

**SUPPLEMENT DATED 29 AUGUST 2016
TO THE BASE PROSPECTUS DATED 30 NOVEMBER 2015**



Abbey National Treasury Services plc
(incorporated in England and Wales with limited liability, registered number 2338548)
Unconditionally guaranteed by
Santander UK plc
(incorporated in England and Wales with limited liability, registered number 2294747)

This supplement ("this **Supplement**"), which definition shall also include all information incorporated by reference herein is prepared as a supplement to, and must be read in conjunction with the Base Prospectus dated 30 November 2015 relating to the Structured Note and Certificate Programme (the "**Base Prospectus**").

This Supplement together with the Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement constitutes a supplementary prospectus for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus prepared by Abbey National Treasury Services plc, as issuer on the Structured Note and Certificate Programme.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as Irish competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

Each of Abbey National Treasury Services plc and Santander UK plc (each an "**Obligor**") accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Obligor (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 purpose of: (i) incorporating by reference into the Base Prospectus by this Supplement the unaudited half yearly consolidated financial statements of Santander UK plc for the six months ended 30 June 2016, which appear on pages 62 to 83 inclusive of the half yearly financial report; (ii) incorporating by reference into the Base Prospectus by this Supplement the unaudited half yearly consolidated financial statements of Abbey National Treasury Services plc for the six months ended 30 June 2016, which appear on pages 35 to 47 inclusive of the half yearly financial report and (iii) updating the Summary of the Programme commencing on page 1 of the Base Prospectus (as described in Schedule 2 hereto).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Base Prospectus by this Supplement and (b) any other statement in or

incorporated by reference in the Base Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Base Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

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 Base Prospectus, to which this Supplement relates.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus. There has been no significant change in the financial position of Santander UK plc and its subsidiaries since 30 June 2016 (being the date to which the most recent financial information was prepared).

In circumstances where Article 16.2 of the Prospectus Directive apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to WholesaleMarketsLegal@santander.co.uk

The date of this Supplement is 29 August 2016.

SCHEDULE 1

PUBLICATION OF HALF YEARLY FINANCIAL REPORTS

1. Santander UK plc

On 16 August 2016, Santander UK plc published its unaudited half yearly financial report for the six months ended 30 June 2016 (the "**Santander UK 2016 Half Yearly Financial Report**")

Santander UK 2016 Half Yearly Financial Report is hereby incorporated in, and forms part of, the Base Prospectus.

2. Abbey National Treasury Services plc

On 17 August 2016, Abbey National Treasury Services plc published its unaudited half yearly financial report for the six months ended 30 June 2016 (the "**ANTS 2016 Half Yearly Financial Report**")

ANTS 2016 Half Yearly Financial Report is hereby incorporated in, and forms part of, the Base Prospectus.

Copies of the Santander UK 2016 Half Yearly Financial Report and the ANTSS 2016 Half Yearly Financial Report have been submitted to the National Storage Mechanism (available for viewing at: <http://www.morningstar.co.uk/uk/NSM>).

The Santander UK 2016 Half Yearly Financial Report is available at:

http://www.santander.co.uk/csdlvlr/ContentServer?c=SANDocument_C&pagename=WCSUKPublicaLte%2FSANDocument_C%2FSANDocumentPreview&cid=1324582591079

The ANTS 2016 Half Yearly Financial Report is available at:

http://www.santander.co.uk/csdlvlr/ContentServer?c=SANDocument_C&pagename=WCSUKPublicaLte%2FSANDocument_C%2FSANDocumentPreview&cid=1324582594591

SCHEDULE 2

SUPPLEMENT TO THE SUMMARY

SECTION B – ISSUER AND GUARANTOR

ISSUER:

The summary document which forms part of the Base Prospectus is hereby supplemented below following the publication of the Abbey National Treasury Services plc unaudited half yearly financial report for the six months ended 30 June 2016 by deletion of Element B.12 relating to Abbey National Treasury Services plc commencing on page 3 of the Base Prospectus and its replacement with the following:

30 June 2016 (unaudited) £m	31 December 2015 (audited) £m	31 December 2014 (audited) £m
Assets		
Cash and balances at central banks	3,499	2,279
Trading assets	28,949	23,649
Derivative financial instruments	32,918	24,875
Financial assets designated at fair value	2,238	2,130
Loans and advances to banks	11,968	21,544
Loans and advances to customers	16,506	32,455
Loans and receivables securities	165	15
Available-for-sale securities	561	1,168
Macro hedge of interest rate risk	823	521
Intangible assets	27	25
Property, plant and equipment	10	12
Deferred tax assets	12	-
Other assets	253	194
Total assets	97,929	108,867
Liabilities		
Deposits by banks	33,737	21,333
Deposits by customers	2,736	2,838
Trading liabilities	14,674	12,722
Derivative financial instruments	36,033	25,178
Financial liabilities designated at fair value	1,604	2,016
Debt securities in issue	5,195	40,811
Other liabilities	144	163
Provisions	44	44
Current tax liabilities	132	104
Deferred tax liabilities	-	15
Total liabilities	94,299	105,224
Equity		

Share capital	2,549	2,549	2,549
Retained earnings	1,087	1,027	761
Other reserves	(6)	67	71
Total shareholders' equity	3,630	3,643	3,381
Total liabilities and equity	97,929	108,867	107,469

<i>Condensed Consolidated Income Statement (extracted from the Issuer's unaudited half yearly financial report for the six months ended 30 June 2016 and the Issuer's audited annual report for the year ended 31 December 2015 and the year ended 31 December 2014)</i>				
	Half year to 30 June 2016 (unaudited) £m	Half year to 30 June 2015 (unaudited) £m	Year ended 31 December 2015 (audited) £m	Year ended 31 December 2014 (audited) £m
Interest and similar income	678	755	1,495	2,518
Interest expense and similar charges	(572)	(578)	(1,223)	(2,483)
Net interest income	106	177	272	35
Net fee and commission income	64	68	114	122
Net trading and other income	71	114	252	299
Total operating income	241	359	638	456
Operating expenses before impairment losses, provisions and charges	(129)	(130)	(255)	(256)
Impairment (losses)/ releases on loans and advances	(25)	4	5	(30)
Total operating impairment losses, provisions and charges	(25)	4	(43)	(32)
Profit before tax	87	233	345	138
Tax on profit	(27)	(48)	(79)	(17)
Profit after tax for the period	60	185	266	121
Attributable to:				
Equity holders of the parent	60	185	266	121
Statements of no significant or material adverse change				
There has been no significant change in the financial position of the ANTS Group (including the Issuer) since 30 June 2016 and there has been no material adverse change in the prospects of the Issuer since 31 December 2015.				

GUARANTOR:

The summary document which forms part of the Base Prospectus is hereby supplemented below following the publication of the Santander UK plc unaudited half yearly financial report for the six months ended 30 June 2016 by deletion of Element B.19 (B.12) relating to Santander UK plc commencing on page 3 of the Base Prospectus and its replacement with the following:

B.12 Selected historical key financial information	<p>The audited consolidated balance sheet as at 31 December 2015, and audited consolidated income statement for the year ended 31 December 2015, as set out below, have been extracted without any adjustment from, and should be read in conjunction with, the Guarantor's audited consolidated financial statements for the year ended 31 December 2015.</p> <p>The audited consolidated balance sheet as at 31 December 2014, and audited consolidated income statement for the year ended 31 December 2014, as set out below, have been extracted without any adjustment from, and should be read in conjunction with, the Guarantor's audited consolidated financial statements for the year ended 31 December 2014.</p> <p>The unaudited condensed consolidated balance sheet as at 30 June 2016 and unaudited condensed consolidated income statement for the six months ended 30 June 2016 and 30 June 2015 have been extracted without any adjustment from the Guarantor's unaudited half yearly financial report for the six months ended 30 June 2016.</p>
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Condensed Consolidated Balance Sheet (extracted from the Guarantor's unaudited half yearly financial report for the six months ended 30 June 2016) and Consolidated Balance Sheet (extracted from the Guarantor's audited annual report for the year ended 31 December 2015 and the year ended 31 December 2014)

	30 June 2016 (unaudited) £m	31 December 2015 (audited) £m	31 December 2014 (audited) £m
Assets			
Cash and balances at central banks	14,862	16,842	22,562
Trading assets	29,273	23,961	21,700
Derivative financial instruments	29,943	20,911	23,021
Financial assets designated at fair value	2,534	2,398	2,881
Loans and advances to banks	4,470	3,548	2,057
Loans and advances to customers	200,555	198,045	188,691
Loans and receivables securities	204	52	118
Available-for-sale securities	9,836	9,012	8,944
Macro hedge of interest rate risk	1,386	781	963
Interests in other entities	54	48	38
Intangible assets	2,270	2,231	2,187
Property, plant and equipment	1,503	1,597	1,624
Current tax assets	-	49	-
Retirement benefit assets	377	556	315
Other assets	1,782	1,375	876
Total assets	299,049	281,406	275,977
Liabilities			
Deposits by banks	7,744	8,278	8,214
Deposits by customers	169,830	164,074	153,606
Trading liabilities	14,674	12,722	15,333
Derivative financial instruments	27,765	21,508	22,732
Financial liabilities designated at fair value	1,958	2,016	2,848
Debt securities in issue	51,544	49,615	51,790
Subordinated liabilities	4,214	3,885	4,002
Macro hedge of interest rate risk	482	110	139
Other liabilities	3,207	2,335	2,302
Provisions	748	870	491
Current tax liabilities	173	1	69
Deferred tax liabilities	192	223	59
Retirement benefit obligations	374	110	199
Total liabilities	282,905	265,747	261,784
Equity			
Share capital and other equity instruments	4,904	4,911	4,244
Share premium	5,620	5,620	5,620
Retained earnings	4,702	4,679	4,056
Other reserves	772	314	273
Total shareholders' equity	15,998	15,524	14,193
Non-controlling interests	146	135	-
Total equity	16,144	15,659	14,193
Total liabilities and equity	299,049	281,406	275,977

Condensed Consolidated Income Statement (extracted from the Guarantor's half yearly financial report for the six months ended 30 June 2016 and the Guarantor's audited annual report for the year ended 31 December 2015 and the year ended 31 December 2014)

	Half year to 30 June 2016 (unaudited) £m	Half year to 30 June 2015 (unaudited) £m	Year ended 31 December 2015 (audited) £m	Year ended 31 December 2014 (audited) £m
Interest and similar income	3,301	3,371	6,695	6,797
Interest expense and similar charges	(1,528)	(1,588)	(3,120)	(3,363)
Net interest income	1,773	1,783	3,575	3,434
Fee and commission income	578	570	1,115	1,095
Fee and commission expense	(197)	(193)	(400)	(356)
Net fee and commission income	381	377	715	739
Net trading and other income	290	123	283	297
Total operating income	2,444	2,283	4,573	4,470
Operating expenses before impairment losses, provisions and charges	(1,205)	(1,200)	(2,400)	(2,397)
Impairment losses on loans and advances	(63)	(57)	(66)	(258)
Provisions for other liabilities and charges	(97)	(97)	(762)	(416)
Total operating impairment losses, provisions and charges	(160)	(154)	(828)	(674)
Profit before tax	1,079	929	1,345	1,399
Tax on profit	(307)	(195)	(381)	(289)
Profit after tax for the period	772	734	964	1,110
Attributable to:				
Equity holders of the parent	756	722	939	1,110
Non-controlling interests	16	12	25	-
Statements of no significant or material adverse change				
There has been no significant change in the financial position of the Santander UK Group (including the Guarantor) since 30 June 2016 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2015.				