

FINAL TERMS

9 July 2019

Nationwide Building Society

Issuer Legal Entity Identifier (LEI): 549300XFX12G42QIKN82

**Issue of CHF 150,000,000 0.1675% Series 2019-05 Regulated Covered Bonds due 11 July 2031
irrevocably and unconditionally guaranteed as to payment of principal and interest by Nationwide
Covered Bonds LLP under the €45 billion Global Covered Bond Programme**

PART A – CONTRACTUAL TERMS

MIFID II PRODUCT GOVERNANCE / TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a distributor) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the Insurance Mediation Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 27 July 2018 and the supplemental Prospectuses dated 13 August 2018, 17 September 2018, 22 November 2018, 20 December 2018, 8 February 2019 and 21 May 2019 (the **Supplemental Prospectuses**) which constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended and superseded (the **Prospectus Directive**). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the LLP and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Supplemental Prospectuses are available for viewing during normal business hours at the registered office of the Issuer and copies may be obtained from the specified office of each of the Paying Agents and have been published on the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

The LLP is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a "covered fund" for purposes of regulations adopted under Section 13 of the Bank Holding Company Act of 1956, as amended, commonly known as the "Volcker Rule". In reaching this conclusion,

although other statutory or regulatory exemptions under the Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the LLP has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the Investment Company Act of 1940, as amended. See "Certain Volcker Rule Considerations" in the Prospectus dated 27 July 2018.

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| 1. | (a) | Issuer: | Nationwide Building Society |
| | (a) | Guarantor: | Nationwide Covered Bonds LLP |
| 2. | (a) | Series Number: | 2019-05 |
| | (b) | Tranche Number: | 1 |
| | (c) | Series which Covered Bonds will be consolidated and form a single Series with: | Not Applicable |
| | (d) | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Swiss Franc (CHF) |
| 4. | | Nominal Amount of Covered Bonds to be issued: | CHF150,000,000 |
| 5. | | Aggregate Nominal Amount of Covered Bonds: | |
| | (a) | Series: | CHF150,000,000 |
| | (b) | Tranche: | CHF150,000,000 |
| 6. | | Issue Price: | 100.00% of the Aggregate Nominal Amount |
| 7. | (a) | Specified Denominations: | CHF 5,000 |
| | (b) | Calculation Amount: | CHF 5,000 |
| 8. | (a) | Issue Date: | 11 July 2019 |
| | (b) | Interest Commencement Date: | Issue Date |
| 9. | (a) | Final Maturity Date: | 11 July 2031 |
| | (b) | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | 11 July 2032 |
| 10. | | Interest Basis: | 0.1675 per cent. per annum Fixed Rate payable annually in arrear from and including the Interest Commencement Date to, and including, the Final |

Maturity Date (see paragraph 15 below).

0.1675 per cent. per annum Fixed Rate payable monthly in arrear from and including the Final Maturity Date to, and including, the Extended Due for Payment Date (see paragraph 15 below).

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| 11. | Redemption/Payment Basis: | 100 per cent. of the nominal value |
| 12. | Change of Interest Basis: | From payable annually in arrear to payable monthly in arrear, see paragraph 10 above. |
| 13. | Call Options: | Not Applicable |
| 14. | Date Board approval for issuance of Covered Bonds obtained: | 19 October 2005 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Covered Bond Provisions: | Applicable from and including the Interest Commencement Date to but excluding the Final Maturity Date |
| | | Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date |
| (a) | Fixed Rate(s) of Interest: | 0.1675 per cent. per annum payable in arrear on each Interest Payment Date from and including the Interest Commencement Date to but excluding the Final Maturity Date |
| | | 0.1675 per cent. per annum payable in arrear on each Interest Payment Date from and including the Final Maturity Date to but excluding the Extended Due for Payment Date |
| (b) | Interest Payment Date(s): | 11 July in each year, up to and including the Final Maturity Date |
| | | 11th day of each month, from but excluding the Final Maturity Date up to and including the Extended Due for Payment Date |
| (c) | Business Day Convention: | Following Business Day Convention, unadjusted |
| (d) | Business Day(s): | London, Zurich, TARGET2 |
| | Additional Business Centre(s): | Not Applicable |
| (e) | Fixed Coupon Amount(s): | CHF 8.375 per Calculation Amount for each Fixed Interest Period up to and ending on the Final Maturity Date. For each Fixed Interest Period and any other period thereafter, interest shall be |

calculated as if no Fixed Coupon Amount or Broken Amount had been specified.

- (f) Initial Broken Amount: Not Applicable
- (g) Final Broken Amount: Not Applicable
- (h) Day Count Fraction: 30/360, unadjusted
- (i) Determination Date(s): 11 July in each year

16. Floating Rate Covered Bond Provisions: Not Applicable

17. Zero Coupon Covered Bond Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

18. Call Option: Not Applicable

19. Final Redemption Amount of each Covered Bond: CHF 5,000 per Calculation Amount

20. Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default: CHF 5,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21. Form of Covered Bonds: Bearer Covered Bonds:

The Covered Bonds and all rights in connection therewith are documented in the form of a permanent global covered bond (the **Permanent Global Covered Bond**) which shall be deposited by the Swiss Principal Paying Agent (currently UBS AG) with SIX SIS AG or any other intermediary in Switzerland recognised for such purposes by the SIX Swiss Exchange (SIX SIS AG or any such other intermediary, the **Intermediary**) until final redemption of the Covered Bonds, or the exchange of the Permanent Global Covered Bond for definitive Covered Bonds with Coupons attached as set out below.

Once the Permanent Global Covered Bond has been deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Covered Bonds will constitute intermediated securities (*Bucheffekten*) (**Intermediated Securities**) in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*).

So long as the Covered Bonds are represented by the Permanent Global Covered Bond, each Holder (as defined below) shall have a quotal co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Covered Bond to the extent of its claim against the Issuer, provided that for so long as the Permanent Global Covered Bond remains deposited with the Intermediary, the co-ownership interest shall be suspended and the Covered Bonds may only be transferred by the entry of the transferred Covered Bonds in a securities account of the transferee.

Neither the Issuer nor the Holders shall at any time have the right to effect or demand the conversion of the Permanent Global Covered Bond (*Globalurkunde*) into, or the delivery of, uncertificated securities (*Wertrechte*) or definitive Covered Bonds (*Wertpapiere*).

The records of the Intermediary will evidence the number of Covered Bonds held through each participant in that Intermediary. In respect of the Covered Bonds held in the form of Intermediated Securities, the holders of the Covered Bonds (the **Holders**) will be the persons holding the Covered Bonds in a securities account (*Effektenkonto*) or, in the case of Intermediaries (*Verwahrungsstellen*), the Intermediaries holding the Covered Bonds for their own account in a securities account which is in their name.

No physical delivery of the Covered Bonds shall be made unless and until definitive Covered Bonds (*Wertpapiere*) are printed.

The Permanent Global Covered Bond shall be exchangeable in whole but not in part for definitive Covered Bonds (*Wertpapiere*) only if the Swiss Principal Paying Agent deems the printing of definitive Covered Bonds (*Wertpapiere*) to be necessary or useful, after consultation with the Issuer. In such case, the Swiss Principal Paying Agent shall provide (at the cost and expense of the Issuer) for the printing and delivery of definitive Covered Bonds (*Wertpapiere*) with Coupons attached in accordance with the rules and regulations of the Intermediary and without cost to the Holders.

Should definitive Covered Bonds (*Wertpapiere*) with Coupons attached be so printed, the Permanent Global Covered Bond will immediately be cancelled by the Swiss Principal Paying Agent and the definitive Covered Bonds (*Wertpapiere*) with

Coupons attached shall be delivered to the Holders against cancellation of the Covered Bonds in the Holders' securities accounts.

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| 22. | New Global Covered Bond: | Yes |
| 23. | Financial Centre(s) relating to payment dates: | Not Applicable |
| 24. | Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 25. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 26. | Other final terms: | |

(a) Swiss Paying Agents:

UBS AG, acting through its offices at Bahnhofstrasse 45, CH-8001 Zurich, Switzerland, shall act as Swiss principal paying agent (the **Swiss Principal Paying Agent**) and Credit Suisse AG, acting through its offices at Paradeplatz 8, CH-8001 Zurich, Switzerland, shall act as other Swiss paying agent (together with the Swiss Principal Paying Agent, the **Swiss Paying Agents**) in respect of the Covered Bonds.

