

FIFTH SUPPLEMENT DATED 13 MAY 2019 TO THE BASE PROSPECTUS DATED 14 SEPTEMBER 2018

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD 9,300,000,000

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**), a supplement dated 6 December 2018 (the **Second Supplement**), a supplement dated 14 February 2019 (the **Third Supplement**), a supplement dated 21 March 2019 (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 USD9,300,000,000 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 increased the Programme limit from USD9,300,000,000 to USD11,000,000,000.

The NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 25 April 2019 of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2019 (the **NHI Financial Summary Form 6-K**).

The NSC Guarantor has recently published financial information in respect of the year ended 31 March 2019.

The purpose of this Supplement is to (a) disclose the increase in the Programme limit from USD9,300,000,000 to USD11,000,000,000, (b) incorporate by reference the NHI Financial Summary Form 6-K, (c) incorporate by reference an English translation of the NSC Guarantor's unaudited financial information for the year ended 31 March 2019 (the **NSC Guarantor's Financial Information**) as published on 25 April 2019 and as referred to in the NHI Financial Summary Form 6-K, (d) update the significant change statements in relation to the Guarantors and (e) update the "Summary of the Programme".

2. 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

USD9,300,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) to USD11,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) on and from 7 May 2019. From the date of this Supplement, all references in the Base Prospectus to "USD9,300,000,000" shall be deemed to be references to "USD11,000,000,000".

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 Director (Financial Officer) of the NSC Guarantor.

3. 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 (w):
 - “(x) the Form 6-K of the NHI Guarantor dated 25 April 2019, of an English translation of the NHI Guarantor’s unaudited financial summary for the year ended 31 March 2019 (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:

Form 6-K for the year ended 31 March 2019	
Consolidated Balance Sheets (Unaudited)	Pages 6 to 7
Consolidated Statements of Income (Unaudited)	Page 8
Consolidated Statements of Comprehensive Income (Unaudited)	Page 9
Consolidated Statements of Changes in Equity (Unaudited)	Page 10
Consolidated Statements of Cash Flows (Unaudited)	Page 11
Changes in Accounting Policies	Page 12
Notes to the Consolidated Financial Statements (Unaudited)	Pages 13 to 14
Other Financial Information	Pages 15 to 16

4. PUBLICATION OF THE NSC GUARANTOR'S FINANCIAL INFORMATION

The NSC Guarantor has recently published the NSC Guarantor's Financial Information.

A copy of the NSC Guarantor's Financial Information has been filed with the CSSF and, by virtue of this Supplement, the NSC Guarantor's 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 (x) (inserted as described at paragraph 2(i) above):
 - “(y) the English translation of the Japanese language unaudited financial information of the NSC Guarantor for the year ended 31 March 2019 as published on 25 April 2019; 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 189 of the Base Prospectus:

Unaudited Financial Information for the year ended 31 March 2019 (English translation)	
Unaudited Unconsolidated Balance Sheets	Page 1
Unaudited Unconsolidated Statements of Income	Page 1
Unaudited Unconsolidated Statements of Income – Quarterly Comparatives	Page 2
Unaudited Supplementary Information	Pages 3 to 4

5. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

The second and third paragraphs under the heading “6. Significant Change” on page 915 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 NHI Guarantor or the Nomura Group since 31 March 2019.

There has been no significant change in the financial or trading position of the NSC Guarantor since 31 March 2019.”

6. 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 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:

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 2017 and 31 March 2018, respectively:	
	31 March 2017	31 March 2018
	(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 ⁽¹⁾	8.7%	7.9%
⁽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 year ended 31 March 2019 as they appear in the English translation of the Guarantor's unaudited financial summary for the year ended 31 March 2019:		
	31 March 2019	
	(Millions of Yen)	
Total revenue	1,835,118	
Interest expense	718,348	
Net revenue	1,116,770	
Total non-interest expenses	1,154,471	
Income (loss) before income taxes	(37,701)	
Income tax expense	57,010	

Net income (loss)	(94,711)	
Net income (loss) attributable to NHI shareholders	(100,442)	
Return on equity ⁽¹⁾	(3.7%)	
(1) Calculated as net income (loss) attributable to NHI shareholders divided by total NHI shareholders' equity.]		
<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 year ended 31 March 2019 as they appear in the English translation of the Guarantor's unaudited financial information for the year ended 31 March 2019:		
	31 March 2018 (Restated) ⁽¹⁾	31 March 2019
	(Millions of Yen)	
Commissions	394,587	355,401
Net gain on trading	224,087	150,570
Interest and dividends income	72,347	69,084
Interest expenses	78,426	68,212
Selling, general and administrative expenses	489,624	459,022

Operating income	122,970	47,821
Income before income taxes	121,293	50,253
Net income	77,273	34,252

⁽¹⁾ 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.]

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 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 March 2019 as they appear in the English translation of the Guarantor's unaudited financial summary for the year ended 31 March 2019:

	31 March 2018 (Restated) ⁽¹⁾	31 March 2019
	(Millions of Yen)	
Total assets	40,343,947	40,969,439
Total equity	2,799,824	2,680,793
Total liabilities	37,544,123	38,288,646

⁽¹⁾ 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
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	(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 March 2019 as they appear in the English translation of the Guarantor's unaudited financial information for the year ended 31 March 2019:		
	31 March 2018 (Restated) ⁽¹⁾	31 March 2019
	(Millions of Yen)	
Total assets	12,480,089	10,914,876
Total net assets	666,186	650,948
Total liabilities	11,813,903	10,263,927
⁽¹⁾ 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.]		
<i>Statements of no significant or material adverse change</i>		
<i>[Insert where NHI is the Guarantor:</i>		
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 March 2019.]		
<i>[Insert where NSC is the Guarantor:</i>		
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 March 2019.]		

7. 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).

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).

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.