

**SUPPLEMENT DATED 5 MARCH 2014
TO THE GLOBAL STRUCTURED SOLUTIONS PROGRAMME
INFORMATION MEMORANDUM**



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 (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the Global Structured Solutions Programme Information Memorandum dated 5 April 2013, as supplemented by the supplements dated 30 April 2013 (the "**First Supplement**"), 14 August 2013 (the "**Second Supplement**"), 23 August 2013 (the "**Third Supplement**"), 12 November 2013 (the "**Fourth Supplement**"), 7 February 2014 (the "**Fifth Supplement**") and at the date hereof, (the "**Information Memorandum**") (which constitutes "**Listing Particulars**" for the purposes of listing on the Global Exchange Market of the Irish Stock Exchange) constitutes a supplementary listing particulars for the purposes of listing on the Global Exchange Market of the Irish Stock Exchange. Terms defined in the Information Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Information Memorandum and any other supplements to the Information Memorandum prepared by Abbey National Treasury Services plc, as issuer (the "**Issuer**") on the Global Structured Solutions Programme.

Application has been made for this Supplement to be approved by the Irish Stock Exchange.

Each of the Issuer and Santander UK plc (each an "**Obligor**") accepts 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 incorporating by reference into the Information Memorandum certain sections of the Santander UK plc Annual Report and Accounts for the year ended 31 December 2013 and certain sections of the Abbey National Treasury Services plc Annual Report and Accounts for the year ended 31 December 2013 as further described in the Schedule hereto.

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 Information Memorandum, 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 Information Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Information Memorandum 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 Information Memorandum 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 Information Memorandum 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 Information Memorandum has arisen or been noted, as the case may be, since the date of the Fifth Supplement. There has been no significant change in the financial position of Santander UK plc and its subsidiaries since 31 December 2013 (being the date to which the most recent financial information was prepared).

The date of this Supplement is 5 March 2014.

SCHEDULE

PUBLICATION OF ANNUAL REPORT AND ACCOUNTS

Santander UK plc

On 27 February 2014, Santander UK plc published:

- (a) the audited consolidated annual Financial Statements of Santander UK plc for the financial year ended 31 December 2013, which appear on pages 201 to 316;
- (b) the Risk Management Report appearing on pages 61 to 163, with the exception of any section which is marked as unaudited;
- (c) the audited information in the "Director's Report" on page 191;
- (d) the section entitled "UK Government Schemes" on page 57;
- (e) the section entitled "Sources and uses of funding and liquidity" on page 57; and
- (f) the section entitled "Material Contracts" on page 335;

of Santander UK plc's Annual Report and Accounts for the year ended 31 December 2013 and the relevant sections of the documents listed above are incorporated in, and form part of, the Information Memorandum and are available at:

<http://www.aboutsantander.co.uk/media/80370/sanuk%202013%20annual%20report.pdf>

2. On 28 February 2014, Abbey National Treasury Services plc published:

- (a) the audited consolidated annual Financial Statements of the Issuer for the financial year ended 31 December 2013, which appear on pages 106 to 183;
- (b) the Risk Management Report appearing on pages 25 to 96, with the exception of any section which is marked as unaudited;
- (c) the section entitled "Sources and uses of funding and liquidity" on page 22; and
- (d) the section entitled "Material Contracts" on page 202;

of Abbey National Treasury Services plc's Annual Report and Accounts for the year ended 31 December 2013 and the relevant sections of the documents listed above are incorporated in, and form part of, the Information Memorandum and are available at:

<http://www.aboutsantander.co.uk/media/79053/ants%202013%20annual%20report.pdf>