Santander UK Group Holdings plc

Investor Update Q1 2015 Results

April 2015





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Source: Santander UK Group Holdings Q1 2015 results "Quarterly Management Statement for the three months ended 31 March 2015" or Santander UK Group Holdings Management ('MI'), unless otherwise stated. Santander has a standard listing of its ordinary shares on the London Stock Exchange and Santander UK plc continues to have its preference shares listed on the London Stock Exchange. Further information in relation to Santander UK can be found at: www.santander.co.uk/uk/about-santander-uk. Neither the content of Santander UK's website nor any website accessible by hyperlinks on Santander UK's website is incorporated in, or forms part of, this presentation.

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Increased profits and a strong commercial momentum

- Profit before tax of £470m, up 13% versus Q1'14
- 370,000 new 11213 World customers in Q1'15 4 million customer target reached
- Retail and commercial overall customer satisfaction now in line with highest performing peers
- Current account balances of £44.3bn; Gross mortgage lending of £5.0bn in Q1'15
- Net lending to UK companies up £1.1bn to £25.0bn
- Net interest income growth in all customer business segments; Banking NIM up 8bps to 1.87%
- Robust retail and corporate credit quality, with the NPL ratio falling 2bps to 1.78%
- CET1 capital ratio of 11.6%, leverage ratio of 3.7% and adjusted RoTE improved to 12.1%



Delivering on our strategic commitments

1 Loyal and	1I2I3 World customers	Current account balances	Guaranteed 7-day switch service ¹	Retail customer satisfaction (FRS) ²
satisfied retail	4.0 million	£44.3bn	1 in 4	In line with peer average
customers	Increasing customerUp an average £1bnGaining more switchersloyaltyper month since Dec'12than any other UK bank		Improvement of 7pp since Dec'12	
2 'Bank of	Lending to corporates ³	Corporate bank account openings	Corporate loan loss rate ³	Corporate customer satisfaction ⁴
Choice' for UK	£25.0bn	Up 18%	0.38%	In line with peer average
companies	Up 9%, despite a subdued market	Leveraging the roll out of new systems	Prudent risk appetite maintained	Improvement of 5pp since Dec' 13
3 Consistent	RoTE⁵	Banking NIM	CET1 capital ratio	NPL ratio
profitability and a strong	12.1%	1.87%	11.6%	1.78%
balance sheet	Driven by income growth	Up 2bps, driven by reduced cost of retail liabilities	Strong capital position maintained	Retail and corporate loans performing well

1. Source: Santander UK management information and Payments Council monthly data (on a banking group basis). Refer to Appendix 1 in the Q1'15 Quarterly Management Statement for a full definition | 2. Source: Financial Research Survey (FRS) run by GfK NOP. Refer to Appendix 1 in the Q1'15 Quarterly Management for a full definition | 3. Refer to Appendix 1 in the Q1'15 Quarterly Management Statement for a full definition of total lending to corporates | 4. Source: Charterhouse Business Banking Survey. Refer to Appendix 1 in the Q1'15 Quarterly Management Statement for a full definition | 5. Annualised and adjusted for the phasing FSCS / UK Bank Levy. Statutory RoTE was 13.7%.



Strong commercial momentum in Q1'15 results

	Retail E	Banking	Commercial Banking		Corporate & Institutional Banking					
Operating income Operating expenses Impairment/provisions PBT	Q1'15 £m 925 (447) (69) 409	vs Q1'14 % 5 3 - 8	£1 14 (8 (7	'15 m 42 39) 7) ŀ6	vs Q1'14 % 31 13 76 >100		Q1'15 £m 102 (66) 1 37	vs Q1'14 % 15 - - 19	•	Net interest income growth in all customer business segments Fee income growth in Commercial Banking and Corporate & Institutional Banking Robust retail and corporate credit quality
Customer assets Customer deposits	Mar'15 £bn 161.0 131.0	vs Q4'14 % 2 1	19	bn	vs Q4'14 % 4 5		Mar'15 £bn 5.6 1.9	vs Q4'14 % 8 (17)	•	in a benign credit environment RWA increases broadly in line with loan growth



Our strategic priorities





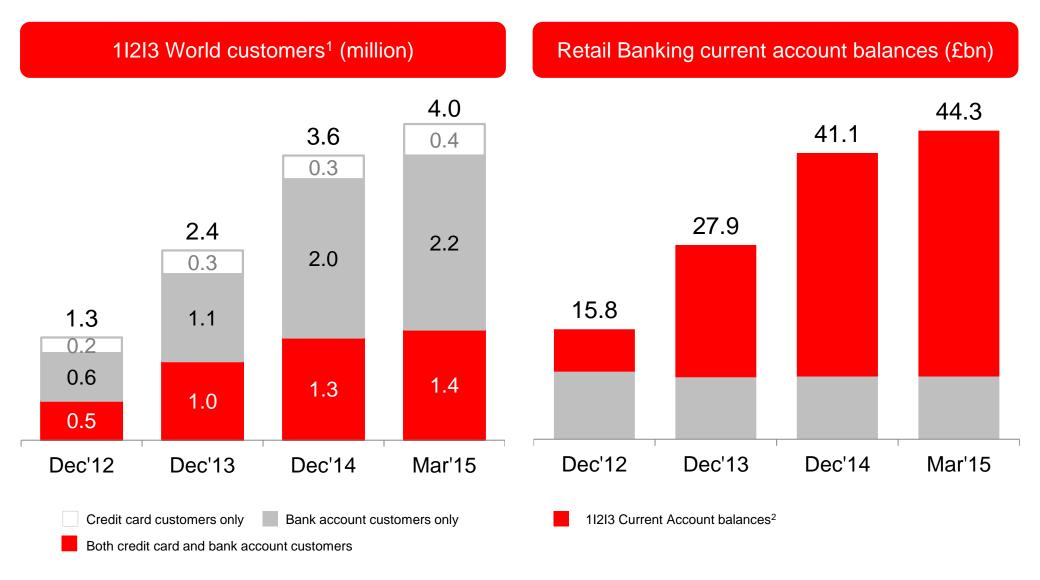
Loyal and satisfied retail customers **Ongoing improvement in retail customer satisfaction**



Santander UK — Average of 3 highest performing peers

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Loyal and satisfied retail customers 370,000 new 11213 World customers in Q1'15





Loyal and satisfied retail customers

11213 World is transforming our customer profile

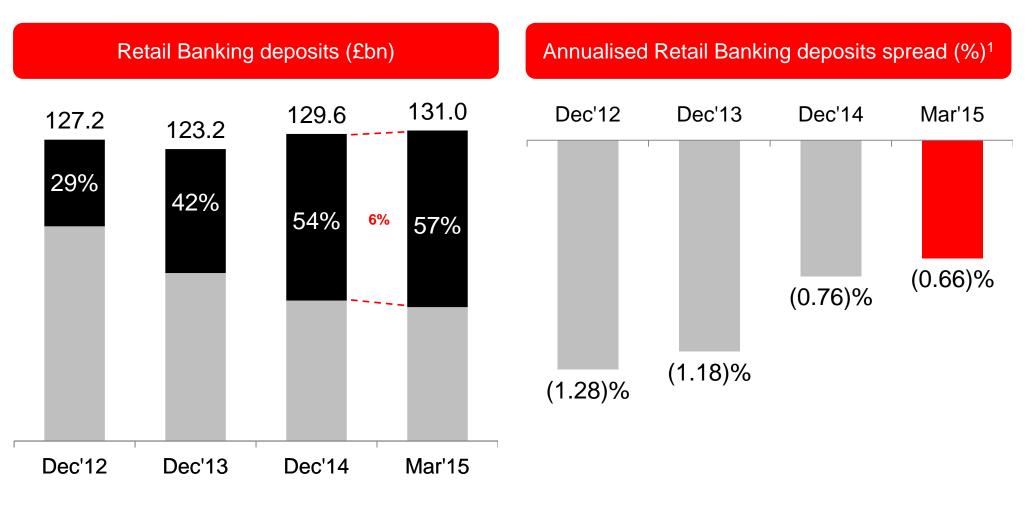
	Non 11213 Current Account	11213 Current Account ¹	Other benefits of 11213 Current Account
Select and Affluent ²	7%	38%	 Fee paying and current account and credit card Permanent offer to new and existing customers
Primary banking ²	47%	94%	Reduced acquisition costsLower rate of account churn
Products per customer	1.5	2.3	 Increased account transactions Improved customer insight Better risk profile and performance
Ave. account balance ³	1.0x	5.0x	 Improving liability spreads
4+ direct debits	31%	76%	MoneySuperMarket, the UK's number one comparison website, ranked Supers 2015 Supers 2015 Best Overall Provider ⁴

1. Adult accounts only | 2. Refer to Appendix 1 in the Q1'15 Quarterly Management Statement for a full definition | 3. Average account balances are combined savings and banking liability balances | 4. Source: MoneySuperMarket.com, 2015 'Supers' awards. Santander was the most popular provider for a range of products according to the survey of over 2,000 customers, January 2015



Loyal and satisfied retail customers

Improved customer primacy and liability spreads

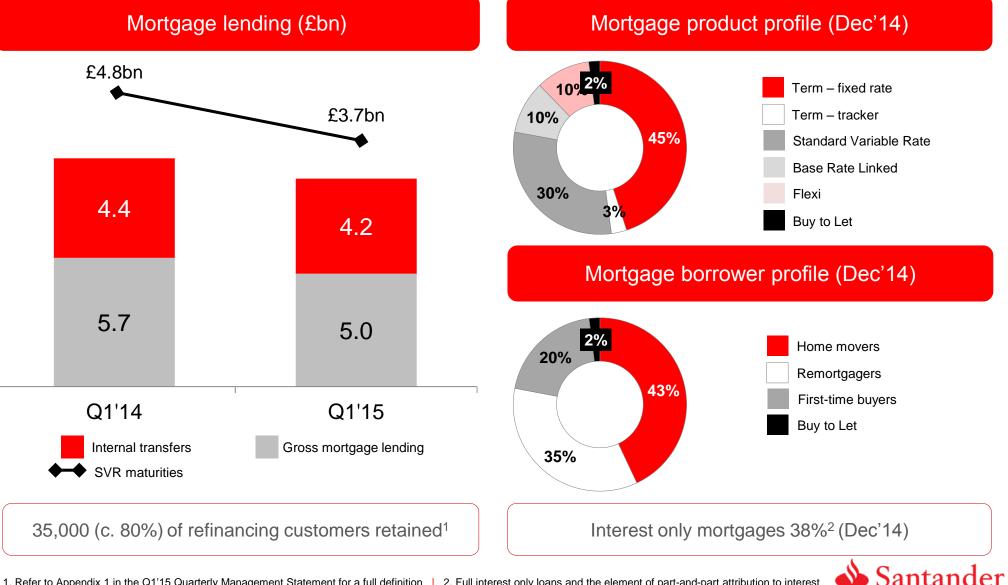


Banking and savings balances of customers with a primary 11213 Current Account or other primary current account

1. YTD annualised Retail Banking customer deposit spreads against the relevant swap rate or LIBOR. Retail Banking customer deposits include savings and bank accounts for personal and business banking customers

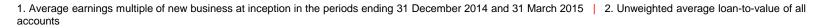


Loyal and satisfied retail customers **Stable mortgage lending and strong retention levels**



Loyal and satisfied retail customers Low risk, prime mortgage book of £149.7bn

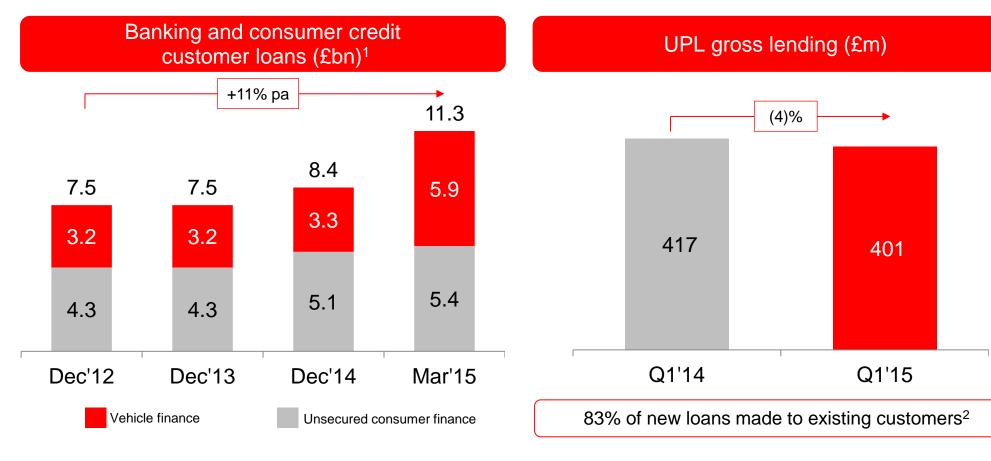
Mortgage loan distribution		Loan to value ('l	_TV')				
	Dec'14		Dec'14	Mar'15			
Loan size distribution (stock)		Simple average LTV ²					
Less than £0.5m	95.2%	new lending	65%	65%			
£0.5m - £1m	4.1%	- excluding H2B	64%	64%			
£1m - £2m	0.6%	stock	47%	47%			
Over £2m	Over £2m 0.1%		Indexed LTV distribution				
		> 85% - 100%	6%	7%			
Average loan size distribution (new business)	> 100%	3%	2%			
London and South East	£229k	> 100 %	570	2 /0			
Rest of UK	£125k	New lending % with LTV > 85%	17%	18%			
All UK	£169k	- excluding H2B	13%	15%			
Loan-to-income multiple ¹	3.11	6,900 first-time buyers (£990 1,100 Help to Buy customers (£1		• /			





Loyal and satisfied retail customers

Growing vehicle and unsecured consumer finance



Focus on growth while maintaining lending quality

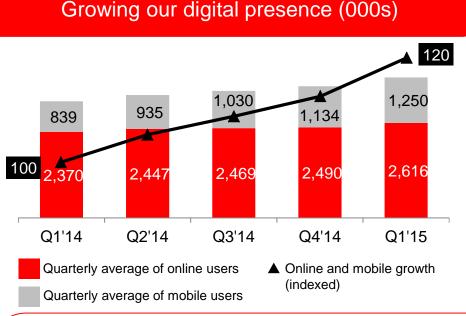
- Develop multi-channel offering
- Differential pricing for loyal customers

Opportunities

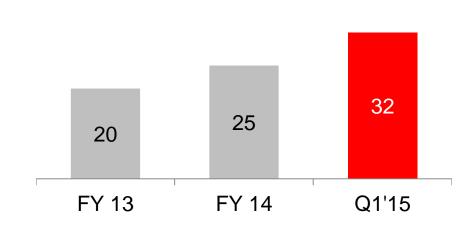
- Growing market for new car sales
- PSA Finance UK Limited joint venture completed in Q1'15



Loyal and satisfied retail customers Accelerating our digital transformation plan



Digital percentage of total sales (%)



Impact of new digital functionality¹

- Award winning new website including 'Select'
- New online bank design Retail and Business Banking
- New mobile Apps including retailer offers and ISA app
- Mobile friendly application forms
- Secure site sales for credit cards and UPLs
- Consolidated view of all accounts in online banking
- Mobile to mobile payments and simplified logon





1,600 new active mobile users every day 1-in-5 mortgages now retained online +48% mobile users; +11% online users +59% credit card online sales +64% business bank account online sales -4% in digital complaints



1. Digital volumes growth rates Q1 2015 vs Q1 2014, Digital complaints monthly average for Q1 2015 vs Q1 2014

Loyal and satisfied retail customers Key digital developments in 2015



Credentials

Single multi channel credentials model

Simple and faster access to digital channels and services

Simple and easier process for existing customers to get back online



See

Customers will be able to see detailed information on all their products within online and mobile banking



Service

Improvements in existing services and new servicing options for existing products

New servicing functionality for Mortgages, UPLs and Business Banking

New Wealth Management platform



Buy

New CRM functionality to improve existing customer experience

Optimised customer journeys for new customers

Launch of the new mortgage tool and further lending for existing customers



Mobile

Increased functionality and services to meet the needs and expectations of our mobile only customers

Launch of a number of standalone new Apps



Analytics

Comprehensive analytics suite

Capability to analyse and monitor performance across all platforms

- · Website
- Online bank
- Mobile apps
- Application forms



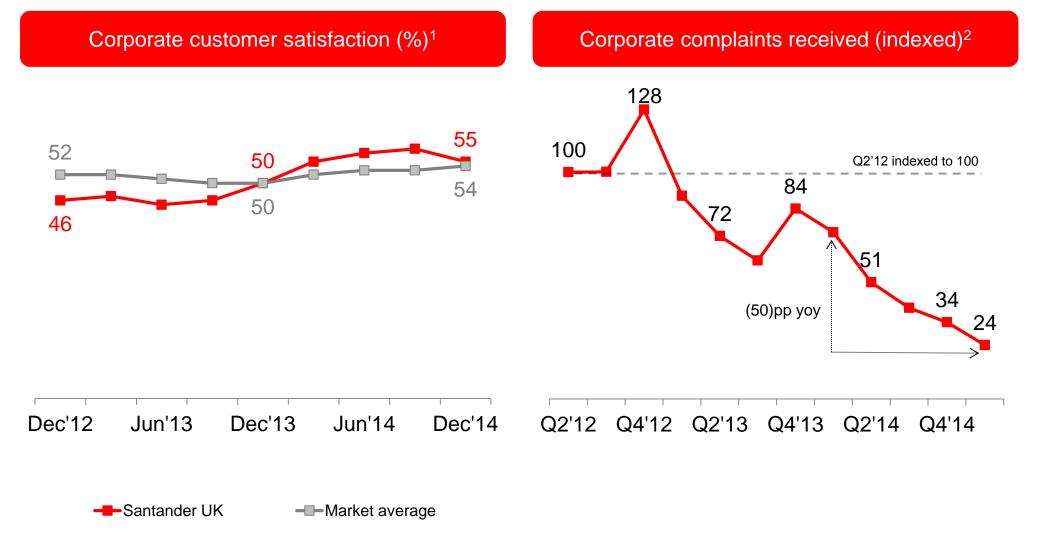
Our strategic priorities

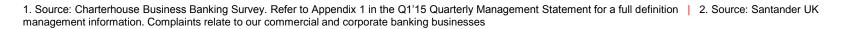




'Bank of Choice' for UK companies

Improving corporate customer satisfaction







'Bank of Choice' for UK companies Key focus on building corporate relationships

	Customers	Customer loans		Bank	account o	penings	
SME > £250k - £50m	71,600	£12.8bn			18%	1,900)
Mid corporates > £50m - £500m	1,400	£6.6bn		1,600			
Large corporates ¹ > £500m	250	£5.6bn	[Q1'14		Q1'15	5
Growing our			2012	2013	2014	Q1'15	2015 target
footprint to be closer to our	Relationship	Managers	503	650	729	733	750

34

50

66

66

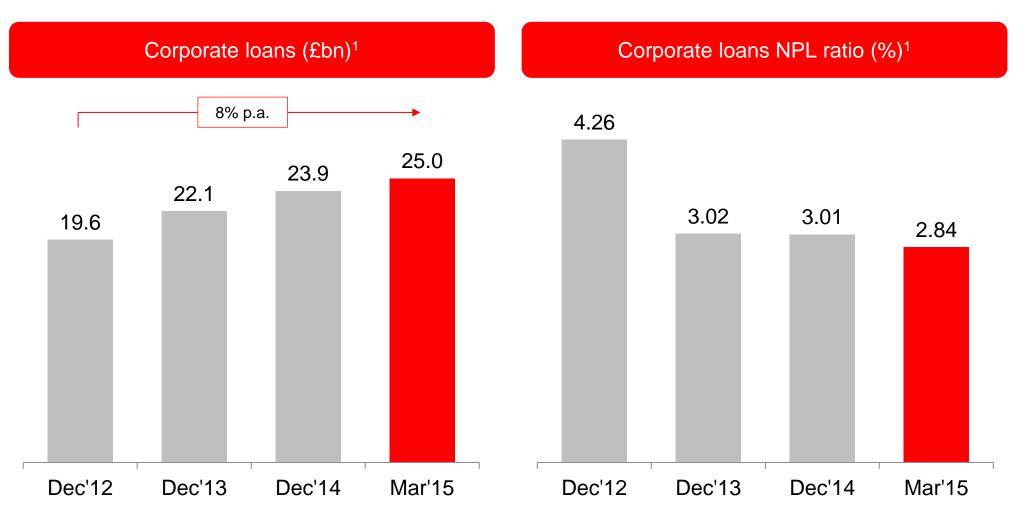


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Corporate Business Centres

customers

'Bank of Choice' for UK companies **Prudent lending growth despite a subdued market**





'Bank of Choice' for UK companies Utilising expanded capability and full service offering

Helping UK businesses operate globally



Providing resources to help customers manage their global expansion: databases, alerts, market trends etc..



Providing resources to help customers establish global relationships in areas where Santander is present



An online community of importers/exporters helping customers find trusted partners overseas



Leveraging Banco Santander presence in 10 core markets and our International proposition

Supporting entrepreneurs



- £200m Growth Capital Breakthrough fund relaunched in Q1'15 with wider remit, expanded services, masterclasses and workshops
- £100m SME housebuilders fund launched in Q1'15
- 'Connect' improved online platform launched in 2014

WINNER

Moneyfacts

Awards 2014

Business Start-up

Bank of the Year

Business

 US\$100m Innoventures fund making first investments

COMMENDED

Moneyfacts

Awards 2014

Best Online Banking Provider

Business



19

Twelve Years Best Business Current Account Provider





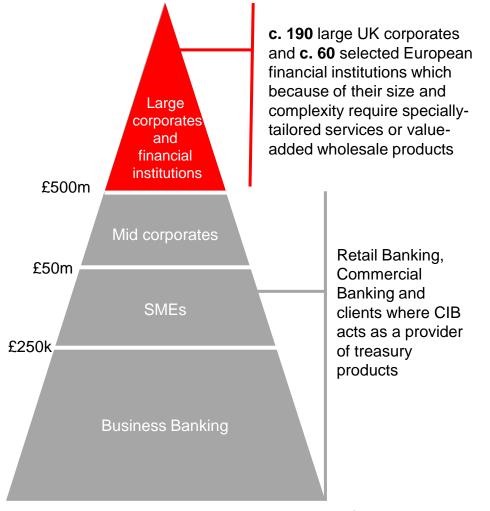
'Bank of Choice' for UK companies Building client franchise in Corporate & Institutional Banking

Our value proposition and strategy

- UK line of the global business unit of Banco Santander
- Servicing predominantly large UK corporates and selected European financial institutions with an annual turnover above £500m
- Development client franchise through client segmentation and strong client coverage
- A business mix that favours traditional banking activities, with an enhanced product suite
- Clear focus of capital market activities on providing solutions to our clients
- Permanent enhancement of systems, controls and processes

Diverse product offering

- Global Transaction Services
- Financial Services & Advisory
- Fixed Income
- Equity
- Short Term Markets
- Forex





'Bank of Choice' for UK companies Improved product and market coverage for UK clients

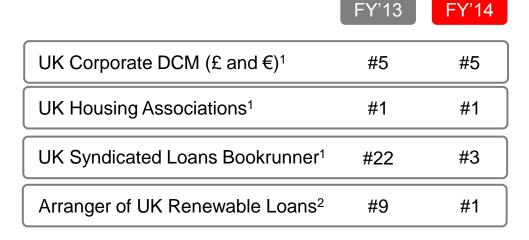
Improved product and coverage

- Major player in supply chain finance with over 1,500 suppliers on the UK platform
- Major £ and € UK corporate DCM house
- Leading lender to UK housing associations
- Top provider of UK syndicated loans
- Leader in UK renewables financing
- Launched US\$ private placement capability



Winner of the Best Bank for Emerging Latin American Currencies FX Week – November 2014

Strong credentials in chosen client businesses





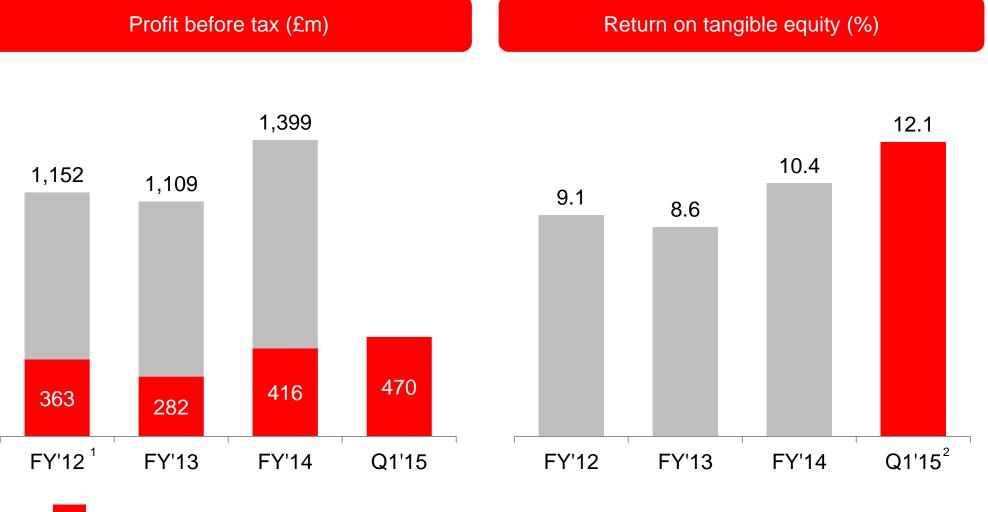


Our strategic priorities





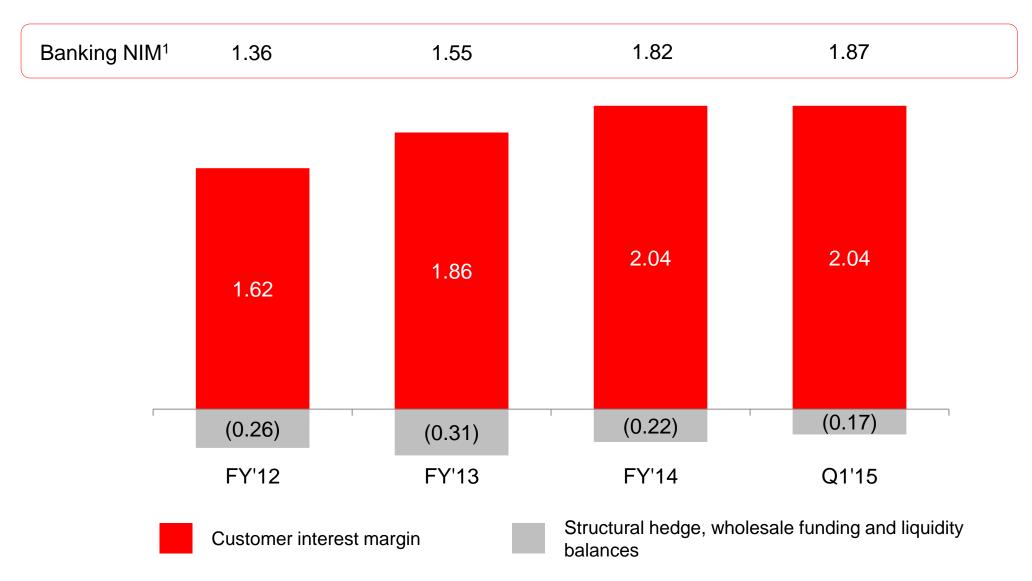
Consistent profitability and a strong balance sheet Consistently profitable, sustainable business



First quarter



Strategic transformation improving customer margin



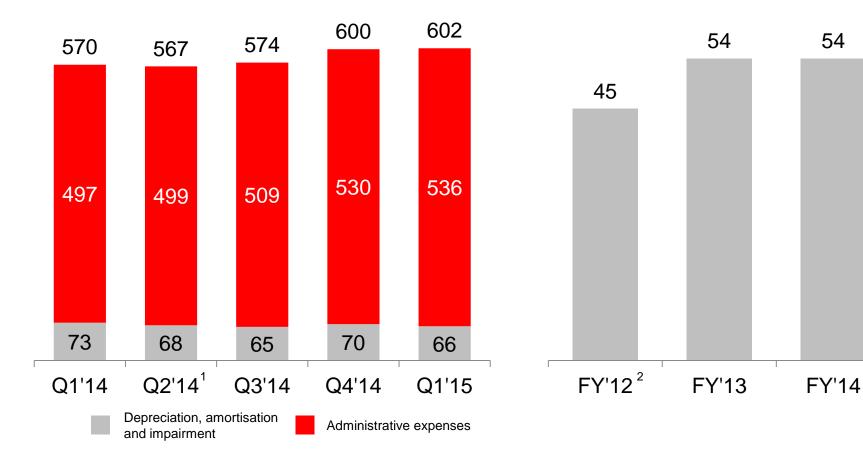


Consistent profitability and a strong balance sheet **Operational efficiency absorbing ongoing investment**



Cost-to-income ratio (%)

54





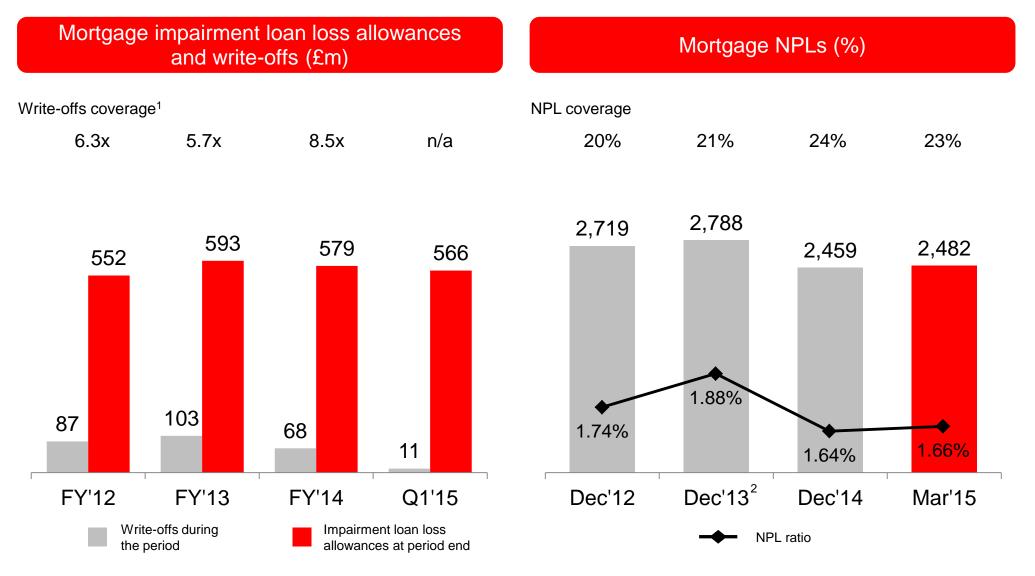
Q1'15

53

25

1. Q2'14 operating expenses adjusted for £218m pension gain, £(98)m investment costs and £(206)m software write-offs | 2. FY'12 total income includes a gain of £705m from the capital management exercise. The cost-to-income ratio excluding this gain was 53%

Consistent profitability and a strong balance sheet Strong residential mortgage credit performance





1. Calculated as impairment loan loss allowance at year end divided by write-offs during the year | 2. The increase in the mortgage NPL ratio during 2012 and 2013 was largely due to regulatory-driven policy and collections changes introduced in early 2012 and the impact of the managed reduction in the mortgage portfolio 2012-13

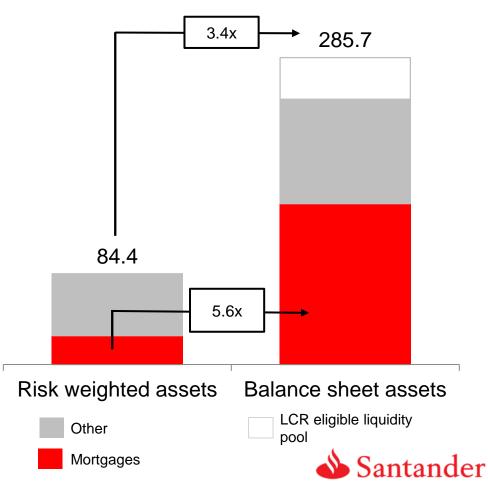
Consistent profitability and a strong balance sheet **Profit retentions and AT1 strengthening leverage**

PRA end point T1 leverage ratio¹ (%)

- Q1'15 leverage ratio was impacted by the completion of the PSA joint venture
- In 2014, we issued £800m of AT1 capital. Issuance to full leverage eligible capacity of c.£2.1bn would give a ratio of 4.2%.

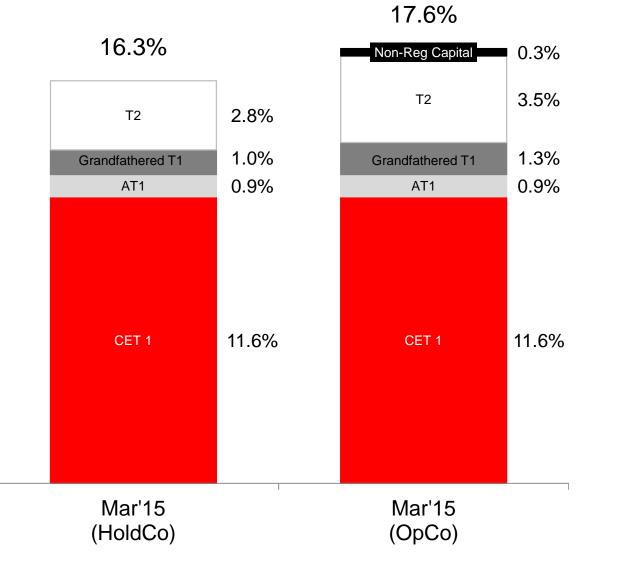
3.8 3.7 0.3 3.3 0.3 3.5 3.4 3.3 Q1'15 2013 2014 **CET1** leverage AT1 leverage

Risk weighted assets and balance sheet assets (£bn)



1. Calculated as CRD IV end point Tier 1 capital divided by adjusted exposures as defined by the Basel Committee January 2014 Leverage Ratio Framework

Consistent profitability and a strong balance sheet Managing capital from a strong position

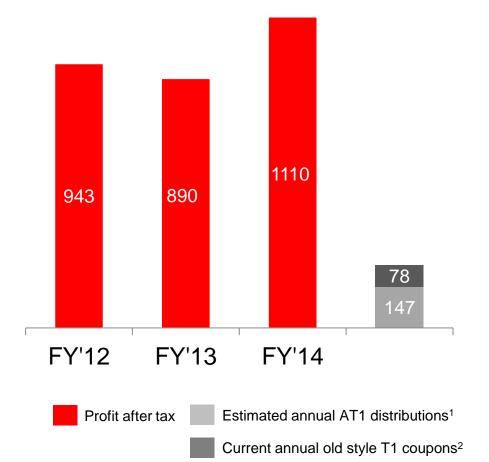


- HoldCo and OpCo total capital difference is due to the recognition of minority interests
- Non-Reg Capital includes Tier 1 and Tier 2 capital instruments which are not recognised under CRD IV grandfathering provisions
- 17.6% of RWAs is the total subordination available to senior OpCo bondholders
- Santander UK senior unsecured debt with an outstanding maturity
 1 year at 31 Mar'15 was £14.8bn, 17.5% of RWAs



