

SECOND SUPPLEMENT DATED 8 DECEMBER 2017 TO THE BASE PROSPECTUS DATED 15 SEPTEMBER 2017

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

USD 6,500,000,000

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 **Prior Supplement**), 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 USD6,500,000,000 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 Supplement.

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 published its Unaudited Condensed Interim Financial Statements for the six months period ended 30 September 2017 (the **Issuer's Interim Financial Statements**).

The NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 24 November 2017 of an English translation of the NHI Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2017 (the **Form 6-K**).

The purpose of this Supplement is to (a) incorporate by reference the Issuer's Interim Financial Statements, (b) incorporate by reference the NHI Guarantor's Form 6-K, (c) update the significant change statement in relation to the Issuer, and (d) 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 Supplement) immediately following the existing paragraph (q):

“(r) the Unaudited Condensed Interim Financial Statements of the Issuer for the six months period ended 30 September 2017; and”; 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:

Unaudited Condensed Interim Financial Statements for the six month period ended 30 September 2017	
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. 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 Supplement) immediately following the new paragraph (r) (inserted as described at paragraph 2(i) above):
- “(s) the Form 6-K of the NHI Guarantor dated 24 November 2017, containing an English translation of the NHI Guarantor’s unaudited Quarterly Securities Report for the six months ended 30 September 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:

Form 6-K for the six months ended 30 September 2017	
Consolidated Balance Sheets (Unaudited)	Pages 20 to 22
Consolidated Statements of Income (Unaudited)	Pages 23 to 24
Consolidated Statements of Comprehensive Income	Page 25

(Unaudited)	
Consolidated Statements of Changes in Equity (Unaudited)	Page 26
Consolidated Statements of Cash Flows (Unaudited)	Page 27
Notes to the Consolidated Financial Statements (Unaudited)	Pages 28 to 114
Quarterly Review Report of Independent Auditor (English translation)	Pages 115 to 116

4. UPDATE OF THE SIGNIFICANT CHANGE STATEMENT

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

“There has been no significant change in the financial or trading position of the Issuer since 30 September 2017.

There has been no significant change in the financial or trading position of the NHI Guarantor or the Nomura Group since 30 September 2017.

There has been no significant change in the financial or trading position of the NSC Guarantor since 30 September 2017.”

5. 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 page 15 of the Base Prospectus shall be replaced by the following:

B.12	Selected historical key financial information:		
	<i>Income Statement</i>		
	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 six months ended 30 September 2017:			
		For the six months ended 30 September 2017	For the six months ended 30 September 2016
		(USD'000)	
	(Loss)/income before operating expenses	(58,521)	(6,721)
	(Loss)/profit before taxation	(60,456)	(7,961)
	Taxation	10,299	1,387
	Total comprehensive (loss)/income for the period	(50,157)	(6,574)
Balance Sheet			
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 30 September 2017:		
		30 September 2017	
		(USD'000)	
	Total assets	5,781,673	
	Total equity	112,770	
	Total liabilities	5,668,903	
	Statements of no significant or material adverse change		
	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 30 September 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:

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 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 ⁽¹⁾	8.7%	4.9%
	⁽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 six months ended 30 September 2017 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2017:		
	30 September 2017	30 September 2016	
	(Millions of Yen)		
Total revenue	930,315	844,521	
Interest expense	217,999	159,046	
Net revenue	712,316	685,475	
Total non-interest expenses	551,834	540,936	

	Income before income taxes	160,482	144,539
	Income tax expense	48,828	35,512
	Net income	111,654	109,027
	Net income attributable to NHI shareholders	108,706	108,005
	Return on equity ⁽¹⁾	7.7%	8.1%
(1) Calculated as net income attributable to NHI shareholders divided by total NHI shareholders' equity.(annualised)			
	<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 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 six months ended 30 September 2017 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the six months ended 30 September 2017:		
		30 September 2017	30 September 2016
		(Millions of Yen)	
	Commissions	187,992	164,683
	Net gain on trading	109,349	119,592
	Interest and dividend income	42,377	44,577
	Interest expenses	44,074	47,514

Selling, general and administrative expenses	240,549	226,100
Operating income	55,095	55,238
Income before income taxes	55,864	57,401
Net income	38,476	40,377]
Statement of Financial Position		
<i>[Insert where NHI is the Guarantor:</i>		
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 30 September 2017 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2017:		
	30 September 2017	
	(Millions of Yen)	
Total assets	44,105,700	
Total equity	2,892,407	
Total liabilities	41,213,293]	
<i>[Insert where NSC is the Guarantor:</i>		
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:		
	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
The key financial information below is extracted from the Guarantor's unaudited unconsolidated balance sheets as at 30 September 2017 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the six months ended 30 September 2017:			
		30 September 2017	
		(Millions of Yen)	
	Total assets	12,235,142	
	Total net assets	699,123	
	Total liabilities	11,536,018]	
<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 2017.			
Not Applicable - There has been no significant change in the financial or trading position of the Guarantor or the Nomura Group since 30 September 2017.]			
<i>[Insert where NSC is the Guarantor:</i>			
There has been no material adverse change in the prospects of the Guarantor since 31 March 2017.			
Not Applicable - There has been no significant change in the financial or trading position of the Guarantor since 30 September 2017.]			

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 Supplement.

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).

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.

In accordance with Article 13 paragraph 2 of the Prospectus Act, investors who, before this Supplement is published, have agreed to purchase or subscribe for Securities issued under the Programme for which a Prospectus Directive-compliant prospectus is required, have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement is published, to withdraw their acceptances. The right to withdraw shall expire by close of business on 13 December 2017. Investors can exercise their right to withdraw their acceptances by contacting the person from whom any such investor has agreed to purchase or subscribe for such notes before the above deadline.

This Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).