

Coventry Building Society

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

€10 billion

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments by

Coventry Godiva Covered Bonds LLP

(a limited liability partnership incorporated in England and Wales)

This Supplement (the **Supplement**) to the offering circular dated 20 January 2023, as supplemented by the supplementary offering circular dated 3 March 2023 (the **Offering Circular**), which comprises an offering circular for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK Prospectus Regulation**), constitutes a supplementary offering circular for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the €10 billion Global Covered Bond Programme (the **Programme**) established by Coventry Building Society (the **Issuer**) and unconditionally and irrevocably guaranteed as to payments of interest and principal by Coventry Godiva Covered Bonds LLP (the **LLP**). Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and the documents incorporated by reference therein and any other supplements to the Offering Circular issued by the Issuer.

This Supplement has been approved by the Financial Conduct Authority (the **FCA**) which is the competent authority for the purposes of the Prospectus Regulation and relevant implementing measures in United Kingdom for the purposes of giving information with regard to the issue of instruments under the Programme.

The Issuer and the LLP each accept responsibility for the information contained in this Supplement. To the best of their knowledge each of the Issuer and the LLP the information contained in this Supplement is in accordance with the facts and the Supplement does not omit anything likely to affect its import. Any information sourced from third parties contained in this Supplement has been accurately reproduced (and is clearly sourced where it appears in the document) and, as far as each of the Issuer and the LLP are aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Purpose of this Supplement

The purpose of this Supplement is to:

- (i) incorporate by reference:
 - (a) the Issuer's Interim Financial Report 2023 (as defined in this Supplement), which was published by Coventry Building Society via the RNS on 28 July 2023; and
 - (b) the LLP's 2022 Annual Report (as defined in this Supplement), and
- (ii) update the no significant change statement of the Issuer and Coventry Group and the LLP and the no material adverse change statement of the Issuer and the LLP.

Documents incorporated by reference

By virtue of this Supplement:

- (i) the interim financial report of the Issuer for the period ended 30 June 2023 (the **Issuer's Interim Financial Report 2023**) and available at: <https://www.coventrybuildingsociety.co.uk/content/dam/cbs/member/pdfs/financial-results/2023/2023-interim-financial-report.pdf>; and
- (ii) the audited non-consolidated annual accounts of the LLP as at and for the years ended 31 December 2022 (the **LLP's 2022 Annual Report**) and available at <https://www.coventrybuildingsociety.co.uk/content/dam/cbs/member/pdfs/investor-relations/funding-programmes/godiva-covered-bonds/Coventry-Godiva-Covered-Bonds-LLP-Accounts-2022.pdf>,

shall be deemed to be incorporated in, and form part of, the Offering Circular and supplement the sections entitled "*Documents Incorporated by Reference*" of the Offering Circular.

Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement which this Supplement relates to.

Significant or Material Adverse

The Significant or Material Change statement on page 228 of the Offering Circular is deleted and replaced in as set out below:

"There has been no significant change in the financial performance or the financial position of the Issuer or the Coventry Group since 30 June 2023, being the date to which the Coventry Group's last published unaudited interim financial information (as set out in the Issuer's Interim Financial Report 2023) was prepared.

There has been no material adverse change in the prospects of the Issuer since 31 December 2022, being the date to which the Issuer's last published audited financial information (as set out in the Issuer's 2022 Annual Report) was prepared.

There has been no significant change in the financial performance or the financial position, nor has there been any material adverse change in the prospects of the LLP since 31 December 2022 (being the date of the LLP's last audited non-consolidated financial statements). "

General

If the documents which are incorporated by reference in the Offering Circular by virtue of this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Offering Circular for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference in, or attached to, the Offering Circular by virtue of this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circular, the statements referred to in (a) above will prevail.

Save as disclosed in this Supplement and any other supplements to the Offering Circular previously issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

This Supplement will be published on the website of the London Stock Exchange. The Issuer and the LLP will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Offering Circular. Written requests for such documents should be directed either to the Issuer at Coventry House, Harry Weston Road, Binley, Coventry, West Midlands CV3 2TQ, and marked for the attention of the Secretary and Solicitor or (as applicable) the LLP, at its office set out at the end of Offering Circular. Copies of all documents incorporated by reference in this Supplement can also be viewed on the website of the Issuer at <https://www.coventrybuildingsociety.co.uk/member/investor-relations/funding-programmes/covered-bonds-terms/reports.html> or on the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html.