

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – Other than with respect to offers of the N&C Securities in the United Kingdom during the Offer Period specified below, the N&C Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of and any rules or regulations made under the Financial Services and Markets Act 2000 (as amended, the "FSMA") to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, save as provided above, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the N&C Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the N&C Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – the N&C Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the N&C Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the N&C Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

## FINAL TERMS

### PLEASE CAREFULLY READ THE RISK FACTORS IN THE BASE PROSPECTUS

**EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN FINANCIAL AND LEGAL ADVISORS ABOUT THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE N&C SECURITIES AND THE SUITABILITY OF AN INVESTMENT IN THE N&C SECURITIES IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES**

3 October 2023

**Santander UK plc**

**Legal Entity Identifier (LEI): PTCQB104N23FMNK2RZ28**

Issue of up to £20,000,000 Equity Index Linked Notes due January 2030  
(the "N&C Securities")

under the  
Programme for the issuance of Notes and Certificates  
(the "Programme")

Any person making or intending to make an offer of the N&C Securities may only do so:

- (i) in the United Kingdom, provided such person is a Dealer or Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in Paragraph 7.5 of Part B below and that any conditions relevant to the use of the Base Prospectus are complied with; or

- (ii) otherwise, in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to either Article 3 of the UK Prospectus Regulation or section 85 of FSMA or to supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of N&C Securities in any other circumstances.

The expression "**FSMA**" means the Financial Services and Markets Act 2000. The expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and regulations made thereunder.

These Final Terms and the Base Prospectus replace the final terms dated 25 September 2023 and the base prospectus dated 3 October 2022 which expired on 2 October 2023 (the "**Old Base Prospectus**") under which the offer of the N&C Securities was commenced. The terms and conditions set out in the Old Base Prospectus are incorporated by reference into the Base Prospectus.

## PART A– CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Terms and Conditions of the N&C Securities (the "**N&C Security Conditions**" and, together with the applicable Annex(es), the "**Conditions**") incorporated by reference in the Base Prospectus dated 2 October 2023, which constitutes a base prospectus for the purposes of the UK Prospectus Regulation, as supplemented from time to time (the "**Base Prospectus**"). This document constitutes the Final Terms of the N&C Securities described herein for the purposes of Article 8(4) of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the N&C Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Issuer's website (<https://www.santander.co.uk/about-santander/investor-relations/santander-uk-notes-certificates-programme>). The Base Prospectus is also available for viewing during normal business hours at the specified office of Citibank, N.A., London Branch acting as Principal Paying Agent and copies may be obtained from the registered office of the Issuer. In the event of any inconsistency between the Conditions and the Final Terms, these Final Terms prevail. A summary of the N&C Securities (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.

The N&C Securities have not been and will not be registered under the United States N&C Securities Act of 1933, as amended (the "**N&C Securities Act**") or under any state N&C Securities laws of any state or other jurisdiction of the United States. The N&C Securities or interests therein, may not at any time be offered, sold, resold, traded pledged, redeemed transferred or delivered, directly or indirectly, within the United States directly or indirectly offered, sold, resold, traded, pledged, redeemed, transferred or delivered to, or for the account or benefit of, any U.S. Person (as defined below). Furthermore, the N&C Securities do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the United States Commodity Exchange Act of 1936, as amended (the "**CEA**"), and trading in the N&C Securities has not been approved by the U.S. Commodity Futures Trading Commission (the "**CFTC**") pursuant to the CEA, and no U.S. Person may at any time trade or maintain a position in the N&C Securities. For a description of the restrictions on offers and sales of N&C Securities, see "*Important Notice to Purchasers and Transferees of N&C Securities*" and "*Subscription and Sale*" in the Base Prospectus.

For the purposes of these Final Terms, "U.S. Person" means (i) a "U.S. person" as defined in Regulation S under the N&C Securities Act ("**Regulation S**"), (ii) a "U.S. person" as defined in the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the CFTC pursuant to the CEA, (iii) a person other than a "Non-United States person" as defined in CFTC Rule 4.7, or (iv) a "United States person" as defined in the U.S. Internal Revenue Code of 1986 and the U.S. Treasury regulations promulgated thereunder, in each case, as such definition may be amended, modified or supplemented from time to time (each such person, a "**U.S. Person**").

*By investing in the N&C Securities each investor is deemed to represent that:*

- (a) **Non-Reliance.** *It is acting for its own account, and it has made its own independent decisions to invest in the N&C Securities and as to whether the investment in the N&C Securities is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the N&C Securities, it being understood that information and explanations related to the terms and conditions of the N&C Securities shall not be considered to be*

investment advice or a recommendation to invest in the N&C Securities. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the N&C Securities.

- (b) **Assessment and Understanding.** It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice) and understands and accepts the terms and conditions and the risks of the investment in the N&C Securities. It is also capable of assuming, and assumes, the risks of the investment in the N&C Securities.
- (c) **Status of Parties.** Neither the Issuer nor any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the N&C Securities.

<b>1.</b>	1.1	Issuer:	Santander UK plc
<b>2.</b>	2.1	Type of N&C Security:	Note
	2.2	Series Number:	1239
	2.3	Tranche Number:	1
	2.4	Trading Method:	Nominal
	2.5	Applicable Annex(es):	Equity Index
<b>3.</b>		Specified Currency:	Pound Sterling (“£” or “GBP”)
<b>4.</b>		Aggregate Nominal Amount:	
	4.1	Series:	Up to £20,000,000
	4.2	Tranche:	Up to £20,000,000
<b>5.</b>		Issue Price for Tranche:	100 per cent. of the Aggregate Nominal Amount

The Issue Price specified above may be more than the market value of the N&C Securities as at the Issue Date, and the price, if any, at which the Dealer or any other person is willing to purchase the N&C Securities in secondary market transactions is likely to be lower than the Issue Price. In particular, the Issue Price may describe the overall proceeds received by the Issuer in connection with the issue of the N&C Securities expressed as a percentage of the Aggregate Nominal Amount. In addition to the purchase price received from the Dealer, the Issuer may receive up front payment(s) under the hedging arrangements for the N&C Securities and secondary market prices may exclude such amounts. See further Part B; item 8.10 below.

To the extent permitted by applicable law, if any fees relating to the issue and sale of the N&C Securities have been paid or are payable by the Dealer to an intermediary (which may or may not have acted as an Authorised Offeror) (an "**Intermediary**"), then such Intermediary may be obliged to fully disclose to its clients the existence, nature and amount of any such fees (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to such Intermediary, including

any legislation, regulation and/or rule implementing Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"), or as otherwise may apply in any non-EEA jurisdictions.

Investors in the N&C Securities intending to invest in N&C Securities through an Intermediary (including by way of introducing broker) should request details of any such fee payment from such Intermediary before making any purchase thereof.

6.	6.1	Specified Denominations:	£1,000 and integral multiples of £1.00 in excess thereof up to and including £1,999. No N&C Securities in definitive form will be issued with a denomination exceeding £1,999.
	6.2	Calculation Amount per N&C Security:	£1.00
7.	7.1	Issue Date:	5 January 2024
	7.2	Interest Commencement Date (if different from the Issue Date):	Not Applicable
8.	Type of N&C Security:		Equity Index Linked Redemption N&C Security
9.	Maturity Date:		7 January 2030
10.	Interest Basis:		Non-interest bearing N&C Security
11.	Redemption / Payment Basis:		Variable Redemption N&C Security
12.	Change of Interest Basis:		Not Applicable
13.	Put/Call Options:		Not Applicable
14.	Status of N&C Securities:		Senior

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	<b>Fixed Rate N&amp;C Security Provisions</b>	Not Applicable
16.	<b>Floating Rate N&amp;C Security Provisions</b>	Not Applicable
17.	<b>Zero Coupon N&amp;C Security Provisions</b>	Not Applicable
18.	<b>Other Variable Interest Rate N&amp;C Security Provisions</b>	Not Applicable
19.	<b>Interest provisions in respect of Partial Redemption N&amp;C Securities:</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20.	Issuer Call	Not Applicable
21.	Issuer Regulatory Call	Applicable

22.	Notice periods for Issuer Illegality Call, Issuer Regulatory Call and Issuer Tax Call	Not Applicable
	22.1 Maximum period:	Not Applicable
	22.2 Minimum period:	Not Applicable
23.	Investor Put:	Not Applicable
24.	Final Redemption Amount:	<p>Subject to any prior purchase and cancellation or early redemption, each N&amp;C Security will be redeemed on the Maturity Date at an amount in GBP determined by the Calculation Agent in accordance with the methodology set out below:</p> <p style="margin-left: 40px;">(1) If Asset Final is greater than or equal to Asset Initial:</p> <p style="margin-left: 80px;">Calculation Amount * 152.00 per cent.</p> <p style="margin-left: 40px;">(2) If Asset Final is less than Asset Initial:</p> <p style="margin-left: 80px;">Calculation Amount * 102.50 per cent.</p> <p>For these purposes:</p> <p>“<b>Asset</b>” means the FTSE 100 Index (Bloomberg Screen UKX &lt;Index&gt;.)</p> <p>“<b>Asset Final</b>” means the Average Level.</p> <p>“<b>Asset Initial</b>” means the Asset Level on the Initial Valuation Date.</p> <p>“<b>Asset Level</b>” means the Closing Level of the relevant Asset.</p> <p>“<b>Average Level</b>” means the arithmetic average of each Closing Level observed by the Calculation Agent on each Averaging Date.</p> <p>“<b>Averaging Date</b>” means each Scheduled Observation Date from (and including) 29 June 2029 to (and including) 28 December 2029.</p> <p>“<b>Closing Level</b>” means the Closing Level (as defined in the Equity Index Conditions).</p>
25.	Early Redemption	
	25.1 Early Redemption events:	
	(a) Issuer Illegality Call:	Applicable
	(b) Issuer Tax Call:	Applicable

25.2	Early Redemption Amount payable on redemption for illegality (N&C Security Condition 6.4 ( <i>Redemption for Illegality</i> ), Regulatory Redemption Event (N&C Security Condition 6.5 ( <i>Regulatory Redemption Event</i> )), redemption for tax reasons (N&C Security Condition 6.6 ( <i>Redemption for tax reasons</i> ), redemption for an Administrator/Benchmark Event (N&C Security Condition 6.7 ( <i>Redemption or adjustment for an Administrator/Benchmark Event</i> )) or in any other circumstances specified in the N&C Security Conditions and/or the relevant Annex:	£1.00 per Calculation Amount
26.	Automatic Early Redemption Event(s):	Not Applicable
27.	<b>Key Dates relating to Variable Interest Rate N&amp;C Securities and/or Variable Redemption N&amp;C Securities</b>	
	(a) Trade Date:	31 August 2023
	(b) Valuation Date(s):	The Initial Valuation Date and each Averaging Date
	(c) Initial Valuation Date:	5 January 2024
	(d) Scheduled Observation Date(s):	Scheduled Trading Day (as defined in 28.8 below)
	(e) Calculation Date(s):	Not Applicable
	(f) Observation Period:	Not Applicable
	(g) Averaging Dates:	Averaging applies to the N&C Securities. The Averaging Dates are each Scheduled Observation Date from (and including) 29 June 2029 to (and including) 28 December 2029.  In the event that an Averaging Date is a Disrupted Day Omission will apply.
	(h) Final Valuation Date:	Not Applicable
	(i) Specified Maximum Days of Disruption:	Eight (8) Scheduled Trading Days in accordance with Equity Index Linked Condition 9.
28.	<b>Additional provisions relating to Equity Index N&amp;C Securities</b>	Applicable
28.1	Whether the N&C Securities relate to single index or a basket containing one or more indices and the identity of each relevant Index:	Single index

28.2	Equity Index:	Applicable
		(a) FTSE 100 Index
		(b) The relevant Index Sponsor is FTSE International Limited
		(c) Bloomberg Screen: UKX <Index>
28.3	Index:	Closing Level
28.4	Exchange(s)	The relevant Exchange is the London Stock Exchange
28.5	Related Exchange:	All Exchanges
28.6	Relevant Time:	Scheduled Closing Time
28.7	Exchange Business Day:	Exchange Business Day (Single Index Basis)
28.8	Scheduled Trading Day:	Scheduled Trading Day (Single Index Basis)
28.9	Additional Disruption Events:	Applicable
		(a) Elected Events Only: Applicable
		(b) The following Additional Disruption Events apply to the N&C Securities: Change in Law 2 and Hedging Disruption
28.10	Equity Index Linked Condition 3(b)(iii)(C) <i>(Modification and Cessation of Calculation of an Index):</i>	Applicable
28.11	Equity Index Linked Condition 5(b)(i)(y)(B) <i>(Consequences of an Additional Disruption Event):</i>	Applicable
<b>29.</b>	<b>Additional provisions relating to Inflation Index Linked N&amp;C Securities</b>	Not Applicable
<b>30.</b>	<b>Additional provisions relating to Fixed Income Benchmark N&amp;C Securities</b>	Not Applicable
<b>31.</b>	<b>Redemption provisions relating to Partial Redemption N&amp;C Securities:</b>	Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE N&C SECURITIES**


<b>32.</b>	Form of N&C Securities:	
32.1	Form:	Bearer N&C Securities:
		Temporary Bearer Global N&C Security exchangeable for a Permanent Bearer Global N&C Security which is exchangeable for definitive Bearer N&C Securities only upon an Exchange Event.

- |      |   |   |
|------|---|---|
| 32.2 | New Global Note:  | No  |
| 33.  | Additional Financial Centre(s):   | London  |
| 34.  | Payment Day Convention:   | Modified Following  |
| 35.  | Talons for future Coupons to be attached to Definitive Bearer N&C Securities: | No  |
| 36.  | Rounding Convention:  | Rounded down  |
| 37.  | Calculation Agent:  | Santander UK plc<br>2 Triton Square<br>Regent's Place<br>London NW1 3AN<br>United Kingdom   |
| 38.  | Specified N&C Securities:   | Not Applicable  |
| 39.  | Relevant Benchmark:   | The FTSE 100 Index is provided by FTSE International Limited. As at the date hereof, FTSE International Limited appears the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation. |

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. Information relating to the Equity Index has been extracted from Bloomberg. The Issuer confirms that such information has been accurately reproduced and that, so far as they are aware and is/are able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:  .....

Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- 1.1 Listing and admission to trading: Application will be made by the Issuer for the N&C Securities to be admitted to the Official List of the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange on or around the Issue Date.

### 2. RATINGS

- 2.1 Ratings: None. Please note that as at the Issue Date it is not intended that this specific Series of N&C Securities will be rated.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer and any Authorised Offeror, so far as the Issuer is aware, no person involved in the issue of the N&C Securities has an interest material to the offer.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- 4.1 Reasons for the offer: General corporate purposes
- 4.2 Estimated net proceeds: Not Applicable
- 4.3 Estimated total expenses: Not Applicable

### 5. PERFORMANCE OF FTSE 100 INDEX, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND OTHER INFORMATION CONCERNING FTSE 100 INDEX

#### *Exposure to the FTSE 100 Index (the “Index”)*

The amount the N&C Securityholders will receive on redemption of the N&C Securities is calculated by reference to, and is therefore dependent on, the performance of the Index.

#### *Performance of the Index and Effect on Value of Investment*

The Final Redemption Amount per Calculation Amount will be calculated in accordance with the provisions of paragraph 24 of Part A to these Final Terms. Defined terms used in the following illustrations have the meanings given to them in Part A to these Final Terms.

The following table sets out illustrative values of the Final Redemption Amount per Calculation Amount assuming different values for the Asset Final, as a percentage of the Asset Initial.

Asset Final as a % of Asset Initial	Final Redemption Amount per Calculation Amount
200%	£1.52
150%	£1.52
100%	£1.52
90%	£1.025
75%	£1.025

60%	£1.025
50%	£1.025
40%	£1.025
25%	£1.025
10%	£1.025
0%	£1.025

In a worst case scenario, the Final Redemption Amount per Calculation Amount would be £1.025.

***Information in relation to the Index***

The information included herein with respect to the Index consists only of extracts from, or summaries of, publicly available information. The Issuer accepts responsibility that such information has been correctly extracted or summarised. No further or other responsibility is accepted by the Issuer. In particular, the Issuer does not accept responsibility in respect of the accuracy or completeness of the information set forth herein concerning the Index or that there has not occurred any event which would affect the accuracy or completeness of such information.

The FTSE 100 Index is a market-capitalisation weighted index of the 100 most highly capitalised companies traded on the London Stock Exchange. The equities use an investibility weighting in the index calculation. The Index was developed with a base level of 100 as of 3 January 1984.

The official closing level of the FTSE 100 Index is published on Bloomberg Screen UKX <Index>. The description of the Index has been extracted from the Bloomberg Service. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published on Bloomberg service, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Information on past performance and volatility of the Index can be obtained from various internationally recognised published or electronically displayed sources, for example Bloomberg Screen UKX <Index> (or any successor service or page). The Issuer does not intend to provide any post issuance information, except if required by any applicable laws and regulations.

The value of the N&C Securities is dependent on a number of factors, including but not limited to, the level of the Index.

The Issuer does not intend to provide post-issuance information.

