

Notice of Annual General Meeting

This year's Annual General Meeting (AGM) will be held at 11am on Wednesday 24 July 2013 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 2013.

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 2013 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 Report of the Directors on Remuneration for the year ended 4 April 2013.

A summary of the Report of the Directors on Remuneration 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.

Election and re-election of Directors

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

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| 4. To elect Rita Clifton | 10. To re-elect Lynne Peacock |
| 5. To re-elect Graham Beale | 11. To re-elect Roger Perkin |
| 6. To re-elect Alan Dickinson | 12. To re-elect Tony Prestedge |
| 7. To re-elect Geoffrey Howe | 13. To re-elect Mark Rennison |
| 8. To re-elect Michael Jary | 14. To re-elect Chris Rhodes |
| 9. To re-elect Mitchel Lenson | |

For more details on these candidates please refer to the AGM Voting Guide.

All Directors on the Board as at 4 April 2013 are standing for election or re-election. 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.

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 22 July 2013. Online voting is available 24 hours a day until 11am on Monday 22 July 2013 by going to nationwide.co.uk/agm which is a secure independent voting site.

You can alternatively vote in person at the AGM on Wednesday 24 July 2013. See the 'How to vote' section in the AGM Voting Guide for more information.

By order of the Board

Simon Waite, Group Secretary, 17 April 2013

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).