

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 WARRANTS AND THE SUITABILITY OF AN INVESTMENT IN THE WARRANTS IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES

29 January 2014

as amended and restated on 9 April 2015

Abbey National Treasury Services plc

*Issue of GBP "Bermudan Style" Call Warrants Linked to Equity Indices
(the "Warrants")*

Guaranteed by Santander UK plc

under the Note, Certificate and Warrant Programme
(the "Programme")

Any person making or intending to make an offer of the Warrants may only do so:

- (i) in those Public Offer Jurisdictions mentioned in Paragraph 7.4 of Part B below, provided such person is of a kind specified in that paragraph and that the offer is made during the Offer Period specified in that paragraph; or
- (ii) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, 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 Warrants in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive), to the extent implemented in the relevant Member State of the European Economic Area, and includes any relevant implementing measure in the relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

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 Warrants together with the applicable Annex(es) (the "**Conditions**") set forth in the Base Prospectus dated 28 January 2014 which constitutes a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Warrants described herein for the purposes of Article 5.4 of the Prospectus Directive (the "**Base Prospectus**") and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Warrants 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 websites of the Irish Stock Exchange (www.ise.ie), the Central Bank of Ireland (www.centralbank.ie) and the Issuer (<http://www.aboutsantander.co.uk/investors/debt-investors/abbey-omnibus-programme/prospectus-documents.aspx>). 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 Warrant Agent and copies may be obtained from the registered office of the Issuer and the Guarantor. In the event of any inconsistency between the Conditions and the Final Terms, these Final Terms prevail.

A summary of the Warrants (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 Warrants have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or under any state securities laws, and the Warrants may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person (as defined herein). Furthermore, the Warrants do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the U.S. Commodity Exchange Act, as amended (the "**CEA**"), and trading in the Warrants 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 Warrants. For a description of the restrictions on offers and sales of Warrants, see "*Important Notice to Purchasers and Transferees of Warrants*" and "*Subscription and Sale*" in the Base Prospectus.

The exercise of the Warrants will be conditional upon the holder (and any person on whose behalf the holder is acting) being a non-U.S. Person.

For the purposes hereof, "U.S. person" means (i) an individual who is a citizen or resident of the United States; (ii) a corporation, partnership or other entity treated as a corporation or partnership for United States federal income tax purposes, created or organised in or under the laws of the United States, any State thereof or the District of Columbia, or which has its principal place of business in the United States; (iii) any estate or trust which is subject to United States federal income taxation regardless of the source of its income; (iv) any trust if a court within the United States is able to exercise primary supervision over the administration of the trust and if one or more United States trustees have the authority to control all substantial decisions of the trust (or any trust which elected to be treated as a United States person prior to 20 August 1996); (v) a pension plan for the employees, officers or principals of a corporation, partnership or other entity described in (ii) above; (vi) any entity organised principally for passive investment, 10 per cent. or more of the beneficial interests in which are held by persons described in (i) to (v) above if such entity was formed principally for the purpose of investment by such persons in a commodity pool the operator of which is exempt from certain requirements of Part 4 of the CFTC's regulations by virtue of its participants being non-U.S. persons; or (vii) any other "U.S. person" or person that is not a "non-United States person" as either such term may be defined in Regulation S under the Securities Act or in regulations adopted under the CEA.

By investing in the Warrants each investors 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 Warrants and as to whether the investment in the Warrants 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, the Guarantor or any Dealer as investment advice or as a recommendation to invest in the Warrants, it being understood that information and explanations related to the terms and conditions of the Warrants shall not be considered to be investment advice or a recommendation to invest in the Warrants. No communication (written or oral) received from the Issuer, the Guarantor or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Warrants.*
- (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 Warrants. It is also capable of assuming, and assumes, the risks of the investment in the Warrants.*
- (c) **Status of Parties.** *None of the Issuer, the Guarantor nor any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the Warrants.*

1.	1.1	Issuer:	Abbey National Treasury Services plc
	1.2	Guarantor:	Santander UK plc
2.	2.1	Series Number:	938
	2.2	Tranche Number:	1
	2.3	Consolidation:	Not Applicable
	2.4	Trading Method:	Unit

2.5	Calculation Amount:	GBP1.00
3.	Applicable Annex(es):	Payout and Equity Index/ETF
4.	Specified Currency:	Pound Sterling (" GBP " or " £ ")
5.	Aggregate Issue Size:	
5.1	Series:	Up to 50,000,000 Units
5.2	Tranche:	Up to 50,000,000 Units
5.3	Aggregate Proceeds Amount of Tranche:	Up to GBP 50,000,000
6.	6.1 Unit Issue Price of Tranche:	GBP 1.00 per Unit
	6.2 Unit Value on Issue:	GBP 1.00 per Unit
		Investors should note that the value of a Unit in the secondary market or on settlement may be less than the Unit Value on Issue.
	6.3 Minimum Tradeable Size:	1 Unit(s)
	6.4 Multiple Tradeable Size:	Not Applicable
7.	7.1 Issue Date:	4 April 2014
	7.2 Settlement Date:	The settlement date of the Warrants will be (i) 6 April 2020 or (ii) if earlier, the Autocallable Settlement Date specified in relation to the Actual Exercise Date in item 12 below (the " Scheduled Settlement Date(s) ") in each case subject to adjustment as provided in the Conditions.
		Specified Number of Days Postponement: 5 Business Days.
8.	Type of Warrants:	
	8.1 Warrant Type:	The Warrants are Equity Index/ETF Linked Warrants.
	8.2 Warrant Style:	The Warrants are Bermudan Style Warrants.
	8.3 Call / Put	The Warrants are Call Warrants.
	8.4 Reference Item:	The Warrants relate to each of FTSE 100 Index and EURO STOXX 50 [®] Index (as further described at Part B paragraph 5 below).

PROVISIONS RELATING TO EXERCISE

9.	Minimum Exercise Number:	The minimum number of Warrants that may be exercised (including automatic exercise) on any day by any Warrantholder is 1.
10.	Maximum Exercise Number:	Not Applicable.

11. Exercise Price(s): Not Applicable.

12. Exercise Date(s): The exercise date of the Warrants will be (i) 30 March 2020 or (ii) if earlier, the date on which the Barrier Condition is satisfied or, in each case, if such date is not an Exercise Business Day the Exercise Date shall be the immediately succeeding Exercise Business Day.

Potential Exercise Date / Scheduled Observation Date	Autocallable Settlement Date	Autocallable Amount per Calculation Amount
30 March 2015	7 April 2015 ¹	£1.1200
29 March 2016	4 April 2016	£1.2400
28 March 2017	4 April 2017	£1.3600
28 March 2018	4 April 2018	£1.4800
28 March 2019	4 April 2019	£1.6000

13. Exercise Period: Not Applicable

14. Automatic Exercise: Automatic exercise applies to the Warrants.

PROVISIONS RELATING TO SETTLEMENT

15. Cash Settlement Provisions:

15.1 Cash Settlement Amount: Unless previously exercised, purchased or cancelled in accordance with the Conditions, the Cash Settlement Amount per Warrant payable in GBP on the Settlement Date shall be determined by the Calculation Agent in accordance with the methodology as set out below:

(a) if Barrier Condition has been satisfied, the Cash Settlement Amount shall be equal to the applicable Autocallable Amount; or

(b) if Barrier Condition has not been satisfied, the Cash Settlement Amount shall be determined in accordance with the methodology below:

(1) if Asset Final Performance is greater than or equal to Barrier 1:

Calculation Amount * 172.00 per cent.

(2) if Asset Final Performance is less than Barrier 1 but greater than or equal to Barrier 2:

Calculation Amount * 100.00 per cent.

¹ Paragraph 12 of the Final Terms has been amended in accordance with Condition 13(B) of the General Terms and Conditions of the Warrants.

(3) If Asset Final Performance is less than Barrier 2:

Calculation Amount * (Participation * Asset Final Performance)

For these purposes:

"Asset" means each of FTSE 100 Index (Bloomberg Screen UKX <Index> page) and EURO STOXX 50[®] Index (Bloomberg Screen SX5E <Index> page).

"Asset Early" means the Asset Level on the relevant Scheduled Observation Date.

