

**SECOND SUPPLEMENT DATED 10 MARCH 2026 TO THE BASE PROSPECTUS DATED 18 SEPTEMBER 2025**

# **NOMURA**

**NOMURA INTERNATIONAL FUNDING PTE. LTD.**

**USD22,000,000,000**

## **NOTE, WARRANT AND CERTIFICATE PROGRAMME**

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 18 September 2025, as previously supplemented by a supplement dated 28 November 2025, (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 USD22,000,000,000 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 nine months period ended 31 December 2025 (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 30 January 2026 of an English translation of the NHI Guarantor's reviewed unaudited financial summary for the nine months ended 31 December 2025 (the **NHI Guarantor's Financial Summary Form 6-K**) and (ii) a United States Securities and Exchange Commission Form 6-K filing dated 6 February 2026 of the NHI Guarantor's Supplement for Financial Highlights – Nine months ended 31 December 2025 (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 2025 (the **NSC Guarantor's Quarterly Financial Information**) as referred to on page 16 in the NHI Guarantor's Financial Summary Form 6-K.

Annex 5 - Additional Terms and Conditions for Fund Linked Securities as contained on pages 847 to 881 of the Base Prospectus shall be amended as set out at paragraph 6 below.

The Form of Final Terms for Non-Exempt N&C Securities as contained on pages 171 to 252 of the Base Prospectus shall be amended as set out at paragraph 7 below.

The Form of Pricing Supplement for Exempt N&C Securities as contained on pages 1197 to 1270 of the Base Prospectus shall be amended as set out at paragraph 8 below.

The Terms and Conditions of the N&C Securities as contained on pages 253 to 467 of the Base Prospectus shall be amended as set out at paragraph 9 below.

The Terms and Conditions of the French Law N&C Securities as contained on pages 468 to 668 of the Base Prospectus shall be amended as set out at paragraph 10 below.

Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities as contained on pages 961 to 968 of the Base Prospectus shall be amended as set out at paragraph 11 below.

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, (e) to amend Annex 5 - Additional Terms and Conditions for Fund Linked Securities, (f) to amend the Form of Final Terms for Non-Exempt N&C Securities, (g) to amend Form of Pricing Supplement for Exempt N&C Securities, (h) to amend the Terms and Conditions of the N&C Securities, (i) to amend the Terms and Conditions of the French Law N&C Securities, (j) to amend Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities and (k) 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-31122025.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 118 of the Base Prospectus (as amended by the Prior Supplement) immediately following the existing paragraph (pp):

"(qq) the Unaudited Condensed Interim Financial Statements of the Issuer for the nine months period ended 31 December 2025 (available at: <https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/NIF-Q3-Financial-Statements-for-the-period-ended-31122025.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 119 of the Base Prospectus:

<b>Unaudited Condensed Interim Financial Statements of the Issuer for the nine months period ended 31 December 2025</b>	
<b>Section</b>	<b>Page(s) (page number(s) of pdf document)</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. 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/en/investor/library/sec/2026/main/04/teaserItems2/0/linkList/0/link/260130\\_1.pdf](https://www.nomuraholdings.com/en/investor/library/sec/2026/main/04/teaserItems2/0/linkList/0/link/260130_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 118 of the Base Prospectus (as amended by the Prior Supplement) immediately following the new paragraph (qq) (inserted as described at paragraph 2(i) above):

"(rr) the Form 6-K of the NHI Guarantor dated 30 January 2026, of an English translation of the NHI Guarantor's reviewed unaudited financial summary for the nine months ended 31 December 2025 (but excluding any documents incorporated therein) (available at: [https://www.nomuraholdings.com/en/investor/library/sec/2026/main/04/teaserItems2/0/linkList/0/link/260130\\_1.pdf](https://www.nomuraholdings.com/en/investor/library/sec/2026/main/04/teaserItems2/0/linkList/0/link/260130_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 121 of the Base Prospectus:

<b>Unaudited Financial Summary Form 6-K for the nine months ended 31 December 2025</b>	
<b>Section</b>	<b>Page(s) (page number(s) of pdf document)</b>
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 10
Significant Changes in Equity	Page 12
Note with respect to the Assumption as a Going Concern	Page 13

#### 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/en/investor/library/sec/2026/main/01111119/teaserItems2/0/linkList/0/link/260206.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 118 of the Base Prospectus (as amended by the Prior Supplement) immediately following the new paragraph (rr) (inserted as described at paragraph 3(i) above):

"(ss) the Form 6-K of the NHI Guarantor dated 6 February 2026, of the NHI Guarantor's Supplement for Financial Highlights - Nine months ended 31 December 2025 (but excluding any documents incorporated therein) (available at: <https://www.nomuraholdings.com/en/investor/library/sec/2026/main/01111119/teaserItems2/0/linkList/0/link/260206.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 121 of the Base Prospectus (as amended by paragraph 3(ii) above):

<b>Form 6-K for Supplement Financial Highlights – Nine months ended 31 December 2025</b>	
<b>Section</b>	<b>Page(s) (page number(s) of pdf document)</b>
i.) Financial Position	Cover pages
ii.) Value at Risk	Cover pages
iii.) Number of Employees	Cover pages

Business Segment Information	Pages 1 to 7
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## 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/en/company/group/nsc/nsc/main/019/teaserItems4/0/linkList/0/link/2026\\_3q.pdf](https://www.nomuraholdings.com/en/company/group/nsc/nsc/main/019/teaserItems4/0/linkList/0/link/2026_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 118 of the Base Prospectus (as amended by the Prior Supplement) immediately following the new paragraph (ss) (inserted as described at paragraph 4(i) above):

“(tt) the English translation of the Japanese language unaudited quarterly financial information for the nine months ended 31 December 2025 of the NSC Guarantor as published on 30 January 2026 (available at:

[https://www.nomuraholdings.com/en/company/group/nsc/nsc/main/019/teaserItems4/0/linkList/0/link/2026\\_3q.pdf](https://www.nomuraholdings.com/en/company/group/nsc/nsc/main/019/teaserItems4/0/linkList/0/link/2026_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 122 of the Base Prospectus:

<b>Unaudited Quarterly Financial Information for the nine months ended 31 December 2025 (English translation)</b>	
<b>Section</b>	<b>Page(s) (page number(s) of pdf document)</b>
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. AMENDMENT OF ANNEX 5 - ADDITIONAL TERMS AND CONDITIONS FOR FUND LINKED SECURITIES

Condition 1 (*Provisions relating to Funds other than Exchange Traded Funds*) of Annex 5 - Additional Terms and Conditions for Fund Linked Securities on pages 848 to 849 of the Base Prospectus shall be updated by replacing the words "the Redemption NAV per Fund Interest" in the second paragraph thereof with the words "a Final Price".

## 7. AMENDMENT TO THE FORM OF FINAL TERMS FOR NON-EXEMPT N&C SECURITIES

The Form of Final Terms for Non-Exempt N&C Securities shall be amended as follows:

- (i) Item 31(v) (*Averaging*) on page 193 of the Base Prospectus shall be amended by replacing it with the following:

"(v) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates are [ ]]  
[In the event that an Averaging Date is a Disrupted Day,  
[Omission/ Postponement/ Modified Postponement] will  
apply]";

- (ii) Item 32(v) (*Averaging*) on page 197 of the Base Prospectus shall be amended by replacing it with the following:

"(v) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates are [ ]]  
[In the event that an Averaging Date is a Disrupted Day,  
[Omission/ Postponement/ Modified Postponement] will  
apply]";

- (iii) Items 46(ii)(c) (*Knock-in Determination Day*) and 48(iii)(c) (*Knock-in Determination Day*) on pages 225 and 229 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-in Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (iv) Items 46(vi) (*Initial Valuation Type*), 47(iv) (*Initial Valuation Type*), 48(v) (*Initial Valuation Type*), 49(viii) (*Initial Valuation Type*), 50(viii) (*Initial Valuation Type*), 51(viii) (*Initial Valuation Type*) and 52(ix) (*Initial Valuation Type*) on pages 225, 227, 229, 230, 232, 233 and 234 respectively of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that an Initial Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (v) Items 46(ix) (*Final Valuation Type*), 48(vii) (*Final Valuation Type*), 49(x) (*Final Valuation Type*), 50(x) (*Final Valuation Type*) and 51(x) (*Final Valuation Type*) on pages 226, 229, 230, 232 and 233 respectively of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that a Final Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]"; and

- (vi) Items 47(iii)(c) (*Knock-out Determination Day*) and 50(vii)(c) (*Knock-out Determination Day*) on pages 227 and 231 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-out Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]".

- (vii) Item 46(x) (*Physical Settlement Value*) on page 226 of the Base Prospectus shall be amended by replacing it with the following:

"(x) Physical Settlement Value: [Applicable/Not Applicable]  
[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (*Additional Terms and Conditions for Physical Delivery N&C Securities*) shall apply

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]  
Amount:

Cut-Off Date: [ ]

Failure to Deliver due to [Applicable/Not Applicable]  
Illiquidity:

Settlement Business Day: [ ]

Issuer's option to vary [ ]]"  
Settlement:

- (viii) Item 48(viii) (*Physical Settlement Value*) on page 230 of the Base Prospectus shall be amended by replacing it with the following:

"(viii) Physical Settlement Value: [Applicable/Not Applicable]  
[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (*Additional Terms and Conditions for Physical Delivery N&C Securities*) shall apply

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]  
Amount:

Cut-Off Date: [ ]

Failure to Deliver due to [Applicable/Not Applicable]  
Illiquidity:

Settlement Business Day: [ ]

Issuer's option to vary [ ]]"  
Settlement:

## 8. AMENDMENT TO THE FORM OF PRICING SUPPLEMENT FOR EXEMPT N&C SECURITIES

The Form of Pricing Supplement for Exempt N&C Securities shall be amended as follows:

- (i) Item 32(iv) (*Averaging*) on pages 1216 to 1217 of the Base Prospectus shall be amended by replacing it with the following:

"(iv) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates [in relation to the [*specify relevant value, level or price*]] are [ ].] [*complete and repeat as necessary*]  
[In the event that an Averaging Date is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply.]";

- (ii) Item 33(iv) (*Averaging*) on page 1222 of the Base Prospectus shall be amended by replacing it with the following:

"(iv) Averaging: Averaging [applies/does not apply] to the N&C Securities  
[The Averaging Dates [in relation to the [*specify relevant value, level or price*]] are [ ].] [*complete and repeat as necessary*]  
[In the event that an Averaging Date is a Disrupted Day, [Omission/Postponement/Modified Postponement] will apply.]";

- (iii) Items 45(ii)(c) (*Knock-in Determination Day*) and 47(iii)(c) (*Knock-in Determination Day*) on pages 1253 and 1256 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-in Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (iv) Items 45(vi) (*Initial Valuation Type*), 46(iv) (*Initial Valuation Type*), 47(v) (*Initial Valuation Type*), 48(viii) (*Initial Valuation Type*), 49(viii) (*Initial Valuation Type*), 50(viii) (*Initial Valuation Type*) and 51(ix) (*Initial Valuation Type*) on pages 1253, 1255, 1257, 1258, 1259, 1260 and 1261 to 1262 respectively of the Form of Pricing Supplement for Exempt N&C Securities of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that an Initial Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]";

- (v) Items 45(ix) (*Final Valuation Type*), 47(vii) (*Final Valuation Type*), 48(x) (*Final Valuation Type*), 49(x) (*Final Valuation Type*) and 50(x) (*Final Valuation Type*) on pages 1253 to 1254, 1257, 1258, 1259 to 1260 and 1260 to 1261 respectively of the Base Prospectus shall be amended by the addition of the following after the words "[[Scheduled Trading Days]/[Fund Valuation Dates]: Applicable]" therein:

"[In the event that a Final Valuation Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]"; and

- (vi) Items 46(iii)(c) (*Knock-out Determination Day*) and 49(vii)(c) (*Knock-out Determination Day*) on pages 1255 and 1259 respectively of the Base Prospectus shall be amended by the addition of the following as the last sentence therein:

"[In the event that a Knock-out Determination Day is a Disrupted Day, [Omission/ Postponement/ Modified Postponement] will apply]".

- (vii) Item 42 (*Physical Delivery N&C Securities*) on page 1251 of the Base Prospectus shall be amended by replacing it with the following:

"42. Physical Delivery N&C Securities: [Applicable – [Secured Securities Condition 7.11 applies. See paragraph 53(xiii) below]/[see paragraph [48]/[49] below]]/Not Applicable]

*(Specify that Secured Securities Condition 7.11 applies in the case of Secured Securities where "Physical Delivery of Collateral Assets" is applicable. If not applicable or if paragraph 48 or 49 below applies, delete the remaining subparagraphs of this paragraph)*

[Cash Settlement/Physical Delivery/Cash Settlement and/or Physical Delivery]

*(If Cash Settlement and/or Physical Delivery specified, specify details for determining in what circumstances Cash Settlement or Physical Delivery will apply)*

[The provisions of Annex 8 of the Terms and Conditions (*Additional Terms and Conditions for Physical Delivery N&C Securities*) shall apply.]"

- (viii) Item 45(x) (*Physical Settlement Value*) on page 1254 of the Base Prospectus shall be amended by replacing it with the following:

"(x) Physical Settlement Value: [Applicable/Not Applicable]  
[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (*Additional Terms and Conditions for Physical Delivery N&C Securities*) shall apply

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]  
Amount:

Cut-Off Date: [ ]

Failure to Deliver due to Illiquidity: [Applicable/Not Applicable]

Settlement Business Day: [ ]

Issuer's option to vary [ ]"  
Settlement:

- (ix) Item 47(viii) (*Physical Settlement Value*) on page 1257 of the Base Prospectus shall be amended by replacing it with the following:

"(viii) Physical Settlement Value: [Applicable/Not Applicable]  
*[If applicable insert: The provisions of Annex 8 of the Terms and Conditions (Additional Terms and Conditions for Physical Delivery N&C Securities) shall apply*

For these purposes:

Assessed Value Payment [Applicable/Not Applicable]  
Amount:

Cut-Off Date: [ ]

Failure to Deliver due to [Applicable/Not Applicable]  
Illiquidity:

Settlement Business Day: [ ]

Issuer's option to vary [ ]"  
Settlement:

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

Condition 7.4.4.11 of the Terms and Conditions of the N&C Securities on page 307 of the Base Prospectus shall be updated by removing the word "Exempt" therein.

## 10. AMENDMENT OF THE TERMS AND CONDITIONS OF THE FRENCH LAW N&C SECURITIES

Condition 7.4.3.11 of the Terms and Conditions of the French Law N&C Securities on page 510 of the Base Prospectus shall be updated by removing the word "Exempt" therein.

## 11. AMENDMENT OF ANNEX 8 – ADDITIONAL TERMS AND CONDITIONS FOR PHYSICAL DELIVERY N&C SECURITIES

- (i) The introductory paragraph of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 962 of the Base Prospectus shall be updated by replacing it with the following:

*"If specified as applicable in the applicable Final Terms, the terms and conditions applicable to N&C Securities specified in the applicable Final Terms as Physical Delivery N&C Securities shall comprise the terms and conditions of the N&C Securities (the N&C Securities Conditions), the additional Terms and Conditions for Physical Delivery N&C Securities set out below (the Physical Delivery N&C Securities Conditions) together with the Additional Terms and Conditions contained in any of the other Annexes to the Terms and Conditions that are specified in the applicable Final Terms as applying to the N&C Securities and subject, in each case, to completion in the applicable Final Terms or Pricing Supplement (as applicable) and, in the case of Exempt Securities only, supplement or amendment in the applicable Pricing Supplement. In the case of Physical Delivery N&C Securities which are Exempt*

