

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

The Board of Directors (“Board”) of Santander UK plc (together “Santander UK”) delegates day-to-day management of the business of the Company and its subsidiaries and associated companies to executive management. However, due to legal or regulatory requirements, certain matters remain the responsibility of the Board as a whole.

The Board may delegate some of these matters to a Board Committee. The limits of any Board Committee’s authority are set out in its terms of reference.

Any matters not reserved to the Board or a Board Committee are delegated to the Chief Executive Officer (“CEO”) (in accordance with the limits set out in the Specific Financial Authorities schedule) who has authority to sub-delegate matters to his direct reports as he sees fit.

The following matters are reserved for the Board:

1.0 General
1.1 Any matter which may have a material effect* on the Company’s financial position or would have a similarly material impact on the Company’s overall reputation, brand, values and conduct.
1.2 Designing and setting the strategy for the promotion of the long-term sustainable success of the Company, ensuring the Company is doing the right thing and driving good outcomes in the right way for its key stakeholders including our customers, our people and communities, generating value for our shareholder and contributing to wider society.

* The assessment of materiality or significance must be carried out and interpreted having regard to the real or potential impact on:

- Santander UK’s strategic, financial, capital and/or liquidity plans;
- aggregate level of Santander UK risk; and/or
- Santander UK’s reputation.

From time to time the board might agree and specify financial thresholds that would be indicative of reaching the materiality level in order to facilitate decision making. The materiality or significance of a matter shall be determined by the CEO, in their sole discretion, acting reasonably. The CEO will be supported in this assessment by the senior management team as appropriate.

** Denotes matters which the Board deems suitable for delegation to the most appropriate Board Committee.

2.0 Strategy
2.1 Approval of the strategy, budget and three-year financial plan (PXX) (including alignment to Risk Appetite) and any significant changes thereto.
2.2 Reviewing delivery of the strategy, measuring performance against plans (including the budget and three-year financial plan) and taking any corrective action where necessary.
2.3 Approval of the extension of the Santander UK Group's activities into any new products, businesses or geographies or requiring a change to regulatory permissions outside of the agreed strategy approved by the Board.
2.4 Approval of any decision to cease to operate all or any part of the Santander UK Group's products, businesses or geographies.
2.5 Responsibility for the overall leadership of the Company and setting the Company's Corporate culture, purpose, values and strategy and ensuring practices and behaviours throughout the businesses are aligned with the Company's culture, purpose, values and strategy and reporting in the Annual Report on activity by the Board in this area.
2.6 Setting a culture of customer focus (including treating customers fairly), risk awareness and ethical behaviour and overseeing its embedding within the Santander UK Group.
2.7 Ensuring that workforce policies and practices are consistent with the Company's values and support long-term sustainable success.
3.0 Financial results and accounting
3.1 Approval of the Annual Report and Accounts and Form 20-F (including the corporate governance statement and Directors' remuneration report), half-yearly report and any Quarterly Management Statements, satisfying itself on the integrity of the financial and narrative statements and that they present a fair, balanced and understandable assessment of the Company's position and prospects.
3.2 Approval of any significant change in accounting policies or practices, on recommendation of the Board Audit Committee.
3.3 Approval of any declaration of interim dividend and recommendation of final dividends.

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4.0 Structure, capital, liquidity and special situations
4.1 Approval (or proposal to Shareholders for approval if applicable) of material* transactions, investments, alliances, acquisitions, mergers or disposals (including Joint Ventures) of entities or customer assets (except non-core) (noted or approved in accordance with the limits agreed by the Board) or resulting in a significant change to the Group's capital structure.
<i>[Note – HoldCo Board required to approve the participation of any Santander UK group member in a material transaction].</i>
4.2 Changes relating to the Company's equity capital structure (including reduction of capital, share issues, share buy backs and the issue of any other securities) or its status as a plc.
4.3 Material* changes to the Group's corporate structure, excluding internal re-organisations which may be approved by the CEO.
4.4 Review and approval of the Dividend Policy, Surplus Capital allocation Framework, the Internal Capital Adequacy Assessment Process (ICAAP) and the Internal Liquidity Adequacy Assessment Process (ILAAP).
4.5 Approval of material* unbudgeted capital or operating expenditures (outside pre-determined tolerances).
4.6 Approval of Recovery Plan.
4.7 Approval of the Resolvability Assessment Framework self-assessment.
4.8 Any charges over assets, outside agreed Santander UK three-year financial plan
4.9 Letters of Comfort for non-Audit purposes, outside agreed Santander UK three-year financial plan
5.0 Risk and Compliance and Conduct
5.1 Approval and review, at least annually, of the Risk Management Framework, upon the recommendation of the Board Risk Committee.
5.2 Approval and review, at least annually, of the Risk Appetite upon the recommendation of the Board Risk Committee.
5.3 Monitoring adherence to the Risk Appetite, risk policy and risk limits.
5.4 Approval and oversight of the Company's operations ensuring:

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- sound system of audit, risk management, compliance and internal control;
- competent and prudent management;
- sound planning;
- adequate accounting and other records; and
- compliance with statutory and regulatory obligations.

5.5 Regularly review the Company's emerging and principal risks.

5.6 Determining the nature and extent of the principal risks the Company is willing to take to achieve its strategic objectives.

6.0 Statutory and regulatory reporting

6.1 Appointment (or removal) of the Company Secretary.

6.2 Approval of the appointment (or removal) of the Chief Risk Officer.

6.3 Approval of the appointment of the RFB Risk Officer.

6.4 Authorisation of Directors' conflicts or potential conflicts of interest, as permitted by the Articles of Association.

6.5 Recommendation to the shareholders of the appointment, re-appointment or removal of Auditors (upon the recommendation of the Board Audit Committee) and approval of appointment of Auditors to fill a casual vacancy.

6.6 Approval of notice of general meetings and associated documentation.

6.7 Approval of all principal regulatory filings with the London Stock Exchange, the Securities and Exchange Commission and any other jurisdiction as required.

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7.0 Board membership and committees
7.1 Determining and approving changes to the Board structure and composition, including appointments and removals, on the recommendation of the Board Nomination and Governance Committee.
7.2 Continuation in office of any Director when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate or the suspension or termination of service of an Executive Director as an employee of the Company, subject to the law and their service contract.
7.3 Evaluation and succession planning for the Board and Executive, on the recommendation of the Board Nomination and Governance Committee.
7.4 Approval of Board Committee membership and Chairmanship, on the recommendation of the Board Nomination and Governance Committee.
7.5 Determining the independence of Non-Executive Directors to be reported in the Annual Report and Accounts, on the recommendation of the Board Nomination and Governance Committee.
7.6 Approval of responsibilities and role profiles of the Chairman, Senior Independent Director, Executive and Non-Executive Directors, Company Secretary and CEO and certain key positions, as defined in the Group Subsidiary Governance Manual, at the discretion of the Board Nomination and Governance Committee.
7.7 Approval of the nomination, appointment and removal, material conditions of contracts and remuneration of key management positions (not Executive Directors) including the Chief Compliance Officer and Chief Internal Auditor, on the recommendation of the Board Nomination and Governance Committee.
8.0 Remuneration
8.1 Approval of Non-Executive Director fees (excluding the Board Chair) is delegated to the Chair and the CEO
8.2 Approval of the objectives and performance measures for the CEO.

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9.0 Corporate Governance
9.1 Approval and oversight of adherence to the UK Group Framework and the Group Subsidiary Governance Model (including any underlying Corporate Frameworks).
9.2 Approval of the Corporate Governance Framework (the high-level framework of board delegations, including the matters reserved to the Board, Board Committees and authority of the CEO), including reviewing on a periodic basis to ensure fit for purpose, on the recommendation of the Board Nomination and Governance Committee.
9.3 Undertaking a formal and rigorous annual review of its own performance, that of its committees, individual Directors and the division of responsibilities.
9.4 Undertaking an annual evaluation of its composition, diversity and how effectively members work together to achieve objectives and individually, whether directors continue to contribute effectively.

10.0 Contracts, Agreements or other Legal Commitments (not included in the Cost Management & Procurement Policy)
10.1 All material* contracts, agreements or other commitments outside agreed Santander UK three-year financial plan.
10.2 Approval of any contract outside the normal course of business, which exposes the Group or Company within the Group, to unlimited legal liability. Contracts which expose the Group to unlimited legal liability but which the Company Secretary or Chief Legal & Regulatory Officer consider to be within the normal course of business may be approved by the CEO (or the relevant Executive Committee member to whom this has been delegated).
10.3 Approval or noting of costs for prosecution, defence or settlement of litigation, or an alternative dispute resolution mechanism (involving amounts above the limit agreed by the Board or being otherwise material* to the interests of the Company).
10.4 Approval of any guarantees, warranties and indemnities not considered by the CLRO or Company Secretary to be in the normal course of business and which are in excess of the maximum limits delegated to the CEO by the Board.

11.0 Pension Schemes
11.1 Approval of major changes in the main company pension schemes and changes of Trustee Company.
11.2 Approval of policy relating to Group pensions and significant pension scheme issues, including closure and implementation of significant schemes (scheme rules reserve certain changes for approval by the Board of relevant Companies).
11.3 Approval of increase in Pension payments to members and non-members (Scheme Rules reserve certain changes for approval by the Board of relevant companies).

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12.0 Other	
12.1	Approval of certain policies as deemed appropriate, including (not exhaustive)**: <ul style="list-style-type: none"> ○ Approval of the Corporate Social Responsibility and Sustainability Policies ○ Approval of policy governing charity and political donations ○ Approval of the Board Diversity and Inclusion Policy ○ Approval of the Modern Slavery Statement ○ Approval of the Policy for the Selection, Suitability and Succession of Board Directors ○ Approval of the Policy for Internal Regulation ○ Approval of the Conflict of Interest Policy ○ Approval of the Code of Conduct ○ Approving of procedures for the detection of fraud and the prevention of bribery ○ Approval of policies on bribery prevention and whistleblowing.
12.2	Oversight of development of the Responsible Banking Agenda (including Bank's Corporate Culture and Values).
12.3	Approval procedures for the detection of fraud and the prevention of bribery**.
12.4	Approval of Directors and Officers Liability Insurance**.
12.5	Approval of the appointment, renewal and early termination of appointments of the Group's main professional advisers (other than the auditors) as the Board considers appropriate. Following Board approval, any such appointment and renewal appointment shall be made through the Company Secretary, who shall be responsible for any contractual arrangements and payment of fees on behalf of the Santander UK Group.
12.6	Approval of advisers and consultancy spent above the thresholds set out in the Specific Financial Authorities

Approved by the Board of Directors on 20 July 2023.

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