

**SECOND SUPPLEMENT DATED 20 DECEMBER 2024 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 **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 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 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 2024 (the **Issuer's Interim Financial Statements**).

The Terms and Conditions of the N&C Securities as contained on pages 222 to 407 of the Base Prospectus shall be amended as set out at paragraph 3 below.

The purpose of this Supplement is (a) to incorporate by reference the Issuer's Interim Financial Statements, (b) to amend the Terms and Conditions of the N&C Securities and (c) 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-Q2-Financial-Statements-for-the-period-ended-30092024.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 (aa):
- "(bb) the Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2024 (available at: <https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/NIF-Q2-Financial-Statements-for-the-period-ended-30092024.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:

<b>Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2024</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 Statement of Financial Position	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 36

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

- (a) The definition of Final Redemption Amount as set out in Condition 22.2.10 (c) (*Zero Recovery Basket Credit Linked N&C Securities*) on page 364 of the Base Prospectus shall be updated and replaced with the following:

**"Final Redemption Amount** means, in respect of each nominal amount of N&C Securities equal to the Calculation Amount, an amount in the Specified Currency calculated by the Calculation Agent equal the sum of (a) to the Outstanding Nominal Amount as of the Maturity Date and (b) the product of the Outstanding Nominal Amount as of the Maturity Date and the Final Redemption Percentage. For the avoidance of doubt if the Outstanding Nominal Amount as of the Maturity Date is zero, no amounts will be payable on the Maturity Date."

- (b) The definition of Final Redemption Amount as set out in Condition 22.2.16 (b) (*Tranched Zero Recovery Credit Linked N&C Securities*) on page 378 of the Base Prospectus shall be updated and replaced with the following:

**"Final Redemption Amount"** means, in respect of each nominal amount of N&C Securities equal to the Calculation Amount, an amount in the Specified Currency calculated by the Calculation Agent equal to the sum of (a) the Final Redemption Nominal Amount and (b) the product of the Outstanding Nominal Amount as of the Maturity Date and the Final Redemption Percentage. For the avoidance of doubt other than in the case of Non-Interest Bearing Accreter Upside Risk N&C Securities, if the Outstanding Nominal Amount as of the Maturity Date is zero, no amounts will be payable on the Maturity Date."

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

The paragraphs under the heading "6. Significant Change" on page 919 of the Base Prospectus (as amended by the Prior Supplement) shall be updated and replaced with the following:

"There has been no significant change in the financial performance or position of the Issuer since 30 September 2024.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 30 September 2024.

There has been no significant change in the financial performance or position of the NSC Guarantor since 30 September 2024."

#### **5. 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](http://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.