

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SANTANDER UK plc (the "Company")

At the Annual General Meeting of the members of the Company, duly convened and held at 2 Triton Square, Regent's Place, London, NW1 3AN on 21 April 2015 the following resolutions were passed as Special Resolutions:

Special Resolutions

1. **THAT** the Company be authorised without conditions, to buy back its own 8⁵/₈% preference shares. The following terms apply:
 - (a) The Company may buy back up to 125,000,000 8⁵/₈% preference shares;
 - (b) The lowest price which the Company can pay for 8⁵/₈% preference shares is 75% of the average of the market values of the preference shares for five business days before the purchase is made; and
 - (c) The highest price (not including expenses) which the Company can pay for each 8⁵/₈% preference share is 125% of the average of the market values of the preference shares for five business days before the purchase is made.

This authority shall begin on the date of the passing of this resolution and end on the conclusion of the next Annual General Meeting of the Company. The Company may agree, before this authorisation ends, to buy back its own 8⁵/₈% preference shares even though the purchase may be completed after this authorisation ends.

2. **THAT** the Company be authorised, without conditions, to buy back its own 10³/₈% preference shares. The following terms apply:
 - (a) The Company may buy up to 200,000,000 10³/₈% preference shares;
 - (b) The lowest price which the Company can pay for 10³/₈% preference shares is 75% of the average of the market values of the preference shares for five business days before the purchase is made; and
 - (c) The highest price (not including expenses) which the Company can pay for each 10³/₈% preference share is 125% of the average of the market values of the preference shares for five business days before the purchase is made.

This authority shall begin on the date of the passing of this resolution and end on the conclusion of the next Annual General Meeting of the Company. The Company may agree, before this authorisation ends, to buy back its own 10³/₈% preference shares even though the purchase may be completed after this authorisation ends.

3. **THAT** the Company be authorised, without conditions, to buy back its own Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares. The following terms apply:

- (a) The Company may buy up to 300,002 Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares;
- (b) The lowest price which the Company can pay for Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares is 75% of the average of the market values of the preference shares for five business days before the purchase is made; and
- (c) The highest price (not including expenses) which the Company can pay for each Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares is 125% of the average of the market values of the preference shares for five business days before the purchase is made.

This authority shall begin on the date of the passing of this resolution and end on the conclusion of the next Annual General Meeting of the Company. The Company may agree, before this authorisation ends, to buy back its own Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares even though the purchase may be completed after this authorisation ends.


CHAIRMAN

SANTANDER UK PLC

Annual General Meeting

The Annual General Meeting of Santander UK plc was held on 21 April 2015.

Copies of the special resolutions passed at the Annual General Meeting were submitted to the National Storage Mechanism and will shortly be available for inspection at www.hemscott.com/nsm.do