

## FINAL TERMS

**MiFID II 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 eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); 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 MiFID II 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in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 (the “**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 PRIIPs Regulation.

In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined the classification of the Notes as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

July 16, 2019

**Nationwide Building Society**

**Legal Entity Identifier (LEI): 549300XFX12G42QIKN82**

**\$1,000,000,000 Fixed-to-Floating Rate Senior Non-Preferred Notes due July 18, 2030  
issued pursuant to its \$20,000,000,000 Senior Preferred, Senior Non-Preferred and Subordinated Medium-Term  
Note Program**

### **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 June 25, 2019 which constitutes a base prospectus for the purposes of the Prospectus Directive (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. 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>).

## TYPE OF NOTE

1.	Status of the Notes:	Senior Non-Preferred
	(a) Senior Non-Preferred Notes:	Applicable
	Waiver of Set-off:	Applicable
	(b) Senior Non-Preferred Notes: Restricted Events of Default:	Applicable
	(c) Senior Non-Preferred Notes: Gross-up of principal:	Applicable
2.	Interest Basis:	Combination
3.	Change of Interest Rate Basis:	Fixed/Floating Rate

## DESCRIPTION OF THE NOTES

4.	(a) Series Number:	2019-2
	(b) Tranche Number:	1
5.	(a) Nominal Amount of Notes to be issued:	\$1,000,000,000
	(b) Aggregate nominal amount of Series (if more than one issue for the Series):	Not Applicable
	(c) Specified Currency:	US dollars (\$)
	(d) Currency Determination Agent:	Not Applicable
	(e) Specified Denomination(s):	\$200,000 and integral multiples of \$1,000 in excess thereof
6.	Issue Price:	100.000%
7.	Issue Date:	18 July 2019
8.	Original Issue Date:	18 July 2019
9.	Interest Commencement Date:	18 July 2019
10.	Automatic/optional conversion from one Interest Basis to another:	3.960% per annum Fixed Rate from (and including) the Interest Commencement Date to (but excluding) 18 July 2029 (the “ <b>Fixed Rate Period</b> ”) and 3 month LIBOR + 1.855% per annum from (and including) 18 July 2029 to (but excluding) the Maturity Date (the “ <b>Floating Rate Period</b> ”)
11.	Additional Business Center(s):	London

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12.	Fixed Rate Note Provisions:	Applicable in respect of the Fixed Rate Period
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	(a)	Fixed Rate(s) of Interest:	3.960% per annum payable in arrear on each Fixed Interest Date
	(b)	Interest Payment Date(s):	18 January and 18 July in each year from (and including) 18 January 2020 to (and including) 18 July 2029
	(c)	Day Count Fraction:	30/360
	(d)	Business Day Convention:	Following Business Day
	(i)	Adjusted:	Not Applicable
	(ii)	Non-Adjusted:	Applicable
	(e)	Calculation Agent responsible for calculating the amount of interest (if not the Agent):	Not Applicable
	(f)	Determination Date(s):	Not Applicable
<b>13.</b>		Zero Coupon Note Provisions:	Not Applicable
<b>14.</b>		Floating Rate Note Provisions:	Applicable in respect of the Floating Rate Period
	(a)	Calculation Agent responsible for calculating the Interest Rate and Interest Amount (if not the Agent):	Not Applicable
	(b)	Interest Period(s) or specified Interest Payment Date(s):	18 October 2029, 18 January 2030, 18 April 2030 and 18 July 2030
	(c)	Business Day Convention:	Modified Following Business Day
	(i)	Adjusted:	Applicable
	(ii)	Non-Adjusted:	Not Applicable
	(d)	First Interest Payment Date:	18 October 2029
	(e)	Interest Determination Date and Calculation Date:	The Interest Determination Date will be the second London Business Day prior to the start of each Interest Period and the Calculation Date will be the Interest Determination Date
	(f)	Interest Rate Basis/Bases:	LIBOR
	(g)	Designated CMT Reuters Page:	Not Applicable
	(h)	Designated EURIBOR Page:	Not Applicable
	(i)	Designated LIBOR Currency:	Not Applicable
	(j)	Designated LIBOR Page:	LIBOR 01
	(k)	Initial Interest Rate:	Floating Rate that is determined in relation to the Interest Period commencing 18 July 2029
	(l)	Initial Interest Reset Date:	18 October 2029

- (m) Interest Reset Period: Quarterly
- (n) Interest Reset Dates: 18 October 2029, 18 January 2030 and 18 April 2030
- (o) Index Maturity: Three months
- (p) Designated CMT Maturity Index: Not Applicable
- (q) Margin(s): plus 1.855% per annum
- (r) Minimum Interest Rate (if any): Not Applicable
- (s) Maximum Interest Rate (if any): Not Applicable
- (t) Day Count Fraction: Actual/360
- 15. Reset Note Provisions: Not Applicable
- 16. Benchmark Replacement: Applicable

**PROVISIONS REGARDING REDEMPTION/MATURITY**

- 17. Maturity Date: 18 July 2030
- 18. Redemption at Issuer's option: Applicable
  - (a) Early Redemption Date(s): 18 July 2029
  - (b) Redemption Price of each Note: \$1,000 per Note of \$1,000 Specified Denomination
  - (c) Notice Periods: Minimum period: 15 business days
- 19. (a) Senior Non-Preferred Notes: Loss Absorption Disqualification Event Redemption: Applicable
  - (b) Loss Absorption Disqualification Event: Full or Partial Exclusion
  - (c) Senior Non-Preferred Notes: Substitution and Variation: Applicable
- 20. Repayment at holder's option: Not Applicable
- 21. Minimum Denomination for early redemption/repayment: The entire outstanding principal amount of the Notes at the applicable date
- 22. Regulatory Event (subordinated notes only): Not Applicable

Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By: K. Elason ..... By: Mobasar .....  
*Duly Authorized* *Duly Authorized*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

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|-----|---|---|
| (a) | Listing and Admission to trading:                           | The regulated market / official list of London Stock Exchange plc |
| (b) | Estimate of total expenses related to admission to trading: | \$5,000   |

### 2. RATINGS

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|--|--|
| Ratings:   | The Notes to be issued had been rated: |
| Moody's Investors Service Limited:                       | Baa1                                   |
| Standard & Poor's Credit Market Services Europe Limited: | BBB+                                   |
| Fitch Ratings Ltd.:                                      | A                                      |

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

Save for any fees payable to the Placement Agent(s), so far as the Issuer is aware, no person involved in the issue of the notes has an interest material to the offer. The Placement Agent(s) 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 (*Fixed Rate Notes only*)

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|----------------------|--|
| Indication of yield: | 3.960% per annum in respect of the Fixed Rate Period |
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### 5. OPERATIONAL INFORMATION

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|-----|---|---|
| (a) | CUSIP:  | 144A: 63861VAE7<br>Reg S: 63861WAE5       |
| (b) | ISIN Code:  | 144A: US63861VAE74<br>Reg S: US63861WAE57 |
| (c) | Common Code:  | 144A: 203051832<br>Reg S: 203051891       |
| (d) | CFI:  | DTFUFRR                                   |
| (e) | FISN:   | NATIONWIDE BLDG/TRA # TR UNSEC            |
| (f) | Any clearing system(s) other than The Depository Trust Company and the relevant identification number(s): | Not Applicable                            |
| (g) | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable                            |

(h) Relevant Benchmarks:

LIBOR is provided by ICE Benchmark Administration Limited. As of the date hereof, ICE Benchmark Administration Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the Benchmarks Regulation.

**6. DISTRIBUTION**

(a) Prohibition of Sales to EEA Retail Investors:                      Applicable

**7. U.S. FEDERAL INCOME TAX CONSIDERATIONS**

Not applicable