"Asset Early Performance" means the Early Performance of the Early Laggard.

"Asset Final" means the Asset Level on the Final Valuation Date.

"Asset Final Performance" means the Final Performance of the Final Laggard.

"Asset Initial" means the Asset Level on the Initial Valuation Date.

"Asset Level" means the Closing Level of the relevant Asset.

"Autocallable Amount" has the value set out in the table in paragraph 12 Part A to these Final Terms in relation to the Scheduled Observation Date specified in such table in respect of which the Autocallable Amount has become payable or is triggered.

"Barrier 1" means 100.00 per cent.

"Barrier 2" means 60.00 per cent.

"Barrier (Early)" means 100.00 per cent.

"Barrier Condition" shall mean Barrier Condition Early.

"Barrier Condition Early" shall mean Barrier Condition Early (European).

"Barrier Condition Early (European)" shall be deemed satisfied if the Calculation Agent determines that on the relevant Scheduled Observation Date, Asset Early Performance is greater than or equal to Barrier (Early).

"Basket Asset" means an Asset that is a constituent of a basket of Assets, as specified in the table in paragraph 22.2 below.

"Closing Level" means the Closing Level (as defined in the

Equity/ETF Linked Conditions).

"Early Laggard" shall mean in relation to the Scheduled Observation Date, the Asset with the lowest calculated Early Performance, as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more Basket Assets have the same Early Performance as of the Scheduled Observation Date, the Calculation Agent shall select any such Basket Asset as the Early Laggard acting in good faith and in a commercially reasonable manner.

"Early Performance" means, in respect of the relevant Asset, an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Asset Early}}{\text{Asset Initial}}$$

"Final Laggard" shall mean the Asset with the lowest calculated Final Performance, as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more Assets in the Basket have the same Final Performance as of the Final Valuation Date, the Calculation Agent shall select any such Asset as the Final Laggard acting in good faith and in a commercially reasonable manner.

"Final Performance" means, in respect of the relevant Asset, an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Asset Final}}{\text{Asset Initial}}$$

"Participation" means 100.00 per cent.

"Scheduled Observation Date" means the dates specified as such in these Final Terms.

- | | | |
|------|---|--|
| 15.2 | Settlement Currency: | The settlement currency for the payment of the Cash Settlement Amount is GBP. |
| 15.3 | Rounding: | Rounded down |
| 16. | Business Day Centre(s): | The applicable Business Day Centre(s) for the purposes of the definition of "Business Day" in Warrant Condition 4 is London. |
| 17. | Business Day Convention: | Not Applicable |
| 18. | Issuer Early Cancellation: | Not Applicable |
| 19. | Notice Periods for Illegality Cancellation, Regulatory Cancellation, Force Majeure Cancellation and Tax Cancellation: | |

19.1 Maximum Period: 5 days

19.2 Minimum Period: 5 days

20. Key Dates relating to Variable Settlement Warrants

- (a) Trade Date: 28 January 2014
- (b) Valuation Date(s): Not Applicable
- (c) Initial Valuation Date: 28 March 2014
- (d) Scheduled Observation Date(s): As specified in the table in paragraph 12 of Part A to these Final Terms
- (e) Calculation Date(s): Not Applicable
- (f) Observation Period: Not Applicable
- (g) Averaging Dates: Averaging does not apply to the Warrants.
- (h) Final Valuation Date: 30 March 2020
- (i) Specified Maximum Days of Disruption: See Equity Index/ETF Linked Condition 9.

PROVISIONS RELATING TO THE TYPE OF WARRANTS

21. Equity Linked Warrants Not Applicable

22. Equity Index/ETF Linked Warrants Applicable

22.1 Whether the Warrants relate to single index or ETF or a basket containing one or more indices or ETFs and the identity of each relevant Index/ETF: Basket containing one or more indices

22.2 Equity Index: Applicable

n	Index	Index Sponsor	Exchange	Related Exchange	Bloomberg Screen
1	FTSE 100 Index	FTSE International Limited (or any successor thereto)	London Stock Exchange	All Exchanges	UKX <Index>
2	EURO STOXX 50® Index	STOXX Limited (or any successor thereto)	As per Equity Index/ETF Linked Conditions	All Exchanges	SX5E <Index>

22.3 Exchange Traded Fund: Not Applicable

22.4 Index / ETF Level: Closing Level

- | | | |
|-------|---|--|
| 22.5 | Exchange(s) | The relevant Exchange is specified in the table at paragraph 22.2 above |
| 22.6 | Related Exchange: | The relevant Related Exchange is specified in the table at paragraph 22.2 above |
| 22.7 | Relevant Time: | Scheduled Closing Time |
| 22.8 | Exchange Business Day | Exchange Business Day (All Indices Basis) |
| 22.9 | Scheduled Trading Day | Scheduled Trading Day (All Indices Basis) |
| 22.10 | Additional Disruption Events: | Applicable |
| | | (a) Elected Events Only: Applicable |
| | | (b) The following Additional Disruption Events apply to the Warrants: Change in Law and Hedging Disruption |
| 23. | Inflation Index Linked Warrants: | Not Applicable |
| 24. | Property Index Linked Warrants: | Not Applicable |
| 25. | Fixed Income Benchmark | Not Applicable |

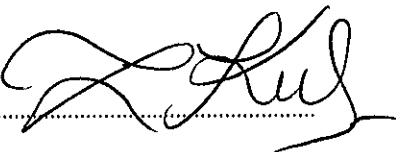
GENERAL PROVISIONS APPLICABLE TO THE WARRANTS

- | | | |
|-----|--------------------|---|
| 26. | Form of Warrants: | Registered Form: Permanent Global Warrant |
| 27. | Calculation Agent: | Abbey National Treasury Services plc
2 Triton Square
Regent's Place
London NW1 3AN
United Kingdom |
| 28. | Linked Warrants: | Not Applicable |

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. The Issuer and the Guarantor each confirm 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 and the Guarantor:

By: 

Duly authorised

PART B– OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be admitted to the Official List of the Irish Stock Exchange and trading on its regulated market with effect on or about the Issue Date.

2. RATINGS

Ratings: None. Please note that as at the Issue Date it is not intended that this specific Series of Warrants 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 Warrants 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 REFERENCE ITEM, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND OTHER INFORMATION CONCERNING REFERENCE ITEM

Exposure to the FTSE 100 Index and the EURO STOXX 50® Index (each an "Index" and together the "Indices")

The amount Securityholders will receive on redemption of the Warrants is calculated by reference to, and therefore dependent upon, the performance of each Index.

Performance of the basket of Indices and Effect on Value of Investment

If the Barrier Condition is satisfied on the applicable Scheduled Observation Date (as described in paragraph 12 of Part A to these Final Terms), the amount payable per Calculation Amount on the corresponding Settlement Date following due exercise of each Warrant will be equal to the relevant Autocallable Amount specified in the table below.

Potential Exercise Date / Scheduled Observation Date	Autocallable Settlement Date	Autocallable Amount per Calculation Amount
30 March 2015	7 April 2015	£1.1200
29 March 2016	4 April 2016	£1.2400
28 March 2017	4 April 2017	£1.3600
28 March 2018	4 April 2018	£1.4800
28 March 2019	4 April 2019	£1.6000

If Barrier Condition is not satisfied, the Cash Settlement per Warrant payable following due exercise of each Warrant will be calculated in accordance with the provisions of paragraph 15 of Part A to these Final Terms. Defined terms used in the following illustrations have the meaning ascribed in Part A to these Final Terms.

The following table sets out illustrative values of the Cash Settlement Amount per Calculation Amount assuming different values for the Asset Final, as a percentage of Asset Initial in respect of Final Laggard.

Asset Final as a % of Asset Initial in respect of Final Laggard	Cash Settlement Amount per Calculation Amount
200%	£1.72
150%	£1.72
100%	£1.72
90%	£1.00
75%	£1.00
60%	£1.00
50%	£0.50
40%	£0.40
25%	£0.25
10%	£0.10
0%	£0.00

In a worst case scenario: In a worst case scenario, the Cash Settlement Amount per Calculation Amount would be zero, if Barrier Condition is not satisfied and the Asset Final of Final Laggard is zero.

