SUPPLEMENT DATED DECEMBER 16, 2025
TO THE REGISTRATION DOCUMENT DATED JULY 3, 2025
AND TO THE BASE PROSPECTUSES REFERRED TO BELOW

Nationwide Building Society

(incorporated in England under the Building Societies Act 1986, as amended)
Legal Entity Identifier (LEI): 549300XFX12G42QIKN82

US$35,000,000,000
European Note Programme

(the "**European Note Programme**")

and

€45,000,000,000
Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments by
Nationwide Covered Bonds LLP (the "**LLP**")
(a limited liability partnership incorporated in England and Wales)
LLP Legal Entity Identifier (LEI): 5493003J8ZGXTRDK6480
(the "**Covered Bond Programme**")

and

US$25,000,000,000
Senior Preferred, Senior Non-Preferred and Subordinated Medium-Term Note Programme

(the "**USMTN Programme**")

This supplement (the "**Supplement**") is prepared by Nationwide Building Society ("**Nationwide**", the "**Issuer**" or the "**Society**") and supplements:

(i) the Registration Document dated July 3, 2025 prepared by the Society, as previously supplemented on November 20, 2025 (the "**Registration Document**");

(ii) the base prospectus dated August 1, 2025 for the European Note Programme, as previously supplemented on November 20, 2025 (the "**EMTN Base Prospectus**");

(iii) the base prospectus dated July 3, 2025 for the Covered Bond Programme, as previously supplemented on August 11, 2025 and November 20, 2025 (the "**Covered Bond Base Prospectus**"); and

(iv) the base prospectus dated July 3, 2025 for the USMTN Programme, as previously supplemented on November 20, 2025 (the "**USMTN Base Prospectus**" and, together with the EMTN Base Prospectus and the Covered Bond Base Prospectus, the "**Base Prospectuses**" and each a "**Base Prospectus**").

This Supplement constitutes (i) a supplement to the Registration Document and each Base Prospectus for the purposes of Article 10(1) and Article 23 of the UK Prospectus Regulation and (ii) supplementary admission particulars to the Base Prospectus for the European Note Programme as it comprises admission particulars for the purposes of the ISM Rulebook (and references herein to the Base Prospectus in respect of the European Note Programme shall include such document as it comprises such admission particulars for the purposes of the ISM Rulebook).

This Supplement is supplemental to, and should be read in conjunction with, the Registration Document and the relevant Base Prospectus and any other supplements thereto published by the Issuer. Terms defined in the Registration Document or, as the case may be, the relevant Base Prospectus and not defined in this Supplement have the same meaning when used in this Supplement. Where information contained in the Registration Document is expressed in this Supplement to be amended, updated, supplemented or replaced by virtue of this Supplement, such information, as it forms part of each Base Prospectus (by virtue of such information being incorporated by reference therein), shall also be amended, updated, supplemented or replaced (as applicable) accordingly, and each Base Prospectus should be read together with the Registration Document as so supplemented.

The Issuer and, in respect of the Covered Bond Programme only, the LLP, each accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and, in respect of the Covered Bond Programme only, the LLP, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

This Supplement has been approved as a supplement to the Registration Document and the Base Prospectuses by the Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or, in respect of the Covered Bond Programme, the LLP, or the quality of the Notes and Covered Bonds that are the subject of this Supplement ("**Notes**" and "**Covered Bonds**", respectively), the Registration Document and the Base Prospectuses. Investors should make their own assessment as to the suitability of investing in any Notes issued under the European Note Programme or the USMTN Programme or any Covered Bonds issued under the Covered Bond Programme, as the case may be.

A copy of this Supplement has also been submitted to the London Stock Exchange plc (the "**London Stock Exchange**") in connection with the application for Exempt Notes issued under the European Note Programme to be admitted to trading on the International Securities Market (the "**ISM**") of the London Stock Exchange. The London Stock Exchange has not approved or verified the contents of this Supplement.

PURPOSE OF THIS SUPPLEMENT

The purpose of this Supplement is to supplement, amend and update the following sections of the Registration Document (including as such sections are incorporated by reference in, and form part of, each Base Prospectus):

1. Presentation of Financial Information;

2. Risk Factors;

3. Capitalization and Indebtedness;

4. Unaudited Pro Forma Financial Information;

5. Management's Discussion and Analysis of Financial Condition and Results of Operations;

6. Description of Business;

7. Selected Statistical Information;

8. Financial Risk Management;

9. Management;

10. Supervision and Regulation; and

11. General Information.

SUPPLEMENTS AND AMENDMENTS TO THE REGISTRATION DOCUMENT

By virtue of this Supplement, the following sections of the Registration Document (including as such sections are incorporated by reference in, and form part of, each Base Prospectus) are supplemented and amended as follows:

1. PRESENTATION OF FINANCIAL INFORMATION

The subsection "*Presentation of Financial Information – Pro forma and supplementary financial information*" on pages 6-7 of the Registration Document is deleted in its entirety.

2. RISK FACTORS

The following subsections of the Registration Document within the section titled "*Risk Factors*" are supplemented and amended as follows.

2.1 The following replaces the subsection "*Risk Factors – Economic and Financial Risks – Pension Risk*" on pages 22-23 of the Registration Document:

"***Pension Risk***

Pension risk is defined as the risk that the value of the pension schemes' assets will be insufficient to meet the estimated liabilities, creating a pension deficit. Pension risk could negatively impact our capital position and may result in increased cash funding obligations to the pension schemes.

The Group has funding obligations to several defined benefit pension schemes, including the Nationwide Pension Fund (the "**NPF**") and, following the Virgin Money Acquisition, the Yorkshire and Clydesdale Bank Pension Scheme ("**YCBPS**").

In November 2020, Nationwide and the Trustee of the NPF entered into an arrangement whereby Nationwide has agreed to provide collateral in the form of retained Silverstone notes to provide additional security to the NPF. The NPF would have access to these notes in the case of certain events such as insolvency of Nationwide.

As the NPF is closed to future accrual, there have been no current service costs, past service costs or employer contributions made in respect of future benefit accrual during the current or prior year. The YCBPS was closed to future accrual for most members in 2017 though has a very small number of active members in the scheme which gives rise to employer contributions and service costs made in respect of future benefit accrual.

There have been no employer deficit contributions required into the NPF or the YCBPS and there are no such contributions scheduled in the period ending March 31, 2026, or future years under the current Schedules of Contributions, other than the ongoing funding of the YCBPS administrative expenses.

Employer deficit contributions of less than £1 million were made in June 2025 in respect of the Group's defined benefit scheme in its Nationwide (Isle of Man) Limited subsidiary.

In line with UK pensions legislation, a formal actuarial valuation ("**Triennial Valuation**") of the assets and liabilities of the defined benefit pension schemes is carried out at least every three years by independent actuaries. The effective date of the NPF Triennial Valuation is March 31, 2025, the Valuation will be completed by June 30, 2026. The effective date of the YCBPS Triennial Valuation is September 30, 2025, and the Valuation will be completed by December 31, 2026.

Any change in the contributions which we are required to pay in respect of our defined benefit pension schemes, including as a result of a future Triennial Valuation of the NPF or YCBPS, could have a negative impact on our results of operations. In addition, any IAS19 accounting deficit in our defined benefit pension scheme would be reflected in our CET1 capital. Accordingly, a deficit can result in a reduction in our capital ratios.

The NPF's liabilities are well hedged by matching assets, primarily government bonds and corporate bonds. In addition, the NPF invests in alternative matching assets such as property ground rents and property leases (included in property above) that are expected to generate inflation-linked income over the long term. The NPF also holds return-seeking assets which are expected to generate a return over and above its liabilities in the long term but may create risk and volatility in the short- to medium-term.

The YCBPS liabilities are also well hedged with matching assets and a portfolio of corporate bonds which are expected to deliver a long-term rate of return in excess of the YCBPS's liabilities. The value of these assets is sensitive to changes in interest rates. Additionally, the YCBPS holds return-seeking assets, including alternative matching assets such as property ground rents and property leases and in renewable energy funds, which are expected to generate a return over and above the YCBPS's liabilities in the long term but may create risk and volatility in the short- to medium-term.

In May 2023, the NPF entered into a longevity swap transaction to manage the scheme's longevity risk in relation to £1.7 billion of pension liabilities, covering approximately 7,000 pensioners. This transaction provides income to the NPF in the event that pensions are paid out for longer than expected, mitigating the financial impact and reducing the scheme's longevity risk exposure by approximately one third. In April 2023, the YCBPS Trustee also entered into a longevity swap transaction to cover approximately 9,000 pensioners, around 40% of the scheme's longevity risk. The swaps are included in the respective scheme assets at fair value. Future changes to the fair value of these longevity swaps are expected to broadly offset changes in the scheme's liabilities relating to updates to life expectancy for those pensioners covered.

In January 2022, the NPF Trustee completed a pensioner buy-in for the smaller Cheshire & Derbyshire section of the NPF, removing the investment and longevity risk to the NPF in relation to retired members in this section.

The Group actively engages with the Trustee Boards to ensure broad alignment on investment objectives and implementation. Potential risk management initiatives include, but are not limited to, adjusting the asset allocation (altering the allocation to return-seeking assets and to liability matching assets), longevity hedging and implementing derivative and other hedging strategies.

The above-mentioned risks and failure to successfully implement risk management initiatives could have a material adverse effect on the performance of the pension schemes, our business, financial condition, results of operations, liquidity and/or prospects."

2.2 The final paragraph of the risk factor "*Risk Factors – Regulatory Risks – a) We are subject to extensive legislation and regulation*" on pages 23-24 of the Registration Document is deleted in its entirety.

2.3 The following shall be inserted as the third paragraph into the subsection "*Risk Factors – Regulatory Risks – b) Capital and liquidity requirements*" on pages 25-27 of the Registration Document:

"***b) Capital and liquidity requirements***

The PRA's near-final Policy Statement on the implementation of the final Basel IV standards (which the PRA refers to as Basel 3.1) in December 2023 and September 2024. This was followed on December 12, 2023 and September 12, 2024 by two policy statements (PS17/23 and PS9/24, respectively) containing near-final rules. On January 17, 2025, the PRA announced that it was delaying the implementation of the Basel 3.1 rules by a year until January 1, 2027, with the transitional period reduced from four to three years so that it will continue to end on December 31, 2030. The Basel 3.1 package will require Nationwide to calculate its risk weighted assets (RWAs) as the higher of; (1) the total RWAs using all approaches that it has supervisory approval to use, including the Internal Ratings Based (IRB) approach; and (2) under the standardized approach which will be subject to a 72.5% end-point output floor. In the near-final rules set out in PS9/24, the PRA confirmed that it would introduce changes to the risk weight treatment that applies to certain covered bonds. Should covered bonds meet the definition of a "CRR covered bond" (CRR covered bonds are, among other things, issued by a credit institution with its registered office in the UK) and be secured by exposures which meet the collateral eligibility criteria (including additional requirements for immovable property collateral), they may qualify for lower risk weighting."

2.4 The risk factor titled "*b) The Pro Forma Financial Information should not be relied upon as an indication of what the Issuer's results of operations might have been had the Acquisition not occurred on the date indicated nor should it be used as an indication of the results the Issuer might achieve in the future*" on page 35 of the Registration Document (under the subsection "*Risk Factors – Risks related to the Virgin Money Acquisition*") is deleted in its entirety.

2.5 The first sentence of the risk factor titled "*The Issuer's historical consolidated financial statements following the completion of the Acquisition may be difficult to compare to those for prior periods*" on page 35 of the Registration Document (under the subsection "*Risk Factors – Risks related to the Virgin Money Acquisition*") is deleted in its entirety from the Registration Document.

3. CAPITALIZATION AND INDEBTEDNESS

The following replaces the section "*Capitalization and Indebtedness*" on page 37 of the Registration Document:

"The following is a summary of our consolidated capitalization and indebtedness extracted from our unaudited condensed consolidated interim financial statements for the six months ended September 30, 2025:

	September 30, 2025
	(£ million)
Consolidated Indebtedness[(1)]	
Deposits from banks and similar institutions	**6,218**
Other deposits	75,786
Debt securities in issue	54,649
Total Senior Debt	**136,653**
Subordinated liabilities[(1)(2)(6)]	**2,506**
Permanent Interest Bearing Shares[(1)(3)(4)]	**130**
Members' Funds	
CCDS[(1)]	1,157
Other equity instruments[(1)]	2,178
General reserve	17,209

	September 30, 2025
	(£ million)
Revaluation reserve	35
Cash flow hedge reserve	109
Fair value through other comprehensive income reserve	(129)
Other hedging reserve	(36)
UK retail member deposits[1]	213,112
Total members' funds	**233,635**
Total capitalization	**372,924**

Notes:

(1) If we were to go into liquidation, the claims in respect of senior preferred notes and other unsubordinated creditors would rank junior to obligations required to be preferred by law (which includes certain member share accounts which are given preferential status by law) but would rank before those of senior non-preferred and subordinated debt holders. The claims of holders of permanent interest bearing shares ("**PIBS**") rank behind those of all other creditors, including subordinated debt holders. The claims of the holders in respect of our AT1 instruments would rank behind those in respect of our PIBS, and the claims in respect of our CCDS would rank behind claims in respect of our AT1 instruments.

(2) For consistency with other indebtedness, accrued interest of £22 million is included in subordinated liabilities.

(3) For consistency with other indebtedness, accrued interest of £1 million is included in subscribed capital.

(4) The fixed rate PIBS are repayable, at the option of the Society, in whole on the initial call date or every fifth anniversary thereafter. If not repaid on a call date then the interest rate is reset at a margin to the yield on the then prevailing five year benchmark gilt rate. Initial call dates are in February 2026 and March 2030, respectively. The floating rate PIBS payable at 4.2% above SONIA is callable on September 2030.

(5) Our rules provide that members may withdraw all or any of their investments by giving appropriate notice specifying the amount to be withdrawn. Members may also make an immediate withdrawal of their investments subject to a possible loss of interest. The Nationwide Board has the power to suspend or limit the payment of withdrawals when, in its discretion, it considers it necessary.

(6) Subordinated debt comprises of one issue maturing 2026, one issue maturing 2031, one issue maturing 2032, one issue maturing 2034 and one issue maturing in 2035, a number of which are callable ahead of maturity.

Except as otherwise disclosed in this Registration Document, there have been no material change in our consolidated capitalization, indebtedness, guarantees or contingent liabilities since September 30, 2025."

