

**FIFTH SUPPLEMENT DATED 7 MARCH 2018 TO THE BASE PROSPECTUS DATED 15 SEPTEMBER 2017**

# **NOMURA**

**NOMURA INTERNATIONAL FUNDING PTE. LTD.**

**USD 7,500,000,000**

## **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**), a supplement dated 8 December 2017 (the **Second Supplement**), a supplement dated 29 January 2018 (the **Third Supplement**) and a supplement dated 15 February 2018 (the **Fourth Supplement**, and together with the First Supplement, the Second Supplement and the Third 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 USD7,500,000,000 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 Issuer has recently:

- (i) published its Unaudited Condensed Interim Financial Statements for the nine-months period ended 31 December 2017 (the **Issuer's Interim Financial Statements**);
- (ii) increased the Programme limit from USD6,500,000,000 to USD7,500,000,000;
- (iii) by a new allotment of 37,500,000 shares to Nomura Holdings, Inc. at an issue price of US\$2 per fully paid share and at an aggregate consideration of US\$75,000,000, increased its total share capital from US\$115,000,000 (comprising of 62,500,000 ordinary shares) to US\$190,000,000 (comprising of 100,000,000 ordinary shares); and
- (iv) pursuant to an Amendment Agreement to the Programme Agreement, agreed to amend the basis for calculating the amounts of Deeply Discounted N&C Securities that are outstanding under the Programme from time to time for the purposes of determinations relating to the Programme limit.

The NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 21 February 2018 of an English translation of the NHI Guarantor’s unaudited Quarterly Securities Report for the nine months ended 31 December 2017 (the **Form 6-K**).

The purpose of this Supplement is to (a) incorporate by reference the Issuer’s Interim Financial Statements, (b) disclose the increase in the Programme limit from USD6,500,000,000 to USD7,500,000,000, (c) update the disclosure in the “Description of the Issuer” section of Base Prospectus relating to the Issuer’s total share capital, (d) update the disclosure relating to the “Calculation of N&C Securities outstanding” in the “General Description of the Programme” section to reflect the change in the basis for calculating the amounts of Deeply Discounted N&C Securities that are outstanding under the Programme from time to time, (e) incorporate by reference the Form 6-K, (f) update the significant change statement in relation to the Issuer and (g) update the “Summary of the Programme”.

## 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 has been filed with the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and, 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 179 of the Base Prospectus (as amended by the Prior Supplements) immediately following the existing paragraph (u):
  - “(v) the Unaudited Condensed Interim Financial Statements of the Issuer for the nine-months period ended 31 December 2017; 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 180 of the Base Prospectus:

<b>Unaudited Condensed Interim Financial Statements for the nine-months period ended 31 December 2017</b>	
Director’s Report	Pages 1 to 2
Independent Review Report	Page 3
Condensed Interim Statement of Comprehensive Income	Page 4
Condensed Interim Balance Sheet	Page 5
Condensed Interim Statement of Changes in Equity	Page 6
Condensed Interim Cash Flow Statement	Page 7
Notes to the Condensed Interim Financial Statements	Pages 8 to 34

### **3. INCREASE IN THE AGGREGATE NOMINAL AMOUNT OF THE PROGRAMME**

Pursuant to the Programme Agreement, the maximum aggregate nominal amount of N&C Securities issued by the Issuer which may be outstanding from time to time under the Programme was increased from USD6,500,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) to USD7,500,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) on and from 28 February 2018. From the date of this Supplement, all references in the Base Prospectus to "USD6,500,000,000" shall be deemed to be references to "USD7,500,000,000".

The increase in the maximum aggregate nominal amount of N&C Securities issued by the Issuer which may be outstanding from time to time under the Programme has been authorised by resolution of the Directors of the Issuer and has been authorised by a decision of the Executive Managing Director and Chief Financial Officer of the NHI Guarantor. The giving of the Guarantee by the NHI Guarantor with respect to the N&C Securities has been duly authorised by a decision of the Executive Managing Director and Chief Financial Officer of the NHI Guarantor. The giving of the Guarantee by the NSC Guarantor with respect to the N&C Securities has been duly authorised by a decision of the Executive Managing Director and Financial Officer of the NSC Guarantor.

