

THIRD SUPPLEMENT DATED 29 JANUARY 2018 TO THE BASE PROSPECTUS DATED 15 SEPTEMBER 2017

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD 6,500,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 15 September 2017, as previously supplemented by a supplement dated 10 November 2017 (the **First Supplement**) and a supplement dated 8 December 2017 (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 USD6,500,000,000 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 NSC Guarantor has recently prepared an English translation of its unaudited Semi-annual Non-Consolidated Financial Statements for the six months ended 30 September 2017 (the **NSC Guarantor's Semi-annual Financial Statements**).

The purpose of this Supplement is to (a) incorporate by reference the NSC Guarantor's Semi-annual Financial Statements, and (b) update the "Summary of the Programme".

2. PUBLICATION OF THE NSC GUARANTOR'S SEMI-ANNUAL FINANCIAL STATEMENTS

The NSC Guarantor has recently published the NSC Guarantor's Semi-annual Financial Statements.

A copy of the NSC Guarantor's Semi-annual Financial Statements has been filed with the Commission de Surveillance du Secteur Financier and, by virtue of this Supplement, the NSC Guarantor's Semi-annual 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 179 of the Base Prospectus (as amended by the Prior Supplements) immediately following the existing paragraph (s):

“(t) the English translation of the Japanese language unaudited Semi-annual Non-Consolidated Financial Statements of the NSC Guarantor for the six months ended 30 September 2017.”; 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 182 of the Base Prospectus:

Unaudited Semi-annual Financial Statements for the six months ended 30 September 2017 (English translation)	
Semi-annual Non-Consolidated Balance Sheets	Pages 3 to 5
Semi-annual Non-Consolidated Statements of Income	Page 6
Semi-annual Non-Consolidated Statements of Changes in Net Assets	Pages 7 to 8
Semi-annual Non-Consolidated Statements of Cash Flows	Page 9
Significant accounting policies and explanatory notes	Pages 10 to 30

3. UPDATE OF THE "SUMMARY OF THE PROGRAMME"

In light of the publication of the NSC Guarantor’s Semi-annual Financial Statements, the Summary section of the Base Prospectus shall be amended by replacing Element B.19/B.12 "Selected historical key financial information" on pages 18 to 22 of the Base Prospectus with the following:

B19/ B.12	[Selected historical key financial information:		
	<i>Income Statement</i>		
	[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 2016 and 31 March 2017, respectively:		
		31 March 2017	31 March 2016
		(Millions of Yen)	
Total revenue	1,715,516	1,723,096	
Interest expense	312,319	327,415	
Net revenue	1,403,197	1,395,681	
Total non-interest expenses	1,080,402	1,230,523	

Income before income taxes	322,795	165,158
Income tax expense	80,229	22,596
Net income	242,566	142,562
Net income attributable to NHI shareholders	239,617	131,550
Return on equity ⁽¹⁾	8.7%	4.9%

⁽¹⁾ 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 six months ended 30 September 2017 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2017:

	30 September 2017	30 September 2016
	(Millions of Yen)	
Total revenue	930,315	844,521
Interest expense	217,999	159,046
Net revenue	712,316	685,475
Total non-interest expenses	551,834	540,936
Income before income taxes	160,482	144,539
Income tax expense	48,828	35,512
Net income	111,654	109,027
Net income attributable to NHI shareholders	108,706	108,005
Return on equity ⁽¹⁾	7.7%	8.1%

⁽¹⁾ Calculated as net income attributable to NHI shareholders divided by total NHI shareholders' equity.(annualised)]

[Insert where NSC is the Guarantor:

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 2016 and 31 March 2017:

	31 March 2017	31 March 2016
	(Millions of Yen)	
Commissions	354,155	446,136
Net gain on trading	220,851	218,686

Interest and dividend income	87,826	81,978
Interest expenses	96,246	87,796
Selling, general and administrative expenses	467,804	475,029
Operating income	98,782	183,975
Income before income taxes	102,068	183,161
Net income	71,743	120,544

The key financial information below is extracted from the Guarantor's unaudited Semi-annual Non-Consolidated Statements of Income for the six months ended 30 September 2017 as they appear in the English translation of the Guarantor's unaudited Semi-annual Non-Consolidated Financial Statements for the six months ended 30 September 2017:

	30 September 2017	30 September 2016
	(Millions of Yen)	
Commissions	187,992	164,683
Net gain on trading	109,349	119,592
Interest and dividend income	42,377	44,577
Interest expenses	44,074	47,514
Total selling, general and administrative expenses	240,549	226,100
Operating income	55,095	55,238
Income before income taxes	55,864	57,401
Net income	38,476	40,377]

Statement of Financial Position

[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 2016 and 31 March 2017:

	31 March 2017	31 March 2016
	(Millions of Yen)	
Total assets	42,852,078	41,090,167
Total equity	2,843,791	2,743,015

Total liabilities	40,008,287	38,347,152
-------------------	------------	------------

The key financial information below is extracted from the Guarantor's unaudited consolidated balance sheets as at 30 September 2017 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2017:

	30 September 2017	
	(Millions of Yen)	
Total assets	44,105,700	
Total equity	2,892,407	
Total liabilities	41,213,293]	

[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 2016 and 31 March 2017:

	31 March 2017	31 March 2016
	(Millions of Yen)	
Total assets	12,955,112	12,244,625
Total net assets	735,965	805,013
Total liabilities	12,219,147	11,439,612

The key financial information below is extracted from the Guarantor's unaudited Semi-annual Non-Consolidated Balance Sheets as at 30 September 2017 as they appear in the English translation of the Guarantor's unaudited Semi-annual Non-Consolidated Financial Statements for the six months ended 30 September 2017:

	30 September 2017
	(Millions of Yen)
Total assets	12,235,142
Total net assets	699,123
Total liabilities	11,536,018]

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 2017.

	<p>Not Applicable - There has been no significant change in the financial or trading position of the Guarantor or the Nomura Group since 30 September 2017.]</p> <p><i>[Insert where NSC is the Guarantor:</i></p> <p>There has been no material adverse change in the prospects of the Guarantor since 31 March 2017.</p> <p>Not Applicable - There has been no significant change in the financial or trading position of the Guarantor since 30 September 2017.]</p>
--	---

4. 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 182 of the Base Prospectus and will be available on the website of the Luxembourg Stock Exchange (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 (Directive 2003/71/EC) (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). Any non-incorporated parts of a document referred to in the Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement or the Base Prospectus.

This Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).