

**SUPPLEMENTARY OFFERING CIRCULAR DATED 18 MAY 2021  
TO THE OFFERING CIRCULARS SET OUT IN THE SCHEDULE HERETO**

## **Coventry Building Society**

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

This Supplement (the **Supplement**) to the offering circulars listed in the Schedule hereto, each of which, as supplemented by the supplementary offering circulars dated 5 March 2021 (the **Offering Circulars**), together 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 Programmes (as defined herein) established by Coventry Building Society (the **Issuer**). Terms defined in the Offering Circulars have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circulars and the documents incorporated by reference therein and any other supplements to the Offering Circulars 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, in respect of each of the Offering Circulars:

- (i) incorporate by reference the Issuer's Annual Report and Accounts 2020 (as defined in this Supplement), which was published by Coventry Building Society via the RNS on 4 March 2021;
- (ii) incorporate by reference the LLP's Annual Report and Accounts 2020 (as defined in this Supplement) for the CB1 Programme;
- (iii) update the no significant change statement of the Issuer and Coventry Group and the no material adverse change statement of the Issuer; and
- (iv) update the no significant change statement and the no material adverse change statement of the LLP for the CB1 Programme.

### **Documents incorporated by reference**

By virtue of this Supplement:

- (i) the audited consolidated and non-consolidated annual financial statements of the Society for the financial year ended 31 December 2020 (the **Issuer's Annual Report and Accounts 2020**), as set out on the following pages shall be deemed to be incorporated in, and form part of, the Offering Circulars

and supplement the sections entitled “*Documents Incorporated by Reference*” of the Offering Circulars; and

	<i>For the financial year ended 31 December 2020</i>
Independent Auditors' Report .....	Pages 118 to 127
Income Statements .....	Page 128
Statements of Comprehensive Income.....	Page 128
Balance Sheets .....	Page 129
Statements of Changes in Members' Interests and Equity.....	Page 130
Statements of Cash Flows.....	Page 131
Notes to the Accounts .....	Pages 132 to 174
Glossary .....	Pages 177 to 183

- (ii) the audited consolidated and non-consolidated annual financial statements of the LLP for the financial year ended 31 December 2020 (the **LLP’s Annual Report and Accounts 2020**), shall be deemed to be incorporated in, and form part of, the CB1 Programme Offering Circular and supplement the section entitled “*Documents Incorporated by Reference*” of the CB1 Programme 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.

#### **Significant or Material Adverse**

The Significant or Material Change statement on page 230 of the CB1 Programme Offering Circular is deleted and replaced in as set out below:

"There has been no significant change in the financial performance or the financial position of the Issuer or the Coventry Group since 31 December 2020, being the date to which the Coventry Group’s last published its audited consolidated and non-consolidated annual financial statements (as set out in the Issuer’s Annual Report and Accounts 2020) was prepared.

There has been no material adverse change in the prospects of the Issuer since 31 December 2020, being the date to which the Issuer’s last published audited financial information (as set out in the Issuer’s Annual Report and Accounts 2020) was prepared.

There has been no significant change in the financial performance or the financial position, nor has there been any material adverse change in the prospects of the LLP since 31 December 2020, being the date of the LLP’s last audited non-consolidated annual accounts."

The Significant or Material Change statement on page 237 of the CB2 Programme Offering Circular is deleted and replaced in as set out below:

"There has been no significant change in the financial performance or the financial position of the Issuer or the Coventry Group since 31 December 2020, being the date to which the Coventry Group’s last published its audited consolidated and non-consolidated annual financial statements (as set out in the Issuer’s Annual Report and Accounts 2020) was prepared.

There has been no material adverse change in the prospects of the Issuer since 31 December 2020, being the date to which the Issuer’s last published audited financial information (as set out in the Issuer’s Annual Report and Accounts 2020) was prepared.

There has been no significant change in the financial performance or the financial position, nor has there been any material adverse change in the prospects of the LLP since 6 August 2020 (being its date of incorporation."

## General

If the documents which are incorporated by reference in the Offering Circulars 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 Circulars 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 Circulars 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 Circulars by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circulars, the statements referred to in (a) above will prevail.

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

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 Circulars. 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 Circulars. 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](http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html).

The date of this Supplement is 18 May 2021.

**Schedule**  
**List of Offering Circulars**

**CB1 Programme Offering Circular**

- Offering Circular dated 22 December 2020 relating to the Coventry Building Society €7 billion Global Covered Bond Programme unconditionally and irrevocably guaranteed as to payments by Coventry Building Society Covered Bonds LLP (the **CB1 Programme**).

**CB2 Programme Offering Circular**

- Offering Circular dated 14 October 2020 relating to the Coventry Building Society €10 billion Global Covered Bond Programme unconditionally and irrevocably guaranteed as to payments by Coventry Godiva Covered Bonds LLP (the **CB2 Programme**).