FINAL TERMS

11 August 2026

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 Jurisdiction 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**); or (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 Jurisdiction during the EEA Retail Compliant Sales Period. 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 Jurisdiction 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 either one (or both) of the following: (i) not 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 European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

No disclosure document as required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Securities or otherwise making them available to retail investors in the UK has been prepared. Consequently offering, selling or distributing the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

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.

NOMURA BANK INTERNATIONAL PLC

Legal entity identifier (LEI): WGII3666BEDR02O24131

Issue of up to 300 Units of Lloyds Banking Group PLC Credit Linked N&C Securities due July 2036
under the Nomura Bank International plc Note, Warrant and Certificate Programme

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:

(i) in those Non-Exempt Offer Jurisdictions mentioned in paragraph 9(x) of Part B below, provided such person is of a kind specified in that paragraph and that the offer is made during the Offer Period specified in that paragraph; or

(ii) otherwise 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.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of N&C Securities in any other circumstances.

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 "*Notice to Purchasers and Holders of Securities and Transfer Restrictions*" in the Base Prospectus.

For the purposes of these Final Terms, **U.S. Person** means any person who is (i) a "U.S. person" as defined in Regulation S (a **U.S. person**), (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

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 25 September 2025 and the supplements to the Base Prospectus dated 28 November 2025, 9 January 2026, 16 February 2026, 21 May 2026 and 15 July 2026 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the N&C Securities described herein for the purposes of the Prospectus Regulation. These Final Terms must be read in conjunction with the Base Prospectus as supplemented in order to obtain all the relevant information. Full information on the Issuer and the offer of the N&C Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented. A summary of the N&C Securities is annexed to these Final Terms. The Base Prospectus has also been published on the website of Euronext Dublin (*www.euronext.com/en/markets/dublin*).

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 these Final Terms, save as where otherwise expressly provided.

In the case of Securities titled "Certificates" to be offered/traded in Italy on SeDeX and/or EuroTLX-Cert-X, where applicable, references in the Conditions 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.

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 25 to 127 thereof) and these Final Terms.

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. None of the Issuer 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 Bank International plc
2.	Guaranteed N&C Securities:		No
3.	Type of N&C Securities:		Certificates
4.	(i)	Series Number:	JP A200719
	(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:	Up to 300 Units equal to EUR 3,000,000 (the “**Aggregate Nominal Amount**”)
	(ii)	Tranche:	Up to 300 Units equal to EUR 3,000,000
7.	Issue Price:		EUR 10,000 per Unit in respect of each Certificate
8.	(i)	Specified Denominations:	1 Unit in respect of each Certificate
	(ii)	Calculation Amount:	EUR 10,000 per Unit in respect of each Certificate
9.	(i)	Issue Date:	21 September 2026
	(ii)	Coupon Commencement Date:	Issue Date
	(iii)	Coupon Payment Date(s):	See item 20(i) below
	(iv)	Coupon Calculation Basis:	Not Applicable
10.	Trade Date:		04 August 2026
11.	Maturity Date:		The Coupon Payment Date falling on or nearest to 10 July 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 Certificates 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:	3-month EUR-EURIBOR + 2.00 per cent. Floating Rate (further particulars specified below)
	(ii)	Payment of fair value interest on early redemption:	Applicable
14.	Redemption/Payment Basis:		Credit Linked Redemption N&C Security
15.	Change of Coupon Basis:		Not Applicable
16.	Put/Call Options:		Not Applicable
17.	(i) Status of the N&C Securities:		Senior
	(ii) Status of the Guarantee:		Not Applicable

18.	Calculation Agent:	Nomura Financial Products Europe GmbH

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

19.	Fixed Rate N&C Securities:		Not Applicable
20.	Floating Rate N&C Securities:		Applicable
	(i)	Specified Period(s)/Specified Coupon Payment Dates:	Subject to Credit Linked Condition 11, 10 January, 10 April, 10 July and 10 October in each year from and including 10 October 2026, to and including 10 July 2036, subject to adjustment in accordance with the Business Day Convention set out in (ii) below. Unadjusted Coupon Periods: Applicable.
	(ii)	Business Day Convention:	Following Business Day Convention
	(iii)	Manner in which the Rate of Interest and Coupon Amount is to be determined:	ISDA Determination
	(iv)	Party responsible for calculating the Rate of Interest and Coupon Amount (if not the Principal Agent):	Nomura Financial Products Europe GmbH (the **Calculation Agent**)
	(v)	Screen Rate Determination:	Not Applicable
	(vi)	ISDA Determination:	Applicable
		ISDA Definitions:	2021 ISDA Definitions
		Floating Rate Option:	EUR-EURIBOR
		Effective Date:	Issue Date of the first Tranche of the N&C Securities
		Termination Date:	Maturity Date of the N&C Securities
		Designated Maturity:	3-month
		Reset Date:	The first day of each Coupon Period
		ISDA Day Count Fraction:	Act/360
		Compounding /Averaging/Index:	Not Applicable

		Daily Capped Rate and/or Daily Floored Rate:	Not Applicable
		Index provisions:	Not Applicable
	(vii)	Linear Interpolation:	Applicable - the Rate of Interest for the first Coupon Period shall be calculated using Linear Interpolation
	(viii)	Margin(s):	+ 2.00% per annum
	(ix)	Minimum Rate of Interest:	0.00 per cent per annum
	(x)	Maximum Rate of Interest:	Not Applicable
	(xi)	Day Count Fraction:	30/360
	(xii)	Determination Date(s):	Not Applicable
	(xiii)	Additional Business Centre(s):	London and T2
21.	Zero Coupon N&C Securities:		Not Applicable
22.	Reference Item Linked Interest N&C Securities:		Not Applicable
23.	Sanctions Event:		Applicable
24.	Payment Suspension:		Applicable

PROVISIONS RELATING TO REDEMPTION

25.	Issuer Call:		Not Applicable
26.	Notice periods for tax redemption under Condition 8.2:		
	(i)	Maximum period:	60 days
	(ii)	Minimum period:	30 days
27.	Issuer Regulatory Call/Illegality Redemption/Inconvertibility Event adjustment or redemption:		
	(i)	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
	(ii)	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
	(iii)	Inconvertibility Event under Condition 8.13	Applicable
28.		Investor Put:	Not Applicable
29.		Final Redemption Amount of each N&C Security:	See provisions in paragraph 35
30.		Early Redemption Amount(s):	Fair Market Value (less Associated Costs)

PROVISIONS RELATING TO REFERENCE ITEM LINKED SECURITIES

31.		Index Linked N&C Securities:	Not Applicable
32.		Equity Linked N&C Securities:	Not Applicable
33.		Fund Linked N&C Securities:	Not Applicable
34.		FX Linked N&C Securities:	Not Applicable
35.		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 10,000 per Calculation Amount.
	(ii)	Settlement Method:	Auction Settlement
	(iii)	Interest Calculation:	Interest Calculation Amount: Not Applicable
	(iv)	Suspension of Interest Accrual:	Applicable in Full
	(v)	Calculation Agent City:	London
	(vi)	Reference Entity:	**Lloyds Banking Group PLC**
	(vii)	Reference Obligations:	Standard Reference Obligation: Applicable Seniority Level: Subordinated Level
		The obligations identified as follows:	
		Primary Obligor:	Lloyds Banking Group PLC

	Guarantor:	Not Applicable
	Maturity:	15 December 2031
	Coupon:	1.985 per cent. per annum
	CUSIP/ISIN:	XS2351166421
(viii)	All Guarantees:	See Physical Settlement Matrix
(ix)	Credit Events:	See Physical Settlement Matrix Provisions relating to Restructuring Credit Event: Credit Linked Condition 14 Applicable Provisions relating to Multiple Holder Obligation: Credit Linked Condition 15 Applicable Mod R: Not Applicable Mod Mod R: Applicable
	Default Requirement:	As defined in Credit Linked Condition 13
	Payment Requirement:	As defined in Credit Linked Condition 13
(x)	Credit Event Cut-Off Date:	See Credit Linked Condition 13
	Credit Event Backstop Date Amendment:	Not Applicable
(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: Fair Market Value 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

Additional terms relating to Auction Settlement

(xxx)	Fallback Settlement Method:	Cash Settlement
(xxxi)	Succession Event Backstop Date subject to adjustment in accordance with Business Day Convention:	Not Applicable
(xxxii)	Limitation Dates subject to adjustment in accordance with Business Day Convention:	Not Applicable

Terms relating to Deliverable Obligations

(xxxiii)	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):	None
	(xxxiv)	Excluded Deliverable Obligation(s):	None
Other terms			
	(xxxv)	Physical Settlement Matrix:	Applicable Transaction Type: Standard European Financial Corporate
	(xxxvi)	Subordinated European Insurance Terms:	See Physical Settlement Matrix
	(xxxvii)	Financial Reference Entity Terms:	See Physical Settlement Matrix
	(xxxviii)	Reference Obligation Only Termination Amount:	Not Applicable
	(xxxix)	Provisions relating to CoCo Reference Entities:	Credit Linked Condition 25: See Physical Settlement Matrix
	(xl)	Credit Linked Business Day Convention:	Following
	(xli)	Provisions relating to Senior Non-Preferred Reference Obligations:	Credit Linked Condition 27: Not Applicable
	(xlii)	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
	(xliii)	Limited Recourse Provisions:	See Physical Settlement Matrix
	(xliv)	Relevant Final Price:	Not Applicable
36.	Multi-Rate Interest N&C Securities:		Not Applicable
37.	Range Accrual Interest N&C Securities:		Not Applicable
38.	Dual Range Accrual Interest N&C Securities:		Not Applicable
39.	Leveraged Inflation Interest N&C Securities:		Not Applicable
40.	Swap Rate Linked Interest N&C Securities:		Not Applicable
41.	Reverse Convertible Swap Rate Redemption N&C Securities:		Not Applicable

42.	Geared Put Swap Rate Redemption N&C Securities:	Not Applicable
43.	Leveraged Inflation Redemption 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 Centre(s):	Not Applicable
45.	Additional Business Centre(s):	London and T2
46.	MOT N&C Securities:	Not Applicable
47.	EuroTLX - Bond-X N&C Securities:	Not Applicable
48.	SeDeX/EuroTLX - Cert-X N&C Securities:	Applicable The provisions of Annex 14 A) of the Terms and Conditions *(Additional Terms and Conditions for SeDeX/EuroTLX – Cert-X N&C Securities)* should apply. Minimum Trading Lot: 1 Unit Record Date: 5 clearing system business days prior to the relevant payment date

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

49.	Reverse Convertible Redemption N&C Securities:	Not Applicable
50.	Knock-out Autocall N&C Securities:	Not Applicable
51.	Bonus Enhanced Redemption N&C Securities:	Not Applicable
52.	Booster Redemption N&C Securities:	Not Applicable
53.	Sharkfin Redemption N&C Securities:	Not Applicable
54.	Booster Plus Redemption N&C Securities:	Not Applicable

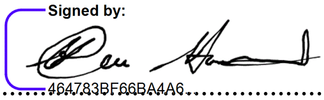
PROVISIONS APPLICABLE TO CERTAIN REFERENCE ITEM LINKED INTEREST N&C SECURITIES

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

GENERAL PROVISIONS APPLICABLE TO THE N&C SECURITIES

56.	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
57.	New Global Note:	No
58.	Additional Financial Centre(s) (*for Payment Day purposes*):	London and T2
59.	Talons for future Coupons to be attached to Definitive Bearer N&C Securities:	No
60.	Issuer Substitution *(Condition 18)*:	Applicable
61.	Governing law:	English law

Signed on behalf of the Issuer:



By: ....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i)	Listing and Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Certificates to be admitted to trading on the multilateral trading facility of 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

Distribution fees of up to 3.50 per cent (3.50%) of the Aggregate Nominal Amount placed by the Distributor will be paid by the Dealer to the Distributor in respect of the Certificates. Nomura Bank International plc is the Issuer of the Certificates and Nomura Financial Products Europe GmbH acts as Calculation Agent of the same. In its capacity as Calculation Agent, Nomura Financial Products Europe GmbH is responsible, amongst other things, for determining whether a Credit Event has occurred, making the consequent determinations. Save as described above, so far as the Issuer is aware, no other person involved in the issue of the Certificates 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. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for offer:	See "Use of Proceeds of the N&C Securities" in the Base Prospectus
(ii)	Estimated net proceeds:	Up to EUR 3,000,000
(iii)	Estimated total expenses:	Approximately Euro 2,250 (legal fees) and Euro 450 (listing fees).

5. YIELD

Indication of yield:	Not Applicable

6. PERFORMANCE OF RATES

Not Applicable

7. PERFORMANCE OF THE UNDERLYING, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND OTHER INFORMATION CONCERNING THE UNDERLYING

Certain information in relation to the Reference Entity and Non-Standard Reference Obligation (if any) as at the Issue Date is set out below.

Name:	Lloyds Banking Group PLC
Address:	25 Gresham Street, London, EC2V 7HN
Country of incorporation:	United Kingdom
Industry or industries of operation:	Banking
Market on which securities are admitted to trading:	London
Non-Standard Reference Obligation Securities Code:	XS2351166421

As at the Issue Date information in relation to the past and future performance of the Reference Entity is available at a charge from Bloomberg.

8. OPERATIONAL INFORMATION

(i)	ISIN:	XS3190783558
(ii)	CUSIP:	Not Applicable
(iii)	CFI:	Not Applicable
(iv)	FISN:	Not Applicable
(v)	Common Code:	319078355
(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
(ix)	Names and addresses of initial Paying Agents:	Citibank Europe PLC, Ground Floor, 1 North Wall Quay, Dublin 1, Ireland
(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 these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Certificates are capable of meeting them the Certificates may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily

mean that the Certificates 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.

9. **DISTRIBUTION**

(i)	Method of distribution:	Non-syndicated
(ii)	If syndicated, names and addresses of Managers:	Not Applicable
(iii)	Date of Subscription Agreement:	The Issuer and Sempione SIM S.p.A. have signed on or around 12 August 2026 a Confirmation letter (*lettera di conferma*) in relation to the issue of the Certificates.
(iv)	Stabilisation Manager(s) (if any):	Not Applicable
(v)	If non-syndicated, name and address of relevant Dealer:	Nomura Financial Products Europe GmbH Rathenauplatz 1, 60313 Frankfurt am Main, Germany
(vi)	Total commission and concession:	Distribution fees equivalent to up to 3.50 per cent (3.50%) of the Aggregate Nominal Amount placed by the Distributor may be paid to the Distributor as a discount on the Issue Price or as an up-front payment by the Dealer. The final value of the distribution fee shall be announced by notice to be published, within the Issue Date, on the Issuer and Distributor's websites, respectively, www.nomuranow.com and www.sempionesim.it.
(vii)	TEFRA compliance category:	TEFRA C
(viii)	Additional U.S. Federal Income Tax considerations	Not Applicable
(ix)	Specified Securities for U.S. Dividend Equivalent Withholding purposes:	The Certificates 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.
(x)	Non-Exempt Offer:	Applicable
	Non-Exempt Offer Jurisdictions:	Republic of Italy
	Offer Period	From 12 August 2026 (included) until 18 September 2026 (included), subject to any early closing or extension of the Offer Period, or withdrawal of the offer, as described below.

The Certificates will be offered to the public in the Republic of Italy at the offices (*filiali*) of the Distributor from 12 August 2026 (included) until 18 September 2026 (included), subject to any early closing or extension of the Offer Period, or withdrawal of the offer, as described below.

The Certificates will be distributed through door-to-door selling by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "**Italian Financial Services Act**") from and including 12 August 2026 to and including 11 September 2026, subject to any early closing or extension of the Offer Period, or withdrawal of the offer, as described below.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early on the date (excluded) following the date on which the Certificates requested to be subscribed will be equal to the Aggregate Nominal Amount of EUR 3,000,000.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period earlier, also in circumstances where subscription requests of Certificates are not yet equal to the Aggregate Nominal Amount. The Issuer and the Distributor will promptly inform the public of the early closure by means of a notice to be published on websites www.nomuranow.com and www.sempionesim.it.

The Issuer reserves the right, in agreement with the Distributor, to withdraw the offer and cancel the issuance of the Certificates for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Certificates.

The Issuer and the Distributor will promptly inform the public of the withdrawal of the offer of the Certificates and the cancellation of the issuance of the Certificates by means of a notice to be published on the websites www.nomuranow.com and www.sempionesim.it.

The Issuer reserves the right, in agreement with the Distributor, to extend the Offer Period. The Issuer and the Distributor will inform the public of the

		postponement of the closure of the Offer Period by means of a notice to be published, within the end of the Offer Period, on the website www.nomuranow.com and www.sempionesim.it.
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Sempione SIM S.p.A. with its registered office at Via Gonzaga 2, 20123 Milan, Italy. Legal Entity Identifier (LEI) of Sempione SIM S.p.A. is 8156002321E34CC80269 (the "**Authorised Offeror**" or the "**Distributor**").
(xi)	Prohibition of Sales to EEA Retail Investors:	Applicable
	EEA Retail Compliant Sales Period:	From (and including) 12 August 2026 until (and including) 18 September 2026.
	EEA Retail Offer Jurisdictions:	Republic of Italy
(xii)	Prohibition of Sales to UK Retail Investors:	Applicable
(xiii)	Prohibition of Sales to Belgian Consumers:	Applicable
(xiv)	Prohibition of Offer to Private Clients in Switzerland:	Applicable
(xv)	Swiss Non-exempt Offer:	Not Applicable

10. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks:	Not Applicable

11. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	EUR 10,000 per Certificate. The Offer Price includes distribution fees equivalent to up to 3.50 per cent (3.50%) of the Aggregate Nominal Amount placed by the Distributor which will be paid by the Dealer to the Distributor.
Conditions to which the offer is subject:	The Offer of the Certificates is conditional upon their issue. As between each Distributor and its customers, offers of the Certificates are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them. The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer by publication of a notice on the Issuer's website (www.nomuranow.com).

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early on the date (excluded) following the date on which the Certificates requested to be subscribed will be equal to the Aggregate Nominal Amount of EUR 3,000,000.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period earlier, also in circumstances where subscription requests of Certificates are not yet equal to the Aggregate Nominal Amount. The Issuer and the Distributor will promptly inform the public of the early closure by means of a notice to be published on websites www.nomuranow.com and www.sempionesim.it

The Issuer reserves the right, in agreement with the Distributor, to extend the Offer Period. The Issuer and the Distributor will inform the public of the postponement of the closure of the Offer Period by means of a notice to be published, within the end of the Offer Period, on the website www.nomuranow.com and www.sempionesim.it.