4. UNAUDITED PRO FORMA FINANCIAL INFORMATION

The section titled "*Unaudited Pro Forma Financial Information*" on pages 38-41 of the Registration Document is deleted in its entirety.

5. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information in this Section 5 should be read together with Nationwide's unaudited condensed consolidated interim financial statements for the six months ended September 30, 2025, as incorporated by reference in the Registration Document and each Base Prospectus.

The following subsections of the Registration Document within the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" are supplemented and amended as follows:

5.1 The following subsection is inserted immediately before the subsection "*Financial Performance*" commencing on page 46 of the Registration Document:

"Financial Performance for the six months ended September 30, 2025

Underlying profit before tax for the six months increased to £977 million (September 30, 2024: £959 million), with income, costs and credit impairment charges all increasing due to the Virgin Money Acquisition. Statutory profit before tax was £486 million (September 30, 2024: £568 million), after taking account of the Nationwide Fairer Share Payment of £409 million (September 30, 2024: £385 million).

Total underlying income increased to £3,112 million (September 30, 2024: £2,129 million), reflecting the Virgin Money Acquisition and a strong performance in mortgages and retail deposits. Underlying net interest margin increased to 1.58% (September 30, 2024: 1.50%). During the period, total member value decreased by £146 million to £1,189 million (September 30, 2024: £1,335 million) due to the narrowing of our mortgage customer rate differential to the market. Total member value consists of £780 million of member financial benefit (September 30, 2024: £950 million) and the Nationwide Fairer Share Payment of £409 million (September 30, 2024: £385 million) also increased following growth in eligible members.

Our capital position continues to remain strong with our average Liquidity Coverage Ratio ("**LCR**") over the twelve-months ended September 30, 2025 at 163% (twelve-months ended March 31, 2025: 174%). We maintain a peer-leading CET1 ratio of 18.4% (March 31, 2025: 19.1%) and leverage ratio of 5.2% (March 31, 2025: 5.2%). We have continued to support our members' borrowing and lending needs during the year, and as a result have sustained overall growth in our deposit and mortgage balances. Mortgage balances increased to £280.6 billion (March 31, 2025: £275.9 billion), with net lending of £4.7 billion (September 30, 2024: £6.3 billion). Stock market share increased to 16.3% (March 31, 2025: 16.2%), demonstrating continued robust performance in a highly competitive market, supported by our switching and first-time buyer propositions. Retail deposit balances increased by £5.3 billion to £266.0 billion (March 31, 2025: £260.7 billion), supported by a strong ISA season and a greater share of market personal current account balances. Our total deposit market share of balances remains at 12.2% (March 31, 2025: 12.2%) despite intensifying competition. Consumer lending balances grew to £11.5 billion (March 31, 2025: £11.1 billion), of this, total credit card balances were £8.0 billion (March 31, 2025: £7.8 billion), representing 10.4% share of the UK's consumer credit card balances (March 31, 2025: 10.7%). Business deposits grew to £22.0 billion (March 31, 2025: £21.1 billion) and business lending balances decreased to £9.4 billion (March 31, 2025: £9.5 billion), in light of an increasingly competitive market. Business banking provides greater diversification of the Group's products and services.

Underlying administrative expenses increased by £826 million to £1,989 million (September 30, 2024: £1,163 million), primarily reflecting the inclusion of Virgin Money and the associated integration costs.

Credit impairment charges increased to £146 million (September 30, 2024: £7 million), reflecting the inclusion of Virgin Money lending balances. In addition, the half year to September 2024 included a release related to cost-of-living adjustments. Arrears rates remain low and have reduced slightly in the half year to September 30, 2025, with mortgage arrears remaining significantly below the market average."

5.2 The following section replaces the subsections titled "*Impact of Economic Conditions in the UK Generally and Outlook*", "*Net Interest Income*" and "*Interest Rate Management*" on pages 47-48 of the Registration Document:

"**Impact of Economic Conditions in the UK Generally and Outlook**

The Group expects modest growth in the UK economy, with inflation gradually returning towards its target level in the years ahead. Following a second quarter average CPI of 3.5% in 2025, the UK's annual inflation rate increased to 3.8% in the third quarter. Inflation stickiness has led to a gradual and careful approach to monetary easing by the Bank of England's Monetary Policy Committee ("**MPC**"). Inflationary pressures and economic growth considerations were balanced by the MPC, which implemented two rate cuts between May and September 2025 – Bank rate now sits at 4.0%. The two-year and five-year swap rates both closed at approximately 3.8% as of September 30, 2025. A 14-basis point reduction in the five-year swap rate since March 2025 reflects market expectations of generally lower UK Bank Rate in the medium term than previously expected. While the Group has some inflation exposures to UK, EU and US inflation indices via inflation-linked bonds, this risk is managed within tight limits.

The outlook remains uncertain, given ongoing heightened geopolitical tensions, emerging policies of the UK Government and US trade policies. To date, borrowers have remained resilient to affordability pressures.

Net Interest Income

Net interest income ("**NII**") increased by £870 million to £2,946 million (September 30, 2024: £2,076 million), with net interest margin increasing to 1.57%. This reflects the inclusion of Virgin Money and a strong performance in mortgages and retail deposits, which more than offset the margin narrowing impact of the Bank rate reductions during the period.

The table below shows the calculation of net interest margin on a statutory basis for the six months ended September 30, 2025 and 2024 and the period ended March 31, 2025:

	For the six months ended September 30,		**For the period ended March 31,**
	2025	**2024**	**2025**
	(*£ million, except percentages*)		
Net interest income	2,946	2,076	4,992
Weighted average total assets	374,506	282,763	327,130
Net interest margin[1]	**1.57%**	**1.50%**	**1.54%**

Note:

(1) Net interest margin is calculated using annualized Net interest income.

Interest Rate Management

Because the majority of our assets and liabilities are either floating rate instruments or synthetically converted to floating rate instruments using derivatives, variations in market interest rates have a direct impact on our interest income and interest expense. Fluctuations in market interest rates, however, give us the opportunity to manage our interest rate margins and, for most of our assets and liabilities, we can re-price the interest rate that we offer, subject to market and competitive pressures.

The table below shows the daily average SONIA rates and average Bank of England base rates for the six months ended September 30, 2025 and 2024 and the period ended March 31, 2025.

	For the six months ended September 30,		**For the period ended March 31,**
	2025	**2024**	**2025**
		(*percentages*)	
Daily average SONIA	4.19	5.12	4.90
Average Bank of England's Bank Rate...........	4.23	5.17	4.95

Interest rate risk arises from the mortgage, savings and other financial services products that we offer. The varying interest rate features and maturities of retail products and wholesale funding create exposures to interest risks. This is due to the imperfect matching of variable interest rates, in particular the Bank of England base rate, and timing differences on the re-pricing of assets and liabilities. The risk is managed through the use of derivatives and other appropriate financial instruments and through product design.

Interest rates started to rise in December 2021 to combat higher inflation embedding within the economy. As at April 4, 2022, the rate was 0.75%. The Bank of England Monetary Policy Committee voted to raise its Bank Rate on eleven consecutive occasions since April 2022 to a peak rate of 5.25% in August 2023. The Bank has gradually cut the rate since, most recently to 4.0% in August 2025, with the aim of returning inflation to the 2% target in the medium term.

The BMR is guaranteed to be no more than 2% above the Bank Rate. This rate is significantly lower than the equivalent standard variable rate charged by our competitors and the SMR onto which our mortgages advanced since April 2009 revert. This has the effect of compressing our mortgage margins and reducing the flexibility with which these margins can be managed. However, the BMR portfolio is well seasoned, has low arrears rates and low possession rates, which partly compensates for the low margin it yields."

5.3 The following subsection is inserted immediately prior to the subsection titled "*Results of Operations for the Year Ended April 4, 2024 Compared with the Year Ended April 4, 2023*" commencing on page 64 of the Registration Document:

"**Results of Operations for the six months ended September 30, 2025**

Introduction

During the year, the UK economy grew at a modest pace. Underlying inflationary pressures moderated from elevated levels as labor market conditions cooled while earnings growth remained resilient. Against this background of subdued economic activity and easing price pressures, the Bank Rate was reduced incrementally over the year. Our observed credit quality and performance have remained broadly stable, with arrears in residential mortgage and consumer lending portfolios continuing to track at low levels.

Underlying profit before tax for the six months ended September 30, 2025 increased to £977 million (September 30, 2024: £959 million) with income, costs and credit impairment charges all increasing due to the Virgin Money Acquisition. Statutory profit before tax was £486 million (September 30, 2024: £568 million) after taking account of the Nationwide Fairer Share Payment. This profitability has supported us in maintaining a capital position comfortably above regulatory requirements, with our CET1 and leverage ratio at 18.4% and 5.2%, respectively (March 31, 2025: 19.1% and 5.2%, respectively).

Our total underlying income increased to £3,112 million (September 30, 2024: £2,129 million), reflecting the Virgin Money Acquisition and a strong performance in mortgage and retail deposits. NIM on an underlying basis increased to 1.58% (September 30, 2024: 1.50%). Retail deposit balances increased by £5.3 billion to £266.0 billion (March 31, 2025: £260.7 billion), supported by a strong ISA season and a greater share of market personal current account balances. Our total deposit market share of balances remains at 12.2% (March 31, 2025: 12.2%) despite intensifying competition.

Credit impairment charges increased to £146 million (September 30, 2024: £7 million), primarily reflecting the inclusion of Virgin Money consumer, business and commercial lending balances. In addition, the half year to September 2024 included a release related to cost-of-living adjustments. Arrears rates remain low and have reduced slightly in the half year to September 30, 2025 with mortgage arrears remaining significantly below the market average. Underlying administrative expenses increased by £826 million to £1,989 million (September 30, 2024: £1,163 million), primarily reflecting the inclusion of Virgin Money and associated integration costs.

We maintain a strong liquidity position, with an average LCR of 163% for the twelve months ended September 30, 2025 (twelve months ended March 31, 2025: 174%). We continue to manage our liquidity against internal risk appetite which is more prudent than regulatory requirements.

Profit before tax on a reported basis and underlying basis are set out below. Certain aspects of our results are presented to reflect management's view of the underlying results and to provide a clearer representation of our performance.

	For the period ended September 30, 2025			
	Underlying profit	**Gain from derivatives and hedge accounting(1)**	**Acquisition and other adjustments(2)**	**Statutory profit**
Net interest income	2,967	–	(21)	2,946
Other income	145	20	–	165
Total income	**3,112**	**20**	**(21)**	**3,111**
Administrative expenses	(1,989)	–	(81)	(2,070)
Pre-provision underlying profit	**1,123**	**20**	**(102)**	**1,041**
Impairment charge	(146)	–	–	(146)
Profit before member reward payments and tax(2)	**977**	**20**	**(102)**	**895**

Notes:

Underlying profit represents management's view of underlying performance. The following items are excluded from statutory profit to arrive at underlying profit:

(1) Although derivatives are only used to hedge market risks, income statement volatility can still arise due to hedge accounting ineffectiveness or because hedge accounting volatility is largely attributable accounting rules which do not fully reflect the economic reality of the hedging strategy.

(2) Unwind of fair value adjustments as well as certain costs relating to the Virgin Money Acquisition.

	For the period ended September 30, 2024			
	Underlying profit FSCS and bank levy	**Gain from derivatives and hedge accounting**	**Acquisition and other adjustments**	**Statutory profit**
Net interest income	2,076	–	–	2,076
Other income	53	20	–	73
Total income	**2,129**	**20**	**–**	**2,149**
Administrative expenses	(1,163)	–	(26)	(1,189)
Pre-provision underlying profit	**966**	**20**	**(26)**	**960**
Impairment charge	(7)	–	–	(7)
Profit before member reward payments and tax	**959**	**20**	**(26)**	**953**

The following discussion considers our results for the six months ended September 30, 2025 compared to our results for the six months ended September 30, 2024:

Total income

Our total income increased to £3,111 million in the six months ended September 30, 2025 from £2,149 million in the six months ended September 30, 2024. The following table sets forth the components of income for the six months ended September 30, 2025 and 2024, respectively:

	For the six months ended September 30,	
	2025	**2024**
	(£ million)	
Net interest income	2,946	2,076
Net fees and commissions	131	39
Other operating income	14	14
(Losses) /gains from derivatives and hedge accounting	20	20
Total	**3,111**	**2,149**

Net interest income

Underlying NII increased by £891 million to £2,967 million compared to £2,076 million for the six months ended September 30, 2024. This increase was primarily related to the Virgin Money Acquisition and the contributions thereof to NII as well as strong performances in mortgages and retail deposits, which more than offset the margin narrowing impact of Bank rate reductions during the period.

The following table sets forth the components of net interest income on a statutory basis for the six months ended September 30, 2025 and 2024, respectively:

	For the six months ended September 30,	
	2025	2024
	(£ million)	
Interest and similar income:		
On residential mortgages	5,495	3,736
On other loans	1,030	374
On investment securities measured at FVOCI	387	265
On other liquid assets, including reserves at central banks	671	816
Net income on financial instruments hedging assets in a qualifying hedge accounting relationship	1,063	1,810
Interest on net defined benefit pension surplus	26	15
Other interest and similar income	(1)	15
Total interest and similar income	**8,671**	**7,031**
Interest expense and similar charges:		
On shares held by individuals	2,928	3,016
On non-member retail deposits	779	–
On subscribed capital	4	5
On deposits and other borrowings:		
Subordinated liabilities	64	40
Deposits from banks and similar institutions and other deposits	474	567
Debt securities in issue	1,042	818
Net expense on financial instruments hedging liabilities	434	509
Total interest expense and similar charges	**5,725**	**4,955**
Net interest income	**2,946**	**2,076**

On investment securities

Interest and similar income from investment securities comprise interest income earned on the corporate and government investment securities that we purchase for our own account to manage our liquidity portfolios and net realized gains and losses on our sales of these instruments.

Interest and similar income from investment securities measured at FVOCI increased by 46.0% to £387 million for the six months ended September 30, 2025 compared with £265 million for the six months ended September 30, 2024.

Net income on financial instruments hedging assets in a qualifying hedge accounting relationship

Derivative instruments are used to synthetically convert fixed rate assets to floating rate assets. If derivatives are subject to hedge accounting, the floating rate income and fixed rate expense on these derivatives are included as “net income on financial instruments hedging assets in a qualifying hedge accounting relationship.” In the six months ended September 30, 2025, we generated a net income of £1,063 million on these instruments, compared with a net income of £1,810 million in the six months ended September 30, 2024.

