

**SUPPLEMENT DATED 25 MARCH 2013
TO THE BASE PROSPECTUS DATED 21 FEBRUARY 2013**



Abbey National Treasury Services plc

(incorporated in England and Wales with limited liability, registered number 2338548)

Unconditionally guaranteed by

Santander UK plc

(incorporated in England and Wales with limited liability, registered number 2294747)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) is prepared as a supplement to, and must be read in conjunction with the Base Prospectus dated 21 February 2013 relating to the Note, Certificate and Warrant Programme (as supplemented at the date hereof) (the "**Base Prospectus**").

This Supplement together with the Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus prepared by Abbey National Treasury Services plc, as issuer on the Note, Certificate and Warrant Programme.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as Irish competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

Each of Abbey National Treasury Services plc and Santander UK plc (each an "**Obligor**") accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Obligor (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purpose of (a) incorporating by reference into the Base Prospectus certain sections of the 2012 annual report of each Obligor (as listed in Schedule 1 hereto) (the "**Annual Financial Statements**"), (b) supplementing the summary document (as listed in Schedule 2 hereto), (c) announcing the appointment of a director to the board of directors of Abbey National Treasury Services plc (as set out in Schedule 3 hereto), (d) making modifications to the Form of Final Terms for N&C Securities (as listed in Schedule 4 hereto) and Form of Final Terms for Warrants (as listed in Schedule 5 hereto) and (e) making modifications to the Taxation Section (as listed in Schedule 6 hereto).

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus, to which this Supplement relates.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Base Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

In circumstances where Article 16.2 of the Prospectus Directive apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to wholesalemarketslegal@santanderbm.com.

The date of this Supplement is 25 March 2013.

SCHEDULE 1

PUBLICATION OF ANNUAL FINANCIAL STATEMENTS

1. On 15 March 2013, Santander UK plc published:

- (a) its audited consolidated annual financial statements for the financial year ended 31 December 2012, which appears on pages 199 to 309;
- (b) its audited risk management report which appears on pages 62 to 162, except as marked unaudited in the Non-Financial Risks sections on pages 135 to 139 and on pages 63, 70, 71, 73, 119 and 120;
- (c) its audited information in the "Director's Report" on pages 184 and 185;
- (d) the section entitled "UK Government Schemes" on pages 57 and 58; and
- (e) the section entitled "Material Contracts" on page 326,

of Santander UK plc's Annual Report and Accounts for the year ended 31 December 2012 and the relevant sections of the documents listed above are incorporated in, and form part of, the Base Prospectus (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/2012.aspx>).

2. On 19 March 2013, Abbey National Treasury Services plc published:

- (a) its audited consolidated annual financial statements for the financial year ended 31 December 2012, which appears on pages 110 to 189;
- (b) its audited risk management report which appears on pages 28 to 98, except as marked unaudited in the Non-Financial Risks sections on pages 79 to 83 and on pages 29, 36, 38, 39, 65 and 66;
- (c) the section entitled "Sources and uses of funding and liquidity" on page 25;
- (d) the section entitled "Material Contracts" on page 206,

of Abbey National Treasury Services plc's Annual Report and Accounts for the year ended 31 December 2012 and the relevant sections of the documents listed above are incorporated in, and form part of, the Base Prospectus (available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/abbey-national-treasury-services-plc.aspx>).

SCHEDULE 2

SUPPLEMENT TO THE SUMMARY

The summary document which forms part of the Base Prospectus is hereby supplemented below following (a) the publication of the Annual Financial Statements for each Obligor and (b) a modification to Element C.9 as illustrated by the underlined text below.

SECTION B – ISSUER AND GUARANTOR

Element																																																																																																				
B.1	<p>Legal and commercial name of the Issuer Abbey National Treasury Services plc</p>																																																																																																			
B.12	<p>Selected historical key financial information The summarised consolidated statutory income statement as of, and for each of the years ended, 31 December 2011 and 2012, has been extracted without any adjustment from, and is qualified by reference to and should be read in conjunction with, the Issuer's consolidated financial statements in respect of those dates and periods:</p> <p><i>Condensed Consolidated Balance Sheet</i></p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;">31 December 2012 <i>(audited)</i> £m</th> <th style="text-align: right; width: 20%;">31 December 2011 <i>(audited)</i> £m</th> </tr> </thead> <tbody> <tr> <td colspan="3">Assets</td> </tr> <tr> <td>Cash and balances at central banks</td> <td style="text-align: right;">388</td> <td style="text-align: right;">7,013</td> </tr> <tr> <td>Trading assets</td> <td style="text-align: right;">22,498</td> <td style="text-align: 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Summarised Consolidated Statutory Income Statement

	Year ended 31 December 2012 (audited) £m	Year ended 31 December 2011 ⁽¹⁾ (audited) £m
Interest and similar income	3,870	3,667
Interest expense and similar charges	(3,731)	(3,156)
Net interest income	139	511
Net fee and commission income	119	113
Net trading and other income	304	(46)
Total operating income	562	578
Administration expenses	(198)	(229)
Depreciation and amortisation	(3)	(7)
Total operating expenses excluding provisions and charges	(201)	(236)
Impairment losses on loans and advances	(9)	(54)
Provisions for other liabilities and charges	(20)	(20)
Total operating provisions and charges	(29)	(74)
Profit before tax	332	268
Taxation charge	(68)	(104)
Profit for the year	264	164

(1) As restated. See Note 45 of the Notes to the Financial Statements for the twelve months ended 31 December 2012.

Statements of no significant or material adverse change

There has been no significant change in the financial position of the ANTS Group (including the Issuer) since 31 December 2012 here has been no material adverse change in the prospects of the Issuer since 31 December 2012.

B.19 Information about the Guarantor

B.1 Legal and commercial name of the Guarantor

Santander UK plc

B.12 Selected historical key financial information

The summarised consolidated statutory income statement as of, and for each of the years ended, 31 December 2011 and 2012 has been extracted without any adjustment from, and is qualified by reference to and should be read in conjunction with, the Guarantor's consolidated financial statements in respect of those dates and periods:

Condensed Consolidated Statutory Income Statement

	Year ended 31 December 2012 (audited) £m	Year ended 31 December 2011 (audited) £m
Interest and similar income	7,621	7,618
Interest expense and similar charges	(4,706)	(3,788)
Net interest income	2,915	3,830
Fee and commission income	1,164	1,138
Fee and commission expense	(264)	(220)
Net fee and commission income	900	918
Net trading and other income	1,086	437
Total operating income	4,901	5,185
Administration expenses	(1,976)	(1,995)
Depreciation, amortisation and impairment	(246)	(447)
Total operating expenses excluding provisions and charges	(2,222)	(2,442)
Impairment losses on loans and advances	(1,009)	(565)
Provisions for other liabilities and charges	(439)	(917)
Total operating provisions and charges	(1,448)	(1,482)
Profit before tax	1,231	1,261
Taxation charge	(292)	(358)
Profit for the year	939	903

Summarised Consolidated Balance Sheet

	31 December 2012 (audited) £m	31 December 2011 (audited) £m
Assets		
Cash and balances at central banks	29,282	25,980
Trading assets	22,498	21,891
Derivative financial instruments	30,146	30,780
Financial assets designated at fair value	3,811	5,005
Loans and advances to banks	2,438	4,487
Loans and advances to customers	191,907	201,069
Available-for-sale securities	5,483	46
Loans and receivables securities	1,259	1,771
Macro hedge of interest rate risk	1,222	1,221
Intangible assets	2,325	2,142
Property, plant and equipment	1,541	1,596
Current tax assets	50	-
Deferred tax assets	60	257
Retirement benefit assets	254	241
Other assets	768	1,088
Total assets	293,044	297,574
Liabilities		
Deposits by banks	9,935	11,626
Deposits by customers	149,037	148,342
Derivative financial instruments	28,861	29,180
Trading liabilities	21,109	25,745
Financial liabilities designated at fair value	4,002	6,837
Debt securities in issue	59,621	52,651
Subordinated liabilities	3,781	6,499
Other liabilities	2,526	2,571
Provisions	914	970
Current tax liabilities	4	271
Retirement benefit obligations	305	216
Total liabilities	280,095	284,908
Equity		
Share capital and other equity instruments	3,999	3,999
Share premium	5,620	5,620
Retained earnings	3,312	3,021
Other reserves	18	26
Total shareholders' equity	12,949	12,666
Total liabilities and equity	293,044	297,574

Statements of no significant or material adverse change

There has been no significant change in the financial position of the Santander UK Group (including the Guarantor) since 31 December 2012 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2012.

1. In accordance with International Financial Reporting Standards, certain regulatory costs relating to the Financial Services Compensation Scheme and the bank levy can only be recognised by the Santander UK Group on 31 December in each year. On 31 January 2013, Santander UK plc announced that these costs amounted to £98 million in 2012.
2. On 30 October 2012, Santander UK plc declared a dividend on its ordinary shares for an amount of £450 million.

SECTION C – SECURITIES

Element	
C.9	<p><i>For variable redemption N&C Securities or variable settlement Warrants that may be terminated prior to their respective final redemption or settlement date, the following may apply.</i></p>
	<p>(1) <i>N&C Securities - Subject to any prior purchase and cancellation or early redemption, each N&C Security may be early redeemed at the <u>Automatic Early Redemption Amount which will be equal to the</u> Autocallable Amount on the relevant Automatic Early Redemption Date in [●] if the Calculation Agent determines that Barrier Condition is satisfied:</i></p>
	<p>(2) <i>Warrants - If Barrier Condition has been satisfied, the Cash Settlement Amount shall be equal to the applicable Autocallable Amount. Otherwise it is determined as provided below:</i></p>
	<p><i>"Early Laggard" shall mean in relation to the [Scheduled Observation Date] [Valuation Date] [Calculation Date], the Asset with the lowest calculated Early Performance, as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more [Basket] Assets have the same Early Performance as of the [Scheduled Observation Date] [Valuation Date] [Calculation Date], the Calculation Agent shall select any such [Basket] Asset as the Early Laggard acting in good faith and in a commercially reasonable manner.</i></p>

SCHEDULE 3

APPOINTMENT TO BOARD OF DIRECTORS

Mr Justo Gómez López was appointed to as an executive director of Abbey National Treasury Services plc with effect from 7 March 2013.

SCHEDULE 4

MODIFICATION TO THE FORM OF FINAL TERMS FOR NON-EXEMPT N&C SECURITIES

The following underlined text shall be inserted in the Form of Final Terms for Non-exempt N&C Securities:

27.10 Additional Disruption Events:

[Applicable]/[Not Applicable: the provisions of Equity Index/ETF Linked Condition 7 do not apply] (*if Not Applicable, delete the remaining parts of this item 27.10*)

(a) Elected Events Only: [Applicable] / [Not Applicable]
Where the N&C Securities are linked to an ETF or basket of ETFs, include the following language: provided that "Additional Disruption Event" will be deemed to include Merger Event, Tender Offer, Insolvency, Nationalisation and De-Listing

(b) [The following Additional Disruption Events apply to the N&C Securities: [Change in Law] [Hedging Disruption] [Increased Cost of Hedging] [Increased Cost of Stock Borrow] [Loss of Stock Borrow] **Merger Event** **Tender Offer** **Insolvency** **Nationalisation** **De-Listing** [ETF Event]]

(NB: *delete this item (b) if "Elected Events Only" is specified as Not Applicable*)

SCHEDULE 5

MODIFICATION TO THE FORM OF FINAL TERMS FOR NON-EXEMPT WARRANTS

The following underlined text shall be inserted in the Form of Final Terms for Non-exempt Warrants:

22.10 Additional Disruption Events:

[Applicable]/[Not Applicable: the provisions of Equity Index/ETF Linked Condition 7 do not apply] (*if Not Applicable, delete the remaining parts of this item 22.10*)

(a) Elected Events Only: [Applicable] / [Not Applicable]
[Where the Warrants are linked to an ETF or basket of ETFs, include the following language: provided that "Additional Disruption Event" will be deemed to include Merger Event, Tender Offer, Insolvency, Nationalisation and De-Listing]

(b) [The following Additional Disruption Events apply to the Warrants: [Change in Law] [Hedging Disruption] [Increased Cost of Hedging] [Increased Cost of Stock Borrow] [Loss of Stock Borrow] **[Merger Event]** **[Tender Offer]** **[Insolvency]** **[Nationalisation]** **[De-Listing]** [ETF Event]]

(NB: delete this item (b) if "Elected Events Only" is specified as Not Applicable)

SCHEDULE 6

MODIFICATION TO THE TAXATION SECTION

In the Taxation section in the Base Prospectus, in the paragraph entitled "Taxation of Profits and Gains of United Kingdom resident individuals", the sentence: "This means a Warrantholder should, on a disposal of a Qualifying Warrant, be entitled to make a tax-free gain in any tax year equal to the annual exempt amount (which is £10,600 for the tax year 2013-14)" should read as:

"This means a Warrantholder should, on a disposal of a Qualifying Warrant, be entitled to make a tax-free gain in any tax year equal to the annual exempt amount (which is £10,900 for the tax year 2013-14)."