

SEVENTH SUPPLEMENT DATED 14 JULY 2017 TO THE BASE PROSPECTUS DATED 16 SEPTEMBER 2016

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD 6,000,000,000

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 16 September 2016, as previously supplemented by a supplement dated 11 November 2016 (the **First Supplement**), a supplement dated 6 December 2016 (the **Second Supplement**), a supplement dated 18 January 2017 (the **Third Supplement**), a supplement dated 17 February 2017 (the **Fourth Supplement**), a supplement dated 8 March 2017 (the **Fifth Supplement**) and a supplement dated 12 May 2017 (the **Sixth Supplement**, and together with the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement and the Fifth 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 USD6,000,000,000 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 Issuer's total share capital has recently increased from USD50,000,000 (comprising of 30,000,000 ordinary shares) to USD90,000,000 (comprising of 50,000,000 ordinary shares).

The NHI Guarantor has also recently published a United States Securities and Exchange Commission Form 20-F for the year ended 31 March 2017 (the **NHI Guarantor's Form 20-F**).

The purpose of this Supplement is to (a) update the disclosure in the the "Description of the Issuer" section of Base Prospectus relating to the Issuer's total share capital, (b) incorporate by reference the NHI Guarantor's Form 20-F, (c) update the material adverse change statement in relation to the NHI Guarantor, and (d) update the "Summary of the Programme".

2. PUBLICATION OF THE NHI GUARANTOR'S FORM 20-F

The NHI Guarantor has recently published the NHI Guarantor's Form 20-F.

A copy of the NHI Guarantor's Form 20-F has been filed with the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and, by virtue of this Supplement, the NHI Guarantor's Form 20-F is incorporated by reference in, and forms part of, the Base Prospectus.

As such:

- (i) the following text shall be added on page 155 of the Base Prospectus (as amended by the Prior Supplements) immediately following the existing paragraph (y):
- “(z) the Form 20-F of the NHI Guarantor for the year ended 31 March 2017, containing the auditor’s report and consolidated financial statements of the NHI Guarantor for that year on pages F-1 to F-134 (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 157 of the Base Prospectus:

Form 20-F for the year ended 31 March 2017	
Item 3.D - Risk Factors	Pages 5 to 18
Item 4.A - History and Development of the Company	Pages 18 to 19
Item 4.B - Business Overview	Pages 19 to 21
Item 5.B - Liquidity and Capital Resources–Capital Management–Dividends for the Fiscal Year	Page 70
Item 6.A - Directors and Senior Management	Pages 77 to 86
Item 6.C - Board Practices	Pages 94 to 96
Item 7.A - Major Shareholders	Pages 97 to 98
Consolidated Balance Sheets	Pages F-4 to F-6
Consolidated Statements of Income	Page F-7
Consolidated Statements of Comprehensive Income	Page F-8
Consolidated Statements of Changes in Equity	Pages F-9 to F-10
Consolidated Statements of Cash Flows	Pages F-11 to F-12
Notes to the Consolidated Financial Statements	Pages F-13 to F-134
Report of Independent Registered Public Accounting Firm	Page F-2

3. UPDATE OF THE MATERIAL ADVERSE CHANGE STATEMENT

The section under the heading “7. Material Adverse Change” on page 832 of the Base Prospectus shall be deemed deleted and replaced with the following:

“There has been no material adverse change in the prospects of the Issuer since 31 March 2016.

There has been no material adverse change in the prospects of the NHI Guarantor since 31 March 2017.

There has been no material adverse change in the prospects of the NSC Guarantor since 31 March 2016.”

