



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 dated 28 September 2011 (as supplemented by the supplement dated 27 October 2011, the **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 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.

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.

Purpose of this Supplement

The purpose of this Supplement is to update certain information contained in the Base Prospectus (including in the section entitled "*Risk Factors*") relating to:

- (a) the ratings assigned to the Issuer and the Programme by Fitch Ratings Ltd. (**Fitch**), following the announcement by Fitch on 3 November 2011 of revisions to those ratings; and
- (b) the registration status under Regulation (EC) No. 1060/2009 (as amended) (the 'CRA Regulation') of each of Moody's Investors Service Limited, Standard & Poor's Credit Market Services Europe Limited, Fitch and DBRS Ratings Limited.

The Base Prospectus

By virtue of this Supplement:

- (1) in the first sentence of the sixteenth paragraph on the cover page of the Base Prospectus, the reference to the long-term/short-term/subordinated debt ratings of the Issuer ("AA- / F1+ / A") by Fitch shall be deemed to be deleted and replaced with the following:

"A+ / F1 / A-";
- (2) in the second sentence of the sixteenth paragraph on the cover page of the Base Prospectus, the reference to the ratings of the Programme ("F1+ (short-term notes) / AAA (long-term unsecured senior notes guaranteed by The Commissioners of Her Majesty's Treasury) / AA- (long-term

unsecured senior notes) / A+ (dated subordinated notes)") by Fitch shall be deemed to be deleted and replaced with the following:

"F1 (short-term notes) / AAA (long-term unsecured senior notes guaranteed by The Commissioners of Her Majesty's Treasury) / A+ (long-term unsecured senior notes) / A- (dated subordinated notes)";

- (3) the third and fourth sentences of the sixteenth paragraph on the cover page of the Base Prospectus ("Moody's, S&P and Fitch are established in the European Union and have applied for registration under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the **CRA Regulation**) although notification of the corresponding registration decision has not yet been provided by the relevant competent authority. DBRS, Inc. is not established in the European Union and has not applied for registration under the CRA Regulation. However, DBRS Ratings Limited is established in the European Union and has applied for registration under the CRA Regulation and, in its application for such registration, DBRS Ratings Limited had disclosed the intention to endorse credit ratings of DBRS, Inc.") shall be deemed to be deleted and replaced with the following:

*"Each of Moody's, S&P and Fitch is established in the European Union and is registered under Regulation (EC) No 1060/2009 (as amended) (the **CRA Regulation**). As such, each of Moody's, S&P and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation. DBRS is not established in the European Union and has not applied for registration under the CRA Regulation. However, the application for registration under the CRA Regulation of DBRS Rating Limited, which is established in the European Union and is registered under the CRA Regulation (and, as such is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation), disclosed the intention to endorse credit ratings of DBRS. While notification of the corresponding endorsement decision has not yet been provided by the relevant competent authority, the European Securities and Markets Authority has indicated that a transitional period ending on 31 January 2012 (which may be extended to 30 April 2012) shall apply with respect to ratings intended to be endorsed."; and*

- (4) the following two sentences were inserted after the end of the second sentence of the fourth paragraph on page 17 of the Base Prospectus (in the section entitled "Risk Factors—Risks Related to the Issuer's Business—Rating downgrade and/or market sentiment with respect to the Issuer, the sector, the UK and/or other sovereign issuers may have an adverse effect on the Issuer's performance and/or the marketability and liquidity of the Notes"):

"On 3 November 2011, Fitch announced that it was downgrading the long-term and short-term ratings of the Issuer and its debt and that such rating actions were consistent with Fitch's broad review of other European banks. The ratings actions announced included a downgrade of the Issuer's long-term debt rating from AA- to A+."

To the extent that there is any inconsistency between (a) any statement in 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.

The date of this Supplement is 16 November 2011.