

CONFORMED COPY

FINAL TERMS

UK MiFIR 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**) (**UK MiFIR**); 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 the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) 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 Directive 2014/65/EU (**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 **EU 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 EU PRIIPs Regulation.

Prohibition of sales to UK 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 United Kingdom (**UK**). For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

28 April 2025

Nationwide Building Society

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

(Legal Entity Identifier (LEI): 549300XFX12G42QIKN82)

€650,000,000

Fixed Rate Reset Tier 2 Subordinated Notes due July 2035

issued pursuant to its

U.S.\$25,000,000,000 European Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 1 August 2024 (the **Base Prospectus**) and the supplemental prospectus dated 11 December 2024 (the **Supplement**) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus and the Supplement in order to obtain all the relevant information. The Base Prospectus and the Supplement have been published on the website of the London Stock Exchange through its regulatory information service (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) and are available on the website of the Issuer at <https://www.nationwide.co.uk/investor-relations/emtn-terms-of-access/>.

TYPE OF NOTE

- | | | |
|----|----------------------|--|
| 1. | Status of the Notes: | Subordinated |
| 2. | Interest Basis: | Reset
<i>(see paragraph 15 below)</i> |

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: | 544 |
| | (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: | €650,000,000 |
| | (b) Aggregate nominal amount of Series: | €650,000,000 |
| | (c) Specified Currency: | euro (€) |
| | (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: | 99.833 per cent. of the Nominal Amount of Notes to be issued |
| 8. | Issue Date: | 30 April 2025 |

9.	Interest Commencement Date:	Issue Date
10.	Automatic/optional conversion from one Interest Basis to another:	Not Applicable
11.	Additional Financial Centre(s):	London, T2

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12.	Fixed Rate Note Provisions	Not Applicable
13.	Zero Coupon Note Provisions	Not Applicable
14.	Floating Rate Note Provisions	Not Applicable
15.	Reset Note Provisions	Applicable
(a)	Initial Rate of Interest:	4.000 per cent. per annum payable in arrear on each Interest Payment Date
(b)	First Margin:	+ 1.850 per cent. per annum
(c)	Subsequent Margin:	Not Applicable
(d)	Interest Payment Date(s):	30 July in each year from (and including) 30 July 2025 up to (and including) the Maturity Date
(e)	Fixed Coupon Amount to (but excluding) the First Reset Date:	€40.00 per Calculation Amount, payable on each Interest Payment Date from (and including) 30 July 2026 up to (and including) the First Reset Date
(f)	Broken Amount(s):	€9.97 per Calculation Amount, payable on the Interest Payment Date falling on 30 July 2025
(g)	Reset Reference Rate:	Mid-Swaps
(h)	First Reset Date:	30 July 2030
(i)	Second Reset Date:	Not Applicable
(j)	Subsequent Reset Date(s):	Not Applicable
(k)	Relevant Screen Page:	Bloomberg Page ICAE1
(l)	Mid-Swap Rate:	Single Mid-Swap Rate
(m)	Mid-Swap Rate Determination Time:	11.00 a.m. (Central European Time)
(n)	Fixed Leg Swap Duration:	12 months
(o)	Floating Leg Swap Duration:	6 months

(p)	Mid-Swap Floating Leg Benchmark Rate:	6-month EURIBOR (calculated on an Actual/360 day count basis)
(q)	Mid-Swap Fallback Rate in respect of the first Reset Determination Date:	2.170 per cent.
(r)	Reference Bond Reset Rate Time:	Not Applicable
(s)	Reference Bond Fallback Rate in respect of the First Reset Period:	Not Applicable
(t)	Designated CMT Reuters Page:	Not Applicable
(u)	Designated CMT Maturity Index:	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(w)	Determination Date(s):	30 July in each year
(x)	Reset Determination Date(s):	The second Business Day prior to the First Reset Date
(y)	Business Centre(s):	London, T2
(z)	Business Day Convention:	Following Business Day
	• Adjusted:	Not Applicable
	• Non-Adjusted:	Applicable
(aa)	Calculation Agent:	Agent
16.	Benchmark Discontinuation:	Applicable
(a)	Benchmark Replacement:	Applicable – Condition 4.4(a) applies
(b)	Benchmark Transition:	Not Applicable

