Santander UK Group Holdings plc

Investor UpdateQ3 2015 Results

October 2015





Santander

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Source: Santander UK Q3 2015 results "Quarterly Management Statement for the nine months ended 30 September 2015" or Santander UK Group Holdings Management Information ('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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Good commercial momentum evident in 9M'15 results

- Profit before tax of £1,424m, good performance compared with 9M'14
- Strong retail customer satisfaction, achieving our 2015 target ahead of schedule
- Net mortgage lending of £2.2bn to a total of £152.3bn; net lending to corporates of £2.3bn to a total of £26.2bn
- New facilities in Commercial Banking, up 17% from 9M'14 to £6.8bn, and strong growth in fee income
- Banking NIM of 1.84% up 2bps, and adjusted RoTE of 12.0% up 160bps, since Dec'14
- Operational efficiency well managed, absorbing ongoing investment
- Robust retail and corporate credit quality; NPL ratio improved to 1.59% from 1.80% in Dec'14
- Strong CET 1 capital ratio of 11.7% and an improved leverage ratio of 4.1%
- Successfully issued AT1, T2 and Senior; establishing the foundations for future regulatory requirements



Delivering on our 2015 commitments

Loyal and satisfied retail customers

11213 World customers

Current account balances

Guaranteed 7-day switch service¹

Retail customer satisfaction (FRS)²

4.6 million

£50.7bn

1 in 4

62.9%

Increasing customer loyalty

Up an average £1bn per month since end 2012

First choice for switchers year to date

Achieving our 2015 target ahead of schedule

'Bank of Choice' for UK companies

Lending to corporates³

£26.2bn

Up 11% since Sep'14, in a subdued market

International and online banking fees

Up 63%

Leveraging the roll out of new systems

Corporate loan loss rate³

0.11%

Improved from 0.38% in Dec'14

Corporate customer satisfaction4 Improved 7pp

in two years

Further improvement is at the heart of our plans

Consistent profitability and a strong balance sheet

RoTE⁵

Banking NIM

CET1 capital ratio

NPL ratio

12.0%

1.84%

11.7%

1.59%

income growth

Driven by net interest With margin improvements and increased lending

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 Q3'15 Quarterly Management Statement for a full definition 2. Source: Financial Research Survey (FRS) run by GfK. Refer to Appendix 1 in the Q3'15 Quarterly Management Statement 3. Refer to Appendix 1 in the Q3'15 Quarterly Management Statement for a full definition of total lending to corporates Business Banking Survey. Refer to Appendix 1 in the Q3'15 Quarterly Management Statement for a full definition | 5. Adjusted RoTE of 12.0% is annualised and adjusted for the UK Bank Levy and FSCS phasing. RoTE was 12.8%



Profitability momentum underpinned by strong flows

Retail Banking

Operating income
Operating expenses
Impairment/provisions

PBT

Customer assets

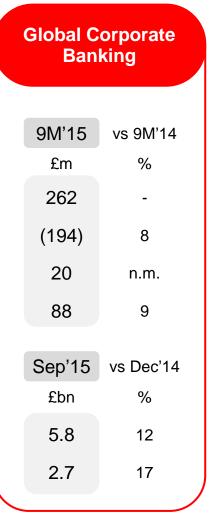
Customer deposits

9M'15	vs 9M'14
£m	%
2,789	3
(1,333)	3
(235)	(47)
1,221	27
Sep'15	vs Dec'14
£bn	%
164.2	4
136.2	5

vs 9M'14 9M'15 £m % 445 25 (271)16 (25)(56)149 133 Sep'15 vs Dec'14 £bn % 20.4 9 16.8 10

Commercial

Banking





Outlook

- We anticipate that the UK economy will remain supportive of our business and credit performance
- Increased liquidity and competition demonstrated by the new asset margin compression
- Strong fee income growth driven by improved product coverage and full service offering
- Banking NIM for 2015 to remain broadly unchanged from 1.82%, as reported for end of 2014
- Net mortgage lending growth in line with the market; SVR mortgage attrition as seen in 2014
- The impact on customer acquisition, following recent 1I2I3 World fees changes, remains to be seen;

 We are nonetheless confident that the 1I2I3 World continues to be a market leading proposition
- Despite significant regulatory change and some uncertainty, we are well placed to continue to grow the business while maintaining balance sheet strength



Our 2013-2015 strategic priorities

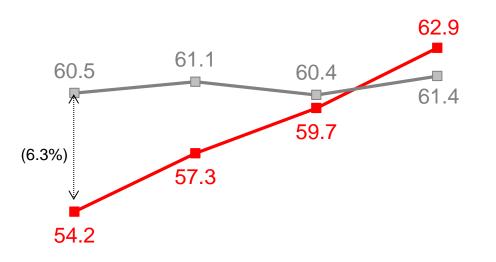
Loyal and satisfied retail customers 'Bank of Choice' for UK companies Consistent profitability and a strong balance sheet

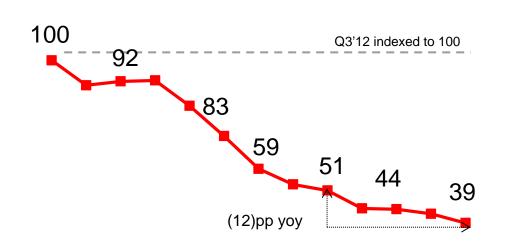


Significant improvement in retail customer experience



Retail complaints received (indexed)²



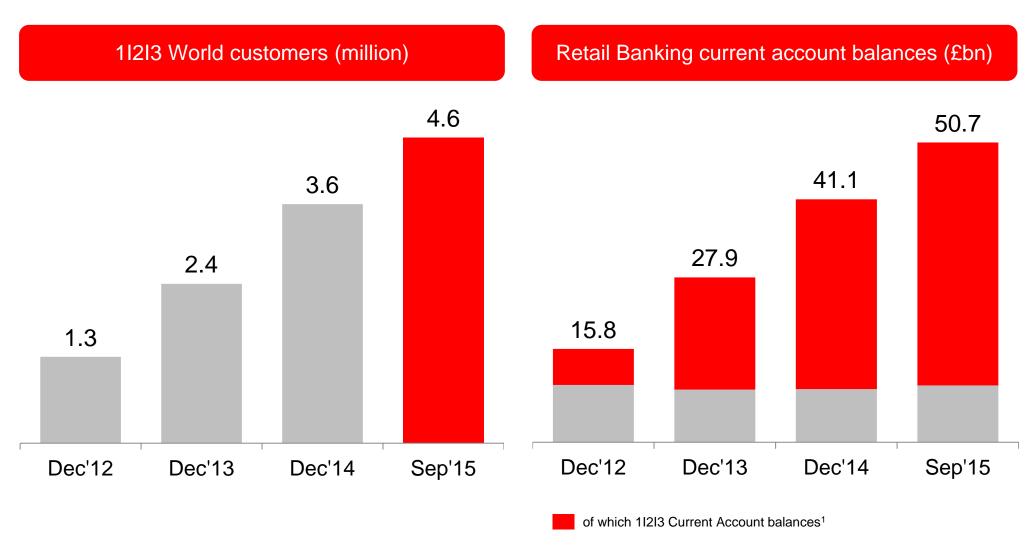


Dec'12 Dec'13 Dec'14 Sep'15 12 months ending Q3'12 Q1'13 Q3'13 Q1'14 Q3'14 Q1'15 Q3'15

—Santander UK **—**Average of 3 highest performing peers



960,000 new 1I2I3 World customers in 2015



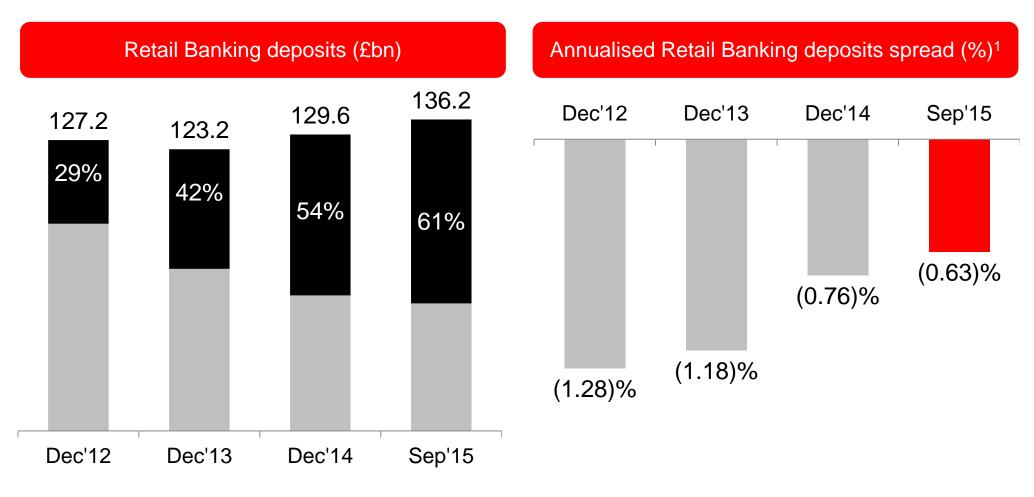


11213 World is transforming our customer profile

Non 11213 11213 Current Main benefits of 11213 Current Account Current Account Account¹ 24% 72% Loyal customers² Deepening relationships; improved customer profile 7% 36% Select and Affluent³ Improved liquidity stability; fee paying account 1.5 2.2 Products per customer Simple and transparent product 1.0x5.2x Ave. account balance4 Better savings mix; less rate sensitive money Customer satisfaction⁵ • More satisfied customers; high staff advocacy 90% 97%



Improved customer primacy and liability spread

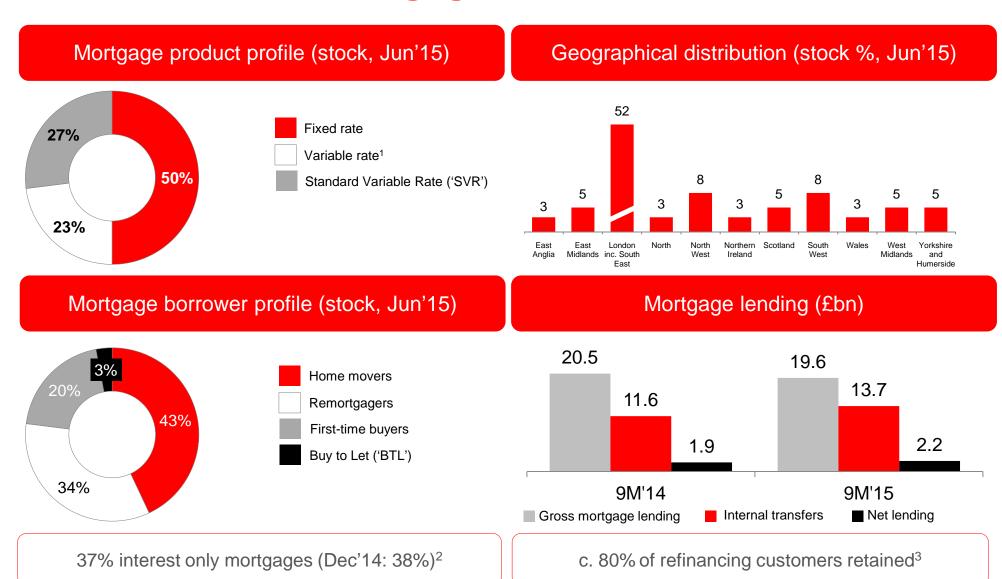


Banking and savings balances of customers with a primary 11213

Current Account or other primary current account



Prime residential mortgage book of £152.3bn



^{1.} Variable rate includes tracker and base rate linked products | 2. Full interest only loans and the element of part-and-part attribution to interest only balances

3. Refer to Appendix 1 in the Q3'15 Quarterly Management Statement for a full definition



Maintaining prudent mortgage lending criteria

Mortgage loan distribution

Loan to value ('LTV')

Dec'14

Jun'15

Dec'14

Sep'15

CEO/

Less than £0.25m	78.1%	76.9%
£0.25m - £0.5m	17.1%	17.9%
£0.5m - £1m	4.1%	4.5%
£1m - £2m	0.6%	0.6%
Over £2m	0.1%	0.1%

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London and South East	£229k	£243k
Rest of UK	£125k	£132k
All UK	£169k	£180k

Loan-to-income multiple¹ 3.11 3.09

Simple average LTV ²

new lending	03%	05%
stock	47%	46%

Indexed LTV distribution (stock)

> 85% - 100%	6%	6%
> 00% - 100%	070	070

> 100% 3% 2%

New lending % with LTV > 85% 17% 14%

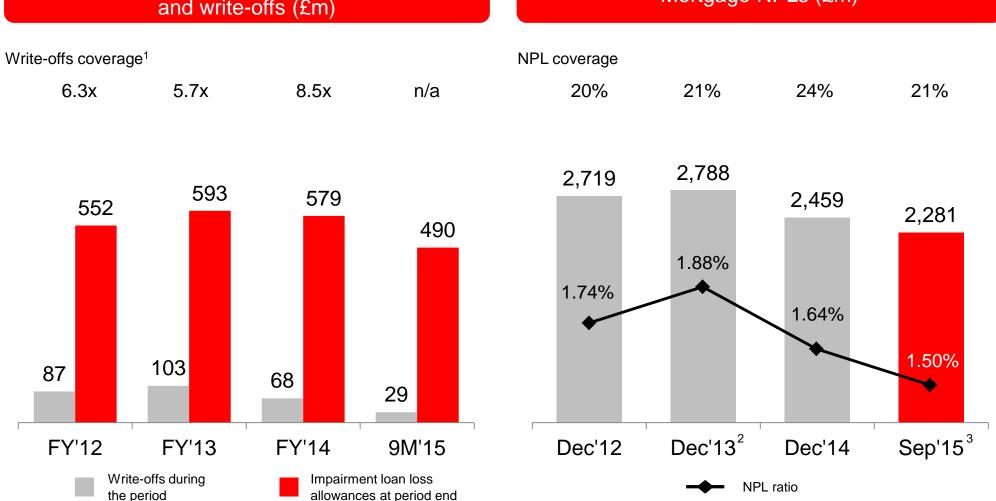
24,300 first-time buyers (£3.5bn gross lending) 10,000 BTL mortgages (average LTV of 70%)



Strong residential mortgage credit performance

Mortgage impairment loan loss allowances and write-offs (£m)





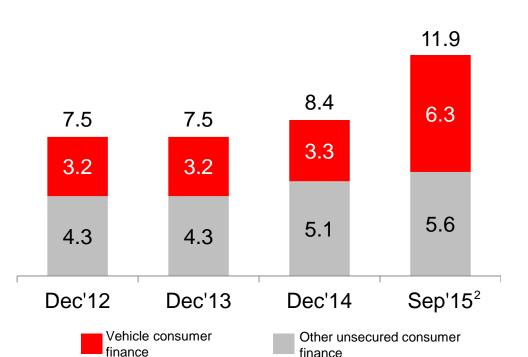
^{1.} Calculated as impairment loan loss allowance at year end divided by write-offs during the year | 2. The increase in the mortgage NPL ratio during 2013 was largely due to regulatory-driven policy and collections changes introduced in early 2012 and the impact of the managed reduction in the mortgage portfolio 2012-13 | 3. Residential mortgages NPL ratio for Sep'15 includes PIPs. Prior periods have not been restated



Growing vehicle and consumer finance proposition

Banking and consumer credit customer loans (£bn)¹

Broadening our vehicle finance franchise



- Increasing retail financing penetration rates
- Focus on customer loyalty products
- Leading position in new and used auto car loans
- Maintained five vehicle manufacturer relationships:
 - Mazda, Volvo, Kia, Hyundai and KTM
- PSA Finance cooperation adds Peugeot and Citroen contracts

85% of new loans made to existing customers³





Digital innovation enhancing customer experience

Credentials



Instant access / re-access to online banking, and improved first time logon experience

See



Ability to see more information for UPL, investments, and insurance products via online bank and mobile app

Service



Customer WiFi rollout to all branches; ability to set up and manage alerts in branch and by phone

Buy



Mobile friendly application forms; online mortgage decision in principle tool; secure site forms for UPL and ISAs

Mobile



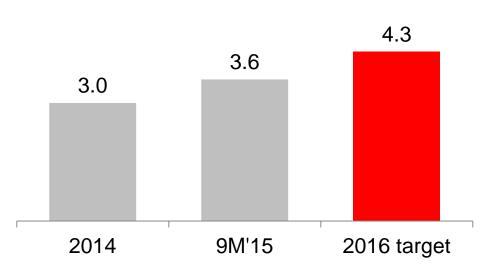
Amongst first banks to launch **Apple Pay** in the UK; new **Spendlytics**, **KiTTi** and an **ISA** app

Analytics



Comprehensive analytics suite, with a capability to analyse customer behaviour (across public website, UPL forms and landing pages)

Total digital customers (m)







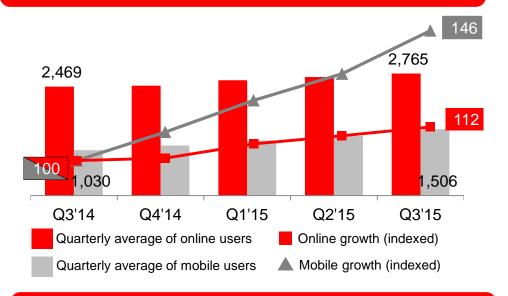




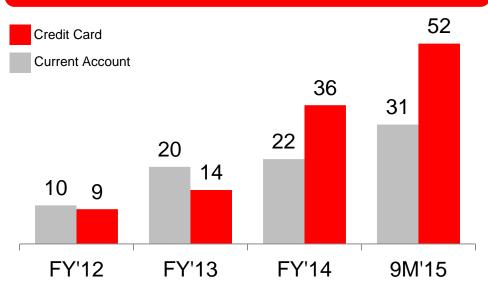


Digital transformation pace and customer retention

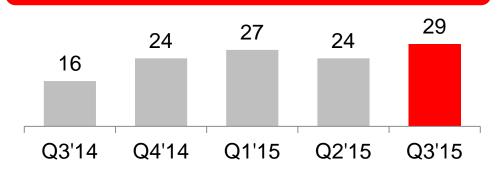
Growing our digital presence (000s)



Digital openings (% of total openings)



Digital mortgage retention (% of total)





Helping mobile customers deepen their relationship with us with 1,600 new active mobile users every day



Our strategic priorities

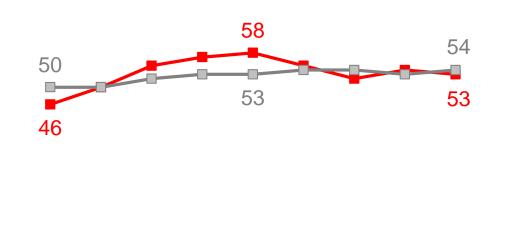
Loyal and satisfied retail customers 'Bank of Choice' for UK companies Consistent profitability and a strong balance sheet

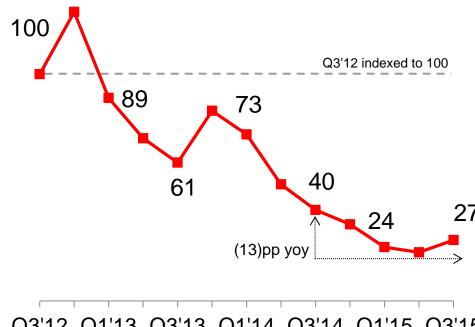


Improving corporate customer experience

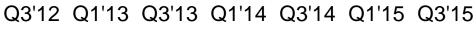


Corporate complaints received (indexed)²











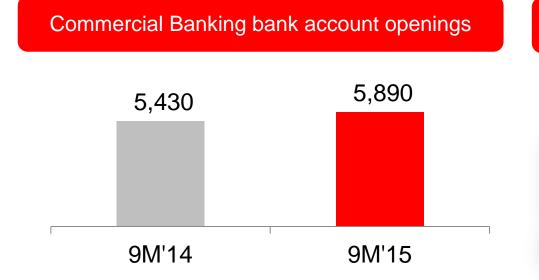
-Market average



Utilising expanded footprint and full service offering

	Customers	Customer loans
SME > £250k - £50m	72,300	£13.3bn
Mid corporates > £50m - £500m	1,330	£7.1bn
Large corporates ¹ > £500m	310	£5.8bn

Expanded footprint to be closer to our customers			
	2012	9M'15	
Relationship Managers	503	713	
Corporate Business Centres	34	69	



International expertise and differentiated offering



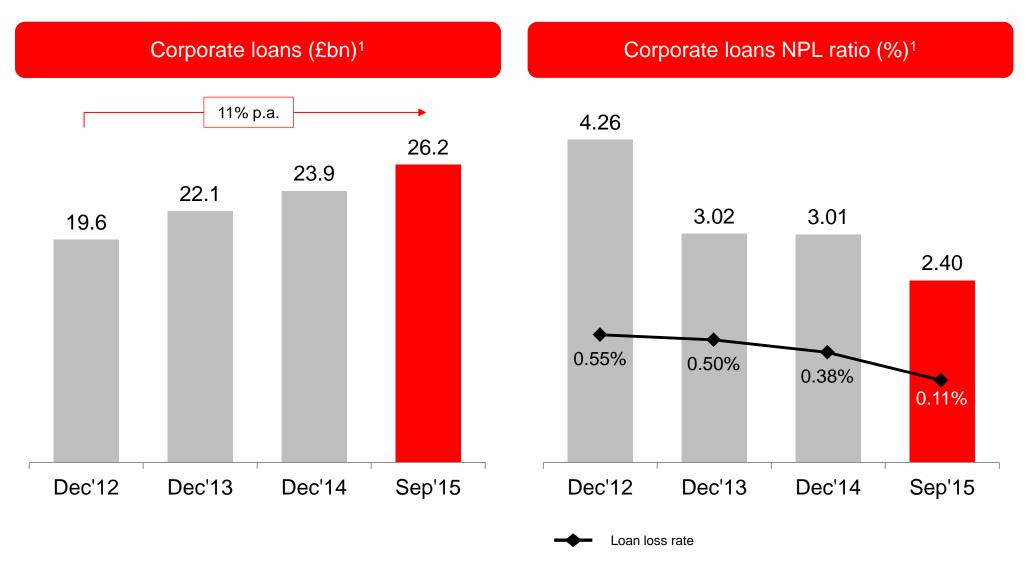






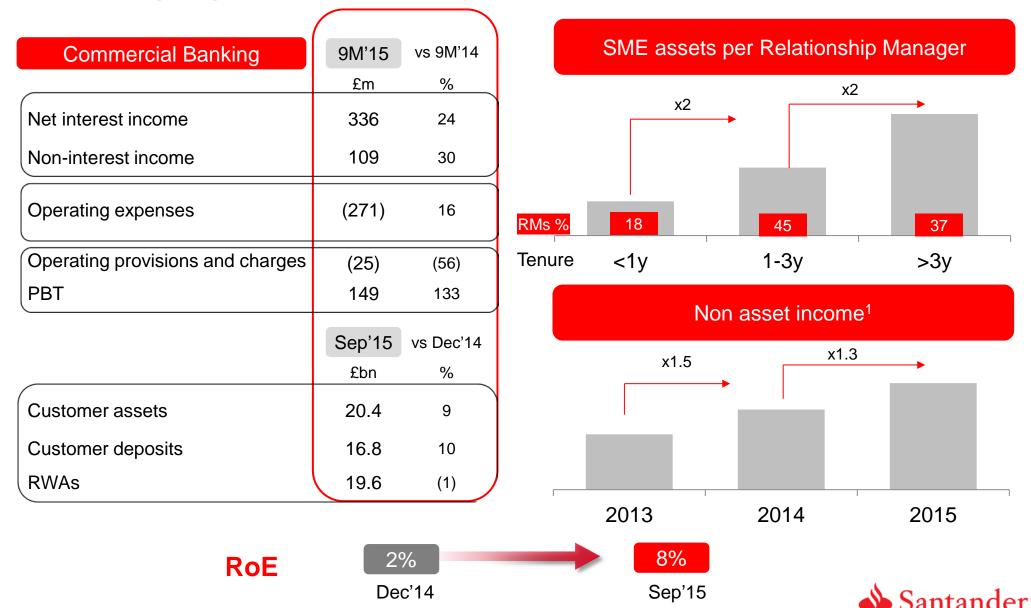


Sustained growth with prudent risk approach





Leveraging new infrastructure for improved returns



Continued investment in the GCB franchise

Our strategy and key actions

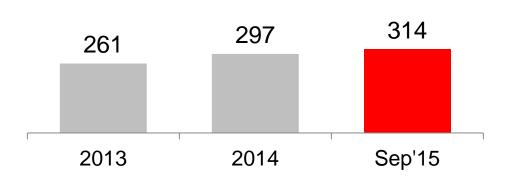
Focus on areas of competitive advantage:

- LatAm expertise
- Credit origination, structuring and distribution
- International Trade Finance
- Access to EUR and GBP Capital Markets
- Retail and commercial solutions and distribution
- Acquisition Finance and Project Finance

Important 2015 client transactions



Number of corporate customers



Strong credentials in chosen businesses¹

		Sep'15
UK corporate bonds	£ #5	€#8
UK housing associations bonds		#2
UK syndicated loans bookrunner and MLA	1	#5
Arranger of UK renewable loans		#3



Our strategic priorities

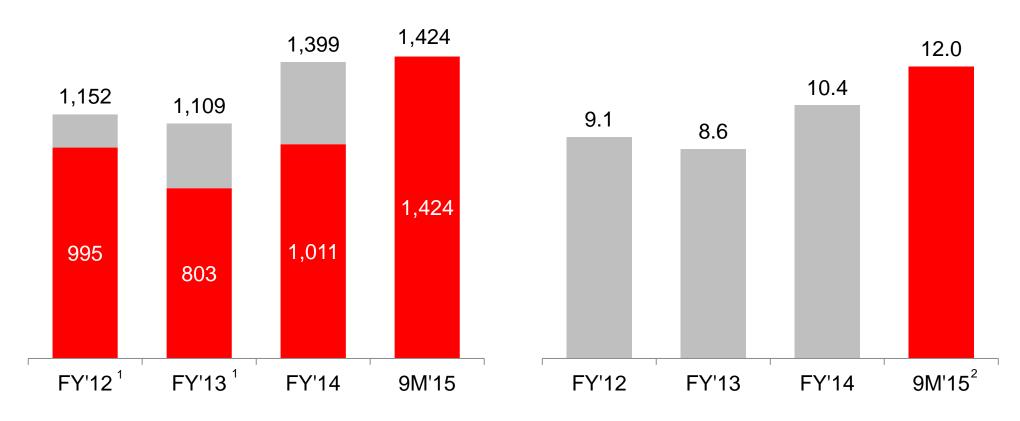
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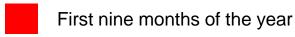


Consistently profitable, sustainable business



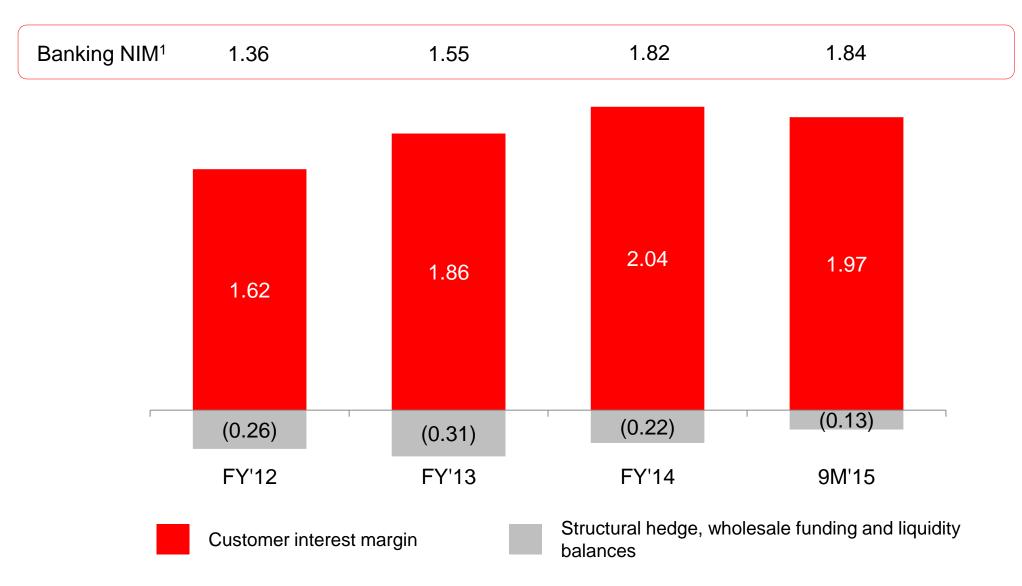
Return on tangible equity ('RoTE') (%)





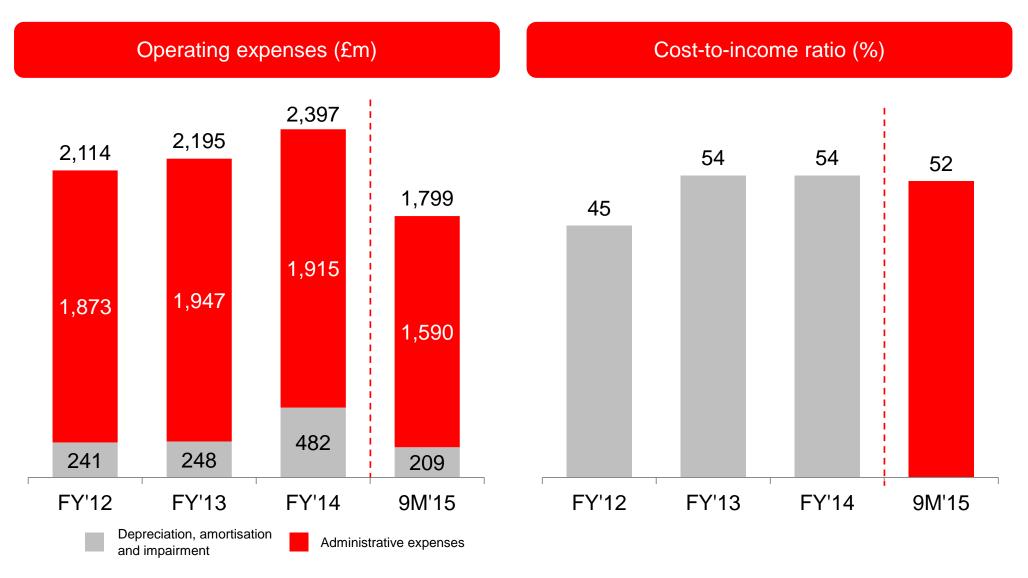


Margin improvement driven by strategic transformation





Operational efficiency absorbing ongoing investment

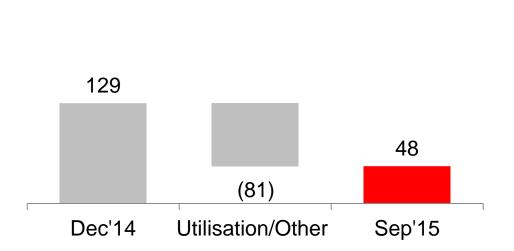


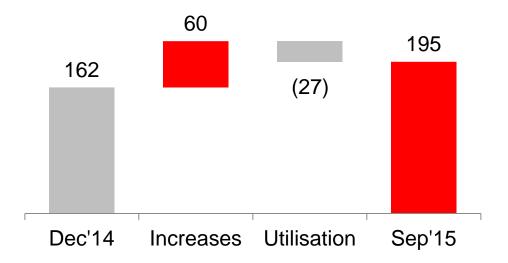


PPI and other conduct issues

PPI provision balance¹ (£m)

