

FIFTH SUPPLEMENT DATED 18 JUNE 2025 TO THE BASE PROSPECTUS DATED 19 SEPTEMBER 2024

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD20,000,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 19 September 2024, as previously supplemented by a supplement dated 22 November 2024 (the **First Supplement**), a supplement dated 20 December 2024 (the **Second Supplement**), a supplement dated 3 March 2025 (the **Third Supplement**) and a supplement dated 14 May 2025 (the **Fourth Supplement**, and together with the First Supplement, the Second Supplement and Third 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 USD20,000,000,000 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 to Exempt Securities.

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**), 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 increased its total share capital from USD450,000,000 (comprising of 230,000,000 ordinary shares) to USD550,000,000 (comprising 280,000,000 ordinary shares).

The purpose of this Supplement is to update the disclosure in the "Description of the Issuer" section of the Base Prospectus relating to the Issuer's total share capital.

2. ISSUER SHARE CAPITAL

On 29 May 2025 the Issuer's share capital increased from USD450,000,000 comprising of 230,000,000 ordinary shares to USD550,000,000 comprising of 280,000,000 ordinary shares.

The first paragraph under the heading "Major Shareholders" on page 852 of the Base Prospectus shall be deleted and replaced with the following:

"The Issuer has a total share capital of US\$550,000,000 comprising of 280,000,000 ordinary shares. All issued shares are held by Nomura Holdings, Inc.. The issued capital of the Issuer has been fully paid up."

3. 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.

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.