

SUPPLEMENT DATED 17 NOVEMBER 2023
TO THE BASE PROSPECTUSES REFERRED TO BELOW



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.\$25,000,000,000
Senior Preferred, Senior Non-Preferred and Subordinated
Medium-Term Note Programme
(the **USMTN Programme**)

This supplement (the **Supplement**) to (i) the base prospectus dated 20 October 2023 for the European Note Programme, (ii) the base prospectus dated 14 September 2023 for the Global Covered Bond Programme, as previously supplemented by a supplement dated 6 November 2023 and (iii) the base prospectus dated 26 June 2023 for the USMTN Programme (together, the **Base Prospectuses** and each a **Base Prospectus**) 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**).

This Supplement constitutes (i) a supplement to each Base Prospectus for the purposes of Article 23 of the Prospectus Regulation and (ii) supplementary admission particulars to the base prospectus dated 20 October 2023 for the European Note Programme as it comprises admission particulars for the purposes of the ISM Rulebook.

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; and the **ISM Rulebook** means the London Stock Exchange's ISM Rulebook effective as of 1 January 2021, as supplemented, amended and/or replaced from time to time.

This Supplement is supplemental to, and should be read in conjunction with, the relevant Base Prospectus and any other supplements thereto 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 interim results of the Issuer for the six-month period ended 30 September 2023 (the **Interim Results**); and
- (b) include a new ‘*Significant Change*’ statement.

Interim Results

On 17 November 2023, the Issuer published the Interim Results. By virtue of this Supplement, the following sections of the Interim Results are incorporated in, and form part of, each Base Prospectus:

- (a) Consolidated interim financial statements (pages 63 to 68);
- (b) Notes to the consolidated interim financial statements (pages 69 to 89);
- (c) Responsibility statement (page 90); and
- (d) Independent review report (page 91).

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation or the ISM Rulebook, except where such information or other documents are specifically incorporated by reference in this Supplement.

Any non-incorporated parts of a document referred to in this Supplement (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.

General Information

There has been no significant change in the financial performance or financial position of the Issuer or the Group (comprising the Issuer and its subsidiaries taken as a whole) since 30 September 2023.

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 17 November 2023.