SUPPLEMENT DATED 10 MAY 2019
TO THE BASE PROSPECTUS DATED 4 DECEMBER 2018

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

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) is prepared as a supplement to, and must be read in conjunction with the Base Prospectus dated 4 December 2018 as supplemented on 7 February 2019 and 14 March 2019 relating to the Notes and Certificates Programme (the "**Base Prospectus**").

This Supplement together with the Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**")). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus prepared by Santander UK plc as issuer under the Notes and Certificates Programme (the "**Issuer**").

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**") as Irish competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc, trading as Euronext Dublin, or other regulated markets for the purposes of Directive 2014/65/EU (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

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

The Issuer has requested the Central Bank of Ireland, in accordance with Article 18 of the Prospectus Directive, provide to the United Kingdom Financial Conduct Authority, in its capacity as United Kingdom competent authority, a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Directive.

This Supplement has been prepared for the purpose of: (i) incorporating by reference into the Base Prospectus the unaudited consolidated financial information of the Issuer for the three months ended 31 March 2019 (as described in Schedule 1 hereto) and (ii) updating the Summary of the Programme contained in the Base Prospectus (as described in Schedule 2 hereto).

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 the Prospectus Directive 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.

There has been no significant change in the financial position of Santander UK plc and its subsidiaries since 31 March 2019 (being the date to which the most recent financial information was prepared).

In accordance with Article 16.2 of the Prospectus Directive, 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. The final date for any such withdrawal is 14 May 2019.

SCHEDULE 1

DOCUMENTS INCORPORATED BY REFERENCE

Santander UK Group Holdings plc, the immediate parent company of the Issuer, has published its unaudited quarterly management statement for the three months ended 31 March 2019 (the "**Quarterly Management Statement**").

The content of Appendix 2 appearing on page 8 of such Quarterly Management Statement, which contains the unaudited consolidated financial information of the Issuer for the three months ended 31 March 2019 is hereby incorporated in, and forms part of the Base Prospectus.

The relevant section of the Quarterly Management Statement listed above is available for viewing at: https://www.santander.co.uk/csdlvlr/BlobServer?blobtable=MungoBlobs&blobkey=id&blobcol=urldata&blobheader=application%2Fpdf&blobheadervalue1=inline%3Bfilename%3DSantander+UK+QMS+Q119.pdf&blobwhere=1314026383178&blobheadername1=Content-Disposition

SCHEDULE 2

SUPPLEMENT TO THE SUMMARY

The Summary contained in the Base Prospectus is hereby amended by deletion of Element B.12 and its replacement with the following:

B.12 Selected historical key financial information

The audited consolidated balance sheet as at 31 December 2018 and 31 December 2017 and audited consolidated income statement for each of the years ended 31 December 2018 and 31 December 2017 have been extracted without any adjustment from, and should be read in conjunction with the Issuer's consolidated financial statements in respect of those dates and periods.

Consolidated balance sheet (extracted from the Issuer's Annual Report for the year ended 31 December 2018):

	31 December 2018 £m	31 December 2017 £m
Assets		
Cash and balances at central banks	**19,747**	32,771
Trading assets	**-**	30,555
Derivative financial instruments	**5,259**	19,942
Other financial assets at fair value through profit or loss	**5,617**	2,096
Loans and advances to customers(1)	**201,289**	199,340
Loans and advances to banks(1)	**2,799**	3,463
Reverse repurchase agreements- non trading(1)	**21,127**	2,614
Other financial assets at amortised cost(2)	**7,229**	-
Financial assets at fair value through other comprehensive income(2)	**13,302**	-
Financial investments(2)	**-**	17,611
Interests in other entities	**88**	73
Intangible assets	**1,808**	1,742
Property, plant and equipment	**1,832**	1,598
Current tax assets	**153**	-
Retirement benefit assets	**842**	449
Other assets	**2,280**	2,511
Total assets	**283,372**	314,765
Liabilities		
Trading liabilities	**-**	31,109
Derivative financial instruments	**1,369**	17,613
Other financial liabilities at fair value through profit or loss	**6,286**	2,315
Deposits by customers	**178,090**	183,648
Deposits by banks(1)	**17,221**	12,708
Repurchase agreements- non trading(1)	**10,910**	1,076
Debt securities in issue	**46,692**	42,633
Subordinated liabilities	**3,601**	3,793
Other liabilities	**2,448**	2,730
Provisions	**509**	558
Current tax liabilities	**-**	3
Deferred tax liabilities	**223**	88
Retirement benefit obligations	**114**	286
Total liabilities	**267,463**	298,560
Equity		
Share capital	**3,119**	3,119
Share premium	**5,620**	5,620
Other equity instruments	**1,991**	2,281
Retained earnings	**4,744**	4,732
Other reserves	**284**	301
Total shareholders' equity	**15,758**	16,053
Non-controlling interests	**151**	152
Total equity	**15,909**	16,205
Total liabilities and equity	**283,372**	314,765

