

SUPPLEMENT DATED 27 NOVEMBER 2012 TO THE BASE PROSPECTUS DATED 2 OCTOBER 2012



Nationwide Building Society

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

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

(the Programme)

This supplement (the **Supplement**) to the base prospectus dated 2 October 2012 (the **Base Prospectus**), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the Programme established by Nationwide Building Society (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

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

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to (a) incorporate by reference the Interim Results of the Issuer for the period ended 30 September 2012 (the **Interim Results**) and (b) include a new '*Significant Change*' statement.

Interim Results

On 27 November 2012, the Issuer published the Interim Results. A copy of the Interim Results has been filed with the Financial Services Authority and, by virtue of this Supplement, the Interim Results are incorporated in, and form part of, the Base Prospectus.

At page 18 of the Interim Results, references are made to certain credit ratings assigned to the Issuer by Moody's Investors Service Limited (**Moody's**), Standard & Poor's Credit Market Services Europe Limited (**S&P**) and Fitch Ratings Ltd. (**Fitch**). Each of Moody's, S&P and Fitch is established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**), and is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the principal office of the Issuer and the specified offices of the Paying Agents for the time being in London and Luxembourg as set out in the Base Prospectus.

General Information

There has been no significant change in the financial or trading position of the Issuer or the Group since 30 September 2012.

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

The date of this Supplement is 27 November 2012.