Interest expense and similar charge

The average interest rate that we paid to UK retail member depositors decreased to 2.83% for the six months ended September 30, 2025 compared to 3.09% for the six months ended September 30, 2024. Retail deposit balances increased by £5.3 billion to £266.0 billion (March 31, 2025: £260.7 billion) supported by a strong ISA season and a greater share of market personal current account balances. Our total deposit market share of balances remains at 12.2% (March 31, 2025: 12.2%) despite intensifying competition.

On deposits and other borrowings

Interest expense on deposits and other borrowings includes interest that we pay on subordinated debt instruments and other deposits and borrowings. In the six months ended September 30, 2025, interest on subordinated liabilities increased to £64 million from £40 million in the six months ended September 30, 2024.

Other interest expense on deposits and other borrowings includes the interest that we pay on subordinated liabilities, deposits from other banks and other money market deposits and debt securities in issue. In the six months ended September 30, 2025, deposits from banks and similar institutions and other deposits decreased to £474 million from £567 million in the six months ended September 30, 2024. This decrease was primarily due to maturities in the drawings of the Bank of England's Term Funding Scheme with additional incentives for SMEs as well as the impact of the reduced Bank of England base rate**.**

Debt securities in issue

Debt securities in issue include interest that we pay on certificates of deposit, time deposits, commercial paper, covered bonds, medium-term notes and securitizations. In the six months ended September 30, 2025, interest expense on debt securities in issue increased by 27.4% to £1,042 million from £818 million in the six months ended September 30, 2024.

Net expense on financial instruments hedging liabilities

We use derivative instruments to synthetically convert fixed rate liabilities to floating rate liabilities. The floating rate expense and fixed rate income on these derivatives are included as "Net expense on financial instruments hedging liabilities." In the six months ended September 30, 2025, net expense on financial instruments used to hedge our fixed rate liabilities was £434 million, compared with £509 million in the six months ended September 30, 2024.

Net fees and commissions

Income from net fees and commissions consists of income that we earn from lending, banking and savings fees and insurance sales commissions less lending fees and commission expense. In the six months ended September 30, 2025, net fees and commissions increased by 236% to £131 million compared with £39 million in the six months ended September 30, 2024.

Other operating income

In the six months ended September 30, 2025, other operating income remained at £14 million (September 30, 2024: £14 million).

(Losses)/gains from derivatives and hedge accounting

All derivatives we enter into are recorded on the balance sheet at fair value with any fair value movements accounted for in the income statement. Derivatives, our use of which is regulated by the UK Building Societies Act, are only used to limit the extent to which we could be affected by changes in interest rates, exchange rates or other factors specified in building society legislation. These derivatives are therefore used exclusively to hedge risk exposures and are not used for speculative purposes.

Where effective hedge accounting relationships can be established, the movement in the fair value of the derivative instrument is offset in full or in part by opposite movements in the fair value of the underlying asset or liability being hedged. Any ineffectiveness arising from different movements in fair value will likely trend to nil over time.

In addition, we enter into certain derivative contracts which, although efficient economically, cannot be included in effective hedge accounting relationships. Consequently, although the implicit interest cost of the underlying instrument and associated derivatives are included in "Net interest income" in the income statement, fair value movements on such derivatives are included in "Gains from derivatives and hedge accounting."

Gains from derivatives and hedge accounting for the six months ended September 30, 2025 remained stable at £20 million, which was the gains recorded from derivatives and hedge accounting for the six months ended September 30, 2024.

Operating expenses and similar charges

Operating expenses and similar charges increased in the six months ended September 30, 2025 to £2,070 million compared to £1,189 million in the six months ended September 30, 2024. The following table sets forth the components of operating expenses and similar charges for the six months ended September 30, 2025 and 2024, respectively:

	For the six months ended September 30,	For the six months ended September 30,
	2025	**2024**
	(£ million)	
Administrative expenses	1,731	938
Depreciation, amortization and impairment	339	251
Total administrative expenses	2,070	1,189
Impairment charge on loans and advances to customers	146	7
Total	**2,216**	**1,196**

Administrative expenses

Administrative expenses increased by £881 million to £2,070 million (September 30, 2024: £1,189 million).

The following table sets forth the employee components of administrative expenses for the six months ended September 30, 2025 and 2024, respectively:

	For the six months ended September 30,	For the six months ended September 30,
	2025	**2024**
	(£ million)	
Staff costs(1):		
Wages and salaries	531	323
Bonuses	64	45
Social security costs	83	41
Pension costs	130	86
Other staff costs(2)	22	(15)
Total	*830*	*480*
Other administrative expenses(1) (3)	901	458
Total	**1,731**	**938**

Notes:

(1) Staff costs and other administrative expenses categories have been updated to align with the presentation in the Annual Report and Accounts 2025. Prior period comparatives have been restated on a consistent basis.

(2) Other staff costs include credits of £59 million (September 30, 2024: £44 million) for capitalized permanent, contract and temporary staff costs.

(3) Other administrative expenses have been updated to include provisions for liability and charges, which were previously shown separately on the income statement. Prior period comparatives have been restated on a consistent basis.

Employee costs are made up of salaries, bonuses and social security costs (which consist entirely of mandatory UK national insurance contributions) and pension costs.

In the six months ended September 30, 2025, wages and salaries, bonuses, social security costs, and other staff costs increased to £830 million from £480 million in the six months ended September 30, 2024.

The Group operates several defined contribution pension schemes – the Nationwide Group Personal Pension Plan ("**GPP**"), Virgin Money's "My Retirement" scheme and the Nationwide Temporary Workers Pension Scheme. New employees are automatically enrolled into one of these schemes. Outside of the UK, there is a defined contribution pension schemes for a small number of employees in the Isle of Man.

The Group also has funding obligations to several defined benefit pension schemes, including the Nationwide Pension Fund (the "**NPF**") and, following the Virgin Money Acquisition, the Yorkshire and Clydesdale Bank Pension Scheme ("**YCBPS**"). Pension trustees are required by law to act in the interests of all relevant beneficiaries and are responsible for the investment policy of fund assets, as well as the day-to-day administration.

The NPF is a defined benefit pension scheme, with both final salary and career average revalued earnings ("**CARE**") sections. The NPF was closed to new entrants in 2007 and since that date, employees have been able to join the GPP. The NPF was closed to future accrual on March 31, 2021. Following the Virgin Money Acquisition, the Group has funding obligations to the YCBPS. This scheme, with both final salary and CARE sections, was closed to new entrants in 2004 and to future accrual for almost all current employees on August 1, 2017.

For more information, please see the "*Pension Risk*" section.

Other administrative costs increased by 96.7% to £901 million for the six months ended September 30, 2025, from £458 million for the six months ended September 30, 2024, primarily due to the Virgin Money Acquisition as well as the impact of inflation.

Depreciation and amortization

For the six months ended September 30, 2025, depreciation and amortization expenses increased by 35% to £339 million from £251 million for the six months ended September 30, 2024.

Impairment losses on loans and advances to customers

Impairment provisions on financial assets are calculated on an ECL basis for assets held at amortized cost and at FVOCI. ECL impairment provisions are based on an assessment of the probability of default, exposure at default and loss given default, discounted to give a net present value. Provision calculations for retail portfolios are typically performed on a collective rather than individual loan basis. For collective assessments, while each loan has an associated ECL calculation, the calculation is based on cohort level data for assets with shared credit risk characteristics such as origination date, origination loan to value or term.

Impairment charges on loans and advances to customers for the six months ended September 30, 2025 were £146 million (September 30, 2024: £7 million) and is equivalent to an annualized cost of risk of 10 basis points, when divided by the average gross lending balances over the period.

The following table analyzes the impairment charge on loans and advances to customers for the six months ended September 30, 2025 and 2024, respectively:

Impairment charge

	For the six months ended September 30, 2025	For the six months ended September 30, 2024
	(£ million)	
Owner-occupied mortgages	11	3
Buy to let and legacy residential mortgages	(11)	(7)
Consumer lending	123	13
Business and commercial lending	23	(2)
Impairment charge on loans and advances	**146**	**7**

Impairment provisions

The following table analyzes the impairment provisions on loans and advances to customers as at September 30, 2025 and March 31, 2025:

	As at September 30, 2025	As at March 31, 2025
	(£ million)	
Owner-occupied mortgages	126	115
Buy to let and legacy residential mortgages	219	236
Consumer lending	827	824
Business and commercial lending	135	113
Impairment provisions on loans and advances	**1,307**	**1,288**

Provisions have increased to £1,307 million (March 31, 2025: £1,288 million) and include a modeled adjustment for affordability risks totaling £80 million (March 31, 2025: £83 million). This adjustment reflects the ongoing affordability pressures faced by borrowers, primarily within the residential mortgage portfolio.

Taxes

The main rate of UK corporation tax remained at 25%, the annual banking surcharge allowance remained at £100 million, and the banking surcharge rate remained at 3%. The Group tax charge for the period was £111 million (September 30, 2024: charge of £147 million) which represents an effective tax rate of 22.8% (September 30, 2024: 25.9%) which is lower than the statutory UK corporation tax rate of 25% (September 30, 2024: 25%). The decrease in effective rate is primarily due to amounts relating to Additional Tier 1 instruments that are recognized in equity rather than through the income statement. Further information is provided in Note 8 to the unaudited condensed consolidated interim financial statements for the six months ended September 30, 2025.

	For the period ended September 30, 2025	For the period ended September 30 2024
	(£ million)	
Current tax:		
UK corporation tax	133	156
Adjustments in respect of prior years	1	(1)
Total current tax	**134**	**155**
Deferred tax:		
Current year charge/(credit)	(23)	(8)
Adjustments in respect of prior years	-	-
Total deferred taxation	**(23)**	**(8)**

	For the period ended September 30,	For the period ended September 30
	2025	2024
	(£ million)	
Statutory tax charge	**111**	**147**

Balance Sheet Review

Total assets increased to £377.5 billion as at September 30, 2025 (March 31, 2025: £367.9 billion).

Loans and advances to customers

Lending remains predominantly concentrated on high quality secured products, with residential mortgages accounting for 91.0% of our total loans and advances to customers at September 30, 2025 (March 31, 2025: 90.0%).

	As at September 30,		As at March 31,	
	2025		2025	
	(£ million, except percentages)			
Owner-occupied mortgages	219,866	71.9%	215,467	71.7%
BTL and legacy residential mortgages	60,438	19.8%	60,108	20.0%
Total residential mortgages	**280,304**	**91.7%**	**275,575**	**91.7%**
Business and commercial lending	14,505	4.7%	14,754	4.9%
Consumer lending	10,707	3.5%	10,283	3.4%
Sub-total	**305,516**	**100%**	**300,612**	**100%**
Fair value adjustments for portfolio hedged risk	247	–	277	–
Total	**305,763**	**–**	**300,889**	**–**

Residential mortgage portfolio

Total residential mortgage balances increased to £280.6 billion as at September 30, 2025 (March 31, 2025: £275.9 billion), increasing the Group's market share to 16.3% (March 31, 2025: 16.2%). Owner-occupied mortgage balances increased to £220.0 billion (March 31, 2025: £215.6 billion) and our BTL and legacy residential mortgage balances increased to £60.7 billion (March 31, 2025: £60.3 billion).

Total gross mortgage lending in the period increased to £22.2 billion (September 30, 2024: £17.6 billion), with market share of gross lending increased to 15.7% (September 30, 2024: 14.1%). The growth was primarily due to the inclusion of Virgin Money, also supported by our first-time buyer proposition.

Total mortgage net lending was lower than the prior period at £4.7 billion (September 30, 2024: £6.3 billion) as mortgage market completions accelerated into March 2025 due to the Stamp Duty Land tax changes that were implemented on April 1, 2025.

Total impairment provision balances remained stable at £345 million (March 31, 2025: £351 million) and arrears continued to be low and stable.

The Nationwide House Price Index showed a 2.2% increase year on year, resulting in limited movements in the average LTV of loan stock which remained broadly stable at 57% (March 31, 2025: 56%). The average LTV of new lending in the six months ended September 30, 2025, weighted by value was 72% (September 30, 2024: 73%).

Residential mortgage arrears have remained at low levels during the period, with the arrears rate reducing slightly to 0.42% (March 31, 2025: 0.43%), which remains significantly below the UK industry average of 0.83%. The BTL and legacy portfolio arrears rate has reduced slightly to 0.49% (March 31, 2025: 0.51%). Within this portfolio, the performance of the open buy to let book originated under the TMW brand remains strong, with 0.21% (March 31, 2025: 0.21%) of cases more than 3 months in arrears.

	As at September 30, 2025	As at March 31, 2025
	(percentages)	
Cases three months or more in arrears as (%) of total book of residential mortgages		
Owner-occupied	0.39	0.40
BTL and legacy	0.49	0.51
Total Combined Group residential mortgages	**0.42**	**0.43**
UK Finance (UKF) industry average	**0.83**	**0.89**

The following table shows the Combined Group's residential mortgage lending balances carried at amortized cost, the stage allocation of the loans, impairment provisions and the resulting provision coverage ratios.

	As at September 30, 2025							
	Stage 1	Total Stage 2	Up to date Stage 2	1-30 DPD Stage 2(1)	>30 DPD Stage 2(1)	Stage 3	POCI(2,3)	Total
	(£ million)							
Gross balances								
Owner-occupied	204,834	13,881	12,520	880	481	899	345	219,959
Buy to let and legacy	36,283	23,686	23,112	349	225	513	175	60,657
Total	**241,117**	**37,567**	**35,632**	**1,229**	**706**	**1,412**	**520**	**280,616**
Provisions								
Owner-occupied	16	68	49	8	11	40	2	126
Buy to let and legacy	29	136	117	8	11	53	1	219
Total	**45**	**204**	**166**	**16**	**22**	**93**	**3**	**345**
Provisions as a (%) of total balance	*(percentages)*							
Owner-occupied	0.01	0.49	0.40	0.90	2.30	4.42	–	0.06
Buy to let and legacy	0.08	0.57	0.50	2.38	4.94	10.31	–	0.36
Total	**0.02**	**0.55**	**0.47**	**1.32**	**3.14**	**6.56**	**–**	**0.12**

	As at March 31, 2025							
	Stage 1	Total Stage 2	Up to date Stage 2	1-30 DPD Stage 2(1)	>30 DPD Stage 2(1)	Stage 3	POCI(2,3)	Total
	(£ million)							
Gross balances								
Owner-occupied	200,586	13,740	12,434	841	465	833	387	215,546
Buy to let and legacy	35,822	23,821	23,261	344	216	504	197	60,344
Total	**236,408**	**37,561**	**35,695**	**1,185**	**681**	**1,337**	**584**	**275,890**
Provisions								
Owner-occupied	14	58	41	7	10	41	2	115
Buy to let and legacy	31	150	131	10	9	54	1	236
Total	**45**	**208**	**172**	**17**	**19**	**95**	**3**	**351**
Provisions as a (%) of total balance	*(percentages)*							
Owner-occupied	0.01	0.42	0.33	0.82	2.05	4.99	–	0.05
Buy to let and legacy	0.09	0.63	0.56	2.84	4.49	10.62	–	0.39
Total	**0.02**	**0.55**	**0.48**	**1.41**	**2.82**	**7.11**	**–**	**0.13**

Notes:

(1) Days past due ("**DPD**") is a measure of arrears status.

(2) Purchased or originated credit-impaired (POCI) loans are those which were recognized on the balance sheet when the Derbyshire Building Society was acquired in December 2008 and Virgin Money was acquired in October 2024. The POCI balance of £520 million (March 31, 2025: £584 million) is presented net of lifetime ECL of £18 million (March 31, 2025: £21 million). The provision coverage for POCI loans is not presented in the table due to the gross balance being reported net of the lifetime ECL.

(3) The POCI provision represents the movement in lifetime ECL since acquisition.

Total balances have increased due to growth in the owner-occupied portfolio, resulting in an increase in Stage 1 balances.

Stage 2 balances have remained stable at £37.6 billion (March 31, 2025: £37.6 billion). Of these, only 2% (March 31, 2025: 2%) are in arrears by 30 days or more, with the majority of balances in Stage 2 due to an increase in PD since origination. Total Stage 2 balances include £8.0 billion (March 31, 2025: £9.2 billion) of loans where the PD has been uplifted to recognize the increased risk of default due to borrower affordability pressures. The Annual Report and Accounts 2025 sets out the main criteria used to determine whether a significant increase in credit risk has occurred since origination. There have been no changes to the criteria during the period.

Stage 3 and POCI balances make up 0.7% (March 31, 2025: 0.7%) of total balances. Stage 3 balances increased to £1,412 million (March 31, 2025: £1,337 million), primarily reflecting newly impaired loans during the period. This increase has been largely offset by a reduction in POCI balances to £520 million (March 31, 2025: £584 million), as loans impaired at acquisition continue to redeem or be written off. Of the total Stage 3 and POCI balances, £1,220 million (March 31, 2025: £1,240 million) is in respect of loans which are more than 90 days past due, with the remainder being impaired due to other indicators of unlikeliness to pay such as certain types of forbearance.

Residential mortgage provisions have reduced slightly to £345 million (March 31, 2025: £351 million) and include a modeled adjustment of £64 million (March 31, 2025: £70 million) to reflect an increase to the PD to account for ongoing affordability risks, including those related to higher interest rates. Further information is included in Note 7 to the unaudited condensed consolidated interim financial statements for the six months ended September 30, 2025.

Residential mortgage forbearance

Nationwide is committed to supporting borrowers facing financial difficulty by working with them to find a solution through proactive arrears management and forbearance.

The Combined Group applies the European Banking Authority (EBA) definition of forbearance. The main types of forbearance include interest or payment arrangements where the borrower is granted a concession which varies from contractual terms and repayments during a time of financial difficulty.

Residential mortgages subject to forbearance as at September 30, 2025 totaled £1,405 million (March 31, 2025: £1,427 million), which represents 0.5% (March 31, 2025: 0.5%) of total gross balances.

Balances subject to forbearance as at September 30, 2025	Owner-occupied	BTL and legacy	Total
		(*£ million*)	
Total forbearance	1,025	380	1,405

Balances subject to forbearance as at March 31, 2025	Owner-occupied	BTL and legacy	Total
		(*£ million*)	
Total forbearance	1,050	377	1,427

Business and commercial lending portfolio

Business and commercial lending comprises lending to non-retail customers, including loans to registered social landlords.

The Combined Group gross balances have decreased slightly during the period to £14.9 billion (March 31, 2025: £15.1 billion), reflecting an increasingly competitive market.

Business and commercial lending gross balances	As at September 30,	As at March 31,
	2025	2025
	(£ million)	
Business and commercial lending (excl. registered social landlords)	9,702	9,817
Registered social landlords	4,894	5,001
Business and commercial lending balances at amortized cost	**14,596**	**14,818**
Fair value adjustment for micro hedged risk	247	277
Business and commercial lending balances - FVTPL	44	49
Total	**14,887**	**15,144**

Credit risk concentration by industry sector	As at September 30,	As at March 31,
	2025	2025
	(£ million)	
Registered social landlords	4,894	5,001
Agriculture	1,262	1,246
Business services	1,297	1,286
Commercial real estate	885	842
Government, health and education	1,607	1,595
Hospitality	1,004	1,020
Manufacturing	672	659
Project finance	431	440
Resources	150	169
Retail and wholesale trade	814	878
Transport and storage	355	391
Utilities, post and telecoms	567	578
Other	658	713
Commercial balances at amortized cost	**14,596**	**14,818**
Fair value adjustment for micro hedged risk	247	277
Commercial lending balances - FVTPL	44	49
Total	**14,887**	**15,144**

Registered social landlords is the largest sector exposure and supports the Group's strategic purpose by helping people access affordable housing. The remainder of the business lending portfolio is diversified across a range of sectors, the largest being agriculture, business services, and government, health and education.

The business and commercial lending impairment charge for the six months ended September 30, 2025 totaled £23 million (six months ended September 30, 2024: £2 million release), reflecting the inclusion of Virgin Money lending.

The following table shows the business and commercial lending balances carried at amortized cost on the balance sheet, with the stage allocation of the exposures, impairment provisions and resulting provision coverage ratio:

	As at September 30,					As at March 31				
	2025					2025				
	Stage 1	Stage 2	Stage 3	POCI	Total	Stage 1	Stage 2	Stage 3	POCI	Total
	(£ million)									
Gross balances										
Business and commercial lending (excl. registered social landlords)	7,483	1,741	168	310	9,702	7,991	1.354	137	335	9,817
Registered social landlords	4,658	236	–	–	4,894	4,731	270	–	–	5,001
Total	**12,141**	**1,977**	**168**	**310**	**14,596**	**12,722**	**1,624**	**137**	**335**	**14,818**
Provisions										
Business and commercial lending (excl. registered social landlords)	29	53	47	5	134	34	39	35	4	112
Registered social landlords	1	–	–	–	1	1	–	–	–	1
Total	**30**	**53**	**47**	**5**	**135**	**35**	**39**	**35**	**4**	**113**

	As at September 30,					As at March 31				
	2025					2025				
	Stage 1	Stage 2	Stage 3	POCI	Total	Stage 1	Stage 2	Stage 3	POCI	Total
	(£ million)									
Provisions as a (%) of total balance	(percentages)									
Business and commercial lending (excl. registered social landlords)	0.39	3.00	28.29	–	1.38	0.42	2.87	25.42	–	1.14
Registered social landlords	0.02	0.13	–	–	0.02	0.02	0.13	–	–	0.02
Total	**0.24**	**2.66**	**28.29**	–	**0.92**	**0.27**	**2.41**	**25.42**	–	**0.76**

Total gross balances have reduced slightly to £14.6 billion (March 31, 2025: £14.8 billion) during the period.

Stage 2 balances have increased to £1,977 million (March 31, 2025: £1,624 million), of which 0.5% (March 31, 2025: 0.7%) are in arrears by 30 days or more. During the period a new PD model has been implemented which has increased the sensitivity to economic scenarios, resulting in an increase in stage 2 balances. The Annual Report and Accounts 2025 sets out the main criteria used to determine whether a significant increase in credit risk has occurred since origination. There have been no changes to the criteria during the period.

Credit performance continues to remain broadly stable with stage 3 and POCI balances making up 3.3% (March 31, 2025: 3.2%) of total balances. Stage 3 balances increased to £168 million (March 31, 2025: £137 million), primarily reflecting newly impaired loans during the period. This increase has been largely offset by a reduction in POCI balances to £310 million (March 31, 2025: £335 million), as loans impaired at acquisition continue to redeem or be written off.

During the six months ended September 30, 2025, total provisions increased to £135 million (March 31, 2025: £113 million), driven by provisions on a small number of individual stage 3 loans and the increase in stage 2 balances.

Business and commercial lending forbearance

We are committed to supporting borrowers facing financial difficulty by working with them to find a solution through proactive arrears management and forbearance.

Forbearance is recorded and reported at borrower level and applies to all business and commercial lending, including impaired exposures and borrowers subject to enforcement and recovery action. The Combined Group applies the European Banking Authority definition of forbearance. Accounts that are currently subject to a concession are all assessed as either stage 2, or stage 3 (credit impaired) where full repayment of principal and interest is no longer anticipated.

The table below provides details of business and commercial lending that is currently subject to forbearance. The main types of forbearance are associated with covenants and deferrals of interest or capital repayments.

	As at September 30,	As at March 31,
	2025	2025
	(£ million)	
Total	**621**	**659**
Total forbearance as a % of total gross balances	4.2%	4.4%

Consumer lending

Consumer lending gross balances increased to £11.5 billion (March 31, 2025: £11.1 billion). All consumer lending loans continue to be classified and measured at amortized cost.

Arrears levels have remained low during the period. Excluding charged off accounts, balances more than three months in arrears have reduced slightly and represent 0.99% (March 31, 2025: 1.11%) of the portfolio.

	As at September 30, 2025		As at March 31, 2025	
	(£ million)	*(percentages)*	*(£ million)*	*(percentages)*
Credit cards	8,012	69	7,807	70
Personal loans	3,182	28	2,962	27
Overdrawn current accounts	340	3	338	3
Total consumer lending	**11,534**	**100**	**11,107**	**100**

Impairment charge for the period

	For the period ended September 30, 2025	2024
	(£ million)	
Credit cards	91	(16)
Personal loans	18	21
Overdrawn current accounts	14	8
Total	**123**	**13**

Note: Impairment losses represent the net amount charged through the profit and loss account rather than amounts written off during the year.

The following table shows consumer lending balances by stage, with the corresponding impairment provisions and resulting provision coverage ratios:

	As at September 30, 2025					As at March 31, 2025				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**	**Stage 1**	**Stage 2**	**Stage 3**	**POCI**	**Total**
					(£ million)					
Gross balances										
Credit cards	6,491	1,283	223	15	8,012	6,311	1,304	165	27	7,807
Personal loans	2,276	577	329	-	3,182	2,131	488	342	1	2,962
Overdrawn current accounts	171	125	44	-	340	179	115	44	-	338
Total	**8,938**	**1,985**	**596**	**15**	**11,534**	**8,621**	**1,907**	**551**	**28**	**11,107**
Provisions										
Credit cards	146	264	141	(12)	539	104	323	119	(4)	542
Personal loans	17	47	152	-	216	16	41	158	-	215
Overdrawn current accounts	5	27	40	-	72	5	22	40	-	67
Total	**168**	**338**	**333**	**(12)**	**827**	**125**	**386**	**317**	**(4)**	**824**
Provisions as a (%) of total balance					*(percentages)*					
Credit cards	2.25	20.58	63.30	-	6.73	1.65	24.78	71.64	-	6.94
Personal loans	0.76	8.03	46.27	-	6.78	0.76	8.39	46.18	-	7.25
Overdrawn current accounts	2.85	22.05	90.51	-	21.17	2.77	19.39	90.17	-	19.74
Total	**1.88**	**17.02**	**55.91**	**-**	**7.17**	**1.46**	**20.26**	**57.32**	**-**	**7.42**

Total balances have increased due to growth in the credit card and personal loan portfolios, resulting in an increase in Stage 1 balances.

Stage 2 balances have increased slightly to £1,985 million (March 31, 2025: £1,907 million). Of these, only 2% (March 31, 2025: 3%) are in arrears by 30 days or more, with the majority of balances in Stage 2 due to an increase in PD since origination. Total Stage 2 balances include £330 million (March 31, 2025: £291 million) of loans where the PD has been uplifted due to affordability risks or credit card persistent debt.

Stage 3 and POCI balances make up 5.3% (March 31,2025: 5.2%) of total balances. The stage 3 gross balances and provisions include charged off balances. These are accounts which are closed to future transactions and may be held on the balance sheet for an extended period (up to 36 months) while recovery activities take place. The charged off balances are £176 million (March 31, 2025: £178 million), and provisions held against these balances are £170 million (March 31, 2025: £171 million).

Consumer lending provisions remain broadly unchanged at £827 million (March 31, 2025: £824 million). As a result of the redevelopment of the credit card model, there has been an increase in stage 1 provision coverage and a decrease in stage 2 provision coverage. Excluding charged off balances and related provisions, total provisions amount to 5.8% (March 31, 2025: 6.0%) of total gross balances.

Consumer lending forbearance

Nationwide is committed to supporting customers facing financial difficulty by working with them to find a solution through proactive arrears management and forbearance. The Combined Group applies the European Banking Authority definition of forbearance. The main types of forbearance offered are interest payment concessions, which reduce monthly payments and may be offered to customers with an overdraft, credit card or personal loan.

Gross balances subject to forbearance have remained unchanged at £191 million (March 31, 2025: £191 million) representing 1.7% (March 31, 2025: 1.7%) of total gross balances."

5.4 The following replaces the subsection titled "*Liquidity and Funding – Funding strategy*" on pages 79-80 of the Registration Document:

"**Funding strategy**

Our funding strategy is to remain predominantly retail funded. In line with this strategy, retail customer loans and advances are largely funded by customer deposits. Non-retail lending, including treasury assets and commercial customer loans, are largely funded by wholesale debt, as set out below.

	As at September 30, 2025	**As at March 31, 2025**
	(£ billion)	
Liabilities:		
Customer deposits - individual	266	261
Customer deposits - business	22	21
Wholesale funding[2]	62	57
Capital and reserves[3]	23	23
Other liabilities	4	6
Total	**378**	**368**
Assets[1]:		
Retail mortgages	280	276
Treasury (including liquidity portfolio)	65	60
Business and commercial lending	15	15
Consumer lending	11	10
Other assets	7	7
Total	**378**	**368"**

Note:

(1) Figures are stated net of impairment provisions where applicable.

(2) Includes debt securities in issue, deposits from banks and other treasury deposits.

(3) Includes all subordinated liabilities and subscribed capital."

5.5 The following paragraphs are added at the end of the subsection titled "*Liquidity and Funding – Managing liquidity and funding risk*" on page 81 of the Registration Document:

"The 18.4% CET1 ratio remains in excess of the Group's regulatory CET1 capital requirement of 12.3%. The CET1 ratio decreased to 18.4% (March 31, 2025: 19.1%) predominantly driven by an increase in RWAs. RWAs increased by £4.9 billion, mainly driven by the higher residential mortgage balances and a one-off £3.0 billion increase in the temporary model adjustment applied to Virgin Money's existing Internal Ratings Based (IRB) mortgage models, following recent regulatory feedback as part of the revised model approval process.

The leverage ratio has held at 5.2% as at September 30, 2025 (March 31, 2025: 5.2%). This position remains in excess of our leverage capital requirement of 4.3%, which comprises a minimum Tier 1 capital requirement of 3.25% and buffer requirements of 1.05%. The buffer requirements include a 0.7% UK countercyclical leverage ratio buffer, in force from July 2023, and a 0.35% additional leverage ratio buffer."

5.6 The following paragraphs are added at the end of the subsection titled "*Liquidity and funding – Liquidity*" on page 81 of the Registration Document:

"Our average LCR for the twelve-months ended September 30, 2025 was 163% (twelve-months ended March 31, 2025: 174%), which is above the regulatory minimum of 100%.

Based on current interpretations of expected regulatory requirements and guidance, our average NSFR for the four quarters ended September 30, 2025 was 143% (March 31, 2025: 147%), well in excess of the minimum 100% regulatory requirement."

5.7 The following is added at the end of the subsection titled "*Liquidity and funding –Wholesale funding*" on page 84 of the Registration Document:

"An analysis of our wholesale funding is set out in the table below:

	As at September 30, 2025		**As at March 31, 2025**	
	(£ billion, except percentages)			
Repos	2.4	4%	1.5	2%
Deposits	3.9	6%	3.8	7%
Certificates of deposit	2.5	4%	1.8	3%
Commercial paper	1.2	2%	0.7	1%
Covered bonds	23.0	37%	21.2	37%
Senior preferred	11.9	19%	14.9	26%
Senior non-preferred	11.2	18%	8.2	14%
Securitizations	5.3	9%	5.0	9%
Term Funding Scheme with additional incentives for SMEs (TFSME)	0.9	1%	0.9	2%
Other	(0.5)	(1)%	(0.6)	(1)%
Total	**61.8**	**100%**	**57.4**	**100%**

To mitigate cross-currency refinancing risk, we prudently manage the currency mix of our liquid assets to ensure there is no undue reliance on currencies not consistent with the profile of stressed outflows.

At September 30, 2025, cash, government bonds and supranational bonds included in the liquid asset buffer represented 304% (March 31, 2025: 316%) of wholesale funding maturing in less than one year, assuming no rollovers.

The tables below set out the residual maturity of the wholesale funding book as at September 30, 2025 and March 31, 2025 respectively:

	As at September 30, 2025		As at March 31, 2025	
	(£ billion, except percentages)			
Less than one year	17.1	27.7%	14.2	24.7%
One to two years	16.0	25.9%	14.4	25.1%
More than two years	28.7	46.4%	28.8	50.2%
Total	**61.8**	**100%**	**57.4**	**100%**

The table below sets out a more detailed breakdown of the residual maturity on the wholesale funding book:

	As at September 30, 2025							
	Not more than one month	**Over one month but not more than three months**	**Over three months but not more than six months**	**Over six months but not more than one year**	**Sub-total less than one year**	**Over one year but not more than two years**	**Over two years**	**Total**
	(£ billion, except percentages)							
Repos	0.3	1.3	0.8	–	2.4	–	–	2.4
Deposits	3.7	0.1	0.1	–	3.9	–	–	3.9
Certificates of deposit	1.8	0.5	0.2	–	2.5	–	–	2.5
Commercial paper	0.2	0.5	0.5	–	1.2	–	–	1.2
Covered bonds	–	0.4	1.9	2.9	5.2	3.2	14.6	23.0
Senior preferred	–	0.4	0.1	0.5	1.0	3.8	7.1	11.9
Senior non-preferred	0.1	–	0.1	–	0.2	7.2	3.8	11.2
Securitizations	0.1	0.1	0.1	0.4	0.7	1.2	3.4	5.3
TFSME	–	–	–	–	–	0.6	0.3	0.9
Other	–	–	–	–	–	–	(0.5)	(0.5)
Total	**6.2**	**3.3**	**3.8**	**3.8**	**17.1**	**16.0**	**28.7**	**61.8**
Of which secured	0.4	1.8	2.8	3.3	8.3	5.0	17.9	31.2
Of which unsecured	5.8	1.5	1.0	0.5	8.8	11.0	10.8	30.6
% of total	10.0	5.3	6.2	6.2	27.7	25.9	46.4	100.0”

5.8 The following replaces the first paragraph (including the table) of the subsection titled “*External Credit Ratings*” on page 84 of the Registration Document:

“Our long-term and short-term credit ratings from the major rating agencies as at the date of this Supplement are as set out below. The long-term rating for both Standard & Poor’s (S&P) and Moody’s is the senior preferred rating. The long-term rating for Fitch is the senior non-preferred rating:

	Senior Preferred	Short-Term	Senior Non-Preferred	Tier 2	Outlook
S&P	A+	A-1	BBB+	BBB	Stable
Moody’s	A1	P-1	A3	Baa1	Stable
Fitch	A+	F1	A	BBB+	Stable

Our credit ratings were affirmed and outlook confirmed by Fitch in November 2025, S&P in September 2025 and Moody’s in August 2025.”

5.9 The following supplements and updates the subsections titled “*Treasury Assets*” and “*Fair value through other comprehensive income reserve*” on pages 85-89 of the Registration Document:

"*Treasury Assets*

Our liquidity and investment portfolio held on the balance sheet at September 30, 2025 of £64.8 billion (March 31, 2025: £60.0 billion) is held in two separate portfolios: liquid assets and other securities.

Fair value through other comprehensive income reserve

Of the total £64.8 billion (March 31, 2025: £60.0 billion) liquidity and investment portfolio at September 30, 2025, £28.3 billion (March 31, 2025: £28.7 billion) was held at fair value. These assets are marked to market, with fair value movements recognized in reserves or through profit and loss.

Of these assets, £80 million (March 31, 2025: £65 million) were classified as Level 3 (valuation not based on observable market data) for the purposes of IFRS 13. Further detail on the Level 3 portfolio is provided in Note 10 in our unaudited condensed consolidated interim financial statements for the six months ended September 30, 2025.

As at September 30, 2025, the balance on the FVOCI reserve was a £129 million loss, net of tax (March 31, 2025: £119 million loss). The movements in the FVOCI reserve reflect general market movements. The fair value movement of FVOCI assets that are not impaired has no effect on our profit. As at September 30, 2025 investment securities classified as FVTPL totaled £5 million (March 31, 2025: £5 million).

The following table provides an analysis of financial assets and liabilities held on our balance sheet at fair value, grouped in levels 1 to 3 based on the degree to which the fair value is observable:

	As at September 30, 2025			
	Level 1	**Level 2**	**Level 3**	**Total**
	(£ million)			
Financial Assets:				
Government, government guaranteed and supranational investments	22,694	–	–	22,694
Other debt investment securities	4,207	1,298	3	5,508
Investment in equity shares	–	–	77	77
Total investment securities	**26,901**	**1,298**	**80**	**28,279**
Interest rate swaps	–	2,218	–	2,218
Cross currency interest rate swaps	–	1,606	–	1,606
Foreign exchange swaps	–	17	–	17
Inflation swaps	–	126	–	126
Other derivatives	–	5	–	5
Total derivative financial instruments	**–**	**3,972**	**–**	**3,972**
Loans and advances to customers	–	42	35	77
Total financial assets	**26,901**	**5,312**	**115**	**32,328**
Financial liabilities:				
Interest rate swaps	–	333	–	333
Cross currency interest rate swaps	–	803	–	803
Foreign exchange swaps	–	7	–	7
Inflation swaps	–	89	–	89
Other derivatives	–	6	–	6
Total derivative financial instruments	**–**	**1,238**	**–**	**1,238**
Financial liabilities	**–**	**1,238**	**–**	**1,238**"

5.10 The following supplements and updates the subsection titled "*Financial Condition of Nationwide – Capital Resources*" commencing on page 89 of the Registration Document:

"The table below reconciles the general reserves to total regulatory capital:

	As at September 30, 2025	As at March 31, 2025
	(£ million)	
General reserve	17,209	17,086
Proportional consolidated gains/losses arising from joint venture(1)	7	9
Core capital deferred shares (CCDS)(2)	1,334	1,334
Revaluation reserve	35	35
FVOCI reserve	(129)	(119)
Cashflow hedge and other hedging reserves	73	79
Regulatory adjustments and deductions:		
Cashflow hedge and other hedging reserves(3)	(73)	(79)
Direct holdings of CET1 instruments(2)	(177)	(177)
Foreseeable distributions(4)	(85)	(100)
Prudent valuation adjustment(5)	(68)	(82)
Own credit and debit valuation adjustments(6)	(3)	(4)
Intangible assets(7)	(1,143)	(1,226)
Goodwill(7)	(12)	(12)
Defined-benefit pension fund asset(7)	(577)	(669)
Excess of regulatory expected losses over impairment provisions(8)	(253)	(247)
Deferred tax asset(9)	(211)	(217)
Total regulatory adjustments and deductions	(2,602)	(2,813)
CET1 capital	**15,927**	**15,611**
Other equity instruments (Additional Tier 1) (10)	2,370	2,121
Total Tier 1 capital	**18,297**	**17,732**
Dated subordinated debt(11)	1,844	1,757
Excess of impairment provisions over regulatory expected losses(8)	–	–
Tier 2 capital	**1,844**	**1,757**
Total regulatory capital	**20,141**	**19,489**

Notes:

(1) The Group applies a proportional consolidation approach to the Salary Finance Loans Limited joint venture, which is accounted for in the consolidated financial statements using the equity method. This is the accumulated amount since the Virgin Money Acquisition on 1 October 2024.

(2) The CCDS amount does not include the deductions for the Group's repurchase exercises completed in 2023. This is presented separately as a regulatory adjustment in line with UK Capital Requirements Regulation (CRR) article 42.

(3) In accordance with CRR article 33, institutions do not include the fair value reserves related to gains or losses on cash flow hedges of financial instruments that are not valued at fair value.

(4) Foreseeable distributions in respect of CCDS and AT1 securities are deducted from CET1 capital under UK CRD V rules.

(5) A prudent valuation adjustment (PVA) is applied in respect of fair valued instruments as required under UK CRD V rules.

(6) Own credit and debit valuation adjustments are applied to remove balance sheet gains or losses of fair valued liabilities and derivatives that result from changes in own credit standing and risk, as per UK CRD V rules.

(7) Intangible, goodwill and defined benefit pension fund assets are deducted from capital resources after netting associated deferred tax liabilities.

(8) Where capital expected loss exceeds accounting provisions, the excess balance is removed from CET1 capital, gross of tax. In contrast, where provisions exceed capital expected loss, the excess amount is added to Tier 2 capital, gross of tax. This calculation is not performed for equity exposures, in line with Article 159 of CRR. The expected loss amounts for equity exposures are deducted from CET1 capital.

(9) Deferred tax assets that rely on future profitability, excluding those arising from temporary differences, are deducted as per CRR article 38, net of related tax liabilities where the conditions in CRR article 38 (3) are met.

(10) Minority interest haircuts of £12 million (31 March 2025: £123 million) are applied to Virgin Money's externally issued Additional Tier 1 capital instruments in line with CRR article 85.

(11) Subordinated debt includes fair value adjustments relating to changes in market interest rates, adjustments for unamortised premiums and discounts that are included in the condensed consolidated balance sheet, and any amortisation of the capital value of Tier 2 instruments required by regulatory rules for instruments with fewer than five years to maturity.

Our key capital measures are summarized in the table below:

	As at September 30, 2025	As at March 31, 2025
	(£ million, except percentages)	
Solvency ratios		
CET1 ratio	18.4%	19.1%
Total Tier 1 ratio	21.1%	21.7%
Total regulatory capital ratio	23.2%	23.8%
Leverage		
UK leverage exposure[1]	350,117	344,018
Total Tier 1 capital	18,297	17,732
Leverage ratio	5.2%	5.2%

Note:

(1) The UK leverage ratio is calculated using the Capital Requirements Regulation (CRR) definition of Tier 1 for the capital amount and the Delegated Act definition of the exposure measure, excluding eligible central bank reserves.

Risk-based capital ratios remain in excess of regulatory requirements with the CET1 ratio of 18.4% (March 31, 2025: 19.1%) above Nationwide's CET1 capital requirement of 12.3%. This includes a minimum CET1 capital requirement of 6.8% (Pillar 1 and Pillar 2A) and the UK CRD V combined buffer requirements of 5.5% of RWAs.

The CET1 ratio decreased to 18.4% (March 31, 2025: 19.1%) as at September 30, 2025. CET1 capital resources increased by £0.3 billion drive by statutory profit after tax. RWAs increased by £4.9 billion predominantly driven by an increase in retail credit risk RWAs due to growth in balances and a £3.0 billion one-off increase in the temporary model adjustment applied to Virgin Money's existing Internal Ratings Based (IRB) mortgage models following recent regulatory feedback as part of the revised model approval process.

The leverage ratio remained at 5.2% (March 31, 2025: 5.2%), with Tier 1 capital increasing by £0.6 billion as a result of the CET1 capital movements referenced above. Offsetting the impact of this was an increase in leverage exposure of £6.1 billion, predominantly due to increased residential mortgage balances.

The following sets forth a breakdown of total risk-weighted assets for the periods indicated.

	As at September 30, 2025	As at March 31, 2025
	(£ million)	
Credit risk [1]		
Retail mortgages	50,414	45,914
Retail unsecured lending	9,998	9,481
Business and commercial lending	11,326	11,274
Treasury	1,643	1,903

	As at September 30, 2025	As at March 31, 2025
	(£ million)	
Other(3)	2,674	2,686
Total credit risk	**76,055**	**71,258**
Counterparty credit risk(2)	531	463
Credit valuation adjustment	388	338
Operational risk (4)	**9,812**	**9,812**
Total risk weighted assets (RWAs)	**86,786**	**81,871**

Notes:

(1) This column includes credit risk exposures, securitizations, counterparty credit risk exposures and exposures below the thresholds for deduction that are subject to a 250% risk weight.

