

THIRD SUPPLEMENT DATED 3 MARCH 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**) and a supplement dated 20 December 2024 (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 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 published its unaudited condensed interim financial statements for the nine months period ended 31 December 2024 (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 12 February 2025 of an English translation of the NHI Guarantor's reviewed unaudited financial summary for the nine months ended 31 December 2024 (the **NHI Guarantor's Financial Summary Form 6-K**) and (ii) a United States Securities and Exchange Commission Form 6-K filing dated 13 February 2025 of the NHI Guarantor's Supplement for Financial Highlights – Nine months ended 31 December 2024 (the **NHI Guarantor's Financial Highlights 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 2024 (the **NSC Guarantor's Quarterly Financial Information**) as referred to on page 16 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 Financial Highlights 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-Q3-Financial-Statements-for-the-period-ended-31122024.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 Supplements) immediately following the existing paragraph (bb):

"(cc) the Unaudited Condensed Interim Financial Statements of the Issuer for the nine months period ended 31 December 2024 (available at: <https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/NIF-Q3-Financial-Statements-for-the-period-ended-31122024.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 nine months period ended 31 December 2024	
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 36

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/250212/250212.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.

For the avoidance of doubt, the original Independent Auditor's Interim Review Report related to the unaudited interim consolidated financial information as of and for the nine months ended 31 December 2024 included in the NHI Guarantor's Financial Summary Form 6-K is in Japanese. The English translation included in the NHI Guarantor's Financial Summary Form 6-K is prepared only for readers' convenience. Ernst & Young ShinNihon LLC have not applied any such procedures, nor have they performed an audit on the English language version of the unaudited interim consolidated financial information as of and for the nine months ended 31 December 2024.

As such:

- (i) the following text shall be added on page 113 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (cc) (inserted as described at paragraph 2(i) above):
 - "(dd) the Form 6-K of the NHI Guarantor dated 12 February 2025, of an English translation of the NHI Guarantor's reviewed unaudited financial summary for the nine months ended 31 December 2024 (but excluding any documents incorporated therein) (available at: <https://www.nomuraholdings.com/investor/library/sec/6k/250212/250212.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 115 of the Base Prospectus:

Unaudited Financial Summary Form 6-K for the nine months ended 31 December 2024	
Consolidated Balance Sheets	Pages 6 to 7
Consolidated Statements of Income	Page 8
Consolidated Statements of Comprehensive Income	Page 9
Changes in Accounting Policies	Page 10
Segment Information – Operating Segment	Page 11
Significant Changes in Equity	Page 12
Note with respect to the Assumption as a Going Concern	Page 13
Independent Auditor's Interim Review Report (translation)	Pages 17 to 18

4. PUBLICATION OF THE NHI GUARANTOR'S FINANCIAL HIGHLIGHTS FORM 6-K

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

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

<https://www.nomuraholdings.com/investor/library/sec/6k/250213/250213.pdf>

By virtue of this Supplement, the NHI Guarantor's Financial Highlights 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 113 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (dd) (inserted as described at paragraph 3(i) above):

"(ee) the Form 6-K of the NHI Guarantor dated 13 February 2025, of the NHI Guarantor's Supplement for Financial Highlights - Nine months ended 31 December 2024 (but excluding any documents incorporated therein) (available at: <https://www.nomuraholdings.com/investor/library/sec/6k/250213/250213.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 115 of the Base Prospectus (as amended by paragraph 3(ii) above):

Form 6-K for Supplement Financial Highlights – Nine months ended 31 December 2024	
i.) Financial Position	Cover pages
ii.) Value at Risk	Cover pages
iii.) Number of Employees	Cover pages
Business Segment Information	Pages 1 to 5

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/2025_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 113 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (ee) (inserted as described at paragraph 4(i) above):
- “(ff) the English translation of the Japanese language unaudited quarterly financial information for the nine months ended 31 December 2024 of the NSC Guarantor as published on 12 February 2025 (available at: https://www.nomuraholdings.com/company/group/nsc/pdf/2025_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 116 of the Base Prospectus:

Unaudited Quarterly Financial Information for the nine months ended 31 December 2024 (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 919 of the Base Prospectus (as amended by the Prior Supplements) shall be updated and replaced with the following:

“There has been no significant change in the financial performance or position of the Issuer since 31 December 2024.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 December 2024.

There has been no significant change in the financial performance or position of the NSC Guarantor since 31 December 2024.”

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.

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.