

**SUPPLEMENT DATED 1 MAY 2026
TO THE PROSPECTUS RELATING TO THE €30,000,000,000 EURO MEDIUM TERM NOTE
PROGRAMME OF:**



SANTANDER UK PLC
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY, REGISTERED NUMBER 2294747)
(AS ISSUER OF SENIOR NOTES)

and

SANTANDER UK GROUP HOLDINGS PLC
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY, REGISTERED NUMBER 08700698)
(AS ISSUER OF SENIOR NOTES AND DATED SUBORDINATED NOTES)

**€30,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME**

This supplement (the "**Supplement**", which definition shall include all information incorporated by reference herein) is supplemental to, forms part of and must be read in conjunction with, the prospectus dated 1 April 2026 relating to the €30,000,000,000 Euro Medium Term Note Programme of Santander UK Group Holdings plc, as issuer of senior and subordinated notes, and Santander UK plc, as issuer of senior notes (each an "**Issuer**" and together the "**Issuers**") (the "**EMTN Programme**"), (the "**Prospectus**") and comprises a supplementary prospectus for the purposes of PRM 10.1 of the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook (the "**PRM**").

Unless otherwise defined herein, capitalised terms used in this Supplement have the meanings given to them in the Prospectus.

This Supplement has been approved by the Financial Conduct Authority (the "**FCA**"), in accordance with the rules in 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 Issuers that are the subject of this Supplement.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of each 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.

This Supplement has been prepared for the purposes of adding a section regarding recent developments in relation to the Issuers ("**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 for the three months ended 31 March 2026 (the "**Quarterly Management Statement**").

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 Prospectus, to which this Supplement relates.

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To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the 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 information in the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is not relevant for investors or is contained elsewhere in the Prospectus to which this Supplement relates.

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

RECENT DEVELOPMENTS

The following wording shall, by virtue of this Supplement, be added on page 195 of the Prospectus after the section entitled Credit Ratings:

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

On 30 April 2026, Santander UK plc 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 Santander UK plc 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 Santander UK plc'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 Santander UK plc 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 Santander UK plc 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 Santander UK plc's return on tangible equity to 16% by 2028, with cost synergies of at least £400 million. After completion, the CET1 capital ratio of Santander UK plc 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>

GENERAL

This Supplement will be published on the website of the London Stock Exchange at the following link: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.