



## 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 supplements dated 27 October 2011 and 16 November 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:

- (a) incorporate by reference certain financial information of the Issuer; and
- (b) update certain information contained in the Base Prospectus in the paragraph entitled "*Material Change*" under the heading "*General Information*".

#### Half Year Report

On 22 November 2011, the Issuer published its Interim Results for the period ended 30 September 2011 (the **Half Year Report**). A copy of the Half Year Report has been filed with the Financial Services Authority and, by virtue of this Supplement, the Half Year Report is incorporated in, and forms part of, the Base Prospectus.

At pages 23 and 34 of the Half Year Report, references are made to certain credit ratings assigned to the Issuer by Moody's, S&P, Fitch and DBRS. As at the date of this Supplement, each of Moody's, S&P and Fitch is established in the European Union and is registered under 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 the CRA 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 the CRA 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.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the principal office of the Issuer and the specified offices of the Paying Agents for the time being in London and Luxembourg as set out in the Base Prospectus.

### **Update of General Information**

By virtue of this Supplement, in the second line of the paragraph entitled "*Material Change*" under the heading "*General Information*" on page 108 of the Base Prospectus, the reference to the date from which there has been no significant change in the financial or trading position of the Issuer or the Group ("4 April 2011") shall be deemed to be deleted and replaced with "*30 September 2011*".

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.

The date of this Supplement is 22 November 2011.