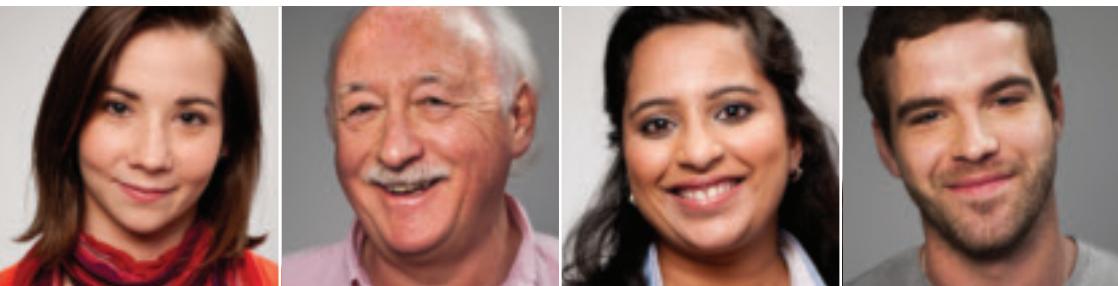


On your side
When you need us



Voting Guide and Notice of AGM 2012

 **Nationwide**
On your side

Welcome



Dear Member,

As I mentioned in my letter on the Voting Form, this year our AGM resolutions include a Special Resolution to change your Society's rules to enable us to issue a new form of capital instrument to comply with the latest regulatory requirements. You will find more details on page 10 of this Guide and I strongly urge you to vote in support of the Resolution.

In this document, you will also find further information on how to vote, the directors who sit on your Society's Board and the ways in which your Society has sought to live up to its promise to be 'on your side'.

Being a building society, Nationwide has a special responsibility to provide services and products that reflect your priorities and help you get more out of

your money. Last year we introduced a number of new initiatives to help you do just that. See pages 4 and 5 for a brief overview.

On page 15 you'll find a summary of all we are doing in your communities. It gives me great pleasure to tell you that at the end of 2011 we were awarded the CommunityMark, which recognises businesses that take the lead in identifying and addressing the social issues most relevant to them and their communities. This is the UK's only national standard for excellence in community investment and as such it is an important endorsement of the way your Society operates.

Once again, I hope you take the opportunity to vote this year. Your vote will show that you value Nationwide and the way in which we are different from the banks, and will also make a difference to Macmillan Cancer Support.

Thank you for all your support.

Yours sincerely,

Geoffrey Howe
Chairman

P.S. For a detailed report on the financial year along with our financial results, please see the Summary Financial Statement.

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Notice of Annual General Meeting

This year's Annual General Meeting (AGM) will be held at 11am on Thursday 19 July 2012 at The Bridgewater Hall, Lower Mosley Street, Manchester M2 3WS 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 2012.

A Summary Financial Statement containing these items is included in your AGM Pack. The full Annual Report and Accounts will be available from 19 June 2012 in all Nationwide branches, on our website nationwide.co.uk or by writing to the Group Secretary, Nationwide Building Society, Nationwide House, Pipers Way, Swindon SN38 1NW.

2. To approve the Directors' Remuneration Report for the year ended 4 April 2012.

A summary of the Directors' Remuneration Report appears in the Summary Financial Statement booklet. 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.

Special Resolution

4. To consider and, if thought fit, pass a Special Resolution to amend the Rules of the Society in the manner set out in the Rule changes part of the Voting Guide.

A description and the full text of the proposed Rule changes are set out on pages 10 and 11 of the Voting Guide.

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 16 July 2012. Online voting is available 24 hours a day until 11am on Monday 16 July 2012 by going to nationwide.co.uk/agm which is a secure independent voting site. Alternatively, you can vote in person at the AGM on 19 July 2012.

See the How to vote section on pages 12 – 13 of the Voting Guide for more information.

Election and Re-election of Directors

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

5. **To elect Mitchel Lenson** as a director
6. **To elect Lynne Peacock** as a director
7. **To re-elect Graham Beale** as a director
8. **To re-elect Alan Dickinson** as a director
9. **To re-elect Geoffrey Howe** as a director
10. **To re-elect Michael Jary** as a director
11. **To re-elect Roger Perkin** as a director
12. **To re-elect Tony Prestedge** as a director
13. **To re-elect Mark Rennison** as a director
14. **To re-elect Chris Rhodes** as a director
15. **To re-elect Matthew Wyles** as a 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 2012 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, 18 April 2012

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. This appointment may be made by using either the Voting Form sent to members or the online voting site.

If you have any questions about the AGM please call us on 0800 30 20 15 (Monday to Friday 8am to 8pm, Saturday 9am to 5pm).

On your side. When you need us

With no shareholders to answer to, we can put you, our members, first, building our products and service around your needs. That is what we mean by being 'on your side'. These pages highlight just a few examples of what we have been able to deliver in the last year.



Louise Panes (above) has her mortgage with us. **"The adviser was so helpful, she took the mystery out of mortgages."**

Ramzie Vadakkayil (below) has banked with us since 2010. **"The exclusive offers make you feel valued."**



Faster, clearer, safer. Your new look internet bank

In 2011 we re-launched our internet bank. Thousands of customers helped us with its design and development, from identifying what they wanted from the site, right through to testing the end solution. So now, for example, it offers a simpler registration process, award winning security,* a clear calendar view of your income and outgoings and easier ways of setting up payments.

New children's savings accounts

In Autumn 2011, we brought out a new range of children's accounts, including the 90 Day Smart Saver account, Smart Fixed Rate Bond and a Smart Junior ISA. So parents, grandparents and children now have more choice.

More help for first time buyers

We appreciate that securing a mortgage is not easy for first time buyers at the moment, which is why last year we developed a new 'Save to Buy' scheme, our savings and mortgage offering especially designed to help first time buyers get on the property ladder.

5 in a row

The Card and Payments Awards 2012 saw us win the prestigious 'Most Responsible Credit Card Lending Practices' for a record-breaking fifth consecutive year. You can find out more about our credit cards including our new Select Credit Card at **nationwide.co.uk**

* In August 2011 we topped the table of an online banking security survey published by consumer organisation, Which?

On your side. In the promises we make

It is now more than a year since we launched our Savings Promises but they continue to underpin the service and products we offer our savers, and to ensure our customers receive some very real benefits.

For example, we promised that if you transferred your cash ISA to us, you would start earning interest as soon as we received your application*. Last year we paid an additional £1.5 million in interest to our savers as a result.

We promised to reward existing savers with exclusive savings products** and as a result last year we launched several loyalty accounts for our members. You can find out about these accounts by regularly visiting us in branch or online at nationwide.co.uk/savings

We also promised to contact you[†] every year with details of our latest savings range and help you choose our best savings account for you. So, in 2011 we mailed more than 8 million of our customers to tell them the rate on their account, provide details of our new accounts and offer a savings review.

And we have now made our promises more widely available

We are delighted that at the end of last year we were able to bring customers of the Dunfermline, Cheshire and Derbyshire building societies their own version of our Savings Promises.

Last year, people moving their cash ISAs to us earned an extra

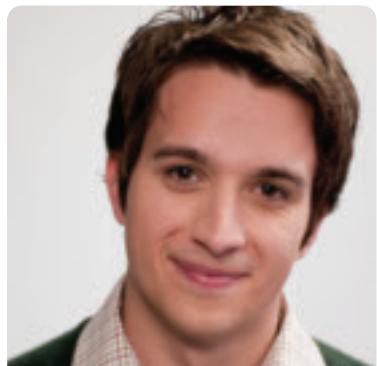
£1.5 million

in interest, thanks to one of our Savings Promises.

* Provided that your funds are free to move and not subject to any notice period.

** Product eligibility criteria will apply.

† Only for customers who are 18 or over with a savings balance of £500+.



Mark Hillsley has banked and saved with us since 2000.

“There is a presumption with Nationwide that they will do the right thing and put your interests first. That’s certainly been my experience.”



Our Savings Rates

It's easy to keep right up to date. For our latest and historic rates:

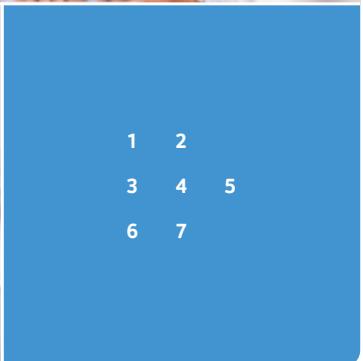
Visit nationwide.co.uk/savingsrates

Ask us in branch

Call 08457 30 20 10

Board of Directors

As of 4 April 2012



1 Graham Beale BSc, ACA (53)

Independent: No

Chief Executive – Standing for re-election

Graham joined the Society in 1985. He is a chartered accountant by training and was appointed to the Board as Group Finance Director in April 2003. He took up his current role as Chief Executive in April 2007. Prior to his appointment to the Board, he worked extensively in the Finance function and held a number of senior, general management positions within the Society. As Chief Executive, Graham leads the strategic direction of the Group and oversees its operation through chairing the Executive Committee which comprises the Executive and Group Directors. Graham is a member of the Financial Services Practitioner Panel.