### **4. INCREASE IN THE ISSUER'S TOTAL SHARE CAPITAL**

On 20 February 2018 the Issuer's share capital increased from US\$115,000,000 (comprising of 62,500,000 ordinary shares) to US\$190,000,000 (comprising of 100,000,000 ordinary shares).

The first paragraph under the heading "Major Shareholders" on page 779 of the Base Prospectus shall be deleted and replaced with the following:

"The Issuer has a total share capital of US\$190,000,000 comprising of 100,000,000 ordinary shares. All issued shares are held by Nomura Holdings, Inc.. The issued capital of the Issuer has been fully paid up."

### **5. CHANGE IN THE BASIS FOR CALCULATING THE AMOUNTS OF DEEPLY DISCOUNTED N&C SECURITIES THAT ARE OUTSTANDING UNDER THE PROGRAMME**

Pursuant to an Amendment Agreement to the Programme Agreement, the Issuer has agreed with each of Nomura Holdings, Inc., Nomura Securities Co., Ltd., Nomura International (Hong Kong) Limited in their capacity as Guarantors under the Programme, each of Nomura International plc, Nomura International (Hong Kong) Limited, Nomura Securities International, Inc. in their capacity as Dealers under the Programme and Nomura Singapore Limited in its capacity as a Dealer and the Arranger under the Programme to amend the basis for calculating the amounts of Deeply Discounted N&C Securities that are outstanding under the Programme for the purposes of the Programme limit. This amendment will apply for purposes of determination of amounts outstanding of all Deeply Discounted N&C Securities issued and outstanding under the Programme on and from 6 March 2018, regardless of when the Issue Date of such securities occurred.

To reflect this amendment, a new paragraph (d) shall be added to the sub-section titled "Calculation of N&C Securities outstanding" in the "General Description of the Programme" section on page 218 of the Base Prospectus as follows:

"(d) the U.S. dollar amount (or, where applicable, the U.S. dollar equivalent of the amount) of Deeply Discounted N&C Securities shall be calculated (where applicable, in the manner specified above) by reference to the net proceeds received by the Issuer for the relevant issue. For these purposes, Deeply Discounted N&C Securities means N&C Securities with an Issue Price of equal to or less than 80% of the original aggregate nominal amount of such N&C Securities specified in the applicable Final Terms."

## 6. PUBLICATION OF THE FORM 6-K

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

A copy of the Form 6-K has been filed with the CSSF and, by virtue of this Supplement, the 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 179 of the Base Prospectus (as amended by the Prior Supplements) immediately following the new paragraph (v) (inserted as described at paragraph 2(i) above):
  - “(w) the Form 6-K of the NHI Guarantor dated 21 February 2018, containing an English translation of the NHI Guarantor’s unaudited Quarterly Securities Report for the nine months ended 31 December 2017 (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 181 of the Base Prospectus:

<b>Form 6-K for the nine months ended 31 December 2017</b>	
Consolidated Balance Sheets (Unaudited)	Pages 21 to 23
Consolidated Statements of Income (Unaudited)	Pages 24 to 25
Consolidated Statements of Comprehensive Income (Unaudited)	Page 26
Consolidated Statements of Changes in Equity (Unaudited)	Page 27
Consolidated Statements of Cash Flows (Unaudited)	Page 28
Notes to the Consolidated Financial Statements (Unaudited)	Pages 29 to 113
Quarterly Review Report of Independent Auditor (English translation)	Pages 115 to 116

## 7. UPDATE OF THE SIGNIFICANT CHANGE STATEMENT

The first paragraph under the heading “6. Significant Change” on page 891 of the Base Prospectus shall be deemed deleted and replaced with the following:

“There has been no significant change in the financial or trading position of the Issuer since 31 December 2017.”

