

**SUPPLEMENT DATED 16 AUGUST 2019
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 and 29 July 2019 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 (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 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 (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 the unaudited condensed consolidated financial information of the Issuer for the six months ended 30 June 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 30 June 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 20 August 2019.

SCHEDULE 1

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer has published its unaudited interim financial report for the six months ended 30 June 2019 (the “**2019 Half Yearly Report**”).

The unaudited condensed consolidated interim financial statements of the Issuer for the six months ended 30 June 2019, which appear on pages 33 to 54 (inclusive) of the 2019 Half Yearly Report are hereby incorporated in and form part of the Base Prospectus and are available for viewing at <https://www.santander.co.uk/uk/about-santander-uk/investor-relations/santander-uk-plc>.

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 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:	
	<i>Consolidated Balance Sheet (extracted from the Issuer's annual financial report for the year ended 31 December 2018)</i>	
	31 December 2018 £m	31 December 2017 £m
	Assets	
	Cash and balances at central banks	19,747
	Trading assets	-
	Derivative financial instruments	5,259
	Financial assets designated at fair value	5,617
	Loans and advances to banks ⁽¹⁾	2,799
	Loans and advances to customers ⁽¹⁾	201,289
	Reverse repurchase agreements - non-trading ⁽¹⁾	21,127
	Other financial assets at amortised cost ⁽²⁾	7,229
	Financial assets at fair value through other comprehensive income ⁽²⁾	13,302
	Financial investments ⁽²⁾	-
	Interests in other entities	88
	Intangible assets	1,808
	Property, plant and equipment	1,832
	Current tax assets	153
	Retirement benefit assets	842
	Other assets	2,280
	Total assets	283,372
	Liabilities	
	Deposits by banks ⁽¹⁾	17,221
	Deposits by customers	178,090
	Repurchase agreements – non-trading ⁽²⁾	10,910
	Trading liabilities	-
	Derivative financial instruments	1,369
	Financial liabilities designated at fair value	6,286
	Debt securities in issue	46,692
	Subordinated liabilities	3,601
	Other liabilities	2,448
	Provisions	509
	Current tax liabilities	-
	Deferred tax liabilities	223
	Retirement benefit obligations	114
	Total liabilities	267,463
	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.

Condensed Consolidated Balance Sheet Assets and Liabilities of the Issuer (extract from Issuer's financial statements for the six months ended 30 June 2019)

	30 June 2019 (unaudited) £m	31 December 2018 (unaudited) £m
Assets		
Cash and balances at central banks	21,936	19,747
Financial assets at fair value through profit or loss:		
– Derivative financial instruments	5,445	5,259
– Other financial assets at fair value through profit or loss	745	5,617
Financial assets at amortised cost:		
– Loans and advances to customers	202,516	201,289
– Loans and advances to banks	2,065	2,799
– Reverse repurchase agreements – non trading	22,409	21,127
– Other financial assets at amortised cost	7,137	7,229
Financial assets at fair value through other comprehensive income	13,438	13,302
Interests in other entities	96	88
Intangible assets	1,793	1,808
Property, plant and equipment	2,069	1,832
Current tax assets	180	153
Retirement benefit assets	779	842
Other assets	3,919	2,280
Total assets	284,527	283,372
Liabilities		
Financial liabilities at fair value through profit or loss:		
– Derivative financial instruments	1,775	1,369
– Other financial liabilities at fair value through profit or loss	1,633	6,286
Financial liabilities at amortised cost:		
– Deposits by customers	180,617	178,090
– Deposits by banks	16,489	17,221
– Repurchase agreements – non trading	14,771	10,910
– Debt securities in issue	44,574	46,692
– Subordinated liabilities	3,645	3,601
Other liabilities	3,904	2,448
Provisions	547	509
Deferred tax liabilities	256	223
Retirement benefit obligations	252	114

Total liabilities	268,463	267,463
Equity		
Share capital	3,105	3,119
Share premium	5,620	5,620
Other equity instruments	1,991	1,991
Retained earnings	4,658	4,744
Other reserves	531	284
Total shareholders' equity	15,905	15,758
Non-controlling interests	159	151
Total equity	16,064	15,909
Total liabilities and equity	284,527	283,372
<i>Consolidated Income Statement (extracted from the Issuer's annual report for the year ended 31 December 2018)</i>		
	31 December 2018	31 December 2017
	£m	£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 impairment losses, provisions and charges	(2,579)	(2,499)
Impairment losses on loans and advances	(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 for the year	1,104	1,256
Attributable to:		
Equity holders of the parent	1,082	1,235
Non-controlling interests	22	21
Profit after tax	1,104	1,256
<i>Condensed Consolidated Income Statement (extracted from the Issuer's financial statements for the half year ended 30 June 2019)</i>		
	Half year to 30 June 2019 (unaudited) £m	Half year to 30 June 2018 ⁽¹⁾ (unaudited) £m
Interest and similar income	2,970	3,001
Interest expense and similar charges	(1,302)	(1,190)
Net interest income	1,668	1,811
Fee and commission income	539	584
Fee and commission expense	(204)	(204)
Net fee and commission income	335	380
Net trading and other income	118	121
Total operating income	2,121	2,312
Operating expenses before impairment losses, provisions and charges	(1,257)	(1,283)

Credit impairment losses	(69)	(91)
Provisions for other liabilities and charges	(206)	(33)
Total operating impairment losses, provisions and charges	(275)	(124)
Profit before tax	589	905
Tax on profit	(170)	(233)
Profit after tax for the period	419	672
Attributable to:		
Equity holders of the parent	410	660
Non-controlling interests	9	12
Profit after tax for the period	419	672
¹ Adjusted to reflect the amendment to IAS 12.		

Statements of no significant or material adverse change

There has been no significant change in the financial position of the Issuer since 30 June 2019 and there has been no material adverse change in the prospects of the Issuer since 31 December 2018.