

FIRST SUPPLEMENT DATED 28 NOVEMBER 2025 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, 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.

Each of the Issuer, Nomura Holdings, Inc. (the **NHI Guarantor**), Nomura Securities Co., Ltd. (the **NSC Guarantor**) and in the case of Exempt Securities only, Nomura International (Hong Kong) Limited (the **NIHK Guarantor** and, together with the NHI Guarantor and the NSC Guarantor, the **Guarantors**, and each a **Guarantor**) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantors, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. PURPOSE OF THIS SUPPLEMENT

The Issuer has recently published its unaudited condensed interim financial statements for the six months period ended 30 September 2025 (the **Issuer's Interim Financial Statements**).

The NHI Guarantor has recently published (i) a United States Securities and Exchange Commission Form 6-K filing dated 28 October 2025 of an English translation of the NHI Guarantor's unaudited financial summary for the six months ended 30 September 2025 (the **NHI Guarantor's Financial Summary Form 6-K**), (ii) a United States Securities and Exchange Commission Form 6-K filing dated 5 November 2025 of the NHI Guarantor's Supplement for Financial Highlights – Six months ended 30 September 2025 (the **NHI Guarantor's Financial Highlights Form 6-K**) and (iii) a United States Securities and Exchange Commission Form 6-K filing dated 19 November 2025 of an English translation of the NHI Guarantor's unaudited Semi-annual Securities Report for the six months ended 30 September 2025 (the **NHI Guarantor's Semi-annual Securities Report Form 6-K**).

The NSC Guarantor has recently published an English translation of its unaudited quarterly financial information for the six months ended 30 September 2025 (the **NSC Guarantor's Quarterly Financial Information**) as referred to on page 16 in the NHI Guarantor's Financial Summary Form 6-K.

The Terms and Conditions of the N&C Securities as contained on pages 253 to 467 of the Base Prospectus shall be amended as set out at paragraph 7 below.

The Terms and Conditions of the French Law N&C Securities as contained on pages 468 to 668 of the Base Prospectus shall be amended as set out at paragraph 8 below.

Annex 5 - Additional Terms and Conditions for Fund Linked Securities as contained on pages 847 to 881 of the Base Prospectus shall be amended as set out at paragraph 9 below.

Annex 7 - Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version) as contained on pages 901 to 960 of the Base Prospectus shall be amended as set out at paragraph 10 below.

The purpose of this Supplement is to (a) incorporate by reference the Issuer's Interim Financial Statements, (b) incorporate by reference the NHI Guarantor's Financial Summary Form 6-K, (c) incorporate by reference the NHI Guarantor's Financial Highlights Form 6-K, (d) incorporate by reference the NHI Guarantor's Semi-annual Securities Report Form 6-K, (e) incorporate by reference the NSC Guarantor's Quarterly Financial Information, (f) amend the Terms and Conditions of the N&C Securities, (g) amend the Terms and Conditions of the French Law N&C Securities, (h) amend Annex 5 - Additional Terms and Conditions for Fund Linked Securities, (i) amend Annex 7 - Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version) and (j) update the significant change statements in relation to the Issuer and the Guarantors.

2. PUBLICATION OF THE ISSUER'S INTERIM FINANCIAL STATEMENTS

The Issuer has recently published the Issuer's Interim Financial Statements.

A copy of the Issuer's Interim Financial Statements is available at:

<https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/nif-interim-financial-statement-30Sep2025.pdf>

By virtue of this Supplement, the Issuer's Interim Financial Statements are incorporated by reference in, and form part of, the Base Prospectus.

As such:

(i) the following text shall be added on page 118 of the Base Prospectus immediately following the existing paragraph (kk):

"(ll) the Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2025 (available at: <https://www.nomuranow.com/portal/site/public/en-gb/resources/upload/nif-interim-financial-statement-30Sep2025.pdf>);"; and

(ii) the following additional section shall be added at the end of the Nomura International Funding Pte. Ltd. section of the table of cross-references which ends on page 119 of the Base Prospectus:

Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2025	
Director's Report	Pages 1 to 2
Independent Review Report	Page 3
Condensed Interim Statement of Comprehensive Income	Pages 4 to 5

Condensed Interim Statement of Financial Position	Page 6
Condensed Interim Statement of Changes in Equity	Page 7
Condensed Interim Cash Flow Statement	Page 8
Notes to the Condensed Interim Financial Statements	Pages 9 to 38

3. PUBLICATION OF THE NHI GUARANTOR'S FINANCIAL SUMMARY FORM 6-K

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

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

https://www.nomuraholdings.com/en/investor/library/sec/main/01111111115/teaserItems2/0/linkList/0/link/251028_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 immediately following the new paragraph (ll) (inserted as described at paragraph 2(i) above):