2 Chris Rhodes BSc (Hons), ACA (49)

Independent: No

Executive Director Group Product & Marketing – Standing for re-election

Chris joined Nationwide in April 2009 from Abbey Santander, where he was Director of Retail Distribution for Alliance and Leicester (A&L). Chris' responsibilities include Nationwide's product range, its commercial activities, consumer finance and customer strategy and marketing. Chris has spent 20 years working in the financial services sector and his previous positions include Deputy Managing Director of Girobank and Retail Operations Director of A&L. In 2003 he was appointed as Managing Director Retail Banking for the entire A&L Group. In 2007 Chris moved to become Group Finance Director, a role he held until the merger with Santander in 2008.

3 Alan Dickinson MBA, BSc (Hons), FSS, FCIB, FCIBS (61)

Independent: Yes

Non Executive Director – Standing for re-election

Alan joined the Board in June 2010. He has spent more than 40 years in banking, originally joining the Royal Bank of Scotland in 1973, having started his career with Westminster Bank in 1968. He is an experienced retail and corporate banker and a former Executive Committee member of the RBS Group and Chief Executive of RBS UK. Alan is also a non executive director of Carpetright plc and Frogmore Property Company Limited, a governor of the charity Motability and Honorary Treasurer of Surrey County Cricket Club.

4 Robert Walther MA, FIA, (68)

Independent: Yes

Deputy Chairman and Senior Independent Director – Retiring from the Board

Robert Walther joined the Board in July 2002 and became Deputy Chairman in July 2006. His background is in investment and insurance. Robert is a former Chairman of the Nationwide, Portman, Derbyshire and Cheshire Pension Funds, Fidelity European Values plc and JPM Claverhouse Investment Trust and a former non executive director of BUPA. He was Chief Executive of Clerical Medical from 1995 to 2001 which he joined in 1965.

5 Mitchel Lenson MBA, BA (Hons), ACIB, FSI (57)

Independent: Yes

Non Executive Director – Standing for election

Mitchel joined the Board in July 2011. He has spent nearly 30 years in the financial services industry and is a former Group Chief Information Officer at Deutsche Bank with responsibility for IT and Operations for all operating divisions of the bank, including its retail banking operations. He has also served as Managing Director, Global Head of Operations & Operations IT at UBS Warburg and as Director, Group Operations at Credit Suisse First Boston. More recently Mitchel was a partner of Olivant & Co, an investment company providing strategic and operational expertise alongside investment capital to financial services businesses in Europe, the Middle East and Asia-Pacific.

6 Suzanna Taverne (52)

Independent: Yes

Non Executive Director – Retiring from the Board

Suzanna joined the Board in November 2005. She brings expertise in strategy, finance and management. She is currently a director of FCE Bank plc and a Trustee of the BBC, the Foundation for Credit Counselling and the Shakespeare Schools Festival. Suzanna was formerly Chair of Gingerbread, Trustee of the Design Museum, Operations Director of Imperial College London, Managing Director of the British Museum, Director of Strategy at Pearson plc and Finance Director of The Independent. She also worked for Saatchi and Saatchi plc and S.G. Warburg & Co Ltd.

7 Geoffrey Howe MA (Cantab) (62)

Independent: Yes (upon appointment)

Chairman – Standing for re-election

Geoffrey has been a director of Nationwide Building Society since January 2005 and Chairman since July 2007. He has considerable regulatory, management and legal experience in financial services, insurance and investment markets. Geoffrey is also currently the Chairman of Jardine Lloyd Thompson Group plc and a director of Close Brothers Group plc. He was formerly Chairman of Railtrack Group plc, a director of Investec plc, a director and General Counsel of Robert Fleming Holdings Limited and Managing Partner of international law firm Clifford Chance.

Board of Directors

As of 4 April 2012



8 9 10
11 12
13

8 Matthew Wyles (53)

Independent: No

Executive Director Group Distribution

- Standing for re-election

Matthew was appointed to the Board in August 2007 and was previously Executive Director Group Development at Portman Building Society. Prior to joining Portman in 1997, Matthew's career was in general insurance, latterly as Executive Director Global Reinsurance Division at Willis plc. Matthew is responsible for the branch network, the Group's call centres, online channels, and intermediary sales across all of the Group's brands. Matthew was Chairman of the Council of Mortgage Lenders during 2009 and 2010.

9 Tony Prestedge (42)

Independent: No

Chief Operating Officer – Standing for re-election

Tony was appointed to the Board in August 2007 and was previously Executive Director Group Operations of Portman Building Society. He has held a number of senior executive roles at Barclays PLC, including Managing Director Home Finance and Retail Support and Operations Director. He was a member of both Woolwich plc and Barclays Retail Banking Executive Committees. Tony is accountable for the Group's operational strategy, performance and transformation and his divisional reports include Customer and Product Operations, Technology, Transformation Delivery and Group Services.

10 Lynne Peacock BA (Hons) (58)

Independent: Yes

Non Executive Director – Standing for election

Lynne joined the Board in July 2011. She is a former Chief Executive of National Australia Bank's (NAB) UK business and Chief Executive of Woolwich plc, and has over 25 years' senior management experience in a range of roles comprising brand development, mergers & acquisitions, change management and business transformation. During her time at NAB, Lynne was responsible for its businesses in the UK consisting of the Clydesdale and Yorkshire Bank. She became Chief Executive of Woolwich plc in October 2000, having previously held a number of senior management and board positions at the Woolwich Building Society. Lynne is a non executive director of Scottish Water and Standard Life plc.

11 Roger Perkin MA (Cantab), FCA (63)

Independent: Yes

Non Executive Director – Standing for re-election

Roger joined the Board in April 2010 and is a former partner at Ernst & Young LLP and has spent 40 years in the accounting profession. During his time at Ernst & Young he worked with many blue chip clients and advised boards across the spectrum of financial services, including banking, insurance, fund management and private equity. He is also a non executive director at Electra Private Equity plc, chairing its Audit Committee and a former non executive director of The Evolution Group plc. Additionally, he is a trustee of two charities, Chiddington Castle and Crime Reduction Initiatives.

12 Michael Jary MA (Oxon), MBA, FRAS (48)

Independent: Yes

Non Executive Director – Standing for re-election

Michael joined the Board in January 2009. He is a Partner of OC&C Strategy Consultants, a global strategy consulting firm with 15 offices worldwide, and served as Worldwide Managing Partner of the firm from 2005 to 2011. He is an advisor to the boards of leading retail and consumer companies in Europe, the USA and Asia. He is a regular commentator on the retail industry, the co-author of a number of books including "Retail Power Plays" and a guest lecturer at INSEAD Business School. He is also the Chairman of Duchy Originals and of The Prince's Social Enterprises.

13 Mark Rennison BA, FCA (51)

Independent: No

Group Finance Director – Standing for re-election

Mark is a chartered accountant who joined the Society and was appointed to the Board in February 2007. He is responsible for Finance, Treasury, Strategy & Planning, Group Legal and Compliance and Business Protection. He is a director of various Society subsidiaries. Prior to his appointment, Mark was a partner at PricewaterhouseCoopers LLP where he worked in the financial services practice with a specific focus on retail and corporate banking. He has also worked extensively with group treasury operations, leasing and asset finance businesses.

Principal Committees	Membership
Audit Committee	Roger Perkin (Chairman), Alan Dickinson, Lynne Peacock and Suzanna Taverne.
Board Risk Committee	Alan Dickinson (Chairman), Mitchel Lenson, Roger Perkin and Robert Walther.
Remuneration Committee	Robert Walther (Chairman), Michael Jary, Lynne Peacock and Suzanna Taverne.
Nomination Committee	Geoffrey Howe (Chairman), Alan Dickinson, Roger Perkin and Robert Walther.
Board IT Strategy and Transformation Committee	Mitchel Lenson (Chairman), Alan Dickinson, Geoffrey Howe, Michael Jary and Roger Perkin.
Results Approval Committee	Geoffrey Howe (Chairman), Graham Beale, Roger Perkin and Mark Rennison.

Rule changes

Resolution 4 on the Notice of AGM is a Special Resolution to change the Rules of the Society.

What changes are proposed?

In common with all other large financial institutions, Nationwide is required to maintain capital to absorb losses in times of financial stress.

To date, our capital has mainly comprised retained profit which has been built up over many years. In regulatory terms this is called "Core Tier 1 capital". Nationwide has supplemented this Core Tier 1 capital by issuing small amounts of capital to external investors – this form of capital is permanent interest bearing shares, or PIBS.

In response to the financial crisis of 2007/2008, regulators are requiring all financial institutions to hold more Core Tier 1 capital and are changing the eligibility rules for other forms of capital. This means that Nationwide can no longer issue PIBS to supplement our capital, instead having to rely solely on retained profit.

Although retention of profit has generally met our needs, there may be circumstances where it will be in the best interests of our current and future members for us to raise Core Tier 1 capital from external investors, for example, to support growth or to meet new regulatory requirements.

Currently no such Core Tier 1 capital instrument is available to building societies but work is ongoing with regulators to develop an instrument which meets regulatory requirements, is consistent with the values of mutuality and supports members' interests.

Nationwide needs to amend its Rules so that it can issue this new form of capital if it becomes available. The proposed Rule changes limit the initial amount of annual returns that may be paid on any new instrument to £15 per share (calculated on an assumed first issue price of £100 per share). In order to protect against inflation, the limit will be adjusted each year by reference to the United Kingdom Consumer Price Index.

Subject to the restriction imposed by the limit of £15 per share, the Board will have discretion to set the actual return for any given period having regard to Nationwide's profits, its overall financial position and any other factors which they consider appropriate.

The proposed changes to the Rules are underlined and set out below. Those terms which are defined in the Rules, or in the proposed changes to the Rules, appear in bold for the purposes of this Voting Guide.

Rule changes

To insert in Rule 5(b)(ii), immediately before the words "for a maximum period", the words "other than in respect of deferred share investments". This is to clarify the existing Rule provision because it is irrelevant to new or existing capital instruments which do not carry a right to repayment.

To add a new Rule 26(c) which will state:

"The Board may determine and from time to time publish the policy of the Society in relation to the periodic investment returns on any deferred share (core capital) investments and shall have regard to the ongoing profitability and long term viability of the Society, the need for the Society to ensure that it has adequate capital resources and such other factors as the Board considers appropriate. Periodic investment returns may be paid at the discretion of the Board either out of profits made by the Society in the relevant financial year or, subject to applicable law and regulation, out of reserves of the Society available for distribution".

This allows the Board to determine and publish the distribution policy and to determine the return paid on the new capital instrument, which ordinarily would be paid from profits earned during the relevant year.

To delete existing paragraph (b) of Rule 40 and add a replacement new paragraph (b) which will state:

"Any loss shown in the Society's accounts for any financial year shall be met first from reserves. If the reserves are insufficient to meet the loss in full, the balance of the loss following depletion of the reserves shall be met by the holders of deferred share investments or subordinated debt in accordance with the terms of those investments and debts."

This amends the existing Rules to clarify the order in which any losses of the Society would be allocated. The new capital instrument will absorb losses alongside the reserves.

To add a new Rule 40(c) which will state:

"Any deferred share (core capital) investment must be issued on terms that limit the amount of the periodic investment returns that may be paid on such investment in respect of any given financial year to not more than the applicable periodic investment returns cap, in order to protect the reserves of the Society".

This limits the return payable on the new capital instrument. Alongside the

related new definitions it means the maximum annual return which can be paid on the new capital instrument is set at £15 per share (adjusted each year for inflation).

To insert in the introductory wording to Rule 41, immediately following the words “share investments”, the words “(other than deferred share (core capital) investments unless and to the extent provided in their terms of issue)”. Rule 41 recognises that, on a dissolution or winding up, an investor in the new capital instrument will not be repaid until all creditors and other investors have been repaid. The additional wording preserves flexibility such that any return which has been declared but remains unpaid may be paid prior to determining the final surplus, but will still rank behind creditors and other share investments.

To delete existing paragraph (b) of Rule 41 and add a replacement new paragraph (b) which will state:

“shall be divided among those investing members who have held share investments (other than deferred share investments) of at least £100 continuously for two years at the relevant date in proportion to the amount of their share investments at that date and those investing members who hold deferred share investments at the relevant date subject to, and in proportion to the amount specified in, or calculated by reference to, their terms of issue. The relevant date is the earlier of either the date of notice of a winding up or dissolution resolution or the date of presentation of a winding up petition”. This extends the existing Rule so that a proportion of any surplus assets on a winding up can also be applied to investors in the new capital instrument.

To add in the “Interpretation” section, at the appropriate place, the following definitions:

Authority – the Financial Services Authority or any successor or other authority entitled to exercise supervision over the Society with respect to prudential matters;

deferred share (core capital) investment – a deferred share investment which qualifies or is intended to qualify as common equity tier 1 capital (or equivalent) under the rules relating to capital adequacy or prudential requirements published by the Authority or other law or regulation applicable to the Society from time to time;

periodic investment returns – the returns (if any) from time to time paid to holders of deferred share (core capital) investments;

periodic investment returns cap – the maximum amount of periodic investment returns which may be paid on each deferred share (core capital) investment in respect of any given financial year. The initial periodic investment returns cap, applicable to periodic investment returns in respect of the financial year to 4 April 2013 will be £15 per share, and (subject as stated below) in respect

of each subsequent financial year will be adjusted for inflation by reference to the United Kingdom Consumer Price Index (overall index, 2005=100) (CPI) published by the Office for National Statistics (or any successor to that index). Such adjustment will be made by applying the CPI annual inflation percentage published by the Office for National Statistics in its statistical bulletin for the last full calendar month of the financial year in respect of which the periodic investment returns are payable (being the percentage increase or decrease over the twelve months to and including that month) to the prevailing periodic investment returns cap. If the CPI ceases to be published and no direct successor or replacement index is published, the Board shall be entitled to determine an appropriate replacement index for determining inflation-based adjustments to the periodic investment returns cap, and shall have sole discretion to determine any modifications to the method of determining inflation-based adjustments to the periodic investment returns cap during the transition from CPI to the replacement index. The Society shall in each year determine the adjustment to the periodic investment returns cap promptly following publication of the relevant CPI (or successor or replacement index) data by the Office for National Statistics (or such successor or other organisation as may be responsible for publishing official data with respect to the relevant index) and will notify members of the adjusted periodic investment returns cap not later than at the first Annual General Meeting following publication of the relevant data. In the event that adjustment of the periodic investment returns cap in the manner described above would prejudice the regulatory capital treatment of the deferred share (core capital) investment, the Society will disapply those adjustment provisions and the periodic investment returns cap will remain at (or revert to) £15 per share.

To add to the definition of “qualified two year member”, after the words “a member who”, the words “in the case of a member who is an individual.”.

To add at the beginning of (a) in the definition of “qualified voting member”, the words “in the case of a member who is an individual.”.

How to find out more information

A full copy of the current Rules can be obtained (free of charge) from any Nationwide branch, on our website at nationwide.co.uk or from the Group Secretary, Nationwide Building Society, Nationwide House, Pipers Way, Swindon, Wiltshire SN38 1NW.

It is intended that the changes to the Rules will be effective as soon as possible after the passing of the Special Resolution.

How to vote

As a voting member, you have the right to vote on matters affecting our business. Your Board encourages you to use your vote.

Vote online

To vote online please go to: nationwide.co.uk/agm

There is no need to enter any personal information. Just log on using the voting codes printed on your Voting Form or your AGM email.

Then simply choose the Quick Vote or Standard Vote options – as outlined below.

Quick Vote

This is the easy way to use your vote if you want to support the Board's recommendations and appoint the Chairman of the AGM as your representative to vote on your behalf.

If using the Voting Form, please put an 'X' in the Quick Vote section of the form, and then sign and date the declaration box at the bottom of the page.

If voting online, indicate your acceptance on the Quick Vote section only. Don't complete any part of the Standard Vote box as this will override and replace your Quick Vote.

If you would like to receive access to future AGM information by email rather than by post, do not forget to tick that option, which you will find at the right of the Voting Form or on the online voting facility.

OR

Standard Vote

Use the Standard Vote if:

- you do not want to support all of the Board's recommendations; or
- you would like to tell your representative how to vote on the resolutions or the election or re-election of directors; or
- you want to appoint a representative other than the Chairman to vote on your behalf.

Simply complete the Standard Vote section of the Voting Form then sign and date the Voting Form in the declaration box at the bottom of the page. Alternatively indicate your acceptance on the relevant part of the online voting facility. You do not have to use all or any of your votes.

Where you do not use your vote, for example, on a particular resolution or in relation to a particular candidate, your representative will be able to vote for you at the AGM (and at any adjournment) as they see fit.

There are three ways you can vote: online, by post, or in person at the AGM.

You can find:

- a summary of the resolutions and of the directors standing for election or re-election in the Notice of Annual General Meeting on page 3 of this Voting Guide
- more information on all the directors standing for election or re-election on pages 6 – 9
- more information on the Special Resolution we want you to consider on pages 10 and 11.

If you vote online or complete and return the Voting Form, you can still attend and vote at the AGM in person. You will be very welcome, but please bring the Chairman's letter that accompanied the Voting Form with you (or some other evidence of your membership). Please also let us know beforehand by calling 0800 30 20 15 so we know how many people are expected to attend.

The Board's recommendations

The Board recommends that you vote:

- 'For' each of the ordinary resolutions; and
- 'For' the Special Resolution concerning the Rule changes outlined on pages 10 and 11; and
- 'For' the election or re-election of each of the 11 candidates.

One member one vote

Voting is based on one member, one vote and not on the number or value of any shares or mortgage accounts held. Permanent Interest Bearing Shares (PIBS) issued by Nationwide Building Society

(as opposed to Portman, Derbyshire or Cheshire building societies prior to their mergers) are held by a trustee or a nominee, and each separate trustee and nominee is entitled to a **maximum of one vote at the AGM** (although each trustee or nominee has agreed that it will not in fact exercise its one vote at the AGM).

PIBS issued by Portman, Derbyshire or Cheshire building societies (prior to their mergers) are held by investors directly, and each separate investor is entitled to a **maximum of one vote at the AGM** (even if they hold other qualifying products with Nationwide, Derbyshire, Dunfermline or Cheshire building societies, including other PIBS). To be eligible to vote, you must meet the voting conditions on the back of the Voting Form or set out on the online voting site.

Corporate members

A corporate member of Nationwide has the same rights as an individual member and may appoint someone (who need not

be a member) to act as its representative at the AGM. The appointment must be in writing, signed by someone duly authorised and sent to the Group Secretary, Nationwide Building Society at Nationwide House, Pipers Way, Swindon, Wiltshire SN38 1NW. The Group Secretary needs to receive it by 14 July 2012.

Your representative

You can appoint someone other than the Chairman as your representative to attend the AGM and vote on your behalf. Simply complete the 'Appointment of a representative' section on the reverse of the Voting Form or the relevant section of the online voting facility.

The representative must bring some ID to the AGM such as a passport or driving licence as well as the Chairman's letter that accompanies the Voting Form. They will also need to make a note of the member's unique customer number (shown on the Voting Form), in order to vote at the AGM.

Your Nationwide

'Your Nationwide' is the online site for our members, the place where you can find out the latest news, view our customer service performance, take part in competitions, make comments and view helpful articles and videos on how to manage your money.

And, new for 2012, in the lead up to the AGM, our executive team have answered some of the key questions you may have.

- View what they have to say at your.nationwide.co.uk/answers
- View customer service statistics at your.nationwide.co.uk/stats
- View latest news at your.nationwide.co.uk/news
- Learn about customer rewards at your.nationwide.co.uk/rewards

You can also read a number of informative articles we have posted to help you avoid becoming a victim of fraud. At Nationwide we are committed to doing all we can to stamp out fraud, which is why we are at the forefront of industry initiatives designed to protect you from the risk of financial crime.

Make your.nationwide.co.uk one of your internet favourites today.



Attend the AGM

This year's Annual General Meeting (AGM) will be held at 11am on Thursday 19 July 2012 at The Bridgewater Hall, Lower Mosley Street, Manchester M2 3WS.

Planning to attend

You do not need to book, but it will help us meet your needs and run the event effectively if you call us on **0800 30 20 15**.

Guide to proposed timing

The doors open at 10am and to allow for registration, please arrive in sufficient time before the meeting which will start promptly at 11am.

Time	Event
10.00	Doors open
10.45	Doors to Auditorium open
11.00	Meeting begins
11.10	Chief Executive's presentation
11.30	Q&A session
13.00	Poll taken on all resolutions
13.15	Close

What to bring

Please make sure you bring the letter from the Chairman that accompanied the Voting Form, or some other evidence of your Nationwide membership.

Refreshments

Tea and coffee will be available prior to the start of the meeting, and once the meeting has concluded a light buffet will be served.

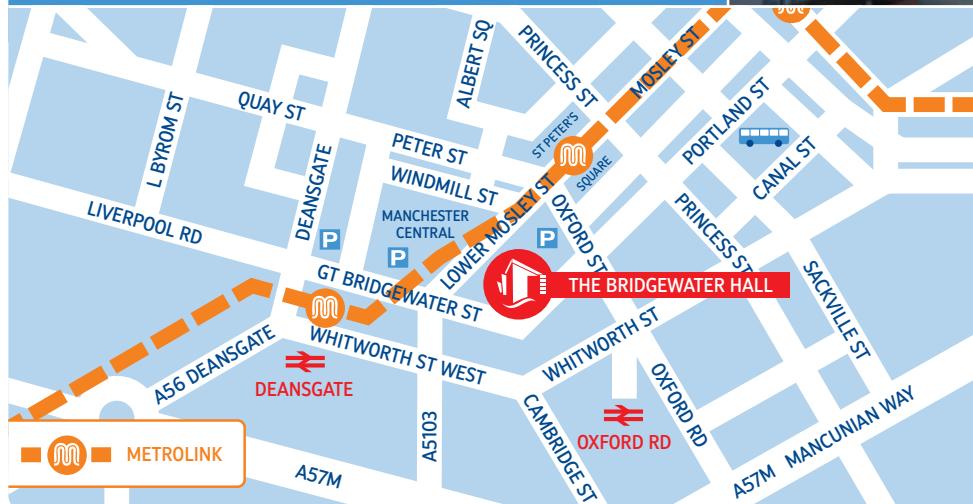
Members with special needs

The Bridgewater Hall has wheelchair access. There will be an induction loop and a sign language interpreter at the AGM.

If you require a disabled car parking space, please contact us at least a week before the event on **0193 657441**.

Transport links

The Bridgewater Hall is in the centre of Manchester and easily accessible by public transport and by road. Several bus services run from Manchester Piccadilly Railway Station and the journey to The Bridgewater Hall will take about 20 minutes. A taxi rank is also found right outside the station. The nearest car parks are Park Avenue, NCP Manchester Central (formally G-Mex), NCP Great Northern or NCP Oxford Street. For more information to help plan your journey please go to www.bridgewater-hall.co.uk



In your community

Up and down the UK your Society is also involved in your communities providing help in those areas, like housing and financial education, where we can make a real difference.

- Our work with Shelter supports their Teacher's Centre website providing interactive programmes on Money Management and Homelessness Awareness.
- The £9.8 billion of funding we provide to UK housing associations provides 330,000 affordable homes.
- Our award-winning website, **NationwideEducation.co.uk**, provides engaging and age-specific resources for schools and pupils so young people can grow up with a better understanding of money and financial products.
- Our three year, £3 million MoneyActive partnership with Citizens Advice Bureau has recruited and trained 1,725 volunteers to deliver independent and impartial financial education to over 204,000 people across the UK.
- We are now in the 19th year of our partnership with Macmillan Cancer Support. Together with members and employees, we have raised over £6.2 million for the charity.

Thanks to you

Of course, we can only provide the community support we do because that is what you want and expect from us. It was in 2007 that 97% of you (who voted), said 'yes' to us committing 1% of our pre tax profits to this activity.



At the end of 2011 we were delighted to achieve the CommunityMark – the UK's only national standard for excellence in community investment. The CommunityMark recognises companies that, far from just giving money to charity, take the lead in identifying and addressing the social issues most relevant to them and their communities.



Supporting communities nationwide

Much of the money we give to charity is distributed by The Nationwide Foundation. This registered charity (no. 1065552) is committed to making as much difference as it can to the lives of people who are most in need in the UK. It focuses on supporting charities that tackle the housing and financial issues facing vulnerable old people and survivors of domestic abuse. You can read more about the work it supports on nationwidefoundation.org.uk and the Trustees welcome any questions or feedback from members.

Please email enquiries@nationwidefoundation.org.uk or call 01793 655113.

Questions and answers will be available on the Foundation's website at the end of July.

Help the environment by opting to receive your AGM information by email in future and you could

**WIN 1 OF 10 PRIZES OF
£1,000**

AGM prize draw information

- To enter the prize draw entrants must tick the box in the section 'Opt to receive future AGM information by email and you could WIN 1 of 10 prizes of £1,000' on the Voting Form or on the online voting site to receive their Nationwide Building Society AGM pack electronically from 2013.
- Entrants must be eligible to vote at the AGM. See the Voting conditions section on the Voting Form or on the online voting site.
- There are 10 prizes of £1,000 to be put into a Nationwide Group account. The winner may choose a new or existing account from our current product range for which they are eligible. There is no alternative to the prize stated.

The full terms and conditions for the prize draw are available on request and at your.nationwide.co.uk/rules.

See the back of the Voting Form for more details.

**WE ARE
MACMILLAN.
CANCER SUPPORT**

By voting you are doing more than just showing your support for the Society.

You will also be helping Macmillan Cancer Support, as we will donate 20p for each vote cast up to a target of £250,000.

Vote today.



Nationwide Building Society,
Head Office, Nationwide House, Pipers Way, Swindon, Wiltshire SN38 1NW.

nationwide.co.uk

VG/2012

**Nationwide**
On your side