

**SIXTH SUPPLEMENT DATED 25 MAY 2011 TO THE BASE PROSPECTUS DATED
27 AUGUST 2010**

NOMURA

NOMURA BANK INTERNATIONAL PLC

NOTE, WARRANT AND CERTIFICATE PROGRAMME

This Supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 27 August 2010, as previously supplemented by Supplements dated 21 September 2010, 5 November 2010, 26 November 2010, 1 February 2011 and 24 March 2011, which comprises a base prospectus constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the Note, Warrant and Certificate Programme established by Nomura Bank International plc (the **Issuer**). Terms defined in the Base Prospectus, as previously supplemented, have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The purpose of this Supplement is to:

- (a) incorporate by reference the Guarantor's unaudited financial statements for the year ended March 2011;
- (b) provide disclosure with regard to Regulation (EC) No. 1060/2009; and
- (c) provide additional disclosure on taxation (see section below, entitled "Taxation") and selling restrictions (see section below, entitled "Offering and Sale") in relation to the Securities which may be issued from time to time pursuant to the Programme.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantor (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. NHI FILING OF FORM 6-K WITH THE SECURITIES AND EXCHANGE COMMISSION

On 28 April 2011 the Guarantor completed a United States Securities and Exchange Commission Form 6-K (the **Form 6-K**) filing of its unaudited financial statements as at and for the twelve month period ended March 2011. A copy of those unaudited financial statements has been filed with the Financial Services Authority and, by virtue of this Supplement, the following sections only of those unaudited financial statements are incorporated in, and form part of, the Base Prospectus:

- (i) the "Financial Summary For The Year Ended March 31, 2011 (US GAAP)" contained on the fourth and fifth pages of the Form 6-K;
- (ii) Section 1 (*Consolidated Operating Results*) contained on pages 2 to 5 of the Form 6-K; and
- (iii) Section 3. (*Consolidated Financial Statements*) contained on pages 7 to 18 of the Form 6-K.

Any other information contained in the Form 6-K but not listed above does not form part of the Base Prospectus.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Principal Agent as described on page 10 of the Base Prospectus.

If the financial statements which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC).

2. DISCLOSURE ACCORDING WITH REGULATION (EC) NO. 1060/2009 (THE CREDIT RATINGS AGENCY REGULATION)

- 2.1 The "**SUMMARY OF THE PROGRAMME**" shall be amended by inserting the following paragraph at the end of the section entitled 'Rating' on pages 22 and 23 of the Base Prospectus:

"Securities may be rated or unrated. Whether or not each credit rating applied for in relation to relevant Securities will be issued by a credit rating agency established in the European Union and registered under Regulation (EC) No. 1060/2009 (the **CRA Regulation**) will be disclosed in the Final Terms. Please also refer to "*Ratings of the Securities*" and "*Credit ratings may not reflect all risks*" in the Risk Factors section of this Prospectus."

- 2.2 The "**RISK FACTORS**" shall be amended by inserting the following paragraph immediately following the risk titled "*Credit ratings may not reflect all risks*" on page 79 of the Base Prospectus:

"Ratings of the Securities

In general, European regulated investors are restricted under Regulation (EC) No. 1060/2009 (the **CRA Regulation**) from using credit ratings for regulatory purposes, unless such ratings are issued by a credit rating agency established in the EU and registered under the CRA Regulation (and such registration has not been withdrawn or suspended), subject to transitional provisions that apply in certain circumstances whilst the registration application is pending. Such general restriction will also apply in the case of credit ratings issued by non-EU credit rating agencies, unless the relevant credit ratings are endorsed by an EU-registered credit rating agency or the relevant non-EU rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended). Certain information with respect to the credit rating agencies and ratings will be disclosed in the Final Terms."

- 2.3 The "**FORM OF FINAL TERMS OF THE N&C SECURITIES**" shall be amended at "Part B – Other Information" by inserting the following text at the end of paragraph 2. on page 136 (*RATINGS*):

"The Securities to be issued [[have been]/[are expected to be]] rated [*insert details*] by [*insert legal names of relevant CRA(s)*].

[[*Insert the legal name of the relevant CRA entity*] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.]

[[*Insert the legal name of the relevant CRA entity*] is established in the European Union and is registered under Regulation (EC) No. 1060/2009.]

[[*Insert the legal name of the relevant non-EU CRA entity*] is not established in the European Union and is not registered in accordance with Regulation (EC) No. 1060/2009.]

[[Insert the legal name of the relevant non-EU CRA entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009. However, the application for registration under Regulation (EC) No. 1060/2009 of [insert the legal name of the relevant EU CRA entity that applied for registration], which is established in the European Union, disclosed the intention to endorse credit ratings of [insert the legal name of the relevant non-EU CRA entity].]

[[Insert the legal name of the relevant non-EU CRA entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009. The ratings [[have been]/[are expected to be]] endorsed by [insert the legal name of the relevant EU-registered CRA entity] in accordance with Regulation (EC) No. 1060/2009. [Insert the legal name of the relevant EU CRA entity] is established in the European Union and registered under Regulation (EC) No. 1060/2009.]