Description of the application process:	During the Offer Period the investors may apply for the subscription of the Certificates during normal Italian banking hours at the offices (*filiali*) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "**Acceptance Form**" (*Scheda di Adesione*)). Acceptance Forms are available at each office (*filiali*) of the Distributor. The Distributor intending to distribute Certificates through door-to-door selling (*offerta fuori sede*) pursuant to art. 30 of the Italian Financial Services Act will collect the Acceptance Forms, other than directly at its branches and offices, through financial advisors authorised to make off premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to art. 31 of the Italian Financial Services Act. In addition to what stated above, pursuant to art. 30, par. 6 of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to door selling is suspended for a period of 7 (seven) days beginning on the date of the subscription of the relevant Acceptance Form by the investor. Within such period investors may notify the relevant authorised office of the Distributor and/or financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) of their withdrawal without payment of any charge or commission. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription for the Certificates. The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Certificates to potential investors. A prospective investor in the Certificates will invest in accordance with the arrangements existing between the Distributor and its customers relating to the placement and subscription of securities generally.

Details of the minimum and/or maximum amount of the application:	The minimum amount of any subscription is 1 Certificate, which is equal to EUR 10,000 in principal amount of the Certificates. The maximum amount of application will be subject only to availability at the time of application. In the event that requests exceed the Aggregate Nominal Amount, the Issuer may, in agreement with the Distributor, close the Offer Period early or increase the amount of Certificates offered during the Offer Period, through a notice to be published on the Issuer's website (www.nomuranow.com) and on the website of the Distributor (www.sempionesim.it).
Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:	Not Applicable
Details of the method and time limits for paying up and delivering the N&C Securities:	Investors will be notified by the Distributor of their allocations of the Certificates and the settlement arrangements in respect thereof. The Certificates will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.
Manner and date in which results of the offer are to be made public:	The results of the offer will be published on the Issuer's website (www.nomuranow.com) and on the website of the Distributor (www.sempionesim.it) on or around the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	The Certificates will be offered to the public in the Republic of Italy (the "**Non-Exempt Offer Jurisdiction**") Offers may only be made by offerors authorised to do so in the Non-Exempt Offer Jurisdiction. Neither the Issuer nor the Dealer has taken or will take any action specifically in relation to the Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Non-Exempt Offer Jurisdiction. Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the Base Prospectus or these Final Terms in relation to offers of Certificates made by an offeror not authorised by the Issuer to make such offers.

Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made:	Prospective Investors will be notified by the Distributor in accordance with the arrangements in place between the Distributor and its customers. Dealings in the Certificates may commence on the Issue Date. Any dealings in the Certificates that take place will be at the risk of the prospective Investor.
Amount of any expenses and taxes charged to the subscriber or purchaser:	See item 9(vi) *(Total commission and concession)* above.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Sempione SIM S.p.A. with its registered office at Via Gonzaga 2, 20123 Milan, Italy.
Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment:	Equita SIM S.p.A. (in its capacity as appointed liquidity provider under the EuroTLX Market rules) will provide liquidity on the multilateral trading facility of EuroTLX in compliance with the relevant market regulation.

ANNEX

SUMMARY OF THE N&C SECURITIES

INTRODUCTION AND WARNINGS
This summary should be read as an introduction to the Base Prospectus and the Final Terms to which this is annexed. Any decision to invest in any Certificates should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the Final Terms. An investor in the Certificates could lose all or part of the invested capital. Civil liability attaches only to the Issuer solely on the basis of this summary, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or where it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Certificates. ***You are considering the purchase of a product that is not simple and may be difficult to understand.***
Securities: Issue of up to 300 Units of Lloyds Banking Group PLC Credit Linked N&C Securities due July 2036 Certificates (the "**Certificates**") with International Securities Identification Number (ISIN) XS3190783558 issued by the Issuer.
Issuer: Nomura Bank International plc (the "**Issuer**"), 1 Angel Lane, London EC4R 3AB, United Kingdom. The Issuer's Legal Entity Identifier (LEI) is WGII3666BEDR02O24131.
The Authorised Offeror: The Authorised Offeror is Sempione SIM S.p.A. (the "**Distributor**") with its registered office at Via Gonzaga 2, 20123 Milan, Italy. Its LEI is 8156002321E34CC80269.
Competent Authority: The Base Prospectus has been approved as a base prospectus by the Central Bank of Ireland on 25 September 2025.
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the Securities?
Domicile, legal form and country of incorporation: The Issuer is a public limited company registered in England and Wales under number 1981122. The Issuer is a wholly owned subsidiary of Nomura Europe Holdings plc (the main European holding company of the Nomura Group) which in turn is a wholly owned subsidiary of Nomura Holdings, Inc., incorporated in Japan. Nomura Holdings, Inc. is the ultimate holding company which manages financial operations for its subsidiaries (together, "**Nomura Group**"). The Issuer's LEI is WGII3666BEDR02O24131.
Issuer's principal activities: The Issuer's primary role is to support the Nomura Group's Global Wholesale Business and predominantly the Global Markets division of the Nomura Group. The Issuer's activities include issuance of rates, credit and equity-linked securities; issuance of commercial paper; provision of sub-participations and structured loans; and the provision of traditional banking products such as loans and credit facilities, repurchase transactions, letters of credit and guarantees.
Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The Issuer is a wholly owned subsidiary of Nomura Europe Holdings plc (the main European holding company of the Nomura Group) which in turn is a wholly owned subsidiary of Nomura Holdings, Inc., incorporated in Japan. Nomura Holdings, Inc. is the ultimate holding company which manages financial operations for the Nomura Group.
Key directors: The directors of the Issuer are Neeta Atkar, Martin Butler, Magnus Falk, John Tierney, Rosemary Murray, Daisuke Mototani and Sir Thomas Scholar.
Statutory auditors: Forvis Mazars LLP of 30 Old Bailey, London, EC4M 7AU
What is the key financial information regarding the Issuer?
The following table shows selected key historical financial information in relation to the Issuer:
Summary information – income statement

	Year ended March 31, 2025 (audited)	**Year ended March 31, 2024 (audited)**	**6 months ended September 30, 2025 (unaudited)**	**6 months ended September 30, 2024 (unaudited)**
Selected income statement data (USD)				
Net interest income (or equivalent)	299,129,000	259,304,000	165,007,000	154,719,000
Net fee and commission income	18,530,000	10,539,000	16,728,000	6,227,000
Net impairment loss on financial assets	0	0	0	0
Net trading income	21,490,000	17,970,000	10,291,000	10,191,000
Measure of financial performance used by the issuer in the financial statements such as operating profit (Profit Before Tax)	12,493,000	9,545,000	6,697,000	6,377,000
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	9,370,000	7,175,000	5,023,000	4,783,000
Summary information – balance sheet (USD)				
	As at March 31, 2025 (audited)	**As at March 31, 2024 (audited)**	**As at September 30, 2025 (unaudited)**	**As at September 30, 2024 (unaudited)**
Total assets	7,722,511,000	6,422,803,000	9,206,874,000	7,151,199,000
Senior debt	0	0	0	0
Subordinated debt	0	0	0	0
Loans and receivables from customers (net)	7,215,424,000	6,064,279,000	8,296,507,000	6,688,883,000
Deposits from customers	0	0	0	10,000,000
Total equity	262,761,000	252,668,000	126,721,000	271,396,000
Total Tier 1 Resources	281,414,000	281,296,000	N/A	N/A

What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

- The Issuer is a wholly owned indirect subsidiary of Nomura Holdings, Inc. which is the parent holding company of the Nomura Group. The Nomura Group's business and revenues may be affected by any adverse changes or volatility in the Japanese and global economic environments and financial markets as well as major geopolitical events and risks. If the financial condition of Nomura Group were to deteriorate, the Issuer and investors in the Certificates may suffer direct and materially adverse consequences.

- The Issuer faces a variety of significant risks which may affect its ability to fulfil its obligations under the Certificates, including market risk, interest rate risk, currency risk, liquidity risk, regulatory risk and operational risks, as well as geopolitical events and risks. If the Issuer's financial condition were to deteriorate, the Issuer and investors in the Certificates may suffer direct and materially adverse consequences, including reductions to the size of expected payments and delays to the timing of such payments.
- Governmental and/or central bank fiscal, monetary and other policy changes in Japan, or in any other country or region where the Nomura Group conducts business may affect the Issuer's business, financial condition and results of operations.
- Nomura Group regularly holds large and concentrated positions of certain securities in its businesses such as market-making, block trading, underwriting and prime brokerage. Fluctuations in the prices of these positions can significantly affect the prices at which the Nomura Group is able to liquidate such positions when needed.
- Nomura Group uses a variety of financial instruments and strategies to hedge its exposure to financial risks arising from the financial instruments it enters into. If the Nomura Group's hedging strategies are not effective, the Nomura Group may incur losses. In addition, the Nomura Group's policies and procedures to identify, monitor and manage risks may not always be fully effective and any material failure in managing risk may result in unexpected future risk exposures.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities being offered and security identification number(s): The Certificates are up to 300 Units of Lloyds Banking Group PLC Credit Linked N&C Securities due July 2036 Certificates equal to EUR 3,000,000 (the "**Aggregate Nominal Amount**"), with International Securities Identification Number (ISIN) XS3190783558. The issue date is 21 September 2026 (the "**Issue Date**"). The issue price of the Certificates is 100 per cent. of the Aggregate Nominal Amount.

Currency, denomination, number of Securities issued: The currency of this Series of Certificates is Euro ("**EUR**"). The Certificates have a Calculation Amount equal to EUR 10,000 per Certificate.

