

Notice of Annual General Meeting

This year's Annual General Meeting (AGM) will be held at 11am on Thursday 21 July 2011 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE for the following purposes:

Ordinary Resolutions

1. To receive the Directors' Report, the Annual Accounts, the Annual Business Statement and the Auditors' Report for the year ended 4 April 2011.

A Summary Financial Statement is included in the Voting Guide within your AGM Pack. The full Annual Report and Accounts will be available from 17 June 2011 in all Nationwide branches, on our website nationwide.co.uk or by writing to the Secretary, Nationwide Building Society, Nationwide House, Pipers Way, Swindon SN38 1NW.

2. To approve the Directors' Remuneration Report for the year ended 4 April 2011.

A summary of the Directors' Remuneration Report appears in the Summary Financial Statement within the Voting Guide. A full version appears in the Annual Report and Accounts.

3. To approve the re-appointment of PricewaterhouseCoopers LLP as Auditors, to hold office until the conclusion of the next AGM.

Election and Re-election of Directors

To consider, and if thought fit, elect or re-elect as Directors the following candidates:

4. **To elect Alan Dickinson** as a non executive director
5. **To elect Roger Perkin** as a non executive director
6. **To re-elect Graham Beale** as an executive director
7. **To re-elect Geoffrey Howe** as a non executive director
8. **To re-elect Michael Jary** as a non executive director
9. **To re-elect Tony Prestedge** as an executive director
10. **To re-elect Mark Rennison** as an executive director
11. **To re-elect Chris Rhodes** as an executive director
12. **To re-elect Suzanna Taverne** as a non executive director
13. **To re-elect Robert Walther** as a non executive director
14. **To re-elect Matthew Wyles** as an executive director

For more details on these candidates please refer to pages 6 – 9 of the Voting Guide.

All Directors on the Board as at 4 April 2011 are standing for election or re-election except any that are retiring. Your Board recommends that you vote 'For' each of the Directors. The Chairman confirms that, following formal performance evaluation, each of the Directors seeking election or re-election continues to be effective and demonstrates a strong commitment to the role.

By order of the Board Simon Waite, Group Secretary, 20 April 2011

A member entitled to attend and vote at the AGM may appoint a representative (who need not be a member) to attend and vote instead of the member, and may direct the representative how to vote at the meeting. A Voting Form for this purpose accompanies the Voting Guide sent to members.

Deadline to vote

To be valid, signed Voting Forms must be received by the independent scrutineers, Electoral Reform Services, at The Election Centre, 33 Clarendon Road, London N81 1ER by 11am on Monday 18 July 2011 or put into a ballot box at any Nationwide, Derbyshire, Cheshire or Dunfermline branch by 12 noon on Friday 15 July 2011. Online voting is available 24 hours a day until 11am on Monday 18 July 2011 by going to nationwide.co.uk/agm which is a secure independent voting site. You can alternatively vote in person at the AGM on 21 July 2011. See the How to vote guide on pages 28 – 29 of the Voting Guide for more information.