

## FINAL TERMS

1 April 2014

**Nationwide Building Society**  
**€750,000,000 1.625 per cent. Notes due 2019**  
**issued pursuant to its U.S.\$25,000,000,000 European Note Programme**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 2 October 2013 and the supplements thereto dated 15 November 2013 and 25 February 2014 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (the **Prospectus Directive**) (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of the London Stock Exchange through a regulatory information service (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

#### TYPE OF NOTE

1.	Deposit/Ordinary/Subordinated:	Ordinary
2.	Interest Basis:	Fixed Rate (see paragraph 12 below)

#### DESCRIPTION OF THE NOTES

3.	New Global Note:	Yes
4.	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
5.	(a) Series Number:	443
	(b) Tranche Number:	1
	(c) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
6.	(a) Nominal Amount of Notes to be issued:	€750,000,000
	(b) Aggregate nominal amount of Series (if more than one issue for the Series):	€750,000,000
	(c) Specified Currency:	Euro (€)

(d)	Specified Denomination(s):	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.
(e)	Calculation Amount:	€1,000
7.	Issue Price:	99.886 per cent.
8.	Issue Date:	3 April 2014
9.	Interest Commencement Date:	Issue Date
10.	Automatic/optional conversion from one Interest Basis to another:	Not Applicable
11.	Additional Financial Centre(s)	London

### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

#### **Fixed Rate Note Provisions**

12.	(a)	Fixed Rate(s) of Interest:	Applicable
	(b)	Fixed Interest Date(s):	1.625 per cent. per annum payable in arrear on each Fixed Interest Date
	(c)	Initial Broken Amount per denomination:	3 April in each year, commencing on 3 April 2015, up to and including the Maturity Date
	(d)	Fixed Coupon Amount(s):	Not Applicable
	(e)	Broken Amount(s):	€16.25 per Calculation Amount
	(f)	Final Broken Amount per denomination:	Not Applicable
	(g)	Day Count Fraction:	Not Applicable
	(h)	Determination Date(s):	Actual/Actual (ICMA)

#### **Zero Coupon Note Provisions**

#### **Floating Rate Note Provisions**

### **PROVISIONS REGARDING REDEMPTION/MATURITY**

13.	Maturity Date:	3 April 2019
14.	Redemption at Issuer's option:	Not Applicable
15.	Redemption at Noteholder's option:	Not Applicable

16. Final Redemption Amount: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount

17. Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default: €1,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THIS ISSUE OF NOTES**

18. U.S. Selling Restrictions: Reg S Compliance Category 2: TEFRA D

Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By: Frank Robicau.....

*Duly Authorised*

By: I.D. Hall.....

*Duly Authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

(a) Listing and Admission to trading: Application has been made by the Issuer (or on his behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and listing on the Official List of the UK Listing Authority with effect from 3 April 2014.

(b) Estimated of total expenses related to admission to trading: £3,650

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Moody's Investors Service Limited: A2  
Standard & Poor's Credit Market Services Europe  
Limited: A  
Fitch Ratings Ltd.: A

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to BNP Paribas, Deutsche Bank AG, London Branch, HSBC Bank plc and Société Générale (the **Managers**), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. YIELD

Indication of yield: 1.649 per cent. per annum

### 5. OPERATIONAL INFORMATION

(a) ISIN Code: XS1052676142

(b) Common Code: 105267614

(c) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

(d) Names and addresses of initial Paying Agent(s) (if any): Citibank, N.A., London Office  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

(e) Names and addresses of additional Not Applicable  
Paying Agent(s) (if any):

To: Citibank, N.A., London Office  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

and: Clearstream Banking, *société anonyme*  
42 Avenue JF Kennedy  
L-1855 Luxembourg  
Luxembourg  
(as common safekeeper) for Euroclear Bank S.A./N.V.  
and Clearstream Banking, *société anonyme*

1 April 2014

Dear Sirs,

**Nationwide Building Society (the Issuer)**  
**€750,000,000 1.625 per cent. Notes due 2019 (the Notes)**  
**issued pursuant to its U.S.\$25,000,000,000 European Note Programme**

We hereby confirm that the Notes are intended to be held in a manner which would allow Eurosystem eligibility.

Intended to be held in a manner which would allow Eurosystem eligibility:

Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Please could you forward this letter to Clearstream Banking, S.A. and Euroclear Bank, S.A./N.V.

**Nationwide Building Society**

By:

