

**SECOND SUPPLEMENT DATED 6 DECEMBER 2018 TO THE BASE PROSPECTUS DATED 14 SEPTEMBER 2018**

**NOMURA**

**NOMURA INTERNATIONAL FUNDING PTE. LTD.**

**USD 9,000,000,000**

**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 **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 USD9,000,000,000 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 2018 (the **Issuer's Interim Financial Statements**).

The NHI Guarantor has recently published a United States Securities and Exchange Commission Form 6-K filing dated 21 November 2018 of an English translation of the NHI Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2018 (the **Form 6-K**).

Following the implementation of the Securities and Futures (Amendment) Act 2017 of Singapore, changes are required to the Singapore selling restriction contained in the "Offering and Sale" section on pages 905 to 906 of the Base Prospectus.

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, (d) update the "Summary of the Programme" and (e) update the Singapore selling restriction in the Base Prospectus.

**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 186 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 2018; 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 187 of the Base Prospectus:

<b>Unaudited Condensed Interim Financial Statements for the six month period ended 30 September 2018</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 33

### **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 186 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 21 November 2018, containing an English translation of the NHI Guarantor’s unaudited Quarterly Securities Report for the six months ended 30 September 2018 (but excluding any documents incorporated therein).”;

- (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:

<b>Form 6-K for the six months ended 30 September 2018</b>	
Consolidated Balance Sheets (Unaudited)	Pages 20 to 22
Consolidated Statements of Income (Unaudited)	Pages 23 to 24
Consolidated Statements of Comprehensive Income (Unaudited)	Page 25
Consolidated Statements of Changes in Equity (Unaudited)	Page 26
Consolidated Statements of Cash Flows (Unaudited)	Pages 27 to 28
Notes to the Consolidated Financial Statements (Unaudited)	Pages 29 to 109
Quarterly Review Report of Independent Auditor (English translation)	Pages 110 to 111

#### **4. UPDATE OF THE SINGAPORE SELLING RESTRICTION**

Further to the implementation of the Securities and Futures (Amendment) Act 2017 of Singapore, the Singapore selling restriction contained in the "Offering and Sale" section on pages 905 to 906 of the Base Prospectus is deemed to be deleted and replaced with the following:

##### **SINGAPORE**

The Final Terms and the Base Prospectus have not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Final Terms and the Base Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities may not be circulated or distributed, nor may the Securities at any time be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore), as modified or amended from time to time (the **SFA**)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Securities are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor;

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Securities pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law; or
- (4) as specified in Section 276(7) of the SFA.

**Notification under Section 309B(1)(c) of the SFA** – Unless otherwise stated in the applicable Final Terms or Pricing Supplement (as applicable) in respect of the Securities, all Securities issued or to be issued under the Programme shall be capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## 5. UPDATE OF THE SIGNIFICANT CHANGE STATEMENT

The three paragraphs under the heading “6. Significant Change” on page 915 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 2018.

There has been no significant change in the financial or trading position of the NHI Guarantor or the Nomura Group since 30 September 2018.

There has been no significant change in the financial or trading position of the NSC Guarantor since 30 September 2018.”

## 6. 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 17 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 2017 and for the year ended 31 March 2018:		
		31 March 2017	31 March 2018
		(USD'000)	
	(Loss)/ gain before operating expenses	19,649	(40,636)
	(Loss)/gain before taxation	16,714	(44,626)

	Taxation	(2,640)	7,598
	(Loss)/gain for the year	14,074	(37,028)
	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 2018:		
		For the six months ended 30 September 2017	For the six months ended 30 September 2018
		(USD'000)	
	Loss before operating expenses	(58,521)	(2,522)
	Loss before taxation	(60,456)	(4,735)
	Taxation	10,299	803
	Other comprehensive income	-	19,696
	Total comprehensive (loss)/profit for the period	(50,157)	15,764
	<b>Balance Sheet</b>		
	The key financial information below is extracted from the Issuer's audited balance sheets as at 31 March 2017 and 31 March 2018:		
		31 March 2017	31 March 2018
		(USD'000)	
	Assets	4,471,285	7,190,027
	Shareholder's equity	97,927	200,899
	Liabilities	4,373,358	6,989,128
	The key financial information below is extracted from the Issuer's Unaudited Condensed Interim Balance Sheet as at 30 September 2018:		
		30 September 2018	
		(USD'000)	
	Assets	8,223,522	
	Shareholder's equity	216,234	
	Liabilities	8,007,288	
	<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 2018.		

Not Applicable - There has been no significant change in the financial or trading position of the Issuer since 30 September 2018.

- (b) 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:

***Income Statement***

[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 <sup>(1)</sup>	8.7%	7.9%

<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 six months ended 30 September 2018 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2018:

	30 September 2017	30 September 2018
	(Millions of Yen)	
Total revenue	930,315	879,366
Interest expense	217,999	324,447

	Net revenue	712,316	554,919
	Total non-interest expenses	551,834	540,809
	Income before income taxes	160,482	14,110
	Income tax expense	48,828	16,633
	Net income (loss)	111,654	(2,523)
	Net income (loss) attributable to NHI shareholders	108,706	(6,010)
	Return on equity <sup>(1)</sup>	7.7%	(0.4%)
	(1) Calculated as net income (loss) 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 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 six months ended 30 September 2018 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the six months ended 30 September 2018:		
		30 September 2017 (Restated) <sup>(1)</sup>	30 September 2018
		(Millions of Yen)	
	Commissions	187,992	177,856

Net gain on trading	111,739	84,403
Interest and dividend income	42,377	34,449
Interest expenses	44,040	34,816
Selling, general and administrative expenses	240,549	232,418
Operating income	57,519	29,474
Income before income taxes	58,288	30,500
Net income	40,148	20,821
<sup>(1)</sup> The numbers for the six months ended 30 September 2017 have been restated to reflect the change in accounting policy for certain derivatives as implemented on 1 April 2018.		
<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 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 30 September 2018 as they appear in the English translation of the Guarantor's unaudited Quarterly Securities Report for the six months ended 30 September 2018:		
	31 March 2018 (Restated) <sup>(1)</sup>	30 September 2018
	(Millions of Yen)	
Total assets	40,343,947	45,360,339
Total equity	2,799,824	2,846,010
Total liabilities	37,544,123	42,514,329
<sup>(1)</sup> 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
	(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 30 September 2018 as they appear in the English translation of the Guarantor's unaudited quarterly financial information for the six months ended 30 September 2018:

	31 March 2018 (Restated) <sup>(1)</sup>	30 September 2018
	(Millions of Yen)	
Total assets	12,480,089	13,602,901
Total net assets	666,186	637,517
Total liabilities	11,813,903	12,965,384

<sup>(1)</sup> 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.]

***Statements of no significant or material adverse change***

*[Insert where NHI is the Guarantor:*

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 30 September 2018.]

*[Insert where NSC is the Guarantor:*

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 30 September 2018.]

## **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 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 190 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).

This Supplement will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).