

SUPPLEMENT DATED 24 MAY 2021
TO THE BASE PROSPECTUSES REFERRED TO BELOW



Building Society

Nationwide Building Society

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

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

€45,000,000,000
Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
Nationwide Covered Bonds LLP (the **LLP**)
(a limited liability partnership incorporated in England and Wales)
(the **Global Covered Bond Programme**)

U.S.\$20,000,000,000
Senior Preferred, Senior Non-Preferred and Subordinated
Medium-Term Note Programme
(the **USMTN Programme**)

This supplement (the **Supplement**) to the base prospectus dated 30 October 2020 for the European Note Programme (as supplemented on 20 November 2020 and 1 April 2021), the base prospectus dated 12 February 2021 for the Global Covered Bond Programme and the base prospectus dated 7 January 2021 for the USMTN Programme (together, the **Base Prospectuses** and each a **Base Prospectus**) constitutes a supplement to each Base Prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the European Note Programme, the Global Covered Bond Programme and the USMTN Programme, each established by Nationwide Building Society (the **Issuer**). Terms defined in the Base Prospectuses have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Supplement is supplemental to, and should be read in conjunction with, the relevant Base Prospectus and any other supplements to the relevant Base Prospectus issued by the Issuer.

The Issuer and, in respect of the Global Covered Bond Programme only, the LLP, each accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and, in respect of the Global Covered Bond Programme only, the LLP, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

This Supplement has been approved as a supplement to the Base Prospectuses by the Financial Conduct Authority (the **FCA**), as competent authority under the Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the

quality of the Notes that are the subject of this Supplement and the Base Prospectuses and investors should make their own assessment as to the suitability of investing in the Notes.

Purpose of this Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference the preliminary consolidated financial statements (including the notes thereto) of the Issuer for the financial year ended 4 April 2021 (the **Preliminary Results**) contained on pages 78 to 107 (each inclusive) of the Issuer's Preliminary Results Announcement for the year ended 4 April 2021 (the **Preliminary Results Announcement**); and
- (b) update the '*Significant Change*' statement.

Preliminary Results

On 21 May 2021, the Issuer published the Preliminary Results Announcement. By virtue of this Supplement, the Preliminary Results, as contained in the following sections of the Preliminary Results Announcement, are incorporated in, and form part of, each Base Prospectus:

- (a) Consolidated financial statements (pages 78 to 82); and
- (b) Notes to the consolidated financial statements (pages 83 to 107).

Any non-incorporated parts of the Preliminary Results Announcement (which, for the avoidance of doubt, means any parts not listed in the cross-reference list above) are either deemed not relevant for an investor or are otherwise covered elsewhere in the relevant Base Prospectus.

The Preliminary Results have been properly prepared on the basis set out in Note 2 on pages 83 and 84 of the Preliminary Results Announcement and, as stated therein, the accounting policies adopted for use in the preparation of the Preliminary Results Announcement (and which will be used in preparing the Annual Report and Accounts for the year ended 4 April 2021) were included in the Issuer's Annual Report and Accounts 2020 document, except as detailed in Note 2. Accordingly, subject as provided in Note 2, the Preliminary Results have been compiled and prepared on a basis which is both comparable with the historical financial information of the Issuer for the financial year ended 4 April 2020 and consistent with the Issuer's accounting policies.

General Information

There has been no significant change in the financial performance or financial position of the Issuer or the Group since 4 April 2021.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the relevant Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the relevant Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement to any of the Base Prospectuses issued previously, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectuses since the respective dates of publication of the Base Prospectuses.

The date of this Supplement is 24 May 2021.