

**SUPPLEMENT DATED 6 March 2014
TO THE BASE PROSPECTUS DATED 28 JANUARY 2014**



Abbey National Treasury Services plc
(incorporated in England and Wales with limited liability, registered number 2338548)
Unconditionally guaranteed by
Santander UK plc
(incorporated in England and Wales with limited liability, registered number 2294747)

This supplement ("this **Supplement**" or the "**Second Supplement**"), which definition shall also include all information incorporated by reference herein is prepared as a supplement to, and must be read in conjunction with the Base Prospectus dated 28 January 2014 relating to the Note, Certificate and Warrant Programme as supplemented by the supplement dated 7 February 2014 (the "**First Supplement**") and at the date hereof (the "**Base Prospectus**").

This Supplement together with the Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus prepared by Abbey National Treasury Services plc, as issuer on the Note, Certificate and Warrant Programme.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as Irish competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

Each of Abbey National Treasury Services plc and Santander UK plc (each an "**Obligor**") accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Obligor (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: (i) incorporating by reference into the Base Prospectus certain sections of the Santander UK plc Annual Report and Accounts for year ended 31 December 2013 and Abbey National Treasury Services plc Annual Report and Accounts for year ended 31 December 2013 (as listed and defined in Schedule 1 hereto); ; and (ii) updating the Summary of the Programme commencing on page 1 of the Base Prospectus which shall be deemed updated and replaced with the Summary of the Programme in this supplement (as specified in Schedule 2 hereto).

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

If any documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Base 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 non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus, to which this Supplement relates.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the First Supplement. There has been no significant change in the financial position of Santander UK plc and its subsidiaries since 31 December 2013 (being the date to which the most recent financial information was prepared).

In circumstances where Article 16.2 of the Prospectus Directive 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 wholesalemarketslegal@santandergbm.com.

The date of this Supplement is 6 March 2014.

SCHEDULE 1

PUBLICATION OF ANNUAL REPORT AND ACCOUNTS

Santander UK plc

1 On 27 February 2014, Santander UK plc published:

- (a) the audited consolidated annual Financial Statements of Santander UK plc for the financial year ended 31 December 2013, which appear on pages 201 to 316;
- (b) the Risk Management Report appearing on pages 61 to 163, with the exception of any section which is marked as unaudited;
- (c) the audited information in the “Director’s Report” on page 191;
- (d) the section entitled “UK Government Schemes” on page 57;
- (e) the section entitled “Sources and uses of funding and liquidity” on page 57; and
- (f) the section entitled “Material Contracts” on page 335;

of Santander UK plc’s Annual Report and Accounts for the year ended 31 December 2013 and the relevant sections of the documents listed above are incorporated in, and form part of, the Base Prospectus and are available at:

<http://www.aboutsantander.co.uk/media/80370/sanuk%202013%20annual%20report.pdf>

2 On 28 February 2014, Abbey National Treasury Services plc published:

- (a) the audited consolidated annual Financial Statements of the Issuer for the financial year ended 31 December 2013, which appear on pages 106 to 183;
- (b) the Risk Management Report appearing on pages 25 to 96, with the exception of any section which is marked as unaudited;
- (c) the section entitled “Sources and uses of funding and liquidity” on page 22; and
- (d) the section entitled “Material Contracts” on page 202;

of Abbey National Treasury Services plc’s Annual Report and Accounts for the year ended 31 December 2013 and the relevant sections of the documents listed above are incorporated in, and form part of, the Base Prospectus and are available at:

<http://www.aboutsantander.co.uk/media/79053/ants%202013%20annual%20report.pdf>

SCHEDULE 2

SUMMARY OF THE PROGRAMME

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of not applicable.

SECTION A – INTRODUCTION AND WARNINGS

Element	
A.1	This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. Any decision to invest in any Securities should be based on a consideration of this Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. Civil liability attaches to the Issuer or the Guarantor in any such Member State solely on the basis of this summary, including any translation of it, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus and the applicable Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of this Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Securities.
A.2	Certain Tranches of Securities with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "Non-exempt Offer". <i>Issue specific summary:</i> [Not Applicable – the Notes are not being offered to the public as part of a Non-exempt Offer.] [Consent: Subject to the conditions set out below, the Issuer consents to the use of this Base Prospectus in connection with a Non-exempt Offer of Securities by the Dealers[, [names of specific financial intermediaries listed in final terms,] [and] [each financial intermediary whose name is published on the Issuer's website (http://www.aboutsantander.co.uk/investors/debt-investors/abbey-omnibus-programme/authorised-offeror.aspx) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer] [and any financial intermediary which is authorised to make such offers under the Financial Services and Markets Act 2000, as amended or other applicable legislation implementing Directive 2004/39/EC ("MiFID") and publishes on its website the following statement (with the information in square brackets being completed with the relevant information): <i>"We, [insert name of financial intermediary], refer to the [insert title of relevant Securities] (the "Securities") described in the Final Terms dated [insert date] (the "Final Terms") published by Abbey National Treasury Services plc (the "Issuer"). We hereby accept the offer by the Issuer of its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Securities in [insert Relevant Member State] (the "Offer") in accordance with the Authorised Offeror Terms and subject to the conditions to such consent, each as specified in the Base Prospectus,</i>

	<i>and we are using the Base Prospectus in connection with the Offer accordingly".]</i> (each an "Authorised Offeror"). <i>Consent period:</i> The Issuer's consent referred to above is given for Non-exempt Offers of Securities during [<i>consent period for the Securities to be specified here</i>] (the "Consent Period"). <i>Conditions to consent:</i> The conditions to the Issuer's consent [(in addition to the conditions referred to above)] are that such consent (a) is only valid during the Consent Period[:/ and] (b) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in [<i>specify each Relevant Member State in which the particular Tranche of Securities can be offered</i>]]and (c) [<i>specify any other conditions applicable to the Non-exempt Offer of the particular Tranche, as set out in the Final Terms</i>]]. AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY SECURITIES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH SECURITIES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT. THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER.]
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SECTION B– ISSUER AND GUARANTOR

Element	
B.1	Legal and commercial name of the Issuer Abbey National Treasury Services plc
B.2	Domicile / legal form / legislation / country of incorporation The Issuer is a public limited company incorporated and domiciled in England and Wales, registered under the Companies Act 1985.
B.4b	Trend information A number of mature economies are implementing austerity measures in order to reduce their deficits and public debt. While there is some consensus that this may help to resolve the sovereign and banking crisis in the medium term, in the short term it is limiting growth, increasing unemployment and restricting taxation revenues. Furthermore, consumer and corporate banking activity, in particular loan demand and ancillary services, remains subdued in the current economic environment. Structural market conditions, primarily low interest rates and increased medium term funding costs, have negatively impacted operating income of financial service providers including that of the Group. Financial services providers face increasingly stringent and costly regulatory and supervisory requirements, particularly in the areas of capital and liquidity management, the conduct of business, the structure of operations and the integrity of financial services delivery. Increased government intervention and control over financial institutions, together with measures to reduce systemic risk, may significantly impact the competitive landscape.
B.5	Description of the Group The Issuer and its subsidiaries comprise the Issuer's immediate group (the "ANTS Group"). The Issuer is a wholly owned subsidiary of Santander UK plc (the "Guarantor") and, along with the Guarantor's other subsidiaries, forms part of the Santander UK group (the "Santander UK Group"). The Guarantor is a subsidiary of Banco Santander, S.A. which is the ultimate parent company. The Guarantor and its subsidiaries, along with the other subsidiaries of Banco Santander, S.A., form part of the Banco Santander S.A. group (the "Santander Group").
B.9	Profit forecast or estimate Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.

B.10	Audit report qualifications Not Applicable - No qualifications are contained in any audit report included in the Base Prospectus.		
B.12	¹Selected historical key financial information The audited consolidated balance sheet as at 31 December 2012, 31 December 2013 and audited consolidated income statement as of, and for each of the years ended, 31 December 2012 and 31 December 2013, have been extracted without any adjustment from, and should be read in conjunction with, the Issuer’s consolidated financial statements in respect of those dates and periods:		
	<i>Consolidated Balance Sheet</i>		
	31 December 2013 (audited) £m	31 December 2012 (audited) £m	
Assets			
Cash and balances at central banks	4,911	388	
Trading assets	21,897	22,498	
Derivative financial instruments	21,550	33,276	
Financial assets designated at fair value	2,534	3,531	
Loans and advances to banks	113,649	106,986	
Loans and advances to customers	41,108	44,750	
Available-for-sale securities	2,962	5,113	
Loans and receivables securities	128	162	
Macro hedge of interest rate risk	379	1,171	
Intangible assets	8	7	
Property, plant and equipment	6	6	
Deferred tax assets	15	20	
Other assets	180	4	
Total assets	209,327	217,912	
Liabilities			
Deposits by banks	120,698	114,535	
Deposits by customers	7,780	6,249	
Trading liabilities	21,275	21,109	
Derivative financial instruments	21,496	34,088	
Financial liabilities designated at fair value	3,407	4,002	
Debt securities in issue	30,889	33,770	
Other liabilities	368	169	
Provisions	23	20	
Current tax liabilities	223	175	
Total liabilities	206,159	214,117	
Equity			
Share capital	2,549	2,549	
Retained earnings	640	1,226	
Other reserves	(21)	20	
Total shareholders’ equity	3,168	3,795	
Total liabilities and equity	209,327	217,912	

¹By virtue of the Second Supplement, selected key financial information and figures as at and for the year ended 31 December 2013 together with comparative information for the same period in the previous financial year have been included.

	Consolidated Income Statement	Year ended 31 Dec 2013 (audited) £m	Year ended 31 Dec 2012 (audited) £m
	Interest and similar income	2,697	3,870
	Interest expense and similar charges	(2,798)	(3,731)
	Net interest income	(101)	139
	Net fee and commission income	107	119
	Net trading and other income	406	304
	Total operating income	412	562
	Administration expenses	(192)	(198)
	Depreciation and amortisation	(3)	(3)
	Total operating expenses excluding impairment losses, provisions and charges	(195)	(201)
	Impairment losses on loans and advances	(31)	(9)
	Provisions for other liabilities and charges	(23)	(20)
	Total operating impairment losses, provisions and charges	(54)	(29)
	Profit before tax	163	332
	Taxation credit/(charge)	1	(68)
	Profit for the year	164	264
	Statements of no significant or material adverse change		
	There has been no significant change in the financial position of the ANTS Group (including the Issuer) since 31 December 2013 and there has been no material adverse change in the prospects of the Issuer since 31 December 2013.		
B.13	Events impacting the Issuer's solvency Not Applicable - There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.		
B.14	Dependence upon other group entities The Issuer is dependent upon the Guarantor for a portion of its funding. The Guarantor has given a full and unconditional guarantee in respect of the unsubordinated liabilities of the Issuer incurred prior to 30 June 2015 under a deed poll guarantee entered into by the Guarantor on 10 May 2012. The Issuer has given a reciprocal guarantee in respect of the unsubordinated liabilities of the Guarantor incurred prior to 30 June 2015. Neither the Issuer nor the Guarantor relies on a guarantee from Banco Santander, S.A. or any other member of the Santander Group to generate funding or liquidity. Similarly, neither the Issuer nor the Guarantor raises funds to finance or guarantee the debts of other members of the Santander Group. See further Element B.5 above.		
B.15	Principal activities The Issuer's business consists of three main divisions: Corporate Banking, Markets and Corporate Centre. (a) Corporate Banking Corporate Banking offers a wide range of products and financial services to customers through a network of regional business centres and through telephony and e-commerce channels. Corporate Banking products and services include loans, bank accounts, deposits, treasury services, invoice discounting, cash transmission and asset finance. The SME and Mid Corporate business principally serves small and medium enterprises with an annual turnover of more than £250,000 up to £50m ("SMEs") and other corporate customers with an annual turnover of up to £500m. This also includes real estate lending. The Large Corporates business offers specialist treasury services in fixed income and foreign exchange, lending,		

	transactional banking services, capital markets and money markets to large multi-national corporate customers with an annual turnover of more than £500m. Lending includes syndicated loans and structured finance. Transactional banking includes trade finance and cash management. Money market activities include securities lending/borrowing and repos. (b) Markets Markets offers risk management and other services to financial institutions, as well as other Santander UK divisions. Its main product areas are fixed income and foreign exchange, equity, capital markets and institutional sales. (c) Corporate Centre Corporate Centre includes Financial Management and Investor Relations ("FMIR") and the non-core portfolios of social housing loans and structured credit assets. FMIR is responsible for managing capital and funding, balance sheet composition, structural market risk and strategic liquidity risk for the Santander UK Group. The non-core portfolios are being run-down and/or managed for value.
B.16	Controlling shareholders The Issuer is a wholly and directly owned subsidiary of the Guarantor.
B.17	Credit ratings The long-term debt of the Issuer has been rated A2 by Moody's Investors Service Ltd ("Moody's") and A by Fitch Ratings Ltd. ("Fitch") and the short-term debt of the Issuer has been rated P-1 by Moody's and F1 by Fitch. Securities issued under the Programme may be rated or unrated by any one or more of the rating agencies referred to above. Where a Series of Securities is rated, such rating will be disclosed in the Final Terms and will not necessarily be the same as the rating assigned to the Issuer by the relevant rating agency. <i>[Issue specific summary:</i> The Securities [have been/are expected to be] rated [<i>specify rating(s) of Series being issued</i>] by [<i>specify rating agent(s)</i>]. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]
B.18	Description of the Guarantee The Securities will be unconditionally and irrevocably guaranteed by the Guarantor. The obligations of the Guarantor under its guarantee will be direct, unconditional, unsecured and unsubordinated obligations of the Guarantor and will rank <i>pari passu</i> and equally with all present and future unsecured and unsubordinated obligations of the Guarantor without any preference among themselves and without any preference one above the other by reason of priority of date of issue, currency of payment or otherwise, except for obligations given priority by law.
B.19	Information about the Guarantor B.1 Legal and commercial name of the Guarantor Santander UK plc B.2 Domicile / legal form / legislation / country of incorporation The Guarantor is a public limited liability company incorporated and domiciled in England and Wales, registered under the Companies Act 1985. B.4b Trend information See Element B.4b above. B.5 Description of the Group See Element B.5 above.

B.9 Profit forecast or estimate		
Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.		
B.10 Audit report qualifications		
Not Applicable - No qualifications are contained in any audit report included in the Base Prospectus.		
B.12² Selected historical key financial information		
The audited consolidated balance sheet as at 31 December 2012 and 31 December 2013 and the audited consolidated income statement for each of the years ended 31 December 2012 and 31 December 2013, have been extracted without any adjustment from, and should be read in conjunction with, the Guarantor's consolidated financial statements in respect of those dates and periods.		
<i>Consolidated Balance Sheet as at 31 December 2013 and 31 December 2012</i>		
	31 December 2013 (audited) £m	31 December 2012 (audited) £m
Assets		
Cash and balances at central banks	26,374	29,282
Trading assets	22,294	22,498
Derivative financial instruments	20,049	30,146
Financial assets designated at fair value	2,747	3,811
Loans and advances to banks	2,347	2,438
Loans and advances to customers	184,587	190,782
Loans and receivables securities	1,101	1,259
Available-for-sale securities	5,005	5,483
Macro hedge of interest rate risk	769	1,222
Interests in other entities	27	8
Intangible assets	2,335	2,325
Property, plant and equipment	1,521	1,541
Current tax assets	114	50
Deferred tax assets	35	60
Retirement benefit assets	118	254
Other assets	882	1,885
Total assets	270,305	293,044
Liabilities		
Deposits by banks	8,696	9,935
Deposits by customers	147,167	149,037
Trading liabilities	21,278	21,109
Derivative financial instruments	18,863	28,861
Financial liabilities designated at fair value	3,407	4,002
Debt securities in issue	50,870	59,621
Subordinated liabilities	4,306	3,781
Other liabilities	1,883	2,526
Provisions	639	914
Current tax liabilities	4	4
Retirement benefit obligations	672	305
Total liabilities	257,785	280,095
Equity		
Share capital and other equity instruments	3,709	3,999
Share premium	5,620	5,620
Retained earnings	3,307	3,312
Other reserves	(116)	18
Total shareholders' equity	12,520	12,949

²By virtue of the Second Supplement, selected key financial information and figures as at and for the year ended 31 December 2013 together with comparative information for the same period in the previous financial year have been included.

	Total liabilities and equity	270,305	293,044
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Consolidated Income Statement for years ended 31 December 2013 and 31 December 2012			
		Year ended 31 December 2013 (audited) £m	Year ended 31 December 2012 (audited) £m
Interest and similar income		7,170	7,432
Interest expense and similar charges		(4,207)	(4,698)
Net interest income		2,963	2,734
Fee and commission income		1,058	1,086
Fee and commission expense		(300)	(225)
Net fee and commission income		758	861
Net trading and other income		308	1,088
Total operating income		4,029	4,683
Administration expenses		(1,947)	(1,873)
Depreciation, amortisation and impairment		(248)	(241)
Total operating expenses excluding impairment losses, provisions and charges		(2,195)	(2,114)
Impairment losses on loans and advances		(475)	(988)
Provisions for other liabilities and charges		(220)	(434)
Total operating impairment losses, provisions and charges		(695)	(1,422)
Profit on continuing operations before tax		1,139	1,147
Tax on profit on continuing operations		(218)	(270)
Profit on continuing operations after tax		921	877
(Loss)/Profit from discontinued operations after tax		(8)	62
Profit after tax		913	939
Statements of no significant or material adverse change			
There has been no significant change in the financial position of the Santander UK Group (including the Guarantor) since 31 December 2013 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2013.			
B.13 Events impacting the Guarantor's solvency			
Not Applicable - There are no recent events particular to the Guarantor which are to a material extent relevant to an evaluation of its solvency.			
B.14 Dependence upon other Group entities			
The Guarantor is dependent upon the Issuer and the other members of the Santander UK Group. See further Element B.5 and Element B.14 above.			
B.15 The Guarantor's Principal activities			
The Guarantor's business divisions consist of Retail Banking, Corporate Banking, Markets and Corporate Centre.			
Retail Banking			
Retail Banking offers a wide range of products and financial services to customers through a network of branches, agencies and ATMs, as well as through telephony, e-commerce and intermediary channels. It principally serves personal banking customers, but also services small businesses with a turnover of less than £250,000 per annum. Retail Banking products include residential mortgage loans, savings and current accounts, credit cards (excluding the co-brand credit card business) and personal loans as well as a range of insurance products.			

Corporate Banking

Corporate Banking offers a wide range of products and financial services to customers through a network of regional business centres and through telephony and e-commerce channels. Corporate Banking products and services include loans, bank accounts, deposits, treasury services, invoice discounting, cash transmission and asset finance.

The SME and mid corporate business principally serves small and medium enterprises with an annual turnover of more than £250,000 up to £50m ("**SMEs**"), and other corporate customers with an annual turnover of up to £500m. This also includes real estate lending.

The Large Corporates business offers specialist treasury services in fixed income and foreign exchange, lending, transactional banking services, capital markets and money markets to large multinational corporate customers with an annual turnover of more than £500m. Lending includes syndicated loans and structured finance. Transactional banking includes trade finance and cash management. Money market activities include securities lending/borrowing and repos.

Markets

Markets offers risk management and other services to financial institutions, as well as other Santander UK divisions. Its main product areas are fixed income and foreign exchange, equity, capital markets and institutional sales.

Corporate Centre

Corporate Centre includes Financial Management & Investor Relations ("**FMIR**") and the non-core corporate and legacy portfolios as well as the co-brand credit card business. FMIR is responsible for managing capital and funding, balance sheet composition, structural market risk and strategic liquidity risk for Santander UK. The non-core corporate and legacy portfolios include aviation, shipping, infrastructure, commercial mortgages, social housing loans and structured credit assets, all of which are being run-down and/or managed for value. Deals to sell the co-brand credit cards were completed in the first half of 2013.

B.16 Controlling shareholders

As at the date of this Prospectus, shares in the Guarantor are beneficially owned by Santander UK Group Holdings Limited, which is a directly owned subsidiary of Banco Santander, S.A. and its indirect wholly owned subsidiary company Santusa Holding, S.L. Legal ownership of shares in the Guarantor will transfer from Banco Santander, S.A. and Santusa Holding, S.L. to Santander UK Group Holdings Limited upon receipt of stamped stock transfer forms from the Stamp Office.

B.17 Credit ratings

The long-term debt of the Guarantor has been rated A by Standard & Poor's Credit Market Services Europe Limited ("**S&P**"), A2 by Moody's Investors Service Ltd ("**Moody's**") and A by Fitch Ratings Ltd. ("**Fitch**") and the short-term debt of the Guarantor has been rated A-1 by S&P, P-1 by Moody's and F1 by Fitch.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

SECTION C – SECURITIES

Element	
C.1	Type and class of the Securities The Issuer may issue the following types of Securities: notes ("Notes"), redeemable certificates ("Certificates" and, together with Notes, "N&C Securities") and warrants ("Warrants" and, together with the N&C Securities, "Securities") pursuant to the Programme. N&C Securities may be fixed rate N&C Securities, floating rate N&C Securities, zero coupon N&C Securities, non-interest bearing N&C Securities, variable interest rate N&C Securities or variable redemption N&C Securities or, if partial redemption N&C Securities, may be fixed rate N&C Securities and variable interest N&C Securities. In respect of variable interest and/or variable redemption N&C Securities, the applicable Final Terms will specify whether a N&C Security is an equity linked N&C Security, an equity index/ETF linked N&C Security, an inflation index linked N&C Security, a property index linked N&C Security or a cross-asset linked N&C Security. The N&C Securities may also be redeemed at par. Warrants may be equity linked Warrant, an equity index/ETF Linked Warrant, an inflation index linked Warrant, a property index linked Warrant or a cross-asset linked Warrant. The Warrants may either be European style Warrants, American style Warrants or Bermudan style Warrants. The security identification number of the Securities will be set out in the applicable Final Terms. <i>[Issue specific summary]</i> Title of Securities: [●] Series Number: [●] Tranche Number [●] ISIN Code: [●] Common Code: [●] [The Notes will be consolidated and will form a single Series with <i>[identify earlier Tranches]</i> on [●].]
C.2	Currency of the Securities Subject to compliance with all relevant laws, regulations and directives, the Securities may be denominated or settled in any agreed currency. <i>[Issue specific summary]</i> Currency of the Securities: [●]
C.5	Restrictions on free transferability The Securities may not be transferred prior to the Issue Date. Selling restrictions apply to offers, sales or transfers of the Securities under the applicable laws in various jurisdictions. A purchaser of the Securities is required to make certain agreements and representations as a condition to purchasing the Securities.

The minimum denominations of each N&C Security will be €1,000 (or the equivalent amount in a currency other than euro).

