

**SUPPLEMENT DATED 23 NOVEMBER 2010 TO THE BASE PROSPECTUS DATED 28 SEPTEMBER 2010**



**NATIONWIDE BUILDING SOCIETY**

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

**U.S.\$25,000,000,000  
European Note Programme (the Programme)**

This supplement (the **Supplement**) to the base prospectus (the **Base Prospectus**) dated 28 September 2010 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 Programme established by Nationwide Building Society (the **Issuer**). Terms defined in the Base Prospectus 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 and with all documents which are deemed to be incorporated by reference therein.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has 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. Half-Yearly Financial Report**

On 23 November 2010, the Issuer published its Half-Yearly Financial Report for the period ended 30 September 2010. A copy of this Half-Yearly Financial Report has been filed with the Financial Services Authority and, by virtue of this Supplement, the Half-Yearly Financial Report is incorporated in, and forms part of, the Base Prospectus.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the principal office of the Issuer and the specified office of the Agent in London as set out in the Base Prospectus.

**2. Update of General Information**

The paragraph headed 'Material Change' on page 105 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

**'Material Change**

There has been no significant change in the financial or trading position of the Issuer or the Group since 30 September 2010 and no material adverse change in the financial or trading position or prospects of the Issuer or the Group since 4 April 2010, being the date to which the latest published accounts were made up.'

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.

Save as disclosed in this Supplement, 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.

Any investor who may wish to exercise any withdrawal right arising pursuant to Section 87Q(4) of the FSMA as a result of the publication of this Supplement must exercise that right on or before 5.30 p.m. (London time) on 25 November 2010.

The date of this Supplement is 23 November 2010.