

2 August 2024

NOMURA

NOMURA INTERNATIONAL FUNDING PTE. LTD.

**Issue of CNY10,000,000 Fixed Rate Note Linked Note due 2031
under the Nomura International Funding Pte. Ltd.**

**Note, Warrant and Certificate Programme
unconditionally and irrevocably guaranteed as to payment and delivery obligations
by Nomura Holdings Inc.**

**Series: NIF 82374
ISIN: XS2830105206**

This Notice should be read in conjunction to the Amended and Restated Pricing Supplement dated 2 August 2024 (the “Pricing Supplement”). Any information not updated or amended herein shall be regarded as unchanged.

Holders are hereby informed that:

Item 30 Early Redemption Amount(s) is amended as below.

Early Redemption Amount(s):

With respect to each Note, an amount as determined by the Calculation Agent (in its sole discretion) equal to an amount which in the determination of the Calculation Agent represents the fair market value of such Note less Associated Costs. Where: “Associate Costs” means in respect of each Note, an amount equal to the Note’s pro rata share of the total amount of any and all costs associated or incurred by the Issuer, any Affiliate and/or hedging party in connection with such early redemption, including, without limitation, any costs associated with unwinding any funding relating to the Note and any costs associated with unwinding any hedge positions relating to such Note, as determined by the Calculation Agent.

A copy of the Amended and Restated Pricing Supplement is attached below.

Such amendments shall be deemed to be effective on 17 July 2024.

All other terms and conditions shall remain unchanged. All terms of the Base Prospectus not affected by this Notice shall remain in full force and effect. Capitalised terms not defined herein shall bear the meaning ascribed to them in the Pricing Supplement and the Base Prospectus. This notice shall be read in conjunction with the Base Prospectus.

The Issuer

NOMURA INTERNATIONAL FUNDING PTE LTD.
[Amended and Restated Pricing Supplement]

**AMENDED AND RESTATED
PRICING SUPPLEMENT FOR EXEMPT N&C SECURITIES**

2 August 2024 with effect from 17 July 2024

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation 2017/1129 (the **Prospectus Regulation**).

No key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared. Consequently, offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**).

For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

No key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared. Consequently offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the SFA) – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined the classification of the Securities as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded 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).

NOMURA INTERNATIONAL FUNDING PTE. LTD.
Legal entity identifier (LEI): 5493006YXUX4IZ8XXW98

**Issue of CNY10,000,000 Fixed Rate Notes due 2031
under the Nomura International Funding Pte. Ltd.
Note, Warrant and Certificate Programme
unconditionally and irrevocably guaranteed as to payment and delivery obligations
by Nomura Holdings, Inc.**

PART A – CONTRACTUAL TERMS

**Fixed Rate Note/ Series No.: NIF 82374/ WF: 264651
Issue Date: 17 July 2024**

Subject as provided in the section titled "*Prohibition of Sales to EEA Retail Investors*" above, any person making or intending to make an offer of the N&C Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

This document constitutes the Pricing Supplement for the N&C Securities described herein. This document must be read in conjunction with the base prospectus dated 20 September 2023, as supplemented by the supplements dated 24 November 2023, 18 December 2023, 16 February 2024, 14 March 2024 and 18 June 2024 (together, the **Base Prospectus**). Full information on the Issuer, the Guarantor and the offer of the N&C Securities is only available on the basis of the combination of this Pricing Supplement and the Base Prospectus.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the Conditions) set forth at pages 210 to 372 of the Base Prospectus (the N&C Conditions). Any reference in the Conditions, the Agency Agreement or the relevant Global N&C Security to "relevant Final Terms" or "applicable Final Terms" should be read as a reference to "relevant Pricing Supplement" or "applicable Pricing Supplement" in relation to the Exempt Securities represented by this Pricing Supplement.

References herein to numbered Conditions are to the terms and conditions of the N&C Securities and words and expressions defined in such terms and conditions shall bear the same meaning in this Pricing Supplement, save as where otherwise expressly provided.

The purchase of N&C Securities involves substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the N&C Securities. Before making an investment decision, prospective purchasers of N&C Securities should ensure that they understand the nature of the N&C Securities and the extent of their exposure to risks and that they consider carefully, in the light of their own financial circumstances, financial condition and investment objectives, all the information set forth in the Base Prospectus (including "Risk Factors" on pages 21 to 95 thereof) and this Pricing Supplement.

Foreign Exchange Rate Risk

Foreign currency investments (including without limitation notes that are denominated in a different currency from an investor's local currency) are subject to exchange rate fluctuations which may provide both opportunities and risks. An investor may experience a loss when converting the currency of the Notes back to its local currency. Any potential investor in the Notes should therefore determine whether any foreign currency investment is suitable in light of such investor's investment objectives, financial means and risk profile. Exchange controls imposed by any relevant authority may also adversely affect the applicable exchange rate between (or the convertibility of) (i) the currency in which the Index are traded and the currency in which the Notes are denominated and (ii) the currency in which the Notes are denominated and an investor's local currency and, in each case, such events or circumstances could result in the receipt of reduced coupon or principal payments and/or otherwise make hinder, restrict or limit the Issuer's ability to meet its payment obligations under the Notes.

Where the Index is not denominated in the currency of the Notes and contain a "quanto" feature, any change in the rate of exchange between the currency of the Index and the Notes is disregarded where the Notes are redeemed for cash. Accordingly, investors will not have the benefit of any change in the rate of exchange between the currency of the Index and the Notes. However, changes in the relevant exchange rate may indirectly influence the price of the relevant Index which, in turn, could have a negative effect on the return on the Notes.

Where an Inconvertibility Event (as defined in N&C Condition 8.13) occurs in respect of the Notes the Issuer may instruct the Calculation Agent to make certain adjustments or determinations in respect

of the Notes. Such adjustments or determinations may have an adverse impact on the value of the Notes or the payments to be made thereunder. Following the occurrence of an Inconvertibility Event, the Issuer may also be entitled to early redeem the Notes at their Early Redemption Amount, which may be less than the amount originally invested and may be as low as zero. Prospective investors in the Notes should refer to the risk factor titled "Inconvertibility risk of a Relevant Currency" at pages 88 to 89 of the Base Prospectus and N&C Condition 8.13 for more information relating to the consequences of an Inconvertibility Event.

Offshore CNY: If an event occurs which affects the liquidity, transferability or convertibility of offshore CNY with respect to these Notes, any offshore CNY payable or receivable with respect to these Notes may be postponed for up to 14 calendar days and/or be substituted with a different currency. The noteholder may incur losses in connection with such currency substitution.

There can be no assurance that access to offshore CNY in Hong Kong may remain liquid, where liquidity is subject to limitations in the market as well as legal and regulatory constraints.

Offshore CNY is NOT freely convertible or transferable in the currency market and is subject to convertibility and transfer restrictions imposed under the laws of the People's Republic of China (in addition to any other applicable law that may affect the parties).

The noteholder should ensure that he or she understands the terms and associated risks in relation to the offshore CNY currency event and fallback provisions and the noteholder should ensure that he or she obtains prior independent advice as required.

Listing related risk: An application will be made for the listing of the Notes on the Luxembourg Euro MTF. No assurances can be given as to whether the Notes will be, or will remain, listed on Luxembourg Euro MTF. If the Notes fail to or cease to be listed on Luxembourg Euro MTF, certain investors may not be able to invest in, or continue to hold or invest in, the Notes.

Risks relating to Notes linked to or that reference any asset price source or financial benchmark

National and international initiatives (effective or yet to be implemented) relating to the reform of the regulation of indices, commodity, currency and other asset price sources and other forms of financial benchmarks (collectively, **Benchmarks**) may impact the value of the Notes and may force the Issuer to cease using a particular Benchmark (such as, without limitation, the Price Source for the Final FX Rate in respect of the Notes) as the underlying reference basis for the Notes which may result in adjustments to the terms of the Notes, a replacement of a Benchmark or an early redemption of the Notes. The terms and conditions of the Notes contain a number of provisions allowing the Issuer or the Calculation Agent to adjust or early redeem the Notes to take account of relevant events in relation to Benchmarks or their sponsor or administrator. The consequences of the Issuer taking such action(s) may be wide ranging and may adversely affect the Notes. To the extent that any Benchmark referenced by the Notes (including the Price Source for the Final FX Rate) could have a material adverse effect on the value or liquidity of, and return on the Notes.

Accordingly, investors should consult their own independent advisers and make their own assessment about the potential risks imposed by Benchmark reforms and investigations.

No person has been authorised to give any information or make any representation not contained in or not consistent with this Pricing Supplement, or any other information supplied in connection with the N&C Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor or any Dealer

Deemed representations

By investing in the N&C Securities each investor represents that:

- (a) *Non-Reliance.* It is acting for its own account, and it has made its own independent decisions to invest in the N&C Securities and as to whether the investment in the N&C Securities is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer, the Guarantor or any Dealer as investment advice or as a recommendation to invest in the N&C Securities, it being understood that information and explanations related to the terms and conditions of the N&C Securities shall not be considered to be investment advice or a recommendation to invest in the N&C Securities. No communication (written or oral) received from the Issuer, the Guarantor or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the N&C Securities.
- (b) *Assessment and Understanding.* It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the N&C Securities. It is also capable of assuming, and assumes, the risks of the investment in the N&C Securities.
- (c) *Status of Parties.* None of the Issuer, the Guarantor and any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the N&C Securities.

- 1. Issuer: Nomura International Funding Pte. Ltd.
- 2. Guaranteed N&C Securities: Yes
Guarantor: Nomura Holdings, Inc.
- 3. Type of N&C Securities: Notes
Qualifying debt securities: As at the Issue Date, the Securities will qualify as "qualifying debt securities" for the purposes of the Income Tax Act 1947 of Singapore

Where any interest, discount income, prepayment fee, redemption premium or break cost (i.e. the Qualifying Income) is derived from any N&C Securities which constitute "qualifying debt securities" for Singapore income tax purposes (Relevant Securities) by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act 1947 of Singapore shall not apply if such person acquires the Relevant Securities using the funds and profits from that person's operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost (i.e. the Qualifying Income) derived from the Relevant Securities is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act 1947 of Singapore.

- 4. (i) Series Number: 82374
(ii) Tranche Number: 1
(iii) Date on which the N&C Securities will be consolidated and form a single Series: Not Applicable
- 5. Specified Currency or Currencies: Renminbi ("CNY")
- 6. Aggregate Nominal Amount:
(i) Series: CNY10,000,000

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|-----|---|---|
| | (ii) Tranche: | CNY10,000,000 |
| 7. | Issue Price: | 100 per cent. of the aggregate nominal amount |
| 8. | (i) Specified Denominations: | CNY10,000 |
| | (ii) Calculation Amount: | In respect of a Note at any time, an amount equal to the outstanding nominal amount of such Note at such time. As at the Issue Date, the Calculation Amount is CNY10,000 |
| | | <i>Where applicable, following any partial redemption of the Notes the outstanding nominal amount of each Note shall be reduced for all purposes by an amount equal to the relevant Early Redemption Amount payable in respect thereof. Accordingly, the Calculation Amount shall also reduce by an amount of the relevant Early Redemption Amount.</i> |
| 9 | (i) Issue Date: | 17 July 2024 |
| | (ii) Coupon Commencement Date: | Issue Date |
| | (iii) Coupon Payment Date(s): | Annually on 17 July of each year commencing from 17 July 2025 to and including the Scheduled Maturity Date. |
| | | For the purpose of payment, Coupon Payment Date shall be subject to adjustment in accordance with the Business Day Convention. |
| | | For the purpose of calculating the amount of Coupon, Coupon Payment Date shall not be subject to adjustment. |
| | (iv) Coupon Calculation Basis: | Not Applicable |
| 10. | Trade Date: | 3 July 2024 |
| 11. | Maturity Date: | Scheduled to be 17 July 2031 (“Scheduled Maturity Date”), subject to adjustment in accordance with the Business Day Convention. |
| 12. | Reference Item Linked N&C Securities: | Not Applicable |
| 13 | (i) Coupon Basis: | 3.15% Fixed Rate |
| | (ii) Payment of interest on early redemption: | Applicable |
| 14. | Redemption/Payment Basis: | Redemption at par |
| 15. | (i) Change of Coupon Basis or Redemption/Payment Basis: | Not Applicable |

- (ii) Conditions on payments: Not Applicable
- 16. Put/Call Options: Not Applicable
- 17. Status of the Guarantee: Unsecured and unsubordinated
- 18. Calculation Agent: Nomura Singapore Limited, or any duly appointed successor.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 19. Fixed Rate N&C Securities: Applicable
 - (i) Rate(s) of Interest: 3.15% per annum
 - (ii) Fixed Coupon Amount(s) applicable to N&C Securities in definitive form: In respect of each Note, an amount in CNY equal to:
Calculation Amount x Rate of Interest x Day Count Fraction
 - (iii) Broken Amount(s) applicable to N&C Securities in definitive form: Not Applicable
 - (iv) Day Count Fraction: 30/360
 - (v) Determination Date(s): Not Applicable
 - (vi) Other terms relating to the method of calculating interest for Fixed Rate N&C Securities that are Exempt N&C Securities: Not Applicable
- 20. Floating Rate N&C Securities: Not Applicable
- 21. Zero Coupon N&C Securities: Not Applicable
- 22. Dual Currency Interest N&C Securities: Not Applicable
- 23. Reference Item Linked Interest N&C Securities: Not Applicable
- 24. Sanctions Event: Applicable
- 25. Payment Suspension: Applicable

PROVISIONS RELATING TO REDEMPTION

26. Issuer Call: Not Applicable
27. Investor Put: Not Applicable
28. Other redemption events:
- (i) Redemption for tax reasons under Condition 8.2: **Applicable**
The Issuer may redeem the Notes in whole, but not in part, at the relevant Early Redemption Amount (as described at item 30 below) at any time, on giving not less than 30 calendar days’ and not more than 60 calendar days’ notice to the Holders in accordance with N&C Condition 16 (which notice shall be irrevocable), in the event that as a result of any change in, or amendment to, the laws or regulations of the relevant tax jurisdiction (or any change in the application or any official interpretation of such laws or regulations) after the Trade Date the Issuer or the Guarantor (as applicable) has or will become obliged to pay additional amounts (as referred to in N&C Condition 9) in respect of any amounts required to be withheld or deducted from payments under the Notes and such obligation cannot be avoided by the Issuer or the Guarantor (as applicable) taking reasonable measures available to it.
 - (ii) Issuer Regulatory Call required under Condition 8.5: **Not Applicable**
 - (a) Maximum period: See N&C Condition 8.5 at page 269 of the Base Prospectus, provided that reference therein to “Business Day” shall be deemed to be a reference to London, New York, Singapore, TARGET2, Hong Kong and Beijing Business Day”.
 - (b) Minimum period: See N&C Condition 8.5 at page 269 of the Base Prospectus, provided that reference therein to “Business Day” shall be deemed to be a reference to London, New York, Singapore, TARGET2, Hong Kong and Beijing Business Day”.
 - (iii) Illegality Redemption under Condition 8.6: **Applicable**
The Issuer may redeem the Notes in whole, but not in part, at the relevant Early Redemption Amount (as described at item 30 below) at any time, on giving not less than 5 London, New York, Hong Kong and Beijing Business Days’ and not more than 20 London, New York, Singapore, TARGET2, Hong Kong and Beijing Business Days’ notice to the Holders in accordance with N&C Condition 16 (which notice shall be irrevocable), in the event that the Issuer determines that the performance of its obligations under the Notes or the obligations of the Guarantor under the Guarantee, or any arrangements made to hedge the Issuer’s obligations under

the Notes,, has or will become unlawful, illegal or otherwise prohibited in whole or in part as a result of compliance with any applicable present or future law, rule, regulation, judgement, order or directive of any governmental, administrative, legislative or judicial authority or power or any interpretation thereof.