Rights attached to the Certificates: The return on the Certificates will derive from the interest payable on the Certificates, the early redemption amount (if early redemption occurs, including upon any Credit Event) and, (unless otherwise early redeemed) payment of par on the Maturity Date.

Interest: The Certificates bear interest from their date of issue, payable on 10 January, 10 April, 10 July and 10 October in each year, from and including 10 October 2026 (each a "**Coupon Payment Date**") subject to adjustment in accordance with the Business Day Convention (Following Business Day Convention), at a rate equal to 3 months EURIBOR plus the relevant margin of 2.00 per cent per annum, subject to a minimum rate of interest of 0.00 per cent.

Maturity: Subject to any purchase and cancellation or early redemption and any occurrence of a Credit Event as described below, the Certificates will be redeemed on 10 July 2036 (the "**Maturity Date**") at par. The Maturity Date (and any interest payable thereon) is subject to postponement in certain circumstances where (as applicable) a potential Credit Event or Credit Event has occurred, may have occurred or may occur.

Redemption following a Credit Event: If a Credit Event (being a Bankruptcy, Failure to Pay, Restructuring or Governmental Intervention), occurs in respect of the Reference Entity (being Lloyds Banking Group PLC or any successor(s)) (the **Reference Entity**), the Calculation Agent may determine that a Credit Event Determination Date has occurred. If a Credit Event Determination Date occurs, the Certificates will be redeemed at the Credit Event Redemption Amount on the Credit Event Redemption Date and each Certificate will cease to bear interest from (and including) the Coupon Payment Date immediately preceding the Credit Event Determination Date (or, if none, the Issue Date, in which case no interest shall accrue on the Certificates).

Where:

"**Auction Final Price**" means the recovery amount (expressed as a percentage, capped at 100%) determined by the Calculation Agent by reference to the price determined for obligations of the relevant Reference Entity by the relevant auction procedure.
"**Credit Event Determination Date**" means the date in respect of which a Credit Event is determined to have occurred for the purposes of the Certificates.
"**Credit Event Redemption Date**" means the day falling ten business days following the latest of (i) the auction settlement date or the calculation of the Final Price and (ii) the Credit Event Determination Date.
"**Credit Event Redemption Amount**" means an amount (no less than zero) calculated by the Calculation Agent equal to:
$(A \times B) - C$
Where: "**A**" is the Calculation Amount; "**B**" is the Auction Final Price or, if the Auction Final Price is not to be determined following the occurrence of certain events, the Final Price; and "**C**" is relevant unwind costs.
"**Final Price**" means the recovery amount (expressed as a percentage, capped at 100%) determined by the Calculation Agent in respect of obligations of the relevant Reference Entity.

If the type of credit event is a restructuring, the Calculation Agent may choose not to redeem the Certificates in full but may choose to pay a partial Credit Event Redemption Amount and, subject to the occurrence of further credit events, the terms and conditions of the Certificates shall continue to apply.

Early Redemption: The Certificates may be redeemed early for taxation or regulatory events, illegality or an event of default or on certain merger related events in relation to the Issuer and the Reference Entity at an amount (which may be zero) equal to the fair market value of the Certificates less unwind costs, all as determined by Nomura Financial Products Europe GmbH in its capacity as calculation agent (the "**Calculation Agent**"), or in certain circumstances may be cancelled at zero.

Transferability of the Certificates: There are no restrictions on the free transferability of the Certificates.

Status (Ranking): The Certificates constitute direct, unconditional, unsubordinated and (subject to the provisions of the Issuer's negative pledge below) unsecured obligations of the Issuer and rank *pari passu* and without prejudice among themselves and (save as aforesaid and for such exceptions as may be provided by applicable legislation) at least equally with all other unsubordinated and unsecured obligations of the Issuer, from time to time outstanding.

Negative pledge: The terms of the Certificates contain a negative pledge that the Issuer will not have any mortgage, charge, pledge or other security interest on its undertaking, assets or revenues, to secure certain types of its own indebtedness or any guarantee of or indemnity in respect of certain types of indebtedness of any third party for the benefit of holders thereof, without either securing the Certificates at least equally and rateably or according to the Certificates such other security or guarantee as the holders of the Certificates approve by extraordinary resolution.

Taxation*:* All payments of principal and interest in respect of the Certificates will be made without withholding or deduction for or on account of taxes of whatever nature in the United Kingdom or any other jurisdiction having power to tax payments made by the Issuer under the Certificates, unless such withholding or deduction is required by law.

Events of default: The terms of the Certificates contain, amongst others, the following events of default (a) non-payment of interest or principal, in each case for 30 days or more from the relevant due date; (b) failure by the Issuer to observe or perform any other covenant or agreement under the Certificates or the agency agreement in respect of the Certificates, in each case for 90 days or more after written notice thereof; (c) cross-acceleration of certain other indebtedness of the Issuer which has not been repaid in full or default (following a grace period) in repayment of such other indebtedness at maturity for 15 days or more; and (d) certain bankruptcy or insolvency events occurring in respect of the Issuer.

Adjustments: The terms of the Certificates may be subject to adjustment (including without limitation the suspension and/or postponement of payments in respect of some or all of the Certificates) as provided therein to take into account certain currency inconvertibility, illegality, regulatory, payment restriction and/or sanctions related events or where there may have been or may be a Credit Event. The terms of the Certificates may also be subject to adjustment to reflect market convention and/or the hedging arrangements in respect of the Certificates in the credit derivatives market.

Meetings: The terms of the Certificates will contain provisions for calling meetings of holders of such Certificates and passing written resolutions and obtaining electronic consents, in each case in relation to matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting or by way of written resolution or electronically and holders who voted in a manner contrary to the majority.

Governing law: English law.

Where will the Certificates be traded?

Application is expected to be made by the Issuer (or on its behalf) for the Certificates to be admitted to trading on the multilateral trading facility of EuroTLX, Cert-X Segment managed by Borsa Italiana S.p.A. ("**EuroTLX – Cert-X**") with effect from on or around the Issue Date. Equita SIM S.p.A. (in its capacity as appointed liquidity provider under the EuroTLX Market rules) will provide liquidity on the multilateral trading facility of EuroTLX.

The EuroTLX – Cert-X is not a regulated market for the purpose of Directive 2014/65/EU (as amended, varied or replaced from time to time).

What are the key risks that are specific to the Securities?

Risks associated with the Securities. The Certificates are subject to the following key risks:

- The value and liquidity of the Certificates at any time will reflect a number of different factors and cannot be predicted. Depending on the financial condition of the Issuer and the performance of the Reference Entity to which the Certificates are credit linked, investors may lose some or all of their investment. If a Securityholder chooses to sell its Certificates before the stated redemption date, the Securityholder may receive far less than the original invested amount.

- The value of Certificates prior to their scheduled termination may vary due to the occurrence or possible occurrence of one or more applicable Credit Events. The likelihood of a Credit Event occurring in respect of the Reference Entity generally fluctuates with, among other things, the creditworthiness and financial condition and other characteristics of such entity, which may be affected by general economic conditions, the condition of relevant financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. If a Credit Event occurs in relation to the Reference Entity investors may lose all or part of their investment in the Certificates.

- If a Credit Event occurs in relation to the Reference Entity (or its obligations), the Certificates may be redeemed (including prior to the Maturity Date) at an amount less than the Issue Price and such amount may be zero. Where credit losses (as used in the calculation of any such amount) are determined on the basis of an Auction Final Price determined according to a relevant auction procedure, such losses may be greater than the losses which would have been determined in the absence of such Auction.

- Each Certificate is an unsecured obligation of the Issuer. If the Issuer becomes insolvent, Securityholders will rank behind any secured and preferential creditors in respect of claims under the Certificates.

- The Certificates may redeem early in certain circumstances unrelated to the Reference Entity. An early redemption under the Certificates may occur if an event of default occurs in relation to the Issuer, or a tax, regulatory or illegality event occurs. In such circumstances investors may lose some or all of their investment.

- Investors will have no claim against the Reference Entity and no interest in or rights under any obligation of the Reference Entity and no rights against a Credit Derivatives Determinations Committee (**CDDC**). An investment in the Certificates is not equivalent to an investment in the obligations of the Reference Entity. An investor will not be able to claim against the Reference Entity for any losses it suffers from as a result of any Credit Event relating to the Reference Entity.

- Holders will be bound by any determinations by one or more CDDCs on matters such as whether a Credit Event has occurred, which obligations are to be valued and whether an auction should take place. Holders will have no ability to submit questions to such CDDCs, no influence on the CDDCs and no recourse to such CDDCs. The Issuer or an affiliate of the Issuer may be a member of one or more CDDCs but will have no liability to investors for the determinations of such CDDCs and will not take into account investors' interests in reaching any related decisions.

- The Reference Entity may be replaced with a successor entity as a result of corporate or other actions such as a merger or demerger or where there are debt transfers. The risks associated with a successor Reference Entity may be greater than the risks associated with the original Reference Entity.

- The Calculation Agent is an affiliate of the Issuer and may make determinations which affect amounts, and calculate amounts, payable under the Certificates and this could give rise to potential conflicts of interest between the Calculation Agent and the Securityholders. The Calculation Agent may also have wide discretion and will act without regard to the consequences for Securityholders and does not act on behalf of or have fiduciary or any other duty of care to Securityholders.