Consistent profitability and a strong balance sheet **Profit coverage of estimated AT1 distributions**

Potential AT1 distributions relative to profit (£m)



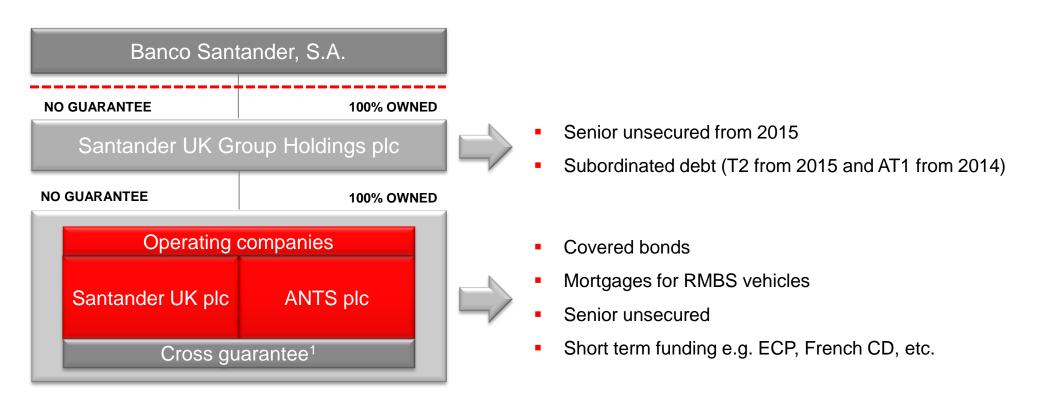
- Santander UK has significant distributable items to cover potential AT1 distributions
- Through the financial crisis Santander UK demonstrated a track record of making discretionary interest payments on old style Tier 1 instruments, as well as making dividend payments on ordinary shares
- In relation to our AT1 securities, the current intention of the Board of Directors is to consider the relative ranking of ordinary shares and AT1 securities in the capital structure whenever exercising its discretion whether or not to declare dividends or pay interest. The Board may depart from this approach at its sole discretion.



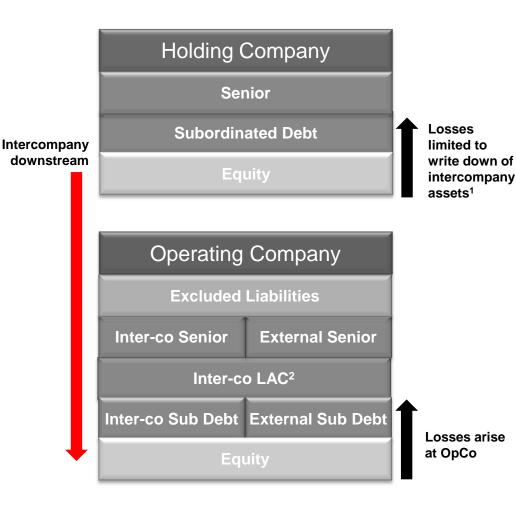
Consistent profitability and a strong balance sheet Wholesale funding and future issuance model

Banco Santander – multiple point of entry resolution group Santander UK Group Holdings plc – single point of entry resolution group

- We are required to satisfy the PRA that we can withstand capital and liquidity stresses on a standalone basis
- The PRA regulates capital (including dividends) and large exposures



Consistent profitability and a strong balance sheet **Prospective implementation of UK resolution regime**



Key highlights - UK

- Losses at HoldCo can only apply to the extent of any write-down of its intercompany assets
- Losses will naturally arise first at OpCo
- 'No creditor worse off' principle enshrined in the UK resolution regime – respecting the creditor hierarchy regardless of whether the liability is internally or externally issued. PONV³ will occur first at the sub debt layer

Key highlights - SanUK

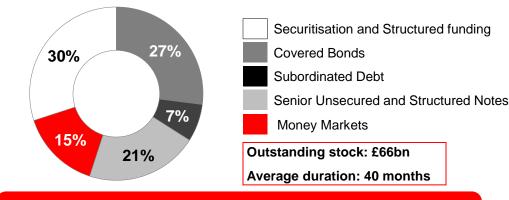
- Santander UK Group Holdings plc has to date only issued AT1, which was downstreamed as AT1 to Santander UK plc
- Transparency around the downstreamed funding from Santander UK Group Holdings plc to Santander UK plc



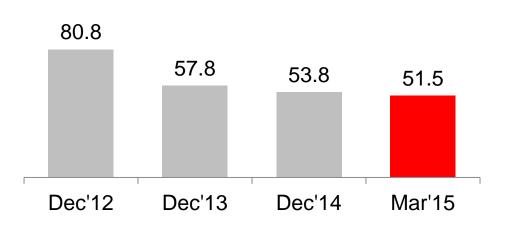
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Consistent profitability and a strong balance sheet Improved funding profile with lower spread

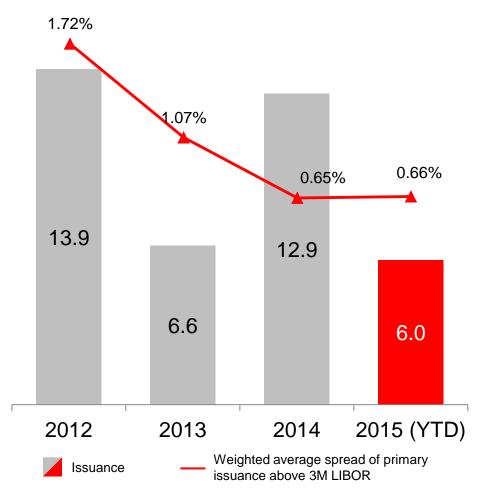
Wholesale funding stock (Dec'14)



Medium term funding encumbrance² (£bn)



