

20 October 2014

Nationwide Building Society
EUR 50,000,000 Floating Rate Notes due October 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 2014 which constitutes 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

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

DESCRIPTION OF THE NOTES

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| 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: | 452 |
| | (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: | EUR 50,000,000 |
| | (b) Aggregate nominal amount of Series (if more than one issue for the Series): | Not Applicable |
| | (c) Specified Currency: | Euro ("EUR") |

(d)	Specified Denomination(s):	EUR 100,000
(e)	Calculation Amount:	EUR 100,000
7.	Issue Price:	100.00 per cent. of the Nominal Amount
8.	Issue Date:	22 October 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 Not Applicable

Zero Coupon Note Provisions Not Applicable

Floating Rate Note Provisions Applicable

12.	(a)	Party responsible for calculating the Interest Rate and Interest Amount (if not the Agent):	Not Applicable
	(b)	Interest Period(s) or specified Interest Payment Date(s):	22 January, 22 April, 22 July and 22 October in each year from and including 22 January 2015 to and including the Maturity Date.
	(c)	Business Day Convention:	Modified Following Business Day
	(d)	Additional Business Centre(s):	Not Applicable
	(e)	First Interest Payment Date:	22 January 2015
	(f)	Manner in which Rate of Interest is to be determined:	Screen Rate Determination
	(g)	If Screen Rate Determination:	
	(i)	Reference Rate, Specified Time and Relevant Financial Centre:	Reference Rate: 3 month EURIBOR Specified Time: 11.00 a.m. Relevant Financial Centre: Brussels

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| (ii) | Interest Determination Date: | The second day on which the TARGET2 system is open prior to the start of each Interest Period |
| (iii) | Relevant Screen Page: | Reuters Screen Page EURIBOR01 |
| (h) | If ISDA Determination: | Not Applicable |
| (i) | Linear Interpolation: | Not Applicable |
| (j) | Margin(s): | Plus 0.51 per cent. per annum |
| (k) | Minimum Interest Rate (if any): | Not Applicable |
| (l) | Maximum Interest Rate (if any): | Not Applicable |
| (m) | Day Count Fraction: | Actual/360 |

PROVISIONS REGARDING REDEMPTION/MATURITY

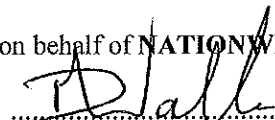
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|-----|---|---|
| 13. | Maturity Date: | The Interest Payment Date falling in or nearest to October 2019 |
| 14. | Redemption at Issuer's option: | Not Applicable |
| 15. | Redemption at Noteholder's option: | Not Applicable |
| 16. | Final Redemption Amount: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount |
| 17. | Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default: | EUR 100,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THIS ISSUE OF NOTES

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| 18. | U.S. Selling Restrictions: | Reg S Compliance Category 2: TEFRA D |
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Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By:


Duly Authorised

By:


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 its 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 22 October 2014.
- (b) Estimated of total expenses related to admission to trading: GBP 2,100.

2. RATINGS

Ratings: The Notes to be issued have been rated:

Moody's Investors Service Limited: A2 with negative outlook

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 the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its 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 (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

5. OPERATIONAL INFORMATION

- (a) ISIN: XS1126271466
- (b) Common Code: 112627146
- (c) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg 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 Paying Agent(s) (if any): Not Applicable

