

SUPPLEMENT DATED 19 JANUARY 2024

Coventry Building Society

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

£5,000,000,000

Euro Medium Term Note Programme

This supplement (the **Supplement**) to the Base Prospectus dated 4 August 2023 (the **Base Prospectus**), which comprises a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the **UK Prospectus Regulation**), is prepared in connection with the £5,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Coventry Building Society (the **Issuer**).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the **FCA**) as competent authority under the UK Prospectus Regulation.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Purpose of this Supplement

The purpose of this Supplement is to:

- (a) update the section of the Base Prospectus entitled "*Risk Factors*"; and
- (b) update the section of the Base Prospectus entitled "*Coventry Building Society*".

Risk Factors

In the section of the Base Prospectus entitled "*Risk Factors*" on page 30 of the Base Prospectus, the following risk factor shall be inserted immediately following "*FACTORS THAT MAY AFFECT THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE NOTES – Operational Risk*":

"Potential merger and acquisition activity by the Issuer

The Issuer may participate in future merger and acquisition activity and to the extent any such transaction does occur this could lead to changes in the strategy of the Issuer and could require significant management time to manage the acquisition. The costs, complexity and delivery time of any transaction, along with any subsequent integration and the implementation of any changes to the Issuer's systems or processes required as a result of any transaction, could have a material adverse effect on the Issuer's business and financial condition."

Coventry Building Society

In the section of the Base Prospectus entitled "*Coventry Building Society*" on page 119 of the Base Prospectus, a new sub-section entitled "*Recent Developments*" shall be inserted immediately following the sub-section entitled "*Results for the six-month period ended 30 June 2023*" and before the sub-section entitled "*Management*":

"Recent Developments

As announced on 21 December 2023, the Society has entered into an exclusivity agreement in relation to a possible offer for the Co-operative Bank Holdings Limited. As at the date of this Supplement there is no certainty that any transaction will occur."

General

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement will be published on the website of the London Stock Exchange plc. The Issuer 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 Base Prospectus. Written requests for such documents should be directed 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.