Information in relation to the Indices

The information included herein with respect to the Indices consists only of extracts from, or summaries of, publicly available information. The Issuer and Guarantor accept responsibility that such information has been correctly extracted or summarised. No further or other responsibility is accepted by the Issuer or the Guarantor. In particular, neither the Issuer nor the Guarantor accepts responsibility in respect of the accuracy or completeness of the information set forth herein concerning the Indices 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 EURO STOXX 50[®] Index is a free-float market capitalization-weighted index of 50 European blue-chip stocks from those countries participating in the EMU. Each component's weight is capped at 10% of the Index's total free-float market capitalization. The Index was developed with a base value of 1,000 as of 31 December, 1991.

The official closing level of the FTSE 100 Index is published on Bloomberg Screen UKX <Index>. The official closing level of the EURO STOXX 50[®] Index is published on Bloomberg Screen SX5E <Index>. The description of the Indices 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 Indices can be obtained from various internationally recognised published or electronically displayed sources, for example Bloomberg Screen UKX <Index> and Bloomberg Screen SX5E <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.

6. OPERATIONAL INFORMATION

6.1	ISIN Code:	GB00BJ35ZY37
6.2	Common Code:	102863909
6.3	Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s):	Not Applicable
6.4	Delivery:	Delivery against payment
6.5	Deemed delivery of clearing system notice for the purposes of Warrant Condition 14 (<i>Notices</i>):	Any notice delivered to Warrantholders 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.
6.6	Governing law:	English

7. DISTRIBUTION

7.1	Method of distribution:	Non-syndicated
7.2	(i) If syndicated names of Managers and underwriting commitments:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising Manager(s) (if any):	Not Applicable
7.3	If non-syndicated, name and address of relevant Dealer:	Abbey National Treasury Services plc 2 Triton Square Regent's Place London NW1 3AN United Kingdom
7.4	Non exempt Offer:	A Non-exempt Offer of the Warrants may be made by the institution specified in paragraph 8.14 of Part B below (the "Initial Authorised Offeror" or the "Authorised Offeror") other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom (the "Public Offer Jurisdiction") during the Offer Period (as defined in Paragraph 8.3 below of this Part B). Copies of these Final Terms will be provided to the competent authorities in the Public Offer Jurisdiction. See further Paragraph 8 of this Part B.

- | | | |
|------|------------------------------|----------------|
| (i) | General Consent: | Not Applicable |
| (ii) | Other conditions to consent: | Not Applicable |

8. TERMS AND CONDITIONS OF THE PUBLIC OFFER

Applicable. The Authorised Offeror will manage a plan (the "Plan"), which, will be offered to the public in the Public Offer Jurisdiction in accordance with the arrangements listed below. The Authorised Offeror has selected the Warrants as one of the primary qualifying 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 Warrants. It is understood that the performance of the Plan will be related to the performance of Warrants throughout the term of the Warrants. 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 Warrants.

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 Warrants 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 (2004/39/EC), or as otherwise may apply in any non-BEA jurisdictions. Potential investors in these Warrants intending to purchase Warrants 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 Warrants 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 and issue of the N&C Securities at any time prior to the Issue Date, 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 both on the website of the Irish Stock Exchange (www.ise.ie) and on the Issuer's website <http://www.aboutsantander.co.uk/investors/debt-investors/abbey-omnibus-programme/final-terms.aspx> on or prior to the Issue Date. As between the Dealer and its Authorised Offeror and its customers, offers of the Warrants 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 Warrants pursuant to the Plan by the Authorised Offeror to its customers, see Paragraph 8.5 of Part B to these Final Terms.

Any offer of the Plan or of the Warrants 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, the Guarantor or the Dealer and only the Authorised Offeror will be liable for the offer in the

Public Offer Jurisdiction. None of the Issuer, Guarantor or Dealer accepts any liability for the offer or sale by the Authorised Offeror of an investment in the Plan to investors in the Public Offer Jurisdiction.

8.3 Offer Period: The Authorised Offeror is authorised to offer the Warrants at any time from (and including) 9:00 a.m. (London time) on 30 January 2014 to (and including) 5:00 p.m. (London time) on 27 March 2014 (the "Offer Period").

8.4 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 securities generally. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer, Guarantor or the Dealer related to the subscription for the Warrants. If an investor in any jurisdiction other than the Public Offer Jurisdiction wishes to purchase Warrants 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 Warrants outside the terms of the offer or the Offer Period.

With the exception of the Public Offer Jurisdiction, no action has been or will be taken in any jurisdiction, by the Issuer, Guarantor or the Dealer that would permit a public offering of the Warrants, or possession or distribution of any offering material in connection with the issue of the Warrants, 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 Public Offer Jurisdiction in connection with the offer and sale of Warrants at its own expense.

8.5 Details of the minimum and/or maximum amount of application: A prospective investor in the Plan should contact an Authorised Offeror for details of any minimum and/or maximum amount of the individual applications for an interest in the Plan.

8.6 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.

See also paragraph 8.2 above of Part B to these Final Terms.

- 8.7 Details of the method and time limits for paying up and delivering the Warrants: 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.
- 8.8 Manner in and date on which results of the offer are to be made public: The total number of Warrants (the "**Final Aggregate Number of Warrants**") to be issued and the final level of subscription will be determined based on market demand for an investment in the Plan during the Offer Period and will be made available both on the website of the Irish Stock Exchange (www.ise.ie) and on the Issuer's website <http://www.aboutsantander.co.uk/investors/debt-investors/abbey-omnibus-programme/final-terms.aspx> and at the registered office of the Issuer and the Guarantor on or prior to the Issue Date.
- 8.9 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.
- 8.10 Whether tranche(s) have been reserved for certain countries: The Plan will be offered to potential investors in the Public Offer Jurisdiction by the Authorised Offeror. It is not contemplated that the Warrants will be directly offered to the public in any jurisdiction.

Offers may only be made by the Authorised Offeror in the Public Offer Jurisdiction during the Offer Period as authorised to do so by the Dealer. No other offer or solicitation in respect of the Warrants 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 Warrants by any other party, the investor should be aware that none of the Issuer, the Guarantor or the Dealer will be responsible for the Prospectus for the purposes of the relevant securities laws in the context of the offer of the Warrants 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.

- 8.11 Indication of the expected price at which the Warrants will be offered or the method of determining the price and the process for its disclosure: The Issuer has offered and will sell the Warrants to the Dealer (and no one else) at the price of 100.00 per cent. of the Issue Price per Warrant. However, the Dealer will, in relation to each Warrant issued, offer and sell the Warrants to the Authorised Offeror at the price of not less than 98.00 per cent. of the Issue Price per Warrant.

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.

- | | | |
|------|---|--|
| 8.12 | Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | Prospective Warranholders will be notified by the Authorised Offerors in accordance with the arrangements in place between the Authorised Offeror and its customers. For the avoidance of doubt, no dealings in the Warrants may take prior to the Issue Date. |
| 8.13 | Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | 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. |
| 8.14 | Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. | Walker Crips Stockbrokers Ltd
Finsbury Tower
103-105 Bunhill Row
London
EC1Y 8LZ |

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 Offerors. The Issuer shall not be liable for any offers, sales or purchases of Warrants to persons (other than in respect of offers and sales to, and purchases of, Warrants by the Dealer and only then pursuant to the Programme Agreement, which are made by the Dealer or Authorised Offerors in accordance with the arrangements in place between any such Dealer or any such Authorised Offeror and its customers.

The Dealer has acknowledged and agreed, and any Authorised Offeror will be required by the Dealer to acknowledge and agree, that for the purpose of offer(s) of the Warrants, the Issuer has passported the Base Prospectus in each of the Public Offer Jurisdictions and will not passport the Base Prospectus into any other European Economic Area Member State; accordingly, the Warrants may only be publicly offered in Public Offer Jurisdictions or offered to Qualified Investors (as defined in the Prospectus Directive) in any other European Economic Area Member States and that all offers of Warrants by it will be made only in accordance with the selling restrictions set forth in the Base Prospectus and the provisions of these Final Terms and in compliance with all applicable laws and regulations.

SUMMARY OF THE WARRANTS

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of not applicable.