(2) Counterparty credit risk relates to derivative financial instruments, securities financing transactions and exposures to central counterparties.

(3) Other relates to equity, fixed, intangible software and other assets.

(4) RWAs have been allocated according to the business lines within the standardized approach to operational risk, as per article 317 of UK CRR."

6. DESCRIPTION OF BUSINESS

The following subsections of the Registration Document within the section titled "*Description of Business*" are supplemented and amended as follows:

6.1 The following paragraph replaces the fifth paragraph of the subsection titled "*Strategy – Simply brilliant experience*" on page 95 of the Registration Document:

"We know that branches are important to customers, some of whom rely on our branches, prefer to speak to us face to face, or value choice in the way they bank. We are committed to our Branch Promise – we promise to keep every one of our branches open until at least the start of 2030[1]. We have extended our Branch Promise to include Virgin Money branches. Together, we now have almost 700 branches across the UK. Our Nationwide brand has the largest single-brand branch network across the UK financial services sector. At the 2025 Moneyfacts Consumer Awards, we won the Branch Network of the Year award for the third year running."

6.2 The following replaces the subsection titled "*Group Structure and Principal Subsidiaries*" on pages 101-102 of the Registration Document:

"We are the principal holding entity of the Group and the main business of the Group is conducted by the Society. Our interests in our principal subsidiary undertakings, all of which are consolidated, as at September 30, 2025 are set out below:

100% held subsidiary undertakings	**Nature of business**
Virgin Money UK PLC(1)	Retail and commercial banking business
Nationwide Syndications Limited	Syndicated lending
The Mortgage Works (UK) plc	Centralized mortgage lender
Derbyshire Home Loans Limited	Centralized mortgage lender
E-Mex Home Funding Limited	Centralized mortgage lender
UCB Home Loans Corporation Limited	Centralized mortgage lender

Note:

(1) Virgin Money UK PLC is the holding company for Clydesdale Bank plc, which is the operating entity for Virgin Money UK PLC.

[1] All our 605 Nationwide branches and 91 Virgin Money branches will remain open until at least January 1, 2030. Opening hours may vary. There may be exceptional circumstances outside of our control that mean we have to close a branch, but we will only do this if we do not have another workable option.

All the above subsidiary undertakings are limited liability companies which are registered in England and Wales and operate in the UK and, with the exception of Nationwide Syndications Limited, they are all regulated entities.

Nationwide Syndications Limited is a wholly owned mortgage lender specializing in syndicated commercial loans to registered social landlords. Nationwide Syndications Limited has ceased to offer new lending.

TMW is a wholly owned centralized mortgage lending subsidiary, specializing mainly in residential BTL lending to individuals.

Each of Derbyshire Home Loans Limited, E-Mex Home Funding Limited ("**E-Mex**") and UCB Home Loans Corporation Limited ("**UCB**") is a wholly owned subsidiary that has ceased to offer new lending.

We also have interests in structured entities. A structured entity is an entity in which voting or similar rights are not the dominant factor in deciding control. Structured entities are consolidated when the substance of the relationship indicates control.

The table below provides details of these entities as at September 30, 2025.

Group undertaking	**Nature of business**	**Country of registration**	**Country of operation**
Nationwide Covered Bonds LLP	Mortgage acquisition and guarantor of covered bonds	England and Wales	UK
Silverstone Master Issuer plc	Funding vehicle	England and Wales	UK
Silverstone Funding No. 1 Limited	Funding vehicle	England and Wales	UK"

6.3 The following replaces the subsection titled "*Savings and Current accounts*" on pages 104-105 of the Registration Document:

"***Savings and Current accounts***

As at September 30, 2025, total retail deposit balances grew by £5.3 billion to £266.0 billion (March 31, 2025: £260.7 billion) with market share of retail deposit balances remaining at 12.2% (March 31, 2025: 12.2%).

Member retail deposit balances grew to £266.0 billion (March 31, 2025: £260.7 billion) supported by a strong ISA season and personal current accounts credit balances increasing by £0.4 billion to £43.1 billion (March 31, 2025: £42.7 billion). Our market share of personal current account balances increased to 10.9% (March 31, 2025: 10.7%), with growth supported by our current account switch incentive and strong brand.

We provide a wide range of retail savings products that may be repayable on demand or on notice and which may pay a variable or fixed rate of interest. On most retail savings products, we determine variable interest rates at our discretion according to market conditions. Generally, the more restrictions on withdrawal of retail savings, the higher the rate of interest. Balances on all of our notice deposit accounts are, by their terms, withdrawable on demand but, in some cases, subject to loss of interest.

We believe that the primary determinant for attracting retail savings is the interest rate offered to savers. As a mutual organization, we typically set higher interest rates on our retail savings products than those set by our main competitors. We gather UK retail member deposits from a number of sources, chiefly from our branch network but also by mail and internet-based deposit accounts.

The UK retail savings market is highly competitive among building societies and banks, including those banks owned by insurance companies and retailers. This competition has increased the relative cost of retail funds, especially new retail funds.

Our retail business also manages a range of business savings accounts that are offered to UK-domiciled small- and medium-sized enterprises, including companies, housing associations, charities and educational organizations. We provide a wide range of savings products that may be repayable on demand or on notice and which may pay a variable or fixed rate of interest. On all business savings products, we determine variable interest rates at our discretion according to market conditions. Generally, the more restrictions on withdrawal of business savings, the higher the rate of interest."

6.4 The following replaces the subsection titled "*Business and commercial lending*" on page 106 of the Registration Document:

"**Business and commercial lending**

As at September 30, 2025, combined Group business and commercial lending balances have decreased slightly to £14.9 billion (March 31, 2025: £15.1 billion) reflecting an increasingly competitive market. The overall portfolio of the Combined Group includes registered social landlords with balances of £4.6 billion (March 31, 2025: £4.7 billion). Registered social landlords have a low risk profile.

The Virgin Money business lending balances total £9.4 billion and include term lending, asset and lease financing, specialist finance and other business lending, including business overdrafts and credit cards. The Virgin Money portfolio is diversified across a range of sectors, with the highest risk concentration being across the agriculture, business services, and government, health and education sectors."

6.5 The following replaces the first paragraph (including the bullet points) of the subsection titled "*Recent Developments*" on page 107 of the Registration Document:

"On December 11, 2025, the FCA imposed a financial penalty of £44,078,500 on Nationwide for inadequate anti-financial crime systems and controls between October 2016 and July 2021. Since 2021, we have invested significantly in all aspects of its economic crime control framework.

While inflation has declined considerably from its peak and real earnings have made up much of the ground lost during the cost-of-living crisis, there remain lingering concerns about mortgage refinancing costs, and, for tenants, rising rents. We, over the course of the 2024-2025 financial year, rolled out a number of measures to respond to these concerns. Some of the measures announced include:

- returning over £600 million to over 12 million members as part of our Big Nationwide Thank You in recognition of their custom supporting our financial strength to enable the Virgin Money Acquisition;
- returning additional value to our members who have the deepest banking relationships with us, through our Nationwide Fairer Share Payment (around £385 million), and exclusive interest rate products for members;
- extending our branch promise, to remain in every town or city we are in today until at least 2030 (previously 2028) to include the Virgin Money branch network;
- launching a member-exclusive current account switching incentive that offered £175 cashback to those members who switched their account to one of our three main current account products, using the Current Account Switch Service; and

- demonstrating our mutual good in the communities we serve, committing £20.0 million over the year to charitable activities and continuing the roll out of the Nationwide Databank program in Virgin Money branches, providing free, data-loaded SIM cards for those impacted by data poverty."

7. SELECTED STATISTICAL INFORMATION

The following replaces the subsection titled "*Selected Statistical Information*" on pages 109-121 of the Registration Document:

"The following information has been extracted from our management information systems. This information is unaudited. The information contained in this section should be read in conjunction with our consolidated financial statements as well as the section entitled *"Management's Discussion and Analysis of Financial Condition and Results of Operations."*

Average Balance Sheets and Interest Rates

The tables below present the average balances for our interest-earning assets and interest-bearing liabilities together with the related interest income and expense amounts, resulting in the presentation of the average yields and rates for the six months ended September 30, 2025 and September 30, 2024 and the period ended March 31, 2025, respectively:

	For the six months ended September 30, 2025		
	Average balance[1]	Interest[2]	Average yield/ rate
	(£ million, except percentages)		
Interest-earning assets:			
Loans to credit institutions	34,408	674	3.91%
Investment securities & derivative financial instruments	32,959	804	4.87%
Unwind of discount on net defined benefit pension asset[3]	–	26	–
Loans to customers	303,357	7,167	4.71%
Total average interest-earning assets	**370,724**	**8,671**	**4.66%**
Non-interest-earning assets:			
Tangible fixed assets	779	–	–
Fair value adjustment for hedged risk	(987)	–	–
Other assets	2,270	–	–
Goodwill and intangible fixed assets	1,422	–	–
Deferred tax assets	298	–	–
Investment Properties	–	–	–
Total average assets	**374,506**	**–**	**–**
Interest-bearing liabilities:			
UK retail member deposits	211,526	3,010	2.84%
Other deposits	81,298	1,178	2.89%
Debt securities in issue and derivative financial instruments[2]	54,680	1,429	5.21%
Subordinated liabilities	2,873	104	7.22%
Subscribed Capital	131	4	6.09%
Total average interest-bearing liabilities	**350,508**	**5,725**	**3.26%**
Non-interest-bearing liabilities:			
Other liabilities	3,459	–	–
Fair value adjustment for hedged risk	41	–	–
Reserves	**20,561**	–	–
Current taxes	(63)	–	–
Total average liabilities	**374,506**	**–**	**–**

Notes:

(1) Average balances are based on the balance as of the end of each month during the financial year.

(2) The interest income and expense amounts are stated after allocation of interest on financial instruments entered into for hedging purposes.

(3) The pension fund surplus is classified as non-interest-bearing within Other Assets, however the unwind of the discount is included within net interest income.

	For the six months ended September 30, 2024		
	Average balance(1)	Interest(2)	Average yield/ rate
	(£ million, except percentages)		
Interest-earning assets:			
Loans to credit institutions	33,343	824	5.04%
Investment securities & derivative financial instruments	31,538	734	4.75%
Unwind of discount on net defined benefit pension asset(3)	–	15	–
Loans to customers	217,253	5,458	5.12%
Total average interest-earning assets	**282,134**	**7,031**	**5.08%**
Non-interest-earning assets:			
Tangible fixed assets	625	–	–
Fair value adjustment for hedged risk	(2,976)	–	–
Other assets	2,038	–	–
Goodwill and intangible fixed assets	831	–	–
Deferred tax assets	109	–	–
Investment Properties	2	–	–
Total average assets	**282,763**	**–**	**–**
Interest-bearing liabilities:			
UK retail member deposits	198,819	3,056	3.13%
Other deposits	21,181	567	5.46%
Debt securities in issue and derivative financial instruments(2)	41,346	1,247	6.15%
Subordinated liabilities	2,059	79	7.82%
Subscribed Capital	173	6	7.07%
Total average interest-bearing liabilities	**263,578**	**4,955**	**3.83%**
Non-interest-bearing liabilities:			
Other liabilities	1,105	–	–
Fair value adjustment for hedged risk	22	–	–
Reserves	17,920	–	–
Current taxes	138	–	–
Total average liabilities	**282,763**	**–**	**–**

Notes:

(1) Average balances are based on the balance as of the end of each month during the financial year.

(2) The interest income and expense amounts are stated after allocation of interest on financial instruments entered into for hedging purposes.

(3) The pension fund surplus is classified as non-interest-bearing within Other Assets, however the unwind of the discount is included within net interest income.

	For the period ended March 31, 2025		
	Average balance(1)	Interest(2)	Average yield/ rate
	(£ million, except percentages)		
Interest-earning assets:			
Loans to credit institutions	35,201	1,667	4.74%
Investment securities & derivative financial instruments	33,408	1,701	5.09%
Unwind of discount on net defined benefit pension asset(3)	–	45	–
Loans to customers	256,998	12,670	4.93%
Total average interest-earning assets	**325,607**	**16,083**	**4.94%**
Non-interest-earning assets:			
Tangible fixed assets	707	–	–
Fair value adjustment for hedged risk	(2,693)	–	–
Other assets	2,080	–	–
Goodwill and intangible fixed assets	1,187	–	–
Deferred tax assets	241	–	–
Investment Properties	1	–	–
Total average assets	**327,130**	–	–

	For the period ended March 31, 2025		
	Average balance[1]	**Interest**[2]	**Average yield/ rate**
	(£ million, except percentages)		
Interest-bearing liabilities:			
UK retail member deposits	201,785	6,167	3.06%
Other deposits	54,011	1,990	3.68%
Debt securities in issue and derivative financial instruments[2]	47,141	2,749	5.83%
Subordinated liabilities	2,262	174	7.69%
Subscribed Capital	152	10	6.58%
Total average interest-bearing liabilities	**305,351**	**11,090**	**3.63%**
Non-interest-bearing liabilities:			
Other liabilities	2,211	–	–
Fair value adjustment for hedged risk	23	–	–
Reserves	19,463	–	–
Current taxes	82	–	–
Total average liabilities	**327,130**	–	–

Notes:

(1) Average balances are based on the balance as of the end of each month during the financial year.

(2) The interest income and expense amounts are stated after allocation of interest on financial instruments entered into for hedging purposes.

(3) The pension fund surplus is classified as non-interest-bearing within Other Assets, however the unwind of the discount is included within net interest income.

Average Net Interest Margin and Spread

The following tables show our average interest-earning assets, average interest-bearing liabilities and net interest income and illustrate the comparative net interest margin and net interest spread as at September 30, 2025 and September 30, 2024 and as at March 31, 2025, respectively on a statutory basis:

	As at September 30, 2025
	(£ million, except percentages)
Net average interest-earning assets	370,724
Net average interest-bearing liabilities	350,508
Net interest income[1]	2,946
Average yield on average interest-earning assets	4.66%
Average rate on average interest-bearing liabilities	3.26%
Net interest spread[2]	1.41%
Net interest margin[3]	1.57%

Notes:

(1) Defined as total interest income less total interest expense.

(2) Defined as the difference between the average yield on interest-earning assets and the average rate on interest-bearing liabilities.

(3) Defined as net interest income divided by weighted average interest-earning assets (statutory basis).

	As at September 30, 2024
	(£ million, except percentages)
Net average interest-earning assets	282,134
Net average interest-bearing liabilities	263,578
Net interest income[1]	2,076
Average yield on average interest-earning assets	5.08%
Average rate on average interest-bearing liabilities	3.83%
Net interest spread[2]	1.25%
Net interest margin[3]	1.50%

Notes:

(1) Defined as total interest income less total interest expense.

