

**THIRD SUPPLEMENT DATED 14 FEBRUARY 2019 TO THE BASE PROSPECTUS DATED 14 SEPTEMBER 2018**

**NOMURA**

**NOMURA INTERNATIONAL FUNDING PTE. LTD.**

**USD 9,000,000,000**

**NOTE, WARRANT AND CERTIFICATE PROGRAMME**

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 14 September 2018, as previously supplemented by a supplement dated 16 November 2018 (the **First Supplement**) and a supplement dated 6 December 2018 (the **Second Supplement**, and together with the First Supplement, the **Prior Supplements**), which comprises a base prospectus, constitutes a supplement to the Base Prospectus for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, as amended (the **Prospectus Act**) and is prepared in connection with the USD9,000,000,000 Note, Warrant and Certificate Programme (the **Programme**) of Nomura International Funding Pte. Ltd. (the **Issuer**). Terms defined in the Base Prospectus, as previously supplemented, have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the Prior Supplements.

Each of the Issuer, Nomura Holdings, Inc. (the **NHI Guarantor**) and Nomura Securities Co., Ltd. (the **NSC Guarantor** and, together with the NHI 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 (each of which has taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**1. PURPOSE OF THIS SUPPLEMENT**

The NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 31 January 2019 of an English translation of the NHI Guarantor's unaudited financial summary for the nine months ended 31 December 2018 (the **NHI Financial Summary Form 6-K**).

The NSC Guarantor has recently published an English translation of its unaudited quarterly financial information for the nine months ended 31 December 2018 (the **NSC Guarantor's Quarterly Financial Information**) as published on 31 January 2019 and as referred to in the NHI Financial Summary Form 6-K.

The purpose of this Supplement is to (a) incorporate by reference the NHI Financial Summary Form 6-K, (b) incorporate by reference the NSC Guarantor's Quarterly Financial Information, (c) update the significant change statements in relation to the Guarantors, and (d) update the "Summary of the Programme".

**2. PUBLICATION OF THE NHI FINANCIAL SUMMARY FORM 6-K**

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

A copy of the NHI Financial Summary Form 6-K has been filed with the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and, by virtue of this Supplement, the NHI 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 186 of the Base Prospectus (as amended by the Prior Supplements) immediately following the existing paragraph (s):
  - “(t) the Form 6-K of the NHI Guarantor dated 31 January 2019, of an English translation of the NHI Guarantor’s unaudited financial summary for the nine months ended 31 December 2018 (but excluding any documents incorporated therein); 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 188 of the Base Prospectus:

<b>Form 6-K for the nine months ended 31 December 2018</b>	
Consolidated Balance Sheets (Unaudited)	Pages 6 to 7
Consolidated Statements of Income (Unaudited)	Page 8
Consolidated Statements of Comprehensive Income (Unaudited)	Page 9
Note with respect to the Assumption as a Going Concern (Unaudited)	Page 9
Segment Information – Operating Segment (Unaudited)	Page 10
Significant Changes in Equity (Unaudited)	Page 11
Significant Subsequent Events (Unaudited)	Page 12

### **3. 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 has been filed with the CSSF and, 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 186 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (t) (inserted as described at paragraph 2(i) above):
  - “(u) the English translation of the Japanese language unaudited quarterly financial information for the nine months ended 31 December 2018 of the NSC Guarantor as published on 31 January 2019.”;
- (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 189 of the Base Prospectus:

<b>Unaudited Quarterly Financial Information for the nine months ended 31 December 2018 (English translation)</b>	
Unaudited Unconsolidated Balance Sheets	Page 1
Unaudited Unconsolidated Statements of Income	Pages 1 to 2
Unaudited Supplementary Information	Pages 3 to 4

#### **4. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS**

The three paragraphs under the heading “6. Significant Change” on page 915 of the Base Prospectus shall be deemed deleted and replaced with the following paragraphs:

“There has been no significant change in the financial or trading position of the Issuer since 30 September 2018.

There has been no significant change in the financial or trading position of the NHI Guarantor or the Nomura Group since 31 December 2018.

There has been no significant change in the financial or trading position of the NSC Guarantor since 31 December 2018.”

#### **5. UPDATE OF THE "SUMMARY OF THE PROGRAMME"**

In light of the publication of the NHI Financial Summary Form 6-K and the NSC Guarantor’s Quarterly Financial Information, the Summary section of the Base Prospectus shall be amended as follows:

Element B19/B.12 "Selected historical key financial information" on pages 20 to 24 of the Base Prospectus shall be replaced by the following:

<b>B19/ B.12</b>	[Selected historical key financial information:	
	<b><i>Income Statement</i></b>	
	[Insert where NHI is the Guarantor:	
	The key financial information below is extracted from the Guarantor's audited consolidated statements of income for each of the two years ended 31 March 2017 and 31 March 2018, respectively:	
		31 March 2017
	(Millions of Yen)	
Total revenue	1,715,516	1,972,158
Interest expense	312,319	475,189
Net revenue	1,403,197	1,496,969

