

**FOURTH SUPPLEMENT DATED 28 SEPTEMBER 2020 TO THE BASE PROSPECTUS DATED 17 APRIL 2020**

# **NOMURA**

**NOMURA INTERNATIONAL FUNDING PTE. LTD.**

**USD13,000,000,000**

## **NOTE, WARRANT AND CERTIFICATE PROGRAMME**

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 17 April 2020, as previously supplemented by a supplement dated 29 May 2020 (the **First Supplement**), a supplement dated 11 August 2020 (the **Second Supplement**) and a supplement dated 10 September 2020 (the **Third Supplement**, and together with the First Supplement and the Second Supplement, the **Prior Supplements**), 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 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 USD13,000,000,000 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 CSSF, as competent authority under the Prospectus Regulation and by the Luxembourg Stock Exchange under Part IV of the Prospectus Act.

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, 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 USD190,000,000 (comprising of 100,000,000 ordinary shares) to USD295,000,000 (comprising of 152,500,000 ordinary shares).

The purpose of this Supplement is to update the disclosure in the "Description of the Issuer" section of the Base Prospectus relating to the Issuer's total share capital.

### **2. ISSUER SHARE CAPITAL**

On 15 September 2020 the Issuer's share capital increased from USD190,000,000 comprising of 100,000,000 ordinary shares to USD295,000,000 comprising of 152,500,000 ordinary shares.

The first paragraph under the heading "Major Shareholders" on page 732 of the Base Prospectus shall be deleted and replaced with the following:

"The Issuer has a total share capital of US\$295,000,000 comprising of 152,500,000 ordinary shares. All issued shares are held by Nomura Holdings, Inc.. The issued capital of the Issuer has been fully paid up."

### **3. 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 Prior Supplements.

This Supplement will be published 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 Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.