

FINAL TERMS

27 April 2026

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**) other than:

- (i) during the EEA Retail Compliant Sales Period specified in Part B below; and
- (ii) in the EEA Retail Offer Jurisdiction specified in Part B below.

For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the **Prospectus Regulation**).

A key information document as required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has only been prepared for the purposes of use in the EEA Retail Offer Jurisdiction during the EEA Retail Compliant Sales Period. No key information document has been prepared for use in any other jurisdiction or at any other time. Consequently, offering or selling the Securities or otherwise making them available to any retail investor in the EEA other than in the EEA Retail Offer Jurisdiction during the EEA Retail Compliant Sales Period may be unlawful under the PRIIPs Regulation.

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**).

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. 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. Consequently offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

UK stamp duty reserve tax (SDRT): Investors should note that following the Issue Date a charge to UK SDRT may arise in relation to any agreement to transfer Securities. Securityholders or prospective Securityholders should take their own advice from an appropriately qualified professional advisor in this regard, including on their own potential liability to account for SDRT in the case of a transfer of the N&C Securities following the Issue Date.

PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND – The Securities shall not be offered or sold to private clients within the meaning of the Swiss Federal Financial Services Act (**FinSA**) in Switzerland.

NOMURA BANK INTERNATIONAL PLC

Legal entity identifier (LEI): WGII3666BEDR02O24131

**Issue of up to EUR 15,000,000 Index Linked Notes due December 2031
under the Nomura Bank International plc
Note, Warrant and Certificate Programme**

Subject as provided in the section titled "*Prohibition of Sales to EEA Retail Investors*" above, any person making or intending to make an offer of the N&C Securities may only do so:

- (i) in those Non-Exempt Offer Jurisdictions mentioned in paragraph 9(x) of Part B below, provided such person is of a kind specified in that paragraph and that the offer is made during the Offer Period specified in that paragraph; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of N&C Securities in any other circumstances.

The N&C Securities and have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or under any state securities laws and the N&C Securities may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person (as defined herein). Furthermore, the N&C Securities do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act of 1936, as amended (the **CEA**), and trading in the N&C Securities has not been approved by the Commodity Futures Trading Commission (the **CFTC**) pursuant to the CEA, and no U.S. person may at any time trade or maintain a position in the N&C Securities. For a description of the restrictions on offers and sales of N&C Securities, see "*Notice to Purchasers and Holders of Securities and Transfer Restrictions*" in the Base Prospectus.

For the purposes of these Final Terms, **U.S. Person** means any person who is (i) a "U.S. person" as defined in Regulation S (a **U.S. person**), (ii) a person other than a "Non-United States person" as defined in Rule 4.7 under the CEA, (iii) a "U.S. person" as defined in the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the CFTC, or the final rule relating to Cross-Border Application of the Registration Thresholds and Certain Requirements Applicable to Swap Dealers and Major Swap Participants promulgated by the CFTC, in each case as amended, modified or supplemented from time to time, pursuant to the CEA; (iv) any other "U.S. person" as such term may be defined in Regulation S or in regulations or guidance adopted under the CEA, or (v) a "United States person" as defined in the United States Internal Revenue Code of 1986, as amended and the United States Treasury regulations promulgated thereunder, in each case, as such definition may be amended, modified or supplemented from time to time.

PART A– CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 25 September 2025 and the supplements to the Base Prospectus dated 28 November 2025, 9 January 2026 and 16 February 2026 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the N&C Securities described herein for the purposes of the Prospectus Regulation. These Final Terms must be read in conjunction with the Base Prospectus as supplemented in order to obtain all the relevant information. Full information on the Issuer and the offer of the N&C Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented. A summary of the N&C Securities is annexed to these Final Terms. The Base Prospectus has also been published on the website of Euronext Dublin (www.euronext.com/en/markets/dublin).

References herein to numbered Conditions are to the terms and conditions of the N&C Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms, save as where otherwise expressly provided.

The purchase of N&C Securities involves substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the N&C Securities. Before making an investment decision, prospective purchasers of N&C Securities should ensure that they understand the nature of the N&C Securities and the extent of their exposure to risks and that they consider carefully, in the light of their own financial circumstances, financial condition and investment objectives, all the information set forth in the Base Prospectus (including "Risk Factors" on pages 25 to 127 thereof) and these Final Terms.

By investing in the N&C Securities each investor represents that:

- (a) *Non-Reliance. It is acting for its own account, and it has made its own independent decisions to invest in the N&C Securities and as to whether the investment in the N&C Securities is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the N&C Securities, it being understood that information and explanations related to the terms and conditions of the N&C Securities shall not be considered to be investment advice or a recommendation to invest in the N&C Securities. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the N&C Securities.*
- (b) *Assessment and Understanding. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the N&C Securities. It is also capable of assuming, and assumes, the risks of the investment in the N&C Securities.*
- (c) *Status of Parties. None of the Issuer and any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the N&C Securities.*

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| 1. | Issuer: | Nomura Bank International plc |
| 2. | Guaranteed N&C Securities: | No |
| 3. | Type of N&C Securities: | Notes |
| 4. | (i) Series Number: | JP 3740 |
| | (ii) Tranche Number: | 1 |

- (iii) Date on which the N&C Securities will be consolidated and form a single Series: Not Applicable
- 5. Specified Currency or Currencies: Euro ("**EUR**")
- 6. Aggregate Nominal Amount:
 - (i) Series: Up to EUR 15,000,000
 - (ii) Tranche: Up to EUR 15,000,000
- 7. Issue Price: 100 per cent. of the aggregate nominal amount
- 8. (i) Specified Denominations: EUR 1,000
 - (ii) Calculation Amount: EUR 1,000
- 9. (i) Issue Date: 15 June 2026
 - (ii) Coupon Commencement Date: Not Applicable
 - (iii) Coupon Payment Date(s): Not Applicable
 - (iv) Coupon Calculation Basis: Not Applicable
- 10. Trade Date: 8 June 2026
- 11. Maturity Date: 15 December 2031, provided that the Maturity Date shall always be at least 5 Business Days following the Final Valuation Date
- 12. Reference Item Linked N&C Securities: Applicable

Notwithstanding the fact that the N&C Securities are Reference Item Linked Securities, for the purposes of Condition 9 (Taxation) of the Terms and Conditions of the N&C Securities, Condition 9.1.2 applies.
- 13. (i) Coupon Basis: Non-Interest Bearing
 - (ii) Payment of fair value interest on early redemption: Not Applicable
- 14. Redemption/Payment Basis: Bonus Enhanced Redemption N&C Security
- 15. Change of Coupon Basis: Not Applicable
- 16. Put/Call Options: Not Applicable
- 17. (i) Status of the N&C Securities: Senior
 - (ii) Status of the Guarantee: Not Applicable
- 18. Calculation Agent: Nomura International plc

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 19. Fixed Rate N&C Securities: Not Applicable
- 20. Floating Rate N&C Securities: Not Applicable

- 21. Zero Coupon N&C Securities Not Applicable
- 22. Reference Item Linked Interest N&C Securities Not Applicable
- 23. Sanctions Event: Applicable
- 24. Payment Suspension: Applicable

PROVISIONS RELATING TO REDEMPTION

- 25. Issuer Call: Not Applicable
- 26. Notice periods for tax redemption under Condition 8.2:
 - (i) Maximum period: 60 days
 - (ii) Minimum period: 30 days
- 27. Issuer Regulatory Call/Illegality Redemption/Inconvertibility Event adjustment or redemption:
 - (i) Issuer Regulatory Call under Condition 8.5: Applicable
 - Notice period required for an Issuer Regulatory Call:
 - (a) Maximum period: See Condition 8.5
 - (b) Minimum period: See Condition 8.5
 - (ii) Illegality Redemption under Condition 8.6: Applicable
 - Notice period required for an Illegality Redemption:
 - (a) Maximum period: See Condition 8.6
 - (b) Minimum period: See Condition 8.6
 - (iii) Inconvertibility Event under Condition 8.13: Applicable
- 28. Investor Put: Not Applicable
- 29. Final Redemption Amount of each N&C Security: See provisions in paragraph 51 below
- 30. Early Redemption Amount(s): As per Condition 8.7
 - Fair Market Value (less Associated Costs)

PROVISIONS RELATING TO REFERENCE ITEM LINKED SECURITIES

- 31. Index Linked N&C Securities: Applicable
 - (i) Type of Index Linked N&C Securities: Bonus Enhanced Redemption N&C Securities

The provisions of Condition 22.2.22 and Annex 1 of the Terms and Conditions (*Additional Terms and Conditions for Index Linked Securities*) shall apply.

- (ii) Index: MerQube Luxury Brands Select 4% Decrement (EUR) Index
The Index is a multi-exchange Index
 - (iii) Index Sponsor(s): MerQube UK Limited
 - (iv) Index Currency(ies): EUR
 - (v) Final Redemption Amount: The provisions of Condition 22.2.22 apply.
- Also see item 51 below for specific provisions relating to Bonus Enhanced N&C Securities.
- (vi) Averaging: Averaging does not apply to the N&C Securities
 - (vii) Exchange(s): Index Linked Condition 5 applies
 - (viii) Related Exchange: All Exchanges
 - (ix) Scheduled Trading Day: Single Index Basis
 - (x) Exchange Business Day: Single Index Basis
 - (xi) Valuation Date(s): Initial Valuation Date: 8 June 2026
Final Valuation Date: 8 December 2031
 - (xii) Valuation Time: Index Linked Condition 5 (*Definitions*) shall apply.
 - (xiii) Disruption Cut-Off Date: The date eight (8) Scheduled Trading Days after the Valuation Date, all as more fully set out in the Index Linked Conditions.
 - (xiv) Additional Disruption Events: The following Additional Disruption Events apply to the N&C Securities:
Change in Law
Hedging Disruption
Increased Cost of Hedging
 - (xv) Provisions for Index Basket Conditional Interest N&C Securities: Not Applicable
 - (xvi) Provisions for Index Basket Knock-In N&C Securities: Not Applicable
 - (xvii) Provisions for Index Basket Barrier Knock-In N&C Securities: Not Applicable
 - (xviii) Provisions for Index Basket Bonus Barrier Knock-In N&C Securities: Not Applicable

	(xix) Provisions for Index Basket Autocall N&C Securities:	Not Applicable
32.	Equity Linked N&C Securities:	Not Applicable
33.	Fund Linked N&C Securities:	Not Applicable
34.	FX Linked N&C Securities:	Not Applicable
35.	Credit Linked N&C Securities:	Not Applicable
36.	Multi-Rate Interest N&C Securities:	Not Applicable
37.	Range Accrual Interest N&C Securities:	Not Applicable
38.	Dual Range Accrual Interest N&C Securities:	Not Applicable
39.	Leveraged Inflation Interest N&C Securities:	Not Applicable
40.	Swap Rate Linked Interest N&C Securities:	Not Applicable
41.	Reverse Convertible Swap Rate Redemption N&C Securities:	Not Applicable
42.	Geared Put Swap Rate Redemption N&C Securities:	Not Applicable
43.	Leveraged Inflation Redemption N&C Securities:	Not Applicable
44.	Provisions applicable to payments in Renminbi:	
	(i) CNY Currency Event:	Not Applicable
	(ii) Party responsible for calculating the Spot Rate:	Not Applicable
	(iii) CNY Settlement Centre(s):	Not Applicable
45.	Additional Business Centre(s):	Helsinki
46.	MOT N&C Securities:	Not Applicable
47.	EuroTLX - Bond-X N&C Securities:	Not Applicable
48.	SeDeX/EuroTLX - Cert-X N&C Securities:	Not Applicable

PROVISIONS APPLICABLE TO CERTAIN REFERENCE ITEM LINKED REDEMPTION N&C SECURITIES

49.	Reverse Convertible Redemption N&C Securities:	Not Applicable
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50. Knock-out Autocall N&C Not Applicable
Securities:
51. Bonus Enhanced Redemption Applicable
N&C Securities: Cash Settlement: Applicable
- (i) Underlying Reference: Index
- (ii) Final Redemption Amount:
- (a) Cap Percentage: Applicable – 45 per cent.
- (b) Plateau: Not Applicable
- (c) Participation: Minimum of 250 per cent. Notice of the Participation will be published on www.nomuranow.com prior to the Issue Date.
- (d) Specified Percentage: 100 per cent.
- (e) Strike Percentage: 100 per cent.
- (iii) Knock-in: Applicable
- (a) Knock-in Event Type: European Final
- (b) Knock-in Underlying Type: Single
- (c) Knock-in Percentage: 69.99 per cent.
- (iv) Underlying Type: Single
- (v) Initial Valuation Type: Spot Closing Value
- (vi) Final Valuation Type: Spot Closing Value
- (vii) Physical Settlement Value: Not Applicable
52. Booster Redemption N&C Not Applicable
Securities:
53. Sharkfin Redemption N&C Not Applicable
Securities:
54. Booster Plus Redemption N&C Not Applicable
Securities:

PROVISIONS APPLICABLE TO CERTAIN REFERENCE ITEM LINKED INTEREST N&C SECURITIES

55. Non-Memory Conditional Coupon Not Applicable
N&C Securities and Memory
Conditional Coupon N&C
Securities:

GENERAL PROVISIONS APPLICABLE TO THE N&C SECURITIES

56. Form of N&C Securities: Bearer N&C Securities:
- Temporary Bearer Global N&C Security exchangeable for a Permanent Bearer Global N&C Security which is exchangeable for Definitive Bearer N&C Securities only upon an Exchange Event

- 57. New Global Note: No
- 58. Additional Financial Centre(s) (*for Payment Day purposes*): Helsinki
- 59. Talons for future Coupons to be attached to Definitive Bearer N&C Securities: No
- 60. Issuer Substitution (*Condition 18*): Applicable
- 61. Governing law: English law

Signed on behalf of the Issuer:

DocuSigned by:
By: 
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Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the N&C Securities to be admitted to trading on Euronext Dublin's regulated market and admitted to the Official List of Euronext Dublin with effect from the Issue Date.

2. RATINGS

Ratings: Not applicable

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

4. Save for any fees payable to the distributor(s), so far as the Issuer is aware, no person involved in the issue of the N&C Securities has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for offer See "Use of Proceeds of the N&C Securities " in the Base Prospectus
- (ii) Estimated net proceeds: Up to 15,000,000
- (iii) Estimated total expenses: The estimated total expenses are equal to EUR 1,750

6. YIELD

Indication of yield: Not Applicable

7. PERFORMANCE OF RATES

Not Applicable

8. PERFORMANCE OF THE UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING

i	Index	Bloomberg	Index Sponsor
1	MerQube Luxury Brands Select 4% Decrement (EUR) Index	MQDLBS4C	MerQube UK Limited

Information on the Index including past and future performance can be obtained free of charge from [https://merqube.com/indices/ MQDLBS4C](https://merqube.com/indices/MQDLBS4C). Information on its volatility may be obtained free of charge from the Calculation Agent by emailing emeaeqstructuring@nomura.com.

9. OPERATIONAL INFORMATION

- (i) ISIN: XS3362306915
- (ii) CUSIP: Not Applicable
- (iii) CFI: Not Applicable

- (iv) FISN: Not Applicable
- (v) Common Code: 336230691
- (vi) Valoren: 154668942
- (vii) Any clearing system(s) other than Euroclear, Clearstream Luxembourg and Euroclear France / The Depository Trust Company and the relevant identification number(s): Not Applicable
- (viii) Delivery: Delivery against payment
- (ix) Names and addresses of initial Paying Agents: Citibank Europe PLC, Ground Floor, 1 North Wall Quay, Dublin 1, Ireland
- (x) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (xi) Intended to be held in a manner which would allow Eurosystem eligibility. No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the N&C Securities are capable of meeting them the N&C Securities may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the N&C Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

10. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names and addresses of Managers and underwriting commitments/quotas (material features): Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of relevant Dealer: Nomura International plc
1 Angel Lane, London EC4R 3AB
- (vi) Total commission and concession: Distribution fees equivalent to up to 5.00% of the Aggregate Nominal Amount may be paid to the distributor as a discount on the Issue Price or as an up-front payment by the Dealer to one or more financial intermediaries. Investors should contact the distributor that they are purchasing the Securities from if they want to obtain further details on the distribution fees.

- (vii) TEFRA compliance category: TEFRA D
- (viii) Additional U.S. Federal Income Tax considerations: Not Applicable
- (ix) Specified Securities for U.S. Dividend Equivalent Withholding purposes: The N&C Securities shall not be treated as Specified Securities (as defined in the Base Prospectus) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
- (x) Non-Exempt Offer: Applicable
 Non-Exempt Offer Jurisdictions: Finland
 Offer Period: The period from (and including) 27 April 2026 to (and including) 29 May 2026
 Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: **Alexandria Group Oyj**
 Eteläesplanadi 22 A
 Helsinki 00130, Finland
 Legal Entity Identifier (LEI) of Alexandria Group Oyj is 7437002ONTEZT59NA993
 (the “**Authorised Offeror**”)
 The Authorised Offeror is domiciled in Finland, with a registered address as provided herein and was incorporated in Finland as a corporation under the laws of Finland.
- (xi) Prohibition of Sales to EEA Retail Investors: Applicable
 EEA Retail Compliant Sales Period: Offer Period
 EEA Retail Offer Jurisdiction: Finland
 For the avoidance of doubt, a PRIIPs key information document will only be made available in the EEA Retail Offer Jurisdiction during the EEA Retail Compliant Sales Period specified above
- (xii) Prohibition of Sales to UK Retail Investors: Applicable
- (xiii) Prohibition of Sales to Belgian Consumers: Applicable
- (xiv) Prohibition of Offer to Private Clients in Switzerland: Applicable
- (xv) Swiss Non-exempt Offer: Not Applicable

11. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Not Applicable
 Article 29(2) statement on benchmarks:

12. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	The Issue Price. Each Authorised Offeror will offer and sell the N&C Securities to their customers in accordance with arrangements in place between each such Authorised Offeror and its customers by reference to the Issue Price and market conditions prevailing at the time.
Conditions to which the offer is subject:	<p>The Offer of the N&C Securities is conditional upon their issue. As between each Authorised Offeror and its customers, offers of the N&C Securities are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.</p> <p>The offer of the N&C Securities may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer by publication of a notice on the Issuer's website (www.nomuranow.com).</p>
Description of the application process:	<p>Investors will purchase the N&C Securities in accordance with the arrangements in place between the relevant Authorised Offeror and its customers relating to the purchase of securities generally.</p> <p>There are no pre-identified allotment criteria. Each Authorised Offeror will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them.</p> <p>Investors will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the N&C Securities.</p>
Details of the minimum and/or maximum amount of the application:	<p>The minimum amount of any subscription is EUR 5,000 in principal amount of the N&C Securities.</p> <p>The maximum amount of application will be subject only to availability at the time of application.</p>
Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:	Not Applicable
Details of the method and time limits for paying up and delivering the N&C Securities:	Investors will be notified by the Authorised Offeror of their allocations of the N&C Securities and the settlement arrangements in respect thereof. The N&C Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.
Manner and date in which results of the offer are to be made public:	<p>The results of the offer will be published on the Issuer's website (www.nomuranow.com) on or around the Issue Date.</p> <p>The results of the offer will also be available from the Authorised Offeror following the Offer Period and prior to the Issue Date.</p>

Such notice shall also be filed with the Central Bank of Ireland.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable

Whether tranche(s) have been reserved for certain countries: Not Applicable

Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made: Prospective Investors will be notified by the relevant Authorised Offeror in accordance with the arrangements in place between the relevant Authorised Offeror and its customers.

Dealings in the N&C Securities may commence on the Issue Date. Any dealings in the N&C Securities that take place will be at the risk of the prospective Investor.

Amount of any expenses and taxes charged to the subscriber or purchaser: See item 9(vi) (*Total commission and concession*) above.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Alexandria Group Oyj
Eteläesplanadi 22 A
Helsinki 00130, Finland

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment: None

13. INDEX DISCLAIMER

Neither MerQube, Inc. nor any of its affiliates (collectively, **MerQube**) is the issuer or producer of the N&C Securities and MerQube has no duties, responsibilities, or obligations to investors in the N&C Securities. The Index is a product of MerQube and has been licensed for use by Issuer. Such Index is calculated using, among other things, market data or other information (**Input Data**) from one or more sources (each a **Data Provider**). MerQube® is a registered trademark of MerQube, Inc. These trademarks have been licensed for certain purposes by Issuer in its capacity as the issuer of the N&C Securities. The N&C Securities are not sponsored, endorsed, sold or promoted by MerQube, any Data Provider, or any other third party, and none of such parties make any representation regarding the advisability of investing in the N&C Securities nor do they have any liability for any errors, omissions, or interruptions of the Input Data, Index or any associated data.

ANNEX

SUMMARY OF THE N&C SECURITIES

INTRODUCTION AND WARNINGS	
<p>This summary should be read as an introduction to the Base Prospectus and the Final Terms to which this is annexed. Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the Final Terms. An investor in the Securities could lose all or part of the invested capital.</p> <p>Civil liability attaches only to the Issuer solely on the basis of this summary, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or where it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><i>You are considering the purchase of a product that is not simple and may be difficult to understand.</i></p>	
<p>Securities: The Securities described in this Summary are up to EUR 15,000,000 Bonus Enhanced Notes linked to an index due 2031 (the "Securities") with International Securities Identification Number (ISIN) XS3362306915 issued by the Issuer.</p>	
<p>Issuer: The Securities are issued by Nomura Bank International plc (the "Issuer"), 1 Angel Lane, London EC4R 3AB, United Kingdom. The Issuer's Legal Entity Identifier (LEI) is WGII3666BEDR02O241318.</p>	
<p>The Authorised Offeror: The Authorised Offeror is Alexandria Group Oyj with its address at Eteläesplanadi 22 A, 00130 Helsinki, Finland (telephone number: +358 9 41351300) and its LEI is 7437002ONTEZT59NA993.</p>	
<p>Competent Authority: The Base Prospectus has been approved as a base prospectus by the Central Bank of Ireland on 25 September 2025.</p>	
KEY INFORMATION ON THE ISSUER	
Who is the Issuer of the Securities?	
<p>Domicile, legal form and country of incorporation: The Issuer is a public limited company registered in England and Wales under number 1981122. The Issuer is a wholly owned subsidiary of Nomura Europe Holdings plc (the main European holding company of the Nomura Group) which in turn is a wholly owned subsidiary of Nomura Holdings, Inc., incorporated in Japan. Nomura Holdings, Inc. is the ultimate holding company which manages financial operations for its subsidiaries (together, "Nomura Group"). The Issuer's LEI is WGII3666BEDR02O24131.</p>	
<p>Issuer's principal activities: The Issuer's primary role is to support the Nomura Group's Global Wholesale Business and predominantly the Global Markets division of the Nomura Group. The Issuer's activities include issuance of rates, credit and equity-linked securities; issuance of commercial paper; provision of sub-participations and structured loans; and the provision of traditional banking products as such loans and credit facilities, repurchase transactions, letters of credit and guarantees.</p>	
<p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The Issuer is a wholly owned subsidiary of Nomura Europe Holdings plc (the main European holding company of the Nomura Group) which in turn is a wholly owned subsidiary of Nomura Holdings, Inc., incorporated in Japan. Nomura Holdings, Inc. is the ultimate holding company which manages financial operations for the Nomura Group.</p>	
<p>Key directors: The directors of the Issuer are Neeta Atkar, Martin Butler, Magnus Falk, John Tierney, Rosemary Murray, Daisuke Mototani and Sir Thomas Scholar.</p>	
<p>Statutory auditors: Forvis Mazars LLP of 30 Old Bailey, London, EC4M 7AU</p>	
What is the key financial information regarding the Issuer?	
<p>The following table shows selected key historical financial information in relation to the Issuer:</p>	
<table border="1"> <thead> <tr> <th>Summary information – income statement</th> </tr> </thead> <tbody> </tbody> </table>	Summary information – income statement
Summary information – income statement	

