

THIRD SUPPLEMENT DATED 21 MAY 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 **First Supplement**) and a supplement dated 10 March 2026 (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 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 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 NHI Guarantor has recently published (i) a United States Securities and Exchange Commission Form 6-K filing dated 24 April 2026 of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2026 (the **NHI Guarantor's Financial Summary Form 6-K**) and (ii) a United States Securities and Exchange Commission Form 6-K filing dated 7 May 2026 of the NHI Guarantor's Supplement for Financial Highlights – Year ended 31 March 2026 (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 year ended 31 March 2026 (the **NSC Guarantor's Quarterly Financial Information**) as referred to on page 17 in the NHI Guarantor's Financial Summary Form 6-K.

With effect on 21 May 2026, the Issuer has increased the Programme limit from USD22,000,000,000 to USD25,000,000,000.

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 Final Terms for Non-Exempt W&C Securities as contained on pages 670 to 693 of the Base Prospectus shall be amended as set out at paragraph 8 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 9 below.

The Form of Pricing Supplement for Preference Share Linked Exempt N&C Securities as contained on pages 1271 to 1291 of the Base Prospectus shall be amended as set out at paragraph 10 below.

The Form of Pricing Supplement for Exempt W&C Securities as contained on pages 1292 to 1332 of the Base Prospectus shall be amended as set out at paragraph 11 below.

The Important Notices section as contained on pages 8 to 14 of the Base Prospectus shall be amended as set out at paragraph 12.

The Offering and Sale section as contained on pages 1164 to 1192 of the Base Prospectus shall be amended as set out at paragraph 13.

The purpose of this Supplement is (a) to incorporate by reference the NHI Guarantor's Financial Summary Form 6-K, (b) to incorporate by reference the NHI Guarantor's Financial Highlights Form 6-K, (c) to incorporate by reference the NSC Guarantor's Quarterly Financial Information, (d) to update the significant change statements in relation to the Guarantors, (e) to disclose the increase in the Programme limit from USD22,000,000,000 to USD25,000,000,000, (f) to amend the Form of Final Terms for Non-Exempt N&C Securities, (g) to amend the Form of Final Terms for Non-Exempt W&C Securities, (h) to amend the Form of Pricing Supplement for Exempt N&C Securities, (i) to amend the Form of Pricing Supplement for Preference Share Linked Exempt N&C Securities, (j) to amend the Form of Pricing Supplement for Exempt W&C Securities, (k) to amend the Important Notices section and (l) to amend the Offering and Sale section.

2. 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/0111111111/teaserItems2/0/linkList/0/link/260424_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 Supplements) immediately following the existing paragraph (tt):

"(uu) the Form 6-K of the NHI Guarantor dated 24 April 2026, of an English translation of the NHI Guarantor's reviewed unaudited financial summary for the year ended 31 March 2026 (but excluding any documents incorporated therein) (available at: https://www.nomuraholdings.com/en/investor/library/sec/2026/main/0111111111/teaserItems2/0/linkList/0/link/260424_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:

Unaudited Financial Summary Form 6-K for the year ended 31 March 2026	
Section	Page(s) (page number(s) of pdf document)
Consolidated Balance Sheets	Pages 6 to 7
Consolidated Statements of Income	Page 8
Consolidated Statements of Comprehensive Income	Page 9
Consolidated Statements of Changes in Equity	Page 10
Consolidated Statements of Cash Flows	Page 11
Note with respect to the Assumption as a Going Concern	Page 12
Changes in Accounting Policies	Page 12
Segment Information – Operating Segment	Pages 13 to 14

3. 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/011111115/teaserItems2/0/linkList/0/link/260507.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 Supplements) immediately following the new paragraph (uu) (inserted as described at paragraph 2(i) above):

"(vv) the Form 6-K of the NHI Guarantor dated 7 May 2026, of the NHI Guarantor's Supplement for Financial Highlights - Year ended 31 March 2026 (but excluding any documents incorporated therein) (available at: <https://www.nomuraholdings.com/en/investor/library/sec/2026/main/011111115/teaserItems2/0/linkList/0/link/260507.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 2(ii) above):

Form 6-K for Supplement Financial Highlights – Year ended 31 March 2026	
Section	Page(s) (page number(s) of pdf document)
i.) Financial Position	Cover pages
ii.) Value at Risk	Cover pages
iii.) Number of Employees	Cover pages
Business Segment Information	Pages 1 to 7

4. 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/teaserItems5/0/linkList/0/link/2026_4q.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 Supplements) immediately following the new paragraph (vv) (inserted as described at paragraph 3(i) above):

“(ww) the English translation of the Japanese language unaudited quarterly financial information for the year ended 31 March 2026 of the NSC Guarantor as published on 24 April 2026 (available at:

https://www.nomuraholdings.com/en/company/group/nsc/nsc/main/019/teaserItems5/0/linkList/0/link/2026_4q.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:

Unaudited Quarterly Financial Information for the year ended 31 March 2025 (English translation)	
Section	Page(s) (page number(s) of pdf document)
Unaudited Unconsolidated Balance Sheets	Page 1
Unaudited Unconsolidated Statements of Income	Page 1
Unaudited Unconsolidated Statements of Income – Quarterly Comparatives	Page 2

5. 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 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 2025.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 March 2026.

There has been no significant change in the financial performance or position of the NSC Guarantor since 31 March 2026.”

6. 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 USD22,000,000,000 to (or its equivalent in other currencies calculated as described in the Programme Agreement) to USD25,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) with effect on and from 21 May 2026. From the date of this Supplement, all references in the Base Prospectus to "USD22,000,000,000" shall be deemed to be references to "USD25,000,000,000".

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.

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) The paragraph beginning "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS**" together with the subsequent two paragraphs on pages 171-172 of the Base Prospectus shall be amended by replacing it with the following:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (**UK**) [other than during the UK Retail Compliant Sales Period specified in Part B below].

For these purposes, a **retail investor** means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

[A disclosure document as required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has only been prepared for the purposes of use during the UK Retail Compliant Sales Period.]* No

disclosure document [required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK]** has been prepared [for use at any other time]*. Consequently offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK [other than during the UK Retail Compliant Sales Period]* may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]]*** [The amount payable to Securityholders is not subject to fluctuations because of exposure to any reference value or to the performance of one of more assets that are not directly purchased by the Securityholders and as such, no disclosure document is required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK. Consequently no such disclosure document has been prepared for the purposes of use in the UK at any time [(for the avoidance of doubt, including during the UK Retail Compliant Sales Period)].]****1]

* *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is specified and tailor as appropriate.*

** *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is not specified.*

*** *Include where the Securities constitute consumer composite investments under the CCI regime.*

**** *Include where the Securities do not constitute consumer composite investments under the CCI regime but the Issuer wishes to prohibit offers to UK retail investors for any other reason and tailor as appropriate."*

(ii) Item 9(xii) (*Prohibition of Sales to UK Retail Investors*) on page 247 of the Base Prospectus shall be amended by replacing it with the following:

(xii) "Prohibition of Sales to UK Retail Investors: [Applicable/Not Applicable]

(If the Securities clearly do not constitute consumer composite investments under the CCI regime, unless the Issuer wishes to prohibit offers to UK retail investors for any other reason, or the Securities do constitute consumer composite investments and a disclosure document in the UK will be prepared, "Not Applicable" should be specified. If (i) the Securities may constitute consumer composite investments and (ii) the manufacturer does not intend to prepare and publish a disclosure document in the UK, or only intends to prepare and publish a disclosure document in the UK during a specified period, or the Issuer wishes to prohibit offers to UK retail investors for any other reason, "Applicable" should be specified. If "Applicable" is specified and a disclosure document in the UK will be provided during a specified period only, or the Issuer wishes to prohibit offers to UK retail investors for any other reason but not at all times, specify a UK Retail Compliant Sales Period below)"

(iii) The paragraph entitled "*Amount of any expenses and taxes charged to the subscriber or purchaser*" contained at Item 11 on page 251 of the Base Prospectus shall be amended by replacing it with the following:

¹ Legend to be included on front of the Final Terms if the Securities potentially constitute consumer composite investments under the CCI regime and no disclosure document will be prepared or the Issuer wishes to prohibit offers to UK retail investors for any other reason, in which case, the "Prohibition of Sales to UK Retail Investors" selling restriction should be specified to be "Applicable" in Part B of the Final Terms. Note that the form of legend and selling restriction also allow the manufacturer to permit sales to UK Retail Investors for a specified period with a prohibition of sales to UK Retail Investors to apply in all other jurisdictions and at all other times.

