

**SUPPLEMENT DATED 6 NOVEMBER 2023
TO THE BASE PROSPECTUS REFERRED TO BELOW**



NATIONWIDE BUILDING SOCIETY

(incorporated in England and Wales under the Building Societies Act 1986, as amended)

Issuer Legal Entity Identifier (LEI): 549300XFX12G42QIKN82

€45 billion

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments by

Nationwide Covered Bonds LLP

(a limited liability partnership incorporated in England and Wales)

This supplement (the **Supplement**) to the base prospectus dated 14 September 2023 for the Global Covered Bond Programme (the **Base Prospectus**) constitutes a supplement to the Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the Global Covered Bond Programme, established by Nationwide Building Society (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**).

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 Issuer and the LLP each accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the LLP the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

This Supplement has been approved as a supplement to the Base Prospectus by the Financial Conduct Authority (the **FCA**), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Covered Bonds that are the subject of this Supplement and the Base Prospectus and investors should make their own assessment as to the suitability of investing in the Covered Bonds.

Purpose of this Supplement

The purpose of this Supplement is to incorporate by reference the 'Management's Discussion and Analysis of Financial Condition and Results of Operations' section of the base prospectus dated 26 June 2023 in connection with Nationwide Building Society's U.S.\$25,000,000,000 Senior Preferred, Senior Non-Preferred and Subordinated Medium-Term Note Programme, as approved by the FCA on 26 June 2023.

Additional Information

On 26 June 2023, the Issuer published its base prospectus in connection with the U.S.\$25,000,000,000 Senior Preferred, Senior Non-Preferred and Subordinated Medium-Term Note Programme (**the USMTN Base Prospectus**). By virtue of this Supplement, the 'Management's Discussion and Analysis of Financial

Condition and Results of Operations' section (pages 60-114) of the USMTN Base Prospectus are incorporated in, and form part of, the Base Prospectus.

If documents 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 UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference in this Supplement.

Any non-incorporated parts of the USMTN Base Prospectus (which, for the avoidance of doubt, means any parts other than the 'Management's Discussion and Analysis of Financial Condition and Results of Operations' section (pages 60-114)) are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

General Information

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

Copies of this Supplement, the Base Prospectus and all documents which are incorporated by reference in the Base Prospectus are available at <https://www.nationwide.co.uk/investor-relations/>.

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

The date of this Supplement is 6 November 2023.