	Year ended March 31, 2025 (audited)	Year ended March 31, 2024 (audited)	6 months ended September 30, 2025 (unaudited)	6 months ended September 30, 2024 (unaudited)	
Selected income statement data (USD)					
Net interest income (or equivalent)	299,129,000	259,304,000	165,007,000	154,719,000	
Net fee and commission income	18,530,000	10,539,000	16,728,000	6,227,000	
Net impairment loss on financial assets	0	0	0	0	
Net trading income	21,490,000	17,970,000	10,291,000	10,191,000	
Measure of financial performance used by the issuer in the financial statements such as operating profit (Profit Before Tax)	12,493,000	9,545,000	6,697,000	6,377,000	
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	9,370,000	7,175,000	5,023,000	4,783,000	
Summary information – balance sheet (USD)					
	As at March 31, 2025 (audited)	As at March 31, 2024 (audited)	As at September 30, 2025 (unaudited)	As at September 30, 2024 (unaudited)	
Total assets	7,722,511,000	6,422,803,000	9,206,874,000	7,151,199,000	
Senior debt	0	0	0	0	
Subordinated debt	0	0	0	0	
Loans and receivables from customers (net)	7,215,424,000	6,064,279,000	8,296,507,000	6,688,883,000	
Deposits from customers	0	0	0	10,000,000	
2. Total equity	262,761,000	252,668,000	126,721,000	271,396,000	
Total Tier 1 Resources	281,414,000	281,296,000	N/A	N/A	
What are the key risks that are specific to the Issuer?					
<p>The Issuer is subject to the following key risks:</p> <ul style="list-style-type: none"> • The Issuer is a wholly owned indirect subsidiary of Nomura Holdings, Inc. which is the parent holding company of the Nomura Group. The Nomura Group's business and revenues may be affected by any adverse changes or volatility in the Japanese and global economic environments and financial markets as well as major geopolitical events and risks. If the financial condition of Nomura Group were to deteriorate, the Issuer and investors in the Securities may suffer direct and materially adverse consequences. • The Issuer faces a variety of significant risks which may affect its ability to fulfil its obligations under the Securities, including market risk, interest rate risk, currency risk, liquidity risk, regulatory risk and operational risks, as well as geopolitical events and risks. If the Issuer's financial condition were to deteriorate, the Issuer and investors in the Securities may suffer direct and materially adverse consequences, including reductions to the size of expected payments and delays to the timing of such payments. 					

- Governmental and/or central bank fiscal, monetary and other policy changes in Japan, or in any other country or region where the Nomura Group conducts business may affect the Issuer’s business, financial condition and results of operations.
- Nomura Group regularly holds large and concentrated positions of certain securities in its businesses such as market-making, block trading, underwriting and prime brokerage. Fluctuations in the prices of these positions can significantly affect the prices at which the Nomura Group is able to liquidate such positions when needed.
- Nomura Group uses a variety of financial instruments and strategies to hedge its exposure to financial risks arising from the financial instruments it enters into. If the Nomura Group's hedging strategies are not effective, the Nomura Group may incur losses. In addition, the Nomura Group's policies and procedures to identify, monitor and manage risks may not always be fully effective and any material failure in managing risk may result in unexpected future risk exposures.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities being offered and security identification number(s): The Securities are up to EUR 15,000,000 Bonus Enhanced Securities linked to an index due 2031, with International Securities Identification Number (ISIN) XS3362306915. The issue date is 15 June 2026 (the **Issue Date**). The issue price of the Securities is 100 per cent. of the aggregate principal amount of the Securities.

Currency, denomination, number of Securities issued: The currency of this Series of Securities is Euro (“**EUR**”). The Securities have a minimum Specified Denomination of EUR 1,000 and the **Calculation Amount** is EUR 1,000. The Nominal Amount of the Securities to be issued is up to EUR 15,000,000.

Maturity Date: 5 Business Days following the Final Valuation Date, currently expected to be 15 December 2031, subject to any early redemption of the Securities.

Rights attached to the Securities

The return on the Securities will derive from the **Final Redemption Amount** on the Maturity Date of the Securities. The final redemption amount payable in respect of the Securities will depend on the performance of the MerQube Luxury Brands Select 4% Decrement (EUR) (the “**Index**” or the “**Underlying Reference**”) set out in the table below and will be calculated by Nomura International plc as Calculation Agent (the “**Calculation Agent**”), as more fully described below:

i	Underlying Reference / Index	Bloomberg	Exchange
1	MerQube Luxury Brands Select 4% Decrement (EUR)	MQDLBS4C	The stock exchange on which the relevant component asset is principally traded, or any successor.

Calculation Amount: EUR 1,000

Specified Percentage: 100%

Final Redemption Amount: The Final Redemption Amount shall be an amount in Euro calculated by the Calculation Agent as follows:

- (i) if the Final Underlying Value is equal to or greater than the Strike Value, the Final Redemption Amount shall be the Calculation Amount multiplied by the sum of the Specified Percentage and the upside participation. Expressed as a formula:

$$\text{Calculation Amount} \times (\text{Specified Percentage} + \text{Participation} \times \text{Max} [\text{Bonus Percentage} ; \text{Min} \{ \text{Cap Percentage} ; \text{Final Underlying Performance} - \text{Strike Percentage} \}])$$

- (ii) Otherwise, (a) if no Knock-In Event has occurred:

Calculation Amount x Specified Percentage; or

Or (b) if a Knock-In Event has occurred:

Calculation Amount x Specified Percentage x Max (0 ; Final Underlying Performance)

Where:

Bonus Percentage: 0%

Cap Percentage: 45%

Participation: Minimum 250%

Strike Percentage: 100%

Strike Value: In respect of the Underlying Reference, the product of (i) the Strike Percentage and (ii) the Underlying Value_{Initial}.

Underlying Value_{Initial}: The Underlying Closing Value in respect of the Initial Valuation Date

Initial Valuation Date: 8 June 2026

Underlying Value_{Final}: The Underlying Closing Value in respect of the Underlying Reference and the Final Valuation Date.

Final Underlying Value: The Underlying Value_{Final} in respect of the Final Valuation Date.

Underlying Performance: Underlying Performance means, in respect of an Underlying Reference and a day, a rate expressed as a percentage calculated by the Calculation Agent in accordance with the following formula:

Underlying Value divided by Underlying Value_{Initial}

Final Underlying Performance: The Underlying Performance in respect of the Final Valuation Date.

Final Valuation Date: 8 December 2031

Underlying Closing Value: Means, in respect of a day, the official closing level of such Index, as calculated and announced by the Index Sponsor.

Knock-In Event: A Knock-In Event shall occur if the Underlying Closing Value in respect of the Underlying Reference and the Final Valuation Date is equal to or less than the Knock-In Level.

Knock-In Determination Day: Final Valuation Day

Knock-In Level: The product of (i) the Knock-In Percentage and (ii) the Underlying Value_{Initial} in respect of the Underlying Reference.

Knock-In Percentage: 69.99%

Index Sponsor: Means, in relation to an Index, the corporation or other entity that (a) is responsible for setting and reviewing the rules and procedures and the methods of calculation and adjustments, if any, related to such Index and (b) announces (directly or through an agent) the level of such Index on a regular basis.

Early Redemption: The Securities may be redeemed early for taxation or regulatory events, illegality, event of default or certain Index events including where an Index is modified or cancelled and there is no successor Index acceptable to the Calculation Agent, if an Index's sponsor fails to calculate and announce such Index, or certain events such as illegality, disruptions or cost increases occur with respect to the Issuer's or any of its affiliates' hedging arrangements (Index Events) (see also "Adjustment and Disruption Events" below) at an amount (which may be zero) equal to the fair market value of the Securities less unwind costs, all as determined by the Calculation Agent.

Transferability of the Securities: There are no restrictions on the free transferability of the Securities.

Status (Ranking): The Securities constitute direct, unconditional, unsubordinated and (subject to the provisions of the Issuer's negative pledge below) unsecured obligations of the Issuer and rank *pari passu* and without prejudice among themselves and (save as aforesaid and for such exceptions as may be provided by applicable legislation) at least equally with all other unsubordinated and unsecured obligations of the Issuer, from time to time outstanding.

Negative pledge: The terms of the Securities contain a negative pledge that the Issuer will not have any mortgage, charge, pledge or other security interest on its undertaking, assets or revenues, to secure certain types of its own indebtedness or any guarantee of or indemnity in respect of certain types of indebtedness of any third party for the benefit of holders thereof, without either securing the Securities at least equally and rateably or according to the Securities such other security or guarantee as the holders of the Securities approve by extraordinary resolution.

Taxation: All payments of principal in respect of the Securities will be made without withholding or deduction for or on account of taxes of whatever nature in Singapore or Japan or any other jurisdiction having power to tax payments made by the Issuer under the Securities, unless such withholding or deduction is required by law.

Events of default: The terms of the Securities contain, amongst others, events of default relating to non-payment of principal; failure by the Issuer to observe or perform any other covenant or agreement under the Securities; cross-acceleration of certain other indebtedness of the Issuer; certain bankruptcy or insolvency events occurring in respect of the Issuer.

