



Abbey National Treasury Services plc

(incorporated under the laws of England and Wales)

Unconditionally and irrevocably guaranteed by

Santander UK plc

(incorporated under the laws of England and Wales)

Programme for the issuance of

Notes, Certificates And Warrants

This document (the "**Registration Document**", which definition shall also include all information incorporated by reference herein) constitutes a registration document for the purpose of Article 5.3 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**"). This Registration Document, together with each securities note (the "**Securities Note**") and any summary (the "**Summary**") drawn up for use only in connection with the issue of Securities (as defined below) under the Programme by the Issuer (as defined below) constitutes a prospectus for the purposes of Article 5.3 of the Prospectus Directive. This Registration Document is to be read in conjunction with the Securities Note, the Summary and all information which is deemed to be incorporated by reference herein, as supplemented from time to time (see "Documents Incorporated by Reference" below). The Issuer has also prepared a base prospectus dated 21 February 2013 (the "**Base Prospectus**", which definition shall include the Base Prospectus as supplemented, amended or updated from time to time) for use in connection with the issue of Securities under the Programme (as defined below). The Base Prospectus does not form part of this Registration Document, other than those provisions of the Base Prospectus specifically incorporated by reference herein.

Under the terms of the Notes, Certificates and Warrants Programme (the "**Programme**"), Abbey National Treasury Services plc (the "**Issuer**") may from time to time issue notes (the "**Notes**") redeemable certificates (the "**Certificates**" and, together with Notes, the "**N&C Securities**") and warrants (the "**Warrants**" and, together with the N&C Securities, the "**Securities**"). Subject to compliance with all relevant laws, regulations and directives, Securities may be issued relating to a specified share or depositary receipt or a basket of shares or depositary receipts ("**Equity Linked Securities**"), a specified equity index or a basket of equity indices, an exchange traded fund or basket of such funds ("**Equity Index/ETF Linked Securities**"), a specified inflation index or a basket of inflation indices ("**Inflation Linked Securities**") and a specified property index or a basket of property indices ("**Property Linked Securities**") or any combination of the foregoing. Securities may also bear interest (in the case of the N&C Securities). The Securities will be governed by, and construed in accordance with English law.

The Securities will be issued pursuant to an agency agreement dated on or around 21 February 2013 between, *inter alios*, the Issuer and Santander UK plc (the "**Guarantor**") (such agency agreement as amended and/or supplemented and/or restated from time to time, the "**Agency Agreement**").

The Guarantor has, in a guarantee dated on or around 21 February 2013 (the "**Guarantee**") irrevocably and unconditionally guaranteed the payment and delivery obligations in respect of the Securities issued by the Issuer from time to time under the Programme (see "**Form of Guarantee**" on pages 282 - 285 of the Base Prospectus). The Guarantee will be governed by, and construed in accordance with, the laws of England.

The maximum aggregate nominal amount of all N&C Securities from time to time outstanding under the Programme will not exceed €10,000,000,000 (or its equivalent in other currencies) less the aggregate outstanding nominal amount of N&C Securities and aggregate issue prices of outstanding Warrants from time to time issued under the Issuer's Notes, Certificates and Warrant Programme described in the Base Prospectus dated 5 April 2012 (as revised, supplemented or amended from time to time) approved by the UK Listing Authority, subject to increase as described in the Base Prospectus.

The Registration Document has been approved by the Central Bank of Ireland in its capacity as Irish competent authority under the Prospectus Directive. The Central Bank of Ireland only approves this Registration Document as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange Limited (the "**Irish Stock Exchange**") or other regulated markets for the purposes of Directive 2004/39/EC (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

Application has been made to the Irish Stock Exchange for Securities issued under the Programme to be admitted to the official list (the "**Official List**") and trading on its regulated market. The regulated market of the Irish Stock Exchange is a regulated market for the purposes of the Markets in Financial Instruments Directive. Application may also be made to the United Kingdom Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 (the "**UK Listing Authority**") for Securities issued under the Programme to be admitted to the official list of the UK Listing Authority and to the London Stock Exchange plc (the "**London Stock Exchange**") for such Securities to be admitted to trading on the London Stock Exchange's Regulated Market (which is a regulated market for the purposes of the Markets in Financial Instruments Directive), once the UK Listing Authority has been provided with a certificate of approval attesting that, in respect of Securities to be issued pursuant to a Securities Note, the Registration Document, Securities Note and, where applicable, Summary, taken together, have been drawn up in accordance with the Prospectus Directive. Information concerning the Securities and the terms and conditions thereof are set forth in the applicable Securities Note and Summary which, other than in the case of Securities for which no prospectus is required to be published under the Prospectus Directive, will be approved by the Central Bank of Ireland and (when publicly offered or listed on a regulated market in the United Kingdom) filed with the UK Listing Authority.

Prospective purchasers of Securities should ensure that they understand the nature of the relevant Securities and the extent of their exposure to risks and that they consider the suitability of the relevant Securities as an investment in the light of their own circumstances and financial condition. Securities involve a high degree of risk and potential investors should be prepared to sustain a total loss of the purchase price of their Securities. See "Risk Factors" in the Base Prospectus on pages 23 – 81 and any risk factors contained in the applicable Securities Note for a discussion of certain risks that should be considered in connection with such Securities issued under the Programme.

Dealer

Santander Global Banking & Markets

RESPONSIBILITY STATEMENT

The Issuer and the Guarantor accept responsibility for the information contained in this Registration Document. To the best of the knowledge of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case), the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Registration Document should be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "Incorporation by Reference" below) in this Registration Document which, in conjunction with the applicable Securities Note and Summary (as the case may be) for a particular issue of Securities constitute a Prospectus for the purposes of the Prospectus Directive.

DOCUMENTS INCORPORATED BY REFERENCE

The following sections of the Base Prospectus shall be deemed to be incorporated in, and to form part of, this Registration Document which, in conjunction with the applicable Securities Note and Summary (as the case may be) for a particular issue of Securities, constitute a Prospectus for the purposes of the Prospectus Directive (page references are to the applicable pages in the Base Prospectus):

- (a) The risk factors (on pages 23 to 81);
- (b) The "*Description of the Issuer*" (on pages 82 to 84) which, *inter alia*, describes the business and structure of the Issuer;
- (c) The "*Description of the Guarantor and the Group*" (on pages 85 to 88) which, *inter alia*, describe the business and structure of the Guarantor;
- (d) The information relating to the Issuer and the Guarantor under the headings "Significant or Material Change", "Material Events", "Litigation" and "Independent Auditors" in the "*General Information*" section on pages 311 and 312 ; and
- (e) The paragraph "Information sourced from Third Parties" (on page vii).

The following documents, which have previously been published or are published simultaneously with the Base Prospectus and have been filed with the Central Bank of Ireland or filed with another competent authority for the purposes of the Prospectus Directive, shall be deemed to be incorporated in, and to form part of, this Registration Document and approved by the Central Bank of Ireland for the purpose of the Prospectus Directive:

- (a) the unaudited condensed consolidated interim financial statements of the Issuer for the six month period ended 30 June 2012, which appear under the headings "Financial Statements" and "Risk Factors" on pages 8 to 48 of the Issuer's half year financial report (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/abbey-national-treasury-services-plc.aspx>);
- (b) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2011, which appear on pages 11 to 120 of the Issuer's Annual Report and Accounts for the year ended 31 December 2011 (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/abbey-national-treasury-services-plc.aspx>);
- (c) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2010, which appear on pages 11 to 113 of the Issuer's Annual Report and Accounts for the year ended 31 December 2010 (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/abbey-national-treasury-services-plc.aspx>);
- (d) the unaudited quarterly management statement for the nine months ended 30 September 2012 which contained, *inter alia*, the unaudited interim financial information of the Guarantor under the heading "Appendix 2 – Income Statement and Balance Sheet" at pages 21 – 23 (inclusive) (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/2012.aspx>);
- (e) the:
 - (i) unaudited condensed consolidated interim financial statements and shareholder information of the Guarantor for the six month period ended 30 June 2012 which appear on pages 52 to 123 and 126 to 199 (except the Operational Risk and Other Risks sections on pages 115 to 122);
 - (ii) information specified beneath the heading "General" within the Balance Sheet and Business Review on page 8;
 - (iii) the information labelled "reviewed" within the Balance Sheet and Business Review on pages 28 to 36;
 - (iv) the funding and liquidity section within the Balance Sheet Business Review on pages 45 to 48;

in each case, of the Guarantor's unaudited half year financial report for the six month period ended 30 June 2012 (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/2012.aspx>);

