

18 November 2010

Nationwide Building Society
JPY 5,000,000,000 Fixed Rate Notes due 8 December 2015
issued pursuant to its U.S.\$25,000,000,000 European Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 28 September 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the Prospectus Directive). 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 is available for viewing during normal office hours at, and copies may be obtained from, the principal office of the Issuer at Nationwide House, Pipers Way, Swindon SN38 1NW and the specified offices of each of the Paying Agents.

TYPE OF NOTE

- | | | |
|----|---|----------------|
| 1. | Deposit/Ordinary/Subordinated: | Ordinary |
| 2. | Interest/Payment Basis: | Fixed Rate |
| 3. | If Instalment Note, insert Instalment Amount(s)/Instalment Date(s): | Not Applicable |
| 4. | If Partly Paid Notes, insert amount of each instalment (expressed as a percentage of the nominal amount of each Note)/due dates for any subsequent instalment/consequences of failure to pay/rate of interest: | Not Applicable |
| 5. | If Dual Currency Notes, insert the Rate(s) of Exchange/fallback provisions/person at whose option Specified Currency is to be payable/details of party (if any) responsible for calculating the principal and/or interest due (if not the Agent): | Not Applicable |

DESCRIPTION OF THE NOTES

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| 6. | New Global Note: | No |
| 7. | Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes |

- only upon an Exchange Event
8. (a) Talons for future Coupons to be attached to Definitive Notes: No
 - (b) Date(s) on which the Talons mature: Not Applicable
 9. (a) Series Number: 421
 - (b) Tranche Number: 1
 - (c) Details (including the date on which the Notes become fully fungible) if forming part of an existing Series: Not Applicable
 10. (a) Nominal Amount of Notes to be issued: JPY 5,000,000,000
 - (b) Aggregate nominal amount of Series (if more than one issue for the Series): JPY 5,000,000,000
 - (c) Specified Currency (or Currencies in the case of Dual Currency Notes): Japanese Yen “JPY”
 - (d) Specified Denomination(s): JPY 200,000,000
 - The Notes may not be subdivided or reissued in a smaller denomination
 - (e) Calculation Amount: JPY 200,000,000
 - (f) Tradeable Amount: JPY 200,000,000
 11. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
 12. Issue Date: 22 November 2010
 13. Interest Commencement Date: Issue Date

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Automatic/optional conversion from one Interest/Payment Basis to another: Not Applicable

FIXED RATE NOTES

Applicable

15. (a) Fixed Rate(s) of Interest: 1.306 per cent. per annum
- (b) Fixed Interest Date(s): 8 December and 8 June in each year from and including 8 June 2011 to and including the Maturity Date, subject

to adjustment for payment only in accordance with the Modified Following Business Day Convention

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|--|---|
| (c) Initial Broken Amount per denomination: | JPY 1,422,089 per Calculation Amount payable on 8 June 2011 |
| (d) Fixed Coupon Amount(s) | 1,306,000 per Calculation Amount |
| (e) Broken Amount(s) | As per 15 (c) |
| (f) Final Broken Amount per denomination: | Not Applicable |
| (g) Day Count Fraction: | 30/360 <i>une jour</i> |
| (h) Determination Date(s): | Not Applicable |
| (i) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |

ZERO COUPON NOTES Not Applicable

FLOATING RATE NOTES OR INDEXED INTEREST NOTES Not Applicable

FLOATING RATE NOTES Not Applicable

INDEXED INTEREST NOTES Not Applicable

PROVISIONS REGARDING PAYMENTS

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|---|------------------|
| 20. Definition of Payment Day for the purpose of the Conditions if different to that set out in Condition 7.3: | London and Tokyo |
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PROVISIONS REGARDING REDEMPTION/MATURITY

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|--|-----------------|
| 21. Maturity Date: | 8 December 2015 |
| 22. (a) Redemption at Issuer's option: | No |
| (b) Redemption at Noteholder's option: | No |

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|---|----------------|
| (c) If Yes, insert Optional Redemption Date(s)/Optional Redemption Amounts: | Not Applicable |
| (d) Minimum Redemption Amount: | Not Applicable |
| (e) Higher Redemption Amount: | Not Applicable |
| (f) Notice period (if other than as set out in the Conditions): | Not Applicable |
| (g) Other terms applicable on redemption: | Not Applicable |
23. Final Redemption Amount for each Note, including the method, if any, of calculating the same: JPY 200,000,000 per Calculation Amount
24. Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default and/or the method, if any, of calculating the same, if other than as set out in Condition 6.6(a): JPY 200,000,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THIS ISSUE OF NOTES

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|---|---|
| 25. Other final terms: | Not Applicable |
| 26. Additional selling restrictions: | Not Applicable |
| 27. Method of distribution: | Non-Syndicated - Citigroup Global Markets Limited |
| 28. Stabilising Manager: | None |
| 29. Common Depositary: | Citibank N.A. |
| 30. U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 31. Redenomination and Exchange provisions: | Not Applicable |

Acceptance on behalf of the Issuer of the terms of the Final Terms:

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's Regulated Market of the Notes described herein pursuant to the U.S.\$25,000,000,000 European Note Programme of Nationwide Building Society.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms

Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By:

Duly Authorised

*For and on behalf of
Nationwide Building Society*

*Daniel Hill
Assistant Manager Treasury Administration*

Aileen Gasson

**Aileen Gasson
Assistant Treasury Settlements Manager
Nationwide Building Society**

[Signature]

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market with effect from the Issue Date.

Estimated of total expenses related to admission to trading: GBP 1,750

2. RATINGS

Ratings: The Programme has been rated:
Moody's: Aa3
S&P: A+

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

Save for any fees payable to the Lead Manager(s)/Dealer(s), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus
- (b) Estimated net proceeds: JPY 5,000,000,000
- (c) Estimated total expenses: GBP 1,750 (listing fees)

5. YIELD

(Fixed Rate Notes only)
Indication of yield: 1.306 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. PERFORMANCE OF INDEX/FORMULA AND OTHER INFORMATION CONCERNING THE UNDERLYING *(Index-Linked Notes only)*

Not Applicable

The Issuer does not intend to provide post-issuance information.

7. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT *(Dual Currency Notes only)*

Not Applicable

8. OPERATIONAL INFORMATION

- (a) ISIN Code: XS0559449037

- (b) Common Code: 055944903
- (c) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of initial Paying Agent(s) (if any): Citibank N.A, London office
- (f) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (g) Intended to be held in a manner which would allow Eurosystem eligibility: No