

**SUPPLEMENT DATED 25 JUNE 2018
TO THE PROSPECTUS RELATING TO THE €30,000,000,000 EURO MEDIUM TERM NOTE
PROGRAMME OF:**



SANTANDER UK PLC

(INCORPORATED IN ENGLAND AND WALES WITH LIMITED LIABILITY, REGISTERED NUMBER 2294747)
(AS ISSUER OF SENIOR NOTES)

and

SANTANDER UK GROUP HOLDINGS PLC

(INCORPORATED IN ENGLAND AND WALES WITH LIMITED LIABILITY, REGISTERED NUMBER 08700698)
(AS ISSUER OF SENIOR NOTES AND DATED SUBORDINATED NOTES)

This supplement (the "**Supplement**") to the prospectus dated 30 August 2017, as supplemented on 14 September 2017, 26 October 2017, 7 February 2018, 1 March 2018 and 24 April 2018 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**").

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

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus prepared by 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**") under the EMTN Programme.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of instruments under the EMTN Programme.

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 purpose of adding a section regarding recent developments in relation to the Issuers ("**Recent Developments**") as described in further detail below.

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

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.

In circumstances where Sections 87Q(4) – (6) of the FSMA 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 treasurylegal@santander.co.uk.

RECENT DEVELOPMENTS

The following wording shall, by virtue of this Supplement, be added on page 183 of the Prospectus:

On 13 June 2018, Santander UK Group Holdings announced that the High Court of England and Wales (the “**Court**”) had approved Santander UK’s ring-fencing transfer scheme (the “**Scheme**”) under Part VII of the FSMA.

As part of the Group’s ring-fencing implementation, Santander UK and Abbey National Treasury Services plc are undertaking the Scheme to help ensure that the Group will, ahead of 1 January 2019, be compliant with the ring-fencing provisions that will come into force on that date. The Scheme is a legal process, overseen by the Court, that gives effect to transfers of business so as to facilitate the creation of the ring-fence.

The PRA consented to the application to the Court for approval of the Scheme.

The transfers of business under the Scheme will now be effected. These will take place largely in July 2018.

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>.