(2) Defined as the difference between the average yield on interest-earning assets and the average rate on interest-bearing liabilities.

(3) Defined as net interest income divided by weighted average interest-earning assets (statutory basis).

	As at March 31, 2025
	(£ million, except percentages)
Net average interest-earning assets	325,607
Net average interest-bearing liabilities	305,351
Net interest income[(1)]	4,992
Average yield on average interest-earning assets	4.94%
Average rate on average interest-bearing liabilities	3.63%
Net interest spread[(2)]	1.31%
Net interest margin[(3)]	1.54%

Notes:

(1) Defined as total interest income less total interest expense.

(2) Defined as the difference between the average yield on interest-earning assets and the average rate on interest-bearing liabilities.

(3) Defined as net interest income divided by weighted average interest-earning assets (statutory basis).

Changes in Interest Income and Expenses – Volume and Rate Analysis

The following table allocates the changes in our interest income and expense between changes in average volume and changes in the average rates for the six months ended September 30, 2025 compared to the period ended March 31, 2025. We calculated volume and yield/rate variances based on movements of average balances over the period and changes in average interest yields/rates on interest-earning assets and interest-bearing liabilities. The net change attributable to changes in both volume and rate has been allocated in line with the amounts derived for pure rate and volume variances. Pension interest income and expense has been excluded from the table as the assets and liabilities to which they relate are held net on the balance sheet. More information on the net pension liability can be found in our unaudited condensed consolidated interim financial statements for the six months ended September 30, 2025 incorporated by reference herein:

	Six months ended September 30, 2025 compared to the period ended September 30, 2024		
	Increase/(decrease) in net interest due to changes in:		
	Volume	Yield/rate	Total net change
		(£ million)	
Interest income:[(1)]			
Loans to credit institutions	26	(176)	(150)
Debt securities and derivative financial instruments	33	37	70
Loans to customers	2,163	(454)	1,709
Unwind of discount of pension assets	11	-	11
Total interest income	**2,233**	**(593)**	**1,640**
Interest expense:[(1)]			
UK retail member deposits	195	(241)	(46)
Other deposits	1,609	(998)	611
Debt securities in issue and derivative financial instruments	402	(220)	182
Subordinated liabilities	31	(6)	25
Subscribed capital	(1)	(1)	(2)
Total interest expense	**2,236**	**(1,466)**	**770**
Net interest income	**(3)**	**873**	**870**

Note:

(1) Interest income and expense amounts are stated after allocation of interest on financial instruments entered into for hedging purposes.

Investment Securities Portfolios

As at September 30, 2025, our investment securities portfolios were carried at a book value of £28,279 million, representing 7.5% of our total assets. We only purchase investment-grade debt securities and do not operate a trading portfolio. The following table provides information on the breakdown of our investment securities as at September 30, 2025 and March 31, 2025, respectively:

	As at September 30, 2025	As at March 31, 2025
	(£ million)	
Government, government guaranteed and supranational investment securities	22,694	22,977
Other debt investment securities	5,508	5,624
Investments in equity shares	77	62
Total	**28,279**	**28,663**

The following table shows the contractual maturity of investment securities held as at September 30, 2025 and March 31, 2025, respectively:

	As at September 30, 2025	As at March 31, 2025
	(£ million)	
Due less than 1 month	148	207
Due between 1 and 3 months	265	411
Due between 3 and 6 months	1,464	515
Due between 6 and 9 months	322	381
Due between 9 and 12 months	393	966
Due between 1 and 2 years	2,272	2,237
Due between 2 and 5 years	9,346	9,117
Due after more than 5 years	14,069	14,829
Total	28,279	**28,663**

Loan Portfolio

As at September 30, 2025, total loans to customers excluding fair value adjustments for hedge accounting, including accrued interest, were £305,516 million, representing 81% of our total assets. Our total loans and advances net of allowances has increased by 1.4% during the six months from £302,699 million as at March 31, 2025 to £306,997 million as at September 30, 2025.

The following table summarizes our loan portfolio, net of allowances, as at September 30, 2025 and March 31, 2025, respectively:

	As at September 30, 2025	As at March 31, 2025
	(£ million)	
Residential mortgage loans	219,866	215,467
Buy to let and legacy residential mortgages	60,438	60,108
Consumer lending	10,707	10,283
Business and commercial lending	14,505	14,754
Total loans to customers	**305,516**	**300,612**
Fair value adjustment for micro hedged risk[(1)]	247	277
Loans and advances to banks and similar institutions	1,234	1,810
Total	**306,997**	**302,699**

Note:

(1) Under IFRS, the carrying value of the hedged item is adjusted for the change in value of the hedged risk.

The following table presents the contractual maturity distribution for repayment for the loan portfolio held by us as at September 30, 2025:

	As at September 30, 2025					
	Due in less than 1 month	Due in 1 month to 3 Months	Due in 3 months to 1 year	Due in 1 year to 5 years	Due after 5 years	Total[1]
	(£ million)					
Loans and advances to customers	2,560	9,623	8,332	43,694	241,554	305,763
Loans and advances to banks	1,098	-	-	-	136	1,234
Total Loans portfolio net of impairment provisions	3,657	9,623	8,332	43,694	241,690	306,997

Note:

(1) The maturity analysis is produced on the basis that where a loan is repayable by installments, each installment is treated as a separate repayment.

Residential mortgage loans in arrears

Loans in arrears refer to amounts that are unpaid at their contractual date. A customer is in arrears when they are behind in fulfilling their obligations such that an outstanding loan payment is overdue.

Residential mortgage arrears have remained at low levels during the period, with the arrears rate reducing slightly to 0.42% (March 31, 2025: 0.43%), which remains significantly below the UK industry average of 0.83%. The BTL and legacy portfolio arrears rate has reduced slightly to 0.49% (March 31, 2025: 0.51%). Within this portfolio, the performance of the open buy to let book originated under the TMW brand remains strong, with 0.21% (March 31, 2025: 0.21%) of cases more than 3 months in arrears.

Impairment provisions

Impairment provisions on financial assets are calculated on an ECL basis for assets held at amortized cost and at FVOCI. ECL impairment provisions are based on an assessment of the probability of default, exposure at default and loss given default, discounted to give a net present value. Provision calculations for retail portfolios are typically performed on a collective rather than individual loan basis. For collective assessments, while each loan has an associated ECL calculation, the calculation is based on cohort level data for assets with shared credit risk characteristics, such as origination date, origination loan to value and term.

Impairment provisions are calculated using a three-stage approach depending on changes in credit risk since original recognition of the assets:

- a loan which is not credit impaired on initial recognition and has not subsequently experienced a significant increase in credit risk is categorized as being within stage 1, with a provision equal to a 12-month ECL (losses arising on default events expected to occur within 12 months);
- where a loan's credit risk increases significantly, it is moved to stage 2. The provision recognized is equal to the lifetime ECL (losses on default events expected to occur at any point during the life of the asset); and
- if a loan meets the definition of credit impaired, it is moved to stage 3 with a provision equal to its lifetime ECL.

In addition to the stage allocation outlined above, loans which have been purchased or originated with a credit-impaired (POCI) status are reported separately. At initial recognition, POCI assets do not carry an impairment provision; instead, gross balances are presented net of lifetime expected credit losses at acquisition. All changes in lifetime expected credit losses subsequent to acquisition are recognized as an impairment charge or release.

The following table sets forth the movement in, and stage allocations of, the residential mortgages held at amortized cost, including the impact of ECL impairment provisions. The movements within the table compare the position at September 30, 2025 to that at March 31, 2025:

Reconciliation of net movements in balances and impairment provisions

	Non-credit impaired				**Credit impaired [1]**			
	Subject to 12 month ECL		**Subject to lifetime ECL**		**Subject to lifetime ECL**		**Total**	
	Stage 1		**Stage 2**		**Stage 3 and POCI**			
Group	Gross balances	Provisions	Gross balances	Provisions	Gross balances	Provisions	Gross balances	Provisions
				(£ millions)				
At March 31, 2025	236,408	45	37,561	208	1,921	98	275,890	351
Stage transfers:								
Transfers from Stage 1 to Stage 2	(11,423)	(3)	11,423	3	–	–	–	–
Transfers to Stage 3	(106)	–	(344)	(7)	450	7	–	–
Transfers from Stage 2 to Stage 1	10,283	39	(10,283)	(39)	–	–	–	–
Transfers from Stage 3	24	1	181	7	(205)	(8)	–	–
Net remeasurement of ECL arising from transfer of stage	–	(36)	–	44	–	9	–	17
Net movement arising from transfer of stage[2]	**(1,222)**	**1**	**977**	**8**	**245**	**8**	**–**	**17**
New assets originated or purchased[3]	22,656	4	919	14	2	–	23,577	18
Net impact of further lending/repayments [4]	(5,038)	–	(271)	(1)	(10)	–	(5,319)	(1)
Changes in risk parameters in relation to credit quality[5]	–	(2)	–	(17)	–	10	–	(9)
Other items impacting income statement charge/(reversal) including recoveries	–	–	–	–	–	(5)	–	(5)
Redemptions[6]	(11,687)	(3)	(1,619)	(8)	(196)	(9)	(13,502)	(20)
Income statement charge for the year	–	–	–	–	–	–	–	–
Decrease due to write-offs	–	–	–	–	(30)	(11)	(30)	(11)
Other provision movements	–	–	–	–	–	5	–	5
September 30, 2025	**241,117**	**45**	**37,567**	**204**	**1,932**	**96**	**280,616**	**345**
Net carrying amount	**–**	**241,072**	**–**	**37,363**	**–**	**1,836**	**–**	**280,271**

Notes:

(1) Group balances of credit impaired loans include £520 million (March 31, 2025: £584 million) of purchased or originated credit impaired (POCI) loans, which are presented net of lifetime ECL impairment provisions on transition to IFRS 9 of £18 million (March 31, 2025: £21 million).

(2) The remeasurement of provisions arising from a change in stage is reported within the stage to which the assets are transferred.

(3) If a new asset is originated in the year, the values included are the closing gross balance and provision for the year. The stage in which the addition is shown reflects the stage of the account at the end of the year.

(4) This comprises further lending and capital repayments where the asset is not derecognized. The gross balances value is calculated as the closing gross balance for the year less the opening gross balance for the year. The provisions value is calculated as the change in exposure at default ("**EAD**") multiplied by opening provision coverage for the year.

(5) This comprises changes in risk parameters, and changes to modeling inputs and methodology. The provision movement for the change in risk parameters is calculated for assets that do not move stage in the year.

(6) For any asset that is derecognized in the year, the value disclosed is the provision at the start of the year.

The following table sets forth the movement in, and stage allocations of, the consumer lending balances held at amortized cost, including the impact of ECL impairment provisions. The movements within the table compare the position at September 30, 2025 to that at March 31, 2025.

Reconciliation of net movements in balances and impairment provisions

	Non-credit impaired				**Credit impaired** [1]			
	Subject to 12 month ECL		**Subject to lifetime ECL**		**Subject to lifetime ECL**		**Total**	
	Stage 1		**Stage 2**		**Stage 3 and POCl**			
Group	Gross balances	Provisions	Gross balances	Provisions	Gross balances	Provisions	Gross balances	Provisions
				(£ millions)				
At March 31, 2025 ..	8,621	125	1,907	386	579	313	11,107	824
Stage transfers:								
Transfers from Stage 1 to Stage 2	(778)	(17)	778	17	-	-	-	-
Transfers to Stage 3	(61)	(3)	(142)	(58)	203	61	-	-
Transfers from Stage 2 to Stage 1	684	125	(684)	(125)	-	-	-	-
Transfers from Stage 3	2	1	4	3	(6)	(4)	-	-
Net remeasurement of ECL arising from transfer of stage	-	(121)	-	128	-	52	-	59
Net movement arising from transfer of stage	**(153)**	**(15)**	**(44)**	**(35)**	**197**	**109**	**-**	**59**
New assets originated or purchased	1,585	21	192	18	4	3	1,781	42
Net impact of further lending/repayments	(653)	26	28	4	(11)	-	(636)	30
Changes in risk parameters ink relation to credit quality	-	16	-	(22)	-	54	-	48
Other items impacting income statement charge/(reversal) including recoveries	-	-	-	-	-	(38)	-	(38)
Redemptions	(462)	(5)	(98)	(13)	-	-	(560)	(18)
Income statement charge for the year								123
Decrease due to write-offs	-	-	-	-	(158)	(158)	(158)	(158)
Other provision movements	-	-	-	-	-	38	-	38
September 30, 2025	**8,938**	**168**	**1,985**	**338**	**611**	**321**	**11,534**	**827**
Net carrying amount		**8,770**		**1,647**		**290**		**10,707**

Notes:

(1) Group balances of credit impaired loans include £15 million (March 31, 2025: £28 million) of purchased or originated credit impaired (POCI) loans, which are presented net of lifetime ECL impairment provisions on transition to IFRS 9 of £20 million (March 31, 2025: £29 million).

The following table sets forth the movement in, and stage allocations of, the business and commercial lending balances held at amortized cost, including the impact of ECL impairment provisions. The movements within the table compare the position at September 30, 2025 to that at March 31, 2025.

Reconciliation of net movements in balances and impairment provisions

Group	Non-credit impaired				Credit impaired [(1)]		Total	
	Subject to 12 month ECL		Subject to lifetime ECL		Subject to lifetime ECL			
	Stage 1		Stage 2		Stage 3 and POCI			
	Gross balances	Provisions	Gross balances	Provisions	Gross balances	Provisions	Gross balances	Provisions
				(£ millions)				
At March 31, 2025 ..	12,722	35	1,624	39	472	39	14,818	113
Stage transfers:								
Transfers from Stage 1 to Stage 2	(717)	(3)	717	3	-	-	-	-
Transfers to Stage 3	(36)	-	(25)	(1)	61	-	-	-
Transfers from Stage 2 to Stage 1	205	3	(205)	(3)	-	-	-	-
Transfers from Stage 3	-	-	17	1	(17)	(1)	-	-
Net remeasurement of ECL arising from transfer of stage	-	(3)	-	9	-	13	-	19
Net movement arising from transfer of stage	**(548)**	**(3)**	**504**	**9**	**44**	**13**	**-**	**19**
New assets originated or purchased	3,173	16	215	15	14	1	3,402	32
Net impact of further lending/repayments	(414)	3	(99)	8	(7)	1	(520)	12
Changes in risk parameters ink relation to credit quality	-	(7)	-	(9)	-	7	-	(9)
Other items impacting income statement charge/(reversal) including recoveries	-	-	-	-	-	(7)	-	(7)
Redemptions	(2,792)	(14)	(267)	(9)	(37)	(1)	(3,096)	(24)
Income statement charge for the year								23
Decrease due to write-offs	-	-	-	-	(8)	(8)	(8)	(8)
Other provision movements	-	-	-	-	-	7	-	7
September 30, 2025	**12,141**	**30**	**1,977**	**53**	**478**	**52**	**14,596**	**135**
Net carrying amount		**12,111**		**1,924**		**426**		**14,461**

Notes:

(1) Group balances of credit impaired loans include £310 million (March 31, 2025: £335 million) of purchased or originated credit impaired (POCI) loans, which are presented net of lifetime ECL impairment provisions on transition to IFRS 9 of £36 million (March 31, 2025: £50 million).

