

**SECOND SUPPLEMENT DATED 14 DECEMBER 2022 TO THE BASE PROSPECTUS DATED 6 OCTOBER 2022**

# **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 6 October 2022 as previously supplemented by a supplement dated 24 November 2022 (the **Prior 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(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 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 Issuer has recently published its unaudited condensed interim financial statements for the six months period ended 30 September 2022 (the **Issuer's Interim Financial Statements**).

The purpose of this Supplement is (a) to incorporate by reference the Issuer's Interim Financial Statements and (b) to update the significant change statement in relation to the Issuer.

### **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/public/en-gb/resources/upload/Nomura-International-Funding-Pte-Ltd-Interim-30Sep2022.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 108 of the Base Prospectus (as amended by the Prior Supplement) immediately following the existing paragraph (w):

- "(x) the Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2022 (available at <https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/Nomura-International-Funding-Pte-Ltd-Interim-30Sep2022.pdf>);"; and
- (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 110 of the Base Prospectus:

<b>Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2022</b>	
Director's Report	Pages 1 to 2
Independent Review Report	Page 3
Condensed Interim Statement of Comprehensive Income	Pages 4 to 5
Condensed Interim Balance Sheet	Page 6
Condensed Interim Statement of Changes in Equity	Page 7
Condensed Interim Cash Flow Statement	Page 8
Notes to the Condensed Interim Financial Statements	Pages 9 to 39

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

The paragraphs under the heading "6. Significant Change" on page 871 of the Base Prospectus (as amended by the Prior Supplement) 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 September 2022.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 30 September 2022.

There has been no significant change in the financial performance or position of the NSC Guarantor since 30 September 2022."

### **4. 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 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 and any documents incorporated by reference herein 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.