Santander UK plc

Investor Update for the year ended **31 December 2014**





February 2015

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Source: Santander UK Q4 2014 results "Quarterly Management Statement for the year ended 31 December 2014" or Santander UK Management ('MI'), unless otherwise stated. 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.santander.co.uk/uk/about-santander-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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Increased profits and a strong commercial momentum

- 2014 profit before tax up 26% to £1,399m
- Gaining more personal current account switchers than any other UK bank
- Banking NIM up 27bps to 1.82% and an adjusted RoTE improved to 12.6%
- Improved CET1 capital ratio of 11.9% and a strengthened leverage ratio of 3.8%
- Retail customer satisfaction gap to average of 3 highest performing peers largely closed
- The most improved bank in corporate customer satisfaction over the last year
- Net mortgage lending up £2.0bn to £150.1bn. Net corporate lending up £1.8bn to £23.9bn
- Robust retail and corporate credit quality, with NPL ratio down 24bps to 1.80%



Delivering on our strategic transformation

Loyal and	1 2 3 World customers	Current account balances	Guaranteed 7-day switching service ¹	Retail customer satisfaction (FRS) ²
satisfied retail	3.6 million	£41.1bn	1 in 4	Most improved since Dec'12
customers	Increasing customer loyalty	Up an average £1bn per month since Dec'12	Gaining more switchers than any other UK bank	Gap to average of 3 highest performing peers at (0.7)pp
2 'Bank of	Lending to corporates ³	Corporate bank account openings	Corporate Ioan loss rate ³	Corporate customer satisfaction ⁴
Choice' for UK	£23.9bn	up 33%	0.38%	Most improved in 2014
companies	Up 8%, in a subdued market	Leveraging the roll out of new systems	Prudent risk appetite maintained	Satisfaction improved 8pp, to 58%
3 Consistent profitability	RoTE⁵	Banking NIM	CET1 capital ratio	NPL ratio
and a strong	12.6%	1.82%	11.9%	1.80%
balance sheet	Up strongly, driven by income growth	Up 27bps, driven by reduced cost of retail liabilities	Further strengthened capital position	Retail and corporate loans performing well

1. Source: Santander UK management information and Payments Council monthly data (on a banking group basis). Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition

2. Source: Financial Research Survey (FRS) run by GfK NOP. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition

- 3. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition of total lending to corporates
- 4. Source: Charterhouse Business Banking Survey. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition
- 5. Adjusted for specific gains, expenses and charges as outlined in the Q4'14 Quarterly Management Statement on page 7 and in Appendix 1. Statutory RoTE was 10.4%



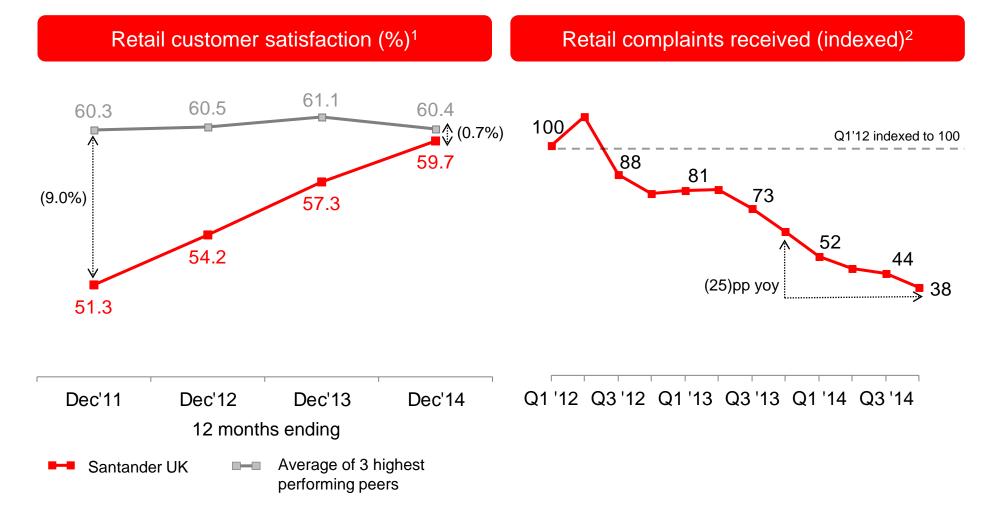


Strong results momentum

2014 financial highlights (% change from 2013) % £m Reflecting margin and volume improvements 11 Total operating income 4,470 • Underlying costs of £2,311m¹, up 5%, managed to **Operating expenses** (2,397)9 accommodate investment spend Retail and corporate portfolios performing well in a benign **Operating provisions** (674)(7)credit environment and charges Profit momentum driven by improved revenues, lower PBT from continuing 1,399 26 provisions and 6pp underlying positive cost-to-income jaws operations Improvement driven by reduced cost of retail liabilities Banking NIM 1.82% 27bps • Improved adjusted cost-to-income ratio, absorbing on-going Cost-to-income ratio 52% 2pp investment



Continued improvement in retail customer satisfaction

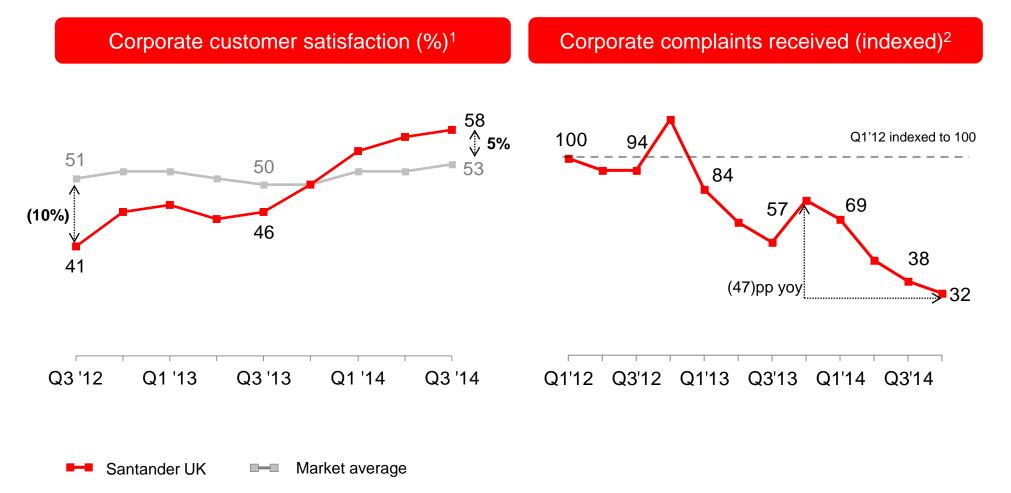


1. As measured by FRS. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition

2. Source: Santander UK management information. All unique complaints received from retail and customer banking activities included except those relating to legacy issues e.g. PPI

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Most improved corporate customer satisfaction in 2014

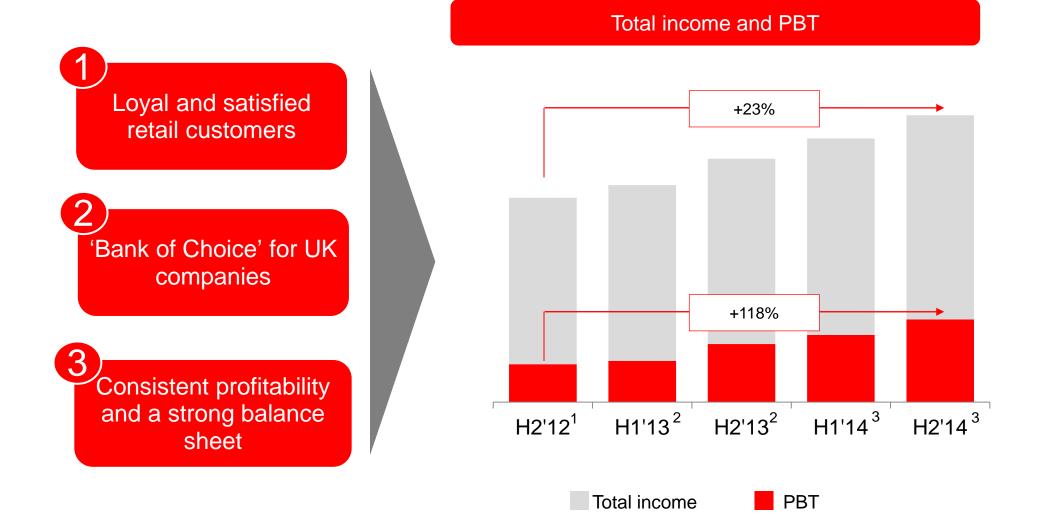


1. Source: Charterhouse Business Banking Survey. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition

2. Source: Santander UK management information. Complaints relate to our commercial and corporate banking businesses



Strategic transformation from 2012 low



 H2'12 total income and PBT excludes (i) a gain of £705m in non interest income, (ii) a provision of £(335)m in impairment losses on loans and advances and (iii) a net charge of £(287)m in provisions for other liabilities and charges (iv) £49m for discontinued operations

- 2. H1'13 PBT excludes £(15)m and H2'13 £5m for discontinued operations
- 3. H1'14 PBT excludes the impact of £(206)m and £(70)m in H2'14. Refer to the Q4'14 Quarterly Management Statement on page 7 and in Appendix 1

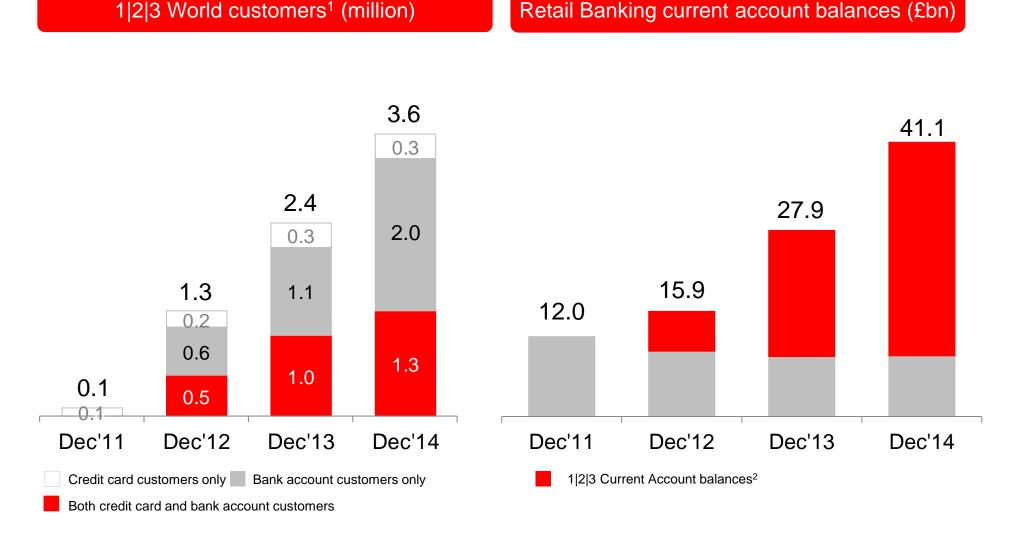
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Our strategic priorities





1.2 million new 11213 World customers in 2014





1. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition

2. Includes adult accounts only

1|2|3 World is transforming our customer profile

	Non 1 2 3 Current Account	1 2 3 Current Account ¹
Select and Affluent ²	7%	32%
Primary banking ²	46%	93%
Products per customer	1.5	2.3
Ave. account balance ³	1.0x	5.0x
4+ direct debits	32%	79%

Other benefits of 1|2|3 Current Account

- Fee paying current account and credit card
- Permanent offer to new and existing customers
- Reduced acquisition costs
- Lower rate of account churn
- Increased account transactions
- Improved customer insight
- Better risk profile and performance
- Improving liability spreads

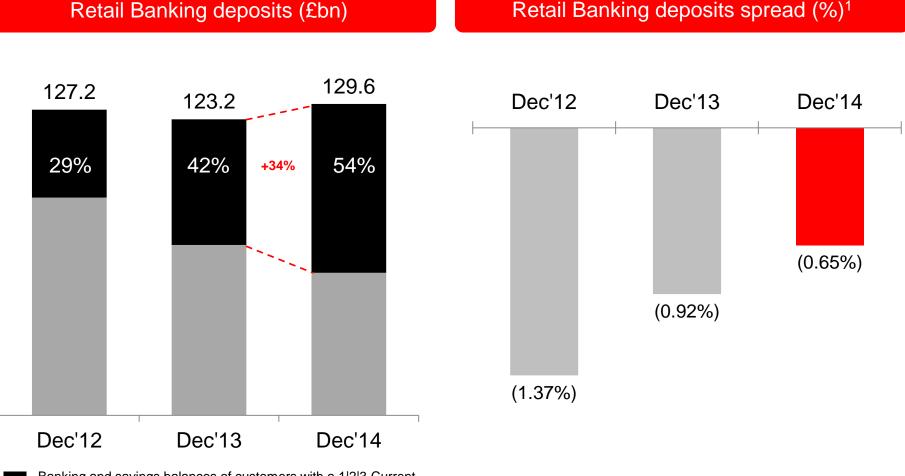


MoneySuperMarket, the UK's number one comparison website, ranked Santander UK winner of the Best Overall Provider⁴



- 1. Adult accounts only
- 2. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition
- 3. Average account balances are combined savings and banking liability balances
- 4. Source: MoneySuperMarket.com, 2015 'Supers' awards. Santander was the most popular provider for a range of products according to the survey of over 2,000 customers, January 2015

Improved customer loyalty and liability spreads

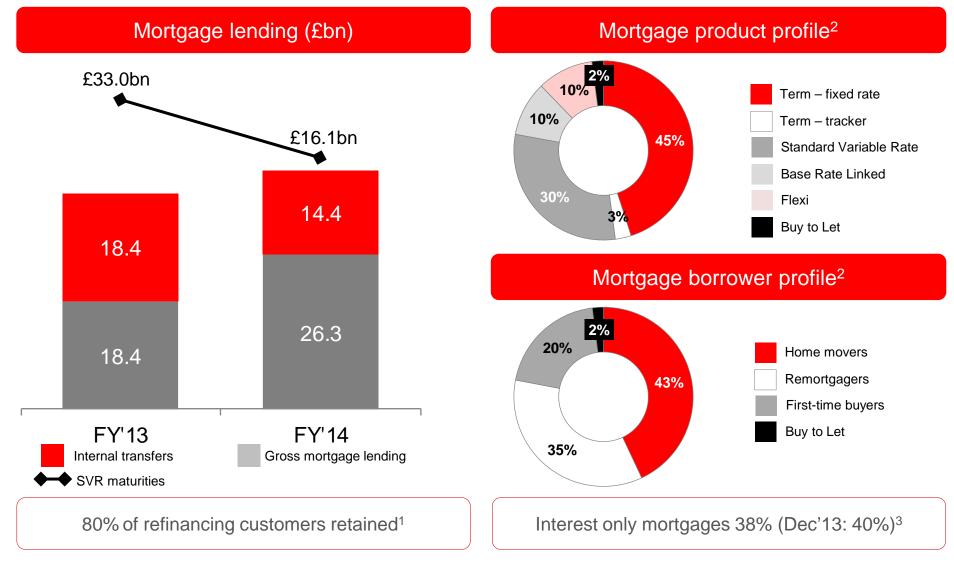


Banking and savings balances of customers with a 1|2|3 Current Account or other primary current account



1. Annualised monthly Retail Banking customer deposit spreads against the relevant swap rate or LIBOR. Retail Banking customer deposits include savings and bank accounts for personal and business banking customers

Growth in mortgage lending and improved retention



- 1. Refer to Appendix 1 in the Q4'14 Quarterly Management Statement for a full definition
- 2. As at 31 December 2014
- 3. Full interest only loans and the element of part-and-part attribution to interest only balances

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Low risk, prime mortgage book of £150.1bn

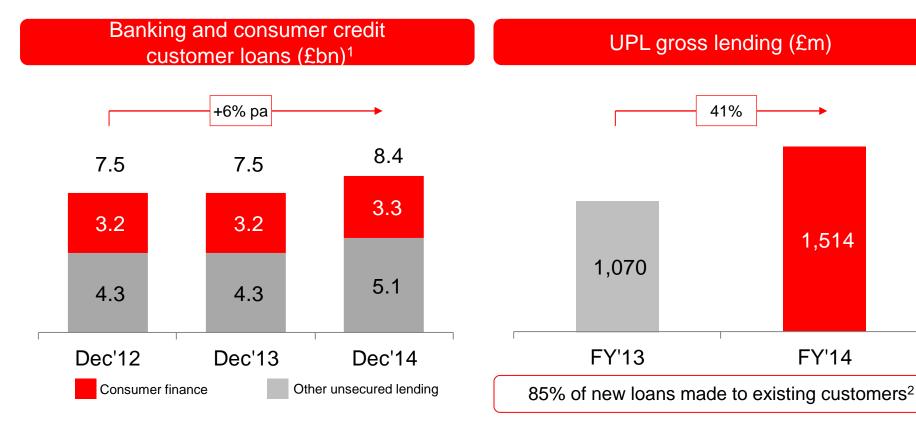
Mortgage loan	distribution		Loan to Value ('L	TV')	
	Dec'13	Dec'14	(FY'13	FY'14
Loan size distribution (stock))		Simple average LTV ²		
Less than £0.5m	96.5%	95.2%	new lending	62%	65%
£0.5m - £1m	3.2%	4.1%	- excluding H2B	n.a.	64%
£1m - £2m	0.3%	0.6%	stock	51%	47%
Over £2m	0.0%	0.1%	Indexed LTV distribution		
			> 85% - 100%	10%	6%
Average loan size distributio	n (new busin	ess)	> 100%	4%	3%
London and South East	£205k	£229k			
rest of UK	£118k	£125k	New lending % with LTV > 85%	12%	17%
All UK	£155k	£169k	- excluding H2B	n.a.	13%
Loan-to-income multiple ¹	3.04	3.11	Help to Buy lending of £1.2bn to 8,10	0 customer	rs in 2014



1. Average earnings multiple of new business at inception in the periods ending 31 December 2013 and 31 December 2014

2. Unweighted average loan-to-value of all accounts

Growing unsecured lending



Focus on growth while maintaining lending quality

- Leverage the Santander UK brand
- Develop multi-channel offering
- Differential pricing for loyal customers

Opportunities

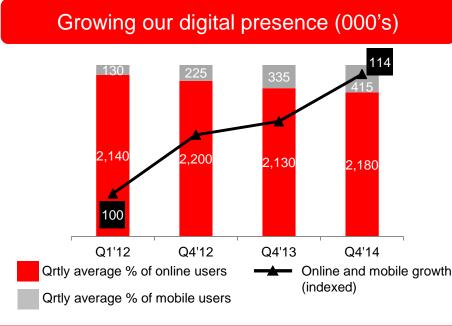
- Growing market for new car sales
- PSA motor finance joint venture to complete in Q1'15
- Develop presence in credit card aggregator market



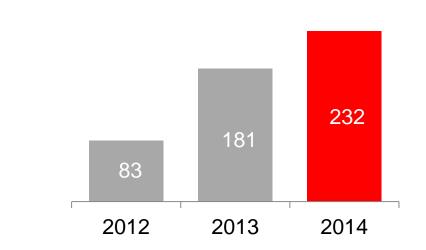
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- 1. Includes vehicle finance (UK arm of Santander Consumer Finance), unsecured personal loans ('UPLs'), credit cards and bank overdrafts
- 2. Based on volume of UPL openings to existing Santander UK customers in FY'14

Accelerating our digital transformation plan



Current account online sales (000's)¹



Impact of new digital functionality²

- Award winning new website
- New mobile Apps including retailer offers
- Mobile friendly application forms
- Secure site sales for credit cards and UPLs
- Consolidated view of all accounts in online banking
- Mobile to mobile payments



+228% credit card online sales 1-in-5 mortgages now retained online +69% business bank account online sales +48% mobile users; +10% online users 1,000 new active mobile users every day 17% reduction in digital complaints





- Excludes business banking accounts
- Digital volumes growth rates 2014 vs 2013. Digital complaints since Feb'14 2.

Our strategic priorities





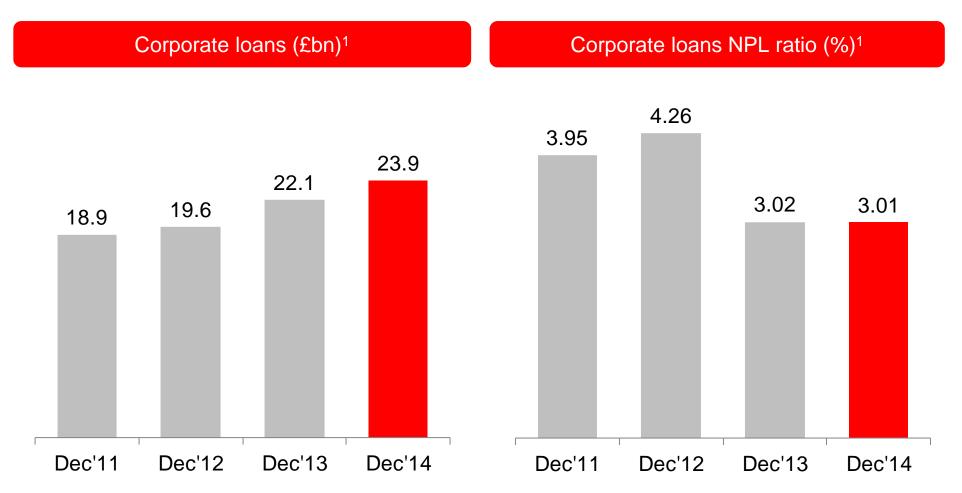
Key focus on growth of corporate banking

	Customers	Customer loans	Bank account openings
SME > £250k - £50m	70,100	£12.6bn	33% 7,600
			5,700
Mid corporates > £50m - £500m	1,300	£6.1bn	
Large corporates ¹ > £500m	250	£5.2bn	2013 2014

Growing our		2011	2012	2013	2014	2015 target
footprint to be closer to our	Relationship Managers	457	503	650	729	750
customers	Corporate Business Centres	28	34	50	66	70



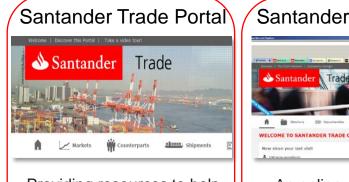
Sustained lending growth, with a prudent approach





Winning customers with our strong proposition

Helping UK businesses operate globally



Providing resources to help customers manage their global expansion: databases, alerts, market trends etc...





Providing resources to help customers establish global relationships in areas where Santander is present



An online community of importers/exporters helping customers find trusted partners overseas



Leveraging Banco Santander presence in 10 core markets and our International proposition

Supporting entrepreneurs

- Breakthrough £200m Growth Capital fund
- Connect improved online platform
- US\$100m FinTech fund





Business Start-up Bank of the Year



Best Online Banking Provider



Business Bank of the Year



'Bank of Choice' for UK companies

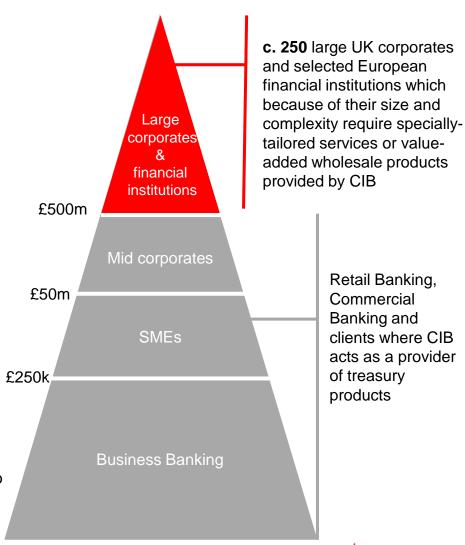
Corporate & Institutional Banking client franchise

Our value proposition

- UK line of the global business unit of Banco Santander
- Servicing large UK corporates and European financial institutions with an annual turnover above £500m
- Diverse product offering, including:
 - Cash Management
 - Supply Chain Finance
 - Debt Capital Markets
 - Solutions/Advisory
 - Risk Management (including forex, rates and liability management)

Our focus

- **Develop client franchise:** client segmentation and recruitment to provide strong client coverage
- A business mix that favours traditional banking activities, with an enhanced product suite and strong marketing
- Clear focus of capital market activities on providing solutions to our clients
- Permanent enhancement of systems, controls and processes



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Improved product and market coverage for UK clients

Improved product and coverage

- Major player in supply chain finance with over 1,500 suppliers on the UK platform
- Major £ and € UK corporate DCM house
- Leading lender to UK housing associations
- Top provider of UK syndicated loans
- Leader in UK renewables financing
- Launched US\$ private placement capability



Winner of the Best Bank for Emerging Latin American Currencies FX Week – November 2014

Strong credentials in chosen client businesses

EY'13

UK Corporate DCM (£ & €) ¹	#5	#5
UK Housing Associations ¹	#1	#1
UK Syndicated Loans Bookrunner ¹	#22	#3
Arranger of UK Renewable Loans ²	#9	#1





FY'14

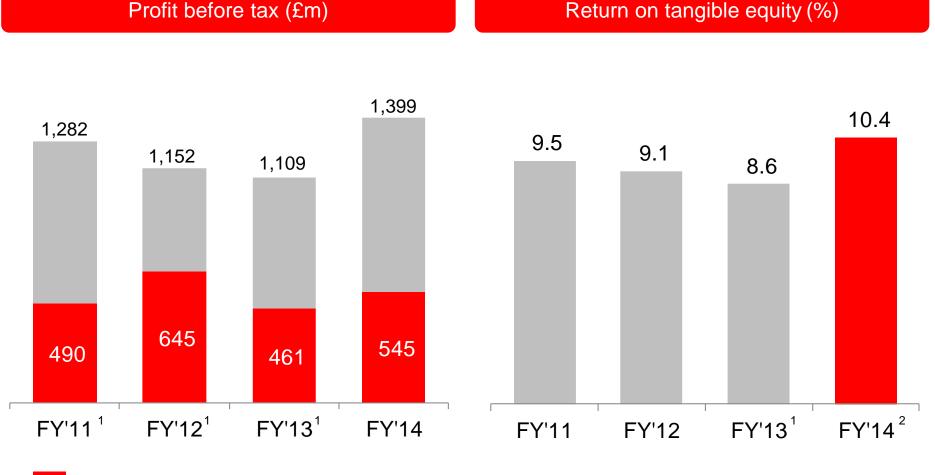
2. Source: Clean Energy

Our strategic priorities





Consistently profitable, sustainable business



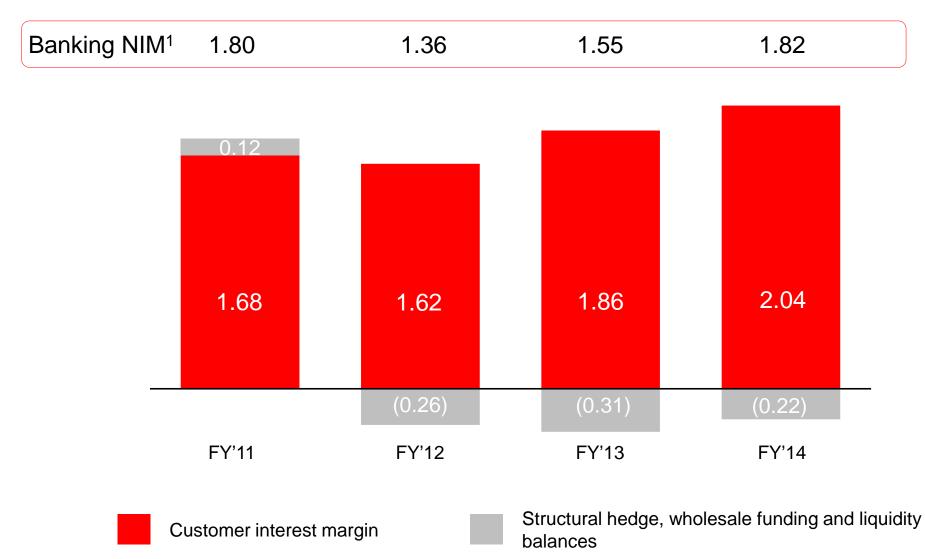
First half year

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1. Adjusted to reflect the retrospective adoption of IFRIC 21

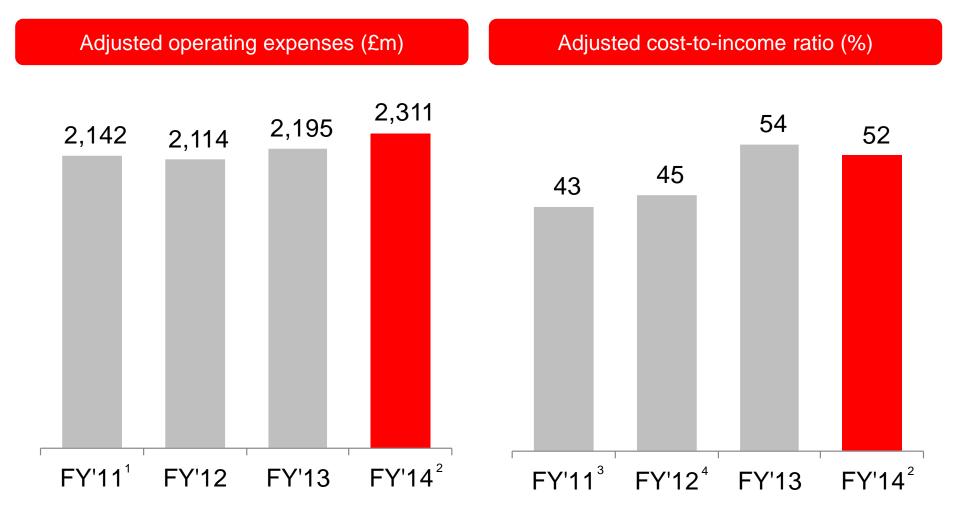
2. Excluding specific gains, expenses and charges as outlined in the Q4'14 Quarterly Management Statement, the adjusted ROTE was 12.6%

Strategic transformation improving customer margin





Underlying cost efficiency improved

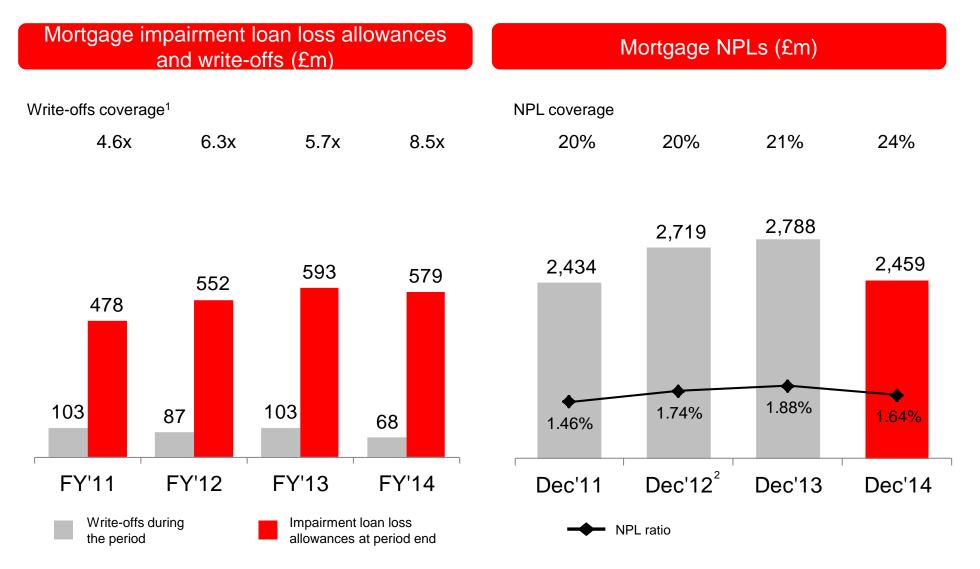


1. FY'11 operating expenses adjusted for $\pounds(172)$ m software and goodwill write-off and $\pounds(128)$ m sale of co-brands business

- 2. FY'14 operating expenses adjusted for £218m pension gain, £(98)m investment costs and £(206)m software write-offs
- 3. FY'11 total income adjusted for £(249)m sale of co-brands business and operating expenses as per note 1 above
- 4. FY'12 total income adjusted for £(705)m capital management exercise



Strong residential mortgage credit performance

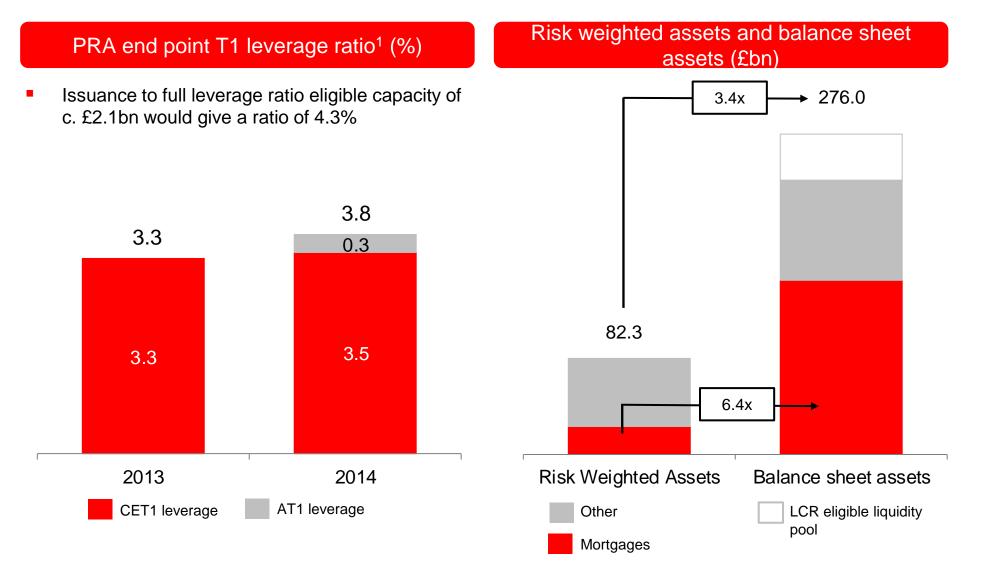


- 1. Calculated as impairment loan loss allowance at year end divided by write-offs during the year
 - 2. The increase in the mortgage NPL ratio during 2012 and 2013 was largely due to regulatory-driven policy and collections changes introduced in early 2012 and the impact of the managed reduction in the mortgage portfolio 2012-13