In respect of the Covered Bonds, the Issuer will at all times maintain a paying agent having a specified office in Switzerland and will at no time maintain a paying agent having a specified office outside Switzerland.

Condition 11 of the Conditions shall be construed accordingly, and all references in the Conditions to the Principal Paying Agent shall, so far as the context permits, be construed as a reference to the Swiss Principal Paying Agent and references to Paying Agent(s) shall, so far as the context permits, be construed as references to the Swiss Paying Agents.

(b) Payments:

Payments of principal and interest in respect of the Covered Bonds will be made irrespective of any present or future transfer restrictions and without regard to any bilateral or multilateral payment or clearing agreement which may be applicable at the time of such payments in freely disposable Swiss Francs without collection costs in Switzerland and without any restrictions and irrespective of nationality, domicile or residence of the Holder and without requiring any certification, affidavit or the fulfilment of any other formality.

The receipt by the Swiss Principal Paying Agent of the due and punctual payment of the funds in Swiss Francs in Zurich, in the manner provided by the Conditions and these Final Terms in respect of the Swiss Covered Bonds, shall release the Issuer from its obligations under the Covered Bonds for the payment of interest and principal due on the respective Interest Payment Dates and on the Final Maturity Date or the Extended Due for Payment Date (as the case may be) to the extent of such payment.

Condition 5 of the Conditions shall be construed accordingly.

(c) Notices:

So long as the Covered Bonds are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, all notices in respect of the Covered Bonds shall be validly given through the Swiss Principal Paying Agent by means of electronic publication on the website of the SIX Swiss Exchange (where notices are currently published under https://www.six-group.com/exchanges/bonds/issuers/official_notices/search_de.html) or otherwise in accordance with the regulations of the SIX Swiss Exchange.

Condition 13 of the Conditions shall be construed accordingly.

PART B – OTHER INFORMATION

1. LISTING

- (a) Admission to trading: To be listed on the SIX Swiss Exchange.
- UBS AG, Bahnhofstrasse 45, CH-8001 Zürich, Switzerland, acting as recognised representative within the meaning of Article 58a of the Listing Rules of the SIX Swiss Exchange, has applied for the Covered Bonds to be admitted to provisional trading on the SIX Swiss Exchange with effect from 9 July 2019. Application will be made for the admission of the Instruments to listing in accordance with the standard for Bonds of the SIX Swiss Exchange. Unless extended, the last day of trading is expected to be 9 July 2031 (or 9 July 2032, as the case may be).
- (b) Estimate of total expenses related to admission to trading: CHF 4,800

2. RATINGS

- (a) The Covered Bonds to be issued are expected to be rated:
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| S & P: | AAA |
| Fitch: | AAA |

3. PROVISIONS RELATING TO THE JUMBO INTEREST RATE SWAPS

BMR Spread:	1.60% per annum
Fixed Rate Spread:	1.30% per annum
SMR Spread:	3.00% per annum
Tracker Rate Spread:	1.50% per annum

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

Save as discussed in *Subscription and Sale and Transfer and Selling Restrictions*, so far as the Issuer and the LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged and may in the future in investment banking and/or commercial banking transactions with and may perform other services for the Issuer and/or the LLP and/or the LLP and its or their affiliates in the ordinary course of business.

5. OPERATIONAL INFORMATION:

- (a) ISIN Code: CH0485445990
- (b) Common Code: 202477488
- (c) CFI Code: DTFGFB
- (d) FISN: Nationwide Buil/0.1675 MB 20310711

(e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(f) 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 Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Covered Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

U.S. Selling Restrictions

Reg. S Compliance Category 2; TEFRA D

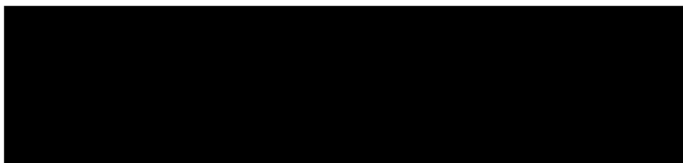
7. YIELD (Fixed Rate Covered Bonds only)

Indication of yield:

0.1675 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

Signed on behalf of the **Issuer**:



Signed on behalf of the **LLP**:

