

## PRICING SUPPLEMENT

28 October 2025

*Where applicable, references in the Conditions and in this Pricing Supplement to: “redemption”, “redeem” and “redeemed” shall be construed to be to “termination” and “terminate” and “terminated”, “principal” and “principal amount”, respectively, shall be construed to be to “invested amount”, “nominal amount” shall be construed to be to “calculation amount”, “settlement” and “settle” and “settled” shall be construed to be to, respectively, “termination” and “terminate” and “terminated”, “interest”, “interest payment date”, and “interest rate”, all when related to payments due in respect of the Certificates, shall be construed to be to “premium”, “premium payment date” and “premium underlying”, and “maturity date” shall be construed to be to “final termination date”, and all related expressions shall be construed accordingly*

**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) other than:

- (i) during the EEA Retail Compliant Sales Period specified in Part B below; and
- (ii) in the EEA Retail Offer Jurisdictions specified in Part B below.

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 (EU) 2017/1129 (the Prospectus Regulation).

A key information document as 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 only been prepared for the purposes of use in the EEA Retail Offer Jurisdictions during the EEA Retail Compliant Sales Period. No key information document has been prepared for use in any other jurisdiction or at any other time. Consequently, offering or selling the Securities or otherwise making them available to any retail investor in the EEA other than in the EEA Retail Offer Jurisdictions during the EEA Retail Compliant Sales Period 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 (FSMA 2000) and any rules or regulations made under FSMA 2000 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.

**PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND** – The Securities shall not be offered or sold to private clients within the meaning of the Swiss Federal Financial Services Act (**FinSA**) in Switzerland.

The Securities are not subject to the approval of, or supervision by, the Swiss Financial Market Supervisory Authority FINMA (FINMA) and investors in the Securities will not benefit from supervision by FINMA. The Securities do not constitute a participation in a collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA) and investors will not benefit from the specific investor protection under the CISA.

**UK stamp duty reserve tax (SDRT):** Investors should note that following the Issue Date a charge to UK SDRT may arise in relation to any agreement to transfer Securities. Securityholders or prospective Securityholders should take their own advice from an appropriately qualified professional advisor in this regard, including on their own potential liability to account for SDRT in the case of a transfer of the N&C Securities following the Issue Date.

### **NOMURA BANK INTERNATIONAL PLC**

**Legal entity identifier (LEI): WGII3666BEDR02O24131**

**Issue of 28 Units of Intesa Sanpaolo SpA Credit Linked N&C Securities due 2036 under the Nomura Bank International PLC Note, Warrant and Certificate Programme.**

The N&C Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or under any state securities laws and the N&C Securities 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 (as defined herein). Furthermore, the N&C Securities do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act of 1936, as amended (the **CEA**), and trading in the N&C Securities has not been approved by the Commodity Futures Trading Commission (the **CFTC**) pursuant to the CEA, and no U.S. person may at any time trade or maintain a position in the N&C Securities. For a description of the restrictions on offers and sales of N&C Securities, see Part C attached hereto and “*Notice to Purchasers and Holders of Securities and Transfer Restrictions*” in the Listing Particulars.

For the purposes of this Pricing Supplement, U.S. person means any person who is (i) a “U.S. person” as defined in Regulation S, (ii) a person other than a “**Non-United States person**” as defined in Rule 4.7 under the CEA, (iii) a “**U.S. person**” as defined in the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the CFTC, or the final rule relating to Cross-Border Application of the Registration Thresholds and Certain Requirements Applicable to Swap Dealers and Major Swap Participants promulgated by the CFTC, in each case as amended, modified or supplemented from time to time, pursuant to the CEA; (iv) any other “**U.S. person**” as such term may be defined in Regulation S or in regulations or guidance adopted under the CEA, or (v) a “**United States person**” as defined in the United States Internal Revenue Code of 1986, as amended and the United States Treasury regulations promulgated thereunder, in each case, as such definition may be amended, modified or supplemented from time to time.