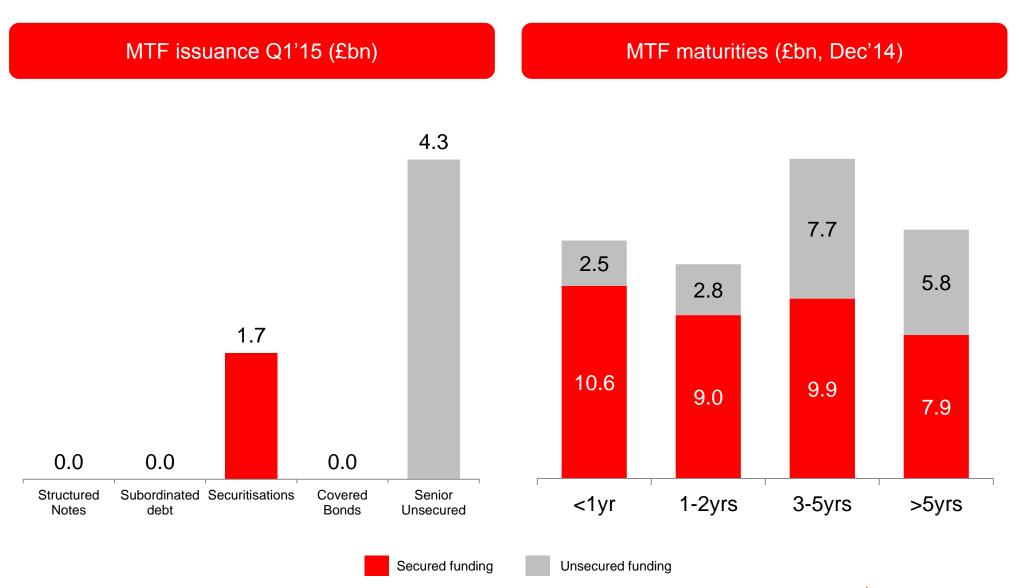
MTF issuance (£bn) and spread¹





1. Weighted average spread at time of issuance above GBP 3M LIBOR. Average spread excludes June 2014 AT1 issuance (£500m) and December 2014 (£300m) AT1 issuances | 2. Mortgage encumbrance includes all mortgages assigned to Fosse, Holmes, Langton and ANTS covered bond programmes.

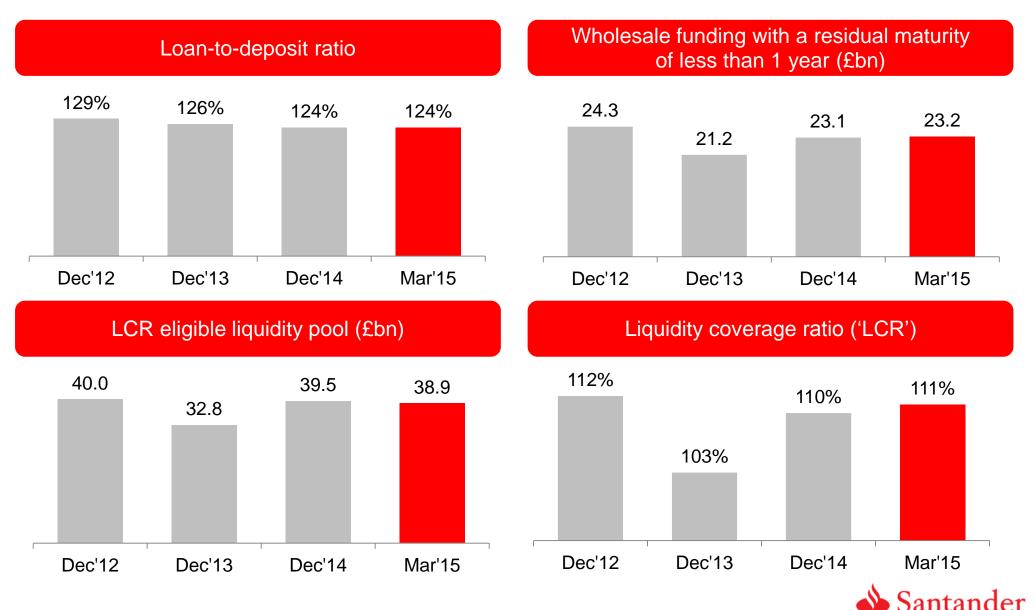
Consistent profitability and a strong balance sheet **£6.0bn of MTF issuance Q1'15**



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Santander

Consistent profitability and a strong balance sheet **Optimised liquidity position**



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Delivering on our commitments

•		31.12.2014	31.03.2015	2015 target
Loyal and	Loyal customers	3.3 million	3.5 million	4 million
satisfied	11213 World customers	3.6 million	4.0 million	4 million
retail customers	Customer satisfaction ('FRS') (average of 3 highest performing peers)	59.7% (60.4%)	60.7% (60.7%)	Тор 3
2 'Bank of Choice' for	Corporate loans percentage of total customer loans	13%	13%	20%
UK companies	(Total lending to corporates)	(£23.9bn)	(£25.0bn)	
3	Return on tangible equity ('RoTE')	10.4%	12.1% ²	13 – 15%
	Return on tangible equity (ROTE)	10.4 %	12.170-	13 - 15 %
Consistent	Cost-to-income ratio	54%	53%	< 50%
profitability	CET 1 capital ratio	11.9%	11.6% ³	> 10.5%
and a strong balance	Loan-to-deposit ratio	124%	124%	< 125%
sheet	Non performing loan ratio	1.80%	1.78%	Ratio maintained
	Dividend payout ratio	46%	n/a	50%

For notes and definitions see Appendix 1 to the Santander UK Group Holdings plc Quarterly Management Statement for three months ended 31 March 2015 1. Total lending to corporates. See Appendix 1 for definitions of Commercial Banking and Corporate & Institutional Banking ('CIB') customer segments | 2. Adjusted for the FSCS / UK Bank Levy phasing. Statutory RoTE was 13.7% | 3. CET 1 capital ratio and was impacted by the completion of the PSA joint venture. Excluding the impact of the PSA joint venture, the CET 1 capital ratio was 11.8%.



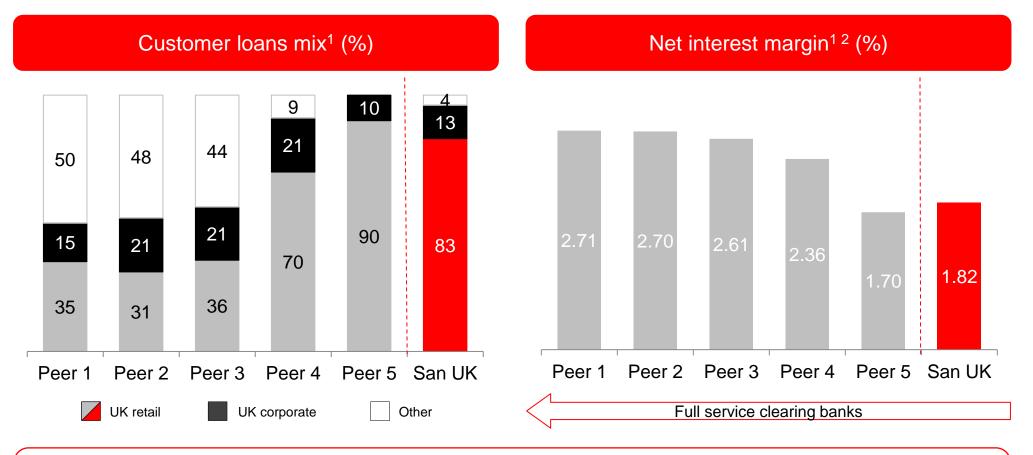
2015 outlook

- UK economic momentum will continue to be supportive of our business
- Increased liquidity and competition may impact margins in many business lines
- Banking NIM to remain broadly unchanged from 1.82%, as reported in 2014
- Net mortgage lending to grow in line with the market
- SVR mortgage attrition, but at a slightly slower pace
- Continued growth in corporate banking, leveraging the footprint and improved capability
- Intend to commence public debt issuance from HoldCo
- Expect to confirm banking reform approach at half-year results
- Recalibration of the KPI targets at the Banco Santander 2015 Investor Day in September





Current retail focus with challenger opportunities



With our current business mix concentrated on retail mortgages and savings, we have a lower NIM than peers. We are undergoing a strategic transformation to become a more customer focused and a better balanced retail and commercial bank

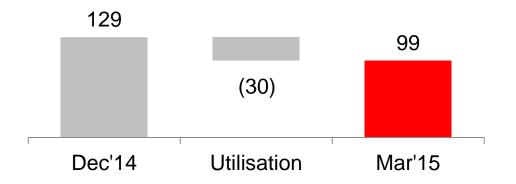
1. Source: Santander UK analysis of peer results. Peers are Barclays plc, HSBC Bank plc, Nationwide, RBS plc and Lloyds Banking Group. Santander UK as at December 2014 and peer data at 31 December 2014 except Nationwide which is at 30 September 2014. Barclays customer loan split based on Personal & Corporate Banking division, including Wealth, and excludes UK Cards (in Barclaycard). Lloyds UK retail includes Consumer Finance. RBS excludes Private Banking. Santander UK includes CIB corporate business 2. Net interest margin is annualised net interest income divided by average gross customer loans. Santander UK plc is Banking NIM



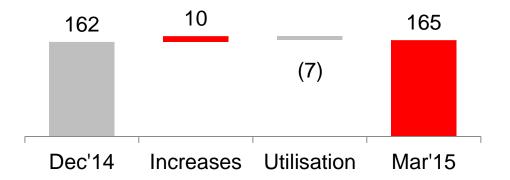
Well provided for PPI and other conduct issues

PPI provision balance¹ (£m)

Other products provision balance¹ (£m)



- Including pro-active customer contact, £10m/month utilisation in Q1'15 (2014: £11m/month)
- Excluding pro-active customer contact, average redress costs in Q1'15 of £6m/month
- The high proportion of invalid complaints continued



 Outstanding provisions relate predominantly to wealth and investment products



April 2015 Santander UK credit ratings

	Long	Long Term		utlook	Short Term		
	HoldCo	ОрСо	HoldCo	ОрСо	HoldCo	ОрСо	
S&P	BBB	A	stable	credit watch negative across all major UK banks	A-2	A-1	
Fitch	A	A	stable	stable	F-1	F-1	
Moody's	Baa2	A2	positive	Rating under Review up	n/a	P-1	

- S&P Given the possible rating actions are part of a wider review of the banking sector it is not expected to have a material impact on our business.
- Moody's Santander UK plc LT Deposit Rating placed on Rating under Review ('RuR up'). Preliminary indication suggests a possible upgrade to A1.



Macro-economic environment



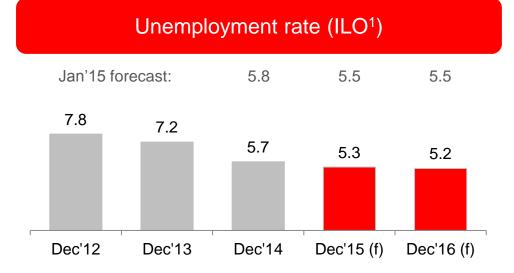
Source: Office for National Statistics and Bank of England. 2015 (f) and 2016 (f) are forecasts by Santander UK (March 2015)

1. Data revisions in the Q4 2014 ONS Quarterly National Accounts (published 31 March 2015) has led to annual GDP growth in 2014 being marked up from 2.6% to 2.8%

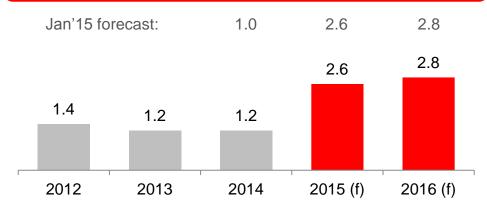
2. Consumer Price Index

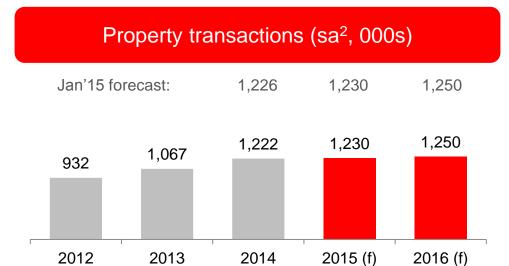


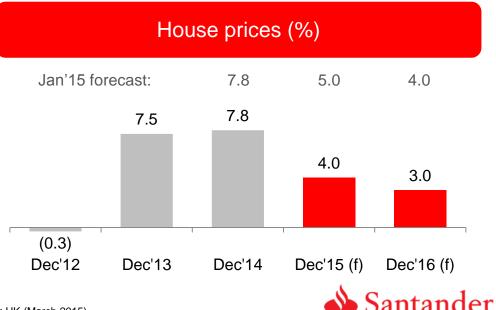
Macro-economic environment



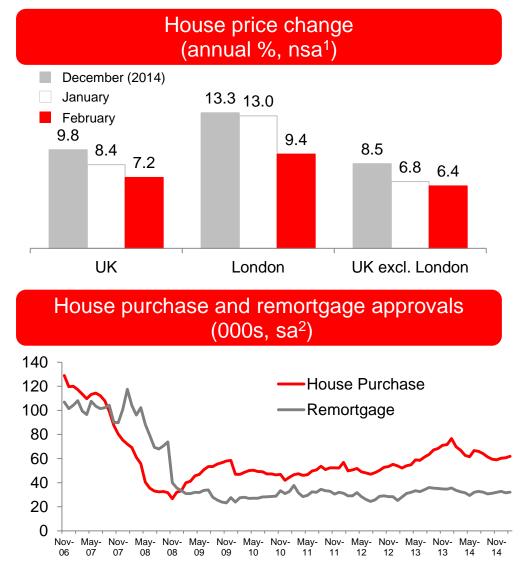
Average weekly earnings (annual, % inc. bonuses)



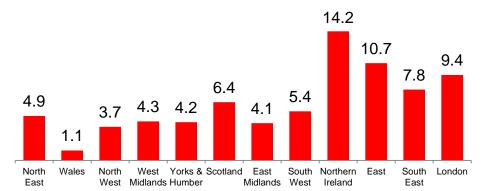




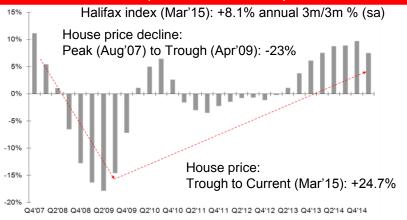
Macro-economic environment



House price change by region Feb'15 (annual %, nsa¹)



House price inflation (annual %, sa²)



Sources: House price change and House price change by region Feb '15 (annual %, nsa): Office for National Statistics. House purchase and remortgage approvals (000s, sa): Bank of England. House price inflation (annual %, sa): Lloyds Banking Group 1. nsa: not seasonally adjusted, sa: seasonally adjusted 2. sa: seasonally adjusted Santander

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Results and Presentations

Quarterly, half yearly and annual financial results and presentations

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