

SUPPLEMENT DATED 20 NOVEMBER 2020
TO THE BASE PROSPECTUSES REFERRED TO BELOW



Nationwide Building Society

(Incorporated in England under the Building Societies Act 1986, as amended)

U.S.\$25,000,000,000 European Note Programme

(the European Note Programme)

€45,000,000,000 Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments by

Nationwide Covered Bonds LLP (the LLP)

(a limited liability partnership incorporated in England and Wales)

(the Global Covered Bond Programme)

U.S.\$20,000,000,000 Senior Preferred, Senior Non-Preferred and Subordinated Medium-Term Note Programme

(the USMTN Programme)

This supplement (the **Supplement**) to the base prospectus dated 30 October 2020 for the European Note Programme, the base prospectus dated 3 February 2020 for the Global Covered Bond Programme (as supplemented on 10 July 2020) and the base prospectus dated 19 August 2020 for the USMTN Programme (together, the **Base Prospectuses** and each a **Base Prospectus**) constitutes a supplement to each Base Prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the European Note Programme, the Global Covered Bond Programme and the USMTN Programme, each established by Nationwide Building Society (the **Issuer**). Terms defined in the Base Prospectuses have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129.

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

The Issuer and, in respect of the Global Covered Bond Programme only, the LLP, each accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and, in respect of the Global Covered Bond Programme only, the LLP, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

Purpose of this Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference the interim results of the Issuer for the six-month period ended 30 September 2020 (the **Interim Results**); and
- (b) include a new ‘*Significant Change*’ statement.

Interim Results

On 20 November 2020, the Issuer published the Interim Results. By virtue of this Supplement, the following sections of the Interim Results are incorporated in, and form part of, each Base Prospectus:

- (a) Consolidated interim financial statements (pages 72 to 77);
- (b) Notes to the consolidated interim financial statements (pages 78 to 101);
- (c) Responsibility statement (page 102); and
- (d) Independent review report (pages 103 to 104).

Any other information incorporated by reference that is not included in the cross-reference list above is considered additional information to be disclosed to investors rather than information required by the relevant Annexes of the Commission Delegated Regulation (EU) No 2019/980. 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 relevant Base Prospectus.

General Information

There has been no significant change in the financial performance or financial position of the Issuer or the Group since 30 September 2020.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the relevant Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the relevant Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement to any of the Base Prospectuses issued previously, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectuses since the respective dates of publication of the Base Prospectuses.

The date of this Supplement is 20 November 2020.