

SANTANDER UK GROUP HOLDINGS plc

and SANTANDER UK plc

(individually “the Company” and collectively “SANTANDER UK”)

ROLE OF THE SENIOR INDEPENDENT DIRECTOR

Purpose of the Role

The Senior Independent Director (“SID”) is an independent non-executive director. For the purposes of the Senior Managers Function accountabilities for a SID (SMF14) under the Senior Manage Regime, the role of the SID is to provide a sounding board for the chair and serve as an intermediary for the other directors and the shareholder. This aligns to the definition in the FRC UK Corporate Governance Code (2018).

Key Accountabilities

The key accountabilities of the SID are as follows:

In relation to the Chairman:

- Provide a sounding board for the Chair and provide support in the delivery of his or her objectives;
- Support the Chair in ensuring the Board are aware of the views of stakeholders;
- Lead the Board in the succession process for the Chair, including chairing the Board Nomination Committee and Board for that agenda item on tasks of Chair succession;
- Lead the assessment of the performance of the Chair, taking into account the views of the Executive and Non-Executive Directors, to monitor and evaluate the performance of the Chair on an ongoing basis and communicating results of the evaluation to the Chair. An evaluation is recommended twice a year.

In relation to the Board and Stakeholders:

- Support the Chair, as needed, in ensuring that Board discussions and decision-making are based on accurate and appropriately comprehensive information and proposals;
- Support the Chair and other Directors or shareholder, in exceptional circumstances, to resolve any significant issues;
- Serve as a trusted intermediary for the other directors and shareholder;
- Uphold high standards of integrity and probity and support the Chair and Non-Executive directors in instilling the appropriate culture, values and behaviours in the boardroom and the Company;
- Be available to the shareholder if it has concerns which discussions with the Chair, CEO or other Executive or Non-Executive directors has failed to resolve or for which such contact is inappropriate; and
- Attend meetings with the regulators, as necessary to obtain a balanced understanding of their issues and concerns.

Time commitment

The SID will be expected to commit time as required to the role, which will include committing significantly more time to the role in exceptional circumstances.