

FINAL TERMS

UK MiFIR product governance/Professional investors and ECPs only target market - Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Prohibition of sales to EEA retail investors – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

Prohibition of sales to UK retail investors – The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

9 July 2026

NATIONWIDE BUILDING SOCIETY

*(incorporated in England under the Building Societies Act 1986, as amended)
(Legal Entity Identifier (LEI): 549300XFX12G42QIKN82)*

**U.S.\$750,000,000
Fixed-to-Floating Rate Senior Non-Preferred Notes due July 2037
issued pursuant to its
U.S.\$30,000,000,000 Global Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 12 June 2026 (the "**Base Prospectus**") which constitutes a base prospectus for the purposes of the UK Prospectus Regime. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regime and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of the London Stock Exchange through a regulatory information service (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) and are available on the website of the Issuer at <https://www.nationwide.co.uk/investor-relations/gmtn-terms-of-access/>.

The expression "**UK Prospectus Regime**" means the FCA Handbook Prospectus Rules: Admission to Trading on a Regulated Market sourcebook and the Public Offers and Admissions to Trading Regulations 2024.

TYPE OF NOTE

- 1. **Status of the Notes:** Senior Non-Preferred
- 2. **Interest Basis:** Combination
(see paragraphs 10, 12 and 14 below)

DESCRIPTION OF THE NOTES

- 3. **New Global Note:** No
- 4. **Form of Notes:** **Registered Notes:**

Unrestricted Global Certificate exchangeable for Unrestricted Individual Certificates only upon a Global Certificate Exchange Event

Restricted Global Certificate exchangeable for Restricted Individual Certificates only upon a Global Certificate Exchange Event

and

		Unrestricted Global Certificate and Restricted Global Certificate each registered in the name of a nominee for DTC
5.	(a) Series Number:	GMTN 2026-02
	(b) Tranche Number:	1
	(c) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
6.	(a) Nominal Amount of Notes to be issued (Nominal Trading Method):	U.S.\$750,000,000
	(b) Aggregate nominal amount of Series (if more than one issue for the Series):	Not Applicable
	(c) Specified Currency:	U.S. Dollar (" U.S.\$ ")
	(d) Specified Denomination(s):	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(e) Calculation Amount:	U.S.\$1,000
7.	Issue Price:	100.000 per cent. of the Nominal Amount of the Notes
8.	Issue Date:	14 July 2026
9.	Interest Commencement Date:	Issue Date
10.	Automatic/optional conversion from one Interest Basis to another:	Interest will accrue on the Notes for the period from (and including) the Interest Commencement Date to (but excluding) the Optional Redemption Date specified at paragraph 18(a) below (the " Fixed Rate Period ") at the Fixed Rate of Interest specified at paragraph 12(a) below, and thereafter interest will accrue from (and including) the Optional Redemption Date to (but excluding) the Maturity Date (the " Floating Rate Period ") at the relevant Rate of Interest determined in accordance with paragraph 14 below
11.	Additional Financial Centre(s):	London, New York

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12.	Fixed Rate Note Provisions:	Applicable in respect of the Fixed Rate Period
-----	------------------------------------	--

(a)	Fixed Rate(s) of Interest:	5.519 per cent. per annum payable in arrear on each Fixed Interest Date
(b)	Fixed Interest Date(s):	14 January and 14 July in each year from (and including) 14 January 2027 up to (and including) the Optional Redemption Date
(c)	Initial Broken Amount per denomination:	Not Applicable
(d)	Fixed Coupon Amount(s):	U.S.\$27.595 per Calculation Amount
(e)	Broken Amount(s):	Not Applicable
(f)	Final Broken Amount per denomination:	Not Applicable
(g)	Day Count Fraction:	30/360
(h)	Business Day Convention:	Following Business Day
	• Adjusted:	Not Applicable
	• Non-Adjusted:	Applicable
(i)	Additional Business Centre(s):	London, New York
(j)	Determination Date(s):	Not Applicable
13.	Zero Coupon Note Provisions:	Not Applicable
14.	Floating Rate Note Provisions:	Applicable in respect of the Floating Rate Period
(a)	Calculation Agent:	The Agent
(b)	Interest Period(s) or specified Interest Payment Date(s):	14 October 2036, 14 January 2037, 14 April 2037 and the Maturity Date, subject in each case, other than the Maturity Date, to adjustment in accordance with the Business Day Convention specified below
(c)	Business Day Convention:	Modified Following Business Day
(d)	Additional Business Centre(s):	London, New York
(e)	First Interest Payment Date:	14 October 2036, subject to adjustment in accordance with the Business Day Convention specified above
(f)	Screen Rate Determination:	

- Reference Rate: Compounded Daily SOFR
- Term Rate: Not Applicable
- Overnight Rate: Applicable
 - Index Determination: Not Applicable
 - D: 360
 - Observation Method: Observation Shift
 - Lag Period: Not Applicable
 - Observation Shift Period: 2 U.S. Government Securities Business Days
 - Interest Determination Date(s): The second U.S. Government Securities Business Day prior to the relevant Interest Payment Date (or other date on which payment of interest falls due)
 - Relevant Screen Page: Not Applicable
- (g) Linear Interpolation: Not Applicable
- (h) Margin(s): +1.418 per cent. per annum
- (i) Minimum Rate of Interest (if any): As per Condition 3.2(c)
- (j) Maximum Rate of Interest (if any): Not Applicable
- (k) Day Count Fraction: Actual/360
- 15. **Reset Note Provisions:** Not Applicable
- 16. **Benchmark Discontinuation:** Applicable
 - (a) Benchmark Replacement: Not Applicable
 - (b) Benchmark Transition: Applicable – Condition 3.4(b) applies

PROVISIONS REGARDING REDEMPTION/MATURITY

- 17. **Maturity Date:** 14 July 2037
- 18. **Redemption at Issuer's option:** Applicable
 - (a) Optional Redemption Date(s): 14 July 2036

	(b) Optional Redemption Amount:	U.S.\$1,000 per Calculation Amount
	(c) If redeemable in part:	Not Applicable – the Notes are redeemable in whole only and not in part
	(d) Notice periods:	Minimum period: 15 days Maximum period: 30 days
19.	Clean-up Call:	Not Applicable
20.	Regulatory Event (Subordinated Notes only):	Not Applicable
21.	(a) Senior Non-Preferred Notes: Loss Absorption Disqualification Event Redemption:	Applicable – see Condition 4.4
	(b) Loss Absorption Disqualification Event:	Full or Partial Exclusion
	(c) Senior Non-Preferred Notes: Substitution and Variation:	Applicable
22.	Redemption at Noteholder’s option:	Not Applicable
23.	Final Redemption Amount:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
24.	Early Redemption Amount payable on redemption following a Tax Event or (for Subordinated Notes only) a Regulatory Event or (for Senior Non-Preferred Notes only) a Loss Absorption Disqualification Event or (for any Note) on an Event of Default:	U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THIS ISSUE OF NOTES

25.	U.S. Selling Restrictions:	Reg S Compliance Category 2; TEFRA not applicable Rule 144A: Qualified Institutional Buyers only
-----	-----------------------------------	---

THIRD PARTY INFORMATION

The indicative rating descriptions set out in Part B of these Final Terms have been extracted from the respective websites of Moody’s Investors Service Limited ("**Moody’s**"), S&P Global Ratings UK Limited ("**S&P**") and Fitch Ratings Ltd ("**Fitch**"). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by each credit rating agency, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By: [RYAN JONES]
.....
Duly Authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and listing on the Official List of the FCA with effect from on or around the Issue Date.
- (b) Estimated total expenses related to admission to trading: GBP6,700 plus VAT

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Moody's: A3

S&P: BBB+

Fitch: A

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

The rating agencies above have published the following high-level descriptions of such ratings:

- A rating of A3 by Moody's is described by it as: "Obligations rated A are judged to be upper-medium grade and are subject to low credit risk" and "the modifier 3 indicates a ranking in the lower end of that generic rating category" (Source: <https://ratings.moody's.com/rating-definitions>).
- A rating of BBB+ by S&P is described by it as "An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation". "Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to

show relative standing within the rating categories".

(Source:

<https://www.spglobal.com/ratings/en/regulatory/article/190705-s-p-global-ratings-definitions-s504352>)

- A rating of A by Fitch is described by it as "'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings". (Source: <https://www.fitchratings.com/products/rating-definitions#about-rating-definitions>)

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **YIELD**

Indication of yield: 5.519 per cent. per annum (on a semi-annual basis) to (but excluding) the Optional Redemption Date

The yield is calculated on the basis of the Fixed Rate of Interest applicable up to (but excluding) the Optional Redemption Date and the Issue Price as at the Issue Date. It is not an indication of future yield.

5. **OPERATIONAL INFORMATION**

- | | | |
|-----|---|--|
| (a) | ISIN: | <i>144A Notes:</i> US638602BV35
<i>Regulation S Notes:</i> USG6398ADG97 |
| (b) | Common Code: | <i>144A Notes:</i> 344173079
<i>Regulation S Notes:</i> 344173206 |
| (c) | CUSIP: | <i>144A Notes:</i> 638602BV3
<i>Regulation S Notes:</i> G6398ADG9 |
| (d) | Any clearing system(s) other than Euroclear and | Not Applicable |

Clearstream, Luxembourg or DTC and the relevant identification number(s):

- (e) Names and addresses of additional Notes Agent(s) (if any) and name of Registrar: HSBC Bank USA, National Association (as U.S. Registrar, U.S. Paying Agent and U.S. Transfer Agent)
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable
- (g) Relevant Benchmark: Compounded Daily SOFR is provided by the Federal Reserve Bank of New York. As far as the Issuer is aware, as at the date hereof, Compounded Daily SOFR does not fall within the scope of the UK Benchmarks Regulation.

6. **DISTRIBUTION**

- (a) Prohibition of sales to EEA retail investors: Applicable
- (b) Prohibition of sales to UK retail investors: Applicable
- (c) Prohibition of Sales to Belgian Consumers: Applicable
- (d) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable
- (e) Names of Joint Lead Managers: Barclays Capital Inc.
Citigroup Global Markets Inc.
HSBC Securities (USA) Inc.
J.P. Morgan Securities LLC
Morgan Stanley & Co. LLC

7. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

- (a) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus.
- (b) Estimated net proceeds: U.S.\$747,750,000