

**THIRD SUPPLEMENT DATED 28 MAY 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**) and a supplement dated 9 April 2021 (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 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 NHI Guarantor has recently published (i) a United States Securities and Exchange Commission Form 6-K filing dated 27 April 2021 disclosing a News Release entitled "Update on 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 (the **27 April 2021 NHI News Release Form 6-K**) and (ii) a United States Securities and Exchange Commission Form 6-K filing dated 18 May 2021 disclosing a News Release entitled "Nomura Completes Unwinding of Positions Related to Loss Arising from Transactions with US Client" further detailing the loss suffered by one of its US subsidiaries arising from transactions with a US client (the **18 May 2021 NHI News Release Form 6-K**).

The 27 April 2021 NHI News Release Form 6-K and the 18 May 2021 NHI News Release Form 6-K should be read in conjunction with a previously published United States Securities and Exchange Commission Form 6-K filing dated 29 March 2021 disclosing a News Release entitled "Possible Loss Arising from Business Activities" which is available at <https://www.nomuraholdings.com/investor/library/sec/6k/210329/210329.pdf>, as previously incorporated by reference in the Second Supplement (the **29 March 2021 NHI News Release Form 6-K**, and together with the 27 April 2021 NHI News Release Form 6-K and the 18 May 2021 NHI News Release Form 6-K, the **NHI News Release Form 6-Ks**).

The NHI Guarantor has also recently published a United States Securities and Exchange Commission Form 6-K filing dated 27 April 2021 of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2021 (the **NHI Financial Summary Form 6-K**).

On 27 April 2021, the NSC Guarantor published an English translation of the NSC Guarantor's unaudited financial information for the year ended 31 March 2021 (the **NSC Guarantor's Financial Information**) as referred to in the NHI Financial Summary Form 6-K.

The section entitled "Risk Factors" as contained on pages 21 to 88 of the Base Prospectus shall be amended as set out at paragraph 6 below.

The Terms and Conditions of the N&C Securities as contained on pages 199 to 324 of the Base Prospectus shall be amended as set out at paragraph 7 below.

The Terms and Conditions of the W&C Securities as contained on pages 346 to 406 of the Base Prospectus shall be amended as set out at paragraph 8 below.

The purpose of this Supplement is to (a) incorporate by reference the 27 April 2021 NHI News Release Form 6-K; (b) incorporate by reference the 18 May 2021 NHI News Release Form 6-K; (c) incorporate by reference the NHI Financial Summary Form 6-K; (d) incorporate by reference the NSC Guarantor's Financial Information; (e) amend the section entitled "Risk Factors"; (f) amend the Terms and Conditions of the N&C Securities; (g) amend the Terms and Conditions of the W&C Securities; (h) update the significant change statements and (i) update the material adverse change statements.

## **2. PUBLICATION OF THE 27 APRIL 2021 NHI NEWS RELEASE FORM 6-K**

The NHI Guarantor has recently published the 27 April 2021 NHI News Release Form 6-K.

A copy of the 27 April 2021 NHI News Release Form 6-K is available at:

[https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427\\_2.pdf](https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427_2.pdf)

By virtue of this Supplement, page 8 of the 27 April 2021 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 Prior Supplements) immediately following the existing paragraph (u):

“(v) page 8 of the Form 6-K of the NHI Guarantor dated 27 April 2021, containing a News Release entitled “Update on Loss Arising from Business Activities” (available at [https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427\\_2.pdf](https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427_2.pdf)) (the **27 April 2021 NHI News Release Form 6-K**);”.

## **3. PUBLICATION OF THE 18 MAY 2021 NHI NEWS RELEASE FORM 6-K**

The NHI Guarantor has recently published the 18 May 2021 NHI News Release Form 6-K.

A copy of the 18 May 2021 NHI News Release Form 6-K is available at:

<https://www.nomuraholdings.com/investor/library/sec/6k/210518/210518.pdf>

By virtue of this Supplement, the 18 May 2021 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 Prior Supplements) immediately following the existing paragraph (v) (inserted as described at paragraph 2 above):

“(w) the Form 6-K of the NHI Guarantor dated 18 May 2021, containing a News Release entitled “Nomura Completes Unwinding of Positions Related to Loss Arising from Transactions with US Client” (available at <https://www.nomuraholdings.com/investor/library/sec/6k/210518/210518.pdf>) (the **18 May 2021 NHI News Release Form 6-K**);”.

#### 4. 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/210427/210427\\_1.pdf](https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427_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 105 of the Base Prospectus immediately following the existing paragraph (w) (inserted as described at paragraph 3 above):

"(x) the Form 6-K of the NHI Guarantor dated 27 April 2021, of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2021 (available at [https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427\\_1.pdf](https://www.nomuraholdings.com/investor/library/sec/6k/210427/210427_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 107 of the Base Prospectus:

<b>Form 6-K for the year ended 31 March 2021</b>	
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
Changes in Accounting Policies	Page 12
Notes to the Consolidated Financial Statements (Unaudited)	Pages 13 to 14
Other Financial Information	Pages 15 to 16

## 5. 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/2021\\_4q.pdf](https://www.nomuraholdings.com/company/group/nsc/pdf/2021_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 105 of the Base Prospectus immediately following the new paragraph (x) (inserted as described at paragraph 4(i) above):
  - "(y) the English translation of the Japanese language unaudited financial information of the NSC Guarantor for the year ended 31 March 2021 as published on 27 April 2021 (available at [https://www.nomuraholdings.com/company/group/nsc/pdf/2021\\_4q.pdf](https://www.nomuraholdings.com/company/group/nsc/pdf/2021_4q.pdf)); and"; 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 108 of the Base Prospectus:

<b>Unaudited Financial Information for the year ended 31 March 2021 (English translation)</b>	
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

## 6. AMENDMENT OF THE RISK FACTORS SECTION

The section entitled "Risk Factors" shall be amended by deleting the first paragraph under the heading "*Administrator/Benchmark Event*" under risk category 7 entitled "*Risks relating to Securities linked to or that reference a financial benchmark*" on page 48 of the Base Prospectus and replacing it with the following:

*Administrator/Benchmark Event*

An Administrator/Benchmark Event may occur with respect to a relevant benchmark other than an interest rate to which Vanilla Floating Rate N&C Securities relate on a modification or cessation of a benchmark, a failure of or failure to retain relevant authorisations required in relation to the benchmark or its administrator, it no longer being commercially reasonable to continue use of the relevant benchmark, the benchmark being superseded or no longer meeting relevant industry standards or, certain licensing restrictions or changes occurring in relation to use of the relevant benchmark or a relevant supervisor officially announces the benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored provided that certain hedging and market practice conditions are then met. In these circumstances the Issuer may in its discretion take a range of actions including:"

## **7. AMENDMENT OF THE TERMS AND CONDITIONS OF THE N&C SECURITIES**

Sub-paragraph (3) under the definition of "*Benchmark Transition Event*" under Condition 6.3.8.3 of the Terms and Conditions of the N&C Securities on page 232 of the Base Prospectus is deemed to be deleted and replaced with the following:

"(3) the regulatory supervisor for the administrator and/or sponsor of a Relevant Benchmark (a) has determined and announced that the Relevant Benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored and (b) is aware that certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts have been or are engaged."

Sub-paragraph (5) under the definition of "*Administrator/Benchmark Event*" under Condition 8.12 of the Terms and Conditions of the N&C Securities on page 256 of the Base Prospectus is deemed to be deleted and replaced with the following:

"(5) the regulatory supervisor for the administrator and/or sponsor of a relevant Benchmark (i) has determined and announced that the relevant Benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored and (ii) is aware that certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts have been or are engaged."

## **8. AMENDMENT OF THE TERMS AND CONDITIONS OF THE W&C SECURITIES**

Sub-paragraph (5) under the definition of "*Administrator/Benchmark Event*" under Condition 5.3 of the Terms and Conditions of the W&C Securities on page 381 of the Base Prospectus is deemed to be deleted and replaced with the following:

"(5) the regulatory supervisor for the administrator and/or sponsor of a relevant Benchmark (i) has determined and announced that the relevant Benchmark is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality it is intended to measure and representativeness will not be restored and (ii) is aware that certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts have been or are engaged."

## **9. 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:

"Save as disclosed in the NHI News Release Form 6-Ks, 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-Ks, there has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 March 2021.

Save as disclosed in the NHI News Release Form 6-Ks, there has been no significant change in the financial performance or position of the NSC Guarantor since 31 March 2021."

## **10. 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-Ks, 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-Ks, there has been no material adverse change in the prospects of the Guarantors since 31 March 2020.”

## **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.

This Supplement will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer (<https://www.nomuranow.com/portal/site/nnextranet/en/regulatory-disclosures/>).

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.