Consistent profitability and a strong balance sheet

Strengthening leverage with retentions and AT1 capital

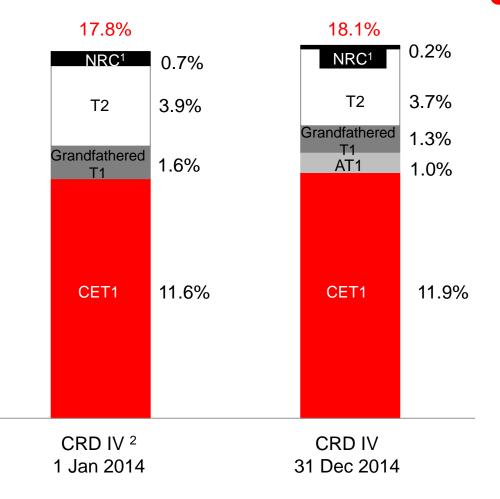




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1. Calculated as CRD IV end point Tier 1 capital divided by adjusted exposures as defined by the Basel Committee January 2014 Leverage Ratio Framework

Implementing CRD IV and managing to TLAC



Managing capital from a strong position

- Santander UK's current target is a CET1 ratio of >10.5%, but this may be revised in the light of current regulatory proposal
- To date we have issued £800m of AT1 capital
- Santander UK senior unsecured debt with an outstanding maturity > 1 year at 31 Dec'14 was £11.1bn, 13% of RWAs

1. NRC: Non-Regulatory Capital, which includes Tier 1 and Tier 2 capital instruments which are not recognised under CRD IV grandfathering provisions

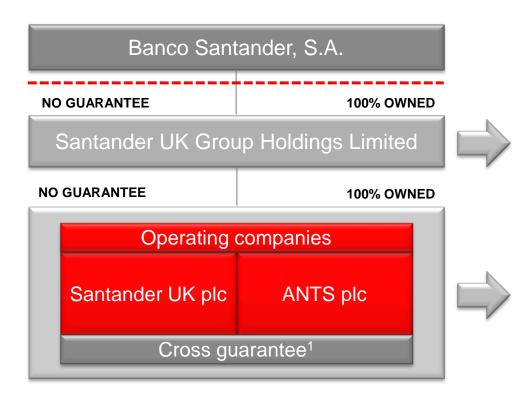
2. CRD IV 1 January 2014 reflects estimated position under the PRA's implementation of CRD IV (PS7/13)

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Wholesale funding and future issuance model

Operating under the independent subsidiaries model of Banco Santander

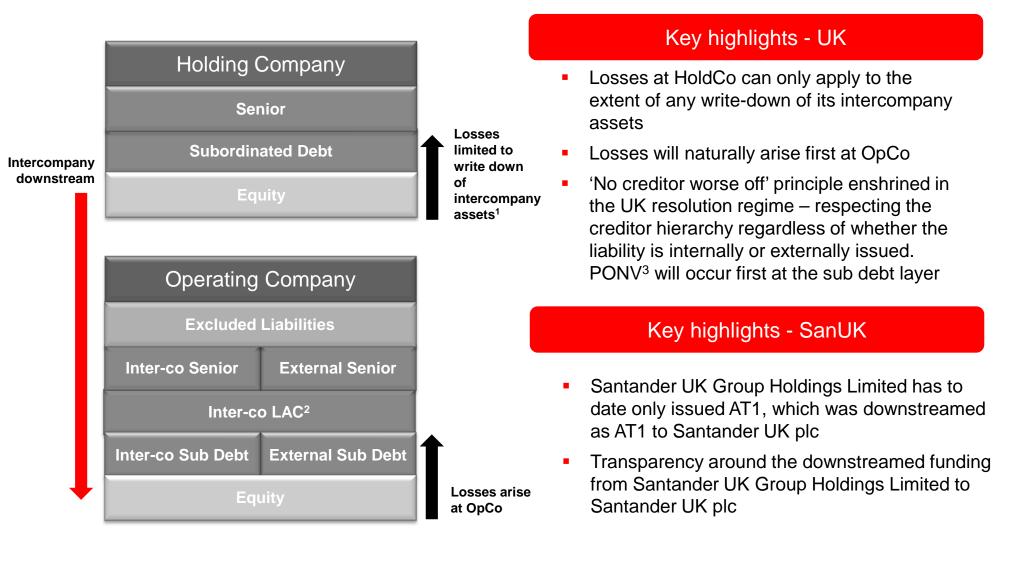
- We are required to satisfy the PRA that we can withstand capital and liquidity stresses on a standalone basis
- The PRA regulates capital (including dividends) and large exposures



- Senior unsecured from 2015
- Subordinated debt (T2 from 2015 and AT1 from 2014)
- Covered bonds
- Mortgages for RMBS vehicles
- Senior unsecured
- Short term funding e.g. ECP, French CD, etc



Prospective implementation of UK resolution regime



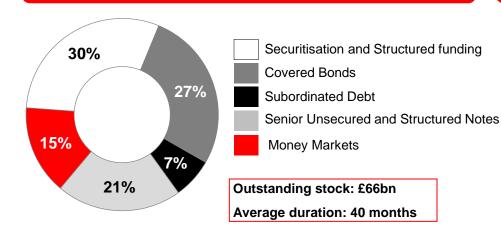
1. The write-down of the intercompany assets will be determined by the relevant authority following valuations conducted per BRRD Art 36

- 2. Inter-co Loss Absorbing Capital ('LAC') may require terms to be included in the intercompany trade to make it subordinated to non LAC senior liabilities
- 3. PONV Point of non viability

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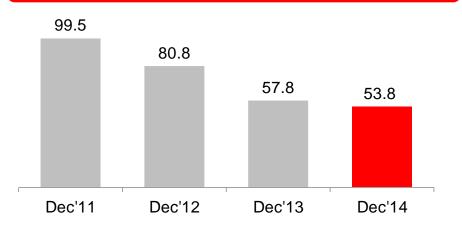
Consistent profitability and a strong balance sheet