[[Insert the legal name of the relevant non-EU CRA entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009, but it is certified in accordance with such Regulation.]"

3. TAXATION

As of the date of this Supplement, the section entitled "TAXATION" in the Base Prospectus will be supplemented by the insertion of the following language immediately after the sub-section entitled "ITALIAN TAXATION" on page 524 of the Base Prospectus and immediately before the section entitled "AUSTRIAN TAXATION" as inserted by the Supplement dated 21 September 2010 to the Base Prospectus:

"IRISH TAXATION

Withholding Tax

The Issuer is not incorporated in Ireland. Therefore, on the basis that the Issuer is not managed and controlled in Ireland, the Issuer is not resident in Ireland for the purposes of Irish tax. The Issuer will not be deemed to be resident or otherwise taxable in Ireland by virtue only of the fact that the Securities are offered to the public in Ireland.

Irish withholding tax applies to certain payments including payments of:

- (i) Irish source yearly interest (i.e. interest that is capable of arising for a period in excess of one year);
- (ii) Irish source annual payments (annual payments are payments that are pure income-profit in the hands of the recipient); and
- (iii) distributions (including interest that is treated as a distribution under Irish law) made by Irish resident companies,

at the standard rate of Irish income tax (currently 20 per cent.).

On the basis that the Issuer is not incorporated in Ireland, is not resident in Ireland for the purposes of Irish tax, is resident in the United Kingdom for the purposes of United Kingdom tax, and does not operate in Ireland through a branch or agency, then, to the extent that payments of interest arise on the Securities, such payments should not be regarded as payments having an Irish source and subject to Irish withholding tax.

On the basis that the Securities are issued on arm's length terms, then payments on the Securities should not be regarded as annual payments for Irish tax purposes.

Separately, Irish dividend withholding tax does not apply to distributions made by companies that are not resident in Ireland for the purposes of Irish tax.

Accordingly, on the basis that the Issuer is not incorporated or managed and controlled in Ireland, is resident in the United Kingdom for the purposes of United Kingdom tax and does not operate in Ireland through a branch or agency, the Issuer will not be obliged to deduct any amounts on account of Irish income tax from payments on the Securities.

Encashment Tax

Interest or distributions on any Securities issued by the Issuer and paid:

- (i) by a paying agent in Ireland; or
- (ii) to an agent in Ireland on behalf of a person who holds the Securities,

will be subject to Irish encashment tax at the standard rate of Irish income tax (currently 20 per cent.) unless it is proved, on a claim made in the required manner to the Revenue Commissioners of Ireland, that the beneficial owner of the Securities entitled to the interest or distribution is not resident in Ireland for Irish tax purposes and such interest or distribution is not deemed, under the provisions of Irish tax legislation, to be income of another person that is resident in Ireland for Irish tax purposes."

4. OFFERING AND SALE

As of the date of this Supplement, the section entitled "OFFERING AND SALE" in the Base Prospectus will be supplemented by the insertion of the following language immediately after the sub-section entitled "UNITED KINGDOM" on page 528 of the Base Prospectus and immediately before the section entitled "BELGIUM" as inserted by the Supplement dated 21 September 2010 to the Base Prospectus:

"IRELAND

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) it has not offered, sold or placed and will not offer, sell or place any Securities otherwise than in conformity with the provisions of the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland (Prospectus Regulations) and the provisions of the Irish Companies Acts, including any rules issued under Section 51 of the Investment Funds, Companies and Miscellaneous Provisions Act 2005 of Ireland by the Central Bank of Ireland;
- (b) it has not and will not offer, sell or place any Securities other than in compliance with the provisions of the Market Abuse (Directive 2003/6/EC) Regulations 2005 of Ireland and any rules issued under Section 34 of the Investments Funds, Companies and Miscellaneous Provisions Act 2005 of Ireland by the Central Bank of Ireland;
- (c) it has complied and will comply with all applicable provisions of Directive 2004/39/EC and implementing measures in its relevant jurisdiction is operating within the terms of its authorisation thereunder and it has complied and will comply with any applicable codes of conduct or practice; and
- (d) in connection with offers or sales of Securities, it has only issued or passed on, and will only issue or pass on, any document received by it in connection with the issue of the Securities to persons who are persons to whom the documents may otherwise lawfully be issued or passed on."

5. UPDATING OF THE "SIGNIFICANT OR MATERIAL CHANGE" STATEMENT

The paragraph "Significant or Material Change" on page 535 of the Base Prospectus (as deleted and replaced by paragraph 1.4 of the Fourth Supplement to the Base Prospectus dated 1 February 2011) shall be amended as follows:

- (a) by the deletion of the words "or the Guarantor" from the fourth line; and
- (b) by the insertion of the words "and no significant change in the financial or trading position of the Guarantor since 31 March 2011" into the fourth line immediately following the words "since 30 September 2010".

6. GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus as previously supplemented, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement previously issued, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with section 87Q(4) FSMA, investors who have agreed to purchase or subscribe for the Securities before the Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.