

SECOND SUPPLEMENT DATED 18 DECEMBER 2023 TO THE BASE PROSPECTUS DATED 20 SEPTEMBER 2023

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 20 September 2023, as previously supplemented by a supplement dated 24 November 2023 (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*, for Non-Exempt Securities only, as competent authority under the Prospectus Regulation and by the Luxembourg Stock Exchange under Part IV of the Prospectus Act. For the avoidance of doubt, the approval of this Supplement by the CSSF does not relate Exempt Securities.

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**), Nomura Securities Co., Ltd. (the **NSC Guarantor**) and in the case of exempt securities only, Nomura International (Hong Kong) Limited (the **NIHK Guarantor** and, together with the NHI Guarantor and the NSC 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 2023 (the **Issuer's Interim Financial Statements**).

With effect on 18 December 2023, the Issuer has increased the Programme limit from USD13,000,000,000 to USD17,000,000,000.

Annex 15 of the Terms and Conditions (Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version) as contained on pages 727 to 805 of the Base Prospectus shall be amended as set out at paragraph 4 below.

The purpose of this Supplement is (a) to incorporate by reference the Issuer's Interim Financial Statements, (b) to disclose the increase in the Programme limit from USD13,000,000,000 to USD17,000,000,000, (c) to amend Annex 15 of the Terms and Conditions and (d) to update the significant change statements 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/nif-interim-financial-statement-30Sep2023.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 113 of the Base Prospectus (as amended by the Prior Supplement) immediately following the existing paragraph (x):

"(y) the Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2023 (available at: <https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/nif-interim-financial-statement-30Sep2023.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 114 of the Base Prospectus:

Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2023	
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 38

3. INCREASE IN THE AGGREGATE NOMINAL AMOUNT OF THE PROGRAMME

Pursuant to the Programme Agreement, the maximum aggregate nominal amount of N&C Securities issued by the Issuer which may be outstanding from time to time under the Programme was increased from USD13,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) to USD17,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) with effect on and from 18 December 2023. From the date of this Supplement, all references in the Base Prospectus to "USD13,000,000,000" shall be deemed to be references to "USD17,000,000,000".

The increase in the maximum aggregate nominal amount of N&C Securities issued by the Issuer which may be outstanding from time to time under the Programme has been authorised by a resolution of the Board of the Issuer and has been approved by each of the Guarantors.

4. AMENDMENT TO ANNEX 15 OF THE TERMS AND CONDITIONS (ADDITIONAL TERMS AND CONDITIONS FOR CREDIT LINKED SECURITIES (2014 ISDA CREDIT DERIVATIVES DEFINITIONS VERSION))

The definition of "Credit Event Resolution Request Date" in Credit Linked Condition 13 (Definitions) of Annex 15 of the Terms and Conditions (Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version)) on page 748 of the Base Prospectus will be deleted and the following substituted therefor:

"Credit Event Resolution Request Date means, with respect to a DC Credit Event Question, the date, as publicly announced by the DC Secretary, that the relevant Credit Derivatives Determinations Committee Resolves to be the date on which the DC Credit Event Question was effective and on which the relevant Credit Derivatives Determinations Committee was in possession of Publicly Available Information with respect to such DC Credit Event Question."

5. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

The paragraphs under the heading "6. Significant Change" on page 911 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 2023.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 30 September 2023.

There has been no significant change in the financial performance or position of the NSC Guarantor since 30 September 2023."

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 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.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.

The amendments included in this Supplement shall only apply to Non-Exempt Securities and Exempt Securities which are issued on or after the date of approval of this Supplement.