Total non-interest expenses	1,080,402	1,168,811
Income before income taxes	322,795	328,158
Income tax expense	80,229	103,866
Net income	242,566	224,292
Net income attributable to NHI shareholders	239,617	219,343
Return on equity <sup>(1)</sup>	8.7%	7.9%
<sup>(1)</sup> Calculated as net income attributable to NHI shareholders divided by total NHI shareholders' equity.		
The key financial information below is extracted from the Guarantor's unaudited consolidated statements of income for the nine months ended 31 December 2018 as they appear in the English translation of the Guarantor's unaudited financial summary for the nine months ended 31 December 2018:		
	31 December 2017	31 December 2018
	(Millions of Yen)	
Total revenue	1,460,944	1,336,766
Interest expense	342,012	521,250
Net revenue	1,118,932	815,516
Total non-interest expenses	837,697	877,570
Income (loss) before income taxes	281,235	(62,054)
Income tax expense	79,788	36,331
Net income (loss)	201,447	(98,385)
Net income (loss) attributable to NHI shareholders	196,668	(101,286)
Return on equity <sup>(1)</sup>	9.3%	(5.0%)
<sup>(1)</sup> Calculated as net income (loss) attributable to NHI shareholders divided by total NHI shareholders' equity (annualised).]		
<i>[Insert where NSC is the Guarantor:</i>		
The key financial information below is extracted from the Guarantor's audited non-consolidated statements of income for each of the two years ended 31 March 2017 and 31 March 2018:		
	31 March 2017	31 March 2018

	(Millions of Yen)	
Commissions	354,155	394,587
Net gain on trading	220,851	222,878
Interest and dividend income	87,826	72,347
Interest expenses	96,246	78,426
Selling, general and administrative expenses	467,804	489,624
Operating income	98,782	121,762
Income before income taxes	102,068	120,084
Net income	71,743	76,439
The key financial information below is extracted from the Guarantor's unaudited unconsolidated statements of income for the nine months ended 31 December 2018 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the nine months ended 31 December 2018:		
	31 December 2017 (Restated) <sup>(1)</sup>	31 December 2018
	(Millions of Yen)	
Commissions	298,822	271,568
Net gain on trading	166,590	126,231
Interest and dividend income	61,265	56,178
Interest expenses	64,757	56,065
Selling, general and administrative expenses	365,861	348,403
Operating income	96,058	49,509
Income before income taxes	97,430	51,187
Net income	61,812	35,359
<sup>(1)</sup> The numbers for the nine months ended 31 December 2017 have been restated to reflect the change in accounting policy for certain derivatives as implemented on 1 April 2018.]		
<b><i>Statement of Financial Position</i></b>		

*[Insert where NHI is the Guarantor:*

The key financial information below is extracted from the Guarantor's audited consolidated balance sheets as at 31 March 2017 and 31 March 2018:

	31 March 2017	31 March 2018
	(Millions of Yen)	
Total assets	42,852,078	40,591,329
Total equity	2,843,791	2,799,824
Total liabilities	40,008,287	37,791,505

The key financial information below is extracted from the Guarantor's unaudited consolidated balance sheets as at 31 December 2018 as they appear in the English translation of the Guarantor's unaudited financial summary for the nine months ended 31 December 2018:

	31 March 2018 (Restated) <sup>(1)</sup>	31 December 2018
	(Millions of Yen)	
Total assets	40,343,947	45,113,023
Total equity	2,799,824	2,706,011
Total liabilities	37,544,123	42,407,012

<sup>(1)</sup> The numbers for the year ended 31 March 2018 have been restated to reflect the change in accounting policy for certain derivatives as implemented on 1 April 2018. The restated numbers for the year ended 31 March 2018 are unaudited.]

*[Insert where NSC is the Guarantor:*

The key financial information below is extracted from the Guarantor's audited non-consolidated balance sheets as at 31 March 2017 and 31 March 2018:

	31 March 2017	31 March 2018
	(Millions of Yen)	
Total assets	12,955,112	12,824,789
Total net assets	735,965	661,758
Total liabilities	12,219,147	12,163,030

The key financial information below is extracted from the Guarantor's unaudited

unconsolidated balance sheets as at 31 December 2018 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the nine months ended 31 December 2018:

	31 March 2018 (Restated) <sup>(1)</sup>	31 December 2018
	(Millions of Yen)	
Total assets	12,480,089	13,212,792
Total net assets	666,186	652,055
Total liabilities	11,813,903	12,560,736

<sup>(1)</sup> The numbers for the year ended 31 March 2018 have been restated to reflect the change in accounting policy for certain derivatives as implemented on 1 April 2018. The restated numbers for the year ended 31 March 2018 are unaudited.]

***Statements of no significant or material adverse change***

*[Insert where NHI is the Guarantor:*

There has been no material adverse change in the prospects of the Guarantor since 31 March 2018.

Not Applicable - There has been no significant change in the financial or trading position of the Guarantor or the Nomura Group since 31 December 2018.]

*[Insert where NSC is the Guarantor:*

There has been no material adverse change in the prospects of the Guarantor since 31 March 2018.

Not Applicable - There has been no significant change in the financial or trading position of the Guarantor since 31 December 2018.]

## 6. 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 inaccuracy relating to information included in the Base Prospectus since the publication of the Prior Supplements.

If and so long as any Securities are listed on the Luxembourg Stock Exchange, copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Principal Agent as described on page 190 of the Base Prospectus and will be available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

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 Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

The information incorporated by reference that is not included in the cross-reference lists set out above is considered additional information and is not required by the relevant schedules of the Prospectus Regulation (Commission Regulation (EC) No. 809/2004, as amended).

This Supplement will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).