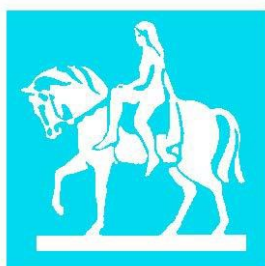


Supplementary Prospectus dated 25 April 2017



COVENTRY BUILDING SOCIETY

(Incorporated in England under the Building Societies Act 1986)

£3,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Prospectus dated 28 October 2016 (the **Prospectus**), which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (the **Prospectus Directive**), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (**FSMA**) and is prepared in connection with the £3 billion Euro Medium Term Note Programme (the **Programme**) established by Coventry Building Society (the **Issuer**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

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

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

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to incorporate by reference the Issuer's audited consolidated financial statements for the year ended 31 December 2016.

Documents incorporated by reference

On 23 February 2017, the Issuer published its Annual Report and Accounts for the year ended 31 December 2016 (the **Annual Financial Report 2016**). The Issuer's audited consolidated financial statements for the year ended 31 December 2016, together with the Notes to the Accounts and the Independent Auditor's Report thereon, as set out on pages 102-105, 106-143 and 96-101, respectively, of the Annual Financial Report 2016 have been previously published and filed with the FCA and are incorporated in, and form a part of, this Supplement and, by virtue of their incorporation in this Supplement, are incorporated by reference in, and form part of, the Prospectus.

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 the Prospectus which this Supplement relates to.

General

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 December 2016 and there has been no material adverse change in the prospects of the Issuer since 31 December 2016.

If the documents which are incorporated by reference in the Prospectus 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 Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus 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 Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements referred to in (a) above will prevail.

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

This Supplement will be published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-detail/CVBP/13138163.html>. The Issuer 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 Prospectus. Written or oral requests for such documents should be directed to the Issuer at its principal office at Oak Tree House, Binley Business Park, Coventry CV3 2UN. 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 <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

The date of this Supplement is 25 April 2017.