SECTION A – INTRODUCTION AND WARNINGS

Element	
A.1	<p>This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. Any decision to invest in any Securities should be based on a consideration of this Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. Civil liability attaches to the Issuer or the Guarantor in any such Member State solely on the basis of this summary, including any translation of it, unless it but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus and the applicable Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of this Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.</p>
A.2	<p>Certain Tranches of Securities with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "Non-exempt Offer".</p> <p><i>Consent:</i> Subject to the conditions set out below, the Issuer consents to the use of this Base Prospectus in connection with a Non-exempt Offer of Securities by the Dealers and Walker Crips Stockbrokers Ltd (of Finsbury Tower, 103-105 Bunhill Row, London EC1Y 8LZ) (each an "Authorised Offeror").</p> <p><i>Consent period:</i> The Issuer's consent referred to above is given for Non-exempt Offers of Securities from (and including) 9:00 a.m. (London time) on 30 January 2014 to (and including) 5:00 p.m. (London time) on 27 March 2014 (the "Consent Period").</p>
	<p><i>Conditions to consent:</i> The conditions to the Issuer's consent are that such consent (a) is only valid during the Consent Period (b) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in the United Kingdom .</p> <p>AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY SECURITIES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH SECURITIES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT.THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR.</p>

SECTION B – ISSUER AND GUARANTOR

Element																									
B.1	Legal and commercial name of the Issuer Abbey National Treasury Services plc																								
B.2	Domicile / legal form / legislation / country of incorporation The Issuer is a public limited company incorporated and domiciled in England and Wales, registered under the Companies Act 1985.																								
B.4b	Trend information A number of mature economies are implementing austerity measures in order to reduce their deficits and public debt. While there is some consensus that this may help to resolve the sovereign and banking crisis in the medium term, in the short term it is limiting growth, increasing unemployment and restricting taxation revenues. Furthermore, consumer and corporate banking activity, in particular loan demand and ancillary services, remains subdued in the current economic environment. Structural market conditions, primarily low interest rates and increased medium term funding costs, have negatively impacted operating income of financial service providers including that of the Group. Financial services providers face increasingly stringent and costly regulatory and supervisory requirements, particularly in the areas of capital and liquidity management, the conduct of business, the structure of operations and the integrity of financial services delivery. Increased government intervention and control over financial institutions, together with measures to reduce systemic risk, may significantly impact the competitive landscape.																								
B.5	Description of the Group The Issuer and its subsidiaries comprise the Issuer's immediate group (the "ANTS Group"). The Issuer is a wholly owned subsidiary of Santander UK plc (the "Guarantor") and, along with the Guarantor's other subsidiaries, forms part of the Santander UK group (the "Santander UK Group"). The Guarantor is a subsidiary of Banco Santander, S.A. which is the ultimate parent company. The Guarantor and its subsidiaries, along with the other subsidiaries of Banco Santander, S.A., form part of the Banco Santander S.A. group (the "Santander Group").																								
B.9	Profit forecast or estimate Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.																								
B.10	Audit report qualifications Not Applicable - No qualifications are contained in any audit report included in the Base Prospectus.																								
B.12	Selected historical key financial information The audited consolidated balance sheet as at 31 December 2011, 31 December 2012 and unaudited consolidated balance sheet as at 30 June 2013 and income statement as of, and for each of the years ended, 31 December 2011 and 2012 and unaudited income statement as of, and for the six month periods ended 30 June 2012 and 30 June 2013, have been extracted without any adjustment from, and should be read in conjunction with, the Issuer's consolidated financial statements in respect of those dates and periods:																								
	<table border="1"> <thead> <tr> <th><i>Condensed Consolidated Balance Sheet</i></th> <th>30 June 2013 (unaudited) £m</th> <th>31 December 2012 (audited) £m</th> <th>31 December 2011 (audited) £m</th> </tr> </thead> <tbody> <tr> <td>Assets</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Cash and balances at central banks</td> <td>9,284</td> <td>388</td> <td>7,013</td> </tr> <tr> <td>Trading assets</td> <td>31,163</td> <td>22,498</td> <td>21,891</td> </tr> <tr> <td>Derivative financial instruments</td> <td>27,268</td> <td>33,276</td> <td>33,224</td> </tr> <tr> <td>Financial assets designated at fair value</td> <td>2,567</td> <td>3,531</td> <td>4,429</td> </tr> </tbody> </table>	<i>Condensed Consolidated Balance Sheet</i>	30 June 2013 (unaudited) £m	31 December 2012 (audited) £m	31 December 2011 (audited) £m	Assets				Cash and balances at central banks	9,284	388	7,013	Trading assets	31,163	22,498	21,891	Derivative financial instruments	27,268	33,276	33,224	Financial assets designated at fair value	2,567	3,531	4,429
<i>Condensed Consolidated Balance Sheet</i>	30 June 2013 (unaudited) £m	31 December 2012 (audited) £m	31 December 2011 (audited) £m																						
Assets																									
Cash and balances at central banks	9,284	388	7,013																						
Trading assets	31,163	22,498	21,891																						
Derivative financial instruments	27,268	33,276	33,224																						
Financial assets designated at fair value	2,567	3,531	4,429																						

Loans and advances to banks	108,584	106,986	113,222
Loans and advances to customers	40,963	44,750	38,826
Available-for-sale securities	4,313	5,113	-
Loans and receivables securities	165	162	278
Macro hedge of interest rate risk	808	1,171	1,141
Intangible assets	8	7	3
Property, plant and equipment	6	6	5
Deferred tax assets	20	20	17
Other assets	83	4	43
Total assets	225,232	217,912	220,092
Liabilities			
Deposits by banks	118,010	114,535	114,019
Deposits by customers	5,820	6,249	7,114
Derivative financial instruments	27,934	34,088	35,417
Trading liabilities	34,790	21,109	25,745
Financial liabilities designated at fair value	5,277	4,002	6,836
Debt securities in issue	28,982	33,770	26,980
Other liabilities	179	169	142
Provisions	-	20	20
Current tax liabilities	217	175	319
Total liabilities	221,209	214,117	216,592
Equity			
Share capital	2,549	2,549	2,549
Retained earnings	1,482	1,226	935
Other reserves	(8)	20	16
Total shareholders' equity	4,023	3,795	3,500
Total liabilities and equity	225,232	217,912	220,092

Condensed Consolidated Income Statement

	Six months ended 30 Jun 2013 (unaudited) £m	Six months ended 30 Jun 2012 (unaudited) £m	Year ended 31 Dec 2012 (audited) £m	Year ended 31 Dec 2011 (audited) £m
Interest and similar income	1,593	1,839	3,870	3,667
Interest expense and similar charges	(1,601)	(1,865)	(3,731)	(3,156)
Net interest income	(8)	(26)	139	511
Net fee and commission income	61	72	119	113
Net trading and other income	375	215	304	(46)
Total operating income	428	261	562	578
Administration expenses	(108)	(105)	(198)	(229)
Depreciation, amortisation and impairment	(1)	(1)	(3)	(7)
Total operating expenses excluding provisions and charges	(109)	(106)	(201)	(236)
Impairment losses on loans and advances	(18)	(20)	(9)	(54)
Provisions for other liabilities and charges	-	-	(20)	(20)
Total operating provisions and charges	(18)	(20)	(29)	(74)
Profit before tax	301	135	332	268
Taxation charge	(45)	(15)	(68)	(104)
Profit for the period	256	120	264	164

Statements of no significant or material adverse change

There has been no significant change in the financial position of the ANTS Group (including the Issuer) since 30 June 2013 and there has been no material adverse change in the prospects of the Issuer since 31 December 2012.

B.13 Events impacting the Issuer's solvency

Not Applicable - There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

B.14 Dependence upon other group entities

The Issuer is dependent upon the Guarantor for a portion of its funding. The Guarantor has given a full and unconditional guarantee in respect of the unsubordinated liabilities of the Issuer incurred prior to 30 June 2015 under a deed poll guarantee entered into by the Guarantor on 10 May 2012. The Issuer has given a reciprocal guarantee in respect of the unsubordinated liabilities of the Guarantor incurred prior to 30 June 2015. Neither the Issuer nor the Guarantor relies on a guarantee from Banco Santander, S.A. or any other member of the Santander Group to generate funding or liquidity. Similarly, neither the Issuer nor the Guarantor raises funds to finance or guarantee the debts of other members of the Santander Group. See further Element B.5 above.