**6. OPERATIONAL INFORMATION**

- 6.1 ISIN: XS2677610862
- 6.2 Common Code: 267761086
- 6.3 FISN: SANTANDER UK PL/ZERO CPNEMTN 203001
- 6.4 CFI Code: DTZNFB
- 6.5 Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- 6.6 Delivery: Delivery free of payment

6.7	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
6.8	Deemed delivery of clearing system notice for the purposes of N&C Security Condition 13 ( <i>Notices</i> ):	Any notice delivered to N&C Securityholders through the clearing system will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg.
6.9	Intended to be held in a manner which would allow Eurosystem eligibility:	No.
6.10	Governing law:	English

## 7. DISTRIBUTION

7.1	Method of distribution:	Non-syndicated
7.2	If non-syndicated, name and address of relevant Dealer:	Santander UK plc 2 Triton Square Regent's Place London NW1 3AN United Kingdom
7.3	U.S. Selling Restrictions:	<p>The N&amp;C Securities are only for offer and sale outside the United States in offshore transactions to non-U.S. Persons in reliance on Regulation S under the N&amp;C Securities Act and may not at any time be offered, sold, resold, traded, pledged, redeemed, transferred or delivered directly or indirectly, within the United States or directly or indirectly, offered, sold, resold, traded, pledged, redeemed, transferred or delivered to, or for the account or benefit of any U.S. Person.</p> <p>Each initial purchaser of the N&amp;C Securities and each subsequent purchaser or transferee of the N&amp;C Securities shall be deemed to have agreed with the Issuer or the seller of such N&amp;C Securities that (i) it will not at any time offer, sell, resell or deliver, directly or indirectly, such N&amp;C Securities so purchased in the United States or to, or for the account or benefit of, any U.S. Person or to others for offer, sale, resale or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person and (ii) it is not purchasing any N&amp;C Securities for the account or benefit of any U.S. Person.</p> <p>Reg. S Compliance Category 2; TEFRA D</p>
7.4	Prohibition of Sales to EEA and UK Retail Investors	Not Applicable
7.5	(a) Non-exempt Offer:	Applicable
	(b) Non-exempt Offer Jurisdiction:	United Kingdom

(c)	Offer Period	From (and including) 9.00 a.m. (London time) on 25 September 2023 to (and including) 5.00 p.m. (London time) on 3 December 2023
(d)	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Santander UK plc 2 Triton Square Regent's Place London NW1 3AN United Kingdom
(e)	General Consent:	Not Applicable
(f)	Other Authorised Offeror Terms:	Not Applicable

## 8. TERMS AND CONDITIONS OF THE OFFER

Applicable. The Authorised Offeror will manage a plan (the "**Plan**"), which, will be offered to the public in the Non-exempt Offer Jurisdiction in accordance with the arrangements listed below. The Authorised Offeror has selected the N&C Securities as one of the primary qualifying N&C Securities into which the Authorised Offeror will invest on behalf of investors in the Plan. The proceeds invested by investors in the Plan will be used by the Authorised Offeror to purchase the N&C Securities. It is understood that the performance of the Plan will be related to the performance of the N&C Securities throughout the term of the N&C Securities. Accordingly, the amounts payable by the Authorised Offeror on the retirement of the Plan are linked to the amounts paid by the Issuer pursuant to the terms and conditions of the N&C Securities.

The N&C Securities will be offered to the public in each Non-exempt Offer Jurisdiction in accordance with the arrangements listed below.

8.1 Offer Price: A prospective investor in the Plan should contact the Authorised Offeror for details of the Offer Price.

If any fees relating to the issue and sale of these N&C Securities have been paid or are payable by the Dealer to an intermediary, then such intermediary may be obliged to fully disclose to its clients the existence, nature and amount of any such fees (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to such intermediary, including any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive (2014/65/EU), or as otherwise may apply in any non-EEA jurisdictions. Potential investors in these N&C Securities intending to purchase N&C Securities through an intermediary (including by way of introducing broker) should request details of any such fee payment from such intermediary before making any purchase hereof.

8.2 Conditions to which the offer is subject: Offers of the N&C Securities are subject to the distribution arrangements in place between the Dealer and the Authorised Offeror. The Issuer reserves the right, in its absolute discretion, to cancel the offer, to end the Offer Period early and/or to extend the Offer Period. Information regarding any such cancellation, early termination or extension of the Offer Period will be made available on the Issuer's website <https://www.santander.co.uk/about-santander/investor->

[relations/santander-uk-notes-certificates-programme](#) on or prior to the end of the Offer Period. As between the Dealer and its Authorised Offeror and its customers, offers of the N&C Securities are further subject to such conditions as may be agreed between them and/or as is specified in any arrangements in place between them.

For a further description of the offer of an interest in the N&C Securities pursuant to the Plan by the Authorised Offeror to its customers, see Paragraph 8.3 of Part B to these Final Terms below.

Any offer of the Plan or of the N&C Securities comprised therein by the Authorised Offeror will be made in its own name and on its own behalf and not as an agent of the Issuer or the Dealer and only the Authorised Offeror will be liable for the offer in the Non-exempt Offer Jurisdiction. None of the Issuer or Dealer accepts any liability for the offer or sale by the Authorised Offeror of an investment in the Plan to investors in the Non-exempt Offer Jurisdiction.

8.3 Description of the application process:

A prospective investor in the Plan should contact the Authorised Offeror for details of the application process in order to purchase an interest in the Plan during the Offer Period. A prospective investor in the Plan will invest in accordance with the arrangements existing between the Authorised Offeror and its customers relating to the subscription of N&C Securities generally. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer or the Dealer related to the subscription for the N&C Securities. If an investor in any jurisdiction other than the Non-exempt Offer Jurisdiction wishes to purchase N&C Securities or to make an investment in the Plan, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial advisor, bank or financial intermediary for more information.

