United Kingdom

Quarter 3 2013

London, 24 October 2013



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Source: Santander UK Q3 2013 results "Quarterly Management Statement for the nine months ended 30 September 2013" or Santander UK Management ('MI') Santander has a standard listing of its ordinary shares on the London Stock Exchange and Santander UK continues to have its preference shares listed on the London Stock Exchange. Further information in relation to Santander UK can be found at: www.aboutsantander.co.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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Overview – Nine Months to September 2013

Financial highlights	 Attributable profit of £675m before significant items, rose 7% against 9M'12, supported by income growth, continued cost control and resilient credit quality Q3'13 saw a further rise in net interest income, its highest since Q1'12, and an improvement in the Banking NIM to 1.59% in the quarter¹ Costs remain tightly controlled with our focus on business as usual expenses. Operating expenses broadly flat, despite higher operational, technology, and regulatory compliance and control costs Recent retail and corporate loan vintages performing well Strong balance sheet: Core Tier 1 Capital ratio of 12.6%¹ enhanced through organic profit generation; loan to deposit ratio improved to 120%
Acceleration in the transformation of the UK business	 2.2 million 1 2 3 World customers in Retail Banking, an increase of 900,000; with a continued focus on building primary banking relationships Targeted growth in retail relationship deposits; current account balances up £8.7bn to £24.6bn Residential mortgage gross lending of £12.9bn, 10.4% share Corporate lending up 10% from December 2012, despite a subdued economic environment Significant improvement in customer satisfaction since December 2011, as measured by the independent Financial Research Survey ('FRS')²



Agenda

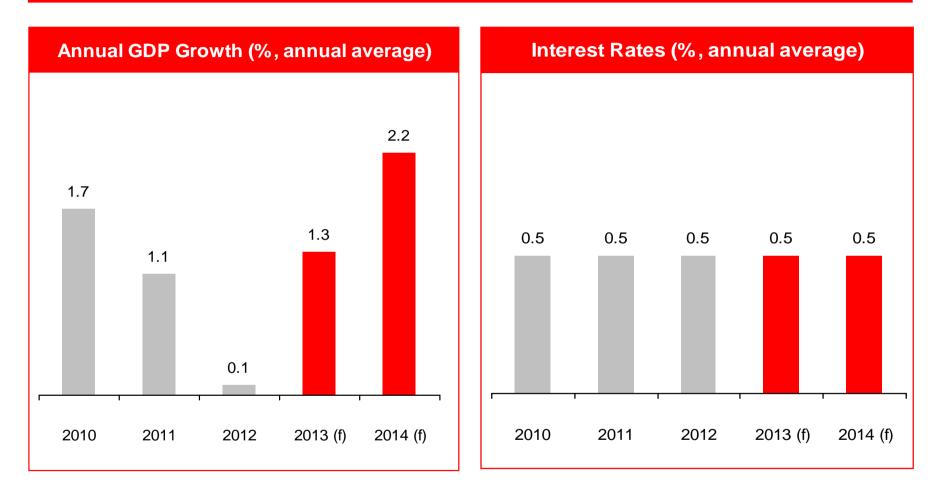
Market Environment

- Quarter 3 2013
 - Strategic and Business Update
 - Results



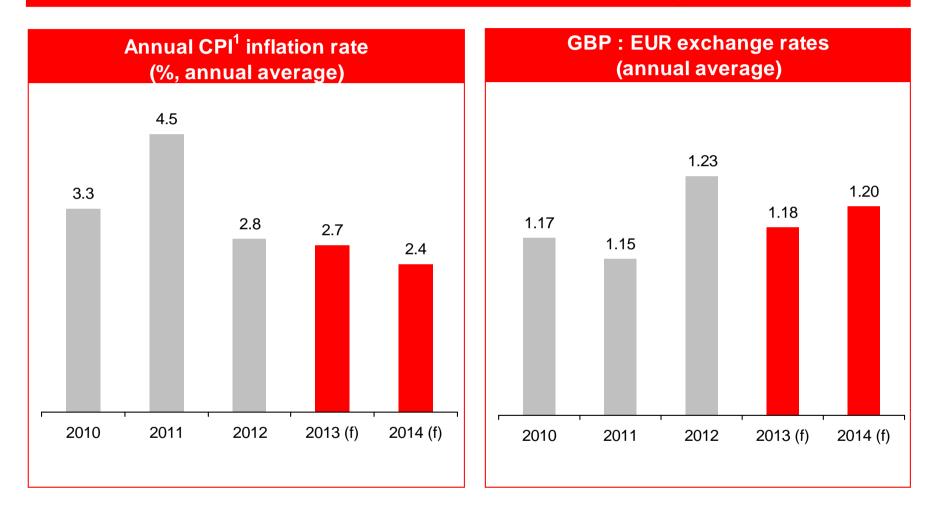
Market Environment – GDP and Interest Rates

Consumer and business confidence improving, but recovery in early stages



Market Environment – Inflation and Exchange Rates

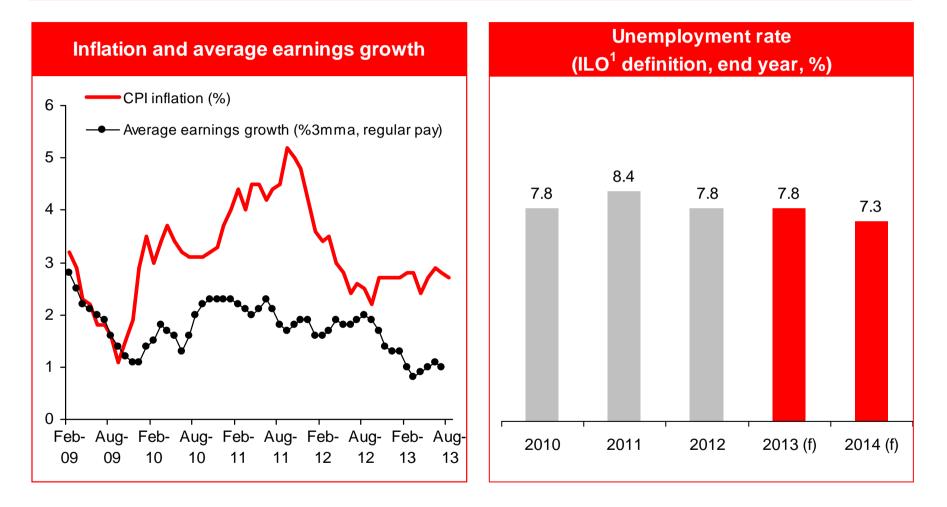
Inflation still elevated relative to 2% target





Market Environment – Earnings Growth and Unemployment ⁷

Real earnings still falling ... unemployment broadly steady in 2013

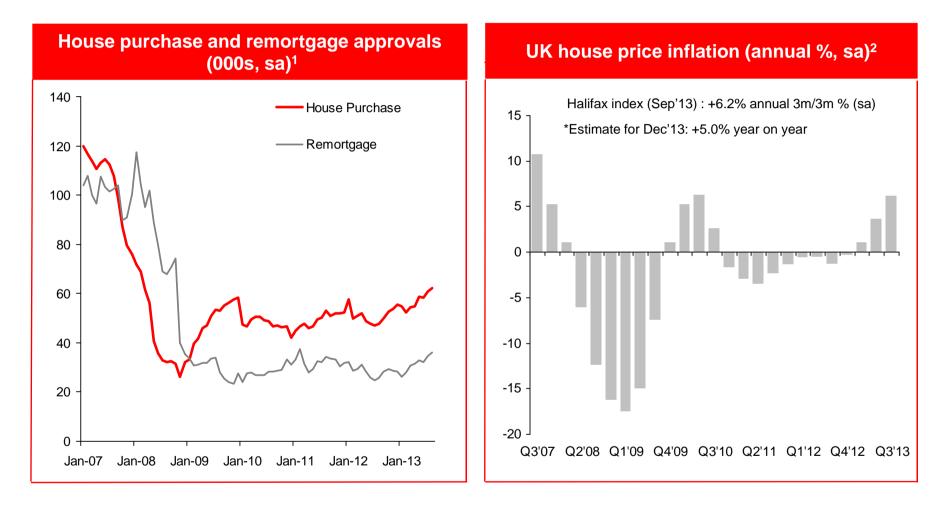


Source: Office for National Statistics (f): Santander UK September 2013 forecast ¹ILO: International Labour Organisation



Market Environment – Housing Market Activity

Housing market volumes and house prices rising steadily

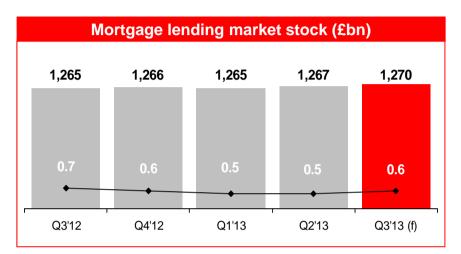


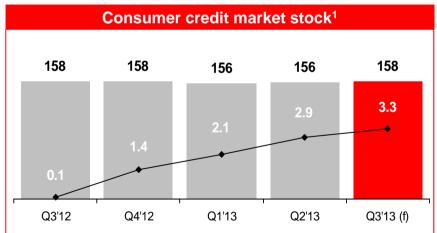
 ¹ Source: Bank of England
 ² Source: Lloyds Banking Group/Halifax House Price Index (*) Estimated by Santander UK, September 2013, end period data

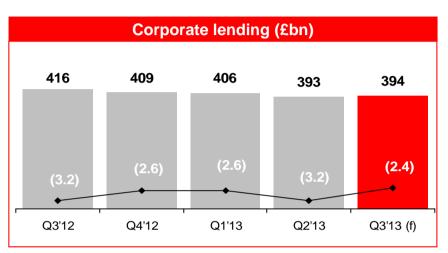


Market Environment – Credit and Deposit Growth

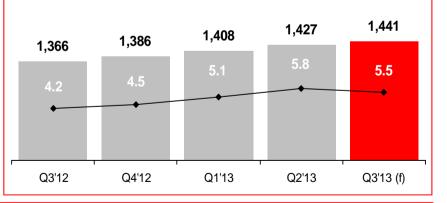
Mortgage and corporate loan growth remain weak. Consumer credit growth stronger







Retail deposit (inc. current accounts) (£bn)



Retail deposit growth maintained ... ahead of retail loan growth

Source: Bank of England

(f): Estimated by Santander UK, September 2013

¹ The Bank of England now excludes student loans from consumer credit data

Annual growth rates (%)



Agenda

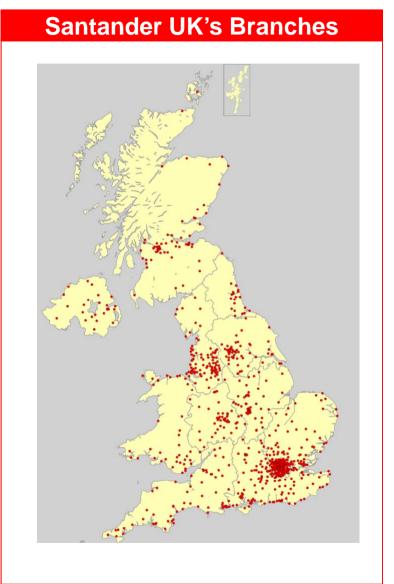
Market Environment

Quarter 3 2013

- Strategic and Business Update
- Results



Snapshot – United Kingdom, as at 30 September 2013



Balance Sheet and Key Metrics

		Change from Dec'12	Change from Sep'12
	£bn	%	%
Residential Mortgages ¹	157.4	(4)	(6)
Corporate Banking Assets ²	21.5	10	11
of which SME loans ³	11.2	6	11
UK Banking Assets ⁴	178.8	(3)	(4)
Customer Loans	188.7	(3)	(5)
Customer Deposits	148.5	-	(3)
UK Banking Liabilities ⁴	137.8	(2)	(1)
Medium Term Funding	58.1	(11)	(19)
	%	p.p.	p.p.
Total NPLs	1.98	(0.07)	0.04
Mortgage Coverage Ratio	21	1	1
Total Coverage Ratio	42	(3)	(3)
Loan-to-Deposit Ratio	120	(8)	(6)

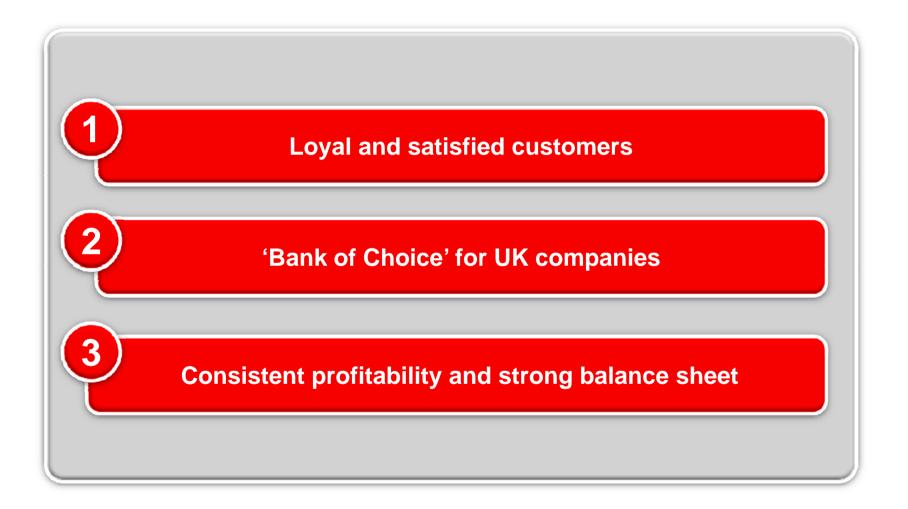
Key Market Shares - Stock

		Change from Dec'12	Change from Sep'12
	%	p.p.	p.p.
Residential Mortgages	12.4	(0.6)	(0.8)
SME Lending ³	5.7	0.4	0.7
Deposits	8.8	(0.6)	(0.7)
Bank Accounts ⁵	9.4	0.1	0.1