"Amount of any expenses and taxes charged to the subscriber or purchaser: [Not Applicable/give details] (If the Issuer is subject to MiFID II/UK MiFIR and/or PRIIPs/the CCI regime such that it is required to disclose information relating to costs and charges, also include that information)"

8. AMENDMENT TO THE FORM OF FINAL TERMS FOR NON-EXEMPT W&C SECURITIES

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

- (i) The paragraph beginning "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS**" together with the subsequent two paragraphs on pages 670-671 of the Base Prospectus shall be amended by replacing it with the following:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (UK) [other than during the UK Retail Compliant Sales Period specified in Part B below].

For these purposes, a **retail investor** means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

[A disclosure document as required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has only been prepared for the purposes of use during the UK Retail Compliant Sales Period.]* No disclosure document [required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK]** has been prepared [for use at any other time]*. Consequently offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK [other than during the UK Retail Compliant Sales Period]* may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]*** [The amount payable to Securityholders is not subject to fluctuations because of exposure to any reference value or to the performance of one of more assets that are not directly purchased by the Securityholders and as such, no disclosure document is required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK. Consequently no such disclosure document has been prepared for the purposes of use in the UK at any time [(for the avoidance of doubt, including during the UK Retail Compliant Sales Period)].]****2]

* Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is specified and tailor as appropriate.

** Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is not specified.

*** Include where the Securities constitute consumer composite investments under the CCI regime.

² Legend to be included on front of the Final Terms if the Securities potentially constitute consumer composite investments under the CCI regime and no disclosure document will be prepared or the Issuer wishes to prohibit offers to UK retail investors for any other reason, in which case, the "Prohibition of Sales to UK Retail Investors" selling restriction should be specified to be "Applicable" in Part B of the Final Terms. Note that the form of legend and selling restriction also allow the manufacturer to permit sales to UK Retail Investors for a specified period with a prohibition of sales to UK Retail Investors to apply in all other jurisdictions and at all other times.

**** *Include where the Securities do not constitute consumer composite investments under the CCI regime but the Issuer wishes to prohibit offers to UK retail investors for any other reason and tailor as appropriate.*

- (ii) Item 6(x) (*Prohibition of Sales to UK Retail Investors*) on pages 688 to 689 of the Base Prospectus shall be amended by replacing it with the following:

(x)	"Prohibition of Sales to UK Retail Investors:	[Applicable/Not Applicable] <i>(If the Securities clearly do not constitute consumer composite investments under the CCI regime, unless the Issuer wishes to prohibit offers to UK retail investors for any other reason, or the Securities do constitute consumer composite investments and a disclosure document in the UK will be prepared, "Not Applicable" should be specified. If (i) the Securities may constitute consumer composite investments and (ii) the manufacturer does not intend to prepare and publish a disclosure document in the UK, or only intends to prepare and publish a disclosure document in the UK during a specified period, or the Issuer wishes to prohibit offers to UK retail investors for any other reason, "Applicable" should be specified. If "Applicable" is specified and a disclosure document in the UK will be provided during a specified period only, or the Issuer wishes to prohibit offers to UK retail investors for any other reason but not at all times, specify a UK Retail Compliant Sales Period below)"</i>
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- (iii) The paragraph entitled "*Amount of any expenses and taxes charged to the subscriber or purchaser*" contained at Item 8 on page 692 of the Base Prospectus shall be amended by replacing it with the following:

"Amount of any expenses and taxes charged to the subscriber or purchaser:	[Not Applicable/give details] <i>(If the Issuer is subject to MiFID II/UK MiFIR and/or PRIIPs/the CCI regime such that it is required to disclose information relating to costs and charges, also include that information)"</i>
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9. 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) The paragraph beginning "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS**" together with the subsequent two paragraphs on pages 1197 to 1198 of the Base Prospectus shall be amended by replacing it with the following:

"PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (UK) [other than during the UK Retail Compliant Sales Period specified in Part B below].

