

NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA OR TO ANY U.S. PERSON (AS DEFINED IN REGULATIONS UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT")) OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS NOTICE



RESULTS OF TENDER OFFER

On 3rd July 2012 Santander UK plc (the "**Company**") invited (subject to offer restrictions) holders (the "**Noteholders**") of the respective series of notes referred to below (collectively, the "**Notes**", and each series, a "**Series**" of Notes) to tender the Notes held by such Noteholders to the Company for purchase by the Company, upon the terms and subject to the conditions set out in a Tender Offer Memorandum dated 5th July 2012.

Capitalised terms used in this announcement of results and not otherwise defined herein shall have the meanings ascribed to them in the Tender Offer Memorandum.

The Company announced it would purchase for cash an aggregate principal amount of validly tendered Notes such that the GBP-equivalent of the total amount payable by the Company for all of the Notes that are accepted for purchase (excluding the aggregate Accrued Interest Amount), would not exceed the Total Purchase Funds Available. As Offers to Sell received by the Tender Agent have resulted in an aggregate cash consideration (excluding the aggregate Accrued Interest Amount) which would be payable by the Company which is greater than the Total Purchase Funds Available, the Company has decided to increase the Total Purchase Funds Available to £1,881,983,807.57.

Accordingly the Company will purchase the aggregate principal amount of validly tendered Notes of each Series as set out below, in each case for cash at the relevant Tender Price as set out below (plus, in each case, accrued and unpaid interest from the most recent interest payment date) on the Settlement Date of 16th July 2012, in each case without proration:

Description of the Notes	Issuer	ISIN	Tender Price	Aggregate principal amount of Notes accepted for purchase
€150,000,000 Subordinated Floating Rate Notes due 2017 issued on 28 February 2005	Santander UK plc (formerly Alliance & Leicester plc)	XS0213428310	82.5% (€8,250 for each €10,000 in principal amount)	€150,000,000
€100,000,000 Callable Step-Up Subordinated Floating Rate Notes due 2017 issued on 10 October 2005	Santander UK plc (formerly Alliance & Leicester plc)	XS0231226779	81.5% (€815 for each €1,000 in principal amount)	€99,500,000
£150,000,000 6.5% Subordinated Notes due 2030 issued on 21 October 1999	Santander UK plc (formerly Abbey National plc)	XS0103012893	88% (£880 for each £1,000 in principal amount)	£120,656,000
£150,000,000 10.125% Subordinated Guaranteed Bonds due 2023 issued on 4 February 1993	Santander UK plc (formerly Abbey National Sterling Capital plc)	XS0041864512	107.5% (£10,750 for each £10,000 in principal amount)	£77,190,000

£150,000,000 11.5% Subordinated Guaranteed Bonds due 2017 issued on 30 December 1991	Santander UK plc (formerly Abbey National Sterling Capital plc)	XS0034981661	117.5% (£11,750 for each £10,000 in principal amount)	£95,190,000
£350,000,000 Subordinated Callable Step-Up Notes due 2023 issued on 30 April 2008	Santander UK plc (formerly Alliance & Leicester plc)	XS0361244311	104.5% (£1,045 for each £1,000 in principal amount)	£227,670,000
£150,000,000 5.25% Step-up Subordinated Callable Notes due 2023 issued on 6 March 2003	Santander UK plc (formerly Alliance & Leicester plc)	XS0164078791	93% (£930 for each £1,000 in principal amount)	£148,881,000
£150,000,000 5.875% Subordinated Notes due 2031 issued on 14 August 2001	Santander UK plc (formerly Alliance & Leicester plc)	XS0133956168	79% (£790 for each £1,000 in principal amount)	£139,381,000

Further Information

Lucid Issuer Services Limited were appointed by the Company as Tender Agent for the purposes of the Tender Offer. Bank of America Merrill Lynch, Barclays and Santander Global Banking & Markets were appointed by the Company as Dealer Managers for the purposes of the Tender Offer.

THE DEALER MANAGERS

Bank of America Merrill Lynch

Merrill Lynch International
2 King Edward Street
London EC1A 1HQ

Tel: +44 20 7995 3715 / 2324
Email: john.m.cavanagh@baml.com/
tommaso.gros-pietro@baml.com

Barclays

Barclays Bank PLC
5 The North Colonnade
London E14 4BB

Tel: +44 207 773 8990
Email: eu.lm@barclays.com

Santander Global Banking & Markets

Banco Santander, S.A.
Ciudad Grupo Santander
Edificio Encinar
Avenida de Cantabria
28660, Boadilla del Monte Madrid

Tel: + 44 20 7756 6615 / 7202
Email: Patrick.El-Hawa@santandergbm.com
/heike.hoehl@santandergbm.com

TENDER AGENT

Lucid Issuer Services Limited

Leroy House 5
436 Essex Road
London N1 3QP
Attention: Sunjeev Patel / David Shilson
Telephone: +44 (0) 20 7704 0880
Email: santander@lucid-is.com

Disclaimer This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser.