

**SUPPLEMENT DATED 18 JUNE 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 2021 in the United Kingdom only by a supplement dated 16 March 2021 and in the EEA only by a supplement dated 18 March 2021 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 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 incorporating by reference the unaudited quarterly management statements of the Issuer for the three months ended 31 March 2021 (as described in Schedule 1 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 or financial performance of Santander UK plc and its subsidiaries since 31 March 2021 (being the date to which the most recent financial information was prepared).

In accordance with Article 23(2) of the EU Prospectus Regulation 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 three working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. In accordance with Article 23(2) of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules investors in the United Kingdom 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. Investors may exercise their withdrawal rights under the EU Prospectus Regulation and the UK Prospectus Regulation 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. In order to accommodate the longer withdrawal period mandated by the EU Prospectus Regulation, the final date for any such withdrawal by investors under the EU Prospectus Regulation and the UK Prospectus Regulation shall be three working days from the date of this Supplement, being 23 June 2021.

SCHEDULE 1

DOCUMENTS INCORPORATED BY REFERENCE

Santander UK Group Holdings plc, the immediate parent company of the Issuer has published its unaudited quarterly management statement for the three months ended 31 March 2021 (the “**Quarterly Management Statement**”).

The content of Appendix 2 appearing on page 9 of such Quarterly Management Statement, which contains the unaudited consolidated financial information of the Issuer for the three months ended 31 March 2021 is hereby incorporated in, and forms part of the Base Prospectus.

The relevant section of the Quarterly Management Statement listed above is available for viewing at: https://www.santander.co.uk/assets/s3fs-public/documents/santander_uk_qms_q121_0.pdf