

## FINAL TERMS

20 October 2011

### Coventry Building Society

**Issue of EUR 650,000,000 Series 4 2.875 per cent. Covered Bonds due 2014  
irrevocably and unconditionally guaranteed as to payment of principal and interest by  
Coventry Building Society Covered Bonds LLP under the €7 billion Global Covered  
Bond Programme**

The Programme has been registered and notice of these Covered Bonds will be made under, the Regulated Covered Bonds Regulations 2008 (SI 2008/346).

The Offering Circular referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Covered Bonds in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish an offering circular for offers of the Covered Bonds. Accordingly any person making or intending to make an offer in that Relevant Member State of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish an offering circular pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 11 April 2011 and the supplemental Offering Circular dated 22 September 2011 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Offering Circular. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Offering Circular. Copies of the Offering Circular are available free of charge to the public at the registered office of the Issuer and from the specified office of the Principal Paying Agent.

- |    |      |                                   |   |
|----|------|-----------------------------------|---|
| 1. | (i)  | Issuer:                           | Coventry Building Society                   |
|    | (ii) | Guarantor:                        | Coventry Building Society Covered Bonds LLP |
| 2. | (i)  | Series Number:                    | 4   |
|    | (ii) | Tranche Number:                   | 1   |
| 3. |      | Specified Currency or Currencies: | Euro (EUR)                                  |
| 4. |      | Nominal Amount of Covered Bonds   | EUR 650,000,000                             |

to be issued:

5. Aggregate Nominal Amount of the Covered Bonds Admitted to trading:
  - (i) Series: EUR 650,000,000
  - (ii) Tranche: EUR 650,000,000
6. Issue Price: 99.734 per cent.
7. (i) Specified Denominations: EUR 100,000 (and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000). No Covered Bond in definitive form will be issued with a denomination above EUR 199,000.
  - (ii) Calculation Amount: EUR 1,000
8. (i) Issue Date: 24 October 2011
  - (ii) Interest Commencement Date: Issue Date
9. (i) Final Maturity Date: 24 October 2014
  - (ii) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 26 October 2015
10. Interest Basis: From and including the Issue Date to but excluding the Final Maturity Date: 2.875 per cent. per annum payable annually in arrear  
*(further particulars specified below)*  
From and including the Final Maturity Date to but excluding the Extended Due for Payment Date: 1 Month EURIBOR + 1.30 per cent. per annum Floating Rate payable monthly in arrear
11. Redemption/Payment Basis: Redemption at par
12. Change of Interest Basis or Redemption/Payment Basis: Applicable (see item 10 above)
13. Call Options: Not Applicable
14. (i) Status of the Covered Bonds: Senior
  - (ii) Status of the Guarantee: Senior

- |       |   |                   |
|-------|---|-------------------|
| (iii) | Date Board approval for issuance of Covered Bonds obtained: | 21 September 2011 |
| 15.   | Listing:  | London            |
| 16.   | Method of distribution:                                     | Syndicated        |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |        |  |   |
|--------|--|---|
| 17.    | Fixed Rate Covered Bond Provisions   | Applicable from and including the Issue Date to but excluding the Final Maturity Date   |
| (i)    | Rate(s) of Interest:   | 2.875 per cent. per annum payable annually in arrear  |
| (ii)   | Interest Payment Date(s):  | 24 October in each year up to and including the Final Maturity Date   |
| (iii)  | Business Day Convention:   | Following Business Day Convention   |
| (iv)   | Business Day(s):   | London, TARGET2   |
|        | Additional Business Centre(s):   | Not Applicable  |
| (v)    | Fixed Coupon Amount(s):  | €28.75 per Calculation Amount per annum   |
| (vi)   | Initial Broken Amount(s):  | Not Applicable  |
| (vii)  | Final Broken Amount:   | Not Applicable  |
| (viii) | Day Count Fraction:  | Actual/Actual (ICMA)  |
| (ix)   | Determination Date(s):   | 24 October in each year   |
| (x)    | Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: | Not Applicable  |
| 18.    | Floating Rate Covered Bond Provisions  | Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date                            |
| (i)    | Specified Period(s)/Specified Interest Payment Date(s):                                  | From and including the Final Maturity Date to but excluding the Extended Due for Payment Date, the 24th day of each calendar month. |
| (ii)   | Business Day Convention:   | Modified Following Business Day Convention  |

