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. The final date for any such withdrawal is 10 March 2020.

SCHEDULE 1

DOCUMENTS INCORPORATED BY REFEFENCE

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

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

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 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: Consolidated Balance Sheet (extracted from the Issuer's audited consolidated financial statements for the year ended 31 December 2019)			
	Assets Cash and balances at central banks Financial assets at fair value through profit	21,180	19,747	
	or loss: - Derivative financial instruments - Other financial assets at fair value through	3,316	5,259	
	profit or loss Financial assets at amortised cost:	386	5,617	
	Loans and advances to customersLoans and advances to banksReverse repurchase agreements - non-	207,287 1,855	201,289 2,799	
	trading - Other financial assets at amortised cost	23,636 7,056	21,127 7,229	
	Financial assets at fair value through other comprehensive income Interests in other entities	9,747 117	13,302 88	
	Intangible assets Property, plant and equipment Current tax assets	1,766 1,967 200	1,808 1,832 153	
	Retirement benefit assets Other assets	669 2,520	842 2,280	
	Total assets Liabilities Financial liabilities at fair value through	281,702	283,372	
	profit or loss: - Derivative financial instruments - Other financial liabilities at fair value	1,448	1,369	
	through profit or loss Financial assets at amortised cost:	1,713	6,286	
	Deposits by customersDeposits by banksRepurchase agreements – non-trading	181,883 14,353 18,286	178,090 17,221 10,910	
	Debt securities in issueSubordinated liabilitiesOther liabilities	41,129 3,528 2,344	46,692 3,601 2,448	

Provisions	572	509		
Deferred tax liabilities	149	223		
Retirement benefit obligations	280	114		
Total liabilities	265,685	267,463		
Equity		,		
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		
Total shareholders' equity	15,857	15,758		
Non-controlling interests	160	151		
Total equity	16,017	15,909		
Total liabilities and equity	281,702	283,372		
Consolidated Income Statement (extracted from the statements for the year ended 31 December 2019)	Issuer's audited	consolidated financial		
	2010	2010(1)		
	2019	$2018^{(1)}$		
	£m	£m		
Interest and similar income	5,917	6,066		
Interest expense and similar charges	(2,625)	(2,463)		
Net interest income	3,292	3,463		
Fee and commission income	1,112	1,170		
Fee and commission expense	(426)	(421)		
Net fee and commission income	686	749		
Net trading and other income	195	182		
Total operating income	4,173	4,534		
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)		
Total operating credit impairment losses,		(440)		
provisions and charges	(662)	(410)		
Profit before tax	1,012	1,545		
Tax on profit	(279)	(399)		
Profit after tax	733	1,146		
Attributable to:	=1.4	4.404		
Equity holders of the parent	714	1,124		
Non-controlling interests	19	22		
Profit after tax	733	1,146		
(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 pos and there has been no material adverse change in the prosp				