These Final Terms may only be used in connection with and within the terms of this offer. It does not authorise, and may not be used by the Authorised Offeror or any other party in connection with, the subsequent offer or sale of any N&C Securities outside the terms of the offer or the Offer Period.

With the exception of the Non-exempt Offer Jurisdiction, no action has been or will be taken in any jurisdiction, by the Issuer or the Dealer that would permit a public offering of the N&C Securities, or possession or distribution of any offering material in connection with the issue of the N&C Securities, in any country or jurisdiction where action for that purpose is required. The Authorised Offeror must comply with all applicable laws and regulations of the Non-exempt Offer Jurisdiction in connection with the offer and sale of N&C Securities at its own expense.

8.4	Details of the minimum and/or maximum amount of application:	A prospective investor should contact the Authorised Offeror for details of any minimum and/or maximum amount of the individual applications for an interest in the Plan.
8.5	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	A prospective investor in the Plan should contact the Authorised Offeror for details regarding the possibility to reduce their subscriptions during the Offer Period and the manner for refunding any excess amount paid.
8.6	Details of the method and time limits for paying up and delivering the N&C Securities:	A prospective investor in the Plan should contact the Authorised Offeror for details of the method and time limits for paying up and delivering an interest in the Plan.
8.7	Manner in and date on which results of the offer are to be made public:	Not Applicable
8.8	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	A prospective investor in the Plan should contact the Authorised Offeror for details of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised.
8.9	Whether tranche(s) have been reserved for certain countries:	<p>The Plan will be offered to potential investors in the Non-exempt Offer Jurisdiction by the Authorised Offeror. It is not contemplated that the N&amp;C Securities will be directly offered to the public in any jurisdiction.</p> <p>Offers may only be made by the Authorised Offeror in the Non-exempt Offer Jurisdiction during the Offer Period as authorised to do so by the Dealer. No other offer or solicitation in respect of the N&amp;C Securities shall be made by the Authorised Offeror except pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus (a) in any other EEA country or (b) after the Offer Period has ended. If a prospective investor is offered the N&amp;C Securities by any other party, the investor should be aware that none of the Issuer or the Dealer will be responsible for the Prospectus for the purposes of the relevant N&amp;C Securities laws in the context of the offer of the N&amp;C Securities to the public. If an investor is in any doubt about whether it can rely on the Prospectus, these Final Terms and/or who is responsible for its contents, they should seek legal advice.</p>
8.10	Indication of the expected price at which the N&C Securities will be offered or the method of determining the price and the process for its disclosure:	<p>The Issuer has offered and will sell the N&amp;C Securities to the Dealer (and no one else) at 100.00 per cent. of the Aggregate Nominal Amount of the N&amp;C Securities. The Dealer will, in relation to each N&amp;C Security issued, offer and sell the N&amp;C Securities to the Authorised Offeror at 100.00 per cent. of its nominal amount.</p> <p>The Authorised Offeror will offer and sell their Plan to their customers in accordance with the arrangements in place between the Authorised Offeror and its customers by reference to the Offer Price and the market conditions prevailing at the time.</p>

- |      |   |   |
|------|---|---|
| 8.11 | Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:                                 | Prospective N&C Securityholders will be notified by the Authorised Offeror in accordance with the arrangements in place between the Authorised Offeror and its customers. For the avoidance of doubt, no dealings in the N&C Securities may take place prior to the Issue Date. |
| 8.12 | Amount of any expenses and taxes specifically charged to the subscriber or purchaser (and to the extent they are known, include those expenses contained in the price): | A prospective investor in the Plan should contact the Authorised Offeror for details of any expenses and taxes that would be specifically charged in relation to any subscription of an interest in the Plan.   |
| 8.13 | Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.  | Not Applicable  |

The Issuer is only offering to and selling to the Dealer pursuant to and in accordance with the terms of the Programme Agreement. All sales to persons other than the Dealer will be made by the Dealer or persons to whom they sell, and/or otherwise make arrangements with, including the Authorised Offeror(s). The Issuer shall not be liable for any offers, sales or purchases of N&C Securities to persons (other than in respect of offers and sales to, and purchases of, N&C Securities by the Dealer and only then pursuant to the Programme Agreement, which are made by the Dealer or Authorised Offeror(s) in accordance with the arrangements in place between any such Dealer or any such Authorised Offeror and its customers.

## SUMMARY OF THE N&C SECURITIES

INTRODUCTION AND WARNINGS
<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the N&amp;C Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the N&amp;C Securities.</p> <p><b><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></b></p>
<p><b>The N&amp;C Securities</b></p> <p>Up to £20,000,000 Equity Index Linked Notes (the "N&amp;C Securities").</p>
<p><b>The Issuer</b></p> <p>The Issuer is Santander UK plc ("<b>Santander UK</b>" or the "<b>Issuer</b>"). Its registered office is at 2 Triton Square, Regent's Place, London, NW1 3AN and its Legal Entity Identifier (LEI) is: PTCQB104N23FMNK2RZ28.</p>
<p><b>The Authorised Offerror(s)</b></p> <p>The Authorised Offeror is Santander UK plc with its address at 2 Triton Square, Regent's Place, London, NW1 3AN (the "<b>Distributor</b>") and its Legal Entity Identifier (LEI) is PTCQB104N23FMNK2RZ28.</p>
<p><b>Competent authority</b></p> <p>The Base Prospectus was approved on 2 October 2023 by the Financial Conduct Authority (the "<b>FCA</b>") of 12 Endeavour Square, London E20 1JN, United Kingdom (Telephone number: +44 (0)20 7066 1000, Website: <a href="https://www.fca.org.uk">https://www.fca.org.uk</a>).</p>
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the N&C Securities?
<p><b>Domicile and legal form of the Issuer, law under which the Issuer operates and country of incorporation</b></p> <p>The Issuer is a public limited liability company incorporated and domiciled in England and Wales. The Issuer is registered on the Companies House under company number 02294747. The Issuer's LEI is PTCQB104N23FMNK2RZ28.</p>
<p><b>Issuer's principal activities</b></p> <p>Santander UK's principal activity is financial services, mainly in the UK. The business is managed and reported on the basis of the following segments, which are strategic business units that offer different products and services, have different customers and require different technology and marketing strategies.</p> <p><b>Retail Banking:</b> consists of two business units, Homes and Everyday Banking. Homes provides prime UK mortgage lending to owner occupiers and buy-to-let landlords with small portfolios. Everyday Banking provides banking services and unsecured lending to individuals and small businesses as well alongside wealth management for high-net-worth clients.</p> <p><b>Consumer Finance:</b> provides prime auto consumer financing for individuals, businesses, and automotive distribution networks.</p> <p><b>Corporate &amp; Commercial Banking:</b> provides banking products and services to SMEs, mid-sized and larger corporates, typically with annual turnovers of between £2m and £500m as well as to Local Authorities and Housing Associations.</p> <p><b>Corporate Centre:</b> provides treasury services for asset and liability management of Santander UK's balance sheet, as well as management of non-core and legacy portfolios.</p>
<p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom</b></p> <p>Santander UK is a wholly owned subsidiary of Santander UK Group Holdings Limited, which is a subsidiary of Banco Santander, S.A.. Banco Santander, S.A. and its subsidiary Santusa Holding, S.L together hold the entire issued share capital of Santander UK Group Holdings Limited (the "<b>Santander Group</b>").</p>



