

**SANTANDER UK PLC**  
**(“the Company” or “the RFB”<sup>1</sup>)**

**Role of the RFB Senior Ring-fencing Director (“SRD”)**

The SRD is one of the Double Independent Non-Executive Directors<sup>2</sup>. The key accountabilities of the SRD (in addition to any other duties or responsibilities as a statutory director) are as follows:

Maintain the integrity of the RFB by:

- chairing the RFB Board, if requested to do so by the Double Independent Board members, in the event that they decide, by a majority, that this is necessary to consider a conflict matter (defined below);
- chairing twice yearly, RFB-only Board meetings to ensure that arrangements to identify and manage conflicts of interest between the RFB Group and other members of the Santander UK Group are operating effectively;
- providing support and advice to the RFB Chair.

In addition to the specific accountabilities set out above, the SRD can assume the role of the Senior Independent Director of the RFB, if there is deemed to be a conflict of interest in the execution of the role of the Senior Independent Director to both the RFB and Santander UK Group Holdings plc, for the purposes related to that conflict.

The SRD is a member of the RFB Board Nomination Committee.

**Conflict matter**

A conflict matter means any matter for decision where the interests of the RFB conflict or may conflict with any other member of the RFB’s group (other than an RFB affiliate) in a way that could adversely affect:

- (1) the financial or non-financial resources of the RFB in a material way;
- (2) the sustainability of the RFB’s business model;
- (3) the continuous provision in the United Kingdom of core services as defined in section 142C of Financial Services and Markets Act 2000 (FSMA); or
- (4) the ability of the RFB to meet any ring-fencing provision as defined in section 142A(5) of FSMA.

---

<sup>1</sup> A ring-fenced body as defined in Financial Services and Markets Act 2000.

<sup>2</sup> Double Independent Non-Executive Directors are those RFB INEDs that are a senior management function holder for the RFB and not also an employee or director of any other member of the RFB group other than an RFB affiliate.