

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take in connection with this document or the information contained in it, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or if you are taking advice in a territory outside the United Kingdom, from an appropriately authorised financial adviser.

Supplementary Prospectus

Santander UK plc



(Incorporated in England and Wales under the Companies Act 1985 with registered number 2294747)

£300,002,000

Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares

Important Notice

This document constitutes a supplementary prospectus prepared in accordance with the Prospectus Rules and approved by the FSA in accordance with section 85 of FSMA (the **Supplementary Prospectus**). This Supplementary Prospectus has been filed with the FSA and is being and will be made available to the public as required by rule 3.2 of the Prospectus Rules.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with the prospectus issued by the Company and dated 12 March 2010 (the **Prospectus**), being the Prospectus relating to the £300,002,000 series A fixed/floating non-cumulative callable New Santander UK Preference Shares to be issued pursuant to the Preference Scheme. You should read this document and the Prospectus in their entirety. See in particular Part III (*Risk Factors*) of the Prospectus for a discussion of certain risks and other factors that should be considered by prospective investors in Santander UK plc ("**Santander UK**").

Except as expressly stated herein, or unless the context otherwise requires, the definitions used in the Prospectus also apply in this Supplementary Prospectus.

Responsibility

Santander UK accepts responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge and belief of Santander UK (which has taken all reasonable care to ensure such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Alliance & Leicester plc (“**A&L**”) accepts responsibility for the information contained in this Supplementary Prospectus set out in the audited consolidated annual financial statements of A&L for the financial year ended 31 December 2009. To the best of the knowledge and belief of A&L (which has taken reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Availability of Supplementary Prospectus and Prospectus

Copies of this Supplementary Prospectus and the Prospectus are available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange plc (the **London Stock Exchange**) at www.londonstockexchange.com.

Events arising since publication of the Prospectus

On 27 April 2010 the Company and A&L, respectively, published their audited consolidated annual financial statements for the financial year ended 31 December 2009. Copies of:

- (A) the audited consolidated annual financial statements of Santander UK which appear on pages 99 to 188 of Santander UK’s annual report and accounts for the year ended 31 December 2009; and
- (B) the audited consolidated annual financial statements of A&L which appear on pages 46 to 107 of A&L’s annual report and accounts for the year ended 31 December 2009,

(together the **2009 Financials**),

have been filed with the UK Listing Authority and, by virtue of this Supplementary Prospectus, are incorporated in and form a part of the Prospectus.

Investors who have not previously reviewed the information contained in the 2009 Financials should do so in connection with their evaluation of the New Santander UK Preference Shares.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated by reference into the Prospectus, the statements in (a) shall prevail.

No significant change

Save as otherwise disclosed in this Supplementary Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the New Santander UK Preference Shares since the publication of the Prospectus.

By virtue of this Supplementary Prospectus, the 2009 Financials incorporated by reference and referred to in this Supplementary Prospectus form a part of the Prospectus.

29 April 2010