Notice period required for an Illegality Redemption:

- (a) Maximum period: See N&C Condition 8.6 at page 269 of the Base Prospectus, provided that reference therein to “Business Day” shall be deemed to be a reference to London, New York, Singapore, TARGET2, Hong Kong and Beijing Business Day”.
- (b) Minimum period: See N&C Condition 8.6 at page 269 of the Base Prospectus, provided that reference therein to “Business Day” shall be deemed to be a reference to London, New York, Singapore, TARGET2, Hong Kong and Beijing Business Day”.
- (iv) Inconvertibility Event under Condition 8.13: Applicable

The Issuer may instruct the Calculation Agent to make such determinations under and/or adjustments to the Conditions and/or this Pricing Supplement as the Calculation Agent determines appropriate (including, redeeming the Notes at the relevant Early Redemption Amount (as described at item 30 below) in the event that any time on or after the Trade Date, the Calculation Agent (acting in good faith and a commercially reasonable manner) determines that from a legal, regulatory or practical perspective, any event or circumstance whatsoever has the effect of (a) hindering, limiting or restricting (1) the convertibility, transfer or remittance (as applicable) of any relevant currency in respect of the Notes (including any currency specified for payment, the currency in which the Notes are denominated or any currency most closely associated with the Index or which is relevant to any hedging arrangements) through customary legal channels, at a rate at least as favourable as the rate for domestic institutions located in a relevant payment jurisdiction, from accounts within a relevant payment jurisdiction to another country or countries, (2) the ability of the Issuer to make payment in any relevant currency (including, without limitation, as a result of delays, increased costs or discriminatory rates of exchange or any current or future restrictions on repatriation or exchange of one relevant currency into another relevant currency) or any hedging arrangements, (b) results or will result in the unavailability of any relevant currency in respect of the Notes through customary legal channels in the interbank foreign exchange market in any relevant payment jurisdiction and/or (c) prohibits or prevents the remittance abroad of funds invested in a relevant payment jurisdiction.

- 29. Final Redemption Amount of each N&C Security: CNY 10,000 per Calculation Amount

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| 30. | Early Redemption Amount(s): | With respect to each Note, an amount as determined by the Calculation Agent (in its sole discretion) equal to an amount which in the determination of the Calculation Agent represents the fair market value of such Note less Associated Costs. Where: "Associate Costs" means in respect of each Note, an amount equal to the Note's pro rata share of the total amount of any and all costs associated or incurred by the Issuer, any Affiliate and/or hedging party in connection with such early redemption, including, without limitation, any costs associated with unwinding any funding relating to the Note and any costs associated with unwinding any hedge positions relating to such Note, as determined by the Calculation Agent. |
| 31. | Exchange Rate: | Not Applicable |

PROVISIONS RELATING TO REFERENCE ITEM LINKED SECURITIES

- | | | | |
|-----|---|-----------------|--------------------------|
| 32. | Index Linked Securities: | N&C | Not Applicable |
| 33. | Equity Linked Securities: | N&C | Not Applicable |
| 34. | FX Linked Securities: | | Not Applicable |
| 35. | Commodity Linked Securities: | N&C | Not Applicable |
| 36. | Fund Linked Securities: | | Not Applicable |
| 37. | Inflation Linked Securities: | N&C | Not Applicable |
| 38. | Credit Linked Securities: | N&C | Not Applicable |
| 39. | Multi-Rate Securities: | Interest N&C | Not Applicable |
| 40. | Swap Rate N&C Securities: | Linked Interest | Not Applicable |
| 41. | MOT Securities: | | Not Applicable |
| 42. | Physical Delivery Securities: | N&C | Not Applicable |
| 43. | Provisions applicable to payments in Renminbi: | | |
| | (i) CNY Currency Event | | Applicable |
| | (ii) Party responsible for calculating the Spot Rate: | | Nomura Singapore Limited |
| | (iii) CNY Settlement Centre(s) | | Hong Kong |

44. Additional Business Centre(s) Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE N&C SECURITIES

45. Form of N&C Securities: Bearer N&C Securities:
Permanent Bearer Global N&C Security which is exchangeable for Definitive Bearer N&C Securities only upon an Exchange Event

46. New Global Note: No

47. Additional Financial Centre(s): Not Applicable

48. Other special provisions relating to Payment Day: Condition 7.4.3 shall be deleted and replaced with the following:

“7.4.3 Payment Day

If the date for payment of any amount in respect of any N&C Security, Receipt or Coupon is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay, unless if such date would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding business day, but the holder shall not be entitled to any further interest or other payment in respect of such delay. For these purposes, **Payment Day** means any day which (subject to Condition 10) is:

7.4.3.1 a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London, New York, Singapore, TARGET2, Hong Kong and Beijing.”