## 8. UPDATE OF THE "SUMMARY OF THE PROGRAMME"

In light of the publication of the Issuer’s Interim Financial Statements and the Form 6-K, the Summary section of the Base Prospectus shall be amended as follows:

- (a) Element B.12 “Selected historical key financial information” on pages 15 to 16 of the Base Prospectus shall be replaced by the following:

<b>B.12</b>	Selected historical key financial information:		
	<b><i>Income Statement</i></b>		
	The key financial information below is extracted from the Issuer's audited statement of comprehensive income for the year ended 31 March 2016 and for the year ended 31 March 2017:		
		31 March 2017	31 March 2016
		(USD'000)	
	Income before operating expenses	19,649	31,687
	Profit before taxation	16,714	29,446
	Taxation	(2,640)	(4,975)
	Profit for the year	14,074	24,471
	The key financial information below is extracted from the Issuer's Unaudited Condensed Interim Statement of Comprehensive Income for the nine-months period ended 31 December 2017:		
		For the nine months ended 31 December 2017	For the nine months ended 31 December 2016
		(USD'000)	
	(Loss)/gain before operating expenses	(38,897)	26,024
	(Loss)/gain before taxation	(41,939)	23,772
	Income tax credit/(expense)	7,149	(3,645)
	Total comprehensive (loss)/gain for the period	(34,790)	20,127
	<b><i>Balance Sheet</i></b>		
	The key financial information below is extracted from the Issuer's audited balance sheets as at 31 March 2016 and 31 March 2017:		
		31 March 2017	31 March 2016
		(USD'000)	
	Total assets	4,471,285	3,624,039
Total equity	97,927	83,853	

	Total liabilities	4,373,358	3,540,186
The key financial information below is extracted from the Issuer's Unaudited Condensed Interim Balance Sheet as at 31 December 2017:			
		31 December 2017	
		(USD'000)	
	Total assets	6,083,735	
	Total equity	128,137	
	Total liabilities	5,955,598	
<b>Statements of no significant or material adverse change</b>			
There has been no material adverse change in the prospects of the Issuer since 31 March 2017.			
Not Applicable - There has been no significant change in the financial or trading position of the Issuer since 31 December 2017.			

- (b) Element B19/B.12 "Selected historical key financial information" on pages 18 to 22 of the Base Prospectus shall be replaced by the following:

<b>B19/ B.12</b>	[Selected historical key financial information:		
	<b>Income Statement</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 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 <sup>(1)</sup>	8.7%	4.9%

<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 2017 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the nine months ended 31 December 2017:

	31 December 2017	31 December 2016
	(Millions of Yen)	
Total revenue	1,460,944	1,288,405
Interest expense	342,012	234,285
Net revenue	1,118,932	1,054,120
Total non-interest expenses	837,697	813,633
Income before income taxes	281,235	240,487
Income tax expense	79,788	60,730
Net income	201,447	179,757
Net income attributable to NHI shareholders	196,668	178,351
Return on equity <sup>(1)</sup>	9.3%	8.6%

(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 unconsolidated statements of income for the nine months ended 31 December 2017 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the nine months ended 31 December 2017:

	31 December 2017	31 December 2016
	(Millions of Yen)	
Commissions	298,822	260,859
Net gain on trading	164,684	170,822
Interest and dividend income	61,265	71,938
Interest expenses	64,993	80,537
Selling, general and administrative expenses	365,861	344,186
Operating income	93,915	78,896
Income before income taxes	95,288	81,830
Net income	60,334	57,607]

***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 31 December 2017 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the nine months ended 31 December 2017:



		31 December 2017
		(Millions of Yen)
Total assets		44,479,642
Total equity		2,905,681
Total liabilities		41,573,961]
<p><i>[Insert where NSC is the Guarantor:</i></p> <p>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:</p>		
	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
<p>The key financial information below is extracted from the Guarantor's unaudited unconsolidated balance sheets as at 31 December 2017 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the nine months ended 31 December 2017:</p>		
		31 December 2017
		(Millions of Yen)
Total assets		12,410,683
Total net assets		645,807
Total liabilities		11,764,875]
<p><b><i>Statements of no significant or material adverse change</i></b></p> <p><i>[Insert where NHI 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 or the Nomura Group since 31 December 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>		

Not Applicable - There has been no significant change in the financial or trading position of the Guarantor since 31 December 2017.]
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## 9. 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 and the Prior Supplements, 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](http://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](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.