

THIRD SUPPLEMENT DATED 16 MARCH 2023 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 **First Supplement**) and a supplement dated 14 December 2022 (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(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 Issuer has recently published its unaudited condensed interim financial statements for the nine months period ended 31 December 2022 (the **Issuer's Interim Financial Statements**).

The NHI Guarantor has recently published (i) a United States Securities and Exchange Commission Form 6-K filing dated 1 February 2023 of an English translation of the NHI Guarantor's unaudited financial summary for the nine months ended 31 December 2022 (the **NHI Guarantor's Financial Summary Form 6-K**) and (ii) a United States Securities and Exchange Commission Form 6-K filing dated 17 February 2023 of an English translation of the NHI Guarantor's unaudited Quarterly Securities Report for the nine months ended 31 December 2022 (the **NHI Guarantor's Quarterly Securities Report Form 6-K**).

The NSC Guarantor has recently published an English translation of its unaudited quarterly financial information for the nine months ended 31 December 2022 (the **NSC Guarantor's Quarterly Financial Information**) as referred to on page 14 in the NHI Guarantor's Financial Summary Form 6-K.

The purpose of this Supplement is (a) to incorporate by reference the Issuer's Interim Financial Statements, (b) to incorporate by reference the NHI Guarantor's Financial Summary Form 6-K, (c) to incorporate by reference the NHI Guarantor's Quarterly Securities Report Form 6-K, (d) to incorporate by reference the NSC Guarantor's Quarterly Financial Information and (e) to update the significant change statements in relation to the Issuer and the Guarantors.

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/nif-interim-financial-statement-31Dec2022.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 Supplements) immediately following the existing paragraph (x):

"(y) the Unaudited Condensed Interim Financial Statements of the Issuer for the nine months period ended 31 December 2022 (available at <https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/nif-interim-financial-statement-31Dec2022.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:

| Unaudited Condensed Interim Financial Statements of the Issuer for the nine months period ended 31 December 2022 | |
|---|---------------|
| 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. PUBLICATION OF THE NHI GUARANTOR'S FINANCIAL SUMMARY FORM 6-K

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

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

https://www.nomuraholdings.com/investor/library/sec/6k/230201/230201_1.pdf

By virtue of this Supplement, the NHI Guarantor's 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 108 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (y) (inserted as described at paragraph 2(i) above):

“(z) the Form 6-K of the NHI Guarantor dated 1 February 2023, of an English translation of the NHI Guarantor’s unaudited financial summary for the nine months ended 31 December 2022 (but excluding any documents incorporated therein) (available at https://www.nomuraholdings.com/investor/library/sec/6k/230201/230201_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 111 of the Base Prospectus:

| Financial Summary Form 6-K for the nine months ended 31 December 2022 | |
|--|--------------|
| Consolidated Balance Sheets (Unaudited) | Pages 6 to 7 |
| Consolidated Statements of Income (Unaudited) | Page 8 |
| Consolidated Statements of Comprehensive Income (Unaudited) | Page 9 |
| Note with respect to the Assumption as a Going Concern (Unaudited) | Page 9 |
| Segment Information – Operating Segment (Unaudited) | Page 10 |
| Significant Changes in Equity (Unaudited) | Page 11 |

4. PUBLICATION OF THE NHI GUARANTOR'S QUARTERLY SECURITIES REPORT FORM 6-K

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

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

<https://www.nomuraholdings.com/investor/library/sec/6k/230217/230217.pdf>

By virtue of this Supplement, the NHI Guarantor's Quarterly Securities Report 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 108 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (z) (inserted as described at paragraph 3(i) above):

“(aa) the Form 6-K of the NHI Guarantor dated 17 February 2023, of an English translation of the NHI Guarantor’s unaudited Quarterly Securities Report for the nine months ended 31 December 2022 (but excluding any documents incorporated therein) (available at <https://www.nomuraholdings.com/investor/library/sec/6k/230217/230217.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 111 of the Base Prospectus:

| Quarterly Securities Report Form 6-K for the nine months ended 31 December 2022 | |
|--|------------------|
| Consolidated Balance Sheets (Unaudited) | Pages 21 to 23 |
| Consolidated Statements of Income (Unaudited) | Pages 24 to 25 |
| Consolidated Statements of Comprehensive Income (Unaudited) | Page 26 |
| Consolidated Statements of Changes in Equity (Unaudited) | Pages 27 to 28 |
| Consolidated Statements of Cash Flows (Unaudited) | Pages 29 to 30 |
| Notes to the Consolidated Financial Statements (Unaudited) | Pages 31 to 119 |
| Quarterly Review Report of Independent Auditor (English translation) | Pages 120 to 121 |

5. PUBLICATION OF THE NSC GUARANTOR'S QUARTERLY FINANCIAL INFORMATION

The NSC Guarantor has recently published the NSC Guarantor’s Quarterly Financial Information.

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

https://www.nomuraholdings.com/company/group/nsc/pdf/2023_3q.pdf

By virtue of this Supplement, the NSC Guarantor's Quarterly 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 108 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (aa) (inserted as described at paragraph 4(i) above):

“(bb) the English translation of the Japanese language unaudited quarterly financial information for the nine months ended 31 December 2022 of the NSC Guarantor as published on 1 February 2023 (available at https://www.nomuraholdings.com/company/group/nsc/pdf/2023_3q.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 112 of the Base Prospectus:

| Unaudited Quarterly Financial Information for the nine months ended 31 December 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 |

6. 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 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 2022.

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

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

7. 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 and any documents incorporated by reference herein will be published on the website of the Luxembourg Stock Exchange (www.luxse.com).

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.