### **PART A – CONTRACTUAL TERMS**

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 25 September 2025 which constitutes the “listing particulars” for the purposes of Securities issued pursuant to this Pricing Supplement (the **Listing Particulars**). Full information on the Issuer and the offer of the N&C Securities is only available on the basis of the combination of this Pricing Supplement and the Listing Particulars.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the **Conditions**) set forth in the Listing Particulars. Any reference in the Listing Particulars 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 Listing Particulars (including “Risk Factors” on pages 25 to 127 thereof) and this Pricing Supplement. 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 or any Dealer.*

*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 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 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. Neither the Issuer nor any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the N&C Securities.*

- 1. Issuer: Nomura Bank International PLC
- 2. Guaranteed N&C Securities: No

3. Type of N&C Securities: Certificates
4. (i) Series Number: JP 250489
  - (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: Euro (EUR)
6. Number of Units:
  - (i) Series: 28 Units
  - (ii) Tranche: 28 Units
7. Issue Price: EUR 100,000 per Unit in respect of each N&C Security
8. (i) Specified Denominations: 1 Unit in respect of each N&C Security
  - (ii) Calculation Amount: EUR 100,000 per Unit in respect of each N&C Security
9. (i) Issue Date: 28 October 2025
  - (ii) Coupon Commencement Date: Issue Date
  - (iii) Coupon Payment Date(s): Subject to Credit Linked Condition 11, 10 January, 10 April, 10 July and 10 October in each year from and including 10 January 2026 up to and including the Scheduled Maturity Date.
  - (iv) Coupon Calculation Basis: Not Applicable
10. Trade Date: 3 October 2025
11. Maturity Date: 10 January 2036 (the **Scheduled Maturity Date**), subject as provided in Credit Linked Condition 7, Credit Linked Condition 8 and Credit Linked Condition 11.
12. Reference Item Linked N&C Securities: Applicable  
Notwithstanding the fact that the N&C Securities are Reference Item Linked Securities, for the purposes of Condition 9 (Taxation) of the Terms and Conditions of the N&C Securities, Condition 9.1.2 applies.
13. (i) Coupon Basis: 4.70 per cent. per annum Fixed Rate (further particulars specified below)
  - (ii) Payment of fair value interest on early redemption: Applicable
14. Redemption/Payment Basis: See item 29 below

Credit Linked Redemption N&C Security

- |     |  |                                       |
|-----|--|---------------------------------------|
| 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. | (i) Status of the Securities:                            | Senior                                |
|     | (ii) Status of the Guarantee:                            | Not Applicable                        |
| 18. | Calculation Agent:                                       | Nomura Financial Products Europe GmbH |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|---|
| 19. | Fixed Rate N&C Securities:  | Applicable  |
|     | (i) Rate(s) of Interest:  | 4.70 per cent. per annum payable in arrear on each Coupon Payment Date. |
|     | (ii) Fixed Coupon Amount(s) applicable to N&C Securities in definitive form:  | Not Applicable  |
|     | (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:  
 Notice period required for redemption for tax reasons under Condition 8.2:
    - (a) Maximum period: 60 days
    - (b) Minimum period: 30 days
  - (ii) Issuer Regulatory Call under Condition 8.5: **Applicable**  
 Notice period required for an Issuer Regulatory Call:
    - (a) Maximum period: See Condition 8.5
    - (b) Minimum period: See Condition 8.5
  - (iii) Illegality Redemption under Condition 8.6: **Applicable**  
 Notice period required for an Illegality Redemption:
    - (a) Maximum period: See Condition 8.6
    - (b) Minimum period: See Condition 8.6
  - (iv) Inconvertibility Event under Condition 8.13: **Applicable**
29. Final Redemption Amount of each N&C Security: See provisions in paragraph 38 below
30. Early Redemption Amount(s): Fair Market Value (less Associated Costs)
31. Exchange Rate: Not Applicable

**PROVISIONS RELATING TO REFERENCE ITEM LINKED SECURITIES**

- 32. Index Linked N&C Securities: Not Applicable
- 33. Equity Linked N&C Securities: Not Applicable
- 34. FX Linked N&C Securities: Not Applicable
- 35. Commodity Linked N&C Securities: Not Applicable

36. Fund Linked N&C Securities: Not Applicable
37. Inflation Linked N&C Securities: Not Applicable
38. Credit Linked N&C Securities: Applicable
- The provisions of Annex 15 of the Terms and Conditions - *Additional Terms and Conditions for Credit Linked Securities (2014 ISDA Credit Derivatives Definitions Version)* shall apply.
- (i) Final Redemption Amount: EUR 100,000 per Calculation Amount.
- (ii) Settlement Method: Auction Settlement
- (iii) Interest Calculation: Interest Calculation Amount: Not Applicable  
Coupon Outstanding Nominal Amount: Not Applicable
- (iv) Suspension of Interest Accrual: Applicable in Full
- (v) Calculation Agent City: London
- (vi) Reference Entity(ies): **Intesa Sanpaolo SpA**
- (vii) Reference Obligation(s): The instrument with an ISIN: IT0004457807 and any Substitute Reference Obligation(s)  
Standard Reference Obligation: Applicable  
Seniority Level: Subordinated Level
- (viii) All Guarantees: See Physical Settlement Matrix
- (ix) Credit Events: See Physical Settlement Matrix
- For the purposes of Restructuring:
- Provisions relating to Restructuring Credit Event: Credit Linked Condition 14 – Applicable
  - Mod Mod R: Applicable
  - Mod R: Not Applicable
- Provisions relating to Multiple Holder Obligation: Credit Linked Condition 15: Applicable
- Default Requirement: As defined in Credit Linked Condition 13
- Payment Requirement: As defined in Credit Linked Condition 13
- Credit Event Backstop Date Amendment: Not Applicable
- (x) Credit Event Cut-Off Date: See Credit Linked Condition 13
- (xi) Notice of Publicly Available Information: Applicable  
Public Source(s): As defined in Credit Linked Condition 13  
Specified Number: 2
- (xii) Obligation(s):  
Obligation Category: See Physical Settlement Matrix

	Obligation Characteristics:	See Physical Settlement Matrix
	Additional Obligation(s):	None
(xiii)	Excluded Obligation(s):	None
(xiv)	Accrual of Interest upon Credit Event:	Not Applicable
(xv)	Merger Event:	Credit Linked Condition 12: Applicable  Merger Event Redemption Amount: In respect of each nominal amount of each N&C Security equal to the Calculation Amount, an amount which in the determination of the Calculation Agent is equal to the fair market value of such N&C Security less Associated Costs (as defined in Condition 8.7)  Merger Event Redemption Date: 10 Business Days following the date on which the Issuer gives notice of redemption to the Securityholders pursuant to N&C Securities Condition 16
(xvi)	Unwind Costs:	Standard Associated Costs
(xvii)	Provisions relating to Monoline Insurer as Reference Entity:	Credit Linked Condition 16: Not Applicable
(xviii)	Provisions relating to LPN Reference Entities:	Credit Linked Condition 18: See Physical Settlement Matrix
(xix)	Credit Event Redemption Amount:	Credit Linked Condition 13 applies
(xx)	Credit Event Redemption Date:	European Settlement
(xxi)	Valuation Date:	Applicable. Credit Linked Condition 13 applies
(xxii)	Valuation Time:	Credit Linked Condition 13 applies
(xxiii)	Indicative Quotations:	Not Applicable
(xxiv)	Quotation Method:	Bid
(xxv)	Quotation Amount:	Credit Linked Condition 13 applies
(xxvi)	Minimum Quotation Amount:	Not Applicable
(xxvii)	Quotation Dealers:	Credit Linked Condition 13 applies
(xxviii)	Accrued Interest:	Credit Linked Condition 13 applies
(xxix)	Valuation Method:	Weighted Highest
(xxx)	Other terms or special conditions:	Not Applicable
	<i>Additional terms relating to Auction Settlement</i>	
(xxxi)	Fallback Settlement Method:	Cash Settlement

