

Coventry Building Society

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

€7 billion

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments by

Coventry Building Society Covered Bonds LLP

(a limited liability partnership incorporated in England and Wales)

This Supplement (the **Supplement**) to the Offering Circular dated 22 November 2019 (the **Offering Circular**), which comprises an offering circular for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**), constitutes a supplementary offering circular for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the €7 billion Global Covered Bond Programme (the **Programme**) established by Coventry Building Society (the **Issuer**) and unconditionally and irrevocably guaranteed as to payments of interest and principal by Coventry Building Society Covered Bonds LLP (the **LLP**). Terms defined in the Offering Circular have the same meaning when used in this Supplement.

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

This Supplement has been approved by the Financial Conduct Authority (the **FCA**) which is the competent authority for the purposes of the Prospectus Regulation and relevant implementing measures in United Kingdom for the purposes of giving information with regard to the issue of instruments under the Programme.

The Issuer and the LLP each accept responsibility for the information contained in this Supplement. To the best of their knowledge each of the Issuer and the LLP the information contained in this Supplement is in accordance with the facts and the Supplement does not omit anything likely to affect its import. Any information sourced from third parties contained in this Supplement has been accurately reproduced (and is clearly sourced where it appears in the document) and, as far as each of the Issuer and the LLP are aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Purpose of this Supplement

The purpose of this Supplement is to:

- (i) incorporate by reference the unaudited consolidated financial statements for the six months ended 30 June 2019;
- (ii) incorporate by reference the Capital Update (as defined below) dated 11 December 2019;
- (iii) incorporate by reference, the Capital Update News Release (as defined in this Supplement) was published via RNS on 11 December 2019;
- (iv) amend certain statements relating to the Core Tier 1 capital ratio of the Society; and
- (v) update the “Significant or material change” statement.

Documents incorporated by reference

- (a) The Issuer has published its interim financial report for the six months ended 30 June 2019 (the **Interim Financial Report 30 June 2019**). By virtue of this supplement, the unaudited consolidated financial statements for the six months ended 30 June 2019, together with notes to the interim financial report and the independent auditors' review thereon, as set out on pages 9 to 12, 13 to 30, and 32, respectively, of the Interim Financial Report 30 June 2019, which have been previously published and filed with the FCA, shall be deemed to be incorporated in, and form part of, the Offering Circular and supplement the section entitled "Documents Incorporated by Reference" on page 11 of the Offering Circular.
- (b) By virtue of this Supplement, the capital update dated 11 December 2019 (the **Capital Update**) shall be deemed to be incorporated in, and form part of, the Offering Circular and supplement the section entitled "Documents Incorporated by Reference" on page 11 of the Offering Circular.
- (c) By virtue of this Supplement, the announcement titled "Coventry Building Society Reports Robust Financial Results" (RNS Number 5874W) (**Capital Update News Release**) which was published by Coventry Building Society on 11 December 2019, shall be deemed to be incorporated in, and form part of, the Offering Circular and supplement the section entitled "Documents Incorporated by Reference" on page 11 of the Offering Circular.

Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement which this Supplement relates to.

Amendments to statements relating to the Core Tier 1 capital ratio of the Society

- (a) The section headed "Capital Base" on pages 131-132 of the Prospectus is deleted in its entirety and replaced with the following:

"Capital base

The Society is well capitalised and had a Core Tier 1 capital ratio of 33.9 per cent. at the end of 2018 (as restated on 11 December 2019). The table below sets out the consolidated capital ratios of the Society (on an individual consolidated basis), based on the Society's current understanding of the applicable regulatory capital requirements. Investors should note the disclosures made in the Capital Update and the Capital Update News Release, each as incorporated by reference into this Prospectus.

	end point 31 December 2018 (as restated on 11 December 2019) (%)	end-point 31 December 2017 (%)
Common Equity Tier 1 (as a percentage of risk weighted assets)	33.9	34.9
Leverage ratio	4.2	4.3
Modified Leverage Ratio	4.6	4.6

The Common Equity Tier 1 capital ratio is the sum of general reserves less various prescribed deductions, divided by risk weighted assets."

- (b) The statement “Common Equity Tier 1 ratio of 35.5 per cent.” under the heading “Final Results” on page 134 of the Prospectus is amended to read “Common Equity Tier 1 ratio of 33.9% (as restated on 11 December 2019)”
- (c) The statement “Capital, reserves and subordinated liabilities and subscribed capital of £2,187.5 million enabled the Society to achieve a Common Equity Tier 1 ratio of 35.5 per cent. under current regulatory requirements” under the heading “Savers” on pages 133-134 of the Prospectus is amended to read “Capital, reserves and subordinated liabilities and subscribed capital of £2,187.5 million enabled the Society to achieve a Common Equity Tier 1 ratio of 33.9 per cent. (as restated on 11 December 2019) under current regulatory requirements”.

Significant or material change statement

The “Significant or Material Change” statement on page 220 of the Offering Circular is deleted in its entirety and replaced as follows:

“There has been no significant change in the financial performance or the financial position of the Issuer, or the Coventry Group since 30 June 2019, being the date of its last published interim financial statements, and there has been no material adverse change in the prospects of the Issuer or the Coventry Group since 31 December 2018.

There has been no significant change in the financial performance or the financial position of the LLP since 31 December 2018, and there has been no material adverse change in the prospects of the LLP since 31 December 2018.”

General

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

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

Save as disclosed in this Supplement and any other supplements to the Offering Circular previously issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

This Supplement will be published on the website of the London Stock Exchange. The Issuer and the LLP will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Offering Circular. Written requests for such documents should be directed either to the Issuer at Coventry Building Society, Economic House, PO Box 9, High Street, Coventry CV1 5QN, and marked for the attention of the Secretary and Solicitor or (as applicable) the LLP, at its office set out at the end of Offering Circular . Copies of all documents incorporated by reference in this Supplement can also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html.

The date of this Supplement is 7 January 2020.