

**SUPPLEMENT DATED 1 MARCH 2024  
TO THE PROSPECTUS RELATING TO THE €30,000,000,000 EURO MEDIUM TERM NOTE  
PROGRAMME OF:**



**SANTANDER UK PLC**  
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY, REGISTERED NUMBER 2294747)  
(AS ISSUER OF SENIOR NOTES)

and

**SANTANDER UK GROUP HOLDINGS PLC**  
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY, REGISTERED NUMBER 08700698)  
(AS ISSUER OF SENIOR NOTES AND DATED SUBORDINATED NOTES)

**€30,000,000,000  
EURO MEDIUM TERM NOTE PROGRAMME**

This supplement (the "**Supplement**", which definition shall include all information incorporated by reference herein) is supplemental to, forms part of and must be read in conjunction with, the prospectus dated 12 April 2023, as supplemented on 25 April 2023, 26 July 2023, 14 August 2023, 25 October 2023 and 31 January 2024, relating to the €30,000,000,000 Euro Medium Term Note Programme of Santander UK Group Holdings plc, as issuer of senior and subordinated notes, and Santander UK plc, as issuer of senior notes (each an "**Issuer**" and together the "**Issuers**") (the "**EMTN Programme**"), (the "**Prospectus**") and comprises a supplementary prospectus for the purpose 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part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended, varied, superseded or substituted from time to time (the "**UK Prospectus Regulation**").

Unless otherwise defined herein, capitalised terms used in this Supplement have the meanings given to them in the Prospectus.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the competent authority for the purposes of the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuers that are the subject of this Supplement.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purposes of incorporating by reference into the Prospectus certain sections of the Santander UK Group Holdings plc 2023 Annual Report and the Santander UK plc 2023 Annual Report (each as defined below) (together, the "**2023 Annual Reports**").

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus, to which this Supplement relates.

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

If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectus for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Any information in the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is not relevant for investors or is contained elsewhere in the Prospectus to which this Supplement relates.

Save as disclosed in this Supplement and the Prospectus, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

## **PUBLICATION OF THE 2023 ANNUAL REPORTS**

On 1 March 2024, Santander UK Group Holdings plc published its annual report and accounts for the year ended 31 December 2023 (the "**Santander UK Group Holdings plc 2023 Annual Report**").

On 1 March 2024, Santander UK plc published its annual report and accounts for the year ended 31 December 2023 (the "**Santander UK 2023 plc Annual Report**").

The following are incorporated in, and form part of, the Prospectus:

- 1 the Santander UK Group Holdings 2023 plc Annual Report, excluding the following sentence on page 255: "Please refer to our latest filings with the SEC (including, without limitation, the Risk Factors section in this Annual Report on Form 20-F for the year ended 31 December 2023) for a discussion of certain risk factors and forward-looking statements";
- 2 the Santander UK 2023 plc Annual Report, excluding the following sentence on page 198: "Please refer to our latest filings with the SEC (including, without limitation, the Risk Factors section in this Annual Report on Form 20-F for the year ended 31 December 2023) for a discussion of certain risk factors and forward-looking statements"; and
- 3 the glossary published on 27 February 2024 relating to the 2023 Annual Reports, which can be accessed at <https://www.santander.co.uk/about-santander/investor-relations/glossary> (the "**Glossary**").

Copies of the 2023 Annual Reports have been submitted to the National Storage Mechanism (available for viewing at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.)

The 2023 Annual Reports are available for viewing at: <https://www.santander.co.uk/about-santander/investor-relations>.

Relevant terms that are used in this Supplement but are not defined under applicable regulatory guidance or international financial reporting standards are explained in the Glossary.

## **GENERAL**

This Supplement will be published on the website of the London Stock Exchange at the following link: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.