

**SUPPLEMENT DATED 9 APRIL 2026
TO THE BASE PROSPECTUSES REFERRED TO BELOW**



Nationwide Building Society

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

Legal Entity Identifier (LEI): 549300XFX12G42QIKN82

**U.S.\$35,000,000,000
European Note Programme
(the “European Note Programme”)**

and

**€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)
LLP Legal Entity Identifier (LEI): 5493003J8ZGXTRDK6480
(the “Covered Bond Programme”)

and

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

This supplement (the “**Supplement**”) is prepared by Nationwide Building Society (“**Nationwide**”, the “**Issuer**” or the “**Society**”) and supplements:

- (i) the base prospectus dated 1 August 2025 for the European Note Programme, as previously supplemented on 20 November 2025 and 16 December 2025 (the “**EMTN Base Prospectus**”);
- (ii) the base prospectus dated 3 July 2025 for the Covered Bond Programme, as previously supplemented on 11 August 2025, 20 November 2025 and 16 December 2025 (the “**Covered Bond Base Prospectus**”); and
- (iii) the base prospectus dated 3 July 2025 for the USMTN Programme, as previously supplemented on 20 November 2025 and 16 December 2025 (the “**USMTN Base Prospectus**” and, together with the EMTN Base Prospectus and the Covered Bond Base Prospectus, the “**Base Prospectuses**” and each a “**Base Prospectus**”).

This Supplement constitutes (i) a supplement to each Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation and (ii) supplementary admission particulars to the Base Prospectus for the European Note Programme as it comprises admission particulars for the purposes of the ISM Rulebook (and references herein to the Base Prospectus in respect of the European Note Programme shall include such document as it comprises such admission particulars for the purposes of the ISM Rulebook).

This Supplement is supplemental to, and should be read in conjunction with, the relevant Base Prospectus and any other supplements thereto published by the Issuer. Terms defined in the relevant Base Prospectus and not defined in this Supplement have the same meaning when used in this Supplement.

The Issuer and, in respect of the Covered Bond Programme only, the LLP, each accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and, in respect of the 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 UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or, in respect of the Covered Bond Programme, the LLP, or the quality of the Notes and Covered Bonds that are the subject of this Supplement (“Notes” and “Covered Bonds”, respectively) and the Base Prospectuses. Investors should make their own assessment as to the suitability of investing in any Notes issued under the European Note Programme or the USMTN Programme or any Covered Bonds issued under the Covered Bond Programme, as the case may be.

A copy of this Supplement has also been submitted to the London Stock Exchange plc (the “**London Stock Exchange**”) in connection with the application for Exempt Notes issued under the European Note Programme to be admitted to trading on the International Securities Market (the “ISM”) of the London Stock Exchange. The London Stock Exchange has not approved or verified the contents of this Supplement.

PURPOSE OF THIS SUPPLEMENT

The purpose of this Supplement is to:

- (a) incorporate by reference in each Base Prospectus the announcement published by the Society on 7 April 2026 titled “*Nationwide Building Society (Nationwide), Virgin Money UK PLC (Virgin Money) and Clydesdale Bank PLC (CB) - Transfer of banking business under Part VII of the Financial Services and Markets Act 2000 and Board changes*” (the “**Part VII Transfer and Board Changes Announcement**”) available at: <https://otp.investis.com/clients/uk/nationwide/rns/regulatory-story.aspx?cid=631&newsid=2046542>; and
- (b) update the “*Description of Business - Recent developments*” section in the Registration Document dated 3 July 2025 prepared by the Society and supplemented on 20 November 2025 and 16 December 2025, as incorporated by reference in, and forming part of, each Base Prospectus (the “**Registration Document**”).

DOCUMENTS INCORPORATED BY REFERENCE

On 7 April 2026, the Society published the Part VII Transfer and Board Changes Announcement. By virtue of this Supplement, the Part VII Transfer and Board Changes Announcement (other than the quotes of Dame Debbie Crosbie DBE and Kevin Parry OBE therein) is incorporated in, and forms part of, each Base Prospectus, and the section “*Documents Incorporated by Reference*” in each such document shall be deemed to be updated accordingly.

If any of the information incorporated by reference above itself incorporates by reference any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Base Prospectuses for the purposes of the UK Prospectus Regulation or the ISM Rulebook, except where such information or other documents are specifically stated to be incorporated by reference in the relevant Base Prospectus.

Any non-incorporated parts of the Part VII Transfer and Board Changes Announcement (which, for the avoidance of doubt, means those parts expressly excluded from the information incorporated by reference as stated above) are either deemed not relevant for an investor or are otherwise covered elsewhere in the relevant Base Prospectus (including by virtue of this Supplement).

RECENT DEVELOPMENTS

1. The last paragraph of the sub-section “*Description of Business - Recent developments - Virgin Money Acquisition - The Acquisition*” on page 108 of the Registration Document as such paragraph is incorporated by reference in, and forms part of, each Base Prospectus, and as previously amended by the supplement dated 20 November 2025, is deleted and replaced with the following:

“On 7 April 2026, we announced the completion of the transfer of the majority of the assets and liabilities of Virgin Money’s main operating subsidiary, Clydesdale Bank PLC, into Nationwide, which took effect on 2 April 2026 through a banking business transfer under Part VII of the FSMA. This is part of the wider integration program that we expect to take several years to complete.”

2. The following new sub-section will be added at the end of the section “*Description of Business - Recent developments*” ending on page 108 of the Registration Document as such paragraph is incorporated by reference in, and forms part of, each Base Prospectus:

“Board changes

On 7 April 2026, we announced that, after first joining the Nationwide Board in April 2009, Chris Rhodes, Virgin Money CEO, will retire from the Boards of Nationwide, Virgin Money and Clydesdale Bank PLC as an Executive Director on 21 May 2026, before retiring from the Nationwide business entirely in September 2026.

We also announced on 7 April 2026 that Alan Keir will retire as Non-Executive Director and Chair of the Board Risk Committee on 16 July 2026 following Nationwide’s Annual General Meeting (AGM) on 15 July 2026. Phil Rivett, Non-Executive Director and (at the date of such announcement) Chair of the Audit Committee, will succeed Alan as Board Risk Committee Chair, subject to regulatory approval. As previously announced, Guy Bainbridge will become Chair of the Audit Committee following the AGM, subject to regulatory approval.”

GENERAL INFORMATION

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 other supplement to the relevant Base Prospectus issued previously, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the relevant Base Prospectus since the respective dates of publication of the relevant Base Prospectus.

The date of this Supplement is 9 April 2026.