

**SUPPLEMENT DATED 23 FEBRUARY 2017
TO THE PROSPECTUS RELATING TO THE €30,000,000,000 EURO MEDIUM TERM NOTE
PROGRAMME OF:**



Santander UK Group Holdings plc

(incorporated in England and Wales with limited liability, registered number 08700698)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the prospectus dated 31 August 2016, listed in the Schedule hereto as supplemented at the date hereof 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 (the "**Issuer**") 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 Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the 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 incorporating by reference into the Prospectus certain sections of the 2016 Annual Report and Accounts (as defined below).

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 Prospectus, 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 Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectus for the purposes of the Prospectus Directive 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 Prospectus to which this Supplement relates.

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.

PUBLICATION OF 2016 ANNUAL REPORT AND ACCOUNTS

On 23 February 2017, the Issuer published its Annual Report and Accounts for the year ended 31 December 2016 (the “**2016 Annual Report and Accounts**”). The following is incorporated in, and forms part of, the Prospectus:

2016 Annual Report and Accounts (which include the audited consolidated annual financial statements of the Issuer), excluding the sentence “Please refer to our latest filings with the SEC (including, without limitation, our Annual Report on Form 20-F for the year ended 31 December 2016) for a discussion of certain risk factors and forward-looking statements” on page 303 and the sections entitled “Contact us” and “Key Dates” on page 308.

Copies of the 2016 Annual Report and Accounts have been submitted to the National Storage Mechanism (available for viewing at: www.hemscott.com/nsm.do). 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>

The relevant sections of the 2016 Annual Report and Accounts referred to above are also available at: <http://www.santander.co.uk/uk/about-santander-uk/investor-relations/santander-uk-plc/>.

Relevant terms that are used in this Supplement but are not defined under applicable regulatory guidance or international financial reporting standards (“**IFRS**”) are explained in the glossary that can be accessed at <http://www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary>

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>.

SCHEDULE

EMTN PROGRAMME PROSPECTUS

1. Prospectus dated 31 August 2016 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") and the supplements to it dated 26 October 2016 and 31 January 2017.