	(iii) Additional Business Centre(s):	Not Applicable
	(iv) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(v) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
	(vi) Screen Rate Determination:	
	– Reference Rate:	1 month EURIBOR
	– Interest Determination Date(s):	The second day on which the TARGET2 System is open prior to the start of each Interest Period.
	– Relevant Screen Page:	Reuters Screen EURIBOR01 (or any replacement thereto)
	(vii) ISDA Determination:	Not Applicable
	(viii) Margin(s):	1.30 per cent. per annum.
	(ix) Minimum Rate of Interest:	Not Applicable
	(x) Maximum Rate of Interest:	Not Applicable
	(xi) Day Count Fraction:	Actual/360
	(xii) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions:	Not Applicable
19.	Zero Coupon Covered Bond Provisions	Not Applicable
20.	Index Linked Interest Covered Bond/other variable-linked interest Covered Bond Provisions	Not Applicable
21.	Dual Currency Covered Bond Provisions	Not Applicable

## PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

- |     |   |                |
|-----|---|----------------|
| 22. | Issuer Call:  | Not Applicable |
| 23. | Covered Bondholder Put Option:  | Not Applicable |
| 24. | Final Redemption Amount:  | Nominal Amount |
| 25. | Early Redemption Amount payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6(f)) | Not Applicable |

## GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- |     |   |  |
|-----|---|--|
| 26. | New Global Covered Bond:  | Yes  |
| 27. | Form of Covered Bonds:  | Bearer Covered Bonds<br><br>Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event |
| 28. | Additional Financial Centre(s) or other special provisions relating to Payment Dates:   | Not Applicable   |
| 29. | Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature):  | No   |
| 30. | Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: | Not Applicable   |
| 31. | Details relating to Instalment Covered Bonds:   |  |
|     | (i) Instalment Amount(s):   | Not Applicable   |

- |      |                                    |                |
|------|------------------------------------|----------------|
| (ii) | Instalment Date(s):                | Not Applicable |
| 32.  | Redenomination:                    | Not applicable |
| 33.  | Other terms or special conditions: | Not Applicable |

**DISTRIBUTION**

- |     |  |  |
|-----|--|--|
| 34. | If syndicated, names of Managers:  | Danske Bank A/S, HSBC France, Landesbank Baden-Württemberg and Merrill Lynch International |
| 35. | If non-syndicated, name of relevant Dealer(s):   | Not Applicable   |
| 36. | U.S. selling restrictions:   | Reg S, TEFRA D   |
| 37. | Additional selling restrictions: (insert here any other relevant codes such as CUSIP and CINS codes) | Not Applicable   |

**LISTING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the €7 billion Global Covered Bond Programme of Coventry Building Society on the regulated market of the London Stock Exchange.

**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by the Building Societies Association, no facts have been omitted which would render the reproduced inaccurate or misleading.

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading                      Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the Official List of the UK Listing Authority) with effect from 24 October 2011.
- (ii) Estimate of total expenses              GBP 3,650  
related to admission to  
trading:

### 2. RATINGS

Ratings:    The Covered Bonds to be issued are expected to be rated:  
Moody's:    Aaa  
Fitch:    AAA

Moody's Investors Service Limited is established in the European Union and has applied for registration under Regulation (EU) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

Fitch Ratings Ltd. is established in the European Union and has applied for registration under Regulation (EU) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under Regulation (EU) No 1060/2009 (the **CRA Regulation**) unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused.

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

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the Guarantor are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

**4. YIELD (*Fixed Rate Covered Bonds only*)**

Indication of yield: Not Applicable

**5. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING: (*Index-Linked or other variable-linked Covered Bonds only*)**

Not Applicable

**6. PERFORMANCE OF RATES OF EXCHANGE: (*Dual Currency Covered Bonds only*)**

Not Applicable

**7. OPERATIONAL INFORMATION**

(i) ISIN Code: XS0696058857

(ii) Common Code: 069605885

(iii) CUSIP: Not Applicable

(iv) Any clearing system(s) other than Euroclear or Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

(v) Delivery: Delivery against payment

(vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(vii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes

*Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will*




be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

*Signed on behalf of the Issuer:*

By: X

Duly authorised



*Signed on behalf of the Guarantor:*

By: X

Duly authorised