The following tables show the allowances for loan losses as a percentage of total loans, analyzed by category as at September 30, 2025 and March 31, 2025:

September 30, 2025	Total Balance	(%) of Total	Provision	Provision/ Total Balance
Owner-occupied residential mortgages	219,959	72%	126	0.06%
Buy to let and legacy residential mortgages.......	60,657	20%	219	0.36%
Consumer lending	11,534	4%	827	7.17%
Commercial and other lending	14,596	5%	135	0.92%
Total	**306,746**	**100%**	**1,307**	**0.43%**

March 31, 2025	Total Balance	(%) of Total	Provision	Provision/ Total Balance
Owner-occupied residential mortgages	215,546	71%	115	0.05%
Buy to let and legacy residential mortgages	60,344	20%	236	0.39%
Consumer lending	11,107	4%	824	7.42%
Commercial and other lending	14,818	5%	113	0.76%
Total	**301,815**	**100%**	**1,288**	**0.43%**

Deposits

The following table sets out the average balances and average interest rates for each deposit type for the six months ended September 30, 2025:

	For the six months ended September 30, 2025	
	Average balance	Average rate paid
	(£ million, except percentages)	
UK retail member deposits	211,526	2.83%
Other customer deposits and amounts due to banks(1)	81,298	2.89%

Note:

(1) Amounts owed to other customers include time deposits, call deposits and retail deposits that do not grant "member" status.

Maturity of Deposits

The following table shows the maturity analysis of time deposits over £100,000 and certificates of deposit as at September 30, 2025:

	As at September 30, 2025			
	Time deposits	Certificates of deposit	Total	(%)
	(£ million, except percentages)			
Less than 3 months	888	2,262	3,150	91.5%
3 months to 6 months	59	214	273	7.9%
6 months to 1 year	9	10	19	0.6%
Over 1 year	-	-	-	0%
Total	**956**	**2,486**	**3,442**	**100%**

Return on Assets

The following table represents net income as a percentage of total average assets:

	For the six months ended September 30,	For the period ended March 31,
	2025	2025
	(£ million, except percentages)	
Net income(1)	375	2,338
Total average assets(2)	374,506	327,130
Return on total average assets	0.20%	0.71%

Notes:

(1) Net income represents profit for the financial year after tax.

(2) Total average asset is based on the total assets as of the end of each month during the financial year."

8. FINANCIAL RISK MANAGEMENT

The following replaces the final paragraph and accompanying table in the subsection titled "*Financial Risk Management — Credit Risk*" on pages 126-127 of the Registration Document:

"The following table presents our maximum exposure to credit risk of on-balance sheet and off-balance sheet financial instruments, before taking into account any collateral held or other credit enhancements and after allowance for impairment where appropriate. The maximum exposure to loss for off-balance sheet financial instruments is considered to be their contractual nominal amounts:

	September 30, 2025		
	Carrying value	**Commitments**	**Maximum credit risk exposure**
		(£ million)	
Cash	35,272	–	35,272
Loans and advances to banks	1,234	–	1,234
Investment securities	28,279	5	28,284
Derivative financial instruments	3,972	–	3,972
Fair value adjustment for portfolio hedged risk	(1,079)	–	(1,079)
Loans and advances to customers	305,763	21,892	327,655
Total	**373,441**	**21,897**	**395,338**

Notes:

(1) In addition to the amounts shown above, we have revocable commitments of £24,654 million (March 31,2025: £23,352 million) in respect of credit card and overdraft facilities. These commitments represent agreements to lend in the future, subject to certain considerations. Such commitments are cancellable by Nationwide, subject to notice requirements, and given their nature are not expected to be drawn down to the full level of exposure.

(2) The fair value adjustment for portfolio hedged risk and the fair value adjustment for micro hedged risk (which relates to the commercial lending portfolio) represent hedge accounting adjustments. They are indirectly exposed to credit risk through the relationship with the underlying loans covered by Nationwide's hedging programs.

	March 31, 2025			April 4, 2024		
	Carrying value	**Commitments**	**Maximum credit risk exposure**	**Carrying value**	**Commitments** (1)(2)	**Maximum credit risk exposure**
			(£ million)			
Cash	29,483	–	29,483	25,231	–	25,231
Loans and advances to banks	1,810	–	1,810	918	–	918
Investment securities	28,663	5	28,668	26,532	5	26,537
Derivative financial instruments	4,742	–	4,742	6,290	–	6,290
Fair value adjustment for portfolio hedged risk	(2,037)	–	(2,037)	(3,330)	–	(3,330)
Loans and advances to customers	300,889	19,458	320,347	213,440	13,339	226,779
Total	**363,550**	**19,463**	**383,013**	**269,081**(3)	**13,344**	**282,425**

Notes:

(1) In addition to the amounts shown above, we have revocable commitments of £23,352 million (April 4, 2024: £10,394 million) in respect of credit card and overdraft facilities. These commitments represent agreements to lend in the future, subject to certain considerations. Such commitments are cancellable by Nationwide, subject to notice requirements, and given their nature are not expected to be drawn down to the full level of exposure.

(2) The fair value adjustment for portfolio hedged risk and the fair value adjustment for micro hedged risk (which relates to the commercial lending portfolio) represent hedge accounting adjustments. They are indirectly exposed to credit risk through the relationship with the underlying loans covered by Nationwide's hedging programs.

(3) Comparatives have been restated as detailed in Note 1 to the 2025 Financial Statements."

9. MANAGEMENT

The following subsections of the Registration Document within the section titled "*Management*" are supplemented and amended as follows:

9.1 The following replaces the subsection titled "*Management and Director Changes*" on page 138 of the Registration Document:

"**Management and Director Changes**

On September 30, 2025, Chris Rhodes (Virgin Money UK Chief Executive Officer) was appointed to the Board of the Issuer as an Executive Director of Nationwide.

On September 30, 2025, Albert Hitchcock (non-executive director) resigned from the Board of the Issuer."

9.2 The following replaces the subsection titled "*Directors*" on pages 138-139 of the Registration Document:

"**Directors**

The following table presents information with respect to current directors:

Name	**Date of Birth**	**Position**	**Other Directorships**
Debbie Crosbie DBE	March 30, 1970	Group Chief Executive Officer	Clydesdale Bank PLC SSE plc Virgin Money UK PLC
Kevin Parry OBE	January 29, 1962	Chairman	Clydesdale Bank PLC Daily Mail and General Trust plc K A H Parry Limited Marie Curie Virgin Money UK PLC
Phil Rivett	June 27, 1955	Non-Executive Director	Clydesdale Bank PLC Standard Chartered Plc Standard Chartered Bank Virgin Money UK PLC
Tamara Rajah MBE	August 24, 1982	Non-Executive Director	Clydesdale Bank PLC Live Better With Limited Parkrun Global Limited Virgin Money UK PLC
Debbie Klein	August 10, 1968	Non-executive Director	Clydesdale Bank PLC Guardian Media Group plc Gwanda Global Limited Gwanda Properties Limited Showmax Africa Holdings Limited The Multichoice Group Virgin Money UK PLC Xyon Health Inc
Alan Keir	October 16, 1958	Non-executive Director	Clydesdale Bank PLC Virgin Money UK PLC
Gillian Riley	December 6, 1967	Non-executive Director	Clydesdale Bank PLC Roynat Capital Inc. St Michael's Hospital Foundation Virgin Money UK PLC
Tracey Graham	July 20, 1965	Senior Independent Director and Non-executive Director	Close Brothers Group plc Close Brothers Limited Clydesdale Bank PLC Pension Insurance Corporation plc Pension Insurance Corporation Group Limited Virgin Money UK PLC
Sally Orton	March 5, 1970	Non-executive Director	Clydesdale Bank PLC Virgin Money UK PLC
Muir Mathieson	August 15, 1974	Group Chief Financial Officer	Clydesdale Bank PLC CYB Intermediaries Limited Derbyshire Home Loans Limited E-Mex Home Funding Limited FN1 Nationwide Housing Trust Limited Nationwide Syndications Limited NBS Ventures Management Limited Silverstone Securitisation Holdings Limited The Mortgage Works (UK) plc UCB Home Loans Corporation Limited Virgin Money UK PLC

Name	Date of Birth	Position	Other Directorships
			Yorkshire Bank Home Loans Limited
David Bennett	March 26, 1962	Non-Executive Director	Allfunds Group plc Allfunds Bank S.A. Clydesdale Bank PLC Department of Work and Pensions Macmillan Cancer Support PayPal UK LTD PayPal Digital Incorporation Virgin Money UK PLC
Anand Aithal	February 14, 1968	Non-Executive Director	Clydesdale Bank PLC Institute for Government Persimmon plc Polar Capital Holdings plc Saga plc Virgin Money UK PLC
Chris Rhodes	March 17, 1963	Virgin Money UK, Chief Executive Officer	CGF No. 9 Limited Clydesdale Bank Asset Finance Limited Clydesdale Bank PLC CYB Intermediaries Limited Virgin Money Personal Financial Service Limited Virgin Money UK PLC Yorkshire Bank Home Loans Limited"

9.3 The subsection "*Albert Hitchcock*" on pages 140-141 of the Registration Document is deleted in its entirety and replaced with a new section entitled "*Chris Rhodes*".

"Chris Rhodes

Virgin Money UK Chief Executive Officer

Chris Rhodes was appointed Chief Executive Officer of Virgin Money on 1 October 2024 upon completion of Nationwide Building Society's acquisition of the bank. Before then he had been Chief Financial Officer of Nationwide since October 2019 having been a Nationwide Board member since April 2009. He is a chartered accountant with over 30 years' experience in retail and commercial banking having held senior leadership roles across finance, treasury, operations, retail distribution and risk management. His previous positions include Group Finance Director of Alliance and Leicester Group, Board Director at Visa Europe and Deputy Managing Director for Girobank. He has been a Director of the Lending Standards Board and a Trustee of National Numeracy.

Current external positions include

N/A

Previous positions include:

Chief Financial Officer, Nationwide Building Society
Trustee, National Numeracy
Director, Lending Standards Board Limited
Group Finance Director, Alliance and Leicester
Group Deputy Managing Director, Girobank
Board of Directors, Visa Europe."

10. SUPERVISION AND REGULATION

The following subsections of the Registration Document within the section titled "*Supervision and Regulation*" are supplemented and amended as follows:

10.1 The following replaces the subsection titled "*Our capital, leverage and MREL requirements – Risk-based capital requirements*" on pages 153-154 of the Registration Document:

"Risk-based capital requirements

Under the prudential framework as at the date of this Registration Document, we are required to hold a minimum amount of regulatory capital equal to 8% of its RWAs (the "**Pillar 1 requirement**"), plus certain additional CET1 capital buffers (the "**buffer requirement**"). Certain buffer requirements may be extended to credit institutions designated as 'global systemically important institutions' ("**G-SIIs**") or 'other systemically important institutions' ("**O-SIIs**"). We are not presently designated as a G-SII but we have been designated as an O-SII. The PRA has indicated that the O-SII buffer will be used to reflect an institution's domestic and global systemic importance, while a separate Systemic Risk Buffer ("**SRB**") will be used to prevent and mitigate macroprudential or systemic risks not otherwise covered by Pillar 1 requirements or the O-SII buffer.

Our total buffer requirement, as at the date of this Registration Document, is equal to 5.5% of RWAs (comprised of a capital conservation buffer of 2.5%, a counter-cyclical buffer of 2.0% and an O-SII buffer of 1.0%).

In addition, the PRA may impose additional individual capital requirements on us, which may comprise an add-on to the Pillar 1 requirement (the "**Pillar 2A requirement**") to address risks to us which the PRA considers are not adequately covered by Pillar 1 requirements, and/or an add-on to the buffer requirement (the "**PRA buffer**") to provide for additional capital buffers as a mitigation against future possible stress periods. We are subject to a Pillar 2A requirement which is set on an annual basis by the PRA based on the submission of the results of the annual internal capital adequacy assessment process. As at September 30, 2025, our Pillar 2A capital requirement was 4.0% of RWAs. The PRA presently requires that the level of the PRA buffer is not publicly disclosed and is set for each institution individually. Like the Pillar 2A requirement, the PRA buffer is a point in time assessment that, in respect of UK firms, is made by the PRA and is expected to vary over time. A failure to satisfy the PRA buffer could result in the Society being required to prepare a capital restoration plan.

We may also decide to hold additional amounts of capital as part of our risk and growth strategies.

As at September 30, 2025, our CET1 ratio was 18.4% and our total regulatory capital ratio was 23.2%."

10.2 The following replaces the first sentence of the penultimate paragraph in the subsection titled "*Our capital, leverage and MREL requirements – Leverage-based requirements*" on page 154 of the Registration Document:

"Our leverage ratio was 5.2% at September 30, 2025."

10.3 The following replaces the last sentence of the third paragraph in the subsection titled "*Our capital, leverage and MREL requirements – MREL and resolution strategy*" on page 155 of the Registration Document:

"As at September 30, 2025, our MREL resources were equal to 9.0% of our leverage exposure."

11. GENERAL INFORMATION

The second paragraph under item 5 of the section titled "*General Information*" on page 156 of the Registration Document is deleted in its entirety.

12. GENERAL MATTERS

There has been no significant change in the financial performance or financial position of the Combined Group since September 30, 2025.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document or the relevant Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document or the relevant Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any other supplement to the Registration Document and/or the relevant Base Prospectus issued previously, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document or the relevant Base Prospectus since the respective dates of publication of the Registration Document and the relevant Base Prospectus.

The date of this Supplement is December 16, 2025.