### Key managing directors

The current managing directors of the Issuer are as follows:

- William Vereker
- Lisa Fretwell
- Pedro Castro e Almeida
- Dirk Marzluf
- Mike Regnier
- Annemarie Durbin
- Mark Lewis
- Pamela Walkden
- Duke Dayal
- Ed Giera
- Nicky Morgan
- Michelle Hinchliffe

### Statutory auditors

PricewaterhouseCoopers LLP are the independent auditors of Santander UK plc and have audited the historical financial information of Santander UK plc for the financial years ended 31 December 2021 and 31 December 2022.

### What is the key financial information regarding the Issuer?

*Consolidated balance sheet (extracted from the Issuer's Annual Report for the year ended 31 December 2022):*

	As at (audited, save where indicated)	
	31 December 2022	31 December 2021
	£	£
Total assets	285,213m	287,098m
Senior unsecured – public benchmark (unaudited)	14.3bn	12.3bn
Senior unsecured – privately placed (unaudited)	0.6bn	0.6bn
Subordinated debt including other equity instruments (unaudited)	3.9bn	4.1bn
Loans and receivables from customers (net)	219,716m	210,094m
Deposits from customers	195,568m	192,926m
Total equity	14,407m	16,102m
Stage 3 ratio <sup>1</sup>	1.26%	1.45%
Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on issuance	15.4 %	16.1 %
Total capital ratio	20.4%	21.9%

(1) Stage3 ratio = (Stage3 drawn + Stage3 undrawn assets)/(total drawn assets + Stage3 undrawn assets)

*Summarised consolidated balance sheet of the Issuer (extracted from Santander UK plc's unaudited Half-Yearly Financial Statement for the six months ended 30 June 2023):*

	As at (unaudited)	
	30 June 2023	31 December 2022
	£bn	£bn
Total assets	277.0	285.2
Total customer deposits	187.9	195.6
Total liabilities	268.6	271.0
Total liabilities and equity	277.0	285.2
Total Qualifying Regulatory Capital	14.4	14.3
Risk Weighted Assets	69.2	67.1
Total Capital Ratio	20.4%	20.4%
Liquidity Coverage Ratio	154%	157

*Consolidated income statement (extracted from the Issuer's Annual Report for the year ended 31 December 2022):*

	For the year ended (audited)	
	31 December 2022 £m	31 December 2021 £m
Interest and similar income	6,708	4,762
Interest expense and similar charges	(2,283)	(813)
<b>Net interest income</b>	<b>4,425</b>	<b>3,949</b>
Fee and commission income	839	697
Fee and commission expense	(509)	(411)
<b>Net fee and commission income</b>	<b>330</b>	<b>286</b>
Other operating income	201	264
<b>Total operating income</b>	<b>4,956</b>	<b>4,499</b>
Operating expenses before credit impairment (charges)/write-backs, provisions and charges	(2,343)	(2,510)
Credit impairment (charges)/write-backs	(320)	233
Provisions for other liabilities and charges	(419)	(377)
<b>Total operating credit impairment (charges)/write-backs, provisions and charges</b>	<b>(739)</b>	<b>(144)</b>
<b>Profit from continuing operations before tax</b>	<b>1,874</b>	<b>1,845</b>
Tax on profit from continuing operations	(480)	(492)
<b>Profit from continuing operations after tax</b>	<b>1,394</b>	<b>1,353</b>
Profit from discontinued operations after tax	-	31
<b>Profit after tax</b>	<b>1,394</b>	<b>1,384</b>
Attributable to:		
Equity holders of the parent	1,394	1,365
Non-controlling interests	-	19
<b>Profit after tax</b>	<b>1,394</b>	<b>1,384</b>

#### Qualifications in audit report on historical financial information

There are no qualifications in the audit report of the Issuer on its historical financial information.