<p>B.15</p>	<p>Principal activities The Issuer's business consists of three MAIN divisions: Corporate Banking, Markets and Corporate Centre.</p> <p>(a) Corporate Banking</p> <p>Corporate Banking offers a wide range of products and financial services to customers through a network of regional business centres and through telephony and e-commerce channels. Corporate Banking products and services include loans, bank accounts, deposits, treasury services, invoice discounting, cash transmission and asset finance.</p> <p>The SME and Mid Corporate business principally serves small and medium enterprises with an annual turnover of more than £250,000 up to £50m ("SMEs") and other corporate customers with an annual turnover of up to £500m. This also includes real estate lending.</p> <p>The Large Corporates business offers specialist treasury services in fixed income and foreign exchange, lending, transactional banking services, capital markets and money markets to large multi-national corporate customers with an annual turnover of more than £500m. Lending includes syndicated loans and structured finance. Transactional banking includes trade finance and cash management. Money market activities include securities lending/borrowing and repos.</p> <p>(b) Markets</p> <p>Markets offers risk management and other services to financial institutions, as well as other Santander UK divisions. Its main product areas are fixed income and foreign exchange, equity, capital markets and institutional sales.</p> <p>(c) Corporate Centre</p> <p>Corporate Centre includes Financial Management and Investor Relations ("FMIR") and the non-core portfolios of social housing loans and structured credit assets. FMIR is responsible for managing capital and funding, balance sheet composition, structural market risk and strategic liquidity risk for the Santander UK Group. The non-core portfolios are being run-down and/or managed for value.</p>
<p>B.16</p>	<p>Controlling shareholders The Issuer is a wholly and directly owned subsidiary of the Guarantor.</p>
<p>B.17</p>	<p>Credit ratings The long-term debt of the Issuer has been rated A2 by Moody's Investors Service Ltd ("Moody's") and A by Fitch Ratings Ltd. ("Fitch") and the short-term debt of the Issuer has been rated P-1 by Moody's and F1 by Fitch.</p>
	<p>As at the Issue Date it is not intended that the specific series of Securities will be rated.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
<p>B.18</p>	<p>Description of the Guarantee The Securities will be unconditionally and irrevocably guaranteed by the Guarantor. The obligations of the Guarantor under its guarantee will be direct, unconditional, unsecured and unsubordinated obligations of the Guarantor and will rank <i>pari passu</i> and equally with all present and future unsecured and unsubordinated obligations of the Guarantor without any preference among themselves and without any preference one above the other by reason of priority of date of issue, currency of payment or otherwise, except for obligations given priority by law.</p>

B.19	Information about the Guarantor	
B.1	Legal and commercial name of the Guarantor Santander UK plc	
B.2	Domicile / legal form / legislation / country of incorporation The Guarantor is a public limited liability company incorporated and domiciled in England and Wales, registered under the Companies Act 1985.	
B.4b	Trend information See Element B.4b above.	
B.5	Description of the Group See Element B.5 above.	
B.9	Profit forecast or estimate Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.	
B.10	Audit report qualifications Not Applicable - No qualifications are contained in any audit report included in the Base Prospectus.	
B.12	Selected historical key financial information The audited consolidated balance sheet as at 31 December 2011 and 31 December 2012 and the audited consolidated income statement for each of the years ended 31 December 2011 and 31 December 2012, have been extracted without any adjustment from, and should be read in conjunction with, the Guarantor's consolidated financial statements in respect of those dates and periods. The unaudited condensed consolidated balance sheet as at 30 September 2013 and unaudited condensed consolidated income statement for the nine month periods ended 30 September 2013 and 30 September 2012 have been extracted without any adjustment from, and should be read in conjunction with, the Guarantor's condensed consolidated financial information in respect of these periods. The unaudited balance sheet as at 31 December 2012 and unaudited income statement for the nine month period ended 30 September 2012 included below for comparative purposes have been restated to reflect discontinued operations relating to the sale of the co-brands card business:	
Consolidated Balance Sheet as at 31 December 2012 and 31 December 2011		
	31 December 2012 (audited) £m	
	31 December 2011 (audited) £m	
Assets		
Cash and balances at central banks	29,282	25,980
Trading assets	22,498	21,891
Derivative financial instruments	30,146	30,780
Financial assets designated at fair value	3,811	5,005
Loans and advances to banks	2,438	4,487
Loans and advances to customers	191,907	201,069
Available-for-sale securities	5,483	46
Loans and receivables securities	1,259	1,771
Macro hedge of interest rate risk	1,222	1,221
Intangible assets	2,325	2,142
Property, plant and equipment	1,541	1,596
Current tax assets	50	-
Deferred tax assets	60	257
Retirement benefit assets	254	241
Other assets	768	1,088
Total assets	293,044	297,574
Liabilities		
Deposits by banks	9,935	11,626
Deposits by customers	149,037	148,342
Derivative financial instruments	28,861	29,180
Trading liabilities	21,109	25,745
Financial liabilities designated at fair value	4,002	6,837
Debt securities in issue	59,621	52,651

Subordinated liabilities	3,781	6,499
Other liabilities	2,526	2,571
Provisions	914	970
Current tax liabilities	4	271
Retirement benefit obligations	305	216
Total liabilities	280,095	284,908
Equity		
Share capital and other equity instruments	3,999	3,999
Share premium	5,620	5,620
Retained earnings	3,312	3,021
Other reserves	18	26
Total shareholders' equity	12,949	12,666
Total liabilities and equity	293,044	297,574

Condensed Consolidated Balance Sheet as at 30 September 2013 and 31 December 2012*

	30 September 2013 (unaudited) £m	31 December 2012* (unaudited) £m
Assets		
Cash and balances at central banks	32,468	29,282
Trading assets	33,281	22,498
Derivative financial instruments	25,976	30,146
Financial assets designated at fair value	2,762	3,811
Loans and advances to banks	2,389	2,438
Loans and advances to customers	185,912	190,782
Available-for-sale securities	4,504	5,483
Loans and receivables securities	1,162	1,259
Macro hedge of interest rate risk	789	1,222
Intangible assets	2,327	2,325
Property, plant and equipment	1,456	1,541
Current tax assets	42	50
Deferred tax assets	48	60
Retirement benefit assets	209	254
Other assets	1,229	1,893
Total assets	294,554	293,044
Liabilities		
Deposits by banks	9,140	9,935
Deposits by customers	149,050	149,037
Derivative financial instruments	24,993	28,861
Trading liabilities	34,998	21,109
Financial liabilities designated at fair value	5,415	4,002
Debt securities in issue	51,982	59,621
Subordinated liabilities	3,409	3,781
Other liabilities	1,697	2,526
Provisions	579	914
Current tax liabilities	3	4
Retirement benefit obligations	451	305
Total liabilities	281,717	280,095
Equity		
Shareholders' equity	12,837	12,949
Total equity	12,837	12,949
Total liabilities and equity	294,554	293,044

*Data as at 31 December 2012 (where marked with an '**' in the column title and specified as 'unaudited') has been restated to reflect discontinued operations relating to the sale of the co-brands card business.

Consolidated Income Statement for years ended 31 December 2012 and 31 December 2011

	Year ended 31 December 2012 (audited) £m	Year ended 31 December 2011 (audited) £m
Interest and similar income	7,621	7,618
Interest expense and similar charges	(4,706)	(3,788)
Net interest income	2,915	3,830
Fee and commission income	1,164	1,138
Fee and commission expense	(264)	(220)
Net fee and commission income	900	918
Net trading and other income	1,086	437
Total operating income	4,901	5,185
Administration expenses	(1,976)	(1,995)
Depreciation, amortisation and impairment	(246)	(447)
Total operating expenses excluding provisions and charges	(2,222)	(2,442)
Impairment losses on loans and advances	(1,009)	(565)

Provisions for other liabilities and charges	(439)	(917)
Total operating provisions and charges	(1,448)	(1,482)
Profit before tax	1,231	1,261
Taxation charge	(292)	(358)
Profit for the year	939	903

*Condensed Consolidated Income Statement for 9 month periods ended 30 September 2013 and 30 September 2012**

	Nine months ended 30 September 2013 (unaudited) £m	Nine months ended 30 September 2012* (unaudited) £m
Net interest income	2,151	2,105
Non-interest income	807	1,656
Total operating income	2,958	3,761
Administration expenses	(1,470)	(1,428)
Depreciation, amortisation and impairment	(180)	(178)
Total operating expenses excluding provisions and charges	(1,650)	(1,606)
Impairment losses on loans and advances	(360)	(828)
Provisions for other liabilities and charges	(57)	(287)
Total operating provisions and charges	(417)	(1,115)
Profit before tax on continuing operations	891	1,040
Taxation charge on continuing operations	(174)	(255)
Profit after tax from continuing operations	717	785
Discontinued operations	(12)	42
Profit after tax for the period	705	827

* Data for the 9 months ended 30 September 2012 has been restated to reflect discontinued operations relating to the sale of the co-brands card business.

