

SUPPLEMENT DATED 28 NOVEMBER 2012 TO THE BASE PROSPECTUS DATED 28 JUNE 2012



NATIONWIDE BUILDING SOCIETY

(incorporated in England and Wales under the Building Societies Act 1986, as amended)

€45 billion
Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
Nationwide Covered Bonds LLP
(a limited liability partnership incorporated in England and Wales)

This document (the **Supplement**) is a supplement to the base prospectus (the **Base Prospectus**) dated 28 June 2012 of Nationwide Building Society (the **Issuer**) and 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 €45 billion Global Covered Bond Programme established by the Issuer. Terms defined in the Base Prospectus have the same meanings 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 and with all documents which are deemed to be incorporated by reference herein and therein. 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 the Annual Report and Financial Statements of the LLP for the year ended 4 April 2012 (the **Annual Report and Financial Statements**) and (b) include a new 'Significant or Material Change' statement.

The Base Prospectus constitutes a Base Prospectus for the purposes of Directive 2003/71/EC (as amended).

The Issuer and the LLP each accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of each of the Issuer and the LLP (each having 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.

Issuer's 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 unaudited condensed consolidated financial statements of the Issuer for the six month periods ended 30 September 2012 and 30 September 2011 and the Independent Review Report thereon appearing on pages 33 to 57 and 59, respectively of the Interim Results are incorporated in, and form part of, the Base Prospectus.

LLP's Annual Report and Financial Statements

On 19 July 2012, the LLP published the Annual Report and Financial Statements. A copy of the Annual Report and Financial Statements have been filed with the Financial Services Authority, and by virtue of this Supplement, the Annual Report and Financial Statements of the LLP for the year ended 4 April 2012 are incorporated in their entirety, and form part of, the Base Prospectus.

Page 24 of the LLP Annual Report and Financial Statements contain ratings of Moody's, Fitch and S&P, each of which is established in the European Union and is registered under Regulation (EU) No 1060/2009 (as amended).

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 into the Base Prospectus, the statements in (a) above will prevail.

Where only certain parts of documents are being incorporated by reference, any non-incorporated parts of documents referred to herein are either not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

Significant or Material Change

There has been no significant change in the financial or trading position of the Issuer or the Nationwide Group since 30 September 2012, being the date of the most recent unaudited interim consolidated financial statements of the Nationwide Group, or of the LLP since 4 April 2012, being the date of the last audited financial statements of the LLP, and there has been no material adverse change in the financial position or the prospects of the Issuer or of the Nationwide Group since 4 April 2012 or of the LLP since 4 April 2012.

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

The date of this Supplement is 28 November 2012