(xxxii) Succession Event Backstop Date subject to adjustment in accordance with Business Day Convention: Not Applicable

(xxxiii) Limitation Dates subject to adjustment in accordance with Business Day Convention: Not Applicable

*Terms relating to Physical Delivery*

(xxxiv) Physical Settlement Period: Not Applicable

(xxxv) Accrued Interest on Entitlement: Not Applicable

(xxxvi) Settlement Currency: Not Applicable

(xxxvii) Deliverable Obligations: *The following are relevant to determining Valuation Obligations and do not imply that Physical Settlement will occur under the N&C Securities which are cash settled or credit linked interest only:*

Deliverable Obligation Category: See Physical Settlement Matrix

Deliverable Obligation Characteristics: See Physical Settlement Matrix  
Sovereign No Asset Package Delivery: See Physical Settlement Matrix

Additional Deliverable Obligation(s): See Physical Settlement Matrix

(xxxviii) Excluded Deliverable Obligation(s): None

(xxxix) Indicative Quotations: Not Applicable

(xl) Cut-Off Date: Not Applicable

(xli) Delivery provisions for Entitlement if different from Physical Delivery Note Conditions: Not Applicable

*Other terms*

(xlii) Physical Settlement Matrix: Applicable  
Transaction Type: Standard European Financial Corporate

(xliii) Subordinated European Insurance Terms: See Physical Settlement Matrix

(xliv) Financial Reference Entity Terms: See Physical Settlement Matrix

	(xlv) Reference Obligation Only Termination Amount:	Not Applicable
	(xlvi) Provisions relating to CoCo Reference Entities:	Credit Linked Condition 25: See Physical Settlement Matrix
	(xlvii) Credit Linked Business Day Convention:	Following
	(xlviii) Provisions relating to Senior Non-Preferred Reference Obligations:	Credit Linked Condition 27: Not Applicable
	(xlix) 2019 Narrowly Tailored Credit Event Provisions:	Credit Linked Condition 28: See Physical Settlement Matrix Fallback Discounting: See Physical Settlement Matrix Credit Deterioration Requirement: See Physical Settlement Matrix
	(l) Other terms or special conditions:	None
	(li) Limited Recourse Provisions:	See Physical Settlement Matrix
	(lii) Relevant Final Price:	Not Applicable
39.	Multi-Rate Interest N&C Securities:	Not Applicable
40.	Swap Rate Linked Interest N&C Securities:	Not Applicable
41.	EuroTLX - Bond-X N&C Securities:	Not Applicable
42.	SeDeX/EuroTLX - Cert-X N&C Securities:	Applicable  The provisions of Annex 14 A) of the Terms and Conditions ( <i>Additional Terms and Conditions for SeDeX/EuroTLX – Cert-X N&amp;C Securities</i> ) should apply  Minimum Trading Lot: 1 Unit  Record Date: 5 clearing system business days prior to the relevant payment date
43.	Physical Delivery N&C Securities:	Not Applicable
44.	Provisions applicable to payments in Renminbi:	
	(i) CNY Currency Event:	Not Applicable
	(ii) Party responsible for calculating the Spot Rate	Not Applicable

(iii) CNY Settlement Not Applicable  
Centre(s):

45. Additional Business Centre(s): London and T2

**PROVISIONS APPLICABLE TO CERTAIN REFERENCE ITEM LINKED REDEMPTION N&C SECURITIES**

46. Reverse Convertible Redemption Not Applicable  
N&C Securities:

47. Knock-out Autocall N&C Not Applicable  
Securities:

48. Bonus Enhanced Redemption Not Applicable  
N&C Securities:

49. Booster Redemption N&C Not Applicable  
Securities:

50. Booster Plus Redemption N&C Not Applicable  
Securities:

51. Sharkfin Redemption N&C Not Applicable  
Securities:

**PROVISIONS APPLICABLE TO CERTAIN REFERENCE ITEM LINKED INTEREST N&C SECURITIES**

52. [Non-]Memory Conditional Not Applicable  
Coupon N&C Securities:

**PROVISIONS RELATING TO SECURED SECURITIES**

53. Secured Securities: Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE N&C SECURITIES**

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

55. New Global Note: No

56. Additional Financial Centre(s): London and T2

57. Other special provisions relating Not Applicable  
to Payment Day:

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

59. Details relating to Partly Paid Not Applicable  
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:

- |     |  |                               |
|-----|--|-------------------------------|
| 60. | Details relating to Instalment N&C Securities: | Not Applicable                |
| 61. | Redenomination applicable:                     | Redenomination not applicable |
| 62. | Issuer Substitution ( <i>Condition 18</i> ):   | Applicable                    |
| 63. | Governing Law:                                 | English law                   |
| 64. | Other terms:                                   | Not Applicable                |

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

Signed by:  
  
By: .....EAC280BC965A4C0.....

*Duly authorised*

**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

Listing and Admission to trading: Application will be made by the Issuer (or on its behalf) for the N&C Securities to be admitted to the multilateral trading facility EuroTLX - Cert-X Segment organised and managed by Borsa Italiana S.p.A. (**EuroTLX - Cert-X**) on or around the Issue Date.

The Issuer makes no representations as to the likelihood of the success of such application.

**2. RATINGS**

Ratings: Not applicable

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

Save for any fees payable to the Dealer, 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 Dealer and its 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**

None

**5. OPERATIONAL INFORMATION**

- (i) ISIN: XS3190777402
- (ii) CUSIP: Not Applicable
- (iii) CFI: Not Applicable
- (iv) FISN: Not Applicable
- (v) Common Code: 319077740
- (vi) Valoren: Not Applicable
- (vii) Any clearing system(s) other than Euroclear, Clearstream Luxembourg and Euroclear France / The Depositary Trust Company and the relevant identification number(s): Not Applicable
- (viii) Delivery: Delivery against payment (or as otherwise agreed between the Issuer and the Dealer)
- (ix) Names and addresses of initial Paying Agents: Citibank Europe PLC, Ground Floor, 1 North Wall Quay, Dublin 1, Ireland

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|------|---|--|
| (x)  | Names and addresses of additional Paying Agent(s) (if any):               | Not Applicable   |
| (xi) | 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 intra day 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. |

**6. DISTRIBUTION**

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|-------|---|--|
| (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 Financial Products Europe GmbH  |
| (vi)  | Total commission and concession:            | <p>No commissions and concessions are payable by the Issuer to the Dealer.</p> <p>The distribution fee payable by the Dealer to any distributor is 2.88% per Unit</p> <p>Investors can obtain more information about the fee by contacting the Dealer above.</p>   |
| (vii) | U.S. Selling Restrictions:                  | <p>The N&amp;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.</p> <p>Each initial purchaser of the N&amp;C Securities and each subsequent purchaser or transferee of the N&amp;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</p> |

- |        |   |   |
|--------|---|---|
|        |   | is not purchasing any Securities for the account or benefit of any U.S. person  |
| (viii) | Prohibition of Sales to EEA Retail Investors:                             | Applicable  |
|        | EEA Retail Compliant Sales Period:  | The period from 3 October 2025 until the Issue Date   |
|        | EEA Retail Offer Jurisdictions:   | Italy   |
|        |   | For the avoidance of doubt, a PRIIPs key information document will only be made available in each EEA Retail Offer Jurisdiction during the EEA Retail Compliant Sales Period specified above. |
| (ix)   | Prohibition of Sales to UK Retail Investors:                              | Applicable  |
| (x)    | TEFRA Compliance Category:  | TEFRA C   |
| (xi)   | Additional U.S. Federal Income Tax considerations                         | Not Applicable  |
| (xii)  | Specified Securities for U.S. Dividend Equivalent Withholding purposes:   | The N&C Securities shall not be treated as Specified Securities (as defined in the Listing Particulars) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.          |
| (xiii) | Prohibition of Sales to Belgian Consumers:                                | Applicable  |
| (xiv)  | Prohibition of Offer to Private Clients in Switzerland:                   | Applicable  |
| (xv)   | Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable  |
| (xvi)  | Additional selling restrictions:  | As specified below  |