49. Talons for future Coupons or Receipts to be attached to Definitive Bearer N&C Securities (and dates on which such Talons mature): No

50. Details relating to Partly Paid N&C Securities: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the N&C Securities and interest due on late payment: Not Applicable

- 51. Details relating to Instalment N&C Securities: Not Applicable
- 52. Redenomination applicable: Redenomination not applicable
- 53. Other final terms: Not Applicable

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

Signed on behalf of the NHI Guarantor:

By: DocuSigned by:
Rana Dasgupta
.....2288E67016E948D.....

By: DocuSigned by:
Zhou, Jianwei
.....8A8A09EE4720410.....

Duly authorised

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and Admission to trading: Applicable

Application will be made by the Issuer (or on its behalf) for the N&C Securities to be listed on the Euro MTF Market of the Luxembourg Stock Exchange.

2. RATINGS

Ratings

Application will be made by the Issuer (or on its behalf) for the Securities to be rated by Fitch.

Upon issuance, the Securities are expected to be rated at least A- by Fitch.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the N&C Securities has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. FURTHER INFORMATION RELATING TO THE RELEVANT REFERENCE ITEM[S]

None

5. USE OF PROCEEDS

Use of Proceeds: Please refer to the Base Prospectus

6. OPERATIONAL INFORMATION

(i) ISIN: XS2830105206

(ii) CUSIP: Not Applicable

(iii) Common Code: 283010520

(iv) Any clearing system(s) other than Euroclear, and Clearstream, Luxembourg/ The Depository Trust Company and the relevant identification number(s): Not Applicable

(v) Delivery: Delivery against payment

(vi) Names and addresses of initial Paying Agents: Citibank, N.A., London Branch, 6th Floor, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB

(vii) Names and addresses of additional Paying Agent(s) (if any): None

- (viii) Intended to be held in a manner which would allow Eurosystem eligibility. No. Whilst the designation is specified as "no" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the N&C Securities are capable of meeting the criteria, the N&C Securities may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the N&C Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: Nomura Singapore Limited
- (vi) U.S. Selling Restrictions: The N&C Securities have not been nor will be registered under the U.S. Securities Act of 1933 (as amended) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons.

The N&C Securities are only for offer and sale outside the United States in offshore transactions to non-U.S. persons in reliance on Regulation S under the Securities Act and may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person.

Each initial purchaser of the N&C Securities and each subsequent purchaser or transferee of the N&C Securities shall be deemed to have agreed with the Issuer or the seller of such Securities that (i) it will not at any time offer, sell, resell or deliver, directly or indirectly, such Securities so purchased in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person and (ii) it is not purchasing any Securities for the account or benefit of any U.S. person.

- (vii) Prohibition of Sales to EEA Retail Investors: Applicable

- (viii) Prohibition of Sales to UK Retail Investors: Applicable
- (ix) TEFRA Compliance Category: TEFRA C
- (x) Additional U.S. Federal Income Tax considerations: Not Applicable
- (xi) Specified Securities for U.S. Dividend Equivalent Withholding purposes: The N&C Securities shall not be treated as Specified Securities (as defined in the Base Prospectus) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.
- (xii) Prohibition of Sales to Belgian Consumers: Applicable
- (xiii) Additional selling restrictions: **Japan Selling Restrictions**

The Securities may not be offered or sold to any person in Japan or to any resident of Japan.

Singapore Selling Restrictions

The Pricing Supplement and the Base Prospectus have not been registered as a prospectus with the Monetary Authority of Singapore (the “MAS”). Accordingly, The Pricing Supplement, 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 2001 of Singapore), as modified or amended from time to time (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) the sole purpose of the trust is to hold investments and each

beneficiary of which is an individual who is an accredited investor,

then the 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)(c)(ii) of the SFA,

(2) where no consideration is or will be given for the transfer,

(3) where the transfer is by operation of law,

(4) as specified in Section 276(7) of the SFA, or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

8. INDEX DISCLAIMER

None