

FINAL TERMS

11 January 2017

Coventry Building Society
Issue of Regulated €500,000,000 Series 8 0.50 per cent. due 2024 irrevocably and unconditionally
guaranteed as to payment of principal and interest by Coventry Building Society Covered Bonds LLP
under the €7billion Global Covered Bond Programme

The Programme has been registered and notice of these Covered Bonds will be made, under the Regulated Covered Bonds Regulations 2008 (SI 2008/346).

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 29 June 2016 and the supplemental Offering Circular dated 22 November 2016 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Offering Circular. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Offering Circular. Copies of the Offering Circular and the supplemental Offering Circular are available free of charge to the public at the principal office of the Issuer and from the specified office of each of the Paying Agents.

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| 1. | (i) | Issuer: | Coventry Building Society |
| | (ii) | Guarantor: | Coventry Building Society Covered Bonds LLP |
| 2. | (i) | Series Number: | 8 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Series which Covered Bonds will be consolidated and form a single Series with: | Not Applicable |
| | (iv) | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable |
| 3. | | Specified Currency or Currencies: | € |
| 4. | | Nominal Amount of Covered Bonds to be issued: | €500,000,000 |
| 5. | | Aggregate Nominal Amount of the Covered Bonds Admitted to trading: | |
| | (i) | Series: | €500,000,000 |
| | (ii) | Tranche: | €500,000,000 |

6.	(i)	Issue Price:	99.76 per cent. of the Aggregate Nominal Amount
7.	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Covered Bonds in definitive form will be issued with a denomination above €199,000.
	(ii)	Calculation Amount:	€1,000
8.	(i)	Issue Date:	12 January 2017
	(ii)	Interest Commencement Date:	Issue Date
9.	(i)	Final Maturity Date:	12 January 2024
	(ii)	Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	Interest Payment Date falling in or nearest to 12 January 2025
10.		Interest Basis:	0.50 per cent. Fixed Rate
11.		Redemption/Payment Basis:	100 per cent. of the nominal value
12.		Change of Interest Basis or Redemption/Payment Basis:	<p>From and including the Interest Commencement Date to but excluding the Final Maturity Date: 0.50 per cent. per annum payable annually in arrear</p> <p><i>(further particulars specified in paragraph 15 below)</i></p> <p>From and including the Final Maturity Date to but excluding the Extended Due for Payment Date: 1 Month EURIBOR + 0.18 per cent. per annum Floating Rate payable monthly in arrear</p> <p><i>(further particulars specified in paragraph 16 below)</i></p>
13.		Call Options:	Not Applicable
14.		Date Board approval for issuance of Covered Bonds obtained:	23 November 2016 in respect of the Issuer and 9 January 2017 in respect of the LLP

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.		Fixed Rate Covered Bond Provisions	Applicable from and including the Interest Commencement Date to but excluding the Final Maturity Date
	(i)	Fixed Rate(s) of Interest:	0.50 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	12 January in each year commencing 12 January

		2018 up to and including the Final Maturity Date
(iii)	Business Day Convention:	Following Business Day Convention, unadjusted
(iv)	Business Day(s): Additional Business Centre(s):	London, TARGET2 Not Applicable
(v)	Fixed Coupon Amount(s):	€5.00 per Calculation Amount
(vi)	Initial Broken Amount(s):	Not Applicable
(vii)	Final Broken Amount:	Not Applicable
(viii)	Day Count Fraction:	Actual/Actual (ICMA)
(ix)	Determination Date(s):	12 January in each year
16.	Floating Rate Covered Bond Provisions	Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date
(i)	Specified Period(s)/Specified Interest Payment Date(s):	12th day of each month. The First Interest Payment Date shall be 12 February 2024
(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Additional Business Centre(s):	Not Applicable
(iv)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(v)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
(vi)	Screen Rate Determination:	Applicable
	– Reference Rate and Relevant Financial Centre:	Reference Rate: 1 month EURIBOR Relevant Financial Centre: Brussels
	– Interest Determination Date(s):	The second day on which the TARGET2 system is open prior to the start of each Interest Period
	– Relevant Screen Page:	Reuters Screen EURIBOR01 (or any replacement thereto)
(vii)	ISDA Determination:	Not Applicable
(viii)	Margin(s):	+0.18 per cent. per annum.
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable

(xi)	Day Count Fraction:	Actual/360 (adjusted)
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17.	Zero Coupon Covered Bond Provisions	Not Applicable
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PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

18.	Issuer Call:	Not Applicable
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19.	Covered Bondholder Put Option:	Not Applicable
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20.	Final Redemption Amount:	€1,000 per Calculation Amount
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21.	Early Redemption Amount payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default	€1,000 per Calculation Amount
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GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

22.	New Global Covered Bond:	Yes
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23.	Form of Covered Bonds:	<p>Bearer Covered Bonds:</p> <p>Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event</p>
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24.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
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25.	Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature):	No
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26.	Redenomination:	Not Applicable
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PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Admission to Trading | Application is expected to be made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market and to the Official List of the UK Listing Authority with effect from 12 January 2017. |
| (ii) | Estimate of total expenses related to admission to trading: | £3,600 |

2. RATINGS

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| (i) | Ratings: | The Covered Bonds to be issued have been rated:
Moody's: Aaa
Fitch: AAA |
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Lead Managers and their affiliates have engaged in and may in the future engage in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and/or the LLP and/or the LLP and it or their affiliates in the ordinary course of business.

4. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS1529880368 |
| (ii) | Common Code: | 152988036 |
| (iii) | (Any other relevant codes such as CUSIP AND CINS codes) | Not Applicable |
| (iv) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |

5. DISTRIBUTION

U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
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6. YIELD (*Fixed Rate Covered Bonds only*)

Indication of yield:	0.535 per cent. per annum
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

Signed on behalf of the Issuer:

By: 

Duly authorised

Signed on behalf of the LLP:

By: 

Duly authorised