**General Selling Restrictions**

Each purchaser of Securities must observe all applicable laws and regulations in any jurisdiction in which it may offer, sell, or deliver the Securities and it may not, directly or indirectly, offer, sell, resell, reoffer or deliver any Securities except under circumstances that will result, to the best of its knowledge and belief, in compliance with all applicable laws and regulations.



## **PART C – IMPORTANT NOTICE TO PURCHASERS AND TRANSFEREES**

The N&C Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**), or any applicable state securities laws. Furthermore, the N&C Securities do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act of 1936, as amended (the **CEA**), and trading in the N&C Securities has not been approved by the Commodity Futures Trading Commission (the **CFTC**) pursuant to the CEA. No N&C Securities, or interests therein, may at any time be offered, sold, resold or delivered, directly or indirectly, 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.

Offers, sales, resales or deliveries of the N&C Securities, or interests therein, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons would constitute a violation of United States securities laws unless made in compliance with the registration requirements of the Securities Act and any applicable state securities laws or pursuant to an exemption therefrom. In addition, in the absence of relief from the Commodity Futures Trading Commission, offers, sales, resales, transfers, pledges or deliveries of the N&C Securities, or interests therein, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, may constitute a violation of the CEA.

As used herein, **United States** means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction; and **U.S. person** means (i) a “U.S. person” as defined in Regulation S under the Securities Act (**Regulation S**); (ii) a person other than a “Non-United States person” as defined in Rule 4.7 under the CEA; (iii) a “U.S. person” as defined in the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the CFTC, or the final rule relating to Cross-Border Application of the Registration Thresholds and Certain Requirements Applicable to Swap Dealers and Major Swap Participants promulgated by the CFTC, in each case as amended, modified or supplemented from time to time, pursuant to the CEA; (iv) any other “U.S. person” as such term may be defined in Regulation S or in regulations or guidance adopted under the CEA, or (v) a “United States person” as defined in the United States Internal Revenue Code of 1986, as amended and the United States Treasury regulations promulgated thereunder, in each case as such definition may be amended, modified or supplemented from time to time.

### **Notice to Purchasers and Holders of Restricted Securities and Transfer Restrictions**

Each purchaser of the N&C Securities will, by its purchase of the N&C Securities, be deemed to acknowledge, represent and agree as follows:

- (a) the N&C Securities do not constitute, and have not been marked as, contracts of sale of a commodity for future delivery (or options thereon) subject to the CEA and trading in the N&C Securities has not been approved by the Commodity Futures Trading Commission pursuant to the CEA;
- (b) that it will not at any time offer, sell, resell or deliver, directly or indirectly, any N&C 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;
- (c) that it is not purchasing any N&C Securities for the account or benefit of any U.S. person;
- (d) that it will not make offers, sales, resales or deliveries of any N&C Securities (otherwise acquired), directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person;

- (e) that it will send each person who purchases N&C Securities from it a written confirmation (which shall include the definitions of United States and U.S. person set forth herein) stating that the N&C Securities have not been registered under the Securities Act or any applicable state securities laws, that the N&C Securities do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the CEA, and trading in the N&C Securities has not been approved by the Commodity Futures Trading Commission pursuant to the CEA and stating that such purchaser agrees that it will not at any time offer, sell, resell or deliver any of such N&C Securities, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person; and
- (f) that no U.S. person or person in the United States may at any time trade or maintain a position in the N&C Securities.