

**SUPPLEMENT DATED 16 MARCH 2021
TO THE BASE PROSPECTUS DATED 2 DECEMBER 2020**



Santander UK plc

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

This supplement (the "**Supplement**") is prepared as a supplement to, and must be read in conjunction with the Base Prospectus dated 2 December 2020 as supplemented, in the EEA only, by the supplement dated 17 February 2020) relating to the Notes and Certificates Programme (the "**Base Prospectus**").

Prior to the "IP completion day" as defined under the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"), the Base Prospectus (as supplemented up to 6 November 2020) has been approved by the Central Bank of Ireland as competent authority under Regulation (EU) 2017/1129, as amended (the "**EU Prospectus Regulation**") and notification of such approval has been made to the United Kingdom Financial Conduct Authority (the "**FCA**"). By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), the Base Prospectus shall be treated for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder (as amended, the "**UK Prospectus Regulation**") as if it had been approved by the FCA at the time when it was approved by the Central Bank of Ireland.

This Supplement together with the Base Prospectus constitutes a base prospectus for the purposes of Article 8 of the EU Prospectus Regulation and the UK Prospectus Regulation. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved as a supplementary prospectus by the Central Bank of Ireland as competent authority under the EU Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc, trading as Euronext Dublin, or other regulated markets for the purposes of Directive 2014/65/EU, or which are to be offered to the public in a Member State of the European Economic Area and should not be considered as an endorsement of the Issuer or of the qualities of the securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the N&C Securities.

This Supplement has been approved as a supplementary prospectus by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval relates only to the Securities which are to be admitted to trading on a UK regulated market for the purposes of Directive 2014/65/EU, as amended as it forms part of UK domestic law by virtue of the EUWA (as amended, the "**UK Markets in Financial Instruments Directive**") or which are to be offered to the public in the United Kingdom and should not be considered as an endorsement of the Issuer or the N&C Securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the N&C Securities.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, 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: (i) incorporating by reference into the Base Prospectus certain sections of the Issuer's annual report for the year ended 31 December 2020 (as described in Schedule 1 hereto) and (ii) updating the statement of no significant or material change in the General

Information section of the Base Prospectus in light of the publication of the Issuer's annual report (as described in Schedule 2 hereto).

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 referred to 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 Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

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.

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 nor has there been any significant change in the financial position of Santander UK plc and its subsidiaries since 31 December 2020 (being the date to which the most recent financial information was prepared).

In accordance with Article 23(2) of the EU Prospectus Regulation and the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, 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 structurednotesafm@santander.co.uk. The final date for any such withdrawal is 18 March 2021.

SCHEDULE 1

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer has published its annual report for the year ended 31 December 2020 (the “**2020 Annual Report**”), which contains the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2020 and auditors’ report thereon which appear on pages 163 - 250 (inclusive) of the 2020 Annual Report and which are hereby incorporated in and form part of the Base Prospectus.

The relevant sections of the 2020 Annual Report listed above are available for viewing at: https://www.santander.co.uk/assets/s3fs-public/documents/santander_uk_plc_2020_annual_report.pdf

The glossary relating to the 2020 Annual Report is hereby incorporated in and forms part of the Base Prospectus and is available for viewing at: https://www.santander.co.uk/assets/s3fs-public/documents/santander_uk_glossary_2020.pdf

SCHEDULE 2

GENERAL INFORMATION

Paragraph 3 (*Significant or Material Change*) of the General Information section on pages 192 of the Base Prospectus is deleted and replaced with the following.

“3. Significant or Material Change

There has been no significant change in the financial position or financial performance of the Santander UK Group since 31 December 2020, being the date of the Issuer's most recent financial information nor has there been any material adverse change in the prospects of the Issuer since 31 December 2020, being the date of its last published audited consolidated annual financial statements.”