

FINAL TERMS

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the notes has led to the conclusion that: (i) the target market for the notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) (“UK MiFIR”); and (ii) all channels for distribution of the notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the notes (a “distributor”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Prohibition of sales to EEA retail investors – The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “EU PRIIPs Regulation”) for offering or selling the notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

Prohibition of sales to UK retail investors – The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

July 25, 2024

Nationwide Building Society

(incorporated in England under the Building Societies Act 1986, as amended)

(Legal Entity Identifier (LEI): 549300XFX12G42QIKN82)

\$1,000,000,000 5.127% Fixed Rate Senior Preferred Notes due July 29, 2029
issued pursuant to its \$25,000,000,000 Senior Preferred, Senior Non-Preferred and Subordinated
Medium-Term Notes Program

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the base prospectus dated June 21, 2024, which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) (2017/1129) as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the notes described herein for the purposes of the UK Prospectus Regulation 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>) and are available on the website of the Issuer at <https://www.nationwide.co.uk/investor-relations/usmtn-terms-of-access/usmtn-programme/>.

TYPE OF NOTE

- | | | |
|----|--------------------------------|------------------|
| 1. | Status of the notes: | Senior Preferred |
| 2. | Interest Basis: | Fixed Rate |
| 3. | Change of Interest Rate Basis: | Not Applicable |

DESCRIPTION OF THE NOTES

- | | | | |
|-----|-----|---|---|
| 4. | (a) | Series Number: | 2024-1 |
| | (b) | Tranche Number: | 1 |
| 5. | (a) | Nominal Amount of notes to be issued: | \$1,000,000,000 |
| | (b) | Aggregate nominal amount of Series (if more than one issue for the Series): | Not Applicable |
| | (c) | Specified Currency: | US dollars (“\$”) |
| | (d) | Currency Determination Agent: | Not Applicable |
| | (e) | Specified Denomination(s): | \$200,000 and integral multiples of \$1,000 in excess thereof |
| 6. | | Issue Price: | 100.000% |
| 7. | | Issue Date: | July 29, 2024 |
| 8. | | Original Issue Date: | July 29, 2024 |
| 9. | | Interest Commencement Date: | Issue Date |
| 10. | | Automatic/optional conversion from one Interest Basis to another: | Not Applicable |
| 11. | | Additional Business Center(s): | London |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

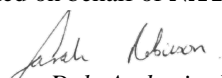
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|-----|-----|-----------------------------|--|
| 12. | | Fixed Rate Note Provisions: | Applicable |
| | (a) | Fixed Rate(s) of Interest: | 5.127% per annum payable in arrear on each Fixed Interest Date |
| | (b) | Interest Payment Date(s): | January 29 and July 29 in each year from (and including) January 29, 2025 up to (and including) the Maturity Date (each, a “ Fixed Interest Date ”) |
| | (c) | Day Count Fraction: | 30/360 |
| | (d) | Business Day Convention: | Following Business Day |
| | (i) | Adjusted: | Not Applicable |

	(ii) Non-Adjusted:	Applicable
	(e) Calculation Agent responsible for calculating the amount of interest:	Not Applicable
	(f) Determination Date(s):	Not Applicable
13.	Zero Coupon Note Provisions:	Not Applicable
14.	Floating Rate Note Provisions:	Not Applicable
15.	Reset Note Provisions:	Not Applicable
16.	Benchmark Replacement:	Not Applicable

PROVISIONS REGARDING REDEMPTION/MATURITY

17.	Maturity Date:	July 29, 2029
18.	Redemption at Issuer's option:	Not Applicable
19.	(a) Senior Non-Preferred Notes: Loss Absorption Disqualification Event Redemption:	Not Applicable
	(b) Loss Absorption Disqualification Event:	Not Applicable
	(c) Senior Non-Preferred Notes: Substitution and Variation:	Not Applicable
20.	Repayment at holder's option:	Not Applicable
21.	Minimum Denomination for early redemption/repayment:	The entire outstanding principal amount of the Notes at the applicable date
22.	Regulatory Event (subordinated notes only):	Not Applicable

Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By: 
Duly Authorized

By: **K. Eliason**
Duly Authorized

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the notes to be admitted to trading on the London Stock Exchange plc's main market and listing on the Official List of the Financial Conduct Authority with effect from on or around the Issue Date.
- (b) Estimate of total expenses related to admission to trading: £6,050 + VAT

2. RATINGS

Ratings: The notes to be issued have been rated:

Moody's Investors Service Limited: A1

S&P Global Ratings UK Limited: A+

Fitch Ratings Ltd.: A+

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. The rating agencies above have published the following high-level descriptions of such ratings:

- A rating of A by Moody's Investors Service Limited is described by it as indicating upper-medium-grade and subject to low credit risk.

- A rating of A by S&P Global Ratings UK Limited is described by it as indicating strong capacity to meet financial commitments, but somewhat susceptible to economic conditions and changes in circumstances.

- A rating of A by Fitch Ratings Ltd. is described by it as indicating expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

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

Save for any fees payable to the Placement Agent(s), so far as the Issuer is aware, no person involved in the issue of the notes has an interest material to the offer. The Placement Agent(s) 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** (*Fixed Rate Notes only*)

Indication of yield: 5.127% per annum (semi-annual)

The yield is calculated on the basis of the Fixed Rate of Interest and the Issue Price as at the Issue Date. It is not an indication of future yield

5. **OPERATIONAL INFORMATION**

- (a) CUSIP: 144A: 63861VAK3
Reg S: 63861WAK1
- (b) ISIN Code: 144A: US63861VAK35
Reg S: US63861WAK18
- (c) Common Code: 144A: 287025220
Reg S: 287025246
- (d) Any clearing system(s) other than The Depository Trust Company and the relevant identification number(s): Not Applicable
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (f) Relevant Benchmarks: Not Applicable

6. **DISTRIBUTION**

Prohibition of Sales to EEA Retail Investors: Applicable

Prohibition of Sales to UK Retail Investors: Applicable

7. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

- (a) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus
- (b) Estimated net proceeds: \$997,500,000

8. **US FEDERAL INCOME TAX CONSIDERATIONS**

Not applicable