- The Calculation Agent may, in limited circumstances, determine that applicable timing requirements of the Certificates be suspended until such time that either it or the relevant CDDC, as the case may be, determines whether specific matters have taken place. This may include whether a Credit Event has or has not occurred. During such suspension period, no action may be taken regarding the settlement of the Certificates and such suspension may, in certain circumstances, result in some or all of accrued interest on the Certificates not being paid to Securityholders.

KEY INFORMATION ON THE OFFER OF THE SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

Terms and conditions of the offer: An offer of the Certificates may be made by the Distributor in the Republic of Italy during the period from (and including) 12 August 2026 to (and including) 18 September 2026 (the "**Offer Period**") subject to any early closing or extension of the Offer Period, or withdrawal of the offer, as described below.

The Certificates will be offered to the public in the Republic of Italy at the offices (*filiali*) of the Distributor from 12 August 2026 (included) until 18 September 2026 (included), subject to any early closing or extension of the Offer Period, or withdrawal of the offer, as described below.

The Certificates will be distributed through door-to-door selling by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "**Italian Financial Services Act**") from and including 12 August 2026 to and including 11 September 2026, subject to any early closing or extension of the Offer Period, or withdrawal of the offer, as described below.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early on the date (excluded) following the date on which the Certificates requested to be subscribed will be equal to the Aggregate Nominal Amount or to increase the amount of Certificates offered during the Offer Period.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period earlier, also in circumstances where subscription requests of Certificates are not yet equal to the Aggregate Nominal Amount. The Issuer and the Distributor will promptly inform the public of the early closure or any increase in the amount of Certificates offered by means of a notice to be published on websites www.nomuranow.com and www.sempionesim.it.

The Issuer reserves the right, in agreement with the Distributor, to withdraw the offer and cancel the issuance of the Certificates for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Certificates.

The Issuer and the Distributor will promptly inform the public of the withdrawal of the offer of the Certificates and the cancellation of the issuance of the Certificates by means of a notice to be published on the websites www.nomuranow.com and www.sempionesim.it.

The Issuer reserves the right, in agreement with the Distributor, to extend the Offer Period. The Issuer and the Distributor will inform the public of the postponement of the closure of the Offer Period by means of a notice to be published, within the end of the Offer Period, on the website www.nomuranow.com and www.sempionesim.it.

Conditions to which the offer is subject: The offer of the Certificates is conditional upon their issue. As between the Distributor and its customers, offers of the Certificates are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them. The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer by publication of a notice on the Issuer's website (www.nomuranow.com).

Offer Price: The offer price of the Certificates is the Issue Price. The Distributor will offer and sell the Certificates to its customers in accordance with arrangements in place between the Distributor and its customers by reference to the Issue Price and market conditions prevailing at the time. **Description of the application process:** Investors will purchase the Certificates in accordance with the arrangements in place between the Distributor and its customers relating to the purchase of securities generally. There are no pre-identified allotment criteria. Each Distributor will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them. Investors will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Certificates. **Minimum and Maximum subscription amounts:** The minimum amount of any subscription is 1 Certificate, which is equal to EUR 10,000 in principal amount of the Certificates. The maximum amount of application will be subject only to availability at the time of application. **Details of the method and time limit for paying up and delivering the Securities:** Investors will be notified by the Distributor of their allocations of the Certificates and the settlement arrangements in respect thereof. The Certificates will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. **Manner in and date on which results of the offer are to be made public:** The results of the offer will be published on the Issuer's website (www.nomuranow.com) and on the website of the Distributor (www.sempionesim.it) on or around the Issue Date.
Estimated total expenses of the issue and/or offer including expenses charged to the investor by the issuer/offeror The estimated total expenses of the issue and/or offer are EUR 2,700. The Issue Price of 100.00% of the Aggregate Nominal Amount includes a distribution fee of up to 3.50% of the Aggregate Nominal Amount placed by the Distributor which may be paid to the Distributor as a discount on the issue price or as an up-front payment to the Distributor. The final value of the distribution fee shall be announced by notice to be published, within the Issue Date, on the Issuer and Distributor's websites, respectively, www.nomuranow.com and www.sempionesim.it
Why is this Prospectus being produced?
Use and estimated net amount of proceeds: The Issuer intends to use the net proceeds from the issue of Certificates for its general corporate purposes, which include making a profit. A substantial portion of the proceeds may be used to hedge market risk with respect to the Certificates. The estimated net amount of proceeds is an amount equal to 100.00 per cent of the Aggregate Nominal Amount of the Certificates issued on the Issue Date. **Underwriting agreement on a firm commitment basis:** The offer of the Certificates is not subject to an underwriting agreement on a firm commitment basis. **Description of any interest material to the issue/offer, including conflicting interests**: Fees are payable to the Distributor and to Nomura Financial Products Europe GmbH in its capacity as dealer and Calculation Agent. The terms of the Certificates confer on the Issuer, the Calculation Agent and certain other members of the Nomura Group discretion in making judgments, determinations and calculations in relation to the Certificates. Potential conflicts of interest may arise with respect to such judgements, determinations and calculations. In its capacity as Calculation Agent, Nomura Financial Products Europe GmbH is responsible, amongst other things, for determining whether a Credit Event has occurred, making the consequent determinations. The Issuer, and other members of Nomura Group may also from time to time engage in transactions for their own account and/or possess confidential information which affect or relate to the Certificates. Save as described above, so far as the Issuer is aware, no other person involved in the issue of the Certificates has an interest material to the offer.

NOTA DI SINTESI DEI TITOLI N&C

INTRODUZIONE E AVVERTENZE

La presente nota di sintesi deve essere letta come un'introduzione al Prospetto di Base e ai Final Terms ai quali la presente nota di sintesi è allegata. Qualsiasi decisione di investire nei Certificates dovrebbe basarsi sull'esame del Prospetto di Base completo da parte dell'investitore, inclusi i documenti incorporati mediante riferimento e i Final Terms. L'investitore potrebbe perdere tutto o parte del capitale investito.

La responsabilità civile in relazione alla presente Nota di Sintesi ricade solo sull'Emittente, unicamente ove tale Nota di Sintesi risulti fuorviante, imprecisa o incoerente se letta insieme alle altre parti del Prospetto di Base e dei Final Terms o non offra, se letta insieme alle altre parti del Prospetto di Base e dei Final Terms, le informazioni fondamentali per aiutare gli investitori al momento di valutare l'opportunità di investire nei Certificates.

State per acquistare un prodotto che non è semplice e può essere di difficile comprensione.

Titoli: Emissione per un importo fino a 300 Unità di Certificates Lloyds Banking Group PLC Credit Linked N&C Securities con scadenza luglio 2036 (i "**Certificates**") con International Securities Identification Number (ISIN) XS3190783558 emessi dall'Emittente.

Emittente: Nomura Bank International plc (l'"**Emittente**"), 1 Angel Lane, London EC4R 3AB, Regno Unito. L'Identificativo della persona giuridica (LEI) dell'Emittente è WGII3666BEDR02O24131.

Offerente Autorizzato: L'Offerente Autorizzato è Sempione SIM S.p.A. (il "**Collocatore**") con sede legale in Via Gonzaga 2, 20123 Milan, Italy. Il suo LEI è 8156002321E34CC80269.

Autorità Competente: Il Prospetto di Base è stato approvato come prospetto di base dalla Central Bank of Ireland in data 25 settembre 2025.

INFORMAZIONI CHIAVE SULL'EMITTENTE

Chi è l'Emittente dei Titoli?

Domicilio, forma giuridica e paese di costituzione: L'Emittente è una *public limited company* registrata in Inghilterra e Galles con il numero 1981122. L'Emittente è una società interamente controllata da Nomura Europe Holdings plc (la principale holding europea del Gruppo Nomura), che a sua volta è una società interamente controllata da Nomura Holdings, Inc., costituita in Giappone. Nomura Holdings, Inc. è la holding ultima che gestisce le operazioni finanziarie per le proprie controllate (congiuntamente, il "**Gruppo Nomura**"). Il LEI dell'Emittente è WGII3666BEDR02O24131.

Attività principali dell'Emittente: Il ruolo principale dell'Emittente è supportare la Global Wholesale Business del Gruppo Nomura e, prevalentemente, la divisione Global Markets del Gruppo Nomura. Le attività dell'Emittente includono l'emissione di titoli collegati a tassi, credit e equity-linked; l'emissione di commercial paper; la fornitura di sub-partecipazioni e prestiti strutturati; e la fornitura di prodotti bancari tradizionali quali prestiti e linee di credito, operazioni di pronti contro termine, lettere di credito e garanzie.

Principali azionisti, compreso se sia posseduto o controllato direttamente o indirettamente e da chi: L'Emittente è una società interamente controllata da Nomura Europe Holdings plc (la principale holding europea del Gruppo Nomura), che a sua volta è una società interamente controllata da Nomura Holdings, Inc., costituita in Giappone. Nomura Holdings, Inc. è la holding che gestisce le operazioni finanziarie per il Gruppo Nomura.

Amministratori principali: Gli amministratori dell'Emittente sono Neeta Atkar, Martin Butler, Magnus Falk, John Tierney, Rosemary Murray, Daisuke Mototani e Sir Thomas Scholar.

Revisori legali: Forvis Mazars LLP, con sede in 30 Old Bailey, London, EC4M 7AU

Quali sono le informazioni finanziarie fondamentali relative all'Emittente?