Statements of no significant or material adverse change

There has been no significant change in the financial position of the Santander UK Group (including the Guarantor) since 30 September 2013 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2012.

B.13 Events impacting the Guarantor's solvency

Not Applicable - There are no recent events particular to the Guarantor which are to a material extent relevant to an evaluation of its solvency.

B.14 Dependence upon other Group entities

The Guarantor is dependent upon the Issuer and the other members of the Santander UK Group. See further Element B.5 and Element B.14 above.

B.15 The Guarantor's Principal activities

The Guarantor's business divisions consist of Retail Banking, Corporate Banking, Markets and Corporate Centre.

Retail Banking

Retail Banking offers a wide range of products and financial services to customers through a network of branches, agencies and ATMs, as well as through telephony, e-commerce and intermediary channels. It principally serves personal banking customers, but also services small businesses with a turnover of less than £250,000 per annum. Retail Banking products include residential mortgage loans, savings and current accounts, credit cards (excluding the co-brand credit card business) and personal loans as well as a range of insurance products.

Corporate Banking

Corporate Banking offers a wide range of products and financial services to customers through a network of regional business centres and through telephony and e-commerce channels. Corporate Banking products and services include loans, bank accounts, deposits, treasury services, invoice discounting, cash transmission and asset finance.

Markets

	<p>Markets offers risk management and other services to financial institutions, as well as other Santander UK divisions. Its main product areas are fixed income and foreign exchange, equity, capital markets and institutional sales.</p> <p>Corporate Centre</p> <p>Corporate Centre includes Financial Management & Investor Relations ("FMIR") and the non-core corporate and legacy portfolios as well as the co-brand credit card business. FMIR is responsible for managing capital and funding, balance sheet composition, structural market risk and strategic liquidity risk for Santander UK. The non-core corporate and legacy portfolios include aviation, shipping, infrastructure, commercial mortgages, social housing loans and structured credit assets, all of which are being run-down and/or managed for value. Deals to sell the co-brand credit cards were completed in the first half of 2013.</p>
	<p>B.16 Controlling shareholders</p> <p>As at the date of this Prospectus, shares in the Guarantor are beneficially owned by Santander UK Group Holdings Limited, which is a directly owned subsidiary of Banco Santander, S.A. and its indirect wholly owned subsidiary company Santusa Holding, S.L. Legal ownership of shares in the Guarantor will transfer from Banco Santander, S.A. and Santusa Holding, S.L. to Santander UK Group Holdings Limited upon receipt of stamped stock transfer forms from the Stamp Office.</p>
	<p>B.17 Credit ratings</p> <p>The long-term debt of the Guarantor has been rated A by Standard & Poor's Credit Market Services Europe Limited ("S&P"), A2 by Moody's Investors Service Ltd ("Moody's") and A by Fitch Ratings Ltd. ("Fitch") and the short-term debt of the Guarantor has been rated A-1 by S&P, P-1 by Moody's and F1 by Fitch.</p>
	<p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>

SECTION C – SECURITIES

Element	
C.1	<p>Type and class of the Securities</p> <p>Title of Securities: GBP "Bermudan Style" Call Warrants Linked to Equity Indices</p> <p>Series Number: 938</p> <p>Tranche Number 1</p> <p>ISIN Code: GB00BJ35ZY37</p> <p>Common Code: 102863909</p>
C.2	<p>Currency of the Securities</p> <p>Pound Sterling ("GBP" or "£")</p>
C.5	<p>Restrictions on free transferability</p> <p>The Securities may not be transferred prior to the Issue Date. Selling restrictions apply to offers, sales or transfers of the Securities under the applicable laws in various jurisdictions. A purchaser of the Securities is required to make certain agreements and representations as a condition to purchasing the Securities.</p>

<p>C.8</p>	<p>Description of the rights attaching to the Securities</p> <p>Status: The Securities constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank <i>pari passu</i> 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.</p> <p>Guarantee: The Securities have the benefit of an unconditional and irrevocable guarantee by the Guarantor. Such obligations of the Guarantor constitute direct, unconditional, unsecured and unsubordinated obligations and rank <i>pari passu</i> with all present and future direct, unconditional, unsecured and unsubordinated obligations of the Guarantor, without preference amongst themselves and without any preference one above the other by reason of priority of date of issue, currency of payment or otherwise, except obligations given priority by law.</p> <p>Negative pledge: The Securities do not have the benefit of a negative pledge or cross-default provisions (in respect of events of default).</p> <p>Deed of covenant: The Securities have the benefit of a deed of covenant dated on or around 21 February 2013.</p> <p>Right to interest: The Securities do not bear interest.</p> <p>Right to redemption: The early redemption amount or cash settlement amount (where applicable) is determined in accordance with item C.9 below.</p> <p>Taxation: All payments in respect of the Securities will be made without deduction for or on account of withholding taxes imposed by any tax jurisdiction unless such deduction is required by law. In the event that any such deduction is required, neither the Issuer nor, as the case may be, the Guarantor will be required to pay any additional amounts to cover the amounts so deducted. Further, all payments in respect of the Securities will be made subject to any withholding or deduction required pursuant to fiscal and other laws, as provided in Condition 6.5(B) of the General Terms and Conditions of the N&C Securities, and Condition 9.3 of the General Terms and Conditions of the Warrants.</p> <p>Events of Default: This includes non-payment, non-performance or non-observance of the Issuer's or Guarantor's obligations in respect of the Securities and also the insolvency or winding up of the Issuer or the Guarantor. An event of default will only be treated as such if at least 25% of the Securityholders in nominal amount or number of units, as applicable, have requested this.</p> <p>Governing law: English law.</p>												
<p>C.9</p>	<table border="1"> <tr> <td colspan="2" data-bbox="220 1464 1437 1473">Payment Features</td> </tr> <tr> <td data-bbox="220 1509 502 1541">Issue Price:</td> <td data-bbox="502 1509 1437 1541">GBP1.00 per Security</td> </tr> <tr> <td data-bbox="220 1576 502 1608">Issue Date:</td> <td data-bbox="502 1576 1437 1608">4 April 2014</td> </tr> <tr> <td data-bbox="220 1644 502 1675">Calculation Amount:</td> <td data-bbox="502 1644 1437 1675">GBP1.00</td> </tr> <tr> <td data-bbox="220 1711 502 1787">Maturity Date / Settlement Date:</td> <td data-bbox="502 1711 1437 1818">The Settlement Date will be (i) 6 April 2020 or (ii) if earlier, the Autocallable Settlement Date specified in relation to the relevant Actual Exercise Date set out in the table below, in each case subject to adjustment.</td> </tr> <tr> <td data-bbox="220 1854 502 1948">Early Redemption Amount / Early Cancellation Amount:</td> <td data-bbox="502 1854 1437 1948">The fair market value of the Warrants plus any exercise price paid less associated costs.</td> </tr> </table>	Payment Features		Issue Price:	GBP1.00 per Security	Issue Date:	4 April 2014	Calculation Amount:	GBP1.00	Maturity Date / Settlement Date:	The Settlement Date will be (i) 6 April 2020 or (ii) if earlier, the Autocallable Settlement Date specified in relation to the relevant Actual Exercise Date set out in the table below, in each case subject to adjustment.	Early Redemption Amount / Early Cancellation Amount:	The fair market value of the Warrants plus any exercise price paid less associated costs.
Payment Features													
Issue Price:	GBP1.00 per Security												
Issue Date:	4 April 2014												
Calculation Amount:	GBP1.00												
Maturity Date / Settlement Date:	The Settlement Date will be (i) 6 April 2020 or (ii) if earlier, the Autocallable Settlement Date specified in relation to the relevant Actual Exercise Date set out in the table below, in each case subject to adjustment.												
Early Redemption Amount / Early Cancellation Amount:	The fair market value of the Warrants plus any exercise price paid less associated costs.												

