

FINAL TERMS

MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes 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 Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Prohibition of sales to EEA retail investors – The Notes 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 (EU) 2016/97 (the **Insurance Distribution 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 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Singapore Securities and Futures Act Product Classification - In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the **SFA**) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA, the classification of the Notes as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

22 January 2020

Nationwide Building Society

Legal entity identifier (LEI): 549300XFX12G42QIKN82

**£500,000,000 1.00 per cent. Senior Preferred Notes due 2023
issued pursuant to its U.S.\$25,000,000,000 European Note Programme**

The Notes will only be admitted to trading on an EEA regulated market (as defined in MiFID II), or a specific segment of an EEA regulated market, to which only qualified investors (as defined in the Prospectus Regulation) can have access and shall not be offered or sold to non-qualified investors.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 1 November 2019 and the supplemental Prospectus dated 22 November 2019 which together constitute a base prospectus (the **Base Prospectus**) for the purposes of Regulation (EU) (2017/1129) (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these

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Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of the London Stock Exchange through a regulatory information service (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

TYPE OF NOTE

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|----|---|-------------------------------------|
| 1. | Status of the Notes: | Senior Preferred |
| | (a) Senior Non-Preferred Notes: Waiver of Set-off: | Not Applicable |
| | (b) Senior Non-Preferred Notes: Restricted Events of Default: | Not Applicable |
| | (c) Senior Non-Preferred Notes: Gross-up of principal: | Not Applicable |
| 2. | Interest Basis: | Fixed Rate (see paragraph 12 below) |

DESCRIPTION OF THE NOTES

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| 3. | New Global Note: | Yes |
| 4. | Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| 5. | (a) Series Number: | 510 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 6. | (a) Nominal Amount of Notes to be issued: | £500,000,000 |
| | (b) Aggregate nominal amount of Series (if more than one issue for the Series): | £500,000,000 |
| | (c) Specified Currency: | Pounds sterling (£) |
| | (d) Specified Denomination(s): | £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000. |
| | (e) Calculation Amount: | £1,000 |
| 7. | Issue Price: | 99.836 per cent. |
| 8. | Issue Date: | 24 January 2020 |

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| 9. | Interest Commencement Date: | Issue Date |
| 10. | Automatic/optional conversion from one Interest Basis to another: | Not Applicable |
| 11. | Additional Financial Centre(s): | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|---|---|
| 12. | Fixed Rate Note Provisions | Applicable |
| (a) | Fixed Rate(s) of Interest: | 1.00 per cent. per annum payable in arrear on each Fixed Interest Date |
| (b) | Fixed Interest Date(s): | 24 January in each year, commencing on 24 January 2021, up to and including the Maturity Date |
| (c) | Initial Broken Amount per denomination: | Not Applicable |
| (d) | Fixed Coupon Amount(s): | £10.00 per Calculation Amount |
| (e) | Broken Amount(s): | Not Applicable |
| (f) | Final Broken Amount per denomination: | Not Applicable |
| (g) | Day Count Fraction: | Actual/Actual (ICMA) |
| (h) | Business Day Convention: | Following Business Day |
| | • Adjusted: | Not Applicable |
| | • Non-Adjusted: | Applicable |
| (i) | Additional Business Centre(s): | London |
| (j) | Determination Date(s): | 24 January in each year |
| 13. | Zero Coupon Note Provisions | Not Applicable |
| 14. | Floating Rate Note Provisions | Not Applicable |
| 15. | Reset Note Provisions | Not Applicable |
| 16. | Benchmark Replacement: | Not Applicable |

PROVISIONS REGARDING REDEMPTION/MATURITY

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|-----|----------------|-----------------|
| 17. | Maturity Date: | 24 January 2023 |
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| 18. | Redemption at Issuer's option: | Not Applicable |
| 19. | Regulatory Event (Subordinated Notes only): | Not Applicable |
| 20. | (a) Senior Non-Preferred Notes: Loss Absorption Disqualification Event Redemption: | Not Applicable |
| | (b) Loss Absorption Disqualification Event: | Not Applicable |
| | (c) Senior Non-Preferred Notes: Substitution and Variation: | Not Applicable |
| 21. | Redemption at Noteholder's option: | Not Applicable |
| 22. | Final Redemption Amount: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or (for Subordinated Notes only) following a Regulatory Event or (for any Note) on an Event of Default: | £1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THIS ISSUE OF NOTES

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| 24. | U.S. Selling Restrictions: | Reg S Compliance Category 2: TEFRA D |
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Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By: SARAH ROBINSON
Duly Authorised

By: KATIE ELIASON
Duly Authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and listing on the Official List of the FCA with effect from the Issue Date.
- (b) Estimated of total expenses related to admission to trading: £4,790

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- | | |
|------------------------------------|-----|
| Moody's Investors Service Limited: | Aa3 |
| S&P Global Ratings Europe Limited: | A |
| Fitch Ratings Ltd.: | A+ |

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

Save for any fees payable to Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

4. YIELD (*Fixed Rate Notes only*)

- Indication of yield: 1.056 per cent. on an annual basis
- The yield is calculated on the basis of the Rate of Interest and the Issue Price as at the Issue Date. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

- (a) ISIN: XS2108460184
- (b) Common Code: 210846018
- (c) WKN: A28SLE
- (d) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

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- (f) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the International Central Securities Depositories (**ICSDs**) as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank (**ECB**) being satisfied that Eurosystem eligibility criteria have been met.

- (g) Relevant Benchmark(s): Not Applicable

6. **DISTRIBUTION**

Prohibition of Sales to EEA Retail Investors: Applicable

7. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

- (a) Reasons for the offer: See “Use of Proceeds” in the Base Prospectus
- (b) Estimated net proceeds: £498,430,000