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9 June 2015



**Santander UK Group Holdings plc and Santander UK plc announce amendment to the settlement date for the tender offer in respect of the £300,002,000 Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares of Santander UK plc**

On 28 May 2015, Santander UK Group Holdings plc (the “**Company**”) and Santander UK plc (the “**Bank**”) announced invitations to holders of the following securities (the “**Securities**”) to tender any or all of their Securities for cash:

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**£300,002,000 Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares**  
(issued on 28 April 2010 in exchange for Alliance & Leicester plc preference shares)  
(XS0502105454) (the “**Preference Shares**”)

**£300,000,000 7.037 per cent. Step-up Callable Perpetual Reserve Capital Instruments**  
(originally issued on 14 February 2001 by Abbey National plc)  
(XS0124569566) (the “**RCIs**”)

**£175,000,000 6.984 per cent. Fixed/Floating Rate Tier One Preferred Income Capital Securities**  
(originally issued on 9 August 2002 by Abbey National plc)  
(XS0152838586) (the “**TOPICS**”)

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The invitation in respect of the Preference Shares was made by the Company and the invitations in respect of the RCIs and the TOPICS were made by the Bank. Such invitations were made separately (each a “**Tender Offer**” and, together, the “**Tender Offers**”) on the terms and subject to the conditions contained in the tender offer memorandum dated 28 May 2015 (the “**Tender Offer Memorandum**”) prepared by the Company and the Bank, and are subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum. Capitalised terms used and not otherwise defined in this announcement have the meaning given thereto in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to distribution restrictions) available from the Tender Agent, the contact details for which are set out below.

***Amendment to the Tender Offer in respect of the Preference Shares***

The Company and the Bank hereby announce that the Settlement Date for the Tender Offer in respect of the Preference Shares will be postponed from 11 June 2015 to 12 June 2015.

This amendment does not affect the Tender Offers in respect of the TOPICS and the RCIs, which the Bank expects to settle on 11 June 2015 as originally anticipated in the indicative timetable for the Tender Offers.

**Contact information**

Banco Santander, S.A., Barclays Bank PLC, Merrill Lynch International, Morgan Stanley & Co. International plc and UBS Limited are acting as Dealer Managers for the Tender Offers and Lucid Issuer Services Limited is acting as Tender Agent.

*Questions and requests for assistance in connection with the Tender Offers may be directed to the Dealer Managers:*

**THE DEALER MANAGERS**

**BANCO SANTANDER, S.A.**

Avenida de Cantabria, s/n  
28660 Boadilla Del Monte  
Madrid, Spain

Telephone: + 44 20 7756 6909

Email: [tommaso.grospietro@santandergbm.com](mailto:tommaso.grospietro@santandergbm.com)

Attention: Liability Management

**BARCLAYS BANK PLC**

5 The North Colonnade  
Canary Wharf  
London E14 4BB

Telephone: +44 20 3134 8515

Email: [eu.lm@barclays.com](mailto:eu.lm@barclays.com)

Attention: Liability Management Group

**MERRILL LYNCH INTERNATIONAL**

2 King Edward Street  
London EC1A 1HQ

Telephone: +44 207 995 2929

Email: [kulwant.bhatti@baml.com](mailto:kulwant.bhatti@baml.com)

Attention: Liability Management Group

**MORGAN STANLEY & CO.  
INTERNATIONAL PLC**

25 Cabot Square  
Canary Wharf  
London E14 4QA

Telephone: +44 20 7677 5040

Email: [liabilitymanagementeuropa@morganstanley.com](mailto:liabilitymanagementeuropa@morganstanley.com)

Attention: Liability Management Group

**UBS LIMITED**

1 Finsbury Avenue  
London EC2M 2PP

Telephone: +44 20 7567 0525

Email: [mark-t.watkins@ubs.com](mailto:mark-t.watkins@ubs.com) / [torstein.berteig@ubs.com](mailto:torstein.berteig@ubs.com)

Attention: Liability Management Group

**TENDER AGENT**

**Lucid Issuer Services Limited**

Leroy House  
436 Essex Road  
London N1 3QP  
United Kingdom

Attention: David Shilson

Tel: +44 20 7704 0880

Email: [santander@lucid-is.com](mailto:santander@lucid-is.com)

**DISCLAIMER:** The offer period for the Tender Offers has now expired. No further tenders of any Securities may be made pursuant to the Tender Offers. This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully. If any Securityholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.