

SUPPLEMENTARY PROSPECTUS DATED 14 MARCH 2024



Leeds Building Society

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

€7 billion

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of interest and principal by

Leeds Building Society Covered Bonds Limited Liability Partnership

(a limited liability partnership incorporated in England and Wales)

This Supplement (the **Supplement**) to the Prospectus dated 15 January 2024 (the **Prospectus**), which comprises a base prospectus 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 prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the €7 billion Global Covered Bond Programme (the **Programme**) established by Leeds Building Society (the **Issuer**) and unconditionally and irrevocably guaranteed as to payments of interest and principal by Leeds Building Society Covered Bonds Limited Liability Partnership (the **LLP**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer.

This Supplement has been approved by the Financial Conduct Authority (the **FCA**) which is the United Kingdom competent authority for the purposes of the UK Prospectus Regulation and relevant implementing measures in the 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 certain information contained in the Issuer's 2023 Annual Report (as defined below) the publication of which was announced via the RNS on 4 March 2024;
- (ii) incorporate by reference the LLP's 2023 Annual Report (as defined below); and

(iii) amend the "*Significant or Material Change*" paragraph on page 258 of the Prospectus.

(i) Documents incorporated by reference

By virtue of this Supplement:

- (i) the Issuer's annual report which includes the audited consolidated financial statements of the Leeds Group for the financial year ended 31 December 2023, together with the audit report thereon, as set out on pages 176 to 244 and the glossary of terms as set out on pages 249 to 252, respectively (the **Issuer's 2023 Annual Report**) available at: https://www.leedsbuildingsociety.co.uk/_resources/pdfs/your-society-pdfs/agm/2024/annual-report-accounts-2024.pdf; and
- (ii) the LLP's annual report which includes audited non-consolidated annual accounts of the LLP for the financial year ended 31 December 2023, together with the audit report thereon, (the **LLP's 2023 Annual Report**) available at https://www.leedsbuildingsociety.co.uk/_resources/pdfs/treasury-pdfs/covered-bonds-pdfs/limited-liability-partnership-2023.pdf,

which have previously been filed with the Financial Conduct Authority, shall be deemed to be incorporated in, and form part of, the Prospectus and supplement the section entitled "*Documents Incorporated by Reference*" on pages 3 to 4 of the Prospectus.

Where only specific parts of certain documents are incorporated by reference, any non-incorporated parts of such documents are not incorporated by reference in this Supplement. Any information not listed above but included in the documents incorporated by reference is either not relevant for an investor or is covered elsewhere in this Supplement.

Any other information or other documents themselves incorporated by reference, either expressly or implicitly, in the documents incorporated by reference in this Supplement shall not form part of this Supplement, except where such information or other information or other documents are specifically incorporated by reference into this Supplement.

(ii) General Information

The section entitled "*Significant or Material Change*" on page 258 of the Prospectus shall be deemed deleted and replaced as follows:

"There has been no significant change in the financial performance or the financial position of the Issuer or the Leeds Group since 31 December 2023, being the date to which the Leeds Group's last audited consolidated financial statements was prepared.

There has been no material adverse change in the prospects of the Issuer since 31 December 2023, being the date to which the Issuer's last published audited financial information (as set out in the Issuer's 2023 Annual Report) was prepared.

There has been no significant change in the financial performance or the financial position of the LLP nor any material adverse change in the prospects of the LLP since 31 December 2023, being the date of the last audited non-consolidated annual accounts of the LLP".

General

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

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

This Supplement will be published on the website of the London Stock Exchange. 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 Prospectus. Written or oral requests for such documents should be directed to the Issuer at its principal office at 26 Sovereign St, Leeds, West Yorkshire, LS1 4BJ.

Copies of all documents incorporated by reference in this Supplement can also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> or at <https://www.leedsbuildingsociety.co.uk/treasury/#>.