C.8	Description of the rights attaching to the Securities Status: The Securities constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank <i>pari passu</i> without preference amongst themselves and, subject to any applicable statutory provisions or judicial order, at least equally with all other present and future direct, unconditional, unsecured and unsubordinated obligations of the Issuer. Guarantee: The Securities have the benefit of an unconditional and irrevocable guarantee by the Guarantor. Such obligations of the Guarantor constitute direct, unconditional, unsecured and unsubordinated obligations and rank <i>pari passu</i> with all present and future direct, unconditional, unsecured and unsubordinated obligations of the Guarantor, without preference amongst themselves and without any preference one above the other by reason of priority of date of issue, currency of payment or otherwise, except obligations given priority by law. Negative pledge: The Securities do not have the benefit of a negative pledge or cross-default provisions (in respect of events of default). Deed of covenant: The Securities have the benefit of a deed of covenant dated 21 February 2013. Right to interest: N&C Securities may bear interest as determined in accordance with item C.9 below. Right to redemption: The early redemption amount, final redemption amount or cash settlement amount (where applicable) is determined in accordance with item C.9 below. Taxation: All payments in respect of the Securities will be made without deduction for or on account of withholding taxes imposed by any tax jurisdiction unless such deduction is required by law. In the event that any such deduction is required, neither the Issuer nor, as the case may be, the Guarantor will be required to pay any additional amounts to cover the amounts so deducted. Further, all payments in respect of the Securities will be made subject to any withholding or deduction required pursuant to fiscal and other laws, as provided in Condition 6.5(B) of the General Terms and Conditions of the N&C Securities, and Condition 9.3 of the General Terms and Conditions of the Warrants. Events of Default: This includes non-payment, non-performance or non-observance of the Issuer's or Guarantor's obligations in respect of the Securities and also the insolvency or winding up of the Issuer or the Guarantor. An event of default will only be treated as such if at least 25% of the Securityholders in nominal amount or number of units, as applicable, have requested this. Governing law: English law.										
C.9	Payment Features <i>[Issue specific summary:</i> <table border="0"> <tr> <td style="vertical-align: top;">Issue Price:</td><td style="vertical-align: top;">[[●] per cent of the Aggregate Nominal Amount/[●] per Security]</td></tr> <tr> <td style="vertical-align: top;">Issue Date:</td><td style="vertical-align: top;">[●]</td></tr> <tr> <td style="vertical-align: top;">Calculation Amount:</td><td style="vertical-align: top;">[●]</td></tr> <tr> <td style="vertical-align: top;">Maturity Date / Settlement Date:</td><td style="vertical-align: top;">[●]</td></tr> <tr> <td style="vertical-align: top;">Early Redemption Amount / Early Cancellation Amount:</td><td style="vertical-align: top;">[Final Redemption Amount]/[●]/[the Amortised Face Amount calculated in accordance with the following formula: $RP \times (1 + AY)^y$, where RP is <i>[insert Reference Price]</i>, AY is <i>[insert Accrual Yield]</i> and y is $[30/360]/[Actual/360]/[Actual/365]/[The\ fair\ market\ value\ of\ the\ N\&C\ Securities\ less\ associated\ costs]/[the\ fair\ market\ value\ of\ the\ Warrants\ plus\ any\ exercise\ price\ paid\ less\ associated\ costs]$]</td></tr> </table> <i>Set out relevant payment features below, completing or, where not relevant, deleting the following provisions:</i>	Issue Price:	[[●] per cent of the Aggregate Nominal Amount/[●] per Security]	Issue Date:	[●]	Calculation Amount:	[●]	Maturity Date / Settlement Date:	[●]	Early Redemption Amount / Early Cancellation Amount:	[Final Redemption Amount]/[●]/[the Amortised Face Amount calculated in accordance with the following formula: $RP \times (1 + AY)^y$, where RP is <i>[insert Reference Price]</i> , AY is <i>[insert Accrual Yield]</i> and y is $[30/360]/[Actual/360]/[Actual/365]/[The\ fair\ market\ value\ of\ the\ N\&C\ Securities\ less\ associated\ costs]/[the\ fair\ market\ value\ of\ the\ Warrants\ plus\ any\ exercise\ price\ paid\ less\ associated\ costs]$]
Issue Price:	[[●] per cent of the Aggregate Nominal Amount/[●] per Security]										
Issue Date:	[●]										
Calculation Amount:	[●]										
Maturity Date / Settlement Date:	[●]										
Early Redemption Amount / Early Cancellation Amount:	[Final Redemption Amount]/[●]/[the Amortised Face Amount calculated in accordance with the following formula: $RP \times (1 + AY)^y$, where RP is <i>[insert Reference Price]</i> , AY is <i>[insert Accrual Yield]</i> and y is $[30/360]/[Actual/360]/[Actual/365]/[The\ fair\ market\ value\ of\ the\ N\&C\ Securities\ less\ associated\ costs]/[the\ fair\ market\ value\ of\ the\ Warrants\ plus\ any\ exercise\ price\ paid\ less\ associated\ costs]$]										

For partial redemption N&C Securities, insert the following and one of Interest Payment Option 1, Interest Payment Option 2 or Interest Payment Option 3 below:

Partial redemption N&C Securities will pay interest comprising, (i) in respect of the nominal amount of each N&C Security equal to the such nominal amount multiplied by the Partial Redemption Nominal Percentage, such part will accrue interest at a fixed rate of [insert amount] per cent. [per annum] and, (ii) in respect of the nominal amount of each N&C Security equal to such nominal amount multiplied by the Outstanding Partial Redemption Nominal Percentage as follows:

For variable interest rate N&C Securities, any of the following Interest Payment Options may apply:

Interest Payment Option 1

*Calculation Amount * Rate of Interest*

Interest Payment Option 2

(1) *If the Barrier Condition is satisfied:*

*Calculation Amount * Rate of Interest_{n=1}; or*

(2) *If the Barrier Condition is not satisfied:*

*Calculation Amount * Rate of Interest_{n=2}*

Interest Payment Option 3

(1) *If the Barrier Condition is satisfied:*

*Calculation Amount * Rate of Interest; or*

(2) *If the Barrier Condition is not satisfied:*

zero

Interest amounts if any become due on the relevant Interest Payment Date(s) specified below. [The yield of the N&C Securities is [] determined as described in the applicable Final Terms. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.(insert if Fixed Rate N&C Securities only)]

For variable redemption N&C Securities or variable settlement Warrants that may be terminated prior to their respective final redemption or settlement date, the following may apply:

(1) *N&C Securities - Subject to any prior purchase and cancellation or early redemption, each N&C Security may be early redeemed at the Automatic Early Redemption Amount which will be equal to the Autocallable Amount on the relevant Automatic Early Redemption Date in [●] if the Calculation Agent determines that Barrier Condition is satisfied:*

(2) *Warrants - If Barrier Condition has been satisfied, the Cash Settlement Amount shall be equal to the applicable Autocallable Amount. Otherwise it is determined as provided below:*

Such redemption or settlement amounts will become payable, or in the case of Warrants subject to due exercise having occurred, will become payable on the relevant Maturity Date or Settlement Date specified in Element C16 below.

For partial redemption N&C Securities the following may apply:

Subject to any prior purchase and cancellation or early redemption, each N&C Security may be redeemed:

- (1) in part by payment of the Partial Redemption Amount in the [Specified Currency] on the Partial Redemption Date, which amount shall be deemed to be the first instalment of principal in respect of the relevant N&C Security; and[either
- (2) in part, such part representing the final instalment in respect of the N&C Security, at the Autocallable Amount on the relevant Automatic Early Redemption Date in [Specified Currency] if the Calculation Agent determines that Barrier Condition is [not] satisfied; or]
- [(2/3)] in part, such part representing the final instalment in respect of the N&C Security, on the Maturity Date at an amount in [Specified Currency] determined by the Calculation Agent in accordance with the methodology provided below:

For variable redemption Securities terminated on the final redemption or settlement date, any of the following may apply:

- (1) N&C Securities – Subject to any prior purchase and cancellation or early redemption, each N&C Security will be redeemed on the Maturity Date at an amount in [Specified Currency] determined by the Calculation Agent in accordance with the methodology provided below:
- (2) Warrants – Unless previously exercised or cancelled, the Cash Settlement Amount per Warrant will be an amount in [Specified Currency] determined by the Calculation Agent in accordance with the methodology provided below:

Final Payment Option 1

Calculation Amount * [[●] per cent. + Bonus Amount - Barrier Return]

Final Payment Option 2

Calculation Amount * [[●] per cent. + [[●] per cent. * Max[Floor, Min(Cap, ((Participation * Asset Final Performance) [+/-] [●] per cent.))]] [+/-]

- (a) [Max(Floor, Min(Cap, (Participation * Asset Final Performance)))];
- (b) [Bonus]; or
- (c) [Barrier Return]

Final Payment Option 3

- (1) If the Barrier Condition has been satisfied:

Calculation Amount * [Max(Floor, Min(Cap, (Participation * Asset Final Performance)))]

- (2) If the Barrier Condition has not been satisfied:

Calculation Amount * [Max(Floor, Min(Cap, (Participation * Asset Final Performance))) – Max(Floor, (Participation * Asset Final Performance))] [+/-] [Bonus]

Final Payment Option 4

- (1) If the Barrier Condition has been satisfied:

Calculation Amount * [Outstanding Partial Redemption Nominal Percentage * [[●] per cent.] [[●] per cent. + [[●] per cent. * Min[Cap_{n=1}, Max(Floor, (Participation * Asset Final Performance), Cap_{n=2})]]]

(2) If the Barrier Condition has not been satisfied:

$\text{Calculation Amount} * [\text{Outstanding Partial Redemption Nominal Percentage} * [[\bullet] \text{ per cent.}] [[\bullet] \text{ per cent.} + [[\bullet] \text{ per cent.} * \text{Max}[\text{Floor}, \text{Min}(\text{Cap}, (\text{Participation} * \text{Asset Final Performance}))]]] [(\text{Participation} * \text{Asset Final Performance})]$

Final Payment Option 5

(1) If Asset Final Performance is greater than or equal to $\text{Barrier}_{n=1}$:

$\text{Calculation Amount} * [\bullet] \text{ per cent.}$

(2) If Asset Final Performance is less than $\text{Barrier}_{n=1}$ but greater than or equal to $\text{Barrier}_{n=2}$:

$\text{Calculation Amount} * [[\bullet] \text{ per cent.}] [\text{Max}(\text{Floor}, \text{Min}(\text{Cap}, (\text{Participation} * \text{Asset Final Performance})))] [(\text{Participation} * \text{Asset Final Performance})]$

(3) If Asset Final Performance is less than $\text{Barrier}_{n=2}$:

$\text{Calculation Amount} * [\text{Min}(\text{Cap}, (\text{Participation} * \text{Asset Final Performance}))] [\text{Max}(\text{Floor}, \text{Min}(\text{Cap}, (\text{Participation} * \text{Asset Final Performance})))] - \text{Max}(\text{Floor}, (\text{Participation} * \text{Asset Final Performance}))] [(\text{Participation} * \text{Asset Final Performance})]$

Final Payment Option 6

(1) If the Barrier Condition is satisfied:

$\text{Calculation Amount} * [[\bullet] \text{ per cent.}] [[\bullet] \text{ per cent.} + [[\bullet] \text{ per cent.} * \text{Max}[\text{Floor}, \text{Min}(\text{Cap}, (\text{Participation} * \text{Asset Final Performance}))]]]$

(2) If the Barrier Condition is not satisfied and:

(a) the Trigger Condition is satisfied:

$\text{Calculation Amount} * [[\bullet] \text{ per cent.}] [\text{Max}[\text{Floor}, \text{Min}(\text{Cap}, (\text{Participation} * \text{Asset Final Performance}))]]]$

(b) the Trigger Condition is not satisfied:

$\text{Calculation Amount} * [[\bullet] \text{ per cent.}] [\text{Max}[\text{Floor}, \text{Min}(\text{Cap}, (\text{Participation} * \text{Asset Final Performance}))]] [(\text{Participation} * \text{Asset Final Performance})]$

Final Payment Option 7

(1) If the Barrier Condition has been satisfied and:

(a) Asset Final Performance is greater than [or equal to] the Barrier:

$\text{Calculation Amount} * [[\bullet] \text{ per cent.}] [[\bullet] \text{ per cent.} + (\text{Cap} * (\text{Participation} * \text{Asset Final Performance}))]$

(b) Asset Final Performance is less than [or equal to] the Barrier:

$\text{Calculation Amount} * [\bullet] \text{ per cent.}$

(2) If the Barrier Condition has not been satisfied:

Calculation Amount * (Participation * Asset Final Performance)

Final Payment Option 8

(1) If Asset Final Performance is greater than the Barrier:

Calculation Amount * [●] per cent.

(2) If Asset Final Performance is equal to the Barrier:

Calculation Amount * [●] per cent.

(3) If Asset Final Performance is less than the Barrier:

Calculation Amount * (Participation * Asset Final Performance)

Set out the relevant definitions from the below, completing or, where not relevant, deleting the following provisions:

For these purposes:

"Asset" means in relation to the relevant Asset Class, a Single Asset or a constituent of a Basket Asset as set out in Element C20 below.

"Asset Class" means [shares [and]/depository receipts [and]/equity index(ices) [and]/exchange traded funds [and]/inflation index(ices) [and]/property index(ices) [and]/fixed income benchmark(s)].

"Asset Early" [means the] [Max] [Min] [Asset Level] [on the relevant [Scheduled Observation Date] [Valuation Date] [Calculation Date]] [Average Level] [Observation Level] [is as specified in the table below: insert table] [,] [Barrier].

"Asset Early Performance" means the [Early Performance] [Early Performance (Call Spread)] [Early Performance (Rolling Lookback)] [Early Weighted Performance] of [the] [each] [Asset] [Early Laggard] [Early Outperformer].

"Asset Final" means [the] [Max] [Min] [Asset Level on the Final Valuation Date] [Average Level] [,] [Observation Level].

"Asset Final Performance" means the [Final Performance] [Final Performance (Call Spread)] [Final Performance (Lookback)] [Final Performance (Temporis)] [Final Weighted Performance] [Enhanced Weighted Performance] [Upside Performance] [Downside Performance] [Weighted Performance] of [all] the [Asset[s]] [Final Laggard] [Final Outperformer].

"Asset Initial" means [the] [Max] [Min] [Asset Level on the Initial Valuation Date] [Average Level] [Observation Level] [,] [Barrier].

"Asset Level" means the [Opening Level] [Closing Level] [Intraday Level] [Observation Level] of the relevant Asset.

"Asset Lookback" [means the] [Asset Level on the relevant [Scheduled Observation Date] [Valuation Date] [Calculation Date]] [Average Level] [is as specified in the table below: insert table].

"Autocallable Amount" [has the value set out in the table below in relation to the [Scheduled Observation Date] [Valuation Date] [Calculation Date] specified in such table in respect of which the Autocallable Amount has become payable or is triggered] [means the Partial Redemption Autocall Amount].

"Automatic Early Redemption Date" means [insert].

"Average Level" means the arithmetic average of each [Opening Level] [Closing Level] [Intraday Level] [Observation Level] observed by the Calculation Agent on each Averaging Date.

"Averaging Date" means each of [●].

"Barrier" means [[●] per cent.] [n * [●] per cent.] [Asset Initial * [●] per cent.] [Asset Initial * n * [●] per cent.] [Asset Early * [●] per cent.] [Asset Early * n * [●] per cent.] [Asset Lookback * [●] per cent.] [Asset Lookback * n * [●] per cent.].

"Barrier (Early)" means:

(a) where Barrier Condition Early (European) is applicable:

[[●] per cent.] [n * [●] per cent.]; or

(b) where Barrier Condition Early (Bermudan) is applicable:

[[●] per cent.] [n * [●] per cent.]; or

(c) where Barrier Condition Early (American) is applicable:

[Asset Initial * [●] per cent.] / [Asset Initial * [●] per cent. * n].

"Barrier (Final)" means:

(a) where Barrier Condition Final (European) is applicable, [●] per cent.; or

(b) where Barrier Condition Final (American) is applicable, Asset Initial * [●] per cent.

"Barrier Condition" shall mean [Barrier Condition Early] [Barrier Condition Final].

"Barrier Condition Early" shall mean [Barrier Condition Early (European)] [Barrier Condition Early (Bermudan)] [Barrier Condition Early (American)].

"Barrier Condition Early(American)" shall be deemed satisfied if the Calculation Agent determines that on [each] [any] [Scheduled Observation Date] [Valuation Date] [Calculation Date] [related to the relevant Barrier Early Calculation Date] the Asset Level of [each] [any] [the] [Basket] Asset is at [all] [the] [any] time[s] greater than [or equal to] Barrier (Early).

"Barrier Condition Early(Bermudan)" shall be deemed satisfied if the Calculation Agent determines that on any [Scheduled Observation Date] [Valuation Date] [Calculation Date] [during the Observation Period], Asset Early Performance is greater than [or equal to] Barrier (Early).

"Barrier Condition Early(European)" shall be deemed satisfied if the Calculation Agent determines that on [the relevant] [each] [Scheduled Observation Date] [Valuation Date] [Calculation Date], Asset Early Performance is greater than [or equal to] Barrier (Early).

"Barrier Condition Final" shall mean [Barrier Condition Final (European)] [Barrier Condition Final (American)].

"Barrier Condition Final(American)" shall be deemed satisfied if the Calculation Agent determines that on [each] [any] [Scheduled Observation Date] [Valuation Date] [Calculation Date] the Asset Level of [each] [any] [the] [Basket] Asset is [at] [all] [any] [time[s]] greater than [or equal to] Barrier (Final).

"Barrier Condition Final(European)" shall be deemed satisfied if the Calculation Agent determines that on the Final Valuation Date the Asset Final Performance is greater than [or equal to] Barrier (Final).

"Barrier Early Calculation Date" means [date to be specified] [each Scheduled Observation Date] [Valuation Date] [Calculation Date].

"Barrier Return" shall mean an amount determined by the Calculation Agent in accordance with the following methodology:-

(a) if Asset Final Performance is greater than [or equal to] the Barrier,

[●] per cent.

(b) if Asset Final Performance is less than [or equal to] the Barrier:

Max[(Cap +/- (Participation * Asset Final Performance)), Floor]

"Basket Asset" means an Asset that is a constituent of a basket of Assets.

"Bonus" means an amount calculated and determined by the Calculation Agent in accordance with the following:

(a) If the Asset Final Performance is greater than [or equal to] Barrier,

[[●] per cent.] [Min[Max(Floor, (Participation * Asset Final Performance)), Cap]]

(b) If the Asset Final Performance is less than [or equal to] Barrier,

[●] per cent.

"Bonus Amount" shall be determined by the Calculation Agent in respect of each [Scheduled Observation Date] [Valuation Date] [Calculation Date] in accordance with the following formula:

Bonus Number * [●] per cent.

"Bonus Condition" shall be deemed satisfied if the Calculation Agent determines that on each [Scheduled Observation Date] [Valuation Date] [Calculation Date] the Asset Early Performance is greater than [or equal to] the Barrier.

"Bonus Number" shall be [the number of times that the Bonus Condition is satisfied during the Observation Period] [the number corresponding to the last [Scheduled Observation Date] [Valuation Date] [Calculation Date] during the Observation Period upon which the Barrier Condition is satisfied] [or, if the Barrier Condition is not satisfied, zero] [number to be specified].

"Calculation Date" means [insert date(s)] [each Scheduled Trading Day in the Observation Period] [subject to adjustment].

"Cap" means [●] per cent.

"Closing Level" means the closing level or price of the relevant Asset.

"Downside Performance" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Asset Initial} - \text{Asset Final}}{\text{Asset Initial}}$$

"Early Laggard" shall mean in relation to the [Scheduled Observation Date] [Valuation Date] [Calculation Date], the Asset with the lowest calculated Early Performance, as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more [Basket] Assets have the same Early Performance as of the [Scheduled

Observation Date] [Valuation Date] [Calculation Date], the Calculation Agent shall select any such [Basket] Asset as the Early Laggard acting in good faith and in a commercially reasonable manner.

"Early Outperformer" shall mean in relation to the [Scheduled Observation Date] [Valuation Date] [Calculation Date], the Asset with the highest calculated Early Performance, as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more [Basket] Assets have the same Early Performance as of the [Scheduled Observation Date] [Valuation Date] [Calculation Date], the Calculation Agent shall select any such [Basket] Asset as the Early Outperformer acting in good faith and in a commercially reasonable manner.

"Early Performance" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Asset Early}}{\text{Asset Initial}}$$

"Early Performance (Call Spread)" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

"Early Performance (Rolling Lookback)" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

"Early Weighted Performance" means an amount (expressed as a percentage) determined by the Calculation Agent being the sum of the values obtained by applying the following formula to each Basket Asset:

$$W \times \frac{\text{Asset Early} - \text{Asset Initial}}{\text{Asset Initial}}$$

"Enhanced Weighted Performance" means an amount (expressed as a percentage) determined by the Calculation Agent being the sum of the values obtained by applying the following formula to each Basket Asset:

$$W * \text{Upside Performance}$$

"Final Laggard" shall mean the Asset with the lowest [calculated Downside Performance] [calculated Final Performance] [calculated Upside Performance] [Observation Level] as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more Assets in the Basket have the same [Downside Performance as of the Final Valuation Date] [Final Performance as of the Final Valuation Date] [Upside Performance as of the Final Valuation Date] [Observation Level], the Calculation Agent shall select any such Asset as the Final Laggard acting in good faith and in a commercially reasonable manner.

"Final Outperformer" shall mean the Asset with the highest [calculated Downside Performance] [calculated Final Performance] [calculated Upside Performance] [Observation Level], as determined by the Calculation Agent in respect of the relevant date. For the avoidance of doubt, if two or more Assets in the Basket have the same [Downside Performance as of the Final Valuation Date] [Final Performance as of the Final Valuation Date] [Upside Performance as of the Final Valuation Date] [Observation Level], the Calculation Agent shall select any such Asset as the Final Outperformer acting in good faith and in a commercially reasonable manner.

"Final Performance" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Asset Final}}{\text{Asset Initial}}$$

"Final Performance (Call Spread)" means[, in respect of the relevant Asset,] an amount expressed as a percentage,

calculated and determined by the Calculation Agent in accordance with the following formula:

"Final Performance (Lookback)" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Asset Final}}{\text{Max} [(\text{Participation} \times \text{Asset Initial}), \text{Observation Level}]}$$

"Final Performance (Temporis)" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Asset Final} - \text{Asset Lookback}}{\text{Asset Initial}}$$

"Final Valuation Date" means [insert].

"Final Weighted Performance" means an amount (expressed as a percentage) determined by the Calculation Agent being the sum of the values obtained by applying the following formula to each Basket Asset:

$$W \times \frac{\text{Asset Final} - \text{Asset Initial}}{\text{Asset Initial}}$$

"Fixed Income Benchmark" shall mean the relevant Rate of Interest specified in Element C20 below.

"Floor" means [●] per cent.

"i" shall mean the corresponding number related to a defined term as specified herein.

"Initial Valuation Date" means [insert].

"Intraday Level" means the intraday level or price of the relevant Asset.

"Interest Payment Date(s)" means [insert].

"Knock-out Level" [means [●] per cent.] [n * [●] per cent.] [Asset Initial * [●] per cent.] [Asset Initial * [●] per cent. * n] [shall mean the level ascribed to the relevant [Scheduled Observation Date] [Valuation Date] [Calculation Date], as specified in the table below: insert table].

"Max" followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a comma inside those brackets.

"Min" followed by a series of amounts inside brackets, means whichever is the lesser of the amounts separated by a comma inside those brackets.

"n" shall mean the corresponding number related to a defined term within the Conditions as specified herein.

"Observation Days" means the total number of [calendar days] [Business Days] [Scheduled Observation Dates] [Valuation Dates] [Calculation Dates] in the [Interest Period] [Observation Period].

"Observation Period" means [insert].

"Observation Level" means [the Opening Level] [the lowest Closing Level observed on each Scheduled Observation Date] [the highest Closing Level observed on each Scheduled Observation Date] [the level of the Asset] [the Rate of Interest] observed by the Calculation Agent on the relevant [Initial Valuation Date] [Scheduled Observation Date] at [insert time] [the level of the relevant Asset scheduled to be published by the Inflation Index Sponsor for the Reference Month of [●]

where the relevant Asset Class is an Inflation Index] [the level of the relevant Asset scheduled to be published by the Property Index Sponsor for the reference month of [●] where the relevant Asset Class is a Property Index].

"Opening Level" means the opening level or price of the relevant Asset.

"Outstanding Partial Redemption Nominal Percentage" means [insert percentage]

"Paid Interest" means, in respect of a N&C Security, the sum of all interest paid in respect of that N&C Security from (and including) the Issue Date to (and including) the immediately preceding Specified Interest Payment Date, if any.

"Participation" means [●] per cent.

"Partial Redemption Autocall Amount" means Outstanding Partial Redemption Nominal Percentage multiplied by Calculation Amount.

"Partial Redemption Nominal Percentage" means [insert percentage].

"Range Condition" shall be deemed satisfied in respect of any day if the Asset Level for such day observed by the Calculation Agent is greater than [or equal to] [●] [per cent.] per annum and less than [or equal to] [●] [per cent.] [per annum.]

"Range Days" means the actual number of [calendar days] [Business Days] [Scheduled Observation Dates] [Valuation Dates] [Calculation Dates] in the [Interest Period] [Observation Period] on which the Range Condition is satisfied.

"Rate of Interest" shall mean in connection with the relevant N&C Coupon Payout [Insert one of:]

[[●] per cent.] [per annum];

Screen Rate Determination;

ISDA Determination;

Bank of England Base Rate Determination;

(n * [●] per cent.);

[(n * [●] per cent.)] – Paid Interest;

Max(Floor, Min(Cap, Participation * Asset Early [Performance] + [●] per cent.)) [+/- Barrier Return];

$\left([●] \text{ per cent} \times \frac{\text{Range Days}}{\text{Observation Days}}\right)$; or

[the applicable percentage rate specified in the table below: [insert table].]

"Scheduled Observation Date" means [insert date(s)] [each Scheduled Trading Day in the Observation Period].

"Single Asset" means a single Asset described in item C.20 below.

"Trade Date" means [insert].

"Trigger Condition" shall mean [Trigger Condition (European)] [Trigger Condition (American)].

"Trigger Condition(American)" shall be deemed satisfied if the Calculation Agent determines that on [each] [any] [Scheduled Observation Date] [Valuation Date] [Calculation Date] the Asset Level of [each] [any] [the] [Basket] Asset is [at] [all] [any] [time[s]] greater than [or equal to] the Trigger.

	"Trigger Condition(European)" shall be deemed satisfied if the Calculation Agent determines that on the Final Valuation Date the Asset Final Performance is greater than [or equal to] the Trigger. "Trigger" means: (a) where Trigger Condition (European) is applicable: [●] per cent.; or (b) where Trigger Condition (American) is applicable: Asset Initial * [●] per cent. "Upside Performance" means[, in respect of the relevant Asset,] an amount expressed as a percentage, calculated and determined by the Calculation Agent in accordance with the following formula: $\frac{\text{Asset Final} - (\text{Barrier} * \text{Asset Initial})}{\text{Asset Initial}}$ "Valuation Date" means [specify date(s)] [each Scheduled Trading Day in the Observation Period] [subject to adjustment]. "W" means the weighting in respect of the relevant Basket Asset, as specified in the table below: insert table: "Weighted Performance" means an amount (expressed as a percentage) determined by the Calculation Agent being the sum of the values obtained by applying the following formula to each Basket Asset: $W * \text{Final Performance}$ The above provisions are subject to adjustment as provided in the conditions of the Securities to take into account events in relation to the Asset(s) or the Securities. This may lead to adjustments being made to the Securities or in some cases the Securities being terminated early at an early redemption or cancellation amount.
C.10	Derivative component on interest [Not Applicable – The N&C Securities do not have a derivative component in the interest payment.] [The following table sets out illustrative values of the interest amount payable per N&C Security on the relevant Interest Payment Date: [Issue specific summary: [insert table]] Worse Case Scenario: In a worst case scenario the amount payable per N&C Security at the Maturity Date will be [●] if [●]
C.11	Listing and Admission to trading [Issue specific summary: [Application for Securities has been made [for listing on the Official List of the [United Kingdom Listing Authority] [Irish Stock Exchange] [specify other Stock Exchange] and] for admission to trading on the [Regulated Market of the [London] [Irish] Stock Exchange] [specify other Stock Exchange].] [The Securities will not be listed on a regulated market but application is expected to be made by the Issuer (or on its

	<i>behalf) for the Securities to be included to trading on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt Zertifikate AG)]]</i>
C.15	Description of how the value of the Securities is affected by the value of the underlying Asset The following table sets out illustrative values of the amounts payable per Security on the Maturity Date or Settlement Date, as applicable: <i>[Issue specific summary [This Element C.15 only to be included where the Securities are derivative securities for the purpose of Commission Regulation (EC) No. 809/2004 (as amended)]:</i> <i>[insert table]</i> <i>These Securities are derivative securities and their value may go down as well as up.]</i> <i>Worse Case Scenario: In a worst case scenario the amount payable per Calculation Amount at the [Maturity] [Settlement] Date will be [●] if [●]</i>
C.16	Expiration Date or Maturity Date of the Securities <i>[Issue specific summary [This Element C.16 only to be included where the Securities are derivative securities for the purpose of Commission Regulation (EC) No. 809/2004 (as amended)]:</i> <i>[For N&C Securities, insert: The Maturity Date of the Securities is [●], subject to adjustment] [For Warrants, insert: the exercise date[s] is [●] [or, if earlier the date on which the [Barrier Condition] [Trigger Condition] is satisfied], subject to adjustment. The Settlement Date will fall on or about [●] business days following the relevant exercise date]</i>
C.17	Settlement procedures of the Securities The Securities will be settled on the applicable Settlement Date or Maturity Date at the relevant amount per Security, in the case of Warrants following due exercise. <i>[For the purposes of the Issue specific summary: This Element C.17 only to be included where the Securities are derivative securities for the purpose of Commission Regulation (EC) No. 809/2004 (as amended)]</i>
C.18	Description of how the return on derivative securities takes place <i>[Issue specific summary [This Element C.18 only to be included where the Securities are derivative securities for the purpose of Commission Regulation (EC) No. 809/2004 (as amended)]:</i> <i>For variable interest Securities, the return is illustrated in item C.10 above.</i> <i>For variable redemption Securities or Warrants the return is illustrated in item C.15 above.</i> <i>These Securities are derivative securities and their value may go down as well as up.]</i>
C.19	The exercise price or the final reference price of the underlying <i>[Issue specific summary [This Element C.19 only to be included where the Securities are derivative securities for the purpose of Commission Regulation (EC) No. 809/2004 (as amended)]:</i> <i>The [exercise] [final reference] price shall be determined on [insert date]].</i>
C.20	A description of the type of the underlying and where the information of the underlying can be found Shares, depositary receipts, equity index(ices), exchange traded funds, inflation index(ices), property index(ices) and fixed income benchmark(s). <i>[Issue specific summary [This Element C.20 only to be included where the Securities are derivative securities for the purpose of Commission Regulation (EC) No. 809/2004 (as amended)]:</i>

[list all Assets in each case followed by: See [Bloomberg] [Reuters] Screen [●] page] [●]]

SECTION D – RISKS

Element	
D.2	Key risks regarding the issuer and the guarantor In purchasing Securities, investors assume the risk that the Issuer and the Guarantor may become insolvent or otherwise be unable to make all payments due in respect of the Securities. There are a wide range of factors which individually or together could result in the Issuer and the Guarantor becoming unable to make all payments due in respect of the Securities. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer and the Guarantor may not be aware of all relevant factors and certain factors which they currently deem not to be material may become material as a result of the occurrence of events outside the Issuer's and the Guarantor's control. However, the Issuer and the Guarantor have identified in the Base Prospectus a number of factors which could materially adversely affect their businesses and ability to make payments due under the Securities and the Guarantee, and they consider that the risks identified in the Base Prospectus include all the principal risks of an investment in the Securities. These include: - the Group's operating results, financial condition and prospects may be materially impacted by economic conditions in the UK as well as regulatory capital and liquidity requirements imposed on the Issuer and the Guarantor; - the Group's operating results, financial condition and prospects may be negatively affected by conditions in global financial markets; - the Group is currently operating in challenging market conditions, characterised by relatively short periods of volatility and extended periods of subdued market activity. Domestic or international market factors that reduce activity levels could significantly reduce the Group's revenues; - any reduction in the credit rating assigned to the Group, any member of the Group or to any Group debt securities would be likely to increase the Group's cost of funding, require additional collateral to be placed and adversely affect its interest margins and liquidity position; - the Group operates in a highly regulated environment that imposes costs and significant compliance requirements. Changes in regulations may increase the cost and complexity of doing business, or may disadvantage the Group relative to its competitors. The failure to comply with regulations could subject the Group to sanctions, force it to cease providing certain services, or oblige it to change the scope or nature of its operations; - customers and counterparties that owe the Group money, securities or other assets may default on their obligations to the Group due to bankruptcy, lack of liquidity, operational failure or other reasons; and - the Group's future success depends to a significant degree upon the continued contributions of its key personnel, its ability to recruit, train, retain and motivate personnel, and to ensure that employment contract terms are appropriate.
D.3	Key risks regarding the Securities There are also risks associated with specified types of Securities and with the Securities and the markets generally, including that, unlike a bank deposit, the Securities are not protected by the Financial Services Compensation Scheme ("FSCS") or other government protection scheme. As a result, neither the FSCS nor any other government will pay compensation to an investor in the Securities upon the failure of the Issuer and/or the Guarantor. If the Issuer and/or the Guarantor go out of business or become insolvent, holders of the Securities may lose all or part of their investment in the Securities;

	- investors in Securities may lose up to the entire value of their investment in the Securities as a result of the occurrence of any of (a) the insolvency of either the Issuer and/or the Guarantor, (b) investors seeking to sell the Securities prior to their scheduled termination, (c) the relevant Securities being subject to certain adjustments in accordance with the terms and conditions of the Securities, and (d) amounts payable being subject to deductions for taxes and/or expenses; - the Securities represent direct, unconditional, unsecured and unsubordinated obligations of both the Issuer and the Guarantor and rank equally without any preference among themselves with all other present and future direct, unconditional, unsecured and unsubordinated obligations of the Issuer and Guarantor; - the market value and the amount payable on termination of the Securities may be adversely affected by a number of factors, and the price at which a holder of Securities may be able to sell Securities prior to termination may be at a substantial discount to the market value of such Securities on the Issue Date. A holder of such Securities may suffer a loss of some or up to all of the entire amount invested on termination; - the Securities will have no established trading market when issued, and one may never develop, or the Securities may be illiquid. In such case, investors may not be able to sell their Securities easily or at favourable prices; - the Securities will be settled by the Issuer through one or more clearing systems and agents. In addition investors may hold Securities through one or more intermediaries. As a result it may be necessary to enforce rights under the Securities through such indirect holding structure and delays and settlement risk may exist as a result. Additionally, the risks relating to investment in the Securities depend on their features and may include, inter alia, risks relating to (but not limited to) operational/business risk, credit risk, liquidity risk, interest rate risk, regulatory risk, reputational risk, competition risk, unsecured obligations, market risk, hedging and potential conflicts of interest, tax liabilities, expenses and taxation, third party risk, structural risks relating to particular Securities, including with respect to certain underlyings, no claim against the reference item(s) to which the Securities relate, exchange rate risks, settlement disruption, illegality and cancellation, time lag after redemption or exercise, settlement risk, possible illiquidity of Securities, equity risk, currency risk, underlying volatility risk, fund risk, failure to deliver due to illiquidity, inflation risk, modification, meetings, market disruption, optional redemption (in the case of N&C Securities), a requirement to hold a minimum amount of Securities, factors affecting the value and trading price of Warrants, minimum exercise amount (in the case of Warrants), limitations on exercise (in the case of Warrants), transfer restrictions and exchange listing and legal regulation risk.
D.6	Risk Warning <i>[Issue Specific Summary: This Element D.6 only to be included where the Securities are derivative securities for the purpose of Commission Regulation (EC) No. 809/2004 (as amended)]</i> See D3 above. In addition: - investors in Securities may lose up to the entire value of their investment in the Securities as a result of the terms of the relevant Securities where invested amounts are subject to the performance of variable benchmarks such as equities, indices, fixed income benchmarks and exchange traded funds; - the Issue Price of the Securities may be more than the market value of such Securities as at the Issue Date, and the price of the Securities in secondary market transactions; - if the relevant Securities include leverage, potential holders of such Securities should note that these Securities will involve a higher level of risk, and that whenever there are losses such losses may be higher than those of a similar security which is not leveraged. Investors should therefore only invest in leveraged Securities if they fully understand the effects of leverage; and - warrants may expire worthless. In addition, where "Automatic Exercise" is not specified in the applicable Final Terms, if Warrants are not exercised by the investor on the applicable exercise date, an investor's investment in the Warrants will expire worthless.

SECTION E – OFFER

Element	
E.2b	Use of proceeds The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Final Terms. <i>[Issue specific summary]</i> The net proceeds from the issue of Securities will be applied by the Issuer [for its general corporate purposes] [and] <i>[specify other]</i>].
E.3	Terms and conditions of the offer: If so specified in the applicable Final Terms, the Securities may be offered to the public in a Non-exempt Offer in one or more specified Public Offer Jurisdictions. The terms and conditions of each offer of Securities will be determined by agreement between the Issuer and the relevant Dealers at the time of issue and specified in the applicable Final Terms. Offers of the Securities are conditional on their issue. An Investor intending to acquire or acquiring any Securities in a Non-exempt Offer from an Authorised Offeror will do so, and offers and sales of such Securities to an Investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements. <i>Issue specific summary:</i> [Not Applicable - the Securities are not being offered to the public as part of a Non-Exempt Offer] [This issue of Securities is being offered in a Non-exempt Offer in [Ireland/the United Kingdom/Germany/Austria/<i>specify other</i>].] The issue price of the Securities is [●] per cent. of their nominal amount. <i>[Summarise the terms of any Non-exempt Offer as set out in paragraph 9.5 and section 10 (for N&C Securities)/paragraph 7.4 and section 8 (for Warrants) of Part B of the Final Terms]</i>
E.4	Description of any interest of natural and legal persons involved in the issue/offer that is material to the issue/offer including conflicting interests The relevant Dealers may be paid fees in relation to any issue of Securities under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business. <i>Issue specific summary</i> [Other than as mentioned above,[and save for [any fees payable to the Dealer [and any other Authorised Offeror]] [●].] so far as the Issuer is aware, no person involved in the [issue]/[offer] of the Securities has an interest material to the offer, including conflicting interests.][<i>specify other</i>]
E.7	Expenses charged to the investor by the Issuer Not applicable - No expenses will be charged to an investor by the Issuer.

