

**FIRST SUPPLEMENT DATED 10 NOVEMBER 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 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 have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

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 NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 30 October 2017 of an English translation of the NHI Guarantor's unaudited financial summary for the six months ended 30 September 2017 (the **NHI Financial Summary Form 6-K**).

The NHI Guarantor has also recently published a United States Securities and Exchange Commission Form 6-K filing dated 30 October 2017 (the **NHI Guarantor's News Release Form 6-K**) including a News Release entitled "Nomura Approves Share Buyback Program" relating to an announcement that the board of directors of the NHI Guarantor has approved a share buyback program to run from 15 November 2017 to 30 March 2018 (excluding the ten business days following the announcement of each quarterly financial results) (the **NHI Guarantor's Share Buyback News Release**).

The NSC Guarantor has recently published an English translation of its unaudited quarterly financial information for the six months ended 30 September 2017 (the **NSC Guarantor's Quarterly Financial Information**) as published on 30 October 2017 and as referred to in the NHI Financial Summary Form 6-K.

The purpose of this Supplement is to (a) incorporate by reference the NHI Financial Summary Form 6-K, (b) incorporate by reference the NHI Guarantor's Share Buyback News Release, (c) incorporate by reference the NSC Guarantor's Quarterly Financial Information, (d) update the significant change statements in relation to the Guarantors, and (e) update the "Summary of the Programme".

### **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 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 179 of the Base Prospectus immediately following the existing paragraph (n):
  - “(o) the Form 6-K of the NHI Guarantor dated 30 October 2017, of an English translation of the NHI Guarantor’s unaudited financial summary 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:

<b>Form 6-K for the six months ended 30 September 2017</b>	
Consolidated Balance Sheets (Unaudited)	Pages 6 to 7
Consolidated Statements of Income (Unaudited)	Page 8
Consolidated Statements of Comprehensive Income (Unaudited)	Page 9
Note with respect to the Assumption as a Going Concern (Unaudited)	Page 9
Segment Information – Operating Segment (Unaudited)	Page 10
Significant Changes in Equity (Unaudited)	Page 11

### **3. PUBLICATION OF THE NHI GUARANTOR’S NEWS RELEASE FORM 6-K**

The NHI Guarantor has recently published the NHI Guarantor’s News Release Form 6-K.

A copy of the NHI Guarantor’s News Release Form 6-K has been filed with the CSSF, and by virtue of this Supplement, the NHI Guarantor’s Share Buyback News Release 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 immediately following the new paragraph (o) (inserted as described at paragraph 2(i) above):
  - “(p) the News Release entitled “Nomura Approves Share Buyback Program”, as contained in a Form 6-K of the NHI Guarantor dated 30 October 2017; and” and
- (ii) the following additional section shall be added at the end of Nomura Holdings, Inc. section of the table of cross-references which ends on page 181 of the Base Prospectus:

## News Release entitled “Nomura Approves Share Buyback Program” (on Form 6-K)

Nomura Approves Share Buyback Program

Final page of the NHI Guarantor’s News Release  
Form 6-K pdf document

### 4. PUBLICATION OF THE NSC GUARANTOR’S QUARTERLY FINANCIAL INFORMATION:

The NSC Guarantor has recently published the NSC Guarantor’s Quarterly Financial Information.

A copy of the NSC Guarantor’s Quarterly Financial Information has been filed with the CSSF and, by virtue of this Supplement, the NSC Guarantor’s Quarterly 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 179 of the Base Prospectus immediately following the new paragraph (p) (inserted as described at paragraph 3(i) above):
  - “(q) the English translation of the Japanese language unaudited quarterly financial information for the six months ended 30 September 2017 of the NSC Guarantor as published on 30 October 2017.”; 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 182 of the Base Prospectus:

<b>Unaudited Quarterly Financial Information for the six months ended 30 September 2017 (English translation)</b>	
Unaudited Unconsolidated Balance Sheets	Page 1
Unaudited Unconsolidated Statements of Income	Pages 1 to 2
Unaudited Supplementary Information	Pages 3 to 4

### 5. UPDATE OF THE SIGNIFICANT CHANGE STATEMENTS

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 June 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.”

### 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 Quarterly 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 18 to 22 of the Base Prospectus shall be replaced by the following:

B19/ B.12	[Selected historical key financial information:		
	<b><i>Income Statement</i></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%
	(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 financial summary 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 <sup>(1)</sup>	7.7%	8.1%
	(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 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]
<b>Statement of Financial Position</b>			
<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 financial summary 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
	735,965	805,013
	12,219,147	11,439,612
Total liabilities		
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]	
<b>Statements of no significant or material adverse change</b>		
[Insert where NHI is the Guarantor:		
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.]		
[Insert where NSC is the Guarantor:		
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.]		

## 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 Base Prospectus.

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)).

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.

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)).