Other products provision balance¹ (£m)





- Monthly utilisation excluding pro-active customer contact during 9M'15 was £9m per month (including related costs), compared with an average of £9m in 2014, and £18m in 2013
- There are currently no open past business reviews
- Considerable uncertainty remains as a result of the recently announced FCA consultation (time barring and Plevin). This uncertainty has prevented us from reliably estimating any additional provisions at this time

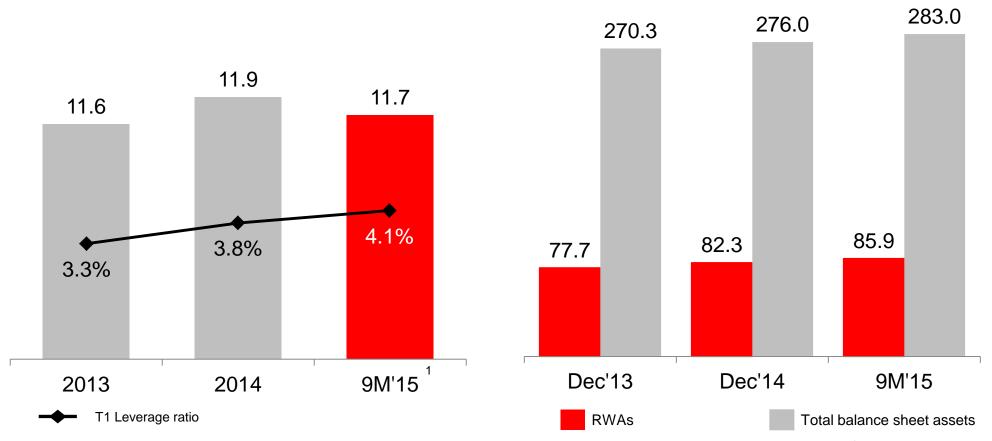
- Includes £43m of additional provisions taken in Q3'15 relating to wealth and investment products
- The additional provisions were taken following the agreement with the FCA and a review of claims activity



Strong capital and leverage with controlled RWA growth

CET1 and leverage ratio (%)

Risk weighted assets and balance sheet assets (£bn)





Delivering on our 2015 commitments

		31.12.2014	31.09.2015	2015 target
Loyal and	Loyal customers	3.3 million	3.6 million	4 million
satisfied	1I2I3 World customers	3.6 million	4.6 million	4 million
retail customers	Customer satisfaction ('FRS') (average of 3 highest performing peers)	59.7% (60.4%)	62.9% (61.4%)	Top 3
2 'Bank of Choice' for	Corporate loans percentage of total customer loans	13%	13%	20%
UK companies	(Total lending to corporates) 1	(£23.9bn)	(£26.2bn)	
3	Return on tangible equity ('RoTE')	10.4%	12.0% ²	13% – 15%
Consistent	Cost-to-income ratio	54%	52%	< 50%
profitability	CET 1 capital ratio	11.9%	11.7%³	> 10.5% ⁴
and a strong balance	Loan-to-deposit ratio	124%	123%	< 125%
sheet	Non performing loan ratio	1.80%	1.59%	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 nine months ended 30 September 2015

1. Total lending to corporates. See Appendix 1 for definitions of Commercial Banking and Global Corporate Banking ('GCB') customer segments | 2. Adjusted RoTE of 12.0% is annualised and adjusted for the UK Bank Levy and FSCS phasing. RoTE was 12.8% | 3. CET 1 capital ratio was impacted by the commencement of the PSA cooperation in our consumer finance business. Excluding this impact, the CET 1 capital ratio would have been 12.0% | 4. Target recalibrated to c.12% by 2018 in September 2015, based on the current known end-point CET1 regulatory requirements



Well positioned as a successful scale challenger

Unique position with meaningful scale and opportunity...

Santander

...a full-service retail and commercial bank... ...successfully challenging the big banks







Retail Banking

881 branches

>80% market coverage

Guaranteed 7-day switch service¹

1 in 4 customers

Since the introduction of the switch service in Sep'13

14m active customers

9.5m current accounts; 5th largest

£136.2bn retail liabilities

£152.3bn mortgages; 3rd largest

£26.2bn corporate assets

Commercial Banking

69 Corporate Business Centres (from 34 in 2012)

713 Relationship Managers (from 503 in 2012)

SME lending² (%, YoY growth)





Ambitious but realistic 2018 commitments

2018 target

People	Colleague engagement	Top 3 UK Bank
Customers	Loyal retail customers	4.7 million
	SME and Corporate loyal customers (including Business Banking)	308,000
	Customer satisfaction and advocacy (FRS)	Top 3
	Digital customers	6.5 million
	Fee income CAGR ¹	5% - 10%²
Shareholders	Return on tangible equity ('RoTE')	12-14%
	Cost-to-income ratio ('CIR')	< 50%
	CET 1 capital ratio	c. 12%
	Non performing loan ('NPL') ratio	< 1.50%
	Dividend payout ratio	50%
Communities	Number of scholarships ³	24,100
	People supported ³	600,000

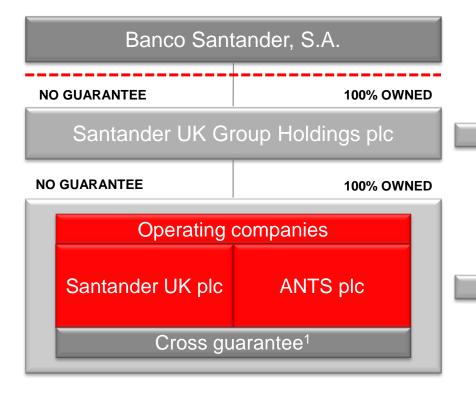
Fixed income and economic outlook appendix



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





- Senior unsecured
- Subordinated debt
- Covered bonds
- Mortgages for RMBS vehicles
 - Senior unsecured
 - Short term funding e.g. ECP, French CD, etc.



Prospective implementation of UK resolution regime

Holding Company (HoldCo) Senior Subordinated Debt Equity

Losses limited to write down of intercompany assets¹

Operating Company (OpCo)

Excluded Liabilities

Inter-co Senior External Senior

Inter-co LAC²

Inter-co Sub Debt External Sub Debt

Equity

Losses arise at OpCo

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 issued AT1, T2 and senior unsecured debt
- During the transitional period senior unsecured debt issued from HoldCo will either be downstreamed as senior debt to the OpCo or if required for LAC purposes, it will be downstreamed in a form that is subordinated to OpCo senior and thus complying with any TLAC / MREL requirement



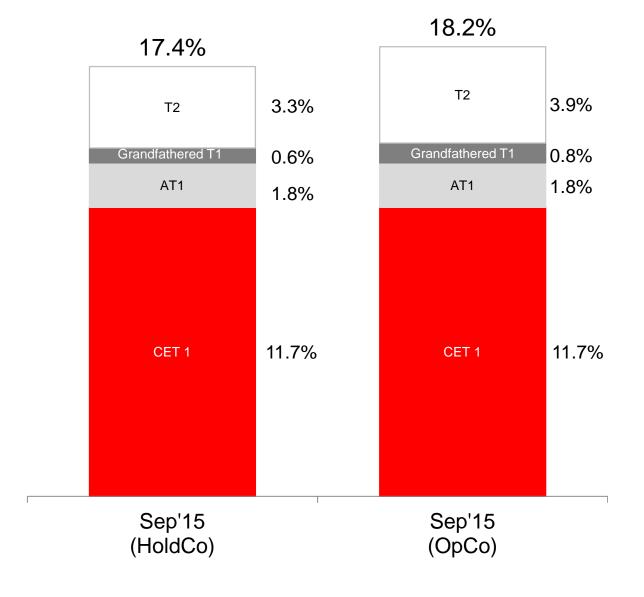
Credit ratings – October 2015

		S&P	Moody's	Fitch
Santander UK Group Holdings plc	Senior Unsecured	BBB	Baa1	А
	Tier 2	BB+	Baa2	A-
	Additional Tier 1	B+	Ba2	BB+
	Outlook	stable	stable	positive
Santander UK plc	Senior Unsecured	А	A1	A
	Short-term	A-1	P-1	F-1
	Outlook	negative	stable	positive

OpCo Standalone ratings are bbb+ (S&P), a (Fitch) and baa1 (Moody's)



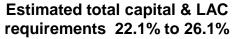
Managing capital from a strong position

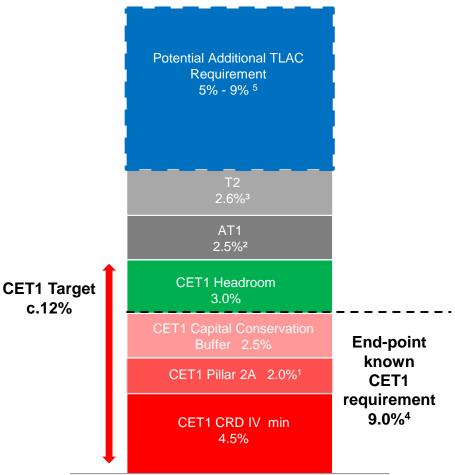


- HoldCo and OpCo total capital difference is driven by the recognition of minority interests
- 18.2% of RWAs is the total subordination available to senior OpCo bondholders
- OpCo senior unsecured debt with an outstanding maturity > 1 year at 30 Sep'15 was £15.3bn, 17.8% of RWAs



Well placed to meet end-point capital / LAC landscape



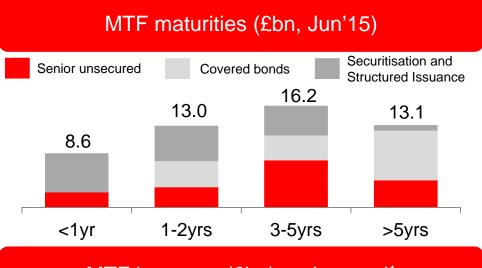


- It is Santander UK's current intention to meet a portion of any regulatory LAC requirement through issuance of senior unsecured debt from HoldCo which is downstreamed in a regulatory LAC compliant form. We will be transparent around any downstreamed funding from HoldCo to Opco
- Based on Santander UK's current £85.9bn of RWAs, this would equate to a notional TLAC requirement of between £4.3bn and £7.7bn

Target 2019 end-point

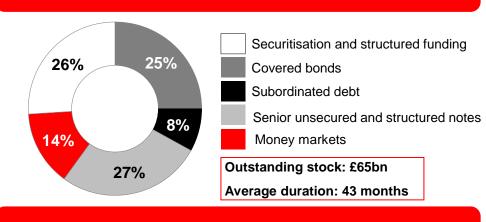
1. Santander UK's Pillar 2A requirement was 3.6% as at 31 December 2014, Pillar 2A guidance is a point in time assessment | 2. Current minimum AT1 regulatory requirement is Pillar 1 1.5% and Pillar 2A 0.7%, however Santander UK expects to issue up to its leverage ratio eligible amount which is currently equal to 2.5% of RWA | 3. Current minimum T2 requirement is Pillar 1 2.0% and Pillar 2A 0.9%, however 0.3% of the T2 requirement will be satisfied from 0.3% of the 2.5% AT1 issuance | 4. In addition to the known requirements, additional capital buffers applicable to Santander UK in the future may also include a Countercylical Buffer (currently set at 0% in the UK) and a ring-fencing buffer (subject to detailed requirements being finalised and published, and not expected to be applicable until at least 2019) | 5. Based on current interpretation of proposals

Improved funding profile with lower spread

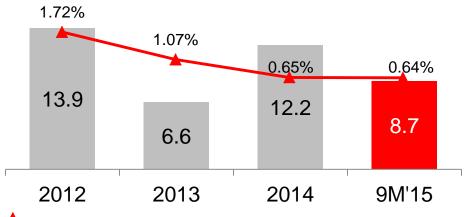


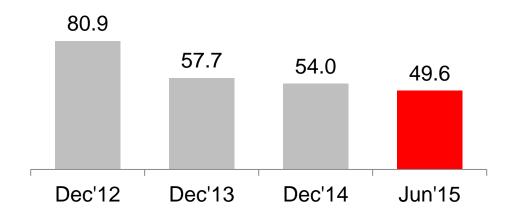
MTF issuance (£bn) and spread¹

Wholesale funding stock (Jun'15)



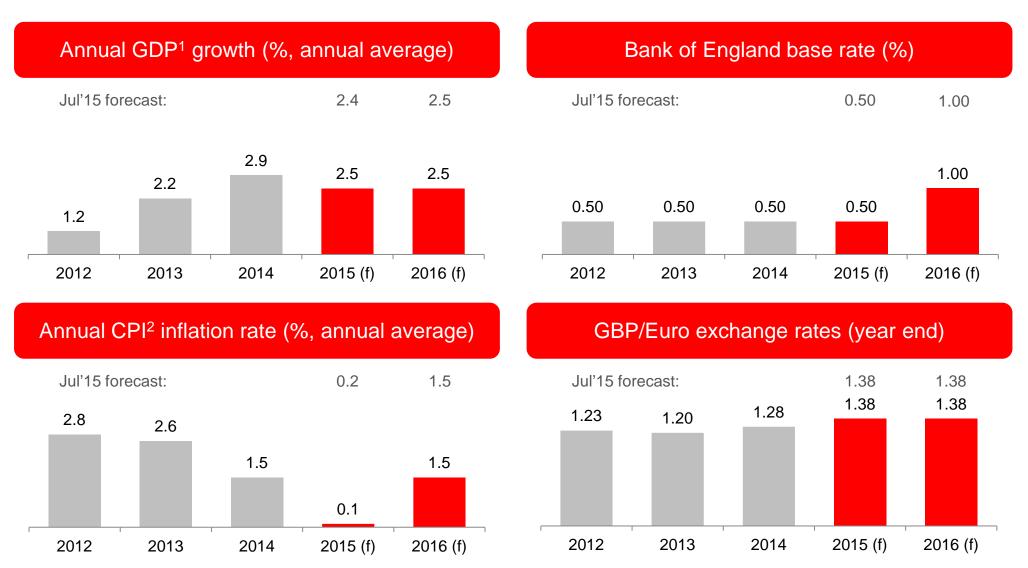
Medium term funding encumbrance² (£bn)





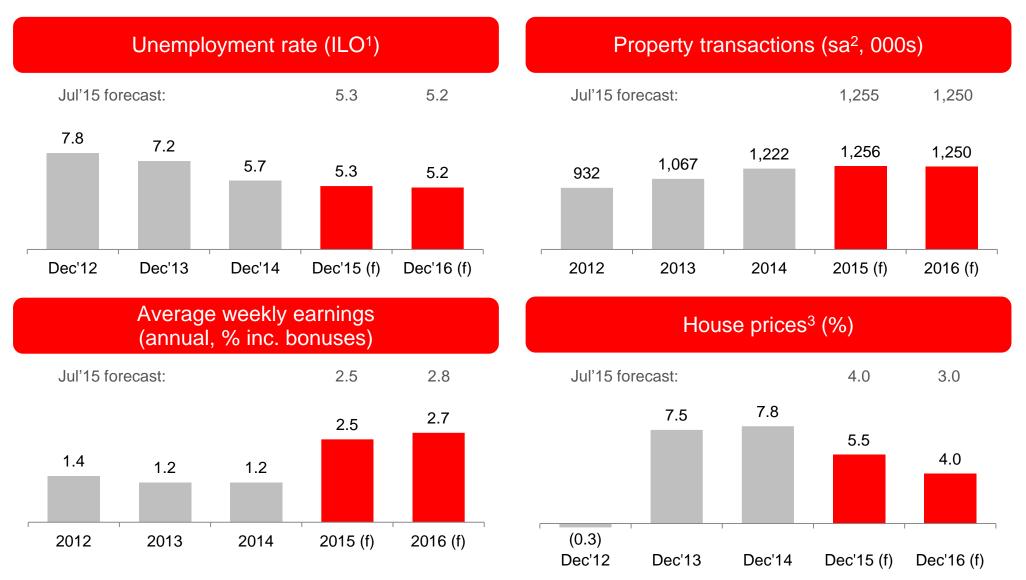


Relatively strong growth of UK economy



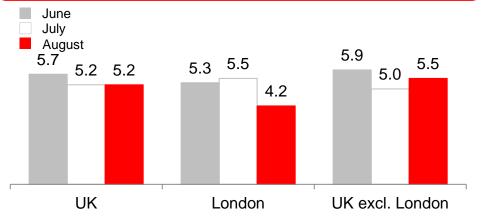


Favourable UK market conditions continue

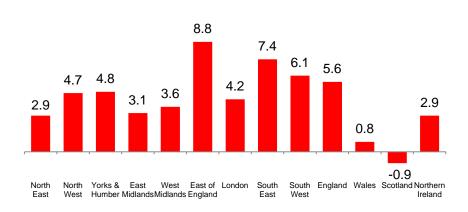


Signs of housing market strengthening

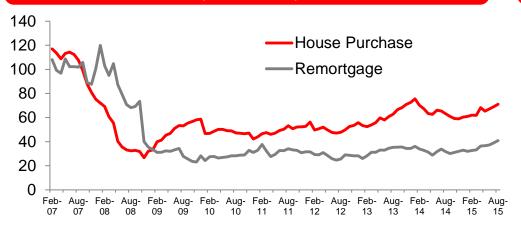
House price change (annual %, nsa¹)



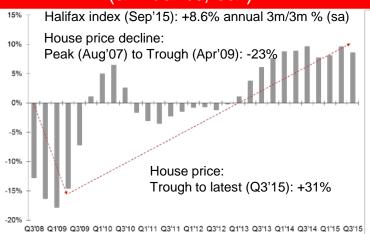
House price change by region Aug'15 (annual %, nsa¹)



House purchase and remortgage approvals (000s, sa²)



House price inflation (annual %, sa²)





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Results and Presentations

Quarterly, half yearly and annual financial results and presentations

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Funding information and details of the covered bond, securitisation and other debt issuance programmes

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