

**SANTANDER UK GROUP HOLDINGS plc**

**and SANTANDER UK plc**

**(individually “the Company” and collectively “SANTANDER UK”)**

**ROLE OF THE SENIOR INDEPENDENT DIRECTOR**

**Purpose of the Role**

The Senior Independent Director (“SID”) is an independent non-executive director, having the same legal responsibilities, and owing the same general duties, as any other director of the Company.

**Key Accountabilities**

The key accountabilities of the SID are as follows:

- Provide a sounding board for the Chair and provide support for the Chair in the delivery of his or her objectives.
- Lead and serve as a trusted intermediary for the Non-Executive Directors, when necessary.
- Uphold high standards of integrity and probity and support the Chair and Non-Executive directors in instilling the appropriate culture, values and behaviours in the boardroom and the Company.
- Be available to the shareholder if it has concerns which discussions with the Chair, CEO or other Executive directors has failed to resolve or for which such contact is inappropriate.
- Attend sufficient meetings with the regulators to obtain a balanced understanding of their issues and concerns.
- Support the Chair in ensuring the Board are aware of the views of stakeholders.
- Play a key role in the succession process for the Chair, including chairing the Board Nomination Committee for that agenda item.
- Lead the regular (at least annually) assessment of the performance of the Chair, taking into account the views of the Executive and Non-Executive Directors, to monitor and evaluate the performance of the Chair on an ongoing basis and communicating results of the evaluation to the Chair;
- Support the Chair in ensuring that Board discussions and decision-making are based on accurate and appropriately comprehensive information and proposals.
- Be ready and encouraged to constructively challenge and help to develop and test proposals on strategy put forward by the Executives.
- Support the Chair and other Directors or shareholder, in exceptional circumstances, to resolve any significant issues.

**Time commitment**

The SID will be expected to commit time as required to the role, which will include committing significantly more time to the role in exceptional circumstances.