Warrants - If Barrier Condition has been satisfied, the Cash Settlement Amount shall be equal to the applicable Autocallable Amount. Otherwise it is determined as provided below.

Such redemption or settlement amounts, subject to due exercise having occurred, will become payable on the relevant Settlement Date specified in Element C16 below.

Warrants – Unless previously exercised, purchased or cancelled, the Cash Settlement Amount per Warrant payable in GBP on the Settlement Date shall be determined by the Calculation Agent in accordance with the methodology as set out below.

- (a) If the Barrier Condition has been satisfied, the Cash Settlement Amount shall be equal to the applicable Autocallable Amount; or
- (b) if the Barrier Condition has not been satisfied, the Cash Settlement Amount shall be determined in accordance with the methodology below:
 - (1) if Asset Final Performance is greater than or equal to Barrier 1:
Calculation Amount * 172.00 per cent.
 - (2) if Asset Final Performance is less than Barrier 1 but greater than or equal to Barrier 2:
Calculation Amount * 100.00 per cent.
 - (3) If Asset Final Performance is less than Barrier 2:
Calculation Amount * (Participation * Asset Final Performance)

For these purposes:

"Asset" means in relation to the relevant Asset Class, a constituent of a basket of Asset as set out in Element C20 below.

"Asset Class" means equity indices.

"Asset Early" means the Asset Level on the relevant Scheduled Observation Date.

"Asset Early Performance" means the Early Performance of the Early Laggard.

"Asset Final" means the Asset Level on the Final Valuation Date.

"Asset Final Performance" means the Final Performance of the Final Laggard.

"Asset Initial" means the Asset Level on the Initial Valuation Date.

"Asset Level" means the Closing Level of the relevant Asset.

"Autocallable Amount" has the value set out in the table below in relation to the Scheduled Observation Date specified in such table in respect of which the Autocallable Amount has become payable or is triggered.

Potential Exercise Date / Scheduled Observation Date	Autocallable Settlement Date	Autocallable Amount per Calculation Amount
30 March 2015	7 April 2015	£1.1200
29 March 2016	4 April 2016	£1.2400

28 March 2017	4 April 2017	£1.3600
28 March 2018	4 April 2018	£1.4800
28 March 2019	4 April 2019	£1.6000
<p>"Barrier 1" means 100.00 per cent.</p> <p>"Barrier 2" means 60.00 per cent.</p> <p>"Barrier (Early)" means 100.00 per cent.</p> <p>"Barrier Condition" shall mean Barrier Condition Early.</p> <p>"Barrier Condition Early" shall mean Barrier Condition Early (European).</p> <p>"Barrier Condition Early (European)" shall be deemed satisfied if the Calculation Agent determines that on the relevant Scheduled Observation Date, Asset Early Performance is greater than or equal to Barrier (Early).</p> <p>"Basket Asset" means an Asset that is a constituent of a basket of Assets.</p> <p>"Closing Level" means the Closing Level of the relevant Asset.</p> <p>"Early Laggard" shall mean in relation to the Scheduled Observation Date, the Asset with the lowest calculated Early Performance, as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more Basket Assets have the same Early Performance as of the Scheduled Observation Date, the Calculation Agent shall select any such Basket Asset as the Early Laggard acting in good faith and in a commercially reasonable manner.</p> <p>"Early Performance" means, in respect of the relevant Asset, an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:</p> $\frac{\text{Asset Early}}{\text{Asset Initial}}$ <p>"Final Laggard" shall mean the Asset with the lowest calculated Final Performance, as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more Assets in the Basket have the same Final Performance as of the Final Valuation Date, the Calculation Agent shall select any such Asset as the Final Laggard acting in good faith and in a commercially reasonable manner.</p> <p>"Final Performance" means, in respect of the relevant Asset, an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:</p> $\frac{\text{Asset Final}}{\text{Asset Initial}}$ <p>"Final Valuation Date" means 30 March 2020.</p> <p>"Initial Valuation Date" means 28 March 2014.</p> <p>"Participation" means 100.00 per cent.</p> <p>"Scheduled Observation Date" means the dates specified as such in the table above.</p>		

The above provisions are subject to adjustment as provided in the conditions of the Securities to take into account events in relation to the Asset(s) or the Securities. This may lead to adjustments being made to the Securities or in some cases the Securities being terminated early at an early redemption or cancellation amount.

C.10 Derivative component on interest

Not Applicable.

C.11 Listing and Admission to trading

Application for Securities has been made for listing on the Official List of the Irish Stock Exchange and for admission to trading on the Regulated Market of the Irish Stock Exchange.

C.15 Description of how the value of the Securities is affected by the value of the underlying Asset

The following table sets out illustrative values of the amounts payable per Security on the Maturity Date or Settlement Date, as applicable:

The indicative returns below apply where Barrier Condition has not been satisfied.

Asset Final as a % of Asset Initial in respect of Final Laggard	Cash Settlement Amount per Calculation Amount
200%	£1.72
150%	£1.72
100%	£1.72
90%	£1.00
75%	£1.00
60%	£1.00
50%	£0.50
40%	£0.40
25%	£0.25
10%	£0.10
0%	£0.00

These Securities are derivative securities and their value may go down as well as up.

In a worst case scenario: In a worst case scenario, the Cash Settlement Amount per Calculation Amount would be zero, if Barrier Condition is not satisfied and the Asset Final of Final Laggard is zero.

C.16	<p>Expiration Date or Maturity Date of the Securities</p> <p>The exercise date is 30 March 2020 or, if earlier the date on which the Barrier Condition is satisfied, subject to adjustment. The Settlement Date will be (i) 6 April 2020 or (ii) if earlier, the Autocallable Settlement Date, in each case subject to adjustment.</p>
C.17	<p>Settlement procedures of the Securities</p> <p>The Securities will be settled on the applicable Settlement Date or Maturity Date at the relevant amount per Security, in the case of Warrants following due exercise.</p>
C.18	<p>Description of how the return on derivative securities takes place</p> <p>For variable redemption Warrants the return is illustrated in item C.15 above.</p> <p>These Securities are derivative securities and their value may go down as well as up.</p>
C.19	<p>The exercise price or the final reference price of the underlying</p> <p>The exercise price shall be determined on the relevant Scheduled Observation Date or the Final Valuation Date, as the case may be.</p>
C.20	<p>A description of the type of the underlying and where the information of the underlying can be found</p> <p>Each of the following are a constituent of a Basket Asset:</p> <ul style="list-style-type: none"> • Equity Index: FTSE 100 Index See Bloomberg Screen: UKX <Index>. • Equity Index: EURO STOXX 50[®] Index See Bloomberg Screen: SX5E <Index>.

SECTION D -- RISKS

Element	
D.2	<p>Key risks regarding the issuer and the guarantor</p> <p>In purchasing Securities, investors assume the risk that the Issuer and the Guarantor may become insolvent or otherwise be unable to make all payments due in respect of the Securities. There are a wide range of factors which individually or together could result in the Issuer and the Guarantor becoming unable to make all payments due in respect of the Securities. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer and the Guarantor may not be aware of all relevant factors and certain factors which they currently deem not to be material may become material as a result of the occurrence of events outside the Issuer's and the Guarantor's control. However, the Issuer and the Guarantor have identified in the Base Prospectus a number of factors which could materially adversely affect their businesses and ability to make payments due under the Securities and the Guarantee, and they consider that the risks identified in the Base Prospectus include all the principal risks of an investment in the Securities. These include:</p> <ul style="list-style-type: none"> • the Group's operating results, financial condition and prospects may be materially impacted by economic conditions in the UK as well as regulatory capital and liquidity requirements imposed on the Issuer and the Guarantor;

	<ul style="list-style-type: none"> • the Group's operating results, financial condition and prospects may be negatively affected by conditions in global financial markets; • the Group is currently operating in challenging market conditions, characterised by relatively short periods of volatility and extended periods of subdued market activity. Domestic or international market factors that reduce activity levels could significantly reduce the Group's revenues; • any reduction in the credit rating assigned to the Group, any member of the Group or to any Group debt securities would be likely to increase the Group's cost of funding, require additional collateral to be placed and adversely affect its interest margins and liquidity position; • 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 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; • customers and counterparties that owe the Group money, securities or other assets may default on their obligations to the Group due to bankruptcy, lack of liquidity, operational failure or other reasons; and • the Group's future success depends to a significant degree upon the continued contributions of its key personnel, its ability to recruit, train, retain and motivate personnel, and to ensure that employment contract terms are appropriate.
D.3	Key risks regarding the Securities
	<ul style="list-style-type: none"> • There are also risks associated with specified types of Securities and with the Securities and the markets generally, including that, unlike a bank deposit, the 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 Securities upon the failure of the Issuer and/or the Guarantor. If the Issuer and/or the Guarantor go out of business or become insolvent, holders of the Securities may lose all or part of their investment in the Securities; • investors in Securities may lose up to the entire value of their investment in the Securities as a result of the occurrence of any of (a) the insolvency of either the Issuer and/or the Guarantor, (b) investors seeking to sell the Securities prior to their scheduled termination, (c) the relevant Securities being subject to certain adjustments in accordance with the terms and conditions of the Securities, and (d) amounts payable being subject to deductions for taxes and/or expenses; • the Securities represent direct, unconditional, unsecured and unsubordinated obligations of both the Issuer and the Guarantor and rank equally without any preference among themselves with all other present and future direct, unconditional, unsecured and unsubordinated obligations of the Issuer and Guarantor; • the market value and the amount payable on termination of the Securities may be adversely affected by a number of factors, and the price at which a holder of Securities may be able to sell Securities prior to termination may be at a substantial discount to the market value of such Securities on the Issue Date. A holder of such Securities may suffer a loss of some or up to all of the entire amount invested on termination; • the Securities will have no established trading market when issued, and one may never develop, or the Securities may be illiquid. In such case, investors may not be able to sell their Securities easily or at favourable prices; • the Securities will be settled by the Issuer through one or more clearing systems and agents. In addition investors may hold Securities through one or more intermediaries. As a result it may be necessary to enforce rights under the Securities through such indirect holding structure and delays and settlement risk may exist as a result.

	<p>Additionally, the risks relating to investment in the Securities depend on their features and may include, inter alia, risks relating to (but not limited to) operational/business risk, credit risk, liquidity risk, interest rate risk, regulatory risk, reputational risk, competition risk, unsecured obligations, market risk, hedging and potential conflicts of interest, tax liabilities, expenses and taxation, third party risk, structural risks relating to particular Securities, including with respect to certain underlyings, no claim against the reference item(s) to which the Securities relate, exchange rate risks, settlement disruption, illegality and cancellation, time lag after redemption or exercise, settlement risk, possible illiquidity of Securities, equity risk, currency risk, underlying volatility risk, fund risk, failure to deliver due to illiquidity, inflation risk, modification, meetings, market disruption, optional redemption (in the case of N&C Securities), a requirement to hold a minimum amount of Securities, factors affecting the value and trading price of Warrants, minimum exercise amount (in the case of Warrants), limitations on exercise (in the case of Warrants), transfer restrictions and exchange listing and legal regulation risk.</p>
D.6	<p>Risk Warning See D3 above. In addition:</p> <ul style="list-style-type: none"> investors in Securities may lose up to the entire value of their investment in the Securities as a result of the terms of the relevant Securities where invested amounts are subject to the performance of variable benchmarks such as equities, indices, fixed income benchmarks and exchange traded funds;
	<ul style="list-style-type: none"> the Issue Price of the Securities may be more than the market value of such Securities as at the Issue Date, and the price of the Securities in secondary market transactions;
	<ul style="list-style-type: none"> if the relevant Securities include leverage, potential holders of such Securities should note that these Securities will involve a higher level of risk, and that whenever there are losses such losses may be higher than those of a similar security which is not leveraged. Investors should therefore only invest in leveraged Securities if they fully understand the effects of leverage; and warrants may expire worthless. In addition, where "Automatic Exercise" is not specified in the applicable Final Terms, if Warrants are not exercised by the investor on the applicable exercise date, an investor's investment in the Warrants will expire worthless.

SECTION E – OFFER

Element	
E.2b	<p>Use of proceeds</p> <p>The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Final Terms.</p> <p>The net proceeds from the issue of Securities will be applied by the Issuer for its general corporate purposes.</p>
E.3	<p>Terms and conditions of the offer:</p> <p>If so specified in the applicable Final Terms, the Securities may be offered to the public in a Non-exempt Offer in one or more specified Public Offer Jurisdictions.</p> <p>The terms and conditions of each offer of Securities will be determined by agreement between the Issuer and the relevant Dealers at the time of issue and specified in the applicable Final Terms. Offers of the Securities are conditional on their issue. An Investor intending to acquire or acquiring any Securities in a Non-exempt Offer from an Authorised Offeror will do so, and offers and sales of such Securities to an Investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements.</p>

This issue of Securities is being offered in a Non-exempt Offer in the United Kingdom.

An offer of the N&C Securities may be made by any Dealer and Walker Crips Stockbrokers Ltd (of Finsbury Tower, 103-105 Bunhill Row, London EC1Y 8LZ) (together, being persons to whom the Issuer has given consent, the "**Authorised Offeror**") other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom (the "**Public Offer Jurisdiction**") during the Offer Period.

The Authorised Offeror will manage a plan (the "**Plan**"), which, will be offered to the public in the Public Offer Jurisdiction in accordance with the arrangements listed below. The Authorised Offeror has selected the N&C Securities as one of the primary qualifying 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 Issuer has offered and will sell the N&C Securities to the Dealer (and no one else) at the price of 100.00 per cent. However, the Dealer will, in relation to each N&C Security issued, offer and sell the N&C Securities to the Authorised Offeror at the price of not less than 98.00 per cent. of the Issue Price.

The Issuer reserves the right, in its absolute discretion, to cancel the offer and issue of the N&C Securities at any time prior to the Issue Date, 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 both on the website of the Irish Stock Exchange (www.ise.ie) and on the Issuer's website <http://www.aboutsantander.co.uk/investors/debt-investors/abbey-omnibus-programme/final-terms.aspx> on or prior to the Issue Date.

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.

A prospective investor in the Plan should contact the Authorised Offeror for details of the Offer Price. 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 not to issue the N&C Securities. 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.

The total number of Warrants (the "**Final Aggregate Number of Warrants**") to be issued and the final level of subscription will be determined based based on market demand for an investment in the Plan during the Offer Period and the Final Aggregate Nominal Amount will be made available both on the website of the Irish Stock Exchange (www.ise.ie) and on the Issuer's website <http://www.aboutsantander.co.uk/investors/debt-investors/abbey-omnibus-programme/final-terms.aspx> on or prior to the Issue Date.

	<p>A prospective investor in the Plan should contact the Authorised Offeror for details (i) of the application process in order to purchase an interest in the Plan during the Offer Period, (ii) of any minimum and/or maximum amount of the individual applications for an interest in the Plan, (iii) regarding the possibility to reduce their subscriptions during the Offer Period and the manner for refunding any excess amount paid, (iv) of the method and time limits for paying up and delivering an interest in the Plan, (v) of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised and (vi) of any expenses and taxes that would be specifically charged in relation to any subscription of an interest in the Plan.</p> <p>Prospective Securityholders will be notified by 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.</p>
<p>E.4</p>	<p>Description of any interest of natural and legal persons involved in the issue/offer that is material to the issue/offer including conflicting interests</p> <p>The relevant Dealers may be paid fees in relation to any issue of Securities under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.</p> <p>Other than as mentioned above, and save for any fees that may have been paid or may be payable to the Dealer to an intermediary, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer, including conflicting interests.</p>
<p>E.7</p>	<p>Expenses charged to the investor by the Issuer</p> <p>Not Applicable - No expenses will be charged to an investor by the Issuer.</p>