

**SUPPLEMENT DATED 6 MARCH 2020  
TO THE BASE PROSPECTUS DATED 22 MARCH 2019**



**Santander UK plc**

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

This supplement ("this **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 22 March 2019, as supplemented by the supplements dated 10 May 2019, 29 July 2019, 16 August 2019, 5 November 2019 and 4 February 2020 relating to the Structured Note and Certificate 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 (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 Structured Note and Certificate 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, as amended (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.

This Supplement has been prepared for the purpose of: (i) incorporating by reference into the Base Prospectus certain sections of the Issuer's annual report for the year ended 31 December 2019 and the related glossary (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 December 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](mailto:structurednotesafm@santander.co.uk). The final date for any such withdrawal is 10 March 2020.

## SCHEDULE 1

### DOCUMENTS INCORPORATED BY REFERENCE

The Issuer has published its annual report for the year ended 31 December 2019 (the “**2019 Annual Report**”), which contains the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2019 and auditors’ report thereon which appear on pages 152 - 233 (inclusive) of the 2019 Annual Report and which are hereby incorporated in and form part of the Base Prospectus.

The relevant sections of the 2019 Annual Report listed above are available for viewing at: [https://www.santander.co.uk/assets/s3fs-public/documents/santander\\_uk\\_plc\\_2019\\_annual\\_report.pdf](https://www.santander.co.uk/assets/s3fs-public/documents/santander_uk_plc_2019_annual_report.pdf)

The glossary relating to the 2019 Annual Report is hereby incorporated in and forms part of the Base Prospectus and is available for viewing at: [https://www.santander.co.uk/assets/s3fs-public/documents/santander\\_uk\\_2019\\_glossary\\_v2.pdf](https://www.santander.co.uk/assets/s3fs-public/documents/santander_uk_2019_glossary_v2.pdf)

## 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>B.12</b>	<b>Selected historical key financial information</b>		
	The audited consolidated balance sheet as at 31 December 2019 and 31 December 2018 for each of the years ended 31 December 2019 and 31 December 2018 have been extracted without any adjustment from, and should be read in conjunction with, the Issuer's audited consolidated financial statements in respect of those dates and periods:		
	<i>Consolidated Balance Sheet (extracted from the Issuer's audited consolidated financial statements for the year ended 31 December 2019)</i>		
		2019 £m	2018 £m
	<b>Assets</b>		
	Cash and balances at central banks	21,180	19,747
	Financial assets at fair value through profit or loss:		
	- Derivative financial instruments	3,316	5,259
	- Other financial assets at fair value through profit or loss	386	5,617
	Financial assets at amortised cost:		
	- Loans and advances to customers	207,287	201,289
	- Loans and advances to banks	1,855	2,799
	- Reverse repurchase agreements - non-trading	23,636	21,127
	- Other financial assets at amortised cost	7,056	7,229
	Financial assets at fair value through other comprehensive income	9,747	13,302
	Interests in other entities	117	88
	Intangible assets	1,766	1,808
	Property, plant and equipment	1,967	1,832
	Current tax assets	200	153
	Retirement benefit assets	669	842
	Other assets	2,520	2,280
	<b>Total assets</b>	<b>281,702</b>	<b>283,372</b>
	<b>Liabilities</b>		
	Financial liabilities at fair value through profit or loss:		
	- Derivative financial instruments	1,448	1,369
	- Other financial liabilities at fair value through profit or loss	1,713	6,286
	Financial assets at amortised cost:		
	- Deposits by customers	181,883	178,090
	- Deposits by banks	14,353	17,221
	- Repurchase agreements – non-trading	18,286	10,910
	- Debt securities in issue	41,129	46,692
	- Subordinated liabilities	3,528	3,601
	Other liabilities	2,344	2,448

Provisions	572	509
Deferred tax liabilities	149	223
Retirement benefit obligations	280	114
<b>Total liabilities</b>	<b>265,685</b>	<b>267,463</b>
<b>Equity</b>		
Share capital	3,105	3,119
Share premium	5,620	5,620
Other equity instruments	2,191	1,991
Retained earnings	4,546	4,744
Other reserves	395	284
<b>Total shareholders' equity</b>	<b>15,857</b>	<b>15,758</b>
Non-controlling interests	160	151
<b>Total equity</b>	<b>16,017</b>	<b>15,909</b>
<b>Total liabilities and equity</b>	<b>281,702</b>	<b>283,372</b>

*Consolidated Income Statement (extracted from the Issuer's audited consolidated financial statements for the year ended 31 December 2019)*

	2019 £m	2018 <sup>(1)</sup> £m
Interest and similar income	5,917	6,066
Interest expense and similar charges	(2,625)	(2,463)
<b>Net interest income</b>	<b>3,292</b>	<b>3,463</b>
Fee and commission income	1,112	1,170
Fee and commission expense	(426)	(421)
<b>Net fee and commission income</b>	<b>686</b>	<b>749</b>
Net trading and other income	195	182
<b>Total operating income</b>	<b>4,173</b>	<b>4,534</b>
Operating expenses before impairment losses, provisions and charges	(2,499)	(2,579)
Credit impairment losses	(221)	(153)
Provisions for other liabilities and charges	(441)	(257)
<b>Total operating credit impairment losses, provisions and charges</b>	<b>(662)</b>	<b>(410)</b>
<b>Profit before tax</b>	<b>1,012</b>	<b>1,545</b>
Tax on profit	(279)	(399)
<b>Profit after tax</b>	<b>733</b>	<b>1,146</b>
<b>Attributable to:</b>		
Equity holders of the parent	714	1,124
Non-controlling interests	19	22
<b>Profit after tax</b>	<b>733</b>	<b>1,146</b>

(1) Adjusted to reflect the amendment to IAS 12, as described in Note 1 of the Consolidated Financial Statements.

**Statements of no significant or material adverse change**

There has been no significant change in the financial position of the Issuer since 31 December 2019 and there has been no material adverse change in the prospects of the Issuer since 31 December 2019.