

**SUPPLEMENT DATED 1 MAY 2026  
TO THE BASE PROSPECTUS DATED 13 MARCH 2026**



**Santander UK plc**

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

This supplement (the "**Supplement**") is prepared as a supplement to and must be read in conjunction with the Base Prospectus dated 13 March 2026 relating to the Structured Note and Certificate Programme of Santander UK plc (the "**Issuer**") (the "**Base Prospectus**").

This Supplement has been approved by the Financial Conduct Authority (the "**FCA**") in accordance with the rules in the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook (the "**PRM**") made pursuant to its rule-making powers under the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the rules in the PRM, and such approval should not be considered as an endorsement of the Issuer or the N&C Securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the N&C Securities.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, 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.

This Supplement has been prepared for the purposes of adding a section regarding recent developments in relation to the Issuer ("**Recent Developments**") as described in further detail below and for incorporating by reference into the Prospectus the unaudited consolidated financial information of Santander UK Group Holdings plc, the immediate parent company of the Issuer for the three months ended 31 March 2026 (the "**Quarterly Management Statement**").

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 PRM 5.1 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.

In accordance with PRM 10.1.14, 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](mailto:structurednotesafm@santander.co.uk). The final date for any such withdrawal is 6 May 2026.

## RECENT DEVELOPMENTS

The following wording shall, by virtue of this Supplement, be added on page 61 of the Prospectus after the section entitled Credit Ratings and before the section entitled Regulation of the Santander UK Group:

### **Cash Acquisition of TSB Banking Group plc ("TSB") by Santander UK plc**

On 30 April 2026, the Issuer acquired the entire issued share capital of TSB, following satisfaction of the conditions to completion (the "**Acquisition**").

Approval of the Acquisition was received from the Prudential Regulation Authority on 19 March 2026 and the European Central Bank on 14 April 2026. The Acquisition was approved by the shareholders of Banco de Sabadell, S.A. ("**Sabadell**") on 6 August 2025.

The key terms of the Acquisition were announced by Banco Santander, S.A. on 1 July 2025.

The consideration paid by the Issuer to Sabadell at completion for the entire issued share capital of TSB was £2.65 billion, plus Sabadell's estimate of the difference in TSB's tangible net asset value between 1 April 2025 and 30 April 2026 ("**TNAV Variation**") amounting to approximately £213 million. The consideration paid at completion will be adjusted upwards or downwards once the final TNAV Variation has been determined after completion. Any adjustment will be paid as soon as possible after the final determination has been made. The transaction has been financed from the Issuer's existing cash resources and from funding provided by its ultimate parent, Banco Santander, S.A.

It is intended to integrate the business of TSB Bank plc into the Issuer through a banking business transfer scheme under Part VII of the Financial Services and Markets Act 2000 in the first half of 2027. This integration is conditional on court sanction and regulatory non-objection.

The deal makes the Issuer the third largest bank in the UK by personal current account balances and number four in mortgages.

The transaction is expected to contribute to a targeted increase in the Issuer's return on tangible equity to 16% by 2028, with cost synergies of at least £400 million. After completion, the CET1 capital ratio of the Issuer will be 14% (above minimum requirement and operational targets).

## QUARTERLY MANAGEMENT STATEMENT

On 29 April 2026, Santander UK Group Holdings plc published its Quarterly Management Statement.

Such Quarterly Management Statement is hereby incorporated in, and forms part of, the Prospectus.

A copy of the Quarterly Management Statement has been submitted to the National Storage Mechanism (available for viewing at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.)

The Quarterly Management Statement is available for viewing at: <https://www.santander.co.uk/about-santander/investor-relations/santander-uk-group-holdings-plc>