For these purposes, a **retail investor** means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii)

not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

[A disclosure document as required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has only been prepared for the purposes of use during the UK Retail Compliant Sales Period.]* No disclosure document [required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK]** has been prepared [for use at any other time]*. Consequently offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK [other than during the UK Retail Compliant Sales Period]* may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]*** [The amount payable to Securityholders is not subject to fluctuations because of exposure to any reference value or to the performance of one of more assets that are not directly purchased by the Securityholders and as such, no disclosure document is required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK. Consequently no such disclosure document has been prepared for the purposes of use in the UK at any time [(for the avoidance of doubt, including during the UK Retail Compliant Sales Period).****3]

* *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is specified and tailor as appropriate.*

** *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is not specified.*

*** *Include where the Securities constitute consumer composite investments under the CCI regime.*

**** *Include where the Securities do not constitute consumer composite investments under the CCI regime but the Issuer wishes to prohibit offers to UK retail investors for any other reason and tailor as appropriate."*

(ii) Item 7(ix) (*Prohibition of Sales to UK Retail Investors*) on page 1269 of the Base Prospectus shall be amended by replacing it with the following:

(ix) "Prohibition of Sales to UK Retail Investors:	[Applicable/Not Applicable] <i>(If the Securities clearly do not constitute consumer composite investments under the CCI regime, unless the Issuer wishes to prohibit offers to UK retail investors for any other reason, or the Securities do constitute consumer composite investments and a disclosure document in the UK will be prepared, "Not Applicable" should be specified. If (i) the Securities may constitute consumer composite investments and (ii) the manufacturer does not intend to prepare and publish a disclosure document in the UK, or only intends to prepare and publish a disclosure document in the UK during a specified period, or the Issuer wishes to prohibit offers to UK retail investors for any other reason, "Applicable" should be specified. If "Applicable" is specified and a disclosure document in the UK will be provided during a specified period only, or the Issuer wishes to prohibit offers to UK</i>
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³ Legend to be included on front of the Pricing Supplement if the Securities potentially constitute "consumer composite investments under the CCI regime and no disclosure document will be prepared or the Issuer wishes to prohibit offers to UK retail investors for any other reason, in which case, the "Prohibition of Sales to UK Retail Investors" selling restriction should be specified to be "Applicable" in Part B of the Pricing Supplement. Note that the form of legend and selling restriction also allow the manufacturer to permit sales to UK Retail Investors for a specified period with a prohibition of sales to UK Retail Investors to apply in all other jurisdictions and at all other times.

retail investors for any other reason but not at all times, specify a UK Retail Compliant Sales Period below)"

10. AMENDMENT TO THE FORM OF PRICING SUPPLEMENT FOR PREFERENCE SHARE LINKED EXEMPT N&C SECURITIES

- (i) The paragraph beginning "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS**" together with the subsequent two paragraphs on pages 1271 to 1272 of the Base Prospectus shall be amended by replacing it with the following:

"[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (UK) [other than during the UK Retail Compliant Sales Period specified in Part B below].

For these purposes, a **retail investor** means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

[A disclosure document as required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has only been prepared for the purposes of use during the UK Retail Compliant Sales Period.]* No disclosure document [required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK]** has been prepared [for use at any other time]*. Consequently offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK [other than during the UK Retail Compliant Sales Period]* may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]]*** [The amount payable to Securityholders is not subject to fluctuations because of exposure to any reference value or to the performance of one of more assets that are not directly purchased by the Securityholders and as such, no disclosure document is required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK. Consequently no such disclosure document has been prepared for the purposes of use in the UK at any time [(for the avoidance of doubt, including during the UK Retail Compliant Sales Period)].]****4]

* *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is specified and tailor as appropriate.*

** *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is not specified.*

*** *Include where the Securities constitute consumer composite investments under the CCI regime.*

**** *Include where the Securities do not constitute consumer composite investments under the CCI regime but the Issuer wishes to prohibit offers to UK retail investors for any other reason and tailor as appropriate."*

- (ii) Item 7(v) (*Prohibition of Sales to UK Retail Investors*) on pages 1290 to 1291 of the Base Prospectus shall be amended by replacing it with the following:

⁴ Legend to be included on front of the Pricing Supplement if the Securities potentially constitute "consumer composite investments under the CCI regime and no disclosure document will be prepared or the Issuer wishes to prohibit offers to UK retail investors for any other reason, in which case, the "Prohibition of Sales to UK Retail Investors" selling restriction should be specified to be "Applicable" in Part B of the Pricing Supplement. Note that the form of legend and selling restriction also allow the manufacturer to permit sales to UK Retail Investors for a specified period with a prohibition of sales to UK Retail Investors to apply in all other jurisdictions and at all other times.

