

Final Terms

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES (ECPS) ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a “**retail investor**” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

16 April 2019

Yorkshire Building Society

Legal entity identifier (LEI): WXD0EHQRPI7HKN3I5T57

**Issue of £275,000,000 Senior Non-Preferred Reset Notes due 2025
under the £5,000,000,000 Note Programme**

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 Prospectus dated 18 December 2018 (the “**Prospectus**”) and the supplement dated 5 April 2019 to the Prospectus, which together constitute a prospectus for the purposes of Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. This document must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. Copies of the Prospectus and the supplement to the Prospectus are available for viewing at the office of the Issuer at Yorkshire House, Yorkshire Drive, Bradford, West Yorkshire BD5 8LJ and copies may be obtained from the Principal Paying Agent at 8 Canada Square, London E14 5HQ. The Prospectus has been published on the website of the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

TYPE OF NOTE

1	Status of the Notes:	Senior Non-Preferred
	(i) Senior Non-Preferred Notes: No Set-Off:	Applicable
	(ii) Senior Non-Preferred Notes: Restricted Events of Default:	Applicable
	(iii) Senior Non-Preferred Notes: Gross-up of principal:	Not Applicable

DESCRIPTION OF THE NOTES

2	(i) Series Number:	223
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3	Specified Currency or Currencies:	Pounds sterling ("£")
4	Aggregate Nominal Amount:	
	— Series:	£275,000,000
	— Tranche:	£275,000,000
5	Issue Price of Tranche:	99.976 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No notes in definitive form will be issued with a denomination higher than £199,000.
	(ii) Calculation Amount:	£1,000
7	(i) Issue Date:	18 April 2019
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	18 April 2025
9	Interest Basis:	3.000 per cent. per annum to be reset on the First Reset Date (further particulars specified below)
10	Redemption/Payment Basis:	Subject to any purchase or cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Issuer Call (further particulars specified below)

13 Date Committee approval for issuance of Notes obtained: 8 April 2019

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Not Applicable
15	Floating Rate Note Provisions	Not Applicable
16	Reset Note Provisions	Applicable
	(i) Initial Rate of Interest:	3.000 per cent. per annum payable annually in arrear on each Interest Payment Date from, and including, 18 April 2020 to, and including, the First Reset Date
	(ii) First Margin:	+2.150 per cent. per annum payable on the Maturity Date in respect of the period from, and including, the First Reset Date to, but excluding, the Maturity Date
	(iii) Subsequent Margin:	Not Applicable
	(iv) Interest Payment Date(s):	18 April in each year from (and including) 18 April 2020 up to (and including) the Maturity Date
	(v) Fixed Coupon Amount to (but excluding) the First Reset Date:	£30.00 per Calculation Amount
	(vi) Broken Amount(s):	Not Applicable
	(vii) Reset Reference Rate:	Reference Bond
	(viii) First Reset Date:	18 April 2024
	(ix) Second Reset Date:	Not Applicable
	(x) Subsequent Reset Date(s):	Not Applicable
	(xi) Relevant Screen Page:	Not Applicable
	(xii) Mid-Swap Rate:	Not Applicable
	(xiii) Mid-Swap Maturity:	Not Applicable
	(xiv) Reference Bond Reset Rate Time:	11.00 a.m. London time
	(xv) Reference Bond Price in respect of the first Reset Determination Date:	As set out in the Conditions
	(xvi) Fixed Leg Swap Duration:	Not Applicable
	(xvii) Day Count Fraction:	Actual/Actual (ICMA)
	(xviii) Reset Determination Date(s):	As set out in the Conditions
	(xix) Business Centre(s):	London
	(xx) Calculation Agent:	HSBC Bank plc
17	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18	Notice periods for:	
	(i) Condition 5(b)	Minimum period: 15 days Maximum period: 30 days
	(ii) Condition 5(e)	Not Applicable
19	Issuer Call:	Applicable
	(i) Optional Redemption Date(s):	18 April 2024
	(ii) Optional Redemption Amount and method, if any, of calculation of such amount(s):	£1,000 per Calculation Amount
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice periods:	Minimum period: 15 days Maximum period: 30 days
20	Regulatory Event (Subordinated Notes only):	Not Applicable
21	(i) Senior Non-Preferred Notes: Loss Absorption Disqualification Event Redemption:	Applicable
	(ii) Loss Absorption Disqualification Event:	Full or Partial Exclusion
	(iii) Senior Non-Preferred Notes: Substitution and Variation:	Applicable
22	Investor Put:	Not Applicable
23	Final Redemption Amount of each Note:	£1,000 per Calculation Amount
24	Early Redemption Amount payable on redemption for taxation reasons, (in the case of Subordinated Notes) for regulatory reasons or on event of default:	£1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event including the exchange event described in paragraph (c) of the definition in the Permanent Global Note.
26	New Global Note (NGN):	Yes
27	Additional Financial Centre(s):	Not Applicable

28 Talons for future Coupons to be attached No
to Definitive Notes:

THIRD PARTY INFORMATION

Not Applicable.

Signed on behalf of **Yorkshire Building Society**:

By:

Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and listing on the Official List of the Financial Conduct Authority acting under Part VI of the FSMA with effect from 18 April 2019.

Estimate of total expenses related to admission to trading: £4,500

2 RATINGS

Ratings: The Notes to be issued have been rated:

Fitch: A-

Moody's: Baa2

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 YIELD (*Fixed Rate Notes Only*)

Indication of Yield: 3.005 per cent. per annum in respect of the period prior to the First Reset Date.

This yield is calculated on the basis of the Rate of Interest applicable up to (but excluding) the First Reset Date and the Issue Price as at the Issue Date. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

(i) ISIN: XS1982838275

(ii) Common Code: 198283827

(iii) CFI: Please refer to the ANNA website

(iv) FISN: Please refer to the ANNA website

(v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

(vi) Delivery: Delivery against payment

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|--|---|
| (vii) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes 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. |

6 DISTRIBUTION

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated, names of Managers: | Barclays Bank PLC
NatWest Markets Plc
Nomura International plc
UBS AG London Branch |
| (iii) Date of Syndication Agreement: | 16 April 2019 |
| (iv) If non-syndicated, name of relevant Dealer: | Not Applicable |
| (v) U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (vi) Prohibition of Sales to EEA Retail Investors: | Applicable |