

**SUPPLEMENT DATED 3 MARCH 2021
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 include all information incorporated by reference herein) is supplemental to, forms part of and must be read in conjunction with, the prospectus dated 30 June 2020, as supplemented on 29 July 2020, 11 August 2020, 27 October 2020 and 3 February 2021, relating to the €30,000,000,000 Euro Medium Term Note Programme of 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**") (the "**EMTN Programme**"), (the "**Prospectus**") and comprises a supplementary prospectus for the purpose of Article 23 of Regulation (EU) 2017/1129 and any regulatory or implementing technical standards and other delegated or implementing acts adopted under that Regulation, in each case to the extent that they form part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal Agreement) Act 2018 (as may be amended from time to time, including, without limitation, by virtue of the European Union (Withdrawal Agreement) Act 2020) (the "**UK Prospectus Regulation**").

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

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the competent authority for the purposes of 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 and such approval should not be considered as an endorsement of the Issuers that are the subject of this Supplement.

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 purpose of incorporating by reference into the Prospectus certain sections of the Santander UK Group Holdings 2020 Annual Report and the Santander 2020 Annual Report (each as defined below) (together the "**2020 Annual Reports**").

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 UK Prospectus Regulation 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 accordance with Article 23(2) of the UK 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 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.

PUBLICATION OF THE 2020 ANNUAL REPORTS

On 2 March 2021, Santander UK Group Holdings plc published its Annual Report for the year ended 31 December 2020 (the "**Santander UK Group Holdings 2020 Annual Report**").

On 2 March 2021, Santander UK plc published its Annual Report for the year ended 31 December 2020 (the "**Santander 2020 Annual Report**").

The following are incorporated in, and form part of, the Prospectus:

- 1 the Santander UK Group Holdings 2020 Annual Report, excluding the sentence "Please refer to our latest filings with the SEC (including, without limitation, our Annual Report on Form 20-F for the year ended 31 December 2020) for a discussion of certain risk factors and forward-looking statements" on page 278 and the sections entitled "Contact us" and "Key Dates" on the inside back cover;
- 2 the Santander 2020 Annual Report, excluding the sentence "Please refer to our latest filings with the SEC (including, without limitation, our Annual Report on Form 20-F for the year ended 31 December 2020) for a discussion of certain risk factors and forward-looking statements" on page 254; and
- 3 the glossary published on 1 March 2021 relating to the 2020 Annual Reports, which can be accessed at <http://www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary> (the "**Glossary**").

Copies of the 2020 Annual Reports have been submitted to the National Storage Mechanism (available for viewing at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.)

The relevant sections of the 2020 Annual Reports referred to above are also available at: <https://www.santander.co.uk/about-santander/investor-relations>

Relevant terms that are used in this Supplement, but are not defined under applicable regulatory guidance or international financial reporting standards ("**IFRS**"), are explained in the Glossary.

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>.