

**SUPPLEMENT DATED 17 AUGUST 2018
TO THE BASE PROSPECTUS DATED 5 DECEMBER 2017**



Santander UK plc

(incorporated in England and Wales with limited liability, registered number 2294747)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) is prepared as a supplement to, and must be read in conjunction with the Base Prospectus dated 5 December 2017 as supplemented on 12 February 2018, 9 March 2018, 30 April 2018, 21 June 2018 and 1 August 2018 relating to the Notes and Certificates Programme (the "**Base Prospectus**").

This Supplement together with the Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 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**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus prepared by Santander UK plc as issuer under the Notes and Certificates Programme (the "**Issuer**").

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**") as Irish competent authority under the Prospectus Directive. The Central Bank only approves this Supplement 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 plc, trading as Euronext Dublin or other regulated markets for the purposes of Directive 2014/65/EU (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

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

The Issuer has requested the Central Bank of Ireland, in accordance with Article 18 of the Prospectus Directive, provide to the United Kingdom Financial Conduct Authority, in its capacity as United Kingdom competent authority, a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Directive.

This Supplement has been prepared for the purpose of: (i) incorporating by reference into the Base Prospectus the unaudited condensed consolidated interim financial statements of the Issuer for the six months ended 30 June 2018 and the related glossary and (ii) updating the Summary of the Programme contained in the Base Prospectus (as described in Schedule 2 hereto). To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus prior to the date of this Supplement, the statement referred to in (a) above will prevail.

If any documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Base Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus to which this Supplement relates.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

There has been no significant change in the financial position of Santander UK plc and its subsidiaries since 30 June 2018 (being the date to which the most recent financial information was prepared).

In accordance with Article 16.2 of the Prospectus Directive, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to structurednotesafm@santander.co.uk. The final date for any such withdrawal is 21 August 2018.

SCHEDULE 1

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer has published its unaudited interim financial report for the six months ended 30 June 2018 (the “**2018 Half Yearly Report**”).

The unaudited condensed consolidated interim financial statements of the Issuer for the six months ended 30 June 2018, which appear on pages 41 to 65 (inclusive) the 2018 Half Yearly Report are hereby incorporated in and form part of the Base Prospectus and are available for viewing at <https://www.santander.co.uk/uk/about-santander-uk/investor-relations/santander-uk-plc>.

The glossary relating to the 2018 Half Yearly Financial Report is hereby incorporated in and forms part of this Base Prospectus and is available for viewing at <https://www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary>.

SCHEDULE 2

SUPPLEMENT TO THE SUMMARY

The Summary contained in the Base Prospectus is hereby amended by deletion of Element B.12 and its replacement with the following:

B.12	Selected historical key financial information		
	<p>The audited consolidated balance sheet as at 31 December 2017 and 31 December 2016 and audited consolidated income statement for each of the years ended 31 December 2017 and 31 December 2016 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.</p> <p>The unaudited condensed consolidated balance sheet and unaudited condensed consolidated income statement as of 30 June 2018 has been extracted without adjustment from the unaudited financial statements of the Issuer for the six months ended 30 June 2018.</p>		
	Consolidated balance sheet (extract from Santander UK plc's Annual Report for the year ended 31 December 2017)		
		31 December 2017	31 December 2016 ⁽¹⁾
		£m	£m
	Assets		
	Cash and balances at central banks	32,771	17,107
	Trading assets	30,555	30,035
	Derivative financial instruments	19,942	25,471
	Financial assets designated at fair value	2,096	2,140
	Loans and advances to banks	5,927	4,348
	Loans and advances to customers	199,490	199,738
	Financial investments	17,611	17,466
	Interests in other entities	73	61
	Intangible assets	1,742	1,685
	Property, plant and equipment	1,598	1,491
	Retirement benefit assets	449	398
	Other assets	2,511	2,571
	Total assets	314,765	302,511
	Liabilities		
	Deposits by banks	13,784	9,769
	Deposits by customers	183,648	177,172
	Trading liabilities	31,109	15,560
	Derivative financial instruments	17,613	23,103
	Financial liabilities designated at fair value	2,315	2,440
	Debt securities in issue	42,633	50,346
	Subordinated liabilities	3,793	4,303
	Other liabilities	2,730	3,221
	Provisions	558	700
	Current tax liabilities	3	54
	Deferred tax liabilities	88	128
	Retirement benefit obligations	286	262
	Total liabilities	298,560	287,058
	Equity		
	Share capital	3,119	3,119
	Share premium	5,620	5,620
	Other equity instruments	2,281	1,785
	Retained earnings	4,732	4,255
	Other reserves	301	524
	Total shareholders' equity	16,053	15,303
	Non-controlling interests	152	150
	Total equity	16,205	15,453
	Total liabilities and equity	314,765	302,511
	(1) Restated to reflect the change in accounting policy relating to business combinations between entities under common control.		

<i>Condensed consolidated balance sheet assets and liabilities of the Issuer (extract from the Issuer's financial statements for the six months ended 30 June 2018)</i>			
		30 June 2018 (unaudited) £m	31 December 2017 (audited) £m
Assets			
Cash and balances at central banks		21,342	32,771
Trading assets		19,158	30,555
Derivative financial instruments		3,838	19,942
Other financial assets at fair value through profit or loss		2,710	2,096
Loans and advances to banks ⁽¹⁾		2,410	3,463
Loans and advances to customers ⁽¹⁾		200,950	199,340
Reverse repurchase agreements – non trading ⁽¹⁾		13,611	2,614
Financial investments		20,986	17,611
Interests in other entities		80	73
Intangible assets		1,783	1,742
Property, plant and equipment		1,702	1,598
Current tax assets		46	-
Retirement benefit assets		868	449
Other assets		2,907	2,511
Assets held for sale		24,241	-
Total assets		316,632	314,765
Liabilities			
Deposits by banks ⁽¹⁾		15,655	12,708
Deposits by customers ⁽¹⁾		175,885	183,146
Repurchase agreements – non trading ⁽¹⁾		17,447	1,578
Trading liabilities		8,375	31,109
Derivative financial instruments		1,466	17,613
Financial liabilities designated at fair value		1,238	2,315
Debt securities in issue		46,004	42,633
Subordinated liabilities		3,758	3,793
Other liabilities		2,847	2,730
Provisions		504	558
Current tax liabilities		-	3
Deferred tax liabilities		160	88
Retirement benefit obligations		108	286
Liabilities held for sale		26,616	-
Total liabilities		300,063	298,560
Equity			
Share capital		3,119	3,119
Share premium		5,620	5,620
Other equity instruments		2,281	2,281
Retained earnings		5,194	4,732
Other reserves		190	301
Total shareholders' equity		16,404	16,053
Non-controlling interests		165	152
Total equity		16,569	16,205
Total liabilities and equity		316,632	314,765
(1) From 1 January 2018, non-trading repurchase agreements and non-trading reverse repurchase agreements are now presented as separate lines in the balance sheet, as described in Note 1.			
Consolidated income statement (extract from Santander UK plc Annual Report for the year ended 31 December 2017)			
		31 December 2017 £m	31 December 2016 £m
Interest and similar income		5,905	6,467
Interest expense and similar charges		(2,102)	(2,885)
Net interest income		3,803	3,582
Fee and commission income		1,222	1,188
Fee and commission expense		(415)	(418)
Net fee and commission income		807	770
Net trading and other income		302	443
Total operating income		4,912	4,795
Operating expenses before impairment losses, provisions and charges		(2,499)	(2,414)
Impairment losses on loans and advances		(203)	(67)
Provisions for other liabilities and charges		(393)	(397)
Total operating impairment losses, provisions and charges		(596)	(464)

	Profit before tax	1,817	1,917
	Tax on profit	(561)	(598)
	Profit after tax for the year	1,256	1,319
	Attributable to:		
	Equity holders of the parent	1,235	1,292
	Non-controlling interests	21	27
	Profit after tax	1,256	1,319
<i>Condensed consolidated income statement of the Issuer (extracted from the Issuer's financial statements for the six months ended 30 June 2018)</i>			
		Half year to 30 June 2018 (unaudited) £m	Half year to 30 June 2017 (unaudited) £m
	Interest and similar income	3,001	2,977
	Interest expense and similar charges	(1,190)	(1,055)
	Net interest income	1,811	1,922
	Fee and commission income	584	609
	Fee and commission expense	(204)	(200)
	Net fee and commission income	380	409
	Net trading and other income	121	182
	Total operating income	2,312	2,513
	Operating expenses before credit impairment losses, provisions and charges	(1,283)	(1,215)
	Credit impairment losses	(91)	(48)
	Provisions for other liabilities and charges	(33)	(186)
	Total credit impairment losses, provisions and charges	(124)	(234)
	Profit before tax	905	1,064
	Tax on profit	(256)	(323)
	Profit after tax for the period	649	741
	Attributable to:		
	Equity holders of the parent	637	730
	Non-controlling interests	12	11
	Profit after tax for the period	649	741
<i>Statements of no significant or material adverse change</i>			
There has been no significant change in the financial position of the Santander UK Group (including Santander UK plc) since 30 June 2018 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2017.			