“(mm) the Form 6-K of the NHI Guarantor dated 28 October 2025, of an English translation of the NHI Guarantor’s unaudited financial summary for the six months ended 30 September 2025 (but excluding any documents incorporated therein) (available at https://www.nomuraholdings.com/en/investor/library/sec/main/01111111115/teaserItems2/0/linkList/0/link/251028_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:

Form 6-K for the six months ended 30 September 2025	
Semi-annual Consolidated Balance Sheets (Unaudited)	Pages 6 to 7
Semi-annual Consolidated Statements of Income (Unaudited)	Page 8
Semi-annual Consolidated Statements of Comprehensive Income (Unaudited)	Page 9
Note with respect to the Assumption as a Going Concern (Unaudited)	Page 10
Significant Changes in Equity (Unaudited)	Page 11

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

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

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

<https://www.nomuraholdings.com/en/investor/library/sec/main/01111111119/teaserItems2/0/linkList/0/link/251105.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 immediately following the new paragraph (mm) (inserted as described at paragraph 3(i) above):

"(nn) the Form 6-K of the NHI Guarantor dated 5 November 2025, of the NHI Guarantor's Supplement for Financial Highlights - Six months ended 30 September 2025 (but excluding any documents incorporated therein) (available at <https://www.nomuraholdings.com/en/investor/library/sec/main/01111111119/teaserItems2/0/linkList/0/link/251105.pdf>);" and

- (ii) the following additional section shall be added at the end of the Nomura Holdings, Inc. section of the table of cross-references which ends on page 121 of the Base Prospectus (as amended by paragraph 3(ii) above):

Form 6-K for Supplement Financial Highlights – Six months ended 30 September 2025	
i.) Financial Position	Cover pages
ii.) Value at Risk	Cover pages
iii.) Number of Employees	Cover pages
Business Segment Information	Pages 1 to 7

5. PUBLICATION OF THE NHI GUARANTOR'S SEMI-ANNUAL SECURITIES REPORT FORM 6-K

The NHI Guarantor has recently published the NHI Guarantor's Semi-annual Securities Report Form 6-K.

A copy of the NHI Guarantor's Semi-annual Securities Report Form 6-K is available at:

<https://www.nomuraholdings.com/en/investor/library/sec/main/01111111111/teaserItems2/0/linkList/0/link/251119.pdf>

By virtue of this Supplement, the NHI Guarantor's Semi-annual Securities Report 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 immediately following the new paragraph (nn) (inserted as described at paragraph 4(i) above):

“(oo) the Form 6-K of the NHI Guarantor dated 19 November 2025, of an English translation of the NHI Guarantor’s unaudited Semi-annual Securities Report for the six months ended 30 September 2025 (but excluding any documents incorporated therein) (available at: <https://www.nomuraholdings.com/en/investor/library/sec/main/011111111111/teaserItems2/0/linkList/0/link/251119.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 4(ii) above):

Form 6-K for the six months ended 30 September 2025	
Consolidated Balance Sheets (Unaudited)	Pages 23 to 25
Consolidated Statements of Income (Unaudited)	Page 26
Consolidated Statements of Comprehensive Income (Unaudited)	Page 27
Consolidated Statements of Changes in Equity (Unaudited)	Page 28
Consolidated Statements of Cash Flows (Unaudited)	Pages 29 to 30
Notes to the Consolidated Financial Statements (Unaudited)	Pages 31 to 116
Interim Review Report of Independent Auditor (English translation)	Pages 117 to 118

6. 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/teaserItems3/0/linkList/0/link/2026_2q.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 immediately following the new paragraph (oo) (inserted as described at paragraph 5(i) above):

“(pp) the English translation of the Japanese language unaudited quarterly financial information for the six months ended 30 September 2025 of the NSC Guarantor as published on 28 October 2025 (available at https://www.nomuraholdings.com/en/company/group/nsc/nsc/main/019/teaserItems3/0/link/List/0/link/2026_2q.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 six months ended 30 September 2025 (English translation)	
Unaudited Unconsolidated Balance Sheets	Page 1
Unaudited Unconsolidated Statements of Income	Page 1
Unaudited Unconsolidated Statements of Income – Quarterly Comparatives	Page 2
Unaudited Supplementary Information	Page 3

7. AMENDMENT OF THE TERMS AND CONDITIONS OF THE N&C SECURITIES

- (a) Sub-conditions 7.4.3.1 and 7.4.3.2 (*Payment Day*) of the Terms and Conditions of the N&C Securities on page 306 of the Base Prospectus shall be updated and replaced with the following:

7.4.3.1 "a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in:

- (1) in the case of N&C Securities in definitive form only, the relevant place of presentation;
- (2) each Additional Financial Centre specified in the applicable Final Terms (other than T2); and
- (3) if T2 is specified as an Additional Financial Centre in the applicable Final Terms, a day on which the T2 is open.

7.4.3.2 either (1) in relation to any sum payable in a relevant currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of each such relevant currency (which if the relevant currency is Australian dollars, New Zealand dollars or Renminbi shall be Sydney, Auckland or Hong Kong, respectively) or (2) in relation to any sum payable euro, a day on which T2 is open; and"

- (b) Part (ii) of the definition of Coupon Barrier Condition contained in Condition 22.3 (*Definitions relating to the Non-Exempt Interest N&C Securities and Non-Exempt Redemption N&C Securities*) of the Terms and Conditions of the N&C Securities on page 455 of the Base Prospectus shall be updated and replaced with the following:

"(ii) if the "Coupon Underlying Type" is specified in the applicable Final Terms as "Worst-of", the Underlying Value in respect of each Underlying Reference and such Coupon

Determination Day is equal to or greater than its Coupon Barrier Level in respect of such Coupon Determination Day; or"

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

- (a) Sub-conditions 7.4.2.2 and 7.4.2.3 (*Payment Day*) of the Terms and Conditions of the N&C Securities on page 509 of the Base Prospectus shall be updated and replaced with the following:

7.4.2.2 "a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in:

- (1) each Additional Financial Centre specified in the applicable Final Terms (other than T2); and
- (2) if T2 is specified as an Additional Financial Centre in the applicable Final Terms, a day on which T2 is open; and

7.4.2.3 either (1) in relation to any sum payable in a relevant currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of each such relevant currency (which if the relevant currency is Australian dollars, New Zealand dollars or Renminbi shall be Sydney, Auckland or Hong Kong, respectively) or (2) in relation to any sum payable euro, a day on which the T2 is open."

- (b) Part (ii) of the definition of Coupon Barrier Condition contained in Condition 22.3 (*Definitions relating to the Non-Exempt Interest N&C Securities and Non-Exempt Redemption N&C Securities*) of the Terms and Conditions of the French law N&C Securities on pages 655 and 656 of the Base Prospectus shall be updated and replaced with the following:

"(ii) if the "Coupon Underlying Type" is specified in the applicable Final Terms as "Worst-of", the Underlying Value in respect of each Underlying Reference and such Coupon Determination Day is equal to or greater than its Coupon Barrier Level in respect of such Coupon Determination Day; or"

9. AMENDMENT OF ANNEX 5 - ADDITIONAL TERMS AND CONDITIONS FOR FUND LINKED SECURITIES

The paragraph detailed at (b) of the definition of Fund Extraordinary Event contained in Condition 3 (*Fund Events*) of Annex 5 - Additional Terms and Conditions for Fund Linked Securities on page 853 the Base Prospectus shall be updated and replaced with the following:

"(b) **Fund Extraordinary Event** means any of a Nationalisation, a Fund Adviser Event, a Fund Consolidation Event, a Fund Insolvency Event, a Holding Ratio Event, a Holdings Trigger Event, an Assets Under Management Event, a NAV Trigger Event, an Adviser/Key Personnel Removal Event, a Fund Modification, a Fees or Charges Event, a Strategy Breach, a Regulatory Action, a Tax Change, a Reporting Disruption, a Value Accuracy Event, a Limitation Event, a Non Currency Redemption, a Fund Service Provider Cessation, a Fund Service Provider Disruption or a Related Agreement Termination, a Change in Law, a Fund Hedging Disruption or an Increased Cost of Hedging:"

10. AMENDMENT OF ANNEX 7 - ADDITIONAL TERMS AND CONDITIONS FOR CREDIT LINKED SECURITIES (2003 ISDA CREDIT DERIVATIVES DEFINITIONS VERSION)

Condition 13 (*Definitions*) of Annex 7 - Additional Terms and Conditions for Credit Linked Securities (2003 ISDA Credit Derivatives Definitions Version) shall be updated by the addition of the following as a new definition directly beneath the definition titled "DC Resolution" on page 922 of the Base Prospectus:

"DC Secretary has the meaning given to that term in the Rules."

11. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

The paragraphs under the heading "6. Significant Change" on page 1195 of the Base Prospectus shall be updated and replaced with the following:

"There has been no significant change in the financial performance or position of the Issuer since 30 September 2025.

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 30 September 2025.

There has been no significant change in the financial performance or position of the NSC Guarantor since 30 September 2025."

12. 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, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement and any documents incorporated by reference herein will be published on the website of the Luxembourg Stock Exchange (www.luxse.com).

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

The amendments included in this Supplement shall only apply to Non-Exempt Securities and Exempt Securities which are issued on or after the date of approval of this Supplement.