La tabella seguente mostra alcune informazioni finanziarie storiche fondamentali selezionate relative all'Emittente:

Informazioni riepilogative – conto economico

	Esercizio chiuso al 31 marzo 2025 (revisionato)	**Esercizio chiuso al 31 marzo 2024 (revisionato)**	**6 mesi chiusi al 30 settembre 2025**	**6 mesi chiusi al 30 settembre 2024**

			(non sottoposto a revisione)	(non sottoposto a revisione)
Dati selezionati del conto economico (USD)				
Margine di interesse netto (o equivalente)	299.129.000	259.304.000	165.007.000	154.719.000
Proventi netti da commissioni	18.530.000	10.539.000	16.728.000	6.227.000
Perdita netta per riduzione di valore delle attività finanziarie	0	0	0	0
Proventi netti da negoziazione	21.490.000	17.970.000	10.291.000	10.191.000
Misura della performance finanziaria utilizzata dall'Emittente nei bilanci, quale l'utile operativo (Utile ante imposte)	12.493.000	9.545.000	6.697.000	6.377.000
Utile o perdita netta (per i bilanci consolidati, utile o perdita netta attribuibile ai titolari di strumenti di capitale della capogruppo)	9.370.000	7.175.000	5.023.000	4.783.000

Informazioni riepilogative – stato patrimoniale (USD)				
	Al 31 marzo 2025 (revisionato)	**Al 31 marzo 2024 (revisionato)**	**Al 30 settembre 2025 (non sottoposto a revisione)**	**Al 30 settembre 2024 (non sottoposto a revisione)**
Totale attivo	7.722.511.000	6.422.803.000	9.206.874.000	7.151.199.000
Debito senior	0	0	0	0
Debito subordinato	0	0	0	0
Finanziamenti e crediti verso la clientela (netti)	7.215.424.000	6.064.279.000	8.296.507.000	6.688.883.000
Depositi della clientela	0	0	0	10.000.000
Totale patrimonio netto	262.761.000	252.668.000	126.721.000	271.396.000
Totale risorse Tier 1	281.414.000	281.296.000	N/A	N/A

Quali sono i principali rischi specifici dell'Emittente?

L'Emittente è soggetto ai seguenti principali rischi:

- L'Emittente è una società interamente e indirettamente controllata da Nomura Holdings, Inc., che è la holding capogruppo del Gruppo Nomura. L'attività e i ricavi del Gruppo Nomura possono essere influenzati da cambiamenti sfavorevoli o dalla volatilità negli ambienti economici e nei mercati finanziari giapponesi e globali, nonché da importanti eventi e rischi geopolitici. Qualora la situazione finanziaria del Gruppo Nomura dovesse deteriorarsi, l'Emittente e gli investitori nei Certificates potrebbero subire conseguenze dirette e sostanzialmente sfavorevoli.

- L'Emittente è esposto a una serie di rischi significativi che possono incidere sulla sua capacità di adempiere agli obblighi ai sensi dei Certificates, inclusi il rischio di mercato, il rischio di tasso di interesse, il rischio valutario, il rischio di liquidità, il rischio regolamentare e i rischi operativi, nonché eventi e rischi geopolitici. Qualora la situazione finanziaria dell'Emittente dovesse deteriorarsi, l'Emittente e gli investitori nei Certificates potrebbero subire conseguenze dirette e sostanzialmente sfavorevoli, incluse riduzioni dell'entità dei pagamenti attesi e ritardi nei relativi tempi.

- Cambiamenti delle politiche fiscali, monetarie e di altra natura del governo e/o delle banche centrali in Giappone, o in qualsiasi altro paese o regione in cui il Gruppo Nomura svolga attività, possono influenzare l'attività, la situazione finanziaria e i risultati operativi dell'Emittente.

- Il Gruppo Nomura detiene regolarmente posizioni ampie e concentrate in determinati titoli nelle proprie attività, quali market making, block trading, sottoscrizione e prime brokerage. Le oscillazioni dei prezzi di tali posizioni possono influenzare significativamente i prezzi ai quali il Gruppo Nomura è in grado di liquidarle quando necessario.

- Il Gruppo Nomura utilizza una varietà di strumenti finanziari e strategie per coprire la propria esposizione ai rischi finanziari derivanti dagli strumenti finanziari che rientrano nella sua operatività. Qualora le strategie di copertura del Gruppo Nomura non siano efficaci, il Gruppo Nomura potrebbe subire perdite. Inoltre, le politiche e procedure del Gruppo Nomura per identificare, monitorare e gestire i rischi potrebbero non essere sempre pienamente efficaci e qualsiasi carenza sostanziale nella gestione dei rischi potrebbe determinare esposizioni a rischi futuri inattesi.

INFORMAZIONI CHIAVE SUI TITOLI

Quali sono le principali caratteristiche dei Titoli?

Tipo e classe dei Titoli offerti e numero/i di identificazione dei Titoli: I Certificates consistono in un massimo di 300 Unità di Lloyds Banking Group PLC Credit Linked N&C Securities con scadenza luglio 2036, pari a EUR 3.000.000 (l'"**Importo Nominale Aggregato**"), con International Securities Identification Number (ISIN) XS3190783558. La Data di Emissione è il 21 settembre 2026 (la "**Data di Emissione**"). Il Prezzo di Emissione dei Certificates è pari al 100 per cento dell'Importo Nominale Aggregato.

Valuta, denominazione, numero di Titoli emessi: La valuta di questa Serie di Certificates è l'Euro ("**EUR**"). I Certificates hanno un Importo di Calcolo pari a EUR 10.000 per Certificate.

Diritti connessi ai Certificates: Il rendimento dei Certificates deriva dagli interessi pagabili sui Certificates, dall'importo di rimborso anticipato (qualora si verifichi un rimborso anticipato, anche a seguito di un Evento di Credito) e, salvo rimborso anticipato, dal pagamento alla pari alla Data di Scadenza.

Interessi: I Certificates maturano interessi dalla loro Data di Emissione, pagabili il 10 gennaio, il 10 aprile, il 10 luglio e il 10 ottobre di ciascun anno, a partire dal 10 ottobre 2026 incluso (ciascuna, una "**Data di Pagamento della Cedola**"), soggetto a rettifica conformemente alla Business Day Convention (Convenzione del Giorno Lavorativo Successivo (Following Business Day Convention)), a un tasso pari all'EURIBOR a 3 mesi maggiorato del margine del 2,00 per cento annuo, soggetto a un tasso minimo di interesse pari allo 0,00 per cento.

Scadenza: Fatto salvo qualsiasi acquisto e annullamento o rimborso anticipato e il verificarsi di un Evento di Credito come descritto di seguito, i Certificates saranno rimborsati alla pari il 10 luglio 2036 (la "**Data di Scadenza**"). La Data di Scadenza (e qualsiasi interesse pagabile in relazione alla stessa) è soggetta a proroga in determinate circostanze in cui (a seconda dei casi) un potenziale Evento di Credito o un Evento di Credito si verifichi, possa essersi verificato o possa verificarsi.

Rimborso a seguito di un Evento di Credito: Qualora si verifichi un Evento di Credito (ossia Fallimento (*Bankruptcy*), Mancato Pagamento (*Failure to Pay*), Ristrutturazione (*Restructuring*) o Intervento Governativo (*Governmental Intervention*)) in relazione all'Entità di Riferimento (ossia Lloyds Banking Group PLC o qualsiasi entità che le succeda) (l'**Entità di Riferimento**), l'Agente di Calcolo può determinare che si sia verificata una Data di Determinazione dell'Evento di Credito. Qualora si verifichi una Data di Determinazione dell'Evento di Credito, i Certificates saranno rimborsati all'Importo di Rimborso dell'Evento di Credito alla Data di Rimborso dell'Evento di Credito e ciascun Certificate cesserà di maturare interessi a partire dalla Data di Pagamento della Cedola immediatamente precedente alla Data di Determinazione dell'Evento di Credito (inclusa) (o, qualora non ve ne sia alcuna, dalla Data di Emissione, nel qual caso non matureranno interessi sui Certificates).

Ove:

"**Prezzo Finale d'Asta**" indica l'importo di recupero (espresso come percentuale, con limite massimo del 100%) determinato dall'Agente di Calcolo facendo riferimento al prezzo determinato per le obbligazioni della relativa Entità di Riferimento secondo la pertinente procedura d'asta.

"**Data di Determinazione dell'Evento di Credito**" indica la data in relazione alla quale si determina che si è verificato un Evento di Credito in relazione ai Certificates.

"**Data di Rimborso dell'Evento di Credito**" indica il giorno che cade dieci giorni lavorativi successivamente alla più recente tra (i) la data di liquidazione mediante asta o il calcolo del Prezzo Finale e (ii) la Data di Determinazione dell'Evento di Credito.

"**Importo di Rimborso dell'Evento di Credito**" indica un importo (non inferiore a zero) calcolato dall'Agente di Calcolo pari a:

$(A \times B) - C$

Ove: "**A**" è l'Importo di Calcolo; "**B**" è il Prezzo Finale d'Asta o, qualora il Prezzo Finale d'Asta non debba essere determinato a seguito del verificarsi di determinati eventi, il Prezzo Finale; e "**C**" sono i relativi costi di smontaggio (*unwind costs*).

"**Prezzo Finale**" indica l'importo di recupero (espresso come percentuale, con limite massimo (*cap*) del 100%) determinato dall'Agente di Calcolo in relazione alle obbligazioni della relativa Entità di Riferimento.

Qualora il tipo di Evento di Credito sia una ristrutturazione, l'Agente di Calcolo può scegliere di non rimborsare integralmente i Certificates, ma può scegliere di pagare un Importo di Rimborso dell'Evento di Credito parziale e, fatto salvo il verificarsi di ulteriori Eventi di Credito, i termini e le condizioni dei Certificates continueranno ad applicarsi.

Rimborso Anticipato: I Certificates possono essere rimborsati anticipatamente per motivi fiscali o a seguito di eventi regolamentari, illiceità o un evento di default o a seguito di determinati eventi connessi a fusioni in relazione all'Emittente e all'Entità di Riferimento a un importo (che può essere pari a zero) pari al valore equo di mercato dei Certificates al netto dei costi di liquidazione, il tutto determinato da Nomura Financial Products Europe GmbH nella sua qualità di Agente di Calcolo (l'"**Agente di Calcolo**"), o in determinate circostanze possono essere azzerati.

Trasferibilità dei Certificates: Non vi sono restrizioni alla libera trasferibilità dei Certificates.

Status (Ranking): I Certificates costituiscono obbligazioni dirette, incondizionate, non subordinate e (fatto salvo quanto previsto dal negative pledge dell'Emittente di cui sotto) non garantite dell'Emittente e avranno pari ordine di priorità nei pagamenti (*pari passu*) tra di esse e (fatto salvo quanto sopra e le eccezioni previste dalla legge applicabile) almeno allo stesso livello di tutte le altre obbligazioni non subordinate e non garantite dell'Emittente, di volta in volta in essere.

Negative pledge: I termini e le condizioni dei Certificates contengono un negative pledge ai sensi del quale l'Emittente non costituirà ipoteche, oneri, pegni o altri diritti di garanzia sui propri impegni, attività o ricavi, al fine di garantire determinati tipi di debiti propri o qualsiasi garanzia o indennizzo in relazione a determinati tipi di debiti di terzi a beneficio dei relativi titolari, senza prestare ai Certificates garanzia equivalente e proporzionale e senza prestare, ai sensi dei Certificates, tale altra garanzia o garanzia personale approvata dai Portatori dei Certificates mediante delibera straordinaria.

Tassazione*:* Tutti i pagamenti di capitale e interessi in relazione ai Certificates saranno effettuati senza ritenuta o deduzione per o a titolo di imposte di qualsiasi natura nel Regno Unito o in qualsiasi altra giurisdizione avente il potere di imporre imposte sui pagamenti effettuati dall'Emittente ai sensi dei Certificates, salvo ove tale ritenuta o deduzione sia richiesta dalla legge.

Eventi di *Default*: Il regolamento dei Certificates prevede, inter alia, i seguenti eventi di *default*: (a) mancato pagamento di interessi o capitale, in ciascun caso per 30 giorni o più dalla relativa data di scadenza; (b) mancato rispetto o adempimento da parte dell'Emittente di qualsiasi altro covenant o accordo ai sensi dei Certificates o dell'agency agreement relativo ai Certificates, in ciascun caso per 90 giorni o più dalla relativa comunicazione scritta; (c) *cross-acceleration* di determinati altri debiti dell'Emittente che non siano stati integralmente rimborsati o *default* (successivamente a un periodo di grazia) nel rimborso di tali altri debiti alla scadenza per 15 giorni o più; e (d) determinati eventi di fallimento o insolvenza che si verifichino in relazione all'Emittente.

Rettifiche: Il regolamento dei Certificates può essere soggetto a rettifica (inclusi, senza limitazione, la sospensione e/o il rinvio dei pagamenti relativi ad alcuni o a tutti i Certificates), come ivi previsto, per tenere conto di determinati eventi di inconvertibilità valutaria, illiceità, regolamentari, di restrizione sui pagamenti e/o eventi sanzionatori o qualora si sia verificato o possa verificarsi un Evento di Credito. Il regolamento dei Certificates può inoltre essere soggetto a rettifica per riflettere la convenzione di mercato e/o gli accordi di copertura relativi ai Certificates nel mercato dei *credit derivatives*.

Assemblee: Il regolamento dei Certificates conterrà disposizioni per la convocazione delle assemblee dei portatori dei Certificates, l'adozione di delibere scritte e l'ottenimento di consensi elettronici, in ciascun caso in relazione a questioni che incidono generalmente sui loro interessi. Tali disposizioni consentono a maggioranze definite di vincolare tutti i portatori, inclusi i portatori che non abbiano partecipato e votato alla relativa assemblea o mediante delibera scritta o per via elettronica e i portatori che abbiano votato in modo contrario alla maggioranza.

Legge Applicabile: Legge inglese.

Dove saranno negoziati i Certificates?

È previsto che l'Emittente (o un soggetto per suo conto) presenti domanda affinché i Certificates siano ammessi alle negoziazioni sul sistema multilaterale di negoziazione di EuroTLX, Segmento Cert-X gestito da Borsa Italiana S.p.A. ("**EuroTLX – Cert-X**") con effetto a partire dalla Data di Emissione o in prossimità di tale data. Equita SIM S.p.A. (in qualità di liquidity provider nominato ai sensi delle regolamento del Mercato EuroTLX) fornirà liquidità sul sistema multilaterale di negoziazione di EuroTLX.

EuroTLX – Cert-X non è un mercato regolamentato ai fini della Direttiva 2014/65/UE (come di volta in volta modificata, aggiornata o sostituita).

Quali sono i principali rischi specifici dei Titoli?

Rischi connessi ai Titoli. I Certificates sono soggetti ai seguenti principali rischi:

- Il valore e la liquidità dei Certificates in qualsiasi momento rifletteranno una serie di fattori diversi e non sono prevedibili. A seconda della situazione finanziaria dell'Emittente e dell'andamento dell'Entità di Riferimento ai crediti della quale i Certificates sono collegati, gli investitori potrebbero perdere in tutto o in parte il proprio investimento. Qualora un Portatore dei Titoli scelga di vendere i propri Certificates prima della data di rimborso prevista, potrebbe ricevere un importo molto inferiore all'importo originariamente investito.

- Il valore dei Certificates prima della loro estinzione programmata può variare a causa del verificarsi o del possibile verificarsi di uno o più Eventi di Credito applicabili. La probabilità che si verifichi un Evento di Credito in relazione all'Entità di Riferimento generalmente varia, tra l'altro, in funzione dell'affidabilità creditizia, della situazione finanziaria e di altre caratteristiche di tale entità, che possono essere influenzate dalle condizioni economiche generali, dalla situazione dei mercati finanziari rilevanti, da eventi politici, dagli sviluppi o dalle tendenze di un determinato settore e dai cambiamenti dei tassi di interesse prevalenti. Qualora si verifichi un Evento di Credito in relazione all'Entità di Riferimento, gli investitori potrebbero perdere tutto o parte del proprio investimento nei Certificates.

- Qualora si verifichi un Evento di Credito in relazione all'Entità di Riferimento (o alle sue obbligazioni), i Certificates possono essere rimborsati (anche prima della Data di Scadenza) a un importo inferiore al Prezzo di Emissione e tale importo può essere pari a zero. Qualora le perdite creditizie (come utilizzate nel calcolo di tale importo) siano determinate sulla base di un Prezzo Finale d'Asta determinato secondo la pertinente procedura d'asta, tali perdite possono essere superiori alle perdite che sarebbero state determinate in assenza di tale asta.

- Ciascun Titolo è un'obbligazione non garantita dell'Emittente. Qualora l'Emittente divenga insolvente, i Portatori dei Titoli saranno postergati rispetto a qualsiasi creditore garantito e privilegiato con riferimento ai crediti derivanti dai Certificates.

- I Certificates possono essere rimborsati anticipatamente in determinate circostanze non connesse all'Entità di Riferimento. Un rimborso anticipato ai sensi dei Certificates può verificarsi qualora si verifichi un evento di *default* in relazione all'Emittente o un evento fiscale, regolamentare o di illiceità. In tali circostanze gli investitori potrebbero perdere tutto o parte del proprio investimento.

- Gli investitori non avranno alcun diritto di credito nei confronti dell'Entità di Riferimento né alcun interesse o diritto ai sensi di qualsiasi obbligazione dell'Entità di Riferimento e nessun diritto nei confronti di un Credit Derivatives Determinations Committee (**CDDC**). Un investimento nei Certificates non equivale a un investimento nelle obbligazioni dell'Entità di Riferimento. Un investitore non potrà avanzare pretese nei confronti dell'Entità di Riferimento per eventuali perdite subite a seguito di un Evento di Credito relativo all'Entità di Riferimento.

- I portatori saranno vincolati da qualsiasi determinazione di uno o più CDDC in merito a questioni quali se si sia verificato un Evento di Credito, quali obbligazioni debbano essere valutate e se debba aver luogo un'asta. I portatori non potranno sottoporre domande a tali CDDC, non avranno alcuna influenza sui CDDC né alcun diritto di ricorso nei confronti dei CDDC. L'Emittente o un'affiliata dell'Emittente può essere membro di uno o più CDDC, ma non avrà alcuna responsabilità nei confronti degli investitori per le determinazioni dei CDDC e non terrà conto degli interessi degli investitori nell'assumere le decisioni ad esse relative.

- L'Entità di Riferimento può essere sostituita da un'entità che le succede a seguito di operazioni societarie o di altra natura, quali una fusione o scissione o in caso di trasferimenti di debito. I rischi associati a un'Entità di Riferimento che succede all'Entità di Riferimento originaria possono essere maggiori dei rischi associati all'Entità di Riferimento originaria.

- L'Agente di Calcolo è un'affiliata dell'Emittente e può effettuare determinazioni che incidono sugli importi e calcolare gli importi pagabili ai sensi dei Certificates, e ciò potrebbe dar luogo a potenziali conflitti di interesse tra l'Agente di Calcolo e i Portatori dei Titoli. L'Agente di Calcolo può inoltre disporre di ampia discrezionalità e agirà senza riguardo alle conseguenze per i Portatori dei Titoli e non agisce per conto dei Portatori dei Titoli né ha nei loro confronti obblighi fiduciari o altri obblighi di diligenza.

- L'Agente di Calcolo può, in circostanze limitate, determinare che i termini temporali applicabili ai Certificates siano sospesi fino a quando esso o il CDDC competente, a seconda dei casi, non determini se si siano verificati determinati eventi. Ciò può includere la determinazione se si sia verificato o meno un Evento di Credito. Durante tale periodo di sospensione non può essere intrapresa alcuna azione in relazione alla liquidazione dei Certificates e tale sospensione può, in determinate circostanze, comportare che alcuni o tutti gli interessi maturati sui Certificates non siano corrisposti ai Portatori dei Titoli.

INFORMAZIONI CHIAVE RELATIVE ALL'OFFERTA AL PUBBLICO DEI TITOLI E/O RELATIVE ALL'AMMISSIONE ALLA NEGOZIAZIONE IN UN MERCATO REGOLAMENTATO

A quali condizioni posso investire in questi Titoli e qual è il calendario previsto?

Termini e condizioni dell'offerta: Un'offerta dei Certificates può essere effettuata dal Collocatore nella Repubblica Italiana nel periodo dal 12 agosto 2026 (incluso) al 18 settembre 2026 (incluso) (il "**Periodo di Offerta**"), salvo eventuale chiusura anticipata o estensione del Periodo di Offerta, o ritiro dell'Offerta, come descritto di seguito.

I Certificates saranno offerti al pubblico nella Repubblica Italiana presso le filiali del Collocatore dal 12 agosto 2026 (incluso) al 18 settembre 2026 (incluso), salvo eventuale chiusura anticipata o estensione del Periodo di Offerta, o ritiro dell'Offerta, come di seguito descritto.

I Certificates saranno collocati mediante offerta fuori sede per il tramite di consulenti finanziari abilitati all'offerta fuori sede ai sensi dell'articolo 30 del Decreto Legislativo italiano n. 58 del 24 febbraio 1998, come modificato di volta in volta (il "**Testo Unico della Finanza**") dal 12 agosto 2026 (incluso) all'11 settembre 2026 (incluso), salvo eventuale chiusura anticipata o estensione del Periodo di Offerta, o ritiro dell'Offerta, come di seguito descritto.

L'Emittente si riserva il diritto, di intesa con il Collocatore, di chiudere anticipatamente il Periodo di Offerta alla data (esclusa) successiva alla data in cui i Certificates richiesti in sottoscrizione saranno pari all'Importo Nominale Aggregato o di aumentare l'importo dei Certificates offerti durante il Periodo di Offerta.

L'Emittente si riserva il diritto, di intesa con il Collocatore, di chiudere anticipatamente il Periodo di Offerta anche quando le richieste di sottoscrizione dei Certificates non siano ancora pari all'Importo Nominale Aggregato. L'Emittente e il Collocatore informeranno tempestivamente il pubblico della chiusura anticipata o dell'aumento dell'importo dei Certificates offerti mediante una comunicazione da pubblicare sui siti internet www.nomuranow.com e www.sempionesim.it.

L'Emittente si riserva il diritto, di intesa con il Collocatore, di ritirare l'offerta e cancellare l'emissione dei Certificates per qualsiasi motivo in qualsiasi momento entro la Data di Emissione. A fini di chiarezza, si precisa che, qualora sia stata presentata richiesta per l'acquisto dei Certificates e l'Emittente eserciti tale diritto, tutte le richieste di sottoscrizione diventeranno nulle e prive di efficacia e nessun potenziale investitore avrà diritto di ricevere i relativi Certificates.

L'Emittente e il Collocatore informeranno tempestivamente il pubblico del ritiro dell'offerta dei Certificates e della cancellazione dell'emissione dei Certificates mediante una comunicazione da pubblicare sui siti internet www.nomuranow.com e www.sempionesim.it.

L'Emittente si riserva il diritto, di intesa con il Collocatore, di estendere il Periodo di Offerta. L'Emittente e il Collocatore informeranno il pubblico della proroga della chiusura del Periodo di Offerta mediante una comunicazione da pubblicare entro la fine del Periodo di Offerta sui siti internet www.nomuranow.com e www.sempionesim.it.

Condizioni cui è soggetta l'offerta: L'offerta dei Certificates è condizionata alla loro emissione. Nei rapporti tra il Collocatore e i propri clienti, le offerte dei Certificates sono inoltre soggette alle condizioni che possono essere concordate tra loro e/o specificate negli accordi in essere tra loro. L'offerta dei Certificates può essere ritirata in tutto o in parte in qualsiasi momento prima della Data di Emissione, a discrezione dell'Emittente, mediante pubblicazione di un avviso sul sito web dell'Emittente (www.nomuranow.com). **Prezzo di Offerta:** Il prezzo di offerta dei Certificates è il Prezzo di Emissione. Il Collocatore offrirà e venderà i Certificates ai propri clienti in conformità agli accordi in essere tra il Collocatore e i propri clienti, facendo riferimento al Prezzo di Emissione e alle condizioni di mercato prevalenti al momento. **Descrizione della procedura di richiesta:** Gli investitori acquisteranno i Certificates in conformità agli accordi in essere tra il Collocatore e i propri clienti relativi all'acquisto di strumenti finanziari in generale. Non sono previsti criteri di assegnazione predeterminati. Il Collocatore adotterà criteri di assegnazione e/o di richiesta in conformità alle consuete prassi di mercato e alle leggi e ai regolamenti applicabili e/o come altrimenti concordato tra loro. Gli investitori non stipuleranno accordi contrattuali direttamente con l'Emittente in relazione all'offerta o all'acquisto dei Certificates. **Importi minimo e massimo della sottoscrizione:** L'importo minimo di qualsiasi sottoscrizione è pari a 1 Certificate, equivalente a EUR 10.000 di importo nominale dei Certificates. L'importo massimo della domanda sarà soggetto esclusivamente alla disponibilità al momento della domanda. **Dettagli delle modalità e dei termini per il pagamento e la consegna dei Titoli:** Gli investitori saranno informati dal Collocatore delle rispettive assegnazioni dei Certificates e delle modalità di liquidazione relative agli stessi. I Certificates saranno emessi alla Data di Emissione a fronte del pagamento all'Emittente degli importi netti della sottoscrizione. **Modalità e data di pubblicazione dei risultati dell'offerta:** I risultati dell'offerta saranno pubblicati sul sito web dell'Emittente (www.nomuranow.com) e sul sito web del Collocatore (www.sempionesim.it) alla Data di Emissione o in prossimità della medesima.
Spese totali stimate dell'emissione e/o dell'offerta, incluse le spese addebitate all'investitore dall'emittente/offerente Le spese totali stimate dell'emissione e/o dell'offerta sono pari a EUR 2.700. Il Prezzo di Emissione pari al 100.00% dell'Importo Nominale Aggregato include una commissione di collocamento fino al 3,50% dell'Importo Nominale Aggregato collocato dal Collocatore, che può essere corrisposta al Collocatore come sconto sul prezzo di emissione o come pagamento anticipato al Collocatore. Il valore finale della commissione di collocamento sarà comunicato mediante avviso da pubblicare, entro la Data di Emissione, sui siti web rispettivamente dell'Emittente e del Collocatore, www.nomuranow.com e www.sempionesim.it.
Perché è redatto il presente Prospetto?
Impiego e importo netto stimato dei proventi: L'Emittente intende utilizzare i proventi netti derivanti dall'emissione dei Certificates per i propri scopi societari generali, che includono il conseguimento di un profitto. Una parte sostanziale dei proventi può essere utilizzata per coprire il rischio di mercato relativo ai Certificates. L'importo netto stimato dei proventi è pari al 100,00 per cento dell'Importo Nominale Aggregato dei Certificates emessi alla Data di Emissione. **Accordo di sottoscrizione con assunzione a fermo:** L'offerta dei Certificates non è soggetta a un accordo di sottoscrizione con assunzione a fermo. **Descrizione di qualsiasi interesse significativo per l'emissione/offerta, inclusi i conflitti di interesse**: Sono dovute commissioni al Collocatore e a Nomura Financial Products Europe GmbH in qualità di Dealer e Agente di Calcolo. I termini e le condizioni dei Certificates conferiscono all'Emittente, all'Agente di Calcolo e ad alcuni altri membri del Gruppo Nomura discrezionalità nell'effettuare valutazioni, determinazioni e calcoli in relazione ai Certificates. Potenziali conflitti di interesse possono sorgere in relazione a tali valutazioni, determinazioni e calcoli. Nella sua qualità di Agente di Calcolo, Nomura Financial Products Europe GmbH è responsabile, tra l'altro, di determinare se si sia verificato un Evento di Credito e di effettuare le conseguenti determinazioni. L'Emittente e altri membri del Gruppo Nomura possono inoltre di volta in volta effettuare operazioni per proprio conto e/o disporre di informazioni riservate che incidono sui Certificates o sono ad essi relative. Salvo quanto descritto sopra, per quanto a conoscenza dell'Emittente, nessun altro soggetto coinvolto nell'emissione dei Certificates ha un interesse significativo nell'offerta.