

**SUPPLEMENT DATED 6 NOVEMBER 2018
TO THE PROSPECTUS RELATING TO THE €30,000,000,000 EURO MEDIUM TERM NOTE
PROGRAMME OF:**



SANTANDER UK PLC

(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY, REGISTERED NUMBER 2294747)
(AS ISSUER OF SENIOR NOTES)

and

SANTANDER UK GROUP HOLDINGS PLC

(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY, REGISTERED NUMBER 08700698)
(AS ISSUER OF SENIOR NOTES AND DATED SUBORDINATED NOTES)

€30,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the prospectus dated 29 August 2018 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**").

Unless otherwise defined herein, capitalised terms used in this Supplement have the meanings given to them in the Prospectus.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus prepared by Santander UK Group Holdings plc, as issuer of senior and subordinated notes, and Santander UK plc, as issuer of senior notes (each an "**Issuer**" and together the "**Issuers**") under the EMTN Programme.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of instruments under the EMTN Programme.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of each 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.

This Supplement has been prepared for the purposes of (a) incorporating by reference into the Prospectus the unaudited quarterly management statement of Santander UK Group Holdings plc in respect of the nine months ended 30 September 2018 (the "**Quarterly Management Statement**"), and (b) updating the risk factor relating to the Group's exposure to risk of loss from legal and regulatory proceedings (civil and/or criminal) with certain recent developments, in each case as described in further detail below.

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 Prospectus, to which this Supplement relates.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Any information in the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is not relevant for investors or is contained elsewhere in the Prospectus to which this Supplement relates.

Save as disclosed in this Supplement and the Prospectus, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

In circumstances where Sections 87Q(4) – (6) of the FSMA apply, 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 treasurylegal@santander.co.uk.

DOCUMENTS INCORPORATED BY REFERENCE

On 31 October 2018, Santander UK Group Holdings plc published its Quarterly Management Statement.

Such Quarterly Management Statement is hereby incorporated in, and form part of, the Prospectus.

A copy of the Quarterly Management Statement has been submitted to the National Storage Mechanism and are available for viewing at: <http://www.morningstar.co.uk/uk/NSM>.

The Quarterly Management Statement is available for viewing at: <http://www.santander.co.uk/uk/about-santander-uk/investor-relations/santander-uk-group-holdings-plc/>.

UPDATE OF RISK FACTOR

The risk factor entitled “*The Group is exposed to risk of loss from legal and regulatory proceedings (civil and/or criminal)*” shall be supplemented by deleting the penultimate paragraphs commencing with the wording “The Group is from time to time subject to [...]” and ending with the wording “[...] are reviewed periodically” with the following language:

“The Group is from time to time subject to certain legal or regulatory investigations, inquiries or proceedings in the normal course of the Group’s business, including in connection with the Group’s lending activities, relationships with the Group’s employees and other commercial or tax matters. These may be brought against the Group under UK legal or regulatory processes, or under legal or regulatory processes in other jurisdictions, such as the EU and the U.S., where overseas regulators and authorities may have jurisdiction by virtue of the Group’s activities or operations. For example, the Group is cooperating with an FCA investigation in respect of certain historical issues concerning the operation of deceased customers’ accounts. The Group is in an ongoing dialogue with the FCA to resolve the matter. In addition, Santander UK, as well as Abbey National Treasury Services plc and Cater Allen International Limited (both subsidiaries of Santander UK), and three of their former employees are currently under investigation by the Cologne Criminal Prosecution Office and the German Federal Tax Office in relation to historical involvement in German dividend tax arbitrage transactions (known as cum/ex transactions). The Group is cooperating with the German authorities and are conducting its own internal investigation into the matters in question. There are factual issues to be resolved in both cases which may have legal consequences including financial penalties. In view of the inherent difficulty of predicting the outcome of legal or regulatory, investigations, inquiries or proceedings, particularly where opportunistic claimants seek very large or indeterminate damages, cases present novel legal theories, involve a large number of parties or are in the early stages of discovery, or where the approaches of regulators or authorities to legal or regulatory issues and sanctions applied are subject to change, the Group cannot state with confidence what the eventual outcome of any pending matters will be and, save as noted above, any such pending matters are not disclosed by name because they are under assessment. The Group’s provisions in respect of any pending legal or regulatory proceedings are made in accordance with relevant accounting requirements and are reviewed periodically.”

GENERAL

This Supplement will be published on the website of the London Stock Exchange at the following link:
<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.