(1) From 1 January 2018, the non-trading repurchase agreements and non-trading reverse repurchase agreements that are held at amortised cost are now presented as separate lines in the balance sheet. Comparatives are represented accordingly.
(2) On adoption of IFRS 9, the 'financial investments' balance sheet line item was split between 'other financial assets at amortised cost' and 'financial assets at FVOCI'. This approach aligns the balance sheet line items to the IFRS 9 accounting classifications and provides a clearer understanding of our financial position.

Summary balance sheet (extracted from the Quarterly Management Statement of Santander UK Group Holdings plc for the three months ended 31 March 2019)

	Three months ended 31 March 2019 (unaudited) £bn	Three months ended 31 March 2018 (unaudited) £bn
Assets		
Customer loans	199.8	199.6
Other assets	80.2	83.8
Total assets	280.0	283.4
Liabilities		
Total customer deposits	166.6	167.3
Medium Term Funding	46.6	48.9
Other liabilities	51.0	51.2
Total Liabilities	264.2	267.4
Shareholders' equity	15.6	15.8
Non-controlling interest	0.2	0.2
Total liabilities and equity	280.0	283.4

Consolidated income statement (extracted from the Issuer's Annual Report for the year ended 31 December 2018):

	31 December 2018 £m	31 December 2017 £m
Interest and similar income	**6,066**	5,905
Interest expense and similar charges	**(2,463)**	(2,102)
Net interest income	**3,603**	3,803
Fee and commission income	**1,170**	1,222
Fee and commission expense	**(421)**	(415)
Net fee and commission income	**749**	807
Net trading and other income	**182**	302
Total operating income	**4,534**	4,912
Operating expenses before credit impairment losses, provisions and charges	**(2,579)**	(2,499)
Credit impairment losses	**(153)**	(203)
Provisions for other liabilities and charges	**(257)**	(393)
Total operating impairment losses, provisions and charges	**(410)**	(596)
Profit before tax	**1,545**	1,817
Tax on profit	**(441)**	(561)
Profit after tax	**1,104**	1,256
Attributable to:		
Equity holders of the parent	**1,082**	1,235
Non-controlling interests	**22**	21

Summarised consolidated income statement (extracted from the Quarterly Management Statement of Santander UK Group Holdings plc for the three months ended 31 March 2019)

	Three months ended 31 March 2019 (unaudited) £m	Three months ended 31 March 2018 (unaudited) £m
Net interest income	845	906
Non-interest income	211	245
Total operating income	1,056	1,151
Total operating expenses before credit impairment losses, provisions and charges	(631)	(648)
Credit impairment losses	(53)	(60)
Provisions for other liabilities and charges	(91)	(28)
Total operating impairment losses, provisions and charges	(144)	(88)
Profit/(loss) before tax	281	415
Tax on profit	(76)	(109)
Profit after tax for the period	205	306

	Statements of no significant or material adverse change
	There has been no significant change in the financial position of the Santander UK Group (including Santander UK plc) since 31 March 2019 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2018.