4. UPDATE OF THE "SUMMARY OF THE PROGRAMME"

In light of the publication of the NHI Guarantor’s Form 20-F, the Summary section of the Base Prospectus shall be amended as follows:

Element B.19/B.12 "Selected historical key financial information" on pages 19 to 22 of the Base Prospectus shall be replaced by 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 2015 and 31 March 2016, respectively:		
		31 March 2016	31 March 2015
		(Millions of Yen)	
	Total revenue	1,723,096	1,930,588
	Interest expense	327,415	326,412
	Net revenue	1,395,681	1,604,176
	Total non-interest expenses	1,230,523	1,257,417
	Income before income taxes	165,158	346,759
	Income tax expense	22,596	120,780
	Net income	142,562	225,979
	Net income attributable to NHI shareholders	131,550	224,785
	Return on equity ⁽¹⁾	4.9%	8.6%
⁽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 audited consolidated statements of income for the year ended 31 March 2017 as they appear in the Form 20-F of the Guarantor for the year ended 31 March 2017:			
	31 March 2017		
	(Millions of Yen)		
Total revenue	1,715,516		

Interest expense	312,319
Net revenue	1,403,197
Total non-interest expenses	1,080,402
Income before income taxes	322,795
Income tax expense	80,229
Net income	242,566
Net income attributable to NHI shareholders	239,617
Return on equity ⁽¹⁾	8.7%

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

[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 2015 and 31 March 2016:

	31 March 2016	31 March 2015
	(Millions of Yen)	
Commissions	446,136	451,065
Net gain on trading	218,686	270,361
Interest and dividend income	81,978	79,842
Interest expenses	87,796	89,236
Selling, general and administrative expenses	475,029	481,637
Operating income	183,975	230,395
Income before income taxes	183,161	231,586
Net income	120,544	150,027

The key financial information below is extracted from the Guarantor's unaudited unconsolidated income statements for the year ended 31 March 2017 as they appear in the English translation of the Guarantor's unaudited financial information for the year ended 31 March 2017:

	31 March 2017
	(Millions of Yen)
Commissions	354,155

Net gain on trading	220,851
Interest and dividend income	87,826
Interest expenses	96,246
Selling, general and administrative expenses	467,804
Operating income	98,782
Income before income taxes	102,068
Net income	71,743]

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 2015 and 31 March 2016:

	31 March 2016	31 March 2015
	(Millions of Yen)	
Total assets	41,090,167	41,783,236
Total equity	2,743,015	2,744,946
Total liabilities	38,347,152	39,038,290

The key financial information below is extracted from the Guarantor's audited consolidated balance sheets as at 31 March 2017 as they appear in the Form 20-F of the Guarantor for the year ended 31 March 2017:

	31 March 2017
	(Millions of Yen)
Total assets	42,852,078
Total equity	2,843,791
Total liabilities	40,008,287]

[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 2015 and 31 March 2016:

	31 March	31 March
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	2016	2015
	(Millions of Yen)	
Total assets	12,244,625	14,018,037
Total net assets	805,013	984,780
Total liabilities	11,439,612	13,033,257
<p>The key financial information below is extracted from the Guarantor's unaudited unconsolidated balance sheets as at 31 March 2017 as they appear in the English translation of the Guarantor's unaudited financial information for the year ended 31 March 2017:</p>		
	31 March 2017	
	(Millions of Yen)	
Total assets	12,955,112	
Total net assets	735,965	
Total liabilities	12,219,147]	
<p><i>Statements of no significant or material adverse change</i></p> <p><i>[Insert where NHI is the Guarantor:</i></p> <p>There has been no significant change in the financial or trading position of the Guarantor or the Nomura Group since 31 March 2017.</p> <p>There has been no material adverse change in the prospects of the Guarantor since 31 March 2017.]</p> <p><i>[Insert where NSC is the Guarantor:</i></p> <p>There has been no significant change in the financial or trading position of the Guarantor since 31 March 2017.</p> <p>There has been no material adverse change in the prospects of the Guarantor since 31 March 2016.]</p>		

5. ISSUER SHARE CAPITAL

On 29 June 2017 the Issuer's share capital increased from USD50,000,000 comprising of 30,000,000 ordinary shares to USD90,000,000 comprising of 50,000,000 ordinary shares.

The first paragraph under the heading "Major Shareholders" on page 724 of the Base Prospectus shall be deleted and replaced with the following:

"The Issuer has a total share capital of US\$90,000,000 comprising of 50,000,000 ordinary shares. All issued shares are held by Nomura Holdings, Inc.. The issued capital of the Issuer has been fully paid up."

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 158 of the Base Prospectus and will be available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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).

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 EC (as amended, including by Directive 2010/73/EU), and including any relevant implementing measure in a relevant Member State of the EEA) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.