(v) "Prohibition of Sales to UK Retail Investors:

[Applicable/Not Applicable]

(If the Securities clearly do not constitute consumer composite investments under the CCI regime, unless the Issuer wishes to prohibit offers to UK retail investors for any other reason, or the Securities do constitute consumer composite investments and a disclosure document in the UK will be prepared, "Not Applicable" should be specified. If (i) the Securities may constitute consumer composite investments and (ii) the manufacturer does not intend to prepare and publish a disclosure document in the UK, or only intends to prepare and publish a disclosure document in the UK during a specified period or the Issuer wishes to prohibit offers to UK retail investors for any other reason, "Applicable" should be specified. If "Applicable" is specified and a disclosure document in the UK will be provided during a specified period only, or the Issuer wishes to prohibit offers to UK retail investors for any other reason but not at all times, specify a UK Retail Compliant Sales Period below)"

11. AMENDMENT TO THE FORM OF PRICING SUPPLEMENT FOR EXEMPT W&C SECURITIES

- (i) The paragraph beginning "[**PROHIBITION OF SALES TO UK RETAIL INVESTORS**" together with the subsequent two paragraphs on pages 1292 to 1293 of the Base Prospectus shall be amended by replacing it with the following:

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (UK) [other than during the UK Retail Compliant Sales Period specified in Part B below].

For these purposes, a **retail investor** means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

[A disclosure document as required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has only been prepared for the purposes of use during the UK Retail Compliant Sales Period.]* No disclosure document [required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK]** has been prepared [for use at any other time]*. Consequently offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK [other than during the UK Retail Compliant Sales Period]* may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]*** [The amount payable to Securityholders is not subject to fluctuations because of exposure to any reference value or to the performance of one of more assets that are not directly purchased by the Securityholders and as such, no disclosure document

is required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK. Consequently no such disclosure document has been prepared for the purposes of use in the UK at any time [(for the avoidance of doubt, including during the UK Retail Compliant Sales Period)].^{****5]}

* *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is specified and tailor as appropriate.*

** *Include where the Securities may constitute consumer composite investments under the CCI regime and a UK Retail Compliant Sales Period is not specified.*

*** *Include where the Securities constitute consumer composite investments under the CCI regime.*

**** *Include where the Securities do not constitute consumer composite investments under the CCI regime but the Issuer wishes to prohibit offers to UK retail investors for any other reason and tailor as appropriate."*

(ii) Item 6(vii) (*Prohibition of Sales to UK Retail Investors*) on page 1330 of the Base Prospectus shall be amended by replacing it with the following:

(vii) "Prohibition of Sales to UK Retail Investors:

[Applicable/Not Applicable]

(If the Securities clearly do not constitute consumer composite investments under the CCI regime, unless the Issuer wishes to prohibit offers to UK retail investors for any other reason, or the Securities do constitute consumer composite investments and a disclosure document in the UK will be prepared, "Not Applicable" should be specified. If (i) the Securities may constitute consumer composite investments and (ii) the manufacturer does not intend to prepare and publish a disclosure document in the UK, or only intends to prepare and publish a disclosure document in the UK during a specified period or the Issuer wishes to prohibit offers to UK retail investors for any other reason, "Applicable" should be specified. If "Applicable" is specified and a disclosure document in the UK will be provided during a specified period only, or the Issuer wishes to prohibit offers to UK retail investors for any other reason but not at all times, specify a UK Retail Compliant Sales Period below)"

12. AMENDMENT TO THE IMPORTANT NOTICES SECTION

The paragraph beginning "**IMPORTANT – UK RETAIL INVESTORS**" together with the subsequent two paragraphs on page 10 of the Base Prospectus shall be amended by replacing it with the following:

