any documents incorporated therein) (available at <https://www.nomuraholdings.com/investor/library/sec/6k/210826/210826.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 107 of the Base Prospectus:

<b>Form 6-K for the three months ended 30 June 2021</b>	
Consolidated Balance Sheets (Unaudited)	Pages 23 to 25
Consolidated Statements of Income (Unaudited)	Page 26
Consolidated Statements of Comprehensive Income (Unaudited)	Page 27
Consolidated Statements of Changes in Equity (Unaudited)	Page 28
Consolidated Statements of Cash Flows (Unaudited)	Pages 29 to 30
Notes to the Consolidated Financial Statements (Unaudited)	Pages 31 to 104
Quarterly Review Report of Independent Auditor (English translation)	Pages 105 to 106

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

The paragraphs under the heading “6. Significant Change” on page 809 of the Base Prospectus 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 30 June 2021.

There has been no significant change in the financial or trading position of the NHI Guarantor or the Nomura Group since 30 June 2021.

There has been no significant change in the financial or trading position of the NSC Guarantor since 30 June 2021.”

## 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, 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 Prior Supplements.

This Supplement will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://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.