

SUPPLEMENT DATED 4 MARCH 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, as previously supplemented by a supplement dated 19 January 2024 (as so supplemented, 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) incorporate by reference the Issuer's audited consolidated financial statements for the year ended 31 December 2023; and
- (b) update the section of the Base Prospectus entitled "*General Information*".

Documents Incorporated by Reference

The Issuer has published its Annual Report & Accounts for the year ended 31 December 2023 (the **Annual Report**).

A copy of the Annual Report has been filed with the FCA and, by virtue of this Supplement, the following sections of the Annual Report shall be deemed to be incorporated in, and form part of, the Base Prospectus and supplement the section entitled "*Documents Incorporated by Reference*" on page 7 of the Base Prospectus:

- "5. the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2023, together with the notes thereto and the audit report thereon, as set out on the following pages of the Annual Report & Accounts of the Issuer for the year ended 31 December 2023 (available at <https://www.coventrybuildingsociety.co.uk/content/dam/cbs/member/pdfs/financial-results/2023/annual-report-and-accounts-2023.pdf>):

Information incorporated by reference	Page(s)
Audited consolidated financial statements	116-119
Notes to the audited consolidated financial statements	120-170
Independent auditors' report	107-115

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.

The Annual Report can be viewed on the website of the Issuer at <https://www.coventrybuildingsociety.co.uk/>.

General Information

In the section of the Base Prospectus entitled "*General Information*":

- (a) paragraph (3) on page 141 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

"(3) Material Adverse Change

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2023."; and

- (b) paragraph (4) on page 141 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

"(4) Significant Change

There has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 December 2023."

General

If the documents which are incorporated by reference in the Base Prospectus 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 Base Prospectus for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference in, or attached to, the Base Prospectus 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 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. 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/> or on the Regulatory News Service operated by the London Stock Exchange plc at www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html.