Improved funding profile with lower spread

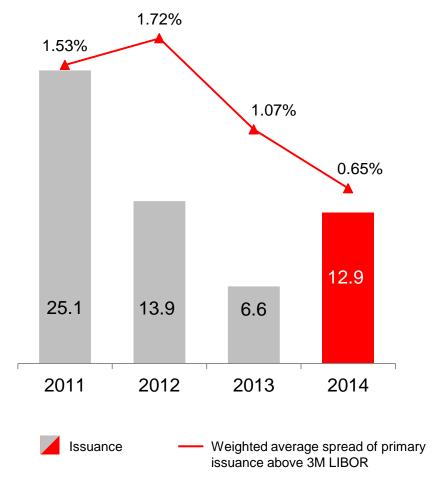


Wholesale funding stock

Medium term funding encumbrance (£bn)²



MTF issuance (£bn) and spread¹

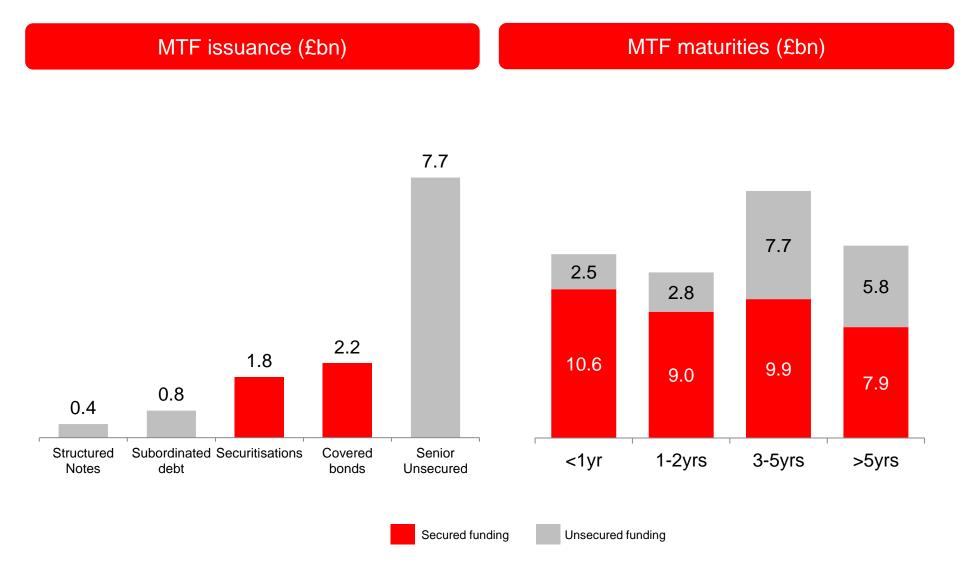




Weighted average spread at time of issuance above GBP 3M LIBOR. Average spread excludes June 2014 AT1 issuance (£500m)

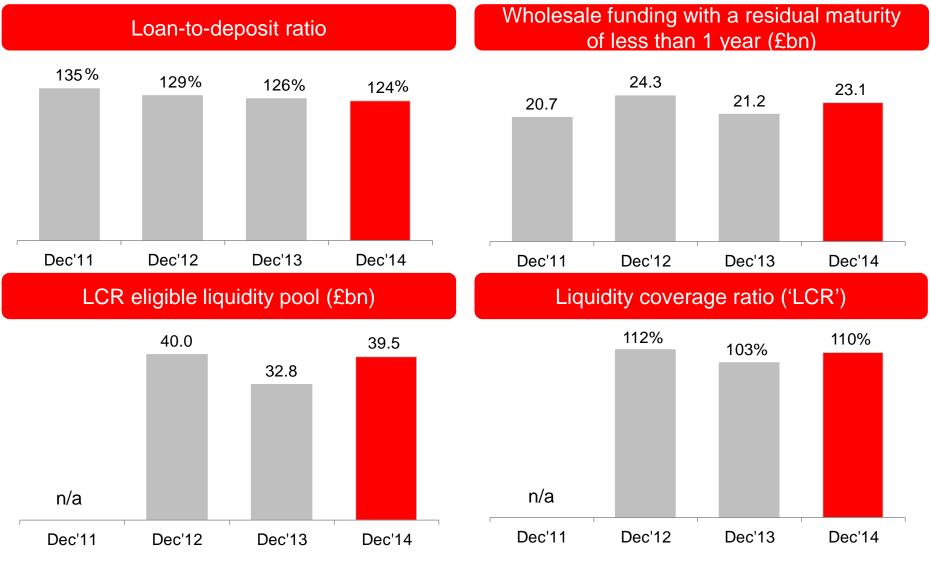
Mortgage encumbrance includes all mortgages assigned to Fosse, Holmes, Langton and ANTS covered bond programmes 2.

£12.9bn of MTF issuance in 2014





Optimised liquidity position





Delivering on our commitments

		FY'13	FY'14	2015 target
	Loyal customers	2.7 million	3.3 million	4 million
Loyal and satisfied retail	1 2 3 World Customers	2.4 million	3.6 million	4 million
customers	Customer satisfaction ('FRS')	57.3%	59.7%	Тор З
	(average of 3 highest performing peers)	(61.1%)	(60.4%)	
2 'Bank of Choice' for UK	Corporate loans percentage of total customer loans	12%	13%	20%
companies	(Total lending to corporates) ¹	(£22.1bn)	(£23.9bn)	
3	Return on tangible equity ('RoTE')	8.6% ²	12.6% ³	13% - 15%
Consistent	Cost-to-income ratio	54%	52% ³	< 50%
profitability and	CET 1 capital ratio	11.6%	11.9%	> 10.5%
a strong	Loan-to-deposit ratio	126%	124%	< 125%
balance sheet	Non performing loan ratio	2.04%	1.80%	Ratio maintained
	Dividend payout ratio	51%	46%	50%

For notes and definitions see Appendix 1 to the Santander UK plc Quarterly Management Statement for year ended 31 December 2014

1. Total lending to corporates. See Appendix 1 for definitions of Commercial Banking and Corporate & Institutional Banking ('CIB') customer segments

2. Adjusted to reflect the retrospective adoption of IFRIC 21

3. Adjusted for specific gains, expenses and charges as outlined in the Q4'14 Quarterly Management Statement on page 7 and in Appendix 1



2015 outlook

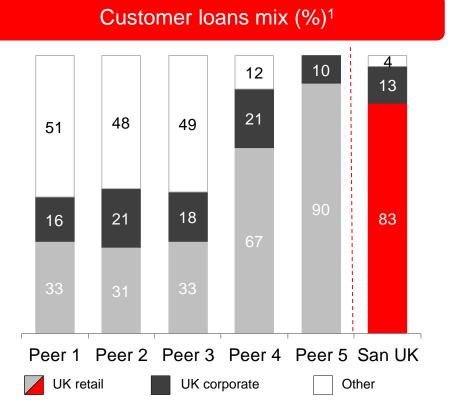
- UK economic momentum will continue to be supportive of our business
- Increased liquidity and competition may impact margins in many business lines
- Further improvement in customer satisfaction is at the heart of our plans
- Banking NIM of 1.82% to remain broadly unchanged, with Bank Rate rising to 0.75%
- Investment in the business, largely funded through efficiency management
- SVR mortgage balance declining, but at a slightly slower pace
- Sustained growth in corporate banking, leveraging the footprint and improved capability
- Continued enhancement of the leverage ratio
- Ability to commence public debt issuance from HoldCo in Q2'15



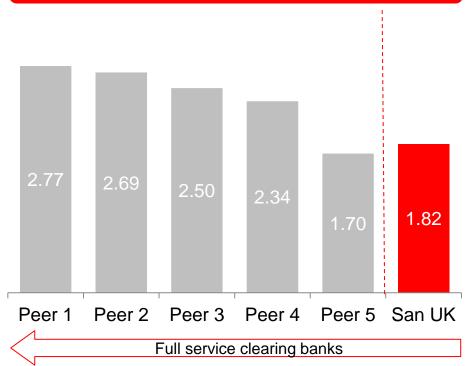
Appendix



Current retail focus with challenger opportunities



Net interest margin (%)^{1, 2}



With our current business mix concentrated on retail mortgages and savings, we have a lower NIM than peers. We are undergoing a strategic transformation to become a more customer focused and a better balanced retail and commercial bank

 Source: Santander UK analysis of peer results. Peers are Barclays plc, HSBC Bank plc, Nationwide, RBS plc and Lloyds Banking Group. Santander UK as at December 2014 and peer data at September 2014 except Nationwide which is at November 2014. Barclays loan split based on published Credit Risk data and excludes assumed bank loans from Wholesale. Lloyds UK retail includes Consumer Finance. Santander UK includes CIB corporate business