"IMPORTANT – UK RETAIL INVESTORS – If the Final Terms in respect of any Non-Exempt Securities, or Pricing Supplement in respect of Exempt Securities, includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise

⁵ Legend to be included on front of the Pricing Supplement if the Securities potentially constitute consumer composite investments under the CCI regime and no disclosure document will be prepared or the Issuer wishes to prohibit offers to UK retail investors for any other reason, in which case, the "Prohibition of Sales to UK Retail Investors" selling restriction should be specified to be "Applicable" in Part B of the Pricing Supplement. Note that the form of legend and selling restriction also allow the manufacturer to permit sales to UK Retail Investors for a specified period with a prohibition of sales to UK Retail Investors to apply in all other jurisdictions and at all other times.

made available to any retail investor in the United Kingdom (**UK**) other than during any UK Retail Compliant Sales Period, as specified in the applicable Final Terms or Pricing Supplement.

For these purposes, a **retail investor** means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

Consequently, other than as required during any UK Retail Compliant Sales Period, no disclosure document required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024."

13. AMENDMENT TO THE OFFERING AND SALE SECTION

The paragraphs under the heading "UNITED KINGDOM" contained on pages 1167 to 1169 of the Base Prospectus shall be amended by replacing it with the following:

"Prohibition of sales to UK Retail Investors"

If the applicable Final Terms or Pricing Supplement (as applicable) in respect of the Securities specifies "Prohibition of Sales to UK Retail Investors" as "Applicable" and a UK Retail Compliant Sales Period is not specified in the applicable Final Terms or Pricing Supplement, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Securities which are the subject of this Base Prospectus as completed by the applicable Final Terms or Pricing Supplement in relation thereto to any retail investor in the UK. To the extent that "Prohibition of Sales to UK Retail Investors" is specified as "Applicable" and a UK Retail Compliant Sales Period is specified in the applicable Final Terms or Pricing Supplement, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Securities which are the subject of this Base Prospectus as completed by the applicable Final Terms or Pricing Supplement in relation thereto to any retail investor in the UK, other than during the specified UK Retail Compliant Sales Period.

For the purposes of this provision:

- (a) the expression **retail investor** means a person who is either one (or both) of the following:
 - (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or
 - (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024; and
- (b) the expression **offer** includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes.

If the applicable Final Terms or Pricing Supplement specifies "Prohibition of Sales to UK Retail Investors" as (i) "Not Applicable" or (ii) "Applicable" but a UK Retail Compliant Sales Period is specified in the applicable Final Terms or Pricing Supplement, in relation to the UK, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to

represent and agree, that it has not made and will not make an offer of Securities which are the subject of this Base Prospectus as completed by the applicable Final Terms or Pricing Supplement, in relation thereto to the public in the UK except that it may, where applicable, subject to the restrictions above relating to offering, selling, distributing or otherwise making available the Securities to retail investors in the UK, make an offer:

- (a) at any time to any legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs;
- (b) at any time to fewer than 150 persons (other than qualified investors as defined in paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within Part 1 of Schedule 1 to the POATRs.

For the purposes of this provision:

- the expression **POATRs** means the Public Offers and Admissions to Trading Regulations 2024.

OTHER REGULATORY RESTRICTIONS

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Securities having a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Securities other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Securities would otherwise constitute a contravention of Section 19 of FSMA 2000 by the Issuer.
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Securities in circumstances in which Section 21(1) of FSMA 2000 does not, apply to the Issuer or the Guarantor; and
- (c) it has complied and will comply with all applicable provisions of FSMA 2000 with respect to anything done by it in relation to any Securities in, from or otherwise involving the United Kingdom."

14. 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.

In accordance with Article 23(2) of the Prospectus Regulation, investors who have agreed to purchase or subscribe for Securities issued under the Programme before the Supplement is published have the right, exercisable before the end of the period of three working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. This right to withdraw shall expire by close of business on 26 May 2026. Investors can exercise their right to withdraw their acceptances by contacting the person from whom any such investor has agreed to purchase or subscribe for such securities before the above deadline.

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.