

SECOND SUPPLEMENT DATED 9 APRIL 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**) 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 First Supplement.

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 29 March 2021 disclosing (i) a News Release entitled “Possible Loss Arising from Business Activities” detailing an event that occurred that could subject one of its US subsidiaries to a significant loss arising from transactions with a US client and (ii) a News Release entitled “Cancellation of Issuance of US Dollar Senior Notes” detailing the cancellation of an issuance of US dollar Senior Notes due to an event that occurred after pricing (the **NHI News Release Form 6-K**).

Pursuant to the statement published by Rating and Investment Information, Inc. (**R&I Japan**) on 31 March 2021, the disclosure on page 3 of the Base Prospectus referring to credit ratings shall be amended.

The purpose of this Supplement is to (a) incorporate by reference the NHI News Release Form 6-K; (b) update the credit ratings disclosure; (c) update the significant change statements and (d) update the material adverse change statements.

2. PUBLICATION OF THE NHI NEWS RELEASE FORM 6-K

The NHI Guarantor has recently published the NHI News Release Form 6-K.

A copy of the NHI News Release Form 6-K is available at:

<https://www.nomuraholdings.com/investor/library/sec/6k/210329/210329.pdf>

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

As such the following text shall be added on page 105 of the Base Prospectus (as amended by the First Supplement) immediately following the existing paragraph (t):

“(u) the Form 6-K of the NHI Guarantor dated 29 March 2021, containing (i) a News Release entitled “Possible Loss Arising from Business Activities” and (ii) a News Release entitled “Cancellation of Issuance of US Dollar Senior Notes” (available at <https://www.nomuraholdings.com/investor/library/sec/6k/210329/210329.pdf>) (the **NHI News Release Form 6-K**);”.

3. UPDATE OF CREDIT RATINGS

As of 31 March 2021, the ratings of the NHI Guarantor as issued by R&I Japan have been updated.

As such, the paragraph beginning “The long-term debt of the NHI Guarantor” on page 4 of the Base Prospectus is deemed to be deleted in its entirety and replaced with the following:

“The long-term debt of the NHI Guarantor has been rated BBB+ by S&P Global Ratings Japan Inc. (**S&P Japan**), Baa1 by Moody's Japan K.K. (**Moody's Japan**), A- by Fitch Ratings Japan Limited (**Fitch Japan**), A by Rating and Investment Information, Inc. (**R&I Japan**) and AA- by Japan Credit Rating Agency, Ltd. (**JCR**).”

4. UPDATE OF THE SIGNIFICANT CHANGE STATEMENT

The paragraphs under the heading “6. Significant Change” on page 809 of the Base Prospectus shall be deemed deleted and replaced with the following:

“Save as disclosed in the NHI News Release Form 6-K, there has been no significant change in the financial performance or position of the Issuer since 31 December 2020.

Save as disclosed in the NHI News Release Form 6-K, there has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 December 2020.

Save as disclosed in the NHI News Release Form 6-K, there has been no significant change in the financial performance or position of the NSC Guarantor since 31 December 2020.”

5. UPDATE OF THE MATERIAL ADVERSE CHANGE STATEMENTS

The paragraphs under the heading “7. Material Adverse Change” on page 809 of the Base Prospectus shall be deemed deleted and replaced with the following:

“Save as disclosed in the NHI News Release Form 6-K, there has been no material adverse change in the prospects of the Issuer since 31 March 2020.

Save as disclosed in the NHI News Release Form 6-K, there has been no material adverse change in the prospects of the Guarantors since 31 March 2020.”

6. 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 First 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.

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.