- (f) the:
- (i) audited consolidated annual financial statements of the Guarantor for the financial year ended 31 December 2011, which appear on pages 157 to 274 and pages 62 to 135 except the Operational Risk and Other Risks sections on pages 128 to 134;
 - (ii) audited information in the Balance Sheet Business Review on pages 44 to 48;
 - (iii) audited information titled "FSA Remuneration Disclosures" on pages 152 to 156;
 - (iv) the section entitled "Bank of England Special Liquidity Scheme" on page 58; and
 - (v) audited information in the Directors' Report on pages 143 to 145;

in each case, of the Guarantor's Annual Report and Accounts for the year ended 31 December 2011 (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/2011.aspx>);

- (g) the:
- (i) audited consolidated annual financial statements of the Guarantor for the financial year ended 31 December 2010, which appear on pages 149 to 262 and pages 67 to 134 except as marked as "unaudited" on pages 92, 93 and the Operational Risk and Other Risks sections on pages 121 to 123;
 - (ii) the unaudited table titled "Trading profit before tax by segment" on page 25 within the "Business Review – Divisional Results"; and
 - (iii) the audited information in the Directors' Report on pages 141 to 143;

in each case, of the Guarantor's Annual Report and Accounts for the year ended 31 December 2010 (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/2010.aspx>).

Any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Document to the extent that a subsequent statement which is deemed to be incorporated by reference herein or contained herein or in a section incorporated by reference from the Base Prospectus modifies or supersedes such earlier statement (whether expressly, by implication or otherwise), provided, however, that such statement shall only form part of the Registration Document to the extent that it is contained in a document, all or the relevant portion of which is incorporated by reference by way of a supplement produced in accordance with Article 16 of the Prospectus Directive. Any statement so modified or superseded shall not, except as so modified or superseded, constitute part of this Registration Document.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Registration Document shall not form part of this Registration Document and 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 Registration Document.

Following publication of this Registration Document, a supplement or supplements to the Registration Document may be prepared by the Issuer and Guarantor and approved by the Central Bank of Ireland in accordance with Article 16 of the Prospectus Directive.

Copies of the documents incorporated by reference in this Registration Document will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Issuer and the Guarantor and at the specified offices of the Principal Paying Agent.

DOCUMENTS AVAILABLE

So long as Securities are capable of being issued under the Programme, copies of the following documents will, when published, be available for inspection, in physical form, during usual business hours on any weekday (Saturdays and public holidays excepted) at the registered office of the Issuer and the Guarantor and at the specified offices of the Principal Paying Agent save that items (iv) and (v) will not be available at the specified offices of the Principal Paying Agent (and items (i), (vi) and (vii) will be available for collection free of charge):

1. the articles of association of the Issuer and the Guarantor;
2. the unaudited condensed consolidated interim financial statements of the Issuer for the six month period ended 30 June 2012, which appear on pages 8 to 48 of the Issuer's half year financial report;
3. the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2011, which appear on pages 11 to 120 of the Issuer's Annual Report and Accounts for the year ended 31 December 2011;
4. the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2010, which appear on pages 11 to 113 of the Issuer's Annual Report and Accounts for the year ended 31 December 2010;
5. the unaudited quarterly management statement for the nine months ended 30 September 2012 which contained, inter alia, the unaudited interim financial information of the Guarantor under the heading "Appendix 2 – Income Statement and Balance Sheet" at pages 21 – 23 (inclusive);

6. the:

- (i) unaudited condensed consolidated interim financial statements and shareholder information of the Guarantor for the six month period ended 30 June 2012 which appear on pages 52 to 123 and 126 to 199 (except the Operational Risk and Other Risks sections on pages 115 to 122);
- (ii) information specified beneath the heading "General" within the Balance Sheet and Business Review on page 8;
- (iii) the information labelled "reviewed" within the Balance Sheet and Business Review on pages 28 to 36;
- (iv) the funding and liquidity section within the Balance Sheet Business Review on pages 45 to 48;

in each case, of the Guarantor's unaudited half year financial report for the six month period ended 30 June 2012;

