Santander UK Group Holdings plc

Investor Update for the year ended 31 December 2016

January 2017





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Source: Santander UK Q4 2016 results "Quarterly Management Statement for the year ended 31 December 2016" 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.



Santander

2016 business and financial highlights

Profit before tax

£1,914m

+43%

 Adjusted PBT of £2,031m, up 13%, excluding specific, gains and charges (£117m and £450m for 2016 and 2015, respectively)

Retail current a/c balances

£64.8bn

+£11.6bn

Continued growth with net positive inflows to the 1I2I3
 Current Account offsetting lower savings balances

Digital customers

4.6m

+620,000

Front book: 36% of bank accounts opened online
 Back book: 41% of mortgages retained online

Net lending

+£1.5bn mortgages

+£0.9bn corporates

 Strong net inflows in Q116 and Q416 were driven by BTL lending and lower redemptions, respectively

Lending to UK companies impacted by macro slowdown

NIM / Banking NIM 1.48% 1.79% -5bps

-4bps

 Banking NIM supported by retail liability margin improvement in Q416 partially offsetting SVR attrition

Prudential ratios

11.6% CET1 4.1% leverage

 Capital generation and RWA management, offset by long-term rates volatility impact on defined benefit pension schemes accounting position

2018 strategy creating value for all our stakeholders





Our 2016-18 commitments

		FY15	FY16	2018 target
	Loyal retail customers	3.7 million	3.7 million	4.7 million
	Loyal SME and Corporate customers	266,000	290,000	308,000
Customers	Retail customer satisfaction (FRS) average of 3 highest performing peers	62.9% <i>62.0%</i>	62.9% <i>62.5%</i>	Top 3
	Digital customers	3.9 million	4.6 million	6.5 million
	Net fee and commission income CAGR	n/a	8%	5-10% ²
	Return on tangible equity (RoTE) ¹	8.2%	10.9%	8-10%
	Cost-to-income ratio (CIR) ¹	53%	50%	50-52%
Shareholders	Non performing loan (NPL) ratio ¹	1.54%	1.50%	<2.0%
	CET1 capital ratio	11.6%	11.6%	c12%
	Dividend payout ratio	50%	51%	50%
People	Colleague engagement	71%	72%	Top 3 UK bank
Communities	People supported	n/a	196,300	600,000 ³

For notes see Appendix 1 to the Santander UK Group Holdings plc Quarterly Management Statement for the year ended 31 December 2016 and for the reconciliation to the nearest IFRS measures. A glossary of the main terms used in the Quarterly Management Statement is available on our website at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary



^{1.} RoTE, CIR and NPL ratio 2018 targets were revised at the Banco Santander Group Strategy Update event for analysts and investors on 30 Sep 2016, reflecting revised economic forecasts, in particular lower for longer interest rates. Previous targets were: RoTE: 12-14%, CIR <50%, NPL ratio <1.50% | 2. Measured between FY15 and FY18. Compound annual growth rate (CAGR) | 3. Cumulative from 2016 to 2018

2017 outlook

- UK's decision to leave the EU has led to economic uncertainty and financial market volatility.
 The lower value of sterling, when combined with higher oil prices over the past year, we believe, is likely to lead to higher inflation, which could result in slower UK economic growth
- Banking NIM for 2017 to remain broadly stable from 1.79% in 2016, predicated on no change to base rate, with improvement in liability margin offsetting SVR attrition and pressures on new asset margins
- Cost management remains a key focus. Key initiatives include digitalisation, organisational simplification and streamlining for improved customer experience and greater operational efficiencies
- Impairment charges could be slightly higher than the cyclically low levels seen over recent years
- Net mortgage lending to be broadly in line with the market, with decline in SVR slightly lower than 2016
- Corporate lending will be slower than in recent years; consistent with forecasted slowdown in GDP growth and as we manage exposures to certain segments



Putting the customer at the heart of our business



Well positioned as the only UK full-service scale challenger

Meaningful scale and opportunity...

...a more diversified retail and commercial bank...

77%

Mortgages

£200bn customer loans

£172bn customer deposits

38%

Current Accounts

(up from 19% in 2013)

(£bn)

Retail **Corporate**

841 branches **67** Corporate Business Centres

c80% financial centre 686 Relationship Managers¹

coverage

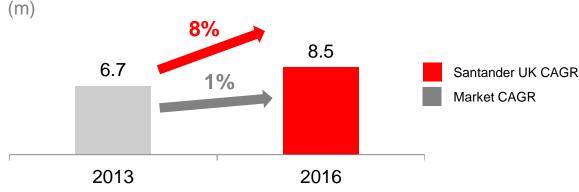
UK Mortgage lender²

UK Commercial lender²

...a full-service corporate market challenger

...a significant retail current account provider...

Retail Current Account volumes³



38%

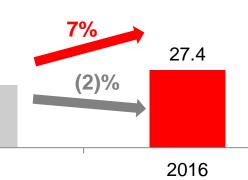
Savings

Lending to UK companies⁴

22 1

2013

Other customer loans and deposits



1. Excludes product and international relationship managers | 2. Santander UK analysis. Commercial lending refers to loans to small and mid sized corporate clients by UK retail and commercial banks and building societies | 3. Source: CACl's CSDB, Stock, Volume data for 2013 is December 2013, and for 2016 is October 2016 Bank of England Bankstats (November 2016), Private Non-Financial Companies (PNFCs). Data for 2013 is December 2013 and for 2016 is December 2016



14%

Corporate loans

(up from 12% in 2013)

18%

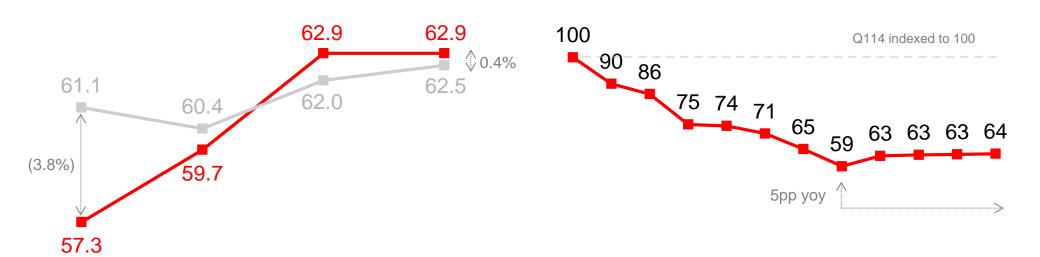
Corporate

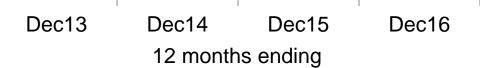
deposits

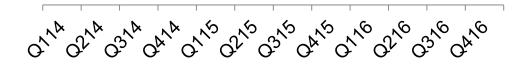
Improving retail customer experience

Retail customer satisfaction (%)¹

Retail complaints received (indexed)²







- Santander UK
- Average of 3 highest performing peers

^{1.} As measured by FRS. Refer to Appendix 1 in the Q416 Quarterly Management Statement for a full definition and glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary | 2. Source: Santander UK management information. All unique core complaints included. Those relating to legacy issues e.g. PPI and advice related complaints are not included



11213 Current Account remains an outstanding proposition

Transformational to our franchise since 2012

Non 11213 Current Account 11213 Current Account

- Simple and transparent
 Clear value offer supported by 1I2I3 calculator
- Fee paying account
 Adaptable to market conditions and interest rates
- Front book and back book
 Available to new and existing customers
- Reduced customer attrition
 Driving customer long-term transactionality



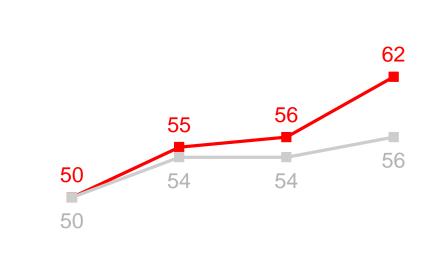
Deeper relationships	23%	loyal	68%
Improved customer profiles	6%	select / affluent	34%
More valuable relationships	1.5	products	2.1
Improved liquidity stability	1.0x	average balance	5.4x
More satisfied customers (FRS) ¹	66.6%		73.3%

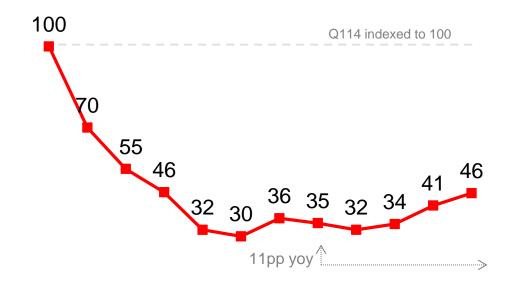


Improving corporate customer experience

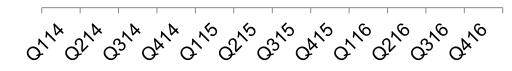
Corporate customer satisfaction (%)¹

Corporate complaints received (indexed)²









-Santander UK

Market average



^{1.} Source: Charterhouse Business Banking Survey. Refer to Appendix 1 in the Q416 Quarterly Management Statement for a full definition and glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary | 2. Source: Santander UK management information. Complaints relate to our commercial and corporate banking businesses

Utilising full service corporate and commercial offering

Annual turnover

Customer loans

Business banking < £6.5m £2.3bn

SMEs > £6.5m - £50m £10.7bn

Mid corporates > £50m - £500m £8.7bn

Large corporates > £500m £5.7bn

Expanded footprint to be closer to our customers

2012

2016

Relationship Managers

503

686¹

Corporate Business Centres

34

67

Commercial Banking new facilities (£m)

7.8 7.4 Dec14 Dec15 Dec16

International expertise and differentiated offering

BREAK THROUGH













1. Excluding product and international relationship managers

Further refining the GCB UK franchise

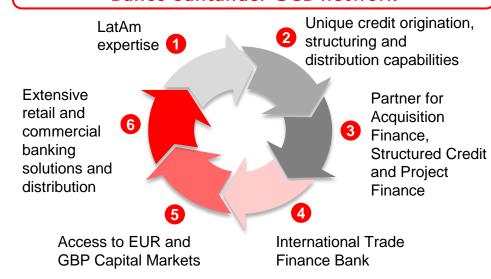
Evolution of our UK franchise

- Refining our client centric business model to deepen relationships with clients and increase customer loyalty
- Increasing connectivity across GCB units in different geographies with an integrated client coverage
- Transitioning towards a capital-efficient business model, with opportunities for fee income growth and maximum return on capital with our transactional, FX and advisory services

Part of a global group; a market leader in corporate finance

- Banco Santander has a strong position in Europe and Latin America for syndicated corporate loans with first level participation in significant transactions
- Clear leaders in Structured finance in Latin America and Spain providing both financing and advisory services on major deals and projects

Our competitive advantage from leveraging the Banco Santander GCB network



Strong credentials in chosen businesses

	2013	2016
UK housing associations bonds ¹	1st	1st
Arranger of UK renewable loans ²	9th	2nd
UK syndicated loans MLA ³	6th	5th
UK corporate bonds investment grade (£)3	5th	8th



Customer behaviour is becoming increasingly digital

Growing digital capability to meet changing needs

Credentials

I have quick and easy access to services

Buy

It is simple to open a new account

See

I can see all Santander accounts

Service

I can do basic transactions

Mobile

I have digital services on the move

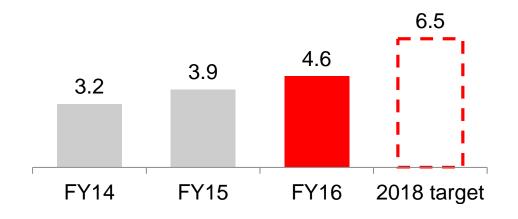
Analytics

Enablers and analytics available for better journey

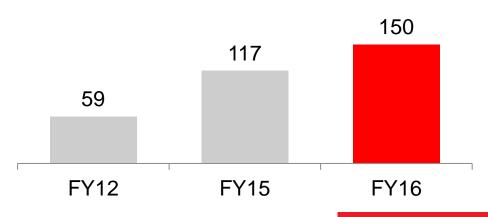








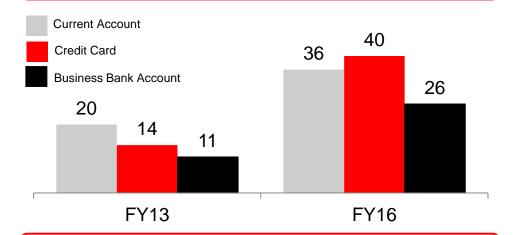






Digital transformation for improved customer experience

Digital openings (% of total openings)



Key digital developments in 2016

- Investment Hub new online platform for self investments
- Partnership with Kabbage same day funding for UK SMEs
- Pioneered voice banking with SmartBank app
- Expanded mobile payment capabilities with Android Pay
- End-to-end online mortgage platform











Impact of digitalisation

Then

Branch based mortgage application;

process time of 3 hours

Now

Digital end-to-end application; process time c50 mins

Account application only; via branches or telephone, physical documentation required

Online and mobile process: functionality to upload documents electronically for some products

Online banking with only standard view available: without app features



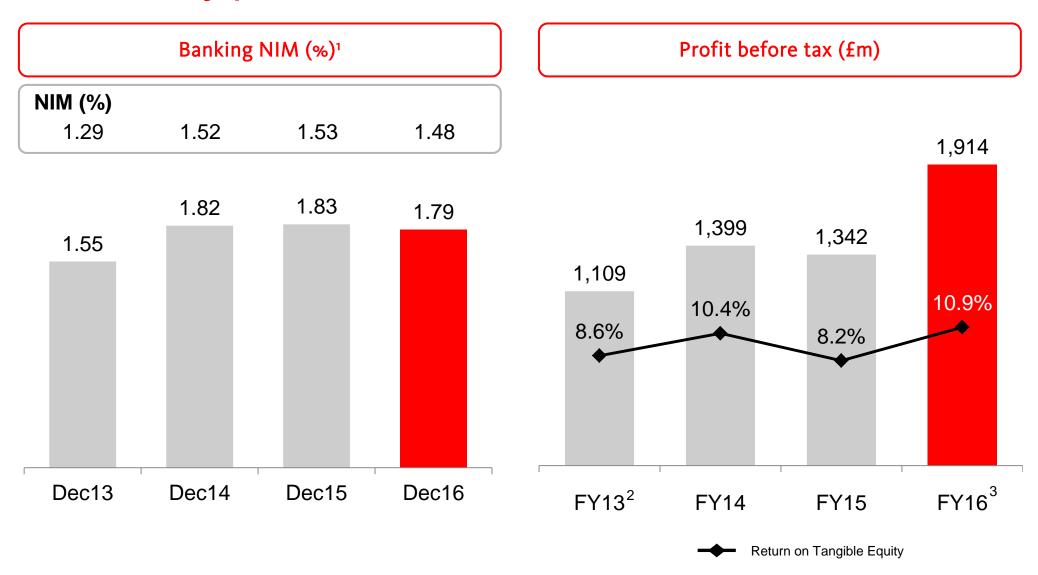
Mobile apps; credit card spend and cash pooling, Personalisation, monitoring and analysis functions



Consistently profitable, sustainable business



Consistently profitable, sustainable business



^{1.} Banking NIM is calculated as annualised net interest income divided by average customer loans. NIM is considered the most comparable IFRS measure to Banking NIM.

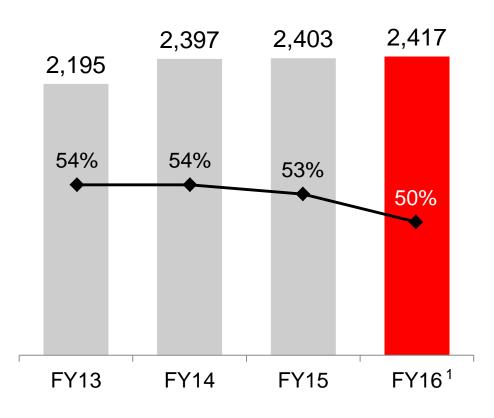
2. 2013 PBT excludes discontinued operations

3. FY16 PBT excluding Visa Europe Limited gain of £119m, Banking Reform costs of £122m and PPI, including Plevin, charge of £114m would have been £2,031m. See Appendix 2 in the Q416 Quarterly Management Statement for a full definition.



Operational efficiency well managed

Operating expenses (£m)



Efficiency improvements to continue

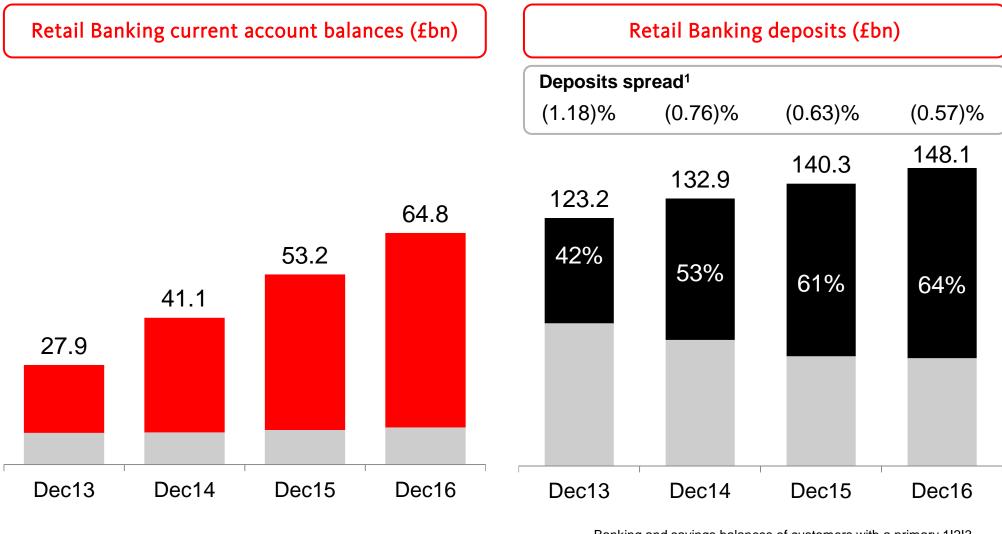
- Simplifying our organisation and processes, and digitalising across our businesses
- Omni-channel platform with optimised distribution, leading digital tools and remote service and advice
- Leveraging Banco Santander's scale through shared capabilities across countries

Comprehensive programme of cost initiatives

- Making business more agile through organisational transformation and process re-engineering
- Targeting > £100m reduction in cost base by 2018, while continuing to grow the business



Improved retail customer primacy and liability spread



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



Santander

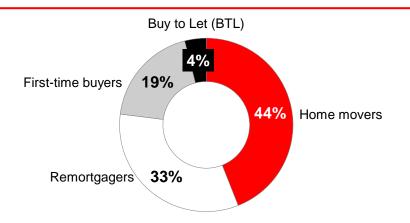
of which 11213 Current Account balances (adult accounts only)

Prime residential mortgage book of £154.3bn

Mortgage product profile (stock, Dec16)

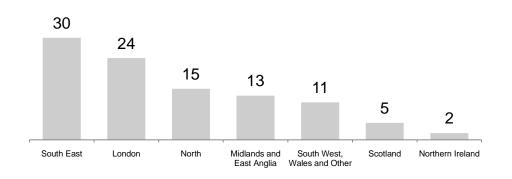
Standard Variable Rate (SVR) 19% Variable rate¹ 22% Fixed rate

Mortgage borrower profile (stock, Dec16)

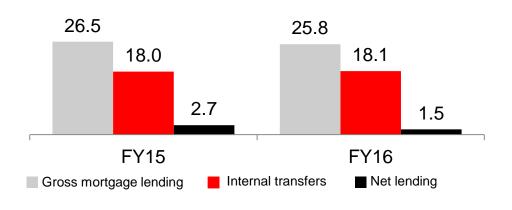


34% interest only mortgages (Dec15: 36%)²

Geographical distribution (stock %, Dec16)

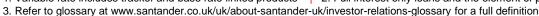


Mortgage lending (£bn)



c80% of maturing mortgages retained³

^{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





Consistently prudent mortgage lending criteria

Mortgage loan distribution

Loan to value (LTV)

Dec15

Dec16

Dec15

Dec16

Loan size distribution (stock)

Less than £0.25m	75.0%	71.6%
£0.25m - £0.5m	19.0%	21.3%
£0.5m - £1m	5.2%	6.3%
£1m - £2m	0.7%	0.7%
Over £2m	0.1%	0.1%

Average loan size distribution (new business)

London and South East	£248k	£264k
Rest of UK	£136k	£144k
All UK	£186k	£198k
Loan-to-income multiple ¹	3.10	3.16

Simple average LTV²

new lending	65%	65%
stock	45%	43%

Indexed LTV distribution (stock)

> 85% - 100%	6%	4%
> 100%	2%	1%
New lending % with LTV > 85%	16%	17%

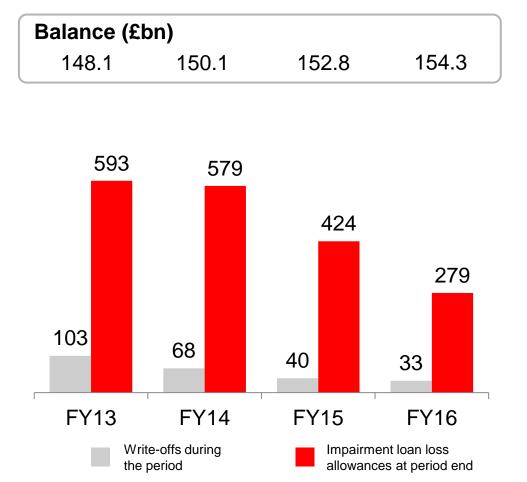
25,300 first-time buyers (£4.2bn gross lending) 12,400 BTL mortgages (average LTV of 67%)

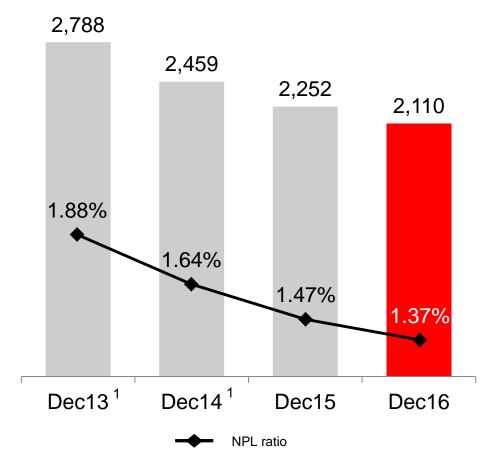


Robust residential mortgage credit performance

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

Mortgage NPLs (£m)







Capturing opportunities in Consumer Finance

Leading motor finance company in the UK...

- 7 manufacturer partners
- Collaboration with over 3,500 motor retailers
- Point of sale quotation and application system
- Assortment of 'value-added' products
- Flexible point of sale system for an extensive range of finance and related products
- Provision of stock and other dealer funding facilities









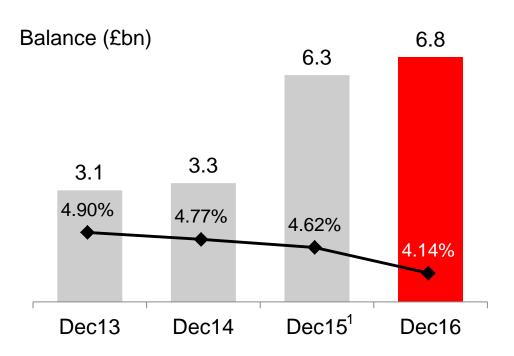






...with a low-risk and growing contribution





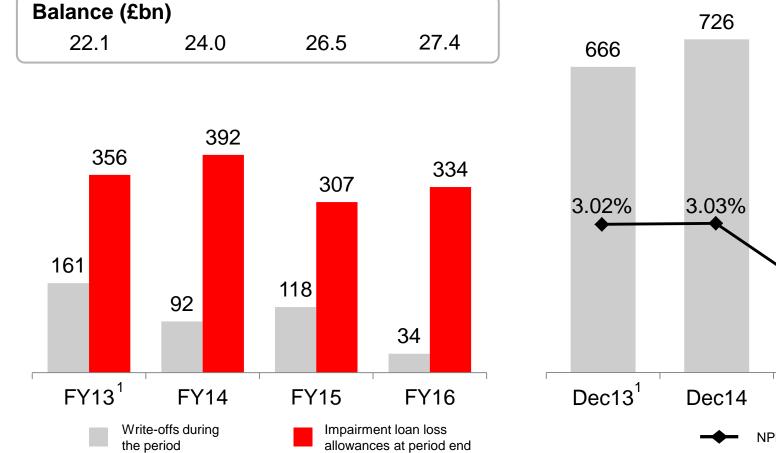


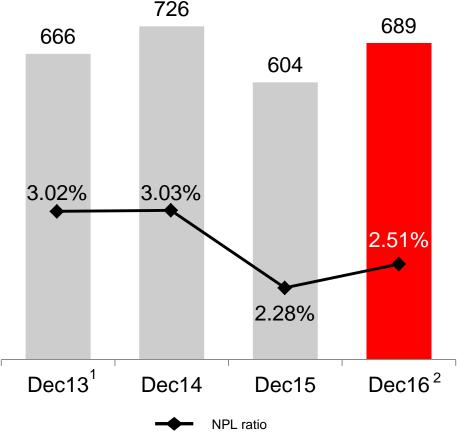


Prudent approach in corporate lending

Corporate lending loan loss allowances and write-offs (£m)

Corporate NPL (£m)







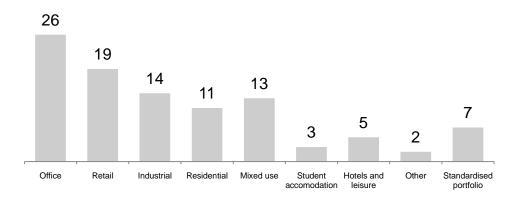
Well diversified CRE portfolio

Credit performance

	Dec15	Dec16
CRE customer loans	£9.2bn	£9.0bn
NPL ratio	1.83%	2.00%
NPL coverage ratio	43%	32%

Total committed exposure	£9.2bn	£9.0bn
Up to 70% LTV	86%	87%
70% to 100% LTV	3%	2%
> 100% LTV	-	1%
Standardised portfolio ¹	9%	7%
Total with collateral	98%	98%
Development loans	2%	2%
	100%	100%

Sector analysis (stock %, Dec16)



- The CRE portfolio of £9.0bn is 33% of corporate lending and 4% of total customer loans
- The portfolio is well diversified across sectors, with no significant regional or single name concentration
- Conservative approach to new lending in 2016:
 - no new business written >70% LTV
 - 95% written at or below 60% LTV
- Weighted average LTV on exposures Dec16: 50% (Dec15: 52%)²



Strong capital, liquidity and funding position

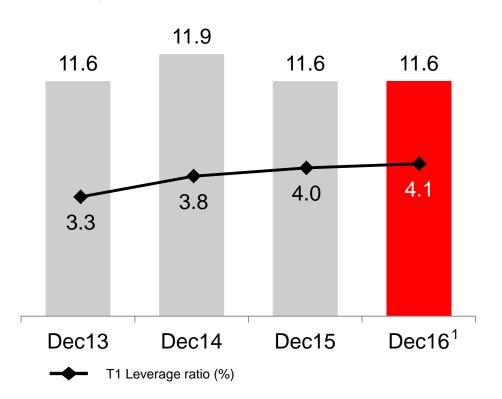


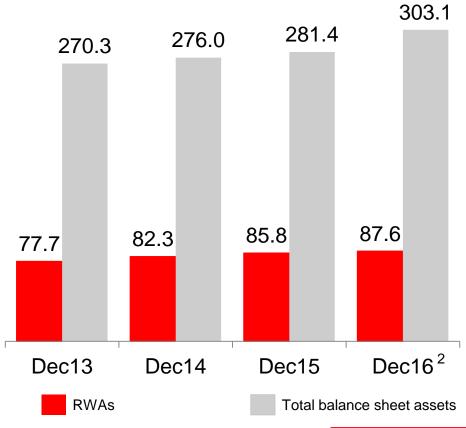
Robust capital and leverage levels

CET1 and T1 leverage ratio (%)

Risk weighted assets and balance sheet assets (£bn)

CET1 capital ratio was 11.6% with steady capital generation and RWA management, offset by long-term rates volatility on defined benefit pension schemes accounting position

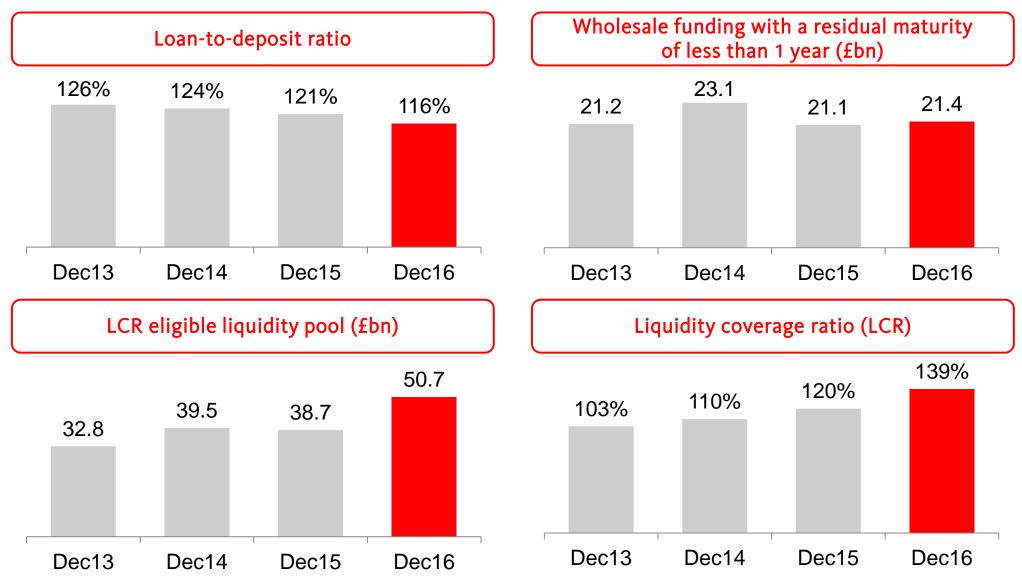




^{1.} Dec16 leverage ratio was calculated applying the amended definition, as published in the Jul16 PRA statement. Under the previous definition, the leverage ratio would have been 3.8% | 2. The increase in total balance sheet assets reflects £20.1bn increase in assets held for liquidity purposes, a new portfolio of originated assets held to maturity and an increase in the fair value of interest rate and cross currency derivative assets as a result of market volatility

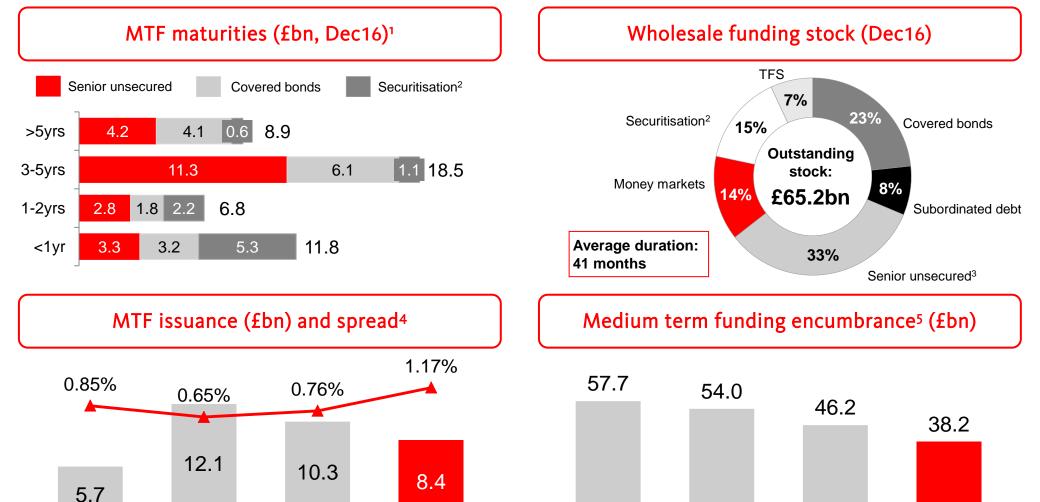


Strong liquidity position





Improved funding profile with reduced encumbrance



Dec13

Dec14

Dec15

2016

2013

2014

Weighted average spread of primary issuance above 3M LIBOR

2015



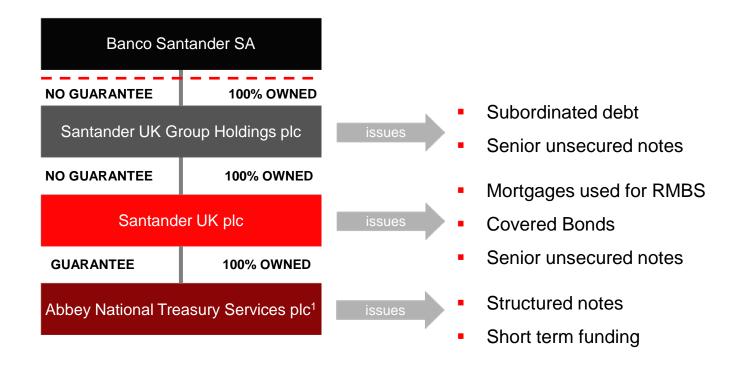
Dec16

^{1.} Includes issuances from Santander Consumer Finance UK and associated joint ventures | 2. Securitisation includes structured funding | 3. Senior unsecured include structured notes | 4. Weighted average spread at time of issuance above GBP 3M LIBOR. Includes issuances from Santander Consumer Finance UK and associated joint ventures | 5. Mortgage encumbrance includes all mortgages assigned to Fosse, Holmes, Langton and covered bond programmes

Existing wholesale funding 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 and liquidity (including dividends) and large exposures



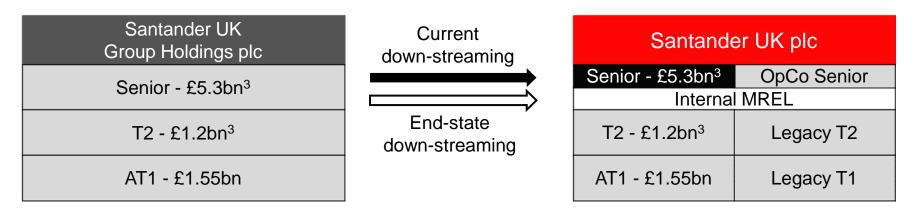


UK resolution regime; transparent HoldCo downstream model

'No creditor worse off' principle enshrined in Losses at HoldCo can only apply to the extent of any write-Operating Company (OpCo) the UK resolution regime down of its intercompany assets respecting the creditor **Excluded Liabilities** hierarchy regardless of whether the liability is Holding Company (HoldCo) External Senior Inter-co Senior internally or externally Losses issued limited to Inter-co LAC¹ Senior write down of External Sub Debt Inter-co Sub Debt **Subordinated Debt** intercompany Losses arise assets²

Under the end-state MREL / TLAC regime HoldCo senior unsecured debt will be down-streamed in a form that is subordinated to OpCo senior unsecured debt but senior to subordinated capital instruments

Equity



^{1.} Inter-co Loss Absorbing Capacity (LAC) may require terms to be included in the intercompany trade to make it subordinated to non LAC senior liabilities | 2. The write down of the intercompany assets will be determined by the relevant authority following valuations conducted per BRRD Art 36 | 3. Includes issuances up to 20 January 2017. GBP equivalent at 20 January 2017

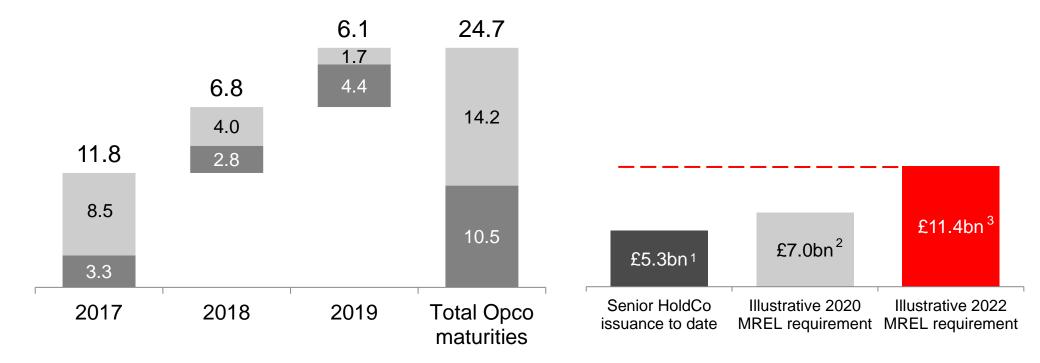
Equity

at OpCo



Well placed to meet end-point MREL requirement

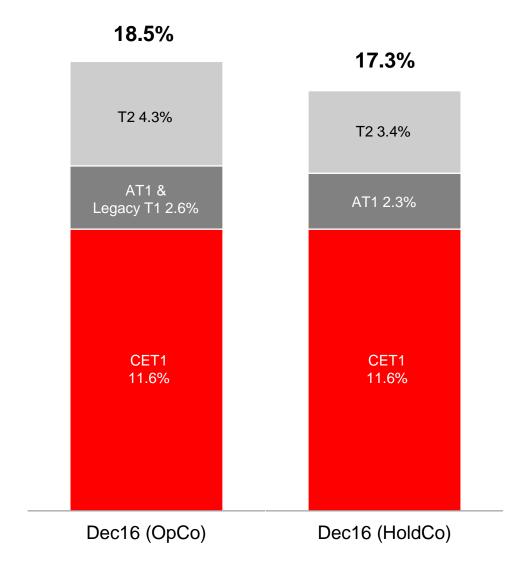
- Secured OpCo MTF maturities (£bn)
- Unsecured OpCo MTF maturities (£bn)



- BoE MREL requirements over and above regulatory capital minimum (recapitalisation amount) to apply from 1 Jan
 2020, with transitional implementation
- The majority of our MREL recapitalisation requirement to be met through gradual refinancing of existing OpCo maturities. It will not be additive to wholesale funding requirements



Well placed to meet end-point capital requirement



- 18.5% of RWAs is the total subordination available to OpCo senior unsecured and downstreamed Holdco senior unsecured bondholders
- 1.8% of the 2.3% HoldCo AT1 resources and 1.4% of the 3.4% HoldCo T2 resources was issued directly from HoldCo
- HoldCo and OpCo total capital difference is driven by the recognition of minority interests, as at December 2016 there was a 0.3% T1 and 0.9% T2 minority interest deduction at HoldCo
- At 31 December 2016, Santander Group Holdings plc had £4.2bn of distributable reserves



17.8%

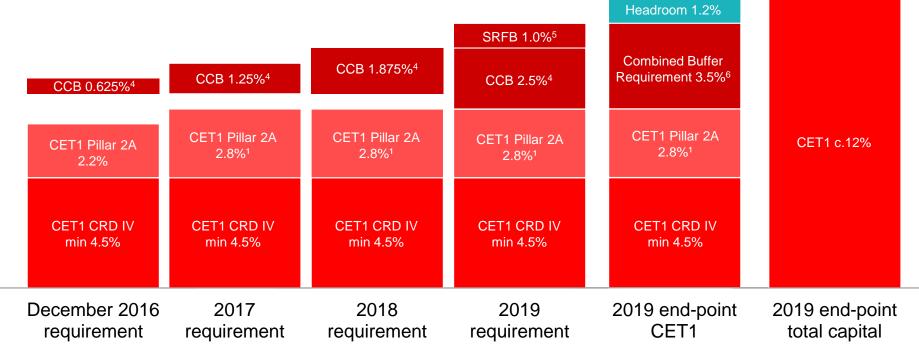
AT1 2.5%²

CET1

Target c12%

Well placed to meet end-point capital requirement

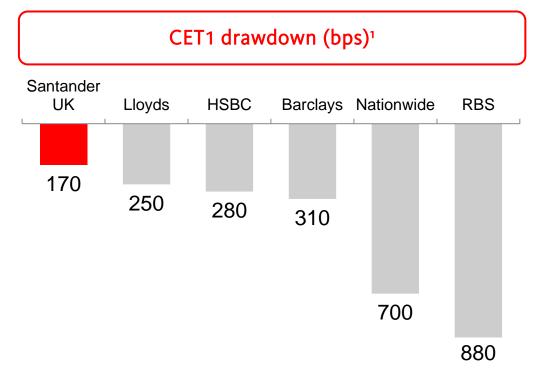
- Santander UK has a end 2018 target CET1 ratio of c12%, comfortably above the current known end point CET1 requirements of 10.8%
- The FPC has indicated that it judges the current level of capital in UK banking system to be near to appropriate levels, and expects the impact of the Basel Committee revisions to be offset by reductions in Pillar 2A capital levels for UK banks



^{1.} Santander UK's Pillar 2A requirement was 5.0% at 1 January 2017, Pillar 2A guidance is a point in time assessment | 2. Current minimum AT1 regulatory requirement is Pillar 1 1.5% and Pillar 2A 0.95% | 3. Current minimum T2 requirement is Pillar 1 2.0% and Pillar 2A 1.25% | 4. 2.5% capital conservation buffer phased in from 2016-2018 | 5. 1% systemic risk buffer (note this applicable from 2019 for the ring-fence bank). | 6. Combined Buffer Requirement of 3.5% is made up of a 2.5% capital conservation buffer, a 1% systemic risk buffer. On 30 November 2016, the FPC reaffirmed that it expects to maintain a UK Countercyclical buffer rate at 0% until at least June 2017, in the absence of any material change in the economic outlook.



2016 PRA stress test - most resilient of UK banks



Santander UK results

- Significantly exceeded the PRA's stress test CET1 threshold requirement of 7.3%, with a stressed CET1 ratio of 9.9%
- Exceeded the leverage threshold requirement of 3.0%, with a stressed leverage ratio of 3.6% after allowed management actions
- The outcome of the stress test underlines the quality and strength of our UK-based balance sheet as well as our strong risk management practices

2016 PR	A stress	test as	ssumptions
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2016 GDP growth	(4.3)%
Unemployment rate	9.5%
Inflation	(0.2)%
House price inflation	(31)%
Base rate	0%

- Focused on the resilience of UK banks to a synchronised downturn in global economies, particularly those in developing markets
- Included a severe UK property market stress scenario, and rising unemployment
- Conduct and market risk stresses were layered on top of the economic stress



Revised ring-fence model

'Narrow' ring-fence model

'Wide' ring-fence model

Santander UK Group Holdings plc

Santander UK plc¹ Ring-fenced bank

Retail, Business Banking and small SMEs

ANTS plc² Non-ring fenced bank

SMEs, Mid/Large and Global customers

Santander UK plc1 – Ring-fenced bank

Santander UK Group Holdings plc

Retail SMEs

Business Banking Mid/Large customers

Banco Santander SA

Serving the more sophisticated needs of our global customers

The Board of Santander UK recently approved a revised business model and legal entity structure, which provides greater certainty for our customers while ensuring minimal disruption. This also maintains longer term flexibility and leads to lower overall programme implementation cost with the migration now impacting fewer customers.



Credit ratings – January 2017

		S&P	Moody's	Fitch
Santander UK Group Holdings plc	Senior unsecured outlook	BBB stable	Baa1 negative	A positive
	Senior unsecured outlook	A negative	Aa3 negative	A positive
Santander UK plc	Short-term	A-1	P-1	F-1
	Standalone rating	bbb+	a3	baa1

Ratings outlook on most major UK banks operating companies impacted by the UK referendum on EU membership:

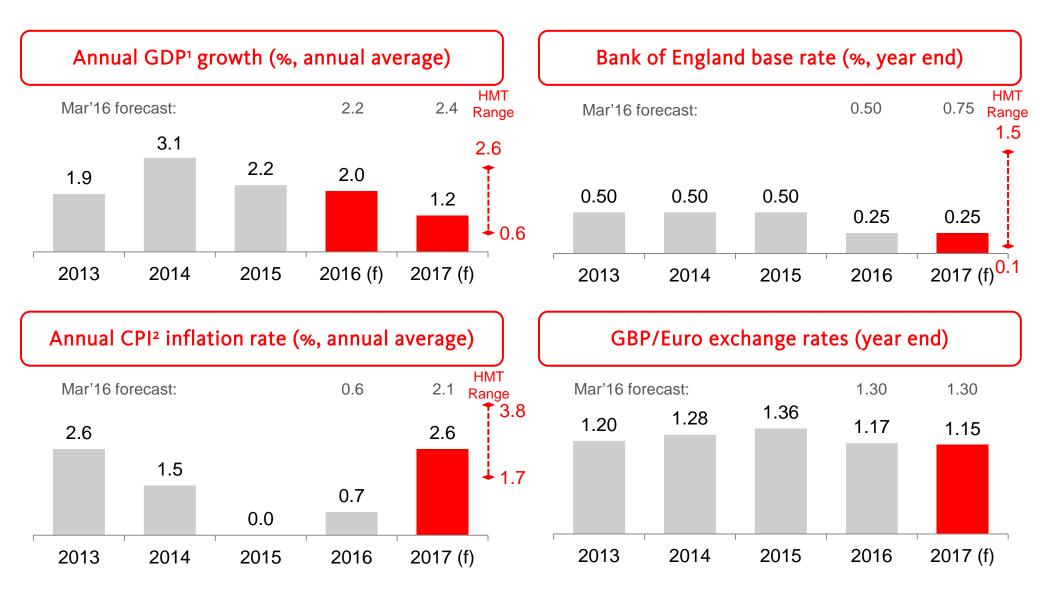
- Moody's upgraded the long-term rating for Santander UK plc to Aa3. Outlook changed to negative from stable due to Moody's expectation of a prolonged period of uncertainty for the UK following the referendum
- S&P affirmed the long-term rating for Santander UK plc at A. Outlook changed to negative from stable
- Fitch affirmed the long-term credit rating for Santander UK plc to A with a positive outlook in May16



UK economic outlook

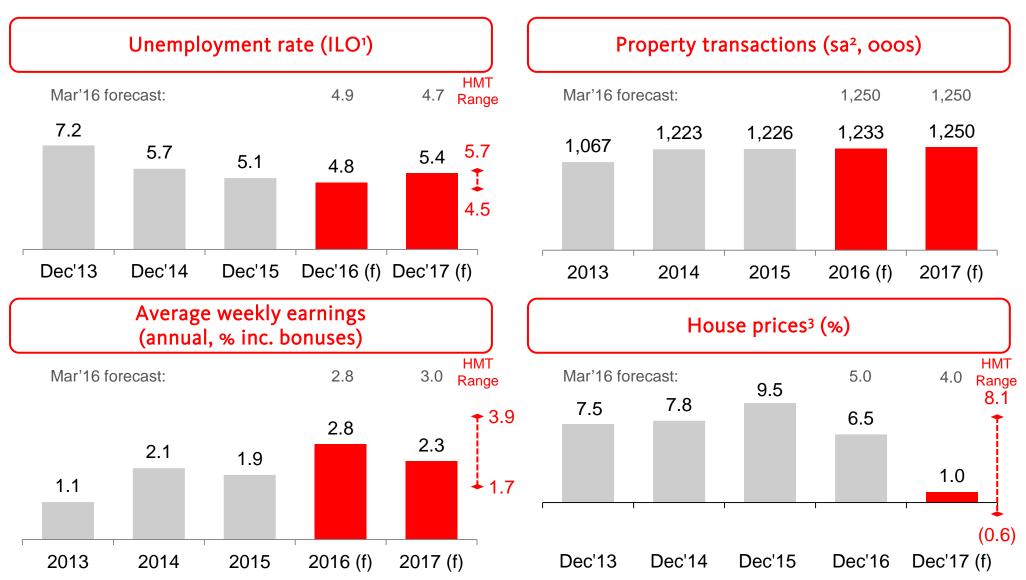


Uncertain UK economic outlook





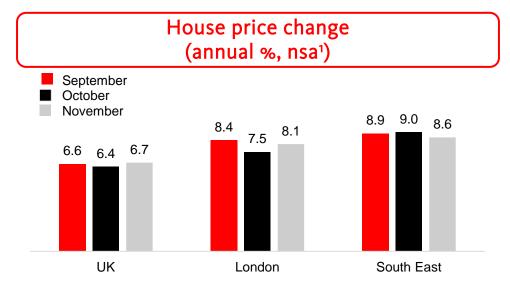
Housing and labour markets could come under pressure



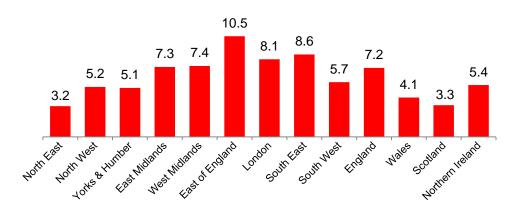
Source: Office for National Statistics and Bank of England. 2016 (f) and 2017 (f) are forecasts by Santander UK (November 2016). Dec16 (f) unemployment rate and 2016 (f) average weekly earnings forecasts are Nov2016 actual figures. External forecast ranges from HMT Treasury Consensus January 2017. Only forecasts made in the latest 3 months (Nov, Dec and Jan) have been included in the high / low range.



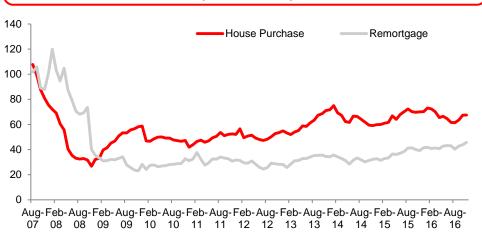
Housing market expected to slow in H216



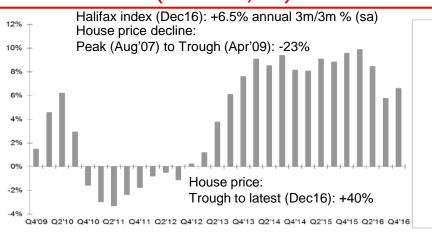
House price change by region Nov16 (annual %, nsa¹)



House purchase and remortgage approvals (ooos, sa²)



House price inflation (annual %, sa²)



Sources: House price change and House price change by region Nov16 (annual %, nsa): Office for National Statistics. House purchase and remortgage approvals to Nov16 (000s, sa): Bank of England. House price inflation (annual %, sa): Halifax (IHS Markit)

1. nsa: not seasonally adjusted 2. sa: seasonally adjusted



www.aboutsantander.co.uk

Results and Presentations

Quarterly, half yearly and annual financial results and presentations

Debt Investors

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

Glossary

A glossary of the main terms is available at: www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary

Key dates¹

Q117 results: 26 April 2017

Q217 results: 27 July 2017

Q317 results: 26 October 2017

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