

27 February 2015

Nationwide Building Society
€1,250,000,000 1.250 per cent. Notes due March 2025
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 and the supplements thereto dated 25 November 2014 and 16 February 2015, 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:	456
	(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:	€1,250,000,000
	(b) Aggregate nominal amount of Series (if more than one issue for the Series):	€1,250,000,000
	(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:	99.916 per cent.
8.	Issue Date:	3 March 2015
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.		Applicable
(a)	Fixed Rate(s) of Interest:	1.250 per cent. per annum payable in arrear on each Fixed Interest Date
(b)	Fixed Interest Date(s):	3 March in each year, commencing on 3 March 2016, up to and including the Maturity Date
(c)	Initial Broken Amount per	Not Applicable
(d)	Fixed Coupon Amount(s)	€12.50 per Calculation Amount
(e)	Broken Amount(s)	Not Applicable
(f)	Final Broken Amount per	Not Applicable
(g)	Day Count Fraction:	Actual/Actual (ICMA)
(h)	Business Day Convention:	Following Business Day
	• Adjusted:	Not Applicable
	• Non-Adjusted:	Applicable
(i)	Additional Business Centre(s):	Not Applicable
(j)	Determination Date(s):	3 March in each year
Zero Coupon Note Provisions		
Floating Rate Note Provisions		

PROVISIONS REGARDING REDEMPTION/MATURITY

13. Maturity Date: 3 March 2025

14. Redemption at Issuer's option: Not Applicable

15. Redemption at Noteholder's option: Not Applicable

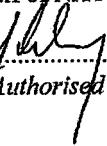
16. Final Redemption Amount: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount

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: .....

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 3 March 2015

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

2. RATINGS

Ratings: The Notes to be issued have been rated:

Moody's Investors Service Limited: A2

Standard & Poor's Credit Market A Services Europe Limited:

Fitch Ratings Ltd.: A

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

Save for any fees payable to Deutsche Bank AG, London Branch, Merrill Lynch International, Société Générale and UBS Limited (the **Joint Lead 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 Joint Lead 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: 1.259 per cent. per annum

5. OPERATIONAL INFORMATION

(a) ISIN: XS1196797614

(b) Common Code: 119679761

(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 Not Applicable
Paying Agent(s) (if any):