

**SUPPLEMENT DATED 21 JUNE 2018
TO THE BASE PROSPECTUS DATED 5 DECEMBER 2017**



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 5 December 2017 as supplemented on 12 February 2018, 9 March 2018 and 30 April 2018 relating to the Notes and Certificates Programme (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 Santander UK plc as issuer under the Notes and Certificates Programme (the "**Issuer**").

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 plc, trading as Euronext Dublin or other regulated markets for the purposes of Directive 2014/65/EU (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (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.

The Issuer has requested the Central Bank of Ireland, in accordance with Article 18 of the Prospectus Directive, provide to the United Kingdom Financial Conduct Authority, in its capacity as United Kingdom competent authority, a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Directive.

This Supplement has been prepared for the purpose of updating Risk Factor 5.26 as described in Schedule 1 hereto.

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.

There has been no significant change in the financial position of Santander UK plc and its subsidiaries since 31 March 2018 (being the date to which the most recent financial information was prepared).

In accordance with Article 16.2 of the Prospectus Directive, 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 25 June 2018.

SCHEDULE 1

AMENDMENT TO RISK FACTOR 5.26

Risk Factor 5.26 (*The Group is subject to substantial regulation and governmental oversight which could adversely affect the Group's business and operations*) shall be amended by the inclusion of the following language at the end of the section of the Risk Factor headed *Banking Reform*:

“On 13 June 2018, Santander UK Group Holdings plc announced that the Court has approved Santander UK’s ring-fencing transfer scheme (the “**Scheme**”) under Part VII of the Financial Services and Markets Act 2000.

As part of the Santander UK group’s ring-fencing implementation, Santander UK and Abbey National Treasury Services plc are undertaking the Scheme to help ensure that the Santander Group will, ahead of 1 January 2019, be compliant with the ring-fencing provisions that will come into force on that date. The Scheme is a legal process, overseen by the High Court of England and Wales (the “**Court**”), that gives effect to transfers of business so as to facilitate the creation of the ring-fence.

The Scheme has been approved by the Court. The Prudential Regulation Authority had consented to the application to the Court for approval of the Scheme.

The transfers of business under the Scheme will now be effected. These will take place largely in July 2018.”