PROVISIONS REGARDING REDEMPTION/MATURITY

17.	Maturity Date:	30 July 2035
18.	Redemption at Issuer's option:	Applicable
(a)	Optional Redemption Date(s):	30 July 2030
(b)	Optional Redemption Amount:	€1,000 per Calculation Amount
(c)	If redeemable in part:	Not Applicable – the Notes are redeemable in whole only and not in part
(d)	Notice periods:	Minimum period: 15 days Maximum period: 30 days
19.	Clean-up Call:	Not Applicable

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| 20. | Regulatory Event (Subordinated Notes only): | Full or Partial Exclusion |
| 21. | (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 |
| 22. | Redemption at Noteholder's option: | Not Applicable |
| 23. | Final Redemption Amount: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.000 per cent. of their nominal amount |
| 24. | Early Redemption Amount payable on redemption following a Tax Event or (for Subordinated Notes only) a Regulatory Event or (for Senior Non-Preferred Notes only) a Loss Absorption Disqualification 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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| 25. | U.S. Selling Restrictions: | Reg S Compliance Category 2: TEFRA D |
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THIRD PARTY INFORMATION

The indicative rating descriptions set out in Part B of these Final Terms have been extracted from the respective websites of Moody's Investors Service Limited (**Moody's**), S&P Global Ratings UK Limited (**S&P**) and Fitch Ratings Ltd (**Fitch**). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by each credit rating agency, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

[SARAH ROBINSON]

By:
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 main market and listing on the Official List of the Financial Conduct Authority with effect from on or around the Issue Date.
- (b) Estimated of total expenses related to admission to trading: £6,350 + VAT

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Moody's: Baa1
S&P: BBB
Fitch: BBB+

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

The rating agencies above have published the following high-level descriptions of such ratings:

- A rating of 'Baa1' by Moody's is described by it as follows¹: "*Obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics*" and "*The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category*".
- A rating of 'BBB' by S&P is described by it as follows²: "*An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation*".
- A rating of 'BBB+' by Fitch is described by it as follows³: "*'BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity*".

¹ <https://ratings.moody's.com/rating-definitions>

² <https://www.spglobal.com/ratings/en/research/articles/190705-s-p-global-ratings-definitions-504352>

³ <https://www.fitchratings.com/products/rating-definitions>

and “an additional +/- for AA through CCC levels indicating relative differences of probability of default or recovery for issues”.

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

Save for any fees payable to the 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 respective 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**

Indication of yield to (but excluding) the First Reset Date: 4.039 per cent. (on an annual basis)

The yield is calculated on the basis of the Rate of Interest applicable up to (but excluding) the First Reset Date and the Issue Price as at the Issue Date. It is not an indication of future yield.

5. **OPERATIONAL INFORMATION**

(a) ISIN: XS3059437460

(b) Common Code: 305943746

(c) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

(d) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(e) 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.

(f) Relevant Benchmark(s): The Mid-Swap Rate that appears on the Bloomberg Page ICAE1 is provided by ICE Benchmark Administration Limited (ICE). As at the date hereof, ICE appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 (*Register of administrators and benchmarks*) of the UK Benchmarks Regulation.

6. **DISTRIBUTION**

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|-----|---|---|
| (a) | Prohibition of sales to EEA retail investors: | Applicable |
| (b) | Prohibition of sales to UK retail investors: | Applicable |
| (c) | Prohibition of Sales to Belgian Consumers: | Applicable |
| (d) | Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable |
| (e) | Names of Joint Lead Managers: | HSBC Bank plc
J.P. Morgan Securities plc
Lloyds Bank Corporate Markets plc
Merrill Lynch International |

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

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|-----|-------------------------|---|
| (a) | Reasons for the offer: | See “ <i>Use of Proceeds</i> ” in the Base Prospectus |
| (b) | Estimated net proceeds: | €646,834,500 |