*N&C Securities, in the event of any inconsistency between (i) the N&C Securities Conditions and (ii) the Physical Delivery N&C Securities Conditions, the Physical Delivery N&C Securities Conditions shall prevail. In the case of Physical Delivery N&C Securities which are not Exempt N&C Securities, in the event of any inconsistency between (i) the N&C Securities Conditions and (ii) the Physical Delivery N&C Securities Conditions, the N&C Securities Conditions shall prevail. In the event of any inconsistency between (i) the N&C Securities Conditions and/or the Physical Delivery N&C Securities Conditions and (ii) the applicable Final Terms, the applicable Final Terms shall prevail."*

- (ii) The final paragraph of Condition 2 (*Delivery of Entitlement and Asset Transfer Notices*) of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 966 of the Base Prospectus shall be updated by replacing it with the following:

"Except in the case of Credit Linked N&C Securities, Reverse Convertible Redemption N&C Securities and Bonus Enhanced Redemption N&C Securities, where the Entitlement is, in the determination of the Issuer, an amount other than an amount of Relevant Assets capable of being delivered, the Securityholders will receive an Entitlement comprising of the nearest number (rounded down) of Relevant Assets capable of being delivered by the Issuer (taking into account that a Holder's entire holding may be aggregated at the Issuer's discretion for the purpose of delivering the Entitlements), and in respect of the amount of Relevant Assets not capable of being delivered, an amount in the Specified Currency which shall be the value of the amount of the Relevant Assets so rounded down, as calculated by the Calculation Agent in its sole discretion from such source(s) as it may select (converted if necessary into the Specified Currency by reference to such exchange rate as the Calculation Agent deems appropriate)."

- (iii) Condition 5 (*Option to Vary Settlement*) of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 967 of the Base Prospectus shall be updated by replacing it with the following:

"Unless "Issuer's option to vary Settlement" is specified as Not Applicable in the applicable Final Terms, in the case of N&C Securities other than Reverse Convertible Redemption N&C Securities and Bonus Enhanced Redemption N&C Securities, or if "Issuer's option to vary Settlement" is specified as Applicable in the applicable Final Terms in respect of Reverse Convertible Redemption N&C Securities or Bonus Enhanced Redemption N&C Securities, the Issuer has an option to vary settlement in respect of the N&C Securities, the Issuer may at its sole and unfettered discretion in respect of each such N&C Security, elect not to deliver or procure delivery of the Entitlement to the relevant Securityholders, but, in lieu thereof to make payment of the fair value of the Entitlement minus such N&C Security's pro rata share of the cost to the Issuer and/or its Affiliates of unwinding any underlying relating hedging arrangements, all as calculated by the Calculation Agent, on the Maturity Date to the relevant Securityholders. Notification of such election will be given to Securityholders in accordance with N&C Securities Condition 16."

- (iv) The definition of "Relevant Assets" contained in Condition 7 (*Definitions*) of Annex 8 – Additional Terms and Conditions for Physical Delivery N&C Securities on page 968 of the Base Prospectus shall be updated by replacing it with the following:

"**Relevant Assets** means the security(ies), obligation(s), and/or Deliverable Obligation(s) specified as such in the applicable Final Terms, or, in the case of Reverse Convertible Redemption N&C Securities or Bonus Enhanced Redemption N&C Securities, the relevant Shares."

## 12. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

The paragraphs under the heading "6. Significant Change" on page 1195 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 31 December 2025.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 December 2025.

There has been no significant change in the financial performance or position of the NSC Guarantor since 31 December 2025.”

### **13. 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.