

SANTANDER UK plc
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting of the Company will be held at 2 Triton Square, Regent's Place, London, NW1 3AN on Wednesday, 24 April 2013 at 10.00 am to consider and, if thought fit, to pass the resolutions set out below:

Ordinary Resolutions

1. To receive the Report of the Directors and the audited accounts for the year ended 31 December 2012.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2012.
3. To re-appoint Deloitte LLP as auditors of the Company and to authorise the Directors to fix their remuneration.
4. THAT in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at the time at which this resolution is passed or at any time during the period for which this resolution has effect, are authorised to:
 - (a) make political donations to political parties or independent election candidates in aggregate not exceeding £150,000;
 - (b) make political donations to political organisations other than political parties in aggregate not exceeding £150,000; and
 - (c) incur political expenditure in aggregate not exceeding £150,000,

during the period beginning with the date of the passing of this resolution and ending on the conclusion of the next Annual General Meeting of the Company. For the purpose of this resolution, the terms "political donation" and "political expenditure" have the meanings as set out in sections 363 to 365 of the Companies Act 2006.

Special Resolutions

5. THAT the Company be authorised, without conditions, to buy back its own 8%% preference shares. The following terms apply:
 - (a) The Company may buy back up to 125,000,000 8%% preference shares;
 - (b) The lowest price which the Company can pay for 8%% preference shares is 75% of the average of the market values

of the preference shares for five business days before the purchase is made; and

- (c) The highest price (not including expenses) which the Company can pay for each 8% preference share is 125% of the average of the market values of the preference shares for five business days before the purchase is made.

This authority shall begin on the date of the passing of this resolution and end on the conclusion of the next Annual General Meeting of the Company. The Company may agree, before this authorisation ends, to buy back its own 8% preference shares even though the purchase may be completed after this authorisation ends.

6. THAT the Company be authorised, without conditions, to buy back its own 10% preference shares. The following terms apply:

- (a) The Company may buy up to 200,000,000 10% preference shares;
- (b) The lowest price which the Company can pay for 10% preference shares is 75% of the average of the market values of the preference shares for five business days before the purchase is made; and
- (c) The highest price (not including expenses) which the Company can pay for each 10% preference share is 125% of the average of the market values of the preference shares for five business days before the purchase is made.

This authority shall begin on the date of the passing of this resolution and end on the conclusion of the next Annual General Meeting of the Company. The Company may agree, before this authorisation ends, to buy back its own 10% preference shares even though the purchase may be completed after this authorisation ends.

7. THAT the Company be authorised, without conditions, to buy back its own Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares. The following terms apply:

- (b) The Company may buy up to 300,002 Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares;
- (b) The lowest price which the Company can pay for Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares is 75% of the average of the market values of the preference shares for five business days before the purchase is made; and
- (c) The highest price (not including expenses) which the Company can pay for each Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares is 125% of the average of the market values of the preference shares for five business days before the purchase is made.

This authority shall begin on the date of the passing of this resolution and end on the conclusion of the next Annual General Meeting of the Company. The Company may agree, before this authorisation ends, to buy back its own Series A Fixed/Floating Rate Non-Cumulative Callable Preference Shares even though the purchase may be completed after this authorisation ends.

Date: 21 March 2013

By Order of the Board


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Karen M Fortunato
Company Secretary

Registered Office:

2 Triton Square
Regent's Place
London
NW1 3AN

Registered in England and Wales No. 2294747

Notes:

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or shares held by the member.

To be effective the proxy appointment must be completed in accordance with the instructions and received by the Company no later than 48 hours before the time for which the meeting is convened.

Holders of the Company's preference shares have no entitlement to receive notice of, attend or vote at the meeting.