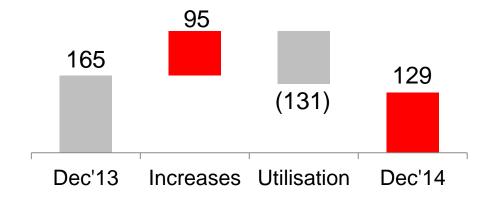
2. Net interest margin is annualised net interest income divided by average gross customer loans. Santander UK plc is Banking NIM

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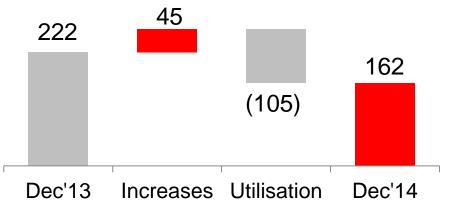
Well provided for PPI and other conduct issues

PPI provision balance (£m)¹

Other products provision balance (£m)¹



- Including pro-active customer contact, £11m/month utilisation in 2014 (2013: £18m/month)
- Excluding pro-active customer contact, average redress costs in Q4'14 of £7m/month
- The high proportion of invalid complaints continued



 Outstanding provisions relate predominantly to wealth and investment products



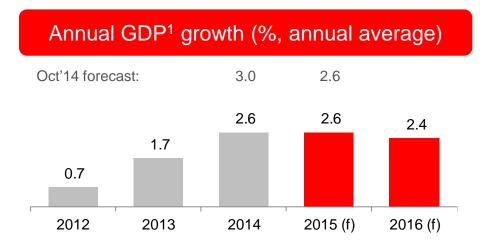
1. Provision for redress and associated costs

Santander UK credit ratings - February 2015

	Standalone	Long Term	Outlook	Short Term
S&P	bbb+	A	credit watch negative across all major UK banks	A-1
Fitch	a	A	stable	F-1
Moody's	baa1	A2	negative across all major UK banks	P-1



Macro-economic environment

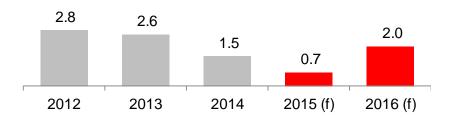


Bank of England base rate (%) Oct'14 forecast: 0.50 1.00 1.25 0.50 0.50 0.50 0.75 0.50 0.50 0.50 0.75 Dec'12 Dec'13 Dec'14 Dec'15 (f) Dec'16 (f)

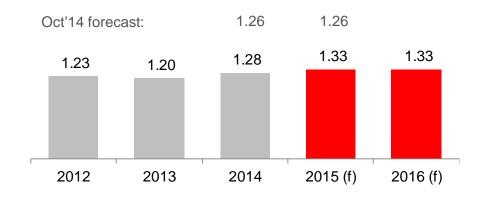
Annual CPI² inflation rate (%, annual average)

Oct'14 forecast:

1.7 1.8



GBP/Euro exchange rates (year end)



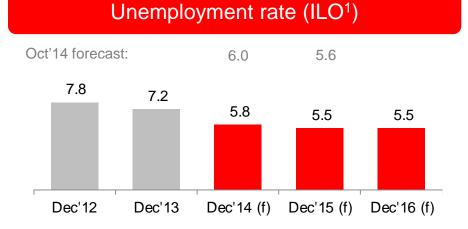
Source: Office for National Statistics and Bank of England. 2014 (f), 2015 (f) and 2016 (f) are forecasts by Santander UK (January 2015)

1. Data revisions in the Q3 2014 Quarterly National Accounts (published 23 December 2014) means that annual GDP growth in 2014 has been marked down from 3.0% to 2.6%



2. Consumer Price Index

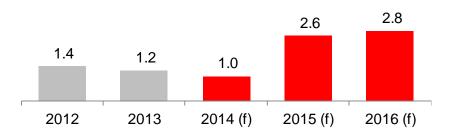
Macro-economic environment



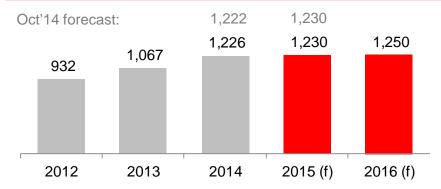
Average weekly earnings (annual, % inc. bonuses)

Oct'14 forecast:

1.3 2.6



Property transactions (sa², 000s)



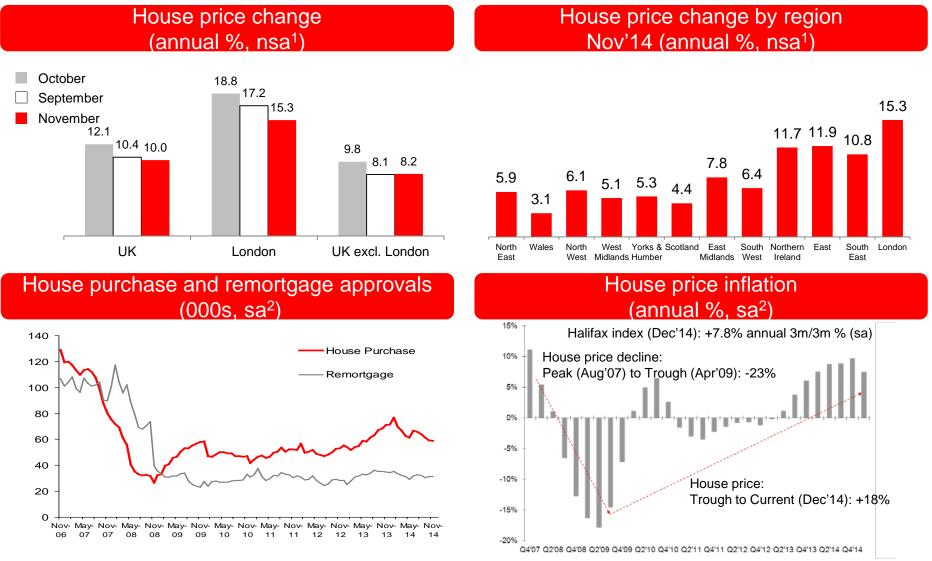
House prices (%)							
Oct'14 forec	ast:	9.0	6.0				
	7.5	7.8	5.0	4.0			
(0.3) Dec'12	Dec'13	Dec'14	Dec'15 (f)	Dec'16 (f)			

Source: HMRC, Lloyds Banking Group and Office for National Statistics. 2014 (f), 2015 (f) and 2016 (f) are forecasts by Santander UK (January 2015)

- 1. International Labour Organisation
- 2. Seasonally adjusted



Macro-economic environment



Sources: House price change and House price change by region Nov '14 (annual %, nsa): Office for National Statistics. House purchase and remortgage approvals (000s, sa): Bank of England. House price inflation (annual %, sa): Lloyds Banking Group

- 1. nsa: not seasonally adjusted, sa: seasonally adjusted
- 2. sa: seasonally adjusted

Santander

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Santander UK plc quarterly, half yearly and annual financial results and presentations

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