¹ Residential mortgages includes residential retail mortgages and Social Housing loans, to align with UK mortgage industry CML reporting
 ² Corporate Banking excludes non-core corporate portfolio and legacy assets in run-off managed in the Corporate Centre
 ³ SME lending market share includes assets held in Corporate Banking, Retail Banking and Corporate Centre. SME assets totalled £12.5bn in Sep'13; £12.1bn in Dec'12; £11.7bn in Sep'12.
 Following a periodic review of Corporate Banking customers' annual turnover, a number of SME customers were reclassified in Q1'13 as larger corporates. Prior periods have not been restated.
 Excluding this reclassification SME lending growth would have been 8% versus 31 December 2012
 ⁴ UK Banking consists of the reported Retail Banking and Corporate Banking segments
 ⁵ As at 30. Une 2013.



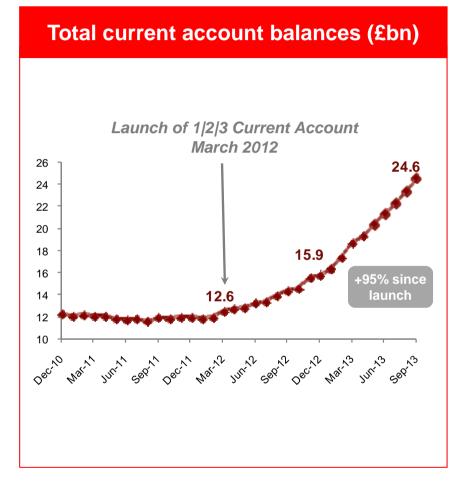
Our Strategic Priorities





Delivering Value to Retail Primary Banking Customers

In 9M'13, 183,000 customers moved their current account to Santander UK



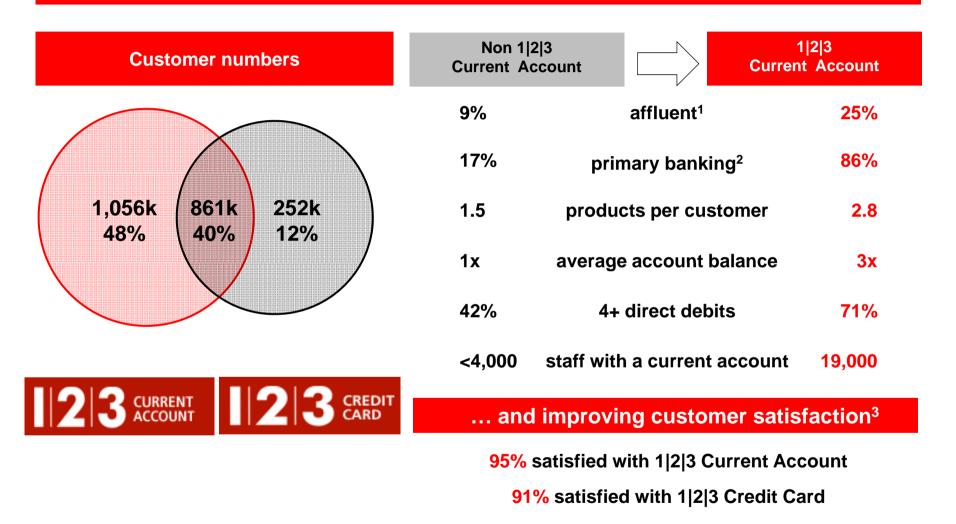


- Total current account balances increased £8.7bn YTD, +55%; evidence of the considerable progress with our retail relationship-centred banking proposition
- 2.2 million customers with 1|2|3 World products: 1,056,000 with 1|2|3 Current Accounts; 252,000 with 1|2|3 Credit Cards; and 861,000 customers holding both products
- 1|2|3 World has driven increased balances and activity
- 1|2|3 Current Account customers typically have 3x bigger average account balances, nearly double the number of products, significantly lower attrition and a much better risk profile



2.2 million 1|2|3 World Customers and still growing

1|2|3 proposition is transforming the customer profile ...

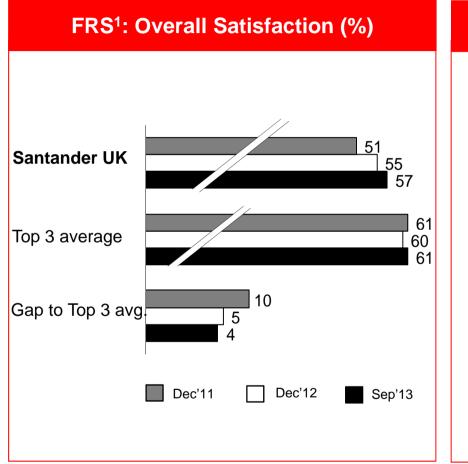


Source: Santander UK plc Marketing MI ¹ Customers with significantly higher current account and savings balances ² Primary banking customers have a minimum credit turnover of at least £500 per month and at least two direct debits set up on the account ³ 1|2|3 Current Account result as published by Moneysavingexpert.com in August 2013, based on customer rating of "great" and "ok". 1|2|3 Credit Card result as published by Moneysavingexpert.com in February 2013



High Quality Service at the Core of our Business Model

We aim to be a top 3 bank for customer satisfaction by 2015



Investing in service and delivering results

- Santander UK made a significant improvement in customer satisfaction since December 2011, with our score rising to 57%
- An ongoing programme to transform the branch network continued with optimisation of the geographic footprint, branch refurbishment and further investment in channels and self-service terminals
- We continue to work on customer segmentation, underpinning the roll-out of our affluent proposition 'Select', and our ability to offer more targeted financial services to our customers

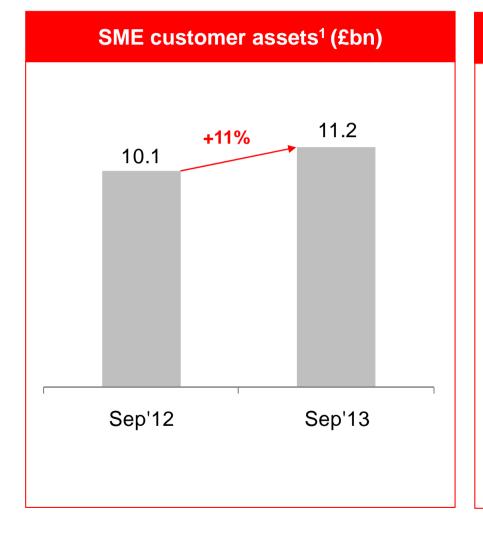
¹ Financial Research Survey (FRS) is an independent monthly survey of circa 5,000 consumers covering the personal finance sector, run by GfK NOP. Overall Satisfaction score refers to proportion of extremely and very satisfied customers across mortgages, savings, main current accounts, home insurance, UPLs and credit cards, based on a weighting of those products calculated to reflect the average product distribution across Santander UK plc and competitor brands. Competitor set includes Barclays, Halifax, HSBC Bank plc, Lloyds TSB and NatWest. Data shown is for the three months ending 31 December 2011, 31 December 2012 and 30 September 2013



15

Building a More Balanced Business Mix

11% SME lending growth since September 2012



2

Actively supporting SME lending

- Added to our network of 37 regional Corporate Business Centres whilst further developing our capacity to support our SME customers as we expand into new financial centres across the UK
- Started the roll-out of our new, more advanced, online banking facility in Q3'13 to offer additional functionality to our SME customers and further develop our service offering
- Continued to develop our range of ancillary business services to larger corporate customers with a turnover of more than £500m. Our link with the wider Banco Santander Group allows us to provide these new and existing customers with access to international expertise and foreign exchange services
- Lending to SMEs increased 11% over the year; that to larger corporates grew 12%

¹ Corporate Banking SME is commercial lending excluding Business Banking (reported in Retail Banking) and non-core portfolio and legacy assets in run-off managed in the Corporate Centre. Following a periodic review in Q1'13, a number of customers were transferred from SME lending to larger corporate lending as the annual turnover of their businesses had increased. Prior periods have not been restated. Excluding this reclassification, SME lending growth would have been 8% versus 31 December 2012





UK based business	97% of customer assets are UK based	 £149.9bn residential retail mortgages; £21.5bn Corporate Banking loans UK focused; net exposure¹ of c. 0.6% of total assets to eurozone peripheral countries²
Strong funding	Targeted improvement to the quality of the deposits mix	 Customer deposits increasing, with a focus on better customer relationships Customer deposits and MTF³ to customer loans ratio of 113%; LDR of 120%, improved eight percentage points from Dec'12
and liquidity	Diverse funding sources	 Wholesale funding of less than one year broadly stable at £24.7bn Lower wholesale issuance required; MTF issuance of £4.0bn year to date
Good credit	Prudent risk management	 Mortgage stock LTV of 51%; strong mortgage coverage levels maintained Lending criteria tightened in 2012, to improve credit quality and profitability of mortgage book; Corporate Banking NPL vintage remains benign
quality and capital strength	Strong capital and prudent liquidity	 Core Tier 1 capital ratio⁴ of 12.6%; Total Capital ratio of 17.9%; CRD IV end point Common Equity Tier 1 ('CET 1') Capital ratio of 11.6% Eligible liquid assets of £33.1bn, 134% of wholesale funding of less than one year, as we actively manage our requirements; Total liquid assets of £79.6bn⁵

¹ Net of collateralised repos and reverse repos and derivatives subject to ISDA Master Agreements

² Greece, Italy, Ireland, Portugal, Spain and Cyprus

⁴ Core Tier 1 capital ratio (Basel 2.5) calculated on a UK statutory basis

⁵ Total liquid assets consist of: PRA eligible assets (BIPRU 12.7); other highly liquid debt securities and bonds; equities; and debt securities and asset-backed securities issued by subsidiaries and retained by Santander UK and loans which are eligible at central bank operations



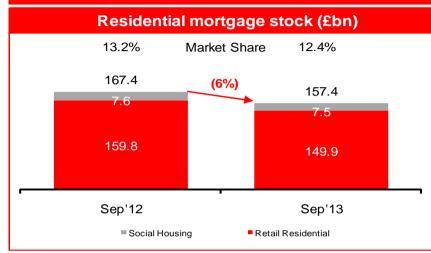
Strategic and Business Update – Risk Management

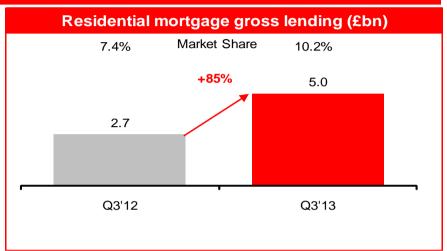
Prime mortgage book corporate risk appetite modest	 Lending secured on UK prime residential property is 84%¹ of customer loans Strong coverage levels maintained: mortgage coverage 21%; unsecured Retail Banking portfolio above 100%; total 42% Mortgage NPL ratio increased to 1.89%, largely due to regulatory-driven policy and reporting changes as well as the impact of lower mortgage balances. These policy and reporting changes are not expected to result in significant additional write offs Corporate loan growth to focus on maintaining moderate risk appetite
Targeted asset reduction	 Action taken to manage the risks associated with interest only and higher LTV mortgages, whilst continuing to grow corporate loans Mortgage lending expected to stabilise at year end New retail unsecured lending at favourable risk adjusted returns written through direct channels and by way of 1 2 3 World Reduction in non-core portfolio to £9.9bn, from £11.3bn in September 2012

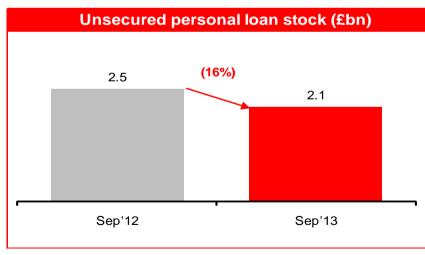


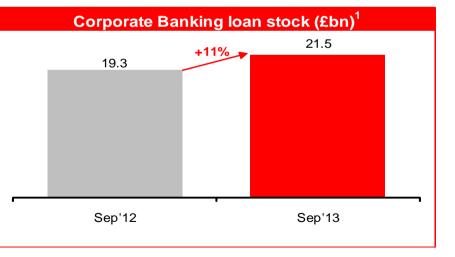
Business Update – Customer Lending

Mortgage lending focused on preferred segments; Corporate Banking growth rebalancing portfolio









¹ Corporate Banking excludes the non-core corporate portfolio and legacy assets in run-off managed in the Corporate Centre

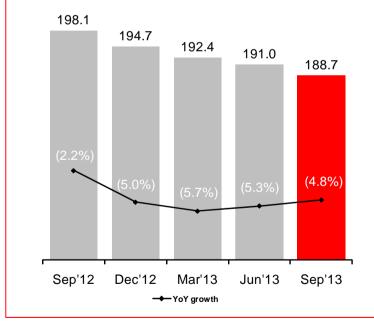


Business Update – Customer Lending

Mortgage lending performance in line with management expectations ... whilst growing core corporate lending

	bn)	gages (£l	ntial Mort	al Reside	Tot
	Sep'13	Jun'13	Mar'13	Dec'12	Sep'12
Residential Retail Mortgage Stock	149.9	152.3	154.1	156.6	159.8
Social Housing Stock	7.5	7.5	7.5	7.5	7.6
Residential Mortgage Stock	157.4	159.8	161.6	164.1	167.4
Mortgage market stock share (%)	12.4%	12.6%	12.8%	13.0%	13.2%



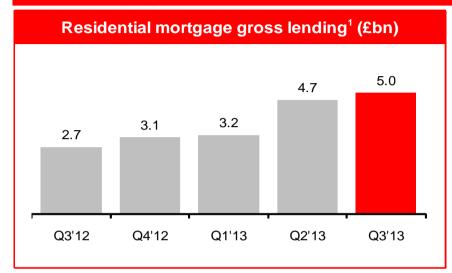


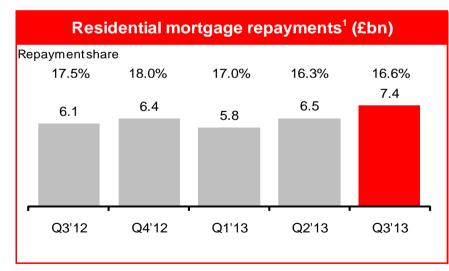
£bn	Sep'13	Sep'13 v Sep'12
Residential Retail Mortgages	149.9	(6%)
Consumer Lending ¹	7.4	(4%)
Retail Banking	157.3	(6%)
Corporate Banking	21.5	11%
UK Banking	178.8	(4%)
Non-core corporate	9.9	(12%)
Total Customer Loans	188.7	(5%)

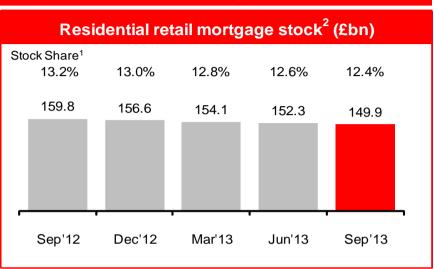


Business Update – Mortgage Lending

Mortgages rebalanced to lower risk segments ... starting to stabilise







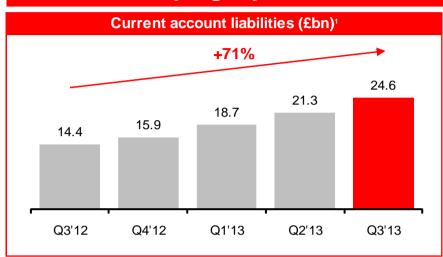
Commentary

- Mortgage gross lending of £12.9bn for the first nine months, a market share of 10.4%
- Residential retail mortgage loan stock decreased £6.7bn since December 2012, following the tightening of lending criteria on interest-only and higher LTV mortgages in early 2012
- Interest only mortgage balances fell £4bn in the period
- SVR balances continued to grow in the low interest rate environment, and now represent 36% of the residential retail mortgage book

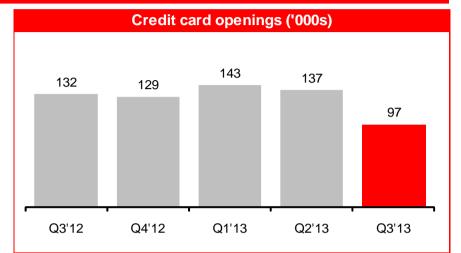
¹ Includes Social Housing loans as per CML market data ² Excludes Social Housing loans

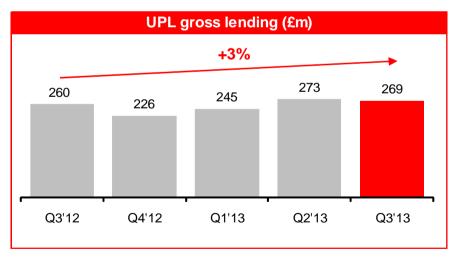


Business Update – Current Accounts, Credit Cards and UPL²²



Developing loyal and satisfied primary customer relationships



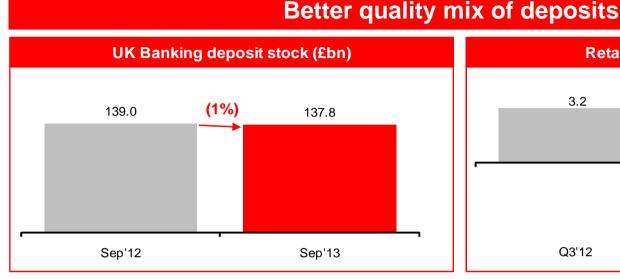


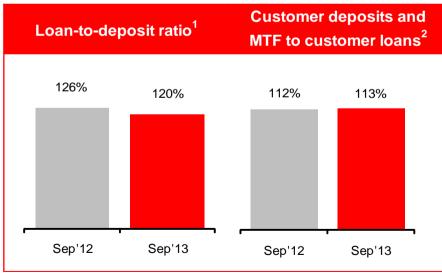
Commentary

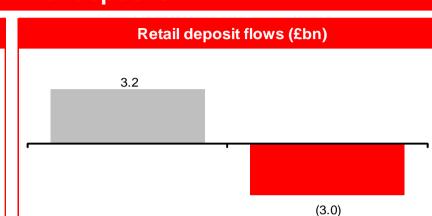
- The 1|2|3 Current Account remains central to our retail customer relationship model and was the main driver of the 71% increase in current account balances from a year ago
- Continued focus on unsecured lending only to higher quality personal customer segments, particularly those with an existing relationship with the bank
- Credit card openings reflect timing of marketing campaigns



Business Update – Customer Deposits







Commentary

Q3'12

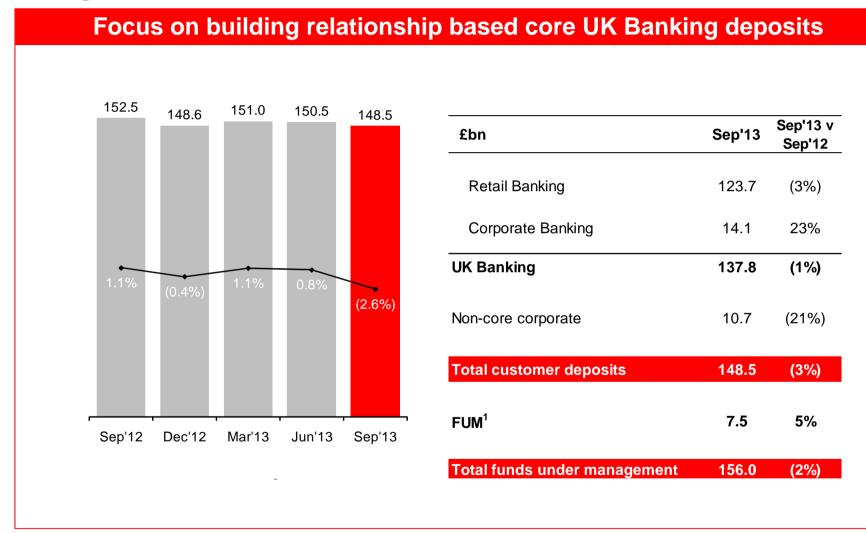
- Retail banking deposits declined £3.0bn in the quarter, as a consequence of our shift towards accounts offering better customer relationships and away from higher cost eSaver accounts
- Corporate Centre customer deposits rose in the first nine months, reflecting market activity
- The loan-to-deposit ratio of 120% improved six percentage points since September 2012

¹ Calculated as Loans and Credits divided by Customer Deposits on the face of the balance sheet in slide 39 ² Calculated as Customer Deposits and MTF divided by loans and credits



Q3'13

Business Update – Customer Deposits and Funds Under Management





Agenda

Market Environment

Quarter 3 2013

- Strategic and Business Update

- Results

Results – Gross Income

Quarterly recovery in Net Interest Income, despite the impact of persistent low interest rates

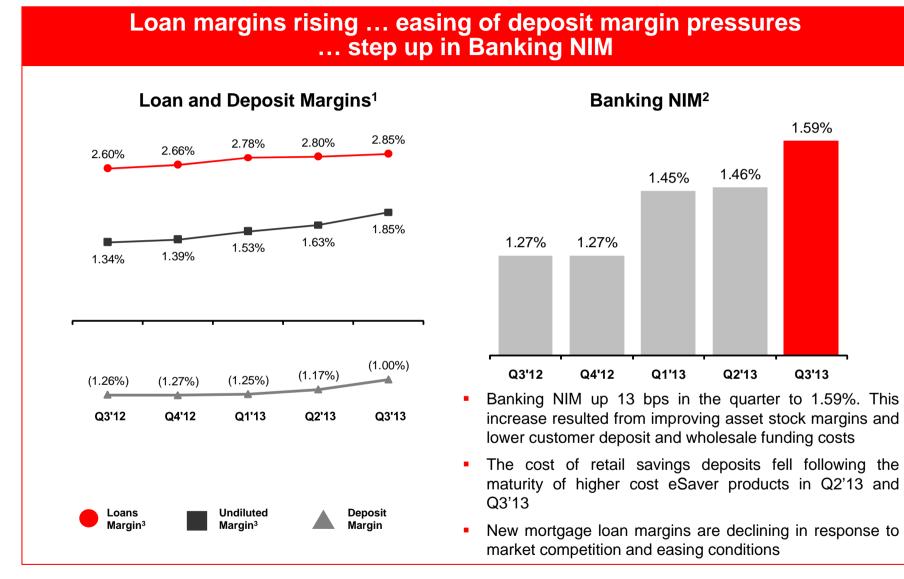
Gross Income £m	936	948	973	1,048	1,022
Other ¹	54	48	78	142	66
Net Fees	237	257	212	218	208
Net Interest Income	645	643	683	688	749
Г	Q3'12	Q4'12	Q1'13	Q2'13	Q3'13

£m	Q3'13 YTD	Q3'13 YTD v Q3'12 YTD	
Net Interest Income	2,120	3%	
Net Fees	638	(10%)	
Subtotal	2,758	(0%)	
Other ¹	286	10%	
Gross Income	3,044	0%	

- Net interest income was 3% higher, due to an improved mortgage stock interest margin and increased lending in Corporate Banking
- In part, this was offset by the continued impact of structural market conditions. Customer funding pressures eased from mid 2013
- Net fees were down 10%, due to reduced investment fee income and lower demand for interest rate and foreign exchange risk management products
- Gross income also included an improved gain on financial transactions

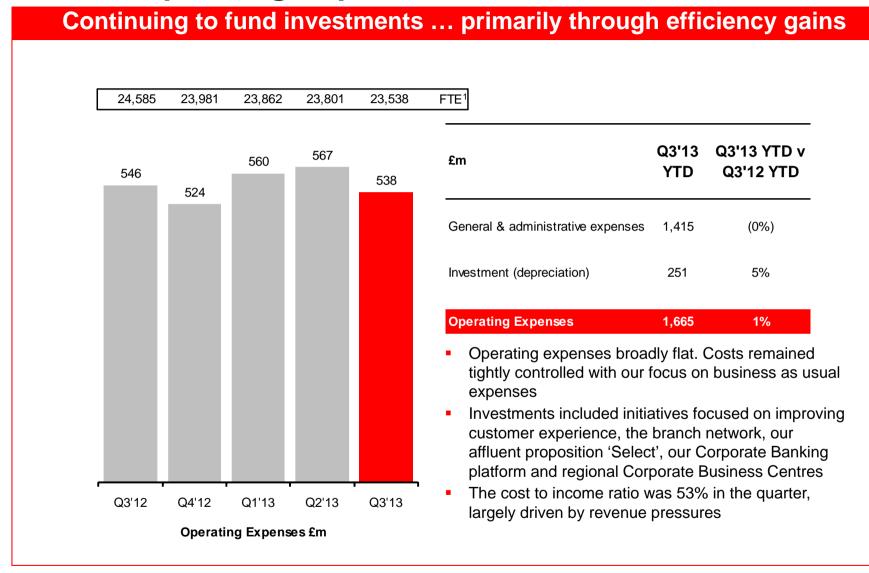


Results – Banking NIM



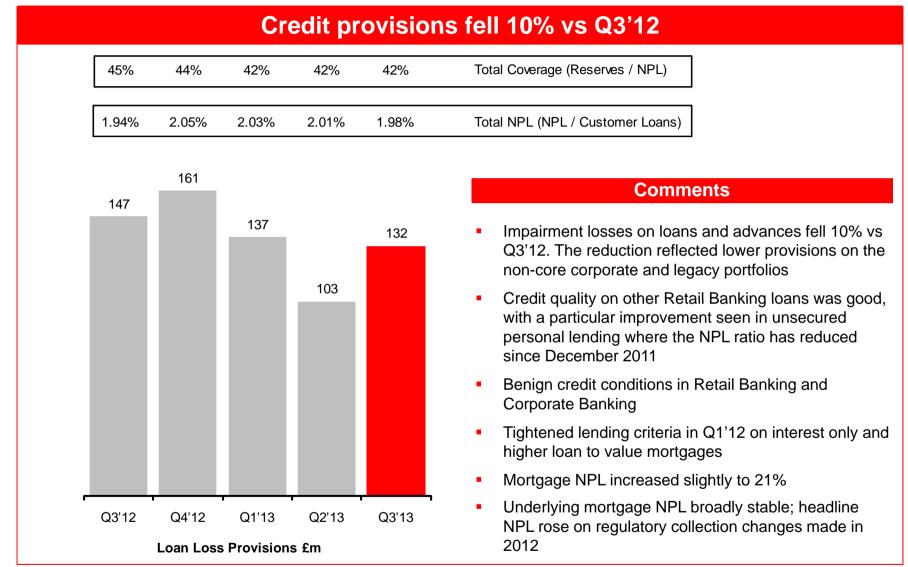


Results – Operating Expenses



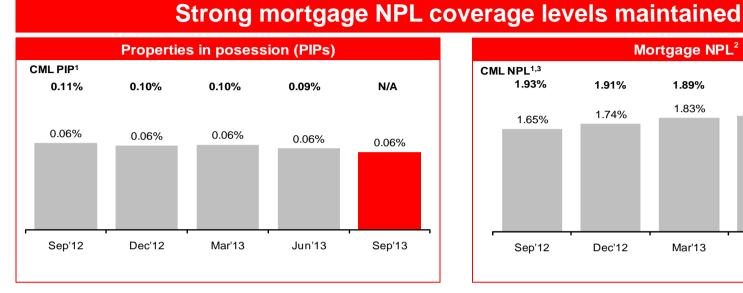
Santander

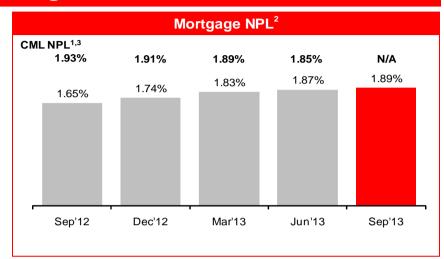
Results – Net Loan Loss Provisions

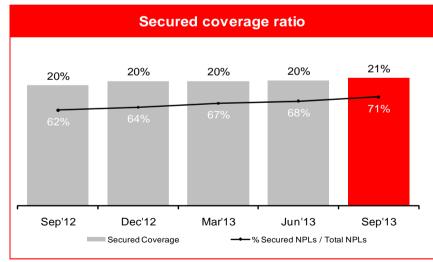


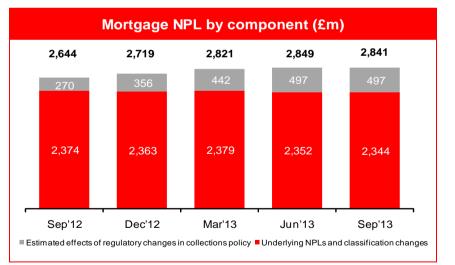


Results – Mortgage Credit Quality









¹ CML UK industry mortgage data for September 2013 not available at time of reporting

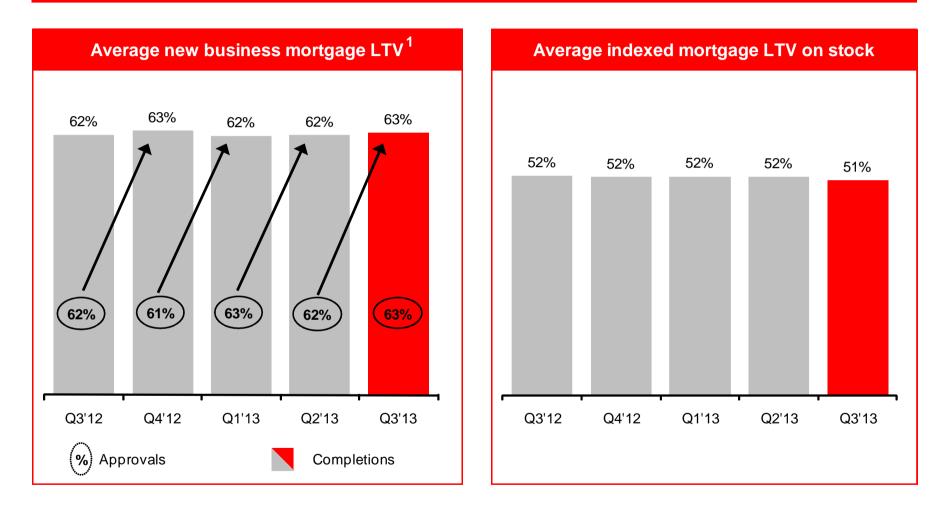
² Santander UK mortgage NPL on a value basis

³ CML NPL relates to the UK banking sector's residential mortgages on a volume basis



Results – Mortgage Credit Quality

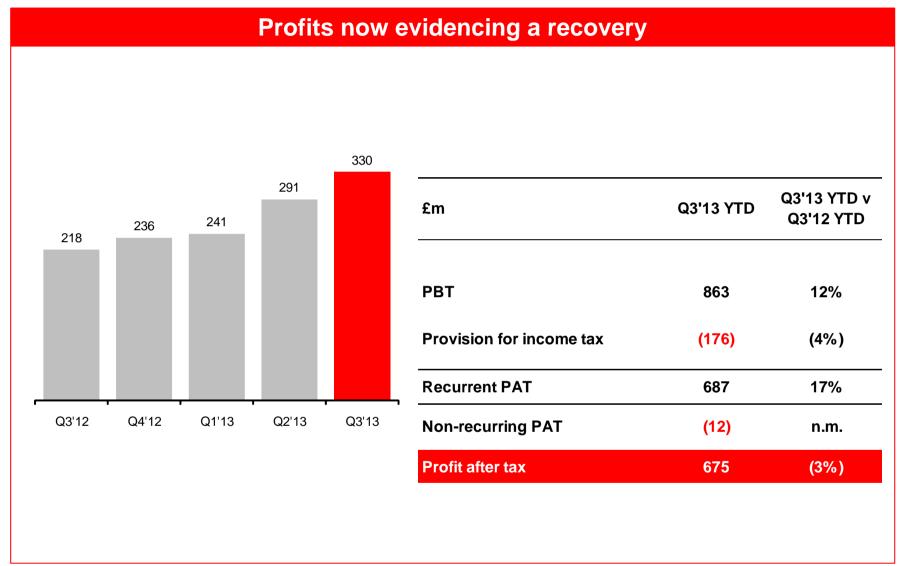
New business and stock LTVs confirm our mortgage credit quality





¹ Based on mortgage completions

Results – Profit Before Tax





Outlook

	 Continued focus on transforming the business towards a relationship-centred retail and commercial bank, enhancing the quality of the balance sheet and earnings
Loyal and satisfied customers	 Building profitable primary banking relationships through 1 2 3 World
	 Non-1 2 3 Santander UK revenue growth opportunity of c. 13 million active customers
'Bank of Choice' for UK companies	 Further enhancement of the customer experience, and development of the omni- channel model (all channels - available everywhere - to all customers)
	 Continued corporate loan growth, diversifying the business mix towards a 8% SME market share and 20% core corporate loan share
	 Increasing revenues from ancillary services/fee based products, with the roll-out of our new online Corporate Banking capability
	 Improve overall segment profitability
	 Modest positive trends evident in the Banking NIM; focus on profitability over volumes
Consistent	 Management of BAU costs whilst continuing to invest in products and services
profitability and	 Credit conditions to gradually improve
strong balance sheet	 Mortgage book to stabilise in 2014; qualitative shift towards deposits offering better relationships
	 Further strengthening of our capital position
	 Medium term target RoTBV of 13% - 15%, with rising interest rates¹

¹ Assuming short-term and long-term interest rates increase by at least 150 bps by 2015





Financial Results

Balance Sheet



Financial Results



Financial Results – United Kingdom Profit and Loss

£ million			Varia	ation
	9M'13	9M'12	Amount	%
Net interest income	2,120	2,062	59	2.9
Net fees	638	707	(70)	(9.9)
Gains (losses) on financial transactions	271	248	23	9.2
Other operating income*	15	13	2	19.6
Gross income	3,044	3,030	14	0.5
Operating expenses	(1,665)	(1,656)	(9)	0.5
General administrative expenses	(1,415)	(1,416)	2	(0.1)
Personnel	(880)	(918)	38	(4.1)
Other administrative expenses	(534)	(498)	(36)	7.3
Depreciation and amortisation	(251)	(240)	(11)	4.5
Net income	1,379	1,373	5	0.4
Net loan loss provisions	(371)	(492)	121	(24.6)
Other income	(145)	(109)	(36)	33.2
Ordinary profit before taxes	863	772	91	11.7
Tax on profit	(176)	(183)	7	(3.9)
Ordinary profit from continuing operations	687	590	98	16.6
Net profit from discontinued operations ¹	(12)	42	(54)	n.m.
Ordinary consolidated profit	675	632	44	6.9
Minority interests				
Ordinary attributable profit to the Group	675	632	44	6.9
Net capital gains and provisions		65	(65)	n.m.
Attributable profit to the Group after significant items	675	697	(22)	(3.1)

* Including dividends, income from equity-accounted method and other operating income/expenses ¹ Results have been amended to reflect the sale of the co-brand credit cards business



Financial Results – United Kingdom Profit and Loss

£ million

	Q1'12	Q2'12	Q3'12	Q4'12	Q1'13	Q2'13	Q3'13
Net interest income	752	664	645	643	683	688	749
Net fees	236	235	237	257	212	218	208
Gains (losses) on financial transactions	93	102	54	44	73	137	61
Other operating income*	7	5	0	4	5	6	5
Gross income	1,088	1,006	936	948	973	1,048	1,022
Operating expenses	(552)	(558)	(546)	(524)	(560)	(567)	(538)
General administrative expenses	(475)	(485)	(456)	(457)	(476)	(486)	(452)
Personnel	(304)	(304)	(310)	(291)	(301)	(300)	(279)
Other administrative expenses	(171)	(181)	(146)	(165)	(175)	(186)	(173)
Depreciation and amortisation	(77)	(72)	(90)	(67)	(83)	(81)	(86)
Net income	535	448	390	423	413	481	484
Net loan loss provisions	(172)	(173)	(147)	(161)	(137)	(103)	(132)
Other income	(53)	(32)	(24)	(27)	(35)	(87)	(22)
Ordinary profit before taxes	311	244	218	236	241	291	330
Tax on profit	(81)	(57)	(44)	(49)	(51)	(56)	(69)
Ordinary profit from continuing operations	229	186	174	187	191	235	261
Net profit from discontinued operations	14	12	16	20		(12)	(0)
Ordinary consolidated profit	243	198	190	207	191	224	261
Minority interests							
Ordinary attributable profit to the Group	243	198	190	207	191	224	261
Net capital gains and provisions		—	65	_	_	_	—
Attributable profit to the Group after significant items	243	198	256	207	191	224	261



Balance Sheet



Financial Results – United Kingdom Balance Sheet

	Variation		
30.09.13	30.09.12	Amount	%
400.050	045 544		
•		,	(8.0)
,		,	(14.3)
,	,	()	(16.7)
•	,		21.3
•	,		2.0
	,		5.2
294,097	311,761	(17,664)	(5.7)
164,913	170,390	(5,477)	(3.2)
56,087	60,622	(4,535)	(7.5)
3,879	4,565	(686)	(15.0)
—		—	_
27,116	27,729	(613)	(2.2)
31,119	37,664	(6,545)	(17.4)
10,984	10,792	191	1.8
294,097	311,761	(17,664)	(5.7)
8,003	12,963	(4,960)	(38.3)
_		· · ·	
_	_	_	_
_		_	_
232,881	248,539	(15,657)	(6.3)
188,700	198,100 152 500	(9,400)	(4.7) (2.6)
	198,259 29,801 4,504 19,910 2,012 39,611 294,097 164,913 56,087 3,879 27,116 31,119 10,984 294,097 8,003 2 32,881	198,259 215,514 29,801 34,784 4,504 5,407 19,910 16,415 2,012 1,973 39,611 37,669 294,097 311,761 164,913 170,390 56,087 60,622 3,879 4,565	30.09.13 30.09.12 Amount 198,259 215,514 (17,255) 29,801 34,784 (4,982) 4,504 5,407 (903) 19,910 16,415 3,495 2,012 1,973 39 39,611 37,669 1,943 294,097 311,761 (17,664) 164,913 170,390 (5,477) 56,087 60,622 (4,535) 3,879 4,565 (686)



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