Adjustments and Disruption Events: The terms of the Securities may be subject to adjustment (including without limitation the suspension and/or postponement of payments in respect of some or all of the Securities) as provided therein to take into account certain currency inconvertibility, illegality, regulatory, payment restriction and/or sanctions related events. The Securities may also be subject to adjustment if an Index Event occurs. If certain disruption events occur with respect to valuation of an Index such valuation will be postponed and may be made by the Calculation Agent. Payments may also be postponed.

Meetings: The terms of the Securities will contain provisions for calling meetings of holders of such Securities and passing written resolutions and obtaining electronic consents, in each case in relation to matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting or by way of written resolution or electronically and holders who voted in a manner contrary to the majority. **Governing law:** English law.

Where will the Securities be traded?

Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Dublin's regulated market from on or around the Issue Date.

What are the key risks that are specific to the Securities?

Risks associated with the Securities. The Securities are subject to the following key risks:

Risk of Total Loss: Each Security is an unsecured obligation of the Issuer. If the Issuer is insolvent, Securityholders will rank behind any secured and preferential creditors in respect of claims under the Securities. The redemption amount on maturity or cash settlement amount on exercise, however, depends on the price of the Underlying Reference(s) on the relevant observation date(s). If the Underlying Reference(s) on the relevant observation date or during the relevant observation period has traded at or above a preset level investors receive the principal invested. If the Underlying Reference(s) has traded below the pre-set level during the relevant observation period, investors fully participate in a downturn and may lose up to 100 per cent. of the initial investment.

Underlying Reference Fluctuations Risk: Fluctuations in the value of an Underlying Reference and changes in the price or market value or level of the assets or reference bases notionally contained in an Underlying Reference and/or changes in the circumstances of the issuers or sponsors of such assets or reference bases, might have an adverse effect on the level of an Underlying Reference and affect the value of Securities.

Determination Risk: Potential investors should be aware that (i) a change in the value of the Underlying Reference(s) may result in an early redemption or cancellation of the Securities, (ii) payments may occur at a different time than expected and (iii) they may lose all or a substantial portion of their investment if the value of the Underlying Reference(s) do not move in the anticipated direction.

No Interest in Underlying Reference Risk: The Securities do not create an actual interest in the Underlying Reference. In the event that the amount paid on redemption of the Securities is less than an investor's initial investment, the investor will not have recourse under any Security to the Underlying Reference or other items which may comprise the Underlying Reference.

Decrement Risk: The Underlying Reference has a decrement feature, the return on such Underlying Reference will be calculated by reinvesting net dividends or gross dividends (depending on the type and rules of such Underlying Reference paid by its components and by subtracting on a daily basis a pre-defined amount, and this may result in a lower return than that of a traditional "price return" or "total return" index, or a direct investment in the components of the Underlying Reference. [

Illiquidity: There is currently no market for trading of the Securities and there can be no assurance such a market would develop. Therefore, it may not be possible for an investor to sell the Securities. As such, an investment in the Securities is only suitable for those investors that have no need for liquidity during the term of the Securities.

Conflict of Interest: During the course of its normal business, the Issuer and any of its affiliates or subsidiaries or their respective directors, officers, employees, representatives, delegates or agents may enter into or promote, offer or sell transactions or investments (structured or otherwise) linked to the Securities or the relevant underlying asset or variable(s) that could affect the value of the Securities (either negatively or positively). The Issuer and any of its affiliates may establish, maintain, adjust or unwind its hedge positions with respect to the Securities. Any hedge

positions are the proprietary trading positions of the Issuer, if applicable, or relevant affiliate. The Calculation Agent is an affiliate of the Issuer and may make determinations which affect amounts, and calculate amounts, payable under the Securities and this could give rise to potential conflicts of interest between the Calculation Agent and the Securityholders. The Calculation Agent may also have wide discretion and will act without regard to the consequences for Securityholders and does not act on behalf of or have fiduciary or any other duty of care to Securityholders.

Postponement: The terms and conditions of the Securities include provisions dealing with the postponement of dates on which the level of the Underlying References is scheduled to be taken. Such postponement or alternative provisions for valuation provided in the terms and conditions of the Securities may have an adverse effect on the value of the Securities. The Calculation Agent may make adjustments to the terms of the Securities to account for the effect of certain adjustment events occurring in respect of the Securities and/or hedging arrangements or may replace an Underlying Reference with a new Underlying Reference. Any such adjustments may have an adverse effect on the value of the Securities.

Early Redemption: In certain circumstances (for example, if the calculation agent determines that no calculation, adjustment or substitution can reasonably be made, following an event of default or certain events affecting an Underlying Reference or the Issuer's hedging arrangements, or for reasons relating to taxation or illegality), the Securities may be early redeemed. If the Securities are redeemed early, the amount paid may be less than an initial investment and investors may therefore sustain a loss.

KEY INFORMATION ON THE OFFER OF THE SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

Terms and conditions of the offer: An offer of the Securities will be made to retail investors in Finland during the period commencing on (and including) 27 April 2026 and ending on (and including) 29 May 2026 (the “**Offer Period**”). The Issuer reserves the right to cancel the offer of the Securities at any time prior to the end of the Offer Period. The Offer Period may be shortened or extended at any time and for any reason. The offer price is the issue price.

The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror. A prospective investor should contact the Authorised Offeror during the Offer Period. Investors will be notified by the Authorised Offeror of their allocations of the Securities and the settlement arrangements in respect thereof. The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys

Manner in and date on which results of the offer are to be made public: The results of the offer will be published on the Issuer's website (www.nomuranow.com) on or around the Issue Date. The results of the offer will also be available on the website of the Authorised Offeror (<https://www.alexandria.fi/>).

There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror.

Why is this Prospectus being produced?

Use and estimated net amount of proceeds: The Issuer intends to use the net proceeds from the issue of Securities for its general corporate purposes. A substantial portion of the proceeds may be used to hedge market risk with respect to the Securities. The estimated net amount of proceeds is an amount equal to 100.00 per cent of the final aggregate principal amount of the Notes issued on the Issue Date.

Underwriting agreement on a firm commitment basis: The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

Description of any interest material to the issue/offer, including conflicting interests: The terms of the Securities confer on the Issuer, the Calculation Agent and certain other members of the Nomura Group discretion in making judgments, determinations and calculations in relation to the Securities. Potential conflicts of interest may arise with respect to such judgements, determinations and calculations. The Issuer, and other members of Nomura Group may also from time to time engage in transactions for their own account and/or possess confidential information which affect or relate to the Securities.

INTRODUKTION OCH VARNINGAR

Denna sammanfattning ska läsas som en introduktion till Grundprospektet och de Slutliga Villkor till vilka detta dokument är bilagt. Varje investeringsbeslut avseende Värdepapperen ska baseras på en granskning av Grundprospektet i dess helhet, inklusive handlingar inkommerade genom hänvisning samt de Slutliga Villkoren. En investerare i Värdepapperen kan förlora hela eller delar av det investerade kapitalet.

Civillrättsligt ansvar kan endast åläggas Emittenten på grundval av denna sammanfattning och endast om sammanfattningen, när den läses tillsammans med övriga delar av Grundprospektet och de Slutliga Villkoren, är vilseledande, felaktig eller motsägelsefull, eller om den inte, när den läses tillsammans med övriga delar av Grundprospektet och de Slutliga Villkoren, tillhandahåller den väsentliga information som krävs för att investerare ska kunna bedöma om de ska investera i Värdepapperen.

Du överväger att köpa en produkt som inte är enkel och som kan vara svår att förstå.

Värdepapper: De Värdepapper som beskrivs i denna sammanfattning är upp till 15 000 000 EUR Bonus Enhanced-Värdepapper kopplade till ett index förfallande 2031 ("Värdepapperen") med International Securities Identification Number (ISIN) XS3362306915 emitterade av Emittenten.

Emittent: Värdepapperen emitteras av Nomura Bank International plc ("Emittenten"), 1 Angel Lane, London EC4R 3AB, Storbritannien. Emittentens Legal Entity Identifier (LEI) är WGII3666BEDR02O241318.

Auktoriserad erbjödare: Den Auktoriserade erbjödaren är Alexandria Group Oyj med adress Eteläesplanadi 22 A, 00130 Helsingfors, Finland (telefonnummer: +358 9 41351300) och dess LEI är 7437002ONTEZT59NA993.

Behörig myndighet: Grundprospektet har godkänts som ett basprospekt av Central Bank of Ireland den 25 september 2025.

NYCKELINFORMATION OM EMITTENTEN

Vem är Emittenten av Värdepapperen?

Säte, juridisk form och registreringsland: Emittenten är ett publikt aktiebolag registrerat i England och Wales under nummer 1981122. Emittenten är ett helägt dotterbolag till Nomura Europe Holdings plc (det huvudsakliga europeiska holdingbolaget i Nomura-koncernen), som i sin tur är ett helägt dotterbolag till Nomura Holdings, Inc., inkommerat i Japan. Nomura Holdings, Inc. är det yttersta moderbolaget som leder de finansiella verksamheterna för sina dotterbolag (tillsammans "Nomura-koncernen"). Emittentens LEI är WGII3666BEDR02O24131.

Emittentens huvudsakliga verksamhet: Emittentens huvudsakliga funktion är att stödja Nomura-koncernens Wholesale-verksamhet och i synnerhet Nomura-koncernens affärsområde Global Markets. Emittentens verksamhet omfattar emission av ränte-, kredit- och aktierelaterade värdepapper; emission av företagscertifikat; tillhandahållande av subdeltagande och strukturerade lån; samt tillhandahållande av traditionella bankprodukter såsom lån och kreditfaciliteter, återköpstransaktioner, rembursar och garantier.

Väsentliga aktieägare, inbegripet uppgift om huruvida bolaget ägs eller kontrolleras, direkt eller indirekt, samt av vem: Emittenten är ett helägt dotterbolag till Nomura Europe Holdings plc (det huvudsakliga europeiska holdingbolaget i Nomura-koncernen), som i sin tur är ett helägt dotterbolag till Nomura Holdings, Inc., inkommerat i Japan. Nomura Holdings, Inc. är det yttersta moderbolaget som leder de finansiella verksamheterna för Nomura-koncernen.

Nyckelpersoner i styrelsen: Styrelseledamöterna i Emittenten är Neeta Atkar, Martin Butler, Magnus Falk, John Tierney, Rosemary Murray, Daisuke Mototani och Sir Thomas Scholar.

Lagstadda revisorer: Forvis Mazars LLP, 30 Old Bailey, London, EC4M 7AU.

Vad är den väsentliga finansiella informationen avseende Emittenten?

Följande tabell visar utvalda historiska finansiella nyckeltal för Emittenten:

Sammanfattning – resultaträkning

	År t.o.m. 31 mars 2025 (reviderad)	År t.o.m. 31 mars 2024 (reviderad)	6 månader t.o.m. 30 september 2025 (oreviderad)	6 månader t.o.m. 30 september 2024 (oreviderad)
Utvalda resultaträkningsposter (USD)				

Räntenetto (eller motsvarande)	299 129 000	259 304 000	165 007 000	154 719 000
Provisionsnetto	18 530 000	10 539 000	16 728 000	6 227 000
Nettonedskrivningsförlust på finansiella tillgångar	0	0	0	0
Nettoresultat handel	21 490 000	17 970 000	10 291 000	10 191 000
Mått på finansiell prestation som emittenten redovisar i sina finansiella rapporter, såsom rörelseresultat (Resultat före skatt)	12 493 000	9 545 000	6 697 000	6 377 000
Nettovinst eller -förlust (för koncernredovisning nettovinst eller -förlust hänförlig till moderbolagets aktieägare)	9 370 000	7 175 000	5 023 000	4 783 000

3. Sammanfattning – balansräkning (USD)

	Per den 31 mars 2025 (reviderad)	Per den 31 mars 2024 (reviderad)	Per den 30 september 2025 (oreviderad)	Per den 30 september 2024 (oreviderad)
Totala tillgångar	7 722 511 000	6 422 803 000	9 206 874 000	7 151 199 000
Seniora skulder	0	0	0	0
Efterställda skulder	0	0	0	0
Lån och fordringar från kunder (netto)	7 215 424 000	6 064 279 000	8 296 507 000	6 688 883 000
Inlåning från kunder	0	0	0	10 000 000
Totalt eget kapital	262 761 000	252 668 000	126 721 000	271 396 000
Totalt primärkapital	281 414 000	281 296 000	Ej tillämpligt	Ej tillämpligt

Vilka är de väsentliga risker som är specifika för Emittenten?

Emittenten är föremål för följande väsentliga risker:

- Emittenten är ett indirekt helägt dotterbolag till Nomura Holdings, Inc., som är moderbolag för Nomura-koncernen. Nomura-koncernens verksamhet och intäkter kan påverkas av negativa förändringar eller volatilitet i japansk och global ekonomi och på finansmarknaderna samt större geopolitiska händelser och risker. Om Nomura-koncernens finansiella ställning försämras kan Emittenten och investerarna i Värdepapperen drabbas av omedelbara och väsentligt negativa konsekvenser.
- Emittenten står inför en rad betydande risker som kan påverka dess förmåga att uppfylla sina åtaganden enligt Värdepapperen, inklusive marknadsrisk, ränterisk, valutarisk, likviditetsrisk, regulatorisk risk och operativa risker, samt geopolitiska händelser och risker. Om Emittentens finansiella ställning försämras kan Emittenten och investerarna i Värdepapperen drabbas av omedelbara och väsentligt negativa konsekvenser, inklusive minskade förväntade betalningsbelopp och förseningar av sådana betalningar.
- Förändringar i statliga och/eller centralbanksrelaterade finans-, penning- eller andra policyer i Japan eller i något annat land eller region där Nomura-koncernen är verksam kan påverka Emittentens verksamhet, finansiella ställning och resultat.

- Nomura-koncernen innehar regelbundet stora och koncentrerade positioner i vissa värdepapper i sina verksamheter såsom market-making, blockhandel, emissionsgarantier och prime brokerage. Fluktuationer i priserna på dessa positioner kan väsentligt påverka de priser till vilka Nomura-koncernen kan avveckla sådana positioner när det behövs.
- Nomura-koncernen använder en rad finansiella instrument och strategier för att säkra sin exponering mot finansiella risker som uppstår från de finansiella instrument den ingår. Om Nomura-koncernens säkringsstrategier inte är effektiva kan Nomura-koncernen ådra sig förluster. Vidare kan Nomura-koncernens policyer och procedurer för att identifiera, övervaka och hantera risker inte alltid vara fullt effektiva, och varje väsentligt misslyckande i riskhanteringen kan resultera i oväntade framtida riskexponeringar.

NYCKELINFORMATION OM VÄRDEPAPPEREN

Vilka är de huvudsakliga egenskaperna av Värdepapperen?

Typ och kategori av erbjudna värdepapper samt värdepappersidentifieringsnummer: Värdepapperen är upp till 15 000 000 EUR Bonus Enhanced-värdepapper kopplade till ett index förfallande 2031, med International Securities Identification Number (ISIN) XS3362306915. Emissionsdatum är 15 juni 2026 (**Emissionsdagen**). Emissionskursen för Värdepapperen är 100 procent av Värdepapperens sammanlagda nominella belopp.

Valuta, valör och antal utgivna Värdepapper: Serien av Värdepapper emitteras i Euro ("EUR"). Värdepapperen har en minsta Specificerad Valör om 1 000 EUR och **Beräkningsbeloppet** är 1 000 EUR. Det Nominella Beloppet av Värdepapperen som emitteras uppgår till högst 15 000 000 EUR.

Förfallodag: 5 Bankdagar efter Sista Värderingsdag, förväntas för närvarande vara 15 december 2031, med förbehåll för eventuell förtida inlösen av Värdepapperen.

Rättigheter förenade med Värdepapperen

Avkastningen på Värdepapperen kommer att härröra från det **Slutliga Inlösenbeloppet** på Värdepapperens Förfallodag. Det slutliga inlösenbelopp som ska betalas avseende Värdepapperen kommer att bero på utvecklingen av MerQube Luxury Brands Select 4% Decrement (EUR) ("**Indexet**" eller den "**Underliggande Referensen**") som anges i tabellen nedan och kommer att beräknas av Nomura International plc i egenskap av Beräkningsagent ("**Beräkningsagenten**"), enligt vad som närmare beskrivs nedan:

i	Underliggande Referens / Index	Bloomberg	Börs
1	MerQube Luxury Brands Select 4% Decrement (EUR)	MQDLBS4C	Den börs på vilken den relevanta komponenttillgången huvudsakligen handlas, eller någon efterträdare.

Beräkningsbelopp: 1 000 EUR

Specificerad Procentsats: 100%

Slutligt Inlösenbelopp: Det Slutliga Inlösenbeloppet ska vara ett belopp i Euro som beräknas av Beräkningsagenten enligt följande:

- (i) om det Slutliga Underliggande Värdet är lika med eller överstiger Strike-nivån, ska det Slutliga Inlösenbeloppet vara Beräkningsbeloppet multiplicerat med summan av den Specificerad Procentsatsen och uppsidans deltagande. Uttryckt som en formel:

$$\text{Beräkningsbelopp} \times (\text{Specificerad Procentsats} + \text{Deltagande} \times \text{Max} [\text{Bonusprocent} ; \text{Min} \{ \text{Maxprocent} ; \text{Slutlig Underliggande Prestation} - \text{Strike-procent} \}])$$

- (ii) I annat fall, (a) om ingen Knock-in-händelse har inträffat:

$$\text{Beräkningsbelopp} \times \text{Specificerad Procentsats}; \text{ eller}$$

eller (b) om en Knock-in-händelse har inträffat:

Beräkningsbelopp x Specificerad Procentsats x Max (0 ; Slutlig Underliggande Prestation)

Där:

Bonusprocent: 0%

Maxprocent: 45%

Deltagande: Minimum 250%

Strike-procent: 100%

Strike-nivå: Avseende den Underliggande Referensen, produkten av (i) Strike-procenten och (ii) det Underliggande Värdet (Initialt).

Underliggande Värde (Initialt): Det Underliggande Stängningsvärdet avseende Initial Värderingsdag.

Initial Värderingsdag: 8 juni 2026

Underliggande Värde (Slutligt): Det Underliggande Stängningsvärdet avseende den Underliggande Referensen och Sista Värderingsdag.

Slutlig Underliggande Värde: Det Underliggande Värdet (Slutligt) avseende Sista Värderingsdag.

Underliggande Prestation: Underliggande Prestation avser, beträffande en Underliggande Referens och en dag, en avkastning uttryckt i procent och beräknad av Beräkningsagenten enligt följande formel:

Underliggande Stängningsvärde dividerat med det Underliggande Värdet (Initialt)

Slutlig Underliggande Prestation: Underliggande Prestation avseende Sista Värderingsdag.

Sista Värderingsdag: 8 december 2031

Underliggande Stängningsvärde: Avser, beträffande en dag, den officiella stängningsnivån för sådant Index, så som denna beräknas och offentliggörs av Indexsponsorn.

Knock-in-händelse: En Knock-in-händelse inträffar om det Underliggande Stängningsvärdet avseende den Underliggande Referensen och Sista Värderingsdag är lika med eller mindre än Knock-in-nivån.

Knock-in-fastställsedag: Sista Värderingsdag

Knock-in-nivå: Produkten av (i) Knock-in-procenten och (ii) det Underliggande Värdet (Initialt) avseende den Underliggande Referensen.

Knock-in-procent: 69,99%

Indexsponsor: Avser, i förhållande till ett Index, det bolag eller den andra enhet som (a) ansvarar för att fastställa och se över reglerna och förfarandena samt metoderna för beräkning och eventuella justeringar avseende sådant Index och (b) regelbundet offentliggör (direkt eller via ombud) nivån på sådant Index.

Förtida inlösen: Värdepapperen kan lösas in i förtid till följd av skattemässiga eller regulatoriska händelser, olaglighet, händelser av försummelse eller avtalsbrott (Eng. *events of default*) eller vissa Indexhändelser, inklusive där ett Index ändras eller upphör och det inte finns något efterträdande Index som är godtagbart för Beräkningsagenten, om en Indexsponsor underlåter att beräkna och offentliggöra sådant Index, eller vid vissa händelser såsom olaglighet, störningar eller kostnadsökningar avseende Emittentens eller någon av dess närliggande bolags säkringsarrangemang (Indexhändelser) (se även ”Justeringar och störningshändelser” nedan) till ett belopp (vilket kan vara noll) som motsvarar Värdepapperens verkliga marknadsvärde minus avvecklingskostnader, allt enligt Beräkningsagentens bedömning.

Överlåtbarhet av Värdepapperen: Det finns inga begränsningar för den fria överlåtbarheten av Värdepapperen.

Status (Rangordning): Värdepapperen utgör direkta, ovillkorliga, icke-efterställda och (med förbehåll för bestämmelserna om Emittentens negativa pantsättningsklausul nedan) icke-säkerställda åtaganden för Emittenten och rangordnas *pari passu* och utan inbördes företräde sinsemellan samt (med förbehåll för vad som ovan angivits och för sådana undantag som kan följa av tillämplig lagstiftning) minst på samma nivå som alla övriga icke-efterställda och icke-säkerställda åtaganden som Emittenten vid var tid har utestående.

Negativ pantsättningsklausul: Villkoren för Värdepapperen innehåller en negativ pantsättningsklausul enligt vilken Emittenten inte ska upplåta någon inteckning, säkerhet, pant eller annan säkerhetsrätt i sin verksamhet, sina tillgångar eller intäkter, för att säkra vissa typer av sin egen skuldsättning eller någon garanti eller skadelöshetsförbindelse avseende vissa typer av tredje parts skuldsättning till förmån för innehavarna därav, utan att antingen säkerställa Värdepapperen minst lika och proportionellt eller tillerkänna Värdepapperen sådan annan säkerhet eller garanti som innehavarna av Värdepapperen godkänner genom särskilt majoritetsbeslut.

Beskattning: Samtliga betalningar av kapitalbelopp avseende Värdepapperen kommer att göras utan innehållande eller avdrag för eller på grund av skatter av vilket slag det vara må i Singapore eller Japan eller någon annan jurisdiktion med befogenhet att beskatta betalningar som görs av Emittenten enligt Värdepapperen, såvida inte sådant innehållande eller avdrag krävs enligt lag.

Events of default: Villkoren för Värdepapperen innehåller, bland annat, bestämmelser relaterade till händelser av försummelse eller avtalsbrott (Eng. *events of default*) avseende utebliven betalning av kapitalbelopp; Emittentens underlåtenhet att iaktta eller fullgöra något annat åtagande eller någon annan överenskommelse enligt Värdepapperen; korsaccelerering av vissa andra skulder hos Emittenten; vissa konkurs- eller insolvenshändelser som inträffar avseende Emittenten.

Justeringar och störningshändelser: Villkoren för Värdepapperen kan vara föremål för justering (inklusive, utan begränsning, uppskjutande och/eller framflyttande av betalningar avseende vissa eller samtliga Värdepapper) såsom föreskrivs däri för att beakta vissa händelser kopplade till valutainkonvertibilitet, olaglighet, regulatoriska förhållanden, betalningsrestriktioner och/eller sanktioner. Värdepapperen kan även vara föremål för justering om en Indexhändelse inträffar. Om vissa störningshändelser inträffar avseende värdering av ett Index ska sådan värdering skjutas upp och kan göras av Beräkningsagenten. Betalningar kan också skjutas upp.

Möten: Villkoren för Värdepapperen kommer att innehålla bestämmelser om kallelse till möten med innehavare av sådana Värdepapper och om antagande av skriftliga beslut samt inhämtande av elektroniska samtycken, i samtliga fall avseende frågor som påverkar deras intressen i allmänhet. Dessa bestämmelser tillåter att definierade majoriteter binder samtliga innehavare, inbegripet innehavare som inte deltog i och röstade vid det aktuella mötet eller genom skriftligt beslut eller elektroniskt samt innehavare som röstade i strid med majoriteten.

Tillämplig lag: Engelsk lag.

Var kommer Värdepapperen att handlas?

Ansökan kommer att göras av Emittenten (eller för dess räkning) om att Värdepapperen ska upptas till handel på Euronext Dublins reglerade marknad från och med eller omkring Emissionsdagen.

Vilka är de huvudsakliga riskerna som är specifika för Värdepapperen?

Risker förenade med Värdepapperen. Värdepapperen är föremål för följande väsentliga risker:

Risk för total förlust: Varje Värdepapper utgör en icke-säkerställd förpliktelse för Emittenten. Om Emittenten är insolvent kommer Värdepappersinnehavare att rangordnas efter eventuella säkerställda och förmånsberättigade fordringsägare avseende anspråk under Värdepapperen. Inlösenbeloppet vid förfall eller kontantavräkningsbeloppet vid utnyttjande beror dock på priset på Underliggande Referens(er) på relevant(a) observationsdag(ar). Om Underliggande Referens(er) på den relevanta observationsdagen eller under den relevanta observationsperioden har handlats på eller över en förutbestämd nivå erhåller investerarna det investerade kapitalet. Om Underliggande Referens(er) har handlats under den förutbestämda nivån under den relevanta observationsperioden deltar investerarna fullt ut i en nedgång och kan förlora upp till 100 procent av den ursprungliga investeringen.

Risk för värdefluktuationer i den Underliggande Referensen: Fluktuationer i värdet av en Underliggande Referens och förändringar i pris, marknadsvärde eller nivå för de tillgångar eller referensobjekt som teoretiskt ingår i en Underliggande Referens och/eller förändringar i förhållandena hos emittenterna eller sponsorerna av sådana tillgångar eller referensobjekt kan ha en negativ effekt på nivån för en Underliggande Referens och påverka värdet på Värdepapperen.

Bestämmningsrisk: Potentiella investerare bör vara medvetna om att (i) en förändring i värdet på den/de Underliggande Referensen/Referenserna kan resultera i förtida inlösen eller annullering av Värdepapperen, (ii) betalningar kan ske vid en annan tidpunkt än förväntat och (iii) de kan förlora hela eller en väsentlig del av sin investering om värdet på den/de Underliggande Referensen/Referenserna inte rör sig i den förväntade riktningen.

Ingen äganderätt till den Underliggande Referensen: Värdepapperen ger ingen faktisk äganderätt i den Underliggande Referensen. För det fall det belopp som betalas vid inlösen av Värdepapperen är lägre än en investerares ursprungliga investering, har investeraren ingen regressrätt enligt något Värdepapper mot den Underliggande Referensen eller andra poster som kan ingå i den Underliggande Referensen.

Decrement-risk: Den Underliggande Referensen har en decrement-egenskap, varvid avkastningen på sådan Underliggande Referens kommer att beräknas genom att netto- eller bruttoutdelningar (beroende på typen och reglerna för sådan Underliggande Referens) som betalas av dess komponenter återinvesteras och genom att ett på förhand fastställt belopp dras av på daglig basis, vilket kan resultera i en lägre avkastning än för ett traditionellt "price return"- eller "total return"-index, eller en direkt investering i komponenterna i den Underliggande Referensen.

Illikviditet: Det finns för närvarande ingen marknad för handel i Värdepapperen och det kan inte garanteras att en sådan marknad kommer att utvecklas. Det kan därför inte vara möjligt för en investerare att sälja Värdepapperen. En investering i Värdepapperen är därför endast lämplig för investerare som inte har behov av likviditet under Värdepapperens löptid.

Intressekonflikt: I den ordinarie affärsverksamheten kan Emittenten och någon av deras närstående bolag eller dotterbolag, liksom deras respektive styrelseledamöter, befattningshavare, anställda, representanter, ombud eller agenter, ingå, marknadsföra, erbjuda eller sälja transaktioner eller investeringar (strukturerade eller andra) som är kopplade till Värdepapperen eller till relevant underliggande tillgång eller variabel/variabler och som kan påverka värdet på

Värdepapperen (antingen negativt eller positivt). Emittenten och någon av deras närstående bolag kan etablera, upprätthålla, justera eller avveckla säkringspositioner avseende Värdepapperen. Sådana säkringspositioner är Emittentens, eller i förekommande fall, relevant närståendes egna handelspositioner. Beräkningsagenten är ett närstående bolag till Emittenten och kan fatta beslut som påverkar belopp och beräkna belopp som ska betalas enligt Värdepapperen, vilket kan ge upphov till potentiella intressekonflikter mellan Beräkningsagenten och Värdepappersinnehavarna. Beräkningsagenten kan också ha ett betydande utrymme för skönsässig bedömning och kommer att agera utan hänsyn till konsekvenserna för Värdepappersinnehavarna samt agerar inte för deras räkning och har inte någon förtroendeplikt eller annan vårdplikt gentemot Värdepappersinnehavarna.

Uppskjutande: Villkoren för Värdepapperen innehåller bestämmelser om uppskjutande av de datum då nivån för de Underliggande Referenserna är planerad att fastställas. Sådant uppskjutande, eller tillämpning av alternativa bestämmelser om värdering enligt villkoren för Värdepapperen, kan ha en negativ inverkan på värdet av Värdepapperen. Beräkningsagenten får göra justeringar i villkoren för Värdepapperen för att beakta effekten av vissa justeringshändelser som inträffar i fråga om Värdepapperen och/eller säkringsarrangemang, eller ersätta en Underliggande Referens med en ny Underliggande Referens. Sådana justeringar kan ha en negativ inverkan på värdet av Värdepapperen.

Förtida inlösen: Under vissa omständigheter (till exempel om Beräkningsagenten fastställer att ingen beräkning, justering eller ersättning skäligen kan göras, efter en händelse av försummelse eller vissa händelser som påverkar en Underliggande Referens eller Emittentens säkringsarrangemang, eller av skatte- eller rättsliga skäl) kan Värdepapperen förtidsinlösas. Om Värdepapperen förtidsinlöses kan det utbetalda beloppet vara lägre än det ursprungliga investerade beloppet och investerare kan därför drabbas av en förlust.

NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPEREN TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDE TILL HANDEL PÅ EN REGLERAD MARKNAD

Under vilka förutsättningar och enligt vilken tidplan kan jag investera i detta värdepapper?

Erbjudandets villkor och bestämmelser: Ett erbjudande av Värdepapperen kommer att riktas till icke-professionella investerare i Finland under perioden som börjar (och inkluderar) 27 april 2026 och slutar (och inkluderar) 29 maj 2026 ("Erbjudandeperioden"). Emittenten förbehåller sig rätten att när som helst före Erbjudandeperiodens slut avbryta erbjudandet av Värdepapperen. Erbjudandeperioden kan när som helst och av vilken anledning som helst förkortas eller förlängas. Erbjudandekursen utgörs av emissionskursen.

Det lägsta och högsta teckningsbeloppet från den Auktoriserade Erbjudaren kommer att meddelas investerarna av den Auktoriserade Erbjudaren. Distribution sker i enlighet med den Auktoriserade Erbjudarens sedvanliga rutiner, vilka meddelas investerarna av den Auktoriserade Erbjudaren. En potentiell investerare bör kontakta den Auktoriserade Erbjudaren under Erbjudandeperioden. Investerarna kommer att meddelas av den Auktoriserade Erbjudaren om sina tilldelningar av Värdepapperen samt om avvecklingsarrangemangen avseende dessa. Värdepapperen kommer att emitteras på Emissionsdagen mot betalning till Emittenten av nettoteckningslikvid.

Förfarande för och dag då erbjudandets utfall offentliggörs: Utfallet av erbjudandet kommer att publiceras på Emittentens webbplats (www.nomuranow.com) på eller omkring Emissionsdagen. Utfallet av erbjudandet kommer även att finnas tillgängligt på den Auktoriserade Erbjudarens webbplats (<https://www.alexandria.fi/>).

Det tas inte ut några uppskattade kostnader av investeraren av Emittenten eller den Auktoriserade Erbjudaren.

Varför upprättas detta Prospekt?

Användning och beräknat nettobelopp av emissionslikviden: Emittenten avser att använda nettolikviden från emissionen av Värdepapperen för allmänna bolagsändamål. En väsentlig del av likviden kan användas för att säkra marknadsrisk relaterad till Värdepapperen. Den beräknade nettolikviden uppgår till ett belopp motsvarande 100,00 procent av Värdepapperens slutliga sammanlagda nominella belopp som emitteras på Emissionsdagen.

Garantiåtagande på fast åtagandebasis: Erbjudandet av Värdepapperen omfattas inte av något garantiavtal på fast åtagandebasis.

Beskrivning av intressen av betydelse för emissionen/erbjudandet, inklusive motstridiga intressen: Villkoren för Värdepapperen ger Emittenten, Beräkningsagenten och vissa andra bolag inom Nomura-koncernen ett skönsässigt utrymme vid bedömningar, beslut och beräkningar avseende Värdepapperen. Potentiella intressekonflikter kan uppkomma i samband med sådana bedömningar, beslut och beräkningar. Emittenten och andra bolag inom Nomura-koncernen kan också från tid till annan genomföra transaktioner för egen räkning och/eller inneha konfidentiell information som påverkar eller har anknytning till Värdepapperen.