7. the:

- (i) audited consolidated annual financial statements of the Guarantor for the financial year ended 31 December 2011, which appear on pages 157 to 274 and pages 62 to 135 except the Operational Risk and Other Risks sections on pages 128 to 134;
- (ii) audited information in the Balance Sheet Business Review on pages 44 to 48;
- (iii) audited information titled "FSA Remuneration Disclosures" on pages 152 to 156;
- (iv) the section entitled "Bank of England Specified Liquidity Scheme" on page 58; and
- (v) audited information in the Directors' Report on pages 143 to 145;

in each case, of the Guarantor's Annual Report and Accounts for the year ended 31 December 2011;

8. the:

- (i) audited consolidated annual financial statements of the Guarantor for the financial year ended 31 December 2010, which appear on pages 149 to 262 and pages 67 to 134 except as marked as "unaudited" on pages 92, 93 and the Operational Risk and Other Risks sections on pages 121 to 123;
- (ii) the unaudited table titled "Trading profit before tax by segment" on page 25 within the "Business Review – Divisional Results"; and
- (iii) the audited information in the Directors' Report on pages 141 to 143;

in each case, of the Guarantor's Annual Report and Accounts for the year ended 31 December 2010;

- 9. the Programme Agreement, the Agency Agreement (which contains the forms of Global N&C Securities, N&C Securities in definitive form, Receipts, Coupons and Talons), the Warrant Agreement (which contains the form of Global Warrant), the N&C Securities Depository Agreement, Deed of Covenant (each as defined in the Base Prospectus) and the Guarantee;
- 10. the Base Prospectus;
- 11. this Registration Document;
- 12. any future information memoranda, offering circulars, prospectuses and supplements to the Base Prospectus or this Registration Document and any other documents incorporated therein or herein by reference;
- 13. in the case of each issue of listed Securities subscribed pursuant to a subscription agreement, the subscription agreement (or equivalent document);
- 14. Final Terms and Pricing Supplements (in the case of Exempt Securities (as defined in the Base Prospectus)) (save that Pricing Supplements will only be available for inspection by a holder of such Security and such holder must produce evidence satisfactory to the Issuer and the Principal Paying Agent as to its holding of Securities and identity); and

In addition, a copy of this Registration Document, the Base Prospectus, each Securities Notes and Summary and each Final Terms relating to the Securities which are admitted to trading on the Irish Stock Exchange's regulated market and the documents incorporated by reference herein will be published on the website of the Irish Stock Exchange (www.ise.ie). A copy of the Registration Document will also be published on the website of the Central Bank of Ireland (www.centralbank.ie).

REGISTERED OFFICE OF THE ISSUER AND THE GUARANTOR

2 Triton Square
Regent's Place
London NW1 3AN

DEALER

Abbey National Treasury Services plc
trading as Santander Global Banking & Markets
2 Triton Square
Regent's Place
London NW1 3AN

PAYING AGENTS

**ISSUING AND PRINCIPAL PAYING AGENT,
PRINCIPAL WARRANT AGENT, TRANSFER AGENT**

Citibank, N.A.
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

REGISTRAR, PAYING AND TRANSFER AGENT

Citigroup Global Markets
Deutschland AG
Reuterweg 16, 60323 Frankfurt
Germany

BOOK-ENTRY DEPOSITARY/CUSTODIAN

Citibank, N.A. London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

LEGAL ADVISERS

To the Dealer as to English law

Allen & Overy LLP
One Bishops Square
London E1 6AD

To the Issuer and the Guarantor as to Irish Law

McCann FitzGerald
Tower 42, Level 38C,
25 Old Broad Street,
London EC2N 1HQ

INDEPENDENT REGISTERED PUBLIC AUDITORS

To the Issuer and the Guarantor

Deloitte LLP
2 New Street Square
London EC4A 3BZ

Printed by Allen & Overy LLP