#### Summarised consolidated income statement of the Issuer (extracted from Santander UK plc's unaudited Half-Yearly Financial Statement for the six months ended 30 June 2023)

	30 June 2023 £m	30 June 2022 £m
Net interest income	2,361	2,120
Other operating income	83	102
Total operating income	2,594	2,390
Operating expenses before credit impairment losses, provisions and charges	(1,219)	(1,172)
Credit impairment write backs / (losses)	(105)	(118)
Provisions for other liabilities and charges	(148)	(118)
<b>Total operating credit impairment losses, provisions and charges</b>	<b>(253)</b>	<b>(236)</b>
<b>Profit from continuing operations before tax</b>	<b>982</b>	<b>743</b>
Tax on profit from continuing operations	(232)	(205)
<b>Profit before tax</b>	<b>1,122</b>	<b>982</b>

<b>Profit after tax</b>	<b>814</b>	<b>750</b>
<b>What are the key risks that are specific to the Issuer?</b>		
<p>The Issuer is subject to the following key risks:</p> <ul style="list-style-type: none"> <li>the ongoing Russian invasion of Ukraine has contributed to heightened inflation and cost of living pressures, which may negatively affect the payment capacity of some of the Group's customers;</li> <li>the Group's operations, financial condition and prospects may be materially impacted by economic conditions in the UK and disruptions in the global economy and global financial markets;</li> <li>the Group is subject to regulatory capital, liquidity and leverage requirements that could limit its operations;</li> <li>the Group's financial results are constantly exposed to market risk. The Group is subject to fluctuations in interest rates and other markets risks, which may materially and adversely affect it;</li> <li>the Group is subject to credit risk, in particular increases in the number of non-performing loans held by the Group or decreases in the credit quality of the Group's loans or the value of any collateral securing those loans;</li> <li>the Group operates in a highly regulated environment that imposes costs and significant compliance requirements. Changes in regulations may increase the cost and complexity of doing business, or may disadvantage the Group relative to its competitors. The failure to comply with regulations (including banking, competition, payments, data, anti-corruption and tax laws) could subject the Group to sanctions, force it to cease providing certain services, or oblige it to change the scope or nature of its operations. The Group is also subject to risk of loss and damage from litigation proceedings;</li> <li>the Group is subject to a number of operational risks, including its ability to successfully apply or improve its credit risk management systems, cyber crime attacks, effective management of its information technology and management information systems and its ability to recruit, retain and develop appropriate senior management and skilled personnel.</li> </ul>		
<b>KEY INFORMATION ON THE N&amp;C SECURITIES</b>		
<b>What are the main features of the N&amp;C Securities?</b>		
<p><b>Type and class of N&amp;C Securities being offered and/or admitted to trading, including security identification numbers</b></p> <p>The N&amp;C Securities are Equity Index Linked Notes which will be uniquely identified by Series Number: 1239; Tranche Number:1; ISIN: XS2677610862; Common Code: 267761086.</p> <p>The N&amp;C Securities will be delivered by the Issuer free of payment 5 January 2024 (the "<b>Issue Date</b>") at 100 per cent. of the Aggregate Nominal Amount (the "<b>Issue Price</b>").</p> <p>The N&amp;C Securities are cleared through Euroclear and Clearstream, Luxembourg.</p>		
<p><b>Currency, denomination, number of N&amp;C Securities issued and term of the N&amp;C Securities</b></p> <p>The currency of the N&amp;C Securities will be Pound Sterling ("£" or "<b>GBP</b>"). The specified denominations of each Security are £1,000 and integral multiples of £1.00 in excess thereof up to and including £1,999. No N&amp;C Securities in definitive form will be issued with a denomination exceeding £1,999.</p> <p>The N&amp;C Securities will be redeemed on 7 January 2030 (the "<b>Maturity Date</b>").</p>		
<p><b>Rights attached to the N&amp;C Securities</b></p> <p><b>Rights</b></p> <p>The N&amp;C Securities will give each investor the right to receive a return (subject to any prior purchase and cancellation or early redemption) on the final Maturity Date of the N&amp;C Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events.</p> <p>The return under the N&amp;C Securities payable at the end of the term of the N&amp;C Securities on the Maturity Date will be determined by reference to the performance of the Asset as follows:</p> <ul style="list-style-type: none"> <li>if the arithmetic average of the daily closing levels of the Asset from 29 June 2029 to 28 December 2029 (including both dates) is at or above 100.00 per cent. of the official closing level of the Asset on 5 January 2024, each investor will receive a cash amount of £1.52 per £1.00 of N&amp;C Securities they hold on the Maturity Date;</li> <li>otherwise, each investor will receive a cash amount of £1.025 per £1.00 of N&amp;C Securities they hold on the Maturity Date.</li> </ul> <p>No interest shall be payable on the N&amp;C Securities.</p> <p>The "<b>Asset</b>" will be the FTSE 100 Index (Bloomberg Screen UKX &lt;Index&gt;).</p> <p><b>Governing Law</b></p> <p>The N&amp;C Securities will be governed by English law and the rights thereunder will be construed accordingly.</p>		
<b>Status of the N&amp;C Securities</b>		

The N&C Securities constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank pari passu without preference amongst themselves and, subject to any applicable statutory provisions or judicial order, at least equally with all other present and future direct, unconditional, unsecured and unsubordinated obligations of the Issuer.

#### **Description of restrictions on free transferability of the N&C Securities**

The N&C Securities may not be transferred prior to the Issue Date. Selling restrictions apply to offers, sales or transfers of the N&C Securities under the applicable laws in various jurisdictions. A purchaser of the N&C Securities is required to make certain agreements and representations as a condition to purchasing the N&C Securities.

Subject to the above, the N&C Securities will be freely transferable.

#### **Where will the N&C Securities be traded?**

Application for N&C Securities will be made for listing on the Official List of the Financial Conduct Authority and for admission to trading on the Main Market of the London Stock Exchange.

#### **What are the key risks that are specific to the N&C Securities?**

The N&C Securities are subject to the following key risks:

- investors in N&C Securities may lose up to the entire value of their investment in the N&C Securities as a result of (a) the insolvency of the Issuer, (b) investors seeking to sell the N&C Securities prior to their scheduled termination, (c) the relevant N&C Securities being subject to certain adjustments in accordance with the terms and conditions of the N&C Securities or (d) amounts payable being subject to deductions for taxes and/or expenses;
- unlike a bank deposit, the N&C Securities are not protected by the Financial Services Compensation Scheme ("FSCS") or other government protection scheme. As a result, neither the FSCS nor any other government will pay compensation to an investor in the N&C Securities upon the failure of the Issuer;
- the value of and return on the N&C Securities depends on the performance of the Asset, which may be subject to unpredictable change over time. Past performance of an asset is not indicative of future performance;
- the calculation of the performance of the Asset will be based on the average of the closing levels over a number of days. The effect of such averaging may be that the performance of the Asset will not increase proportionately if the closing level increases towards the end of the term of the N&C Securities (or temporarily during the term);
- equity indices like the Asset are comprised of a portfolio of shares, and as such, the performance is dependent upon the macroeconomic factors relating to such shares, such as interest and price levels on the capital markets, currency developments, political factors as well as company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy, as well as the index composition, which may change over time. Also, the index sponsor may alter, discontinue or suspend calculation of the equity index. Any of these developments and actions may be unexpected, and could have a negative impact on the value of and return on the N&C Securities;
- the N&C Securities may redeem early due to the occurrence of an unexpected event. Should this occur, investors may receive less than their original investment, and may not be able to invest the redemption proceeds to achieve a potential return similar to the potential return available under the N&C Securities;
- the N&C Securities will have no established trading market when issued, and one may never develop, and the N&C Securities may be illiquid. Investors may not be able to sell their N&C Securities or may only be able to sell at an unfavourable price; and
- the Issue Price of the N&C Securities may be more than the market value as at the Issue Date, and the price of the N&C Securities in secondary market transactions.

#### **KEY INFORMATION ON THE OFFER OF N&C SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET**

##### **Under which conditions and timetable can I invest in these N&C Securities?**

#### **Terms and conditions of the offer**

This issue of N&C Securities is being offered in a Non-exempt Offer in the United Kingdom during the period from, and including, 9.00 a.m. (London time) on 25 September 2023 to, and including, 5.00 p.m. (London time) on 3 December 2023 (the "**Offer Period**").

The N&C Securities are offered subject to the following conditions:

- The Authorised Offeror will manage a plan (the "**Plan**"), which, will be offered to the public in the United Kingdom. The Authorised Offeror has selected the N&C Securities as one of the primary qualifying N&C Securities into which the Authorised Offeror will invest on behalf of investors in the Plan. The proceeds invested by investors in the Plan will be used by the Authorised Offeror to purchase the N&C Securities and the performance of the Plan will be related to the performance of the N&C Securities throughout the term of the N&C Securities. Accordingly, the amounts payable by the Authorised Offeror on the retirement of the Plan are linked to the amounts paid by the Issuer pursuant to the terms and conditions of the N&C Securities.

Offers of the N&C Securities are subject to the distribution arrangements in place between the Dealer and the Authorised Offeror. The Issuer reserves the right, in its absolute discretion, to cancel the offer, to end the Offer Period early and/or to extend the Offer Period. Information regarding any such cancellation, early termination or extension of the Offer Period will be made available on the Issuer's website (<https://www.santander.co.uk/about-santander/investor-relations/santander-uk-notes-certificates-programme>) on or prior to the end of the Offer Period. As between the Dealer and its Authorised Offeror and

its customers, offers of the N&C Securities are further subject to such conditions as may be agreed between them and/or as is specified in any arrangements in place between them.

A prospective investor in the Plan will invest in accordance with the arrangements existing between the Authorised Offeror and its customers relating to the subscription of N&C Securities generally. A prospective investor in the Plan should contact the Authorised Offeror for further details of the application process in order to purchase an interest in the Plan during the Offer Period as well as details of the Offer Price, any minimum and/or maximum amount of the individual applications for an interest in the N&C Securities, the possibility to reduce their subscriptions during the Offer Period and the manner for refunding any excess amount paid, the method and time limits for paying up and delivering an interest in the N&C Securities, and/or any expenses and taxes that would be specifically charged in relation to any subscription of an interest in the Plan.

- The results of the offer, including the total aggregate nominal amount of N&C Securities that are going to be subscribed during the Offer Period will be published on the website of the Issuer (<https://www.santander.co.uk/about-santander/investor-relations/santander-uk-notes-certificates-programme>) on or around the last day of the Offer Period.

#### **Estimated expenses charged to investor by issuer/offeror**

There are no estimated expenses charged to an investor by the Issuer.

#### **Who is the offeror and/or the person asking for admission to trading?**

See the item entitled "The Authorised Offeror(s)" above.

The Issuer is the entity requesting for the admission to trading of the N&C Securities.

#### **Why is the Prospectus being produced?**

##### **Reasons for offer and use of proceeds when different from making profit**

The net proceeds from the issue of N&C Securities will be applied by the Issuer for its general corporate purposes.

##### **Underwriting agreement on a firm commitment basis**

The offer of the N&C Securities is not subject to an underwriting agreement on a firm commitment basis.

##### **Description of any interest material to the issue/offer, including conflicting interests**

Save for any fees payable to the Dealer and any Authorised Offeror, so far as the Issuer is aware, no person involved in the issue of the N&C Securities has an interest material to the offer.

In addition to being the Issuer, Santander UK is acting in a number of capacities in relation to the N&C Securities (e.g. Calculation Agent and Dealer), shall have only the duties and responsibilities expressly agreed to by it in its relevant capacity and shall not, by virtue of its acting in any other capacity, be deemed to have other duties or responsibilities or be deemed to hold a standard of care other than as expressly provided with respect to each such capacity.

In the ordinary course of its business Santander UK (or an affiliate) may effect transactions for its own account and may enter into hedging transactions with respect to the N&C Securities or the Asset, which may affect the market price, liquidity or value of the N&C Securities and Santander UK (or an affiliate) may have confidential information in relation to the Asset or any derivative instruments referencing them, but which Santander UK (or an affiliate) is under no obligation (and may be subject to legal prohibition) to disclose.