

**SUPPLEMENT DATED 14 AUGUST 2023  
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 12 April 2023, as supplemented on 25 April 2023 and 26 July 2023, 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 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended, varied, superseded or substituted from time to time (the "**UK Prospectus Regulation**").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 purposes of (i) incorporating by reference into the Prospectus the unaudited half yearly financial reports of each Issuer in respect of the six months ended 30 June 2023, (ii) updating a risk factor to refer to the half yearly financial reports of each Issuer, and (iii) making certain changes to the "Directors of the Issuers" section of the Prospectus, each as set out 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 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.

#### **(i) Publication of Half Yearly Financial Reports**

On 11 August 2023, Santander UK Group Holdings plc published its unaudited half yearly financial report for the six months ended 30 June 2023 (the "**Santander UK Group Holdings 2023 Half Yearly Financial Report**") and Santander UK plc published its unaudited half yearly financial report for the six months ended 30 June 2023 (the "**Santander UK 2023 Half Yearly Financial Report**").

The Santander UK Group Holdings 2023 Half Yearly Financial Report and the Santander UK 2023 Half Yearly Financial Report are incorporated in, and form part of, the Prospectus.

Copies of the Santander UK Group Holdings 2023 Half Yearly Financial Report and the Santander UK 2023 Half Yearly Financial Report have been submitted to the National Storage Mechanism and are available for viewing at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The Santander UK Group Holdings 2023 Half Yearly Financial Report is available for viewing at: <https://www.santander.co.uk/about-santander/investor-relations/santander-uk-group-holdings-plc>

The Santander UK 2023 Half Yearly Financial Report are available for viewing at: <https://www.santander.co.uk/about-santander/investor-relations/santander-uk-plc>

#### **(ii) Amendment to a Risk Factor**

In the Risk Factor on pages 44-46 of the Prospectus entitled "The Group is exposed to risk of loss and damage from civil litigation and/or criminal legal and regulatory proceedings" references to "Note 31 in each Issuer's Annual Report for the year ended 31 December 2022" are replaced with "Note 23 in each Issuer's Half Year Report for the six months ended 30 June 2023".

#### **(iii) Changes to the Directors of the Issuers**

(a) The table setting out the directors of Santander UK plc on pages 190-192 of the Prospectus is updated as set out below:

Jose Maria Roldan Alegre has been appointed as an Independent Non-Executive Director effective as of 1 June 2023. Mr Roldan Alegre's other principal activities: Independent Non-Executive Director of Santander UK Group Holdings plc.

Michelle Hinchliffe has been appointed as an Independent Non-Executive Director effective as of 1 June 2023. Ms Hinchliffe's other principal activities: Independent Non-Executive Director of Santander UK Group Holdings plc.

(b) The table setting out the directors of Santander UK Group Holdings plc on page 193-194 of the Prospectus is updated as set out below:

Jose Maria Roldan Alegre has been appointed as an Independent Non-Executive Director effective as of 1 June 2023. Mr Roldan Alegre's other principal activities: Independent Non-Executive Director of Santander UK plc.

Michelle Hinchliffe has been appointed as an Independent Non-Executive Director effective as of 1 June 2023. Ms Hinchliffe's other principal activities: Independent Non-Executive Director of Santander UK plc.

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>.