

EXECUTION VERSION

FINAL TERMS DOCUMENT

7 July 2016

Santander UK plc

**Issue of Series 64 £500,000,000 Floating Rate Covered Bonds due 8 July 2019
(XS1442232333)**

**irrevocably and unconditionally guaranteed as to payment of principal and interest by
Abbey Covered Bonds LLP
under the €35 billion
Global Covered Bond Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 1 June 2016 and the supplemental prospectus dated 30 June 2016 (the **Supplemental Prospectus**) which together constitute a base prospectus for the purposes of the Prospectus Directive (2003/71/EC) (as amended, which includes amendments made by Directive 2010/73/EU to the effect that such amendments have been implemented in a relevant Member State) (the **Prospectus Directive**). This document constitutes the final terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus, as so supplemented. Full information on the Issuer and the LLP and the offer of the Covered Bonds is only available on the basis of the combination of this Final Terms Document and the Prospectus, as so supplemented. Copies of the Prospectus and the Supplemental Prospectus are available free of charge to the public at the registered office of the Issuer and from the specified office of each of the Paying Agents.

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| 1. | (a) | Issuer: | Santander UK plc |
| | (b) | Guarantor: | Abbey Covered Bonds LLP |
| 2. | (a) | Series Number: | 64 |
| | (b) | Tranche Number: | 1 |
| | (c) | Series which Covered Bonds will be consolidated and form a single Series with: | Not Applicable |
| | (d) | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Sterling (GBP or £) |

4. Money Market Covered Bonds: No
5. Do the Covered Bonds have the benefit of remarketing arrangements: No
6. Aggregate Nominal Amount of Covered Bonds admitted to trading:
 - (a) Series: £500,000,000
 - (b) Tranche: £500,000,000
7. Issue Price: 100 per cent. of the aggregate nominal amount
8.
 - (a) Specified Denominations: £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Covered Bonds in definitive form will be issued with a denomination above £199