Santander UK Group Holdings plc

Investor Update for the six months ended 30 June 2017

July 2017





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This presentation provides a summary of the unaudited business and financial trends for the six months ended 30 June 2017 for Santander UK Group Holdings plc and its subsidiaries (Santander UK), including its principal subsidiary Santander UK plc. Unless otherwise stated, references to Santander UK and other general statements refer to the business results of the same period in 2016.

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Source: Santander UK Q2 2017 results "Quarterly Management Statement for the six months ended 30 June 2017" 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.



H117 business and financial highlights

Profit before tax

£1,063m

Broadly stable vs H116

 Excluding specific gains, expenses and charges, adjusted PBT of £1,122m was up 13%

Digital customers

4.8m

+5% from Dec16

 Front book: 35% of total openings made digitally Back book: 47% of mortgages retained online

Net lending

£(0.2)bn mortgages

£0.7bn corporates

- Mortgage lending reflects management pricing actions in late 2016 that impacted new mortgage completions in H117
- Lending to UK corporates driven by ongoing demand from medium and large corporate customers

NIM / Banking NIM 1.53% 1.91% +5bps +12bps Banking NIM supported by retail liability margin improvement, partially offset by SVR mortgage attrition and pressure on new asset margins

CET1 ratio / Leverage ratio

12.1% 4.4%

+50bps +30bps CET1 and leverage ratio improvement driven by steady profit and capital generation



2017 outlook

- We expect solid UK economic growth in 2017. However, we see greater uncertainty in the outlook, with the
 concern that some downside risks could materialise later this year and into 2018. Lower consumer spending growth
 combined with a potentially more challenging macro environment, adds a degree of caution to our outlook
- Consistent with an uncertain operating environment, we continue to purposefully control growth in the business
 areas with higher margins that have also been noted as potentially higher risk. We believe that our proactive risk
 management policies and low risk appetite will deliver a resilient performance in the business
- We expect Banking NIM to be slightly higher than in 2016, driven by improvements in liability margin and predicated on no change to the Bank of England Base Rate in 2017. The downward pressures will continue to be driven by SVR attrition and increased competition in new mortgage pricing
- Cost management will remain a key focus, with a comprehensive programme of ongoing cost initiatives including digitalisation, organisational simplification to further improve customer experience and operational efficiency
- Gross mortgage lending growth to be broadly in line with the market, supported by our continued focus on customer service and retention. Mortgage approval volumes so far this year have been higher than in late 2016, and as a result we expect completions to normalise in the coming months
- Corporate lending growth to trading business customers will continue to outpace the market, partially offset by the
 continued active management of our CRE exposures. This will result in slower overall growth than in recent years



2018 strategy creating value for all our stakeholders

Our purpose is to help people and businesses prosper



Simple | Personal | Fair

Our strategic priorities

Customers

- Grow customer loyalty and market share
- Deliver operational and digital excellence

Shareholders

 Achieve consistent, growing profitability and a strong balance sheet

People

 Live the Santander Way through our behaviours

Communities

 Support communities through skills, knowledge and innovation



Delivering on our 2016-18 commitments

		FY16	H117	2018 target
	Loyal retail customers	3.7 million	3.9 million	4.7 million
	Loyal SME and Corporate customers	290,000	300,000	308,000
Customers	Retail customer satisfaction (FRS) average of 3 highest performing peers	62.9% <i>62.5%</i>	61.7% <i>62.9%</i>	Top 3
	Digital customers	4.6 million	4.8 million	6.5 million
	Adjusted Return on Tangible Equity / RoTE	10.9%	11.4%	8-10%
Shareholders	Cost-to-income ratio (CIR)	50%	48%	50-52%
	Non performing loan (NPL) ratio	1.50%	1.32%	<2.0%
	CET1 capital ratio	11.6%	12.1%	c.12%
	Dividend payout ratio	51%	n/a	50%



Well positioned as the only UK full-service scale challenger

Meaningful scale and opportunity...

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

77%

Mortgages

Other customer loans and deposits

£200bn customer loans

£174bn customer deposits

38%

Current Accounts

(up from 19% in 2013)

Retail Corporate

826 branches 65 Corporate Business

Centres

c80% financial centre coverage

636 Relationship Managers¹

UK Mortgage lender²

UK Commercial lender²

...a full-service corporate market challenger

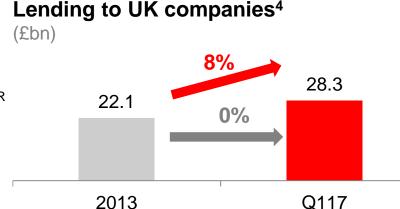
36%

Savings



Retail Current Account volumes³





1. Excludes structured finance, product and international relationship managers | 2. Santander UK analysis, as at Q217. Commercial lending refers to loans to small and mid sized corporate clients by UK retail and commercial banks and building societies | 3. Market source: CACI's CSDB, Stock, Volume data as at December 2013 and March 2017 4. Market source: Bank of England Bankstats (March 2017), Private Non-Financial Companies (PNFCs). Data as at December 2013 and March 2017



14%

Corporate loans

(up from 12% in 2013)

19%

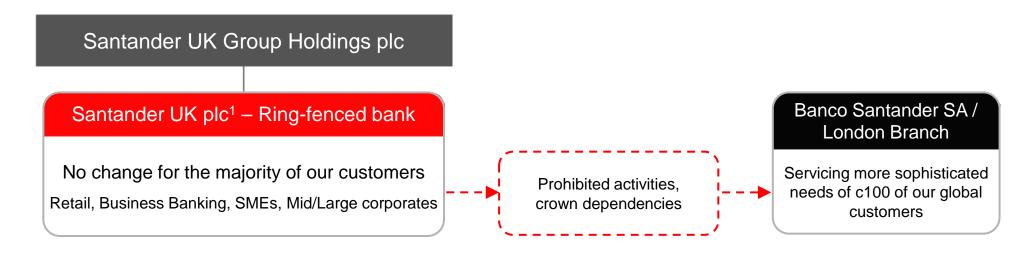
Corporate

deposits

Good progress in implementing 'wide' ring-fence structure

Our 'wide' ring-fence model will serve our retail, commercial and corporate customers - providing greater certainty and minimal disruption.

It also provides longer term flexibility, while lowering the overall programme implementation costs with the creation of the ring-fence now involving the transfer of fewer customers.

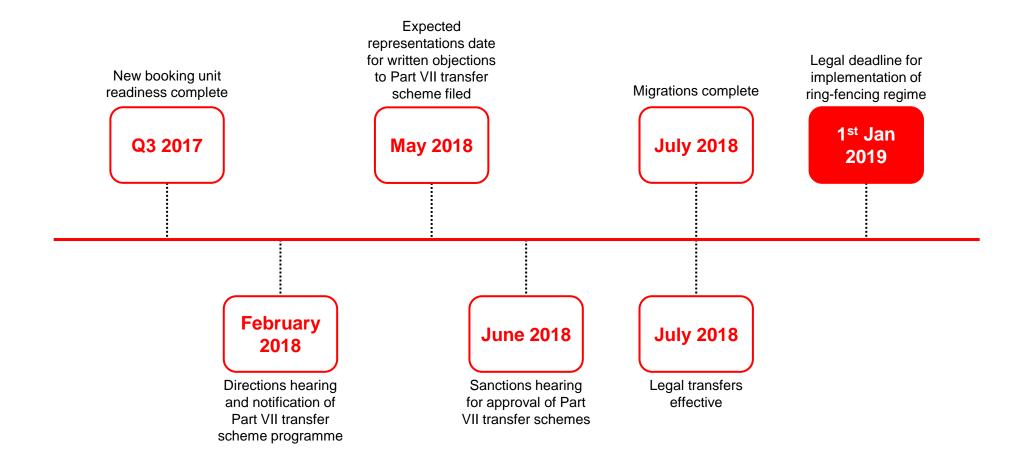


- Customers who cannot be served and services which are not permitted within a ring-fenced bank will be transferred to Banco Santander, or its London branch
- We intend to use a Part VII Ring-Fence Transfer Scheme to transfer the majority of the prohibited business of the Santander UK group to Banco Santander



Timeline of ring-fencing implementation

We are on track to complete the implementation of our ring-fence plans in advance of the legislative deadline of 1 January 2019, subject to regulatory and court approvals and various other authorisations.





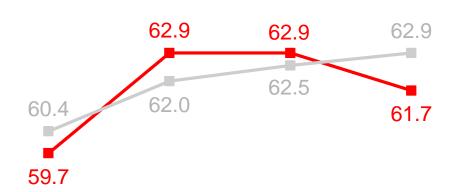
Putting the customer at the heart of everything we do



Retail customer experience impacted by 11213 World changes

Retail customer satisfaction (%)1

Retail complaints received (indexed)²





Dec14 Dec15 Dec16 Jun17
12 months ending

03/40/40/60/603/60/60/60/60/10/1

- --Santander UK
- Average of 3 highest performing peers

^{1.} As measured by FRS. Refer to Appendix 1 in the H117 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 has transformed our franchise

An outstanding proposition for many customers

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



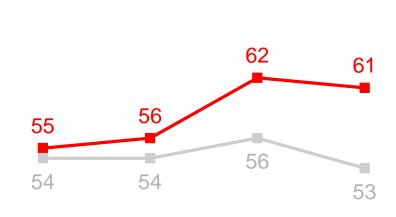
Deeper relationships	26%	loyal	68%
Improved customer profiles	6%	select / affluent	34%
More valuable relationships	1.5	products	2.1
Improved liquidity stability	1.0x	average balance	5.3x
Customer satisfaction (FRS) ¹	67.7%		70.0%

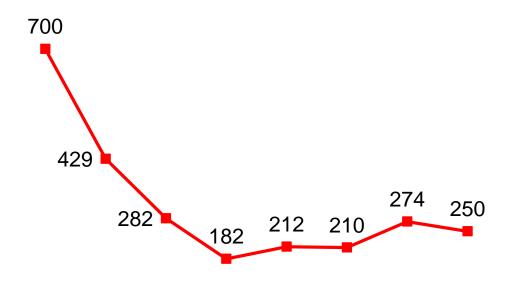


Improving corporate customer experience

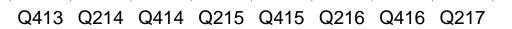
Corporate customer satisfaction (%)¹

Corporate complaints received (volume)²









Santander UK

Market average



Enhanced offering for our corporate and commercial clients

No. of customers

Customer loans

Business banking	709,000	£2.0bn
Commercial Banking	13,000	£19.6bn
GCB	350	£6.5bn

Innovative, international offerings







Moneyfacts
Award 2003-2017









Clear strategy to grow corporate franchise

- Leverage Banco Santander's international presence and Latin America expertise
- Further develop digital platform and simplify product offering to improve service proposition
- Event driven finance, looking to meet client needs at key milestones in their growth
- Widening product base to help build a scaled Asset
 Finance business
- Increasing connectivity between Commercial Banking and GCB, focusing on a client-centric approach and creating long-term relationships
- New mergers and acquisitions advisory team that will strategically complement our existing product capabilities and support fee income growth



Enhancing digital capability to meet changing customer needs

Continuous focus on improved customer journeys

Total digital customers (m)

Mobile



Touch ID
Push notifications
Financial management tools
Device token security

Online bank



Intuitive customer journey Intelligent personalisation Enhanced accessibility Fraud prevention systems

Website

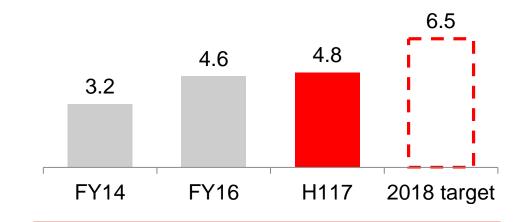


Enhance mortgage, fraud and digital journey models









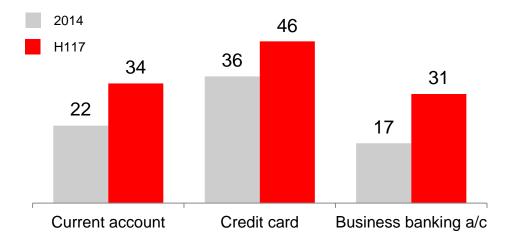




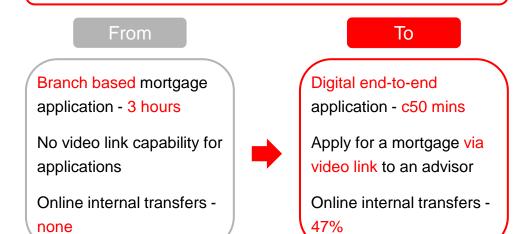
Santander

Digital transformation improving operational efficiency





Impact of digitalisation



NEOCRM

- In late 2016, we started to roll out a new customer relationship management tool, to help us deliver a truly omnichannel customer experience
- By bringing together internal, external and market data to personalise our conversations and further simplify key processes in our interaction with customers

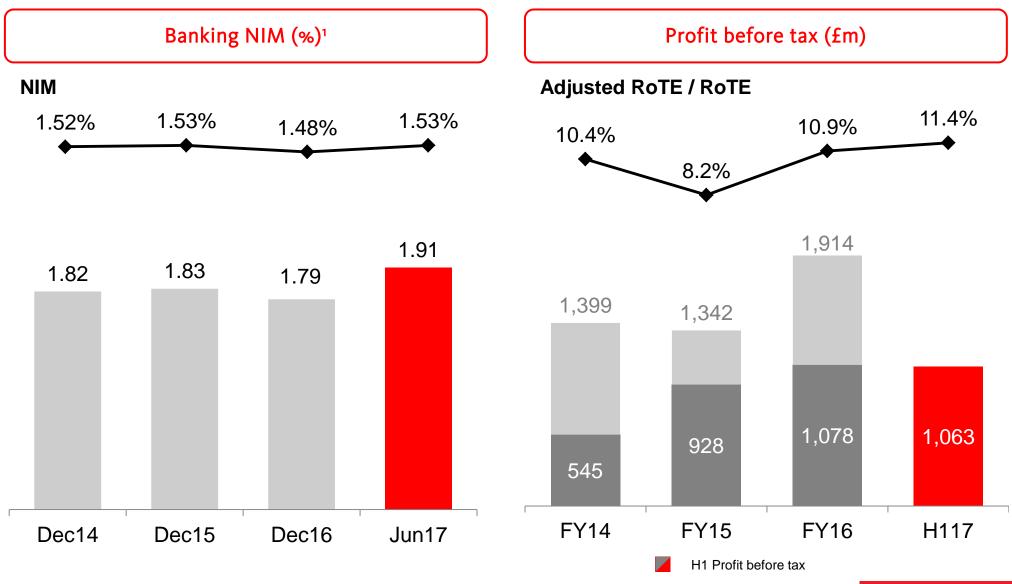
Bolstering cyber security

- Protecting our customers, systems and information is a top risk and a key area of focus. We have increased our resources and are leveraging connections with Banco Santander's Cyber Security Operations Centre
- Our Cyber Resilience programme operates with a layered defence approach, continually evolving and adapting to cyber threats

Consistently profitable, sustainable business



Consistently profitable, sustainable business





Operational efficiency well managed



Cost-to-income ratio 54% 53% 50% 48% 2,417 2,403 2,397 1,223 1,201 1,206 1,216 **FY14 FY15 FY16** H117 H1 Operating expenses

Cost discipline is part of our 'DNA'

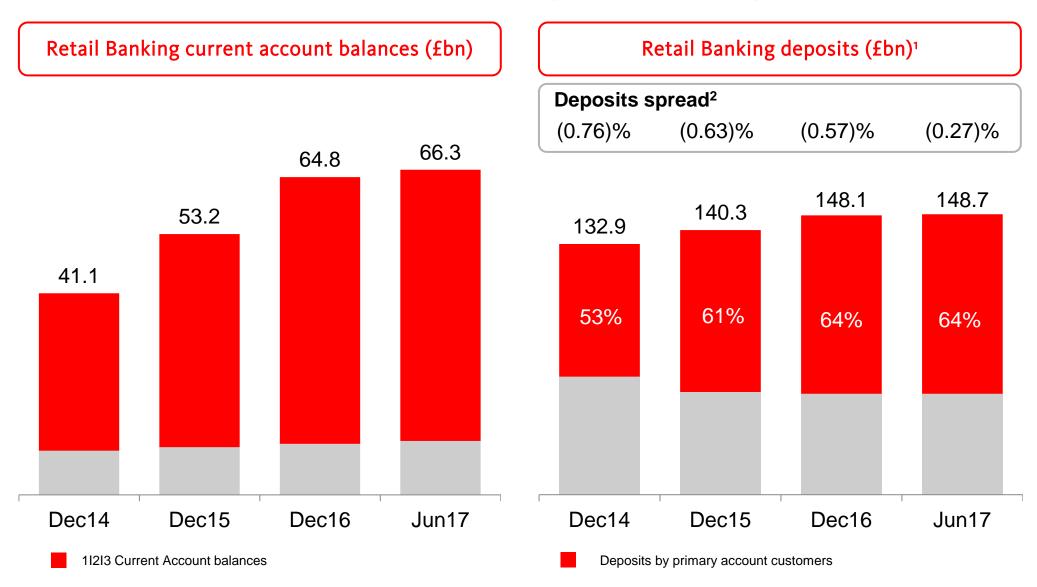
- Improved cost-to-income ratio, with operational efficiency absorbing investment in business growth and digital
- Our costs were also well managed, despite inflationary pressures
- Adjusting for Banking Reform costs, operating expenses were down £2m

Comprehensive programme of cost initiatives

- On-going simplification and digitalisation of processes 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



Improved retail customer primacy and liability spread

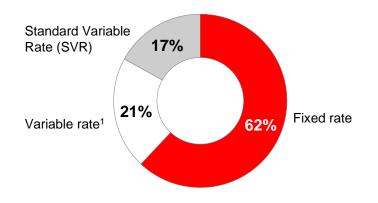


^{1.} Retail Banking customer deposits include savings and bank accounts for personal and business banking customers, includes Jersey and Cater Allen | 2. Retail Banking customer deposit spreads against the relevant swap rate or LIBOR.

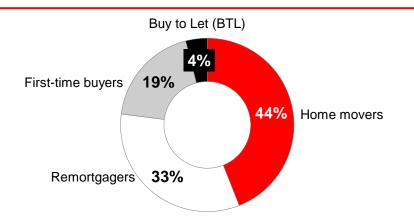


Prime residential mortgage book of £154.1bn

Mortgage product profile (stock, Jun17)

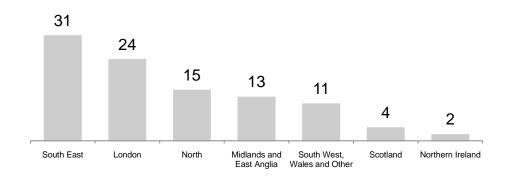


Mortgage borrower profile (stock, Jun17)

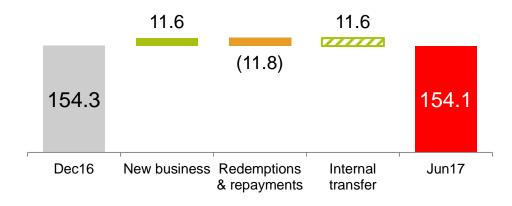


33% interest only mortgages (Dec16: 34%)²

Geographical distribution (stock %, Jun17)



Mortgage lending (£bn)



c75% 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

^{3.} Refer to glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary for a full definition

Consistently prudent mortgage lending criteria

Mortgage loan distribution

Loan to value (LTV)

Dec16

Jun17

Dec16

Jun17

Loan size distribution (stock)

Less than £0.25m	71.6%	70.3%
£0.25m - £0.5m	21.3%	22.3%
£0.5m - £1m	6.3%	6.6%
£1m - £2m	0.7%	0.7%
Over £2m	0.1%	0.1%

Average loan size distribution (new business)

London and South East	£264k	£263k	
Rest of UK	£144k	£146k	
All UK	£198k	£198k	
Loan-to-income multiple ¹	3.16	3.18	

Simple average LTV²

new lending 65% 63% stock 43% 43%

Indexed LTV distribution (stock)

> 85% - 100%	4%	4%
> 100%	1%	1%

New lending % with LTV > 85% 17% 20%

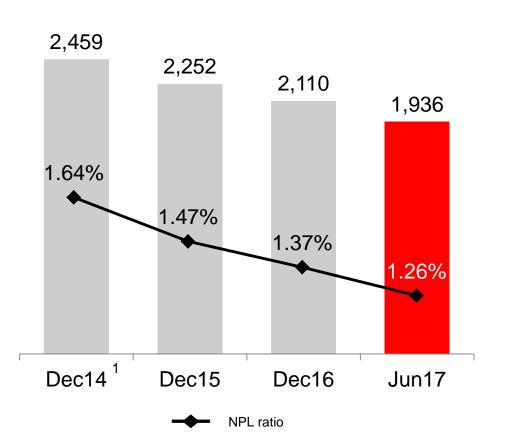
10,900 first-time buyers (£1.8bn gross lending) 2,700 BTL mortgages (average LTV of 62%)



Robust residential mortgage credit performance

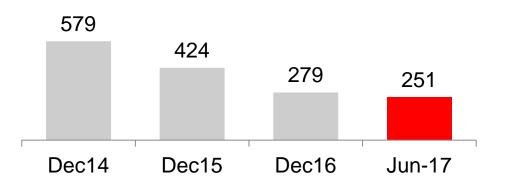


Balance (£bn)
150.1 152.8 154.3 154.1

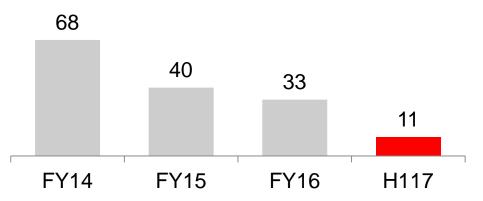


Mortgage loan loss allowances and write-offs (£m)

Loan loss allowance

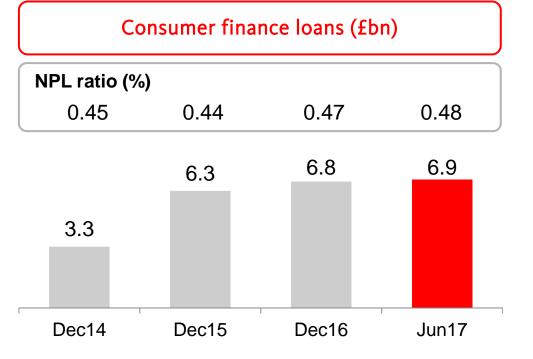


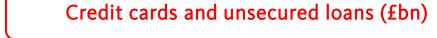
Write-offs during the period



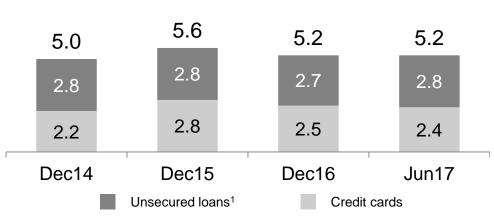


Managing growth in consumer and unsecured lending









- Prime vehicle finance business, with an average loan size of c£12,000
- 7 manufacturer partners (joint ventures with PSA Peugeot Citroen, Hyundai)
- Prudent underwriting criteria including manual assessment for higher risk cases

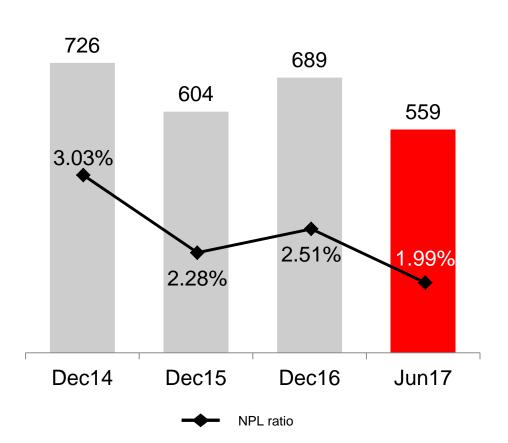
- Prime unsecured and credit card business, with average loan size of c£9,500 and average credit card balance of c£1,200
- Defaults stable and at low levels
- Negligible exposure to assumed future income flows



Prudent approach in corporate lending

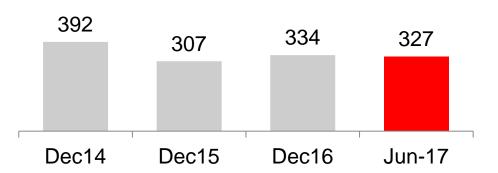


Balance (£bn)24.0 26.5 27.4 28.1

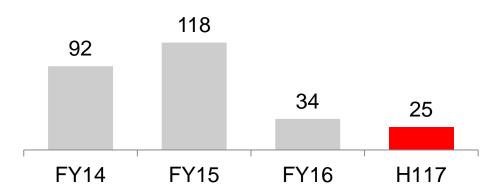


Corporate lending loan loss allowances and write-offs (£m)

Loan loss allowance



Write-offs during the period





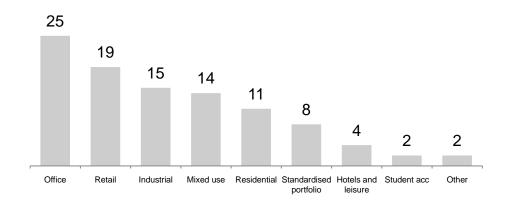
Well diversified CRE portfolio

Credit performance

	Dec16	Jun17
Total committed exposure	£9.0bn	£8.7bn
Up to 70% LTV	88%	88%
70% to 100% LTV	2%	1%
> 100% LTV	1%	-
Standardised portfolio ¹	7%	8%
Total with collateral	98%	97%
Development loans	2%	3%
	100%	100%

	Dec16	Jun17
NPL ratio	2.00%	1.06%
NPL coverage ratio	32%	63%

Sector analysis (stock %, Jun17)



- No new business written above 70% LTV (Dec16: 0%)
- 83% written at or below 60% LTV (Dec16: 95%)
- Weighted average LTV on exposures Jun17: 49% (Dec16: 50%)²
- Average loan size of £4.8m at Jun17 (Dec16: £4.8m)
- NPL ratio decreased primarily due to the sale of collateral to repay two impaired loans, as well as other redemptions and write-offs of older vintage loans



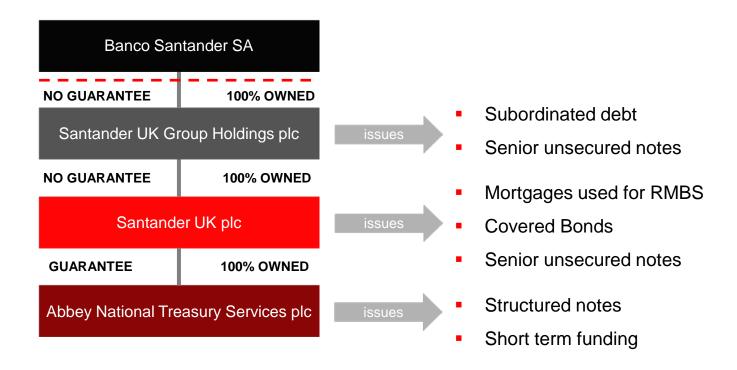
Strong capital, liquidity and funding position



Existing wholesale funding issuance model

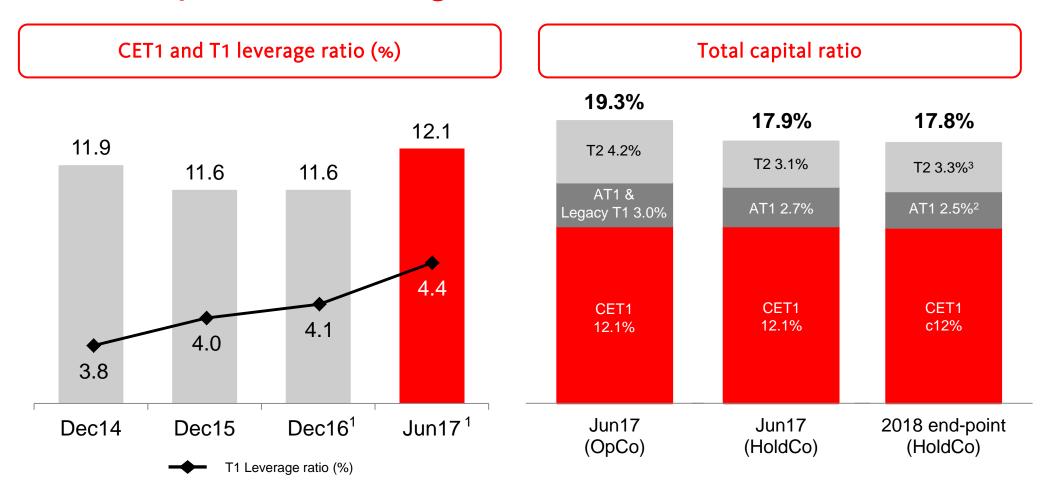
Banco Santander – multiple point of entry resolution group Santander UK Group Holdings plc – single point of entry resolution group

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





Robust capital and leverage levels

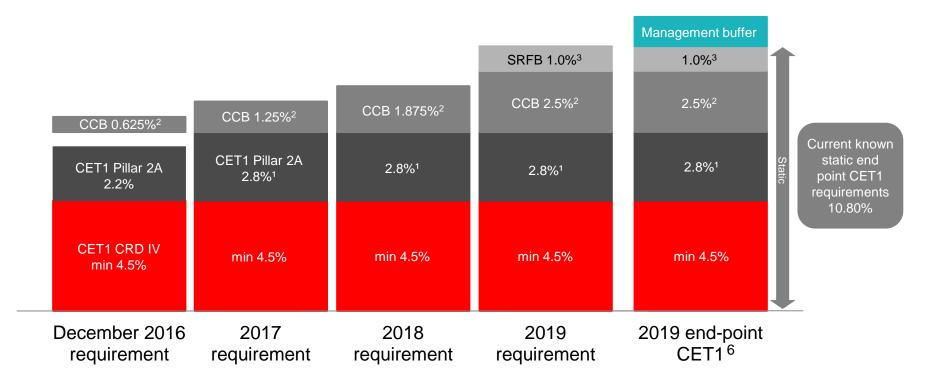


- HoldCo and OpCo total capital difference is driven by the recognition of minority interests, at June 2017 there was a 0.3% T1 and 1.1% T2 minority interest deduction at HoldCo
- At 31 December 2016, Santander Group Holdings plc had £4.2bn of distributable reserves



Well placed to meet evolving capital requirements

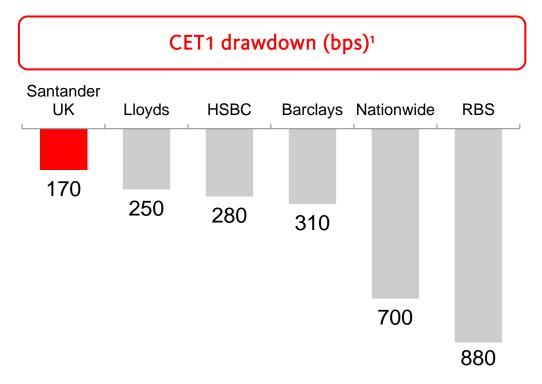
- We have an end 2018 target CET1 ratio of c12%, this target is based on the known static CET1 end-point requirements
- Our CET1 target will be managed according to the static end point CET1 and dynamic countercyclical CET1 buffer.
 It is our current intention to target a CET1 management buffer that is of sufficient size to absorb changes in the regulatory minimum requirement (e.g. application of any dynamic buffers) and cyclical volatility



^{1.} Santander UK's Pillar 2A requirement was 5.0% at 1 January 2017, Pillar 2A guidance is a point in time assessment | 2. 2.5% capital conservation buffer phased in from 2016-2018 | 3. 1% systemic risk buffer (note this applicable from 2019 for the ring-fence bank). | 4. On 27 June 2017, the FPC increased the UK Countercyclical buffer (CCyB) rate from 0% to 0.5% with binding effect from 27 June 2018. The FPC expects to increase the rate to 1% at its November 2017 meeting, with binding effect a year after that, absent of any material change in the outlook. Santander UK's geographical allocation of the CCyB is 90%.



2016 PRA stress test; Santander UK most resilient of UK banks



Santander UK 2016 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

2017 PRA stress test assumptions²

2017 GDP growth	(4.7)%
Unemployment rate	9.5%
Inflation	2.7%
House price inflation	(33)%
Base rate	4%

- More severe stressed scenario for global economy
- Includes increase in rate of return demanded for sterling assets alongside depreciation in currency
- New biennial exploratory scenario designed to examine banks' strategic response to a structurally more challenging operating environment

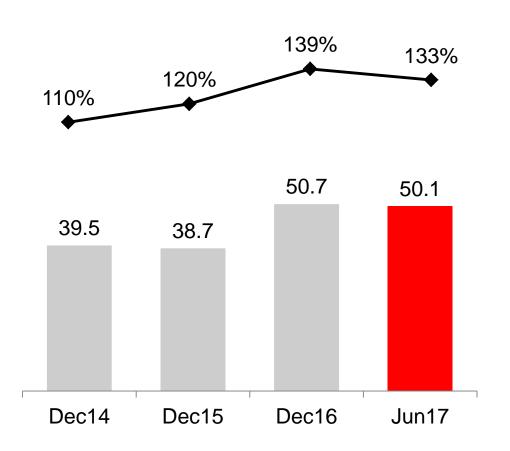


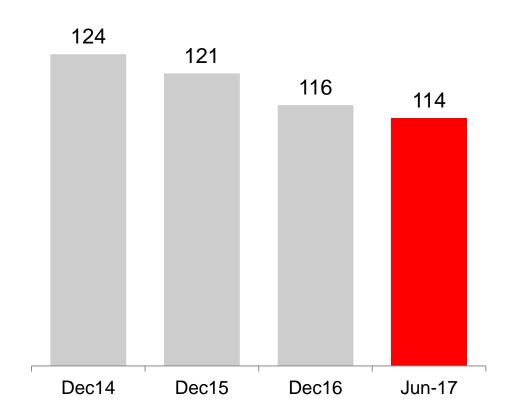
Strong liquidity and funding position

LCR eligible liquidity pool (£bn)

Loan-to-deposit ratio (%)

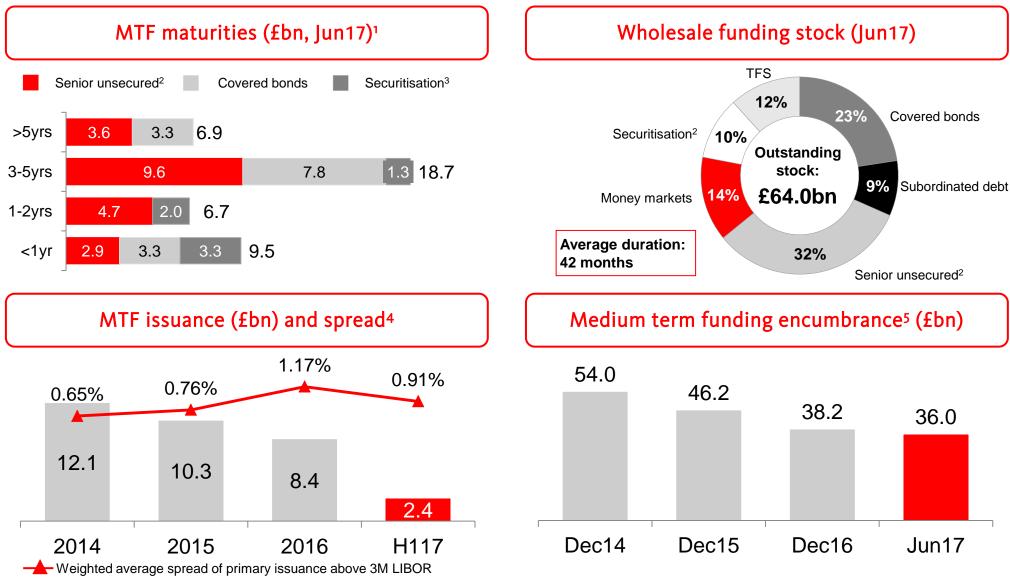
Liquidity coverage ratio (LCR)







Improved funding profile with reduced encumbrance



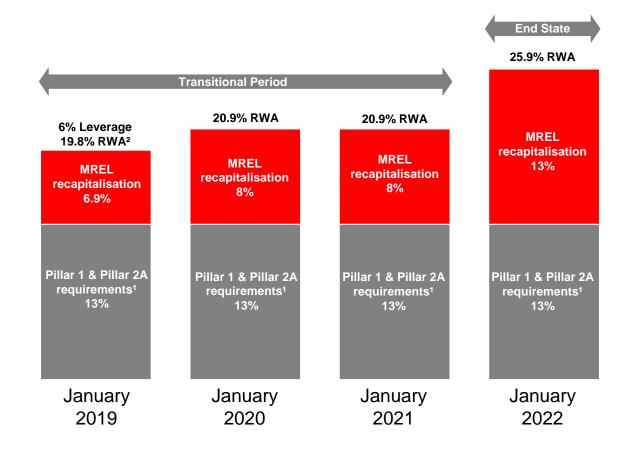
^{1.} Includes issuances from Santander Consumer Finance UK and associated joint ventures | 2. Senior unsecured includes structured notes | 3. Securitisation includes structured funding | 4. Weighted average spread at time of issuance above GBP 3M LIBOR excluding structured notes. Includes issuances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



Non-binding indicative MREL requirements

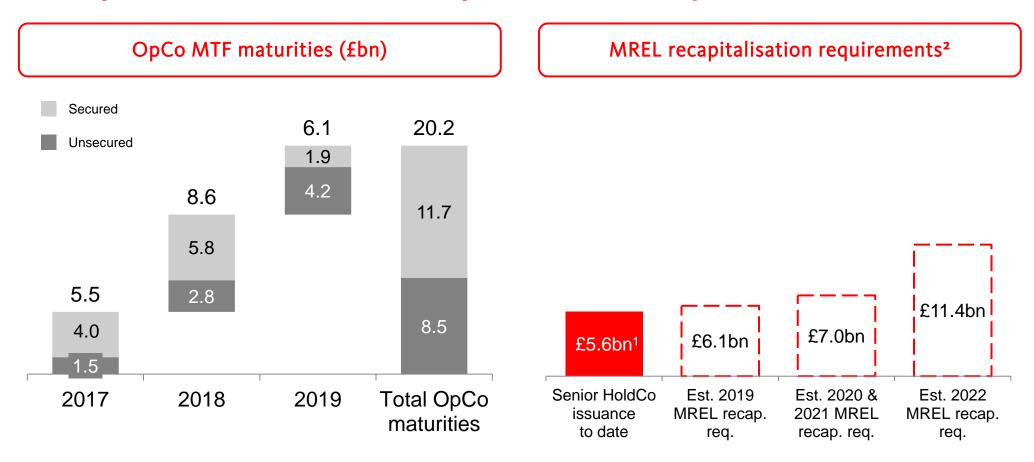
Non-binding indicative MREL glide path

- In March 2017 the Bank of England (BoE) confirmed Santander UK's nonbinding indicative MREL requirements.
 The requirements over and above regulatory capital start in 2019, step up in 2020 and become fully implemented in 2022
- The indicative requirements include both the Pillar 1 and Pillar 2A capital requirements and the MREL recapitalisation requirements. They do not take into account any combined buffer requirements which effectively 'sit on top' of the MREL requirements
- Final MREL requirements may change as the BoE continues to review
 Santander UK's resolution strategy





Well placed to meet non capital MREL requirements



- MREL recapitalisation requirement to be largely met through gradual refinancing of existing OpCo maturities. It will not
 be additive to wholesale funding requirements
- It is our current intention to have an MREL recapitalisation management buffer in excess of the value of HoldCo senior unsecured paper that is due to become MREL ineligible over the immediately preceding 6 months

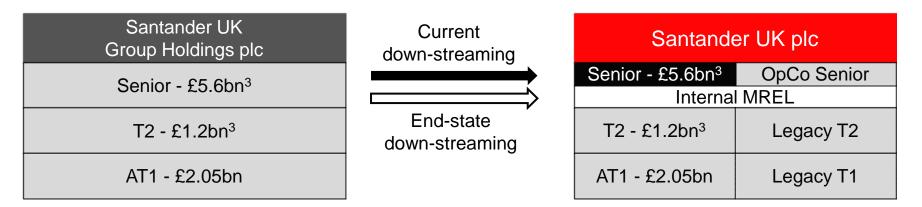


UK resolution regime; transparent HoldCo downstream model

'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) Inter-co Senior External Senior internally or externally Losses issued limited to Inter-co LAC¹ Senior write down of Inter-co Sub Debt External 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





Equity

at OpCo

Credit ratings – July 2017

		S&P	Moody's	Fitch
Santander	Senior unsecured outlook	BBB stable	Baa1 negative	A stable
UK Group Holdings plc	Tier 2	BB+	Baa1	A-
pic	AT1	B+	Ba2	BB+
	Senior unsecured outlook	A negative	Aa3 negative	A stable
Santander UK plc	Short-term	A-1	P-1	F-1
	Standalone rating	bbb+	аЗ	baa1

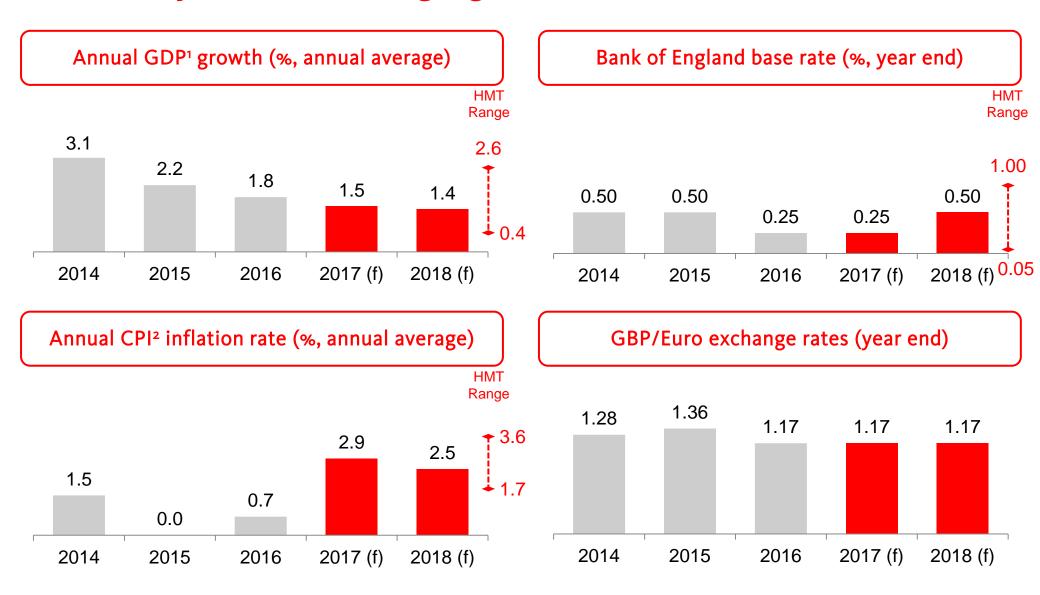
S&P affirmed the long-term rating for Santander UK plc at A, with an outlook of negative in Jun17



UK economic outlook

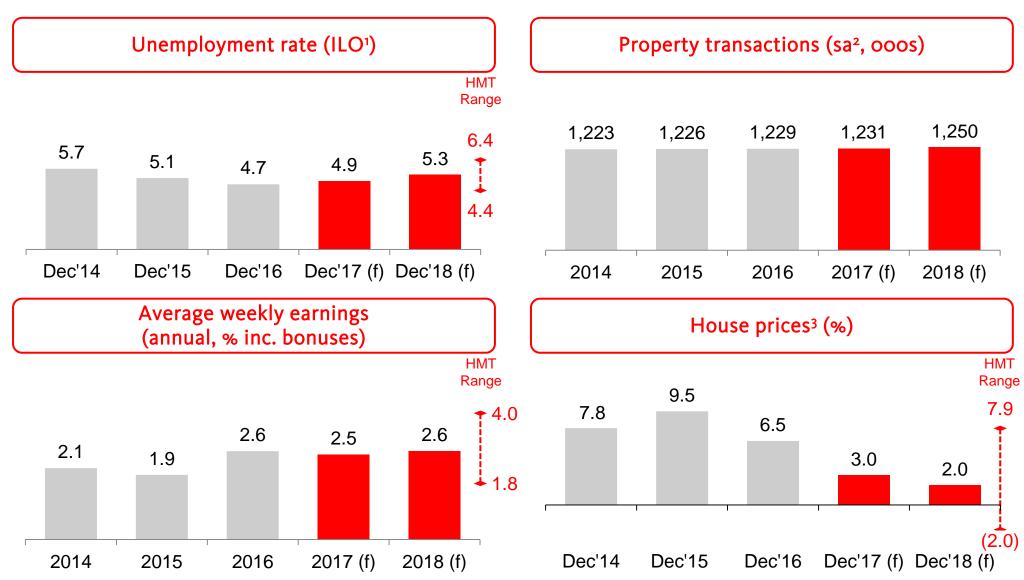


Potentially more challenging UK macro environment





Housing and labour markets could come under pressure

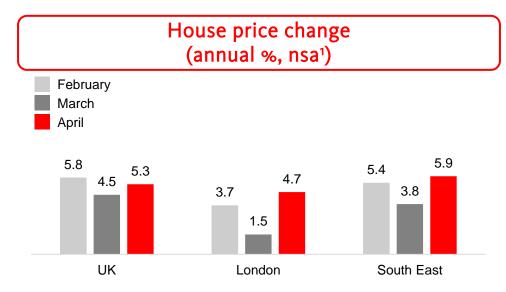


Source: Office for National Statistics and Bank of England. 2017 (f) and 2018 (f) are forecasts by Santander UK (July 2017). External forecast ranges from HMT Treasury Consensus June 2017. Only forecasts made in the latest 3 months (Apr, May and Jun) have been included in the high / low range.

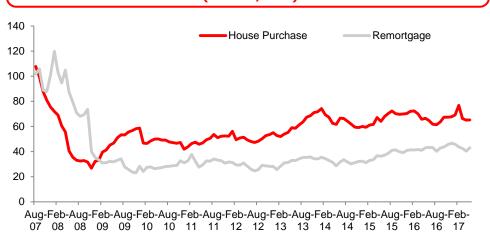
1. International Labour Organisation | 2. Seasonally adjusted | 3. Halifax house prices (Source: IHS Markit)



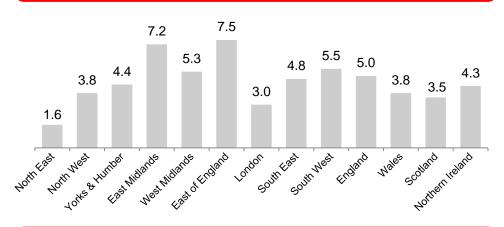
Housing market growth expected to slow in 2017



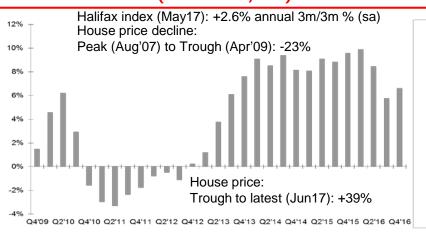
House purchase and remortgage approvals (ooos, sa²)



House price change by region May17 (annual %, nsa¹)



House price inflation (annual %, sa²)





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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

Banco Santander Strategy Update: 10 October 2017

Q317 results: 26 October 2017

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