

**FIRST SUPPLEMENT DATED 29 MAY 2020 TO THE BASE PROSPECTUS DATED 8 APRIL 2020**

# **NOMURA**

**NOMURA BANK INTERNATIONAL PLC**

**USD4,100,000,000**

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

This supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 8 April 2020, 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 Note, Warrant and Certificate Programme (the **Programme**) of Nomura Bank International plc (the **Issuer**). The Base Prospectus may also constitute "listing particulars" for the purposes of listing on the Global Exchange Market and, for such purposes, does not constitute a "prospectus" for the purposes of the Prospectus Regulation. For the purpose of such "listing particulars" this Supplement constitutes "supplementary listing particulars". 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 is supplemental to and should be read in conjunction with the Base Prospectus.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as Irish competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank should not be considered as an endorsement of the Issuer or Guarantor. Such approval relates only to the Non-Exempt Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin (**Euronext Dublin**) or other regulated markets for the purposes of the Markets in Financial Instruments Directive (Directive 2014/65/EU as amended) or which are to be offered to the public in a Member State of the European Economic Area or in the UK. This Supplement has also been approved as supplementary listing particulars by Euronext Dublin. This Supplement has also been approved by the Luxembourg Stock Exchange under Part IV of the Prospectus Act 2019.

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 NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 8 May 2020 of an English translation of the NHI Guarantor's unaudited financial summary for the year ended 31 March 2020 (the **NHI Financial Summary Form 6-K**).

On 8 May 2020, the NSC Guarantor published an English translation of the NSC Guarantor's unaudited financial information for the year ended 31 March 2020 (the **NSC Guarantor's Financial Information**) as referred to in the NHI Financial Summary Form 6-K.

The Terms and Conditions of the N&C Securities as contained on pages 207 to 338 of the Base Prospectus shall be amended as set out at paragraph 5 below.

The Form of Final Terms for Non-Exempt N&C Securities as contained on pages 156 to 206 of the Base Prospectus shall be amended as set out at paragraph 6 below. The purpose of this Supplement is to (a) incorporate by reference the NHI Financial Summary Form 6-K, (b) incorporate by reference the NSC Guarantor's Financial Information, (c) update the significant change statements in relation to the Guarantors, (d) amend the Terms and Conditions of the N&C Securities and (e) amend the Form of Final Terms for Non-Exempt N&C Securities.

## **2. 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 is available at:

[https://www.nomuraholdings.com/investor/library/sec/6k/200508/200508\\_1.pdf](https://www.nomuraholdings.com/investor/library/sec/6k/200508/200508_1.pdf).

By virtue of this Supplement, the NHI Financial Summary Form 6-K is incorporated by reference in, and forms part of, the Base Prospectus.

## **3. 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 is available at:

[https://www.nomuraholdings.com/company/group/nsc/pdf/2020\\_4q.pdf](https://www.nomuraholdings.com/company/group/nsc/pdf/2020_4q.pdf).

By virtue of this Supplement, the NSC Guarantor's Financial Information is incorporated by reference in, and forms part of, the Base Prospectus.

## **4. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS**

There has been no significant change in the financial performance or position of the NHI Guarantor or the Nomura Group since 31 March 2020. There has been no significant change in the financial performance or position of the NSC Guarantor since 31 March 2020.

## **5. AMENDMENT OF THE TERMS AND CONDITIONS OF THE N&C SECURITIES**

Condition 6.3.2.2 of the Terms and Conditions of the N&C Securities on page 230 of the Base Prospectus shall be amended by deleting the following paragraph:

"The Agency Agreement contains provisions for determining the Rate of Interest in the event that the Relevant Screen Page is not available or if, in the case of (1) above, no such offered quotation appears or, in the case of (2) above, fewer than three such offered quotations appear, in each case as at the time specified in the preceding paragraph."

Condition 6.3.6 of the Terms and Conditions of the N&C Securities on page 238 of the Base Prospectus shall be amended by deleting the following language:

"(by no later than the first day of each Coupon Period or, in the case of Conditional Interest N&C Securities, Coupon Payment Date)".

**6. AMENDMENT OF THE FORM OF FINAL TERMS FOR NON-EXEMPT N&C SECURITIES**

Item 7 of Part B of the Form of Final Terms for Non-Exempt N&C Securities on pages 199 and 200 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

**7. PERFORMANCE OF THE UNDERLYING[S], EXPLANATION OF EFFECT ON VALUE OF INVESTMENT [AND OTHER INFORMATION CONCERNING THE UNDERLYING[S]]**

*[If there is no underlying insert: Not Applicable][Otherwise disclosure here must comply with Commission Delegated Regulation (EU) 2019/980, Annex 17, item 2.2.2. In particular: in respect of any and each underlying that is an index include name of the index, the name of each index sponsor and details of where the information about the index can be obtained and note additional requirements and related regulatory position if the index is not provided by an EU Benchmarks Regulation approved administrator. In respect of any and each underlying that is a share or security include details of the name of the share/security issuer and ISIN of the share/security. In respect of any and each underlying that is a currency/currency exchange rate include details of the currency/rate. In respect of each underlying include details of where information on the underlying can be obtained including an indication of where past and future performance and volatility of the underlying can be obtained by electronic means and whether or not it can be obtained free of charge (N.B. in the case of physically settled equity-linked N&C Securities, the share that may be delivered is required to be listed on an EEA regulated market). In respect of Credit Linked Securities, where no Reference Obligation or Reference Entity represents 20% or more of the basket or index of Reference Entities either (i) set out in a table (a) the names of the reference entities and (if different) issuers of the Reference Obligation; and (b) the ISIN of the Reference Obligation or (ii) where such information is already included in item 32 of the Final Terms, include a cross reference thereto. In respect of all other Credit Linked Securities insert:*

Certain information in relation to [the][each] Reference Entity and [[Non-]Standard Reference Obligation] (if any) as at the Issue Date is set out below.

Name: ☐

Address: ☐

Country of incorporation: ☐

Industry or industries of ☐ (For example financials, energy, insurance, operation: manufacturing, construction, transport, media determined on the basis of available information on the Reference Entity)

Market[(s)] on which securities ☐  
are admitted to trading:

[[Non-]Standard Reference ☐][Not Applicable]  
Obligation] Securities Code:

*(The information above should be completed so far as the Issuer is aware and/or able to ascertain from information published by the relevant Reference Entity and should be repeated for each Reference Entity. Country of incorporation, industry and address will be "Not Applicable" for a Sovereign Reference entity and Securities Code (eg. ISIN/CUSIP) will be "Not Applicable" if there is no Reference Obligation or it has no securities code. Note permissible markets for a Reference Entity's securities to be admitted to trading on are regulated markets, equivalent third country markets and SME Growth Markets, each as*

*described in Regulation EU No 2019/980, Annex 17, item 2.2.2 (a)(ii). Where such requirement cannot be satisfied, a supplement or drawdown prospectus must be prepared that includes the required information to be addressed under Annex 17, item 2.2.2 (a)(i).)*

As at the Issue Date information in relation to the past and future performance of [[the] [each] Reference Entity] *[[insert Reference Entity name]]* is available [free of charge/at a charge] from *[[insert electronically displayed sources such as Bloomberg]]*. *(Repeat for each Reference Entity as applicable)*

*[An example of how the value of the investment is affected by value of the underlying may be included.]*

## **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 material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

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.