

## FINAL TERMS

1 July 2015

Nationwide Building Society  
HKD 316,000,000 3.292 per cent. Notes due July 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, 16 February 2015 and 26 May 2015 which together 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

- |    |                                |                                     |
|----|--------------------------------|-------------------------------------|
| 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:  | 464   |
|    | (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:                                       | HKD 316,000,000   |
|    | (b) Aggregate nominal amount of Series (if more than one issue for the Series): | HKD 316,000,000   |
|    | (c) Specified Currency:   | Hong Kong dollar (HKD)  |
|    | (d) Specified Denomination(s):  | HKD 1,000,000   |
|    | (e) Calculation Amount:   | HKD 1,000,000   |

- |     |   |                     |
|-----|---|---------------------|
| 7.  | Issue Price:  | 100 per cent.       |
| 8.  | Issue Date:   | 3 July 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 and New York |

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

- |     |  |  |
|-----|--|--|
| 12. | <b>Fixed Rate Note Provisions</b>  | Applicable   |
|     | (a) Fixed Rate(s) of Interest:   | 3.292 per cent. per annum payable in arrear on each Fixed Interest Date  |
|     | (b) Fixed Interest Date(s):  | 3 July in each year, commencing on 3 July 2016, up to and including the Maturity Date  |
|     | (c) Initial Broken Amount per denomination:                                    | Not Applicable   |
|     | (d) Fixed Coupon Amount(s)<br><i>(Applicable to Notes in definitive form):</i> | HKD 32,920 per Calculation Amount, subject to adjustment in accordance with the Business Day Convention set out in 12(h) below |
|     | (e) Broken Amount(s):  | Not Applicable   |
|     | (f) Final Broken Amount per denomination:                                      | Not Applicable   |
|     | (g) Day Count Fraction:  | Actual/365 (Fixed)   |
|     | (h) Business Day Convention:   | Following Business Day   |
|     | • Adjusted:  | Applicable   |
|     | • Non-Adjusted:  | Not Applicable   |
|     | (i) Additional Business Centre(s):   | New York   |
|     | (j) Determination Date(s):   | Not Applicable   |
| 13. | <b>Zero Coupon Note Provisions</b>   | Not Applicable   |
| 14. | <b>Floating Rate Note Provisions</b>   | Not Applicable   |

#### PROVISIONS REGARDING REDEMPTION/MATURITY

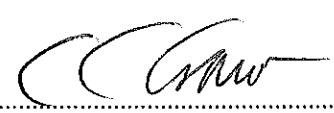
15. Maturity Date: 3 July 2025, subject to adjustment in accordance with the Business Day Convention set out in 12(h) above
16. Redemption at Issuer's option: Not Applicable
17. Redemption at Noteholder's option: Not Applicable
18. Final Redemption Amount: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
19. Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default: HKD 1,000,000 per Calculation Amount

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

20. 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 the Issue Date
- (b) Estimate of total expenses related to admission to trading: GBP 1,750

### 2. RATINGS

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

Moody's Investors Service Limited: A1  
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 The Hongkong and Shanghai Banking Corporation Limited (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

Indication of yield: 3.292 per cent. per annum

### 5. OPERATIONAL INFORMATION

- (a) ISIN: XS1255371897
- (b) Common Code: 125537189
- (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

BNP Paribas Securities Services, Luxembourg  
Branch  
33 rue de Gaspérich  
L-5826 Hesperange  
Luxembourg

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



**CONFIRMATION OF EUROSISTEM ELIGIBILITY**

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 July 2015

Dear Sirs,

**Nationwide Building Society (the Issuer)**  
**HKD 316,000,000 3.292 per cent. Notes due July 2025 (the Notes)**  
**issued pursuant to its U.S.\$25,000,000,000 European Note Programme**

We hereby confirm that the Notes are not intended to be held in a manner which would allow Eurosystem eligibility.

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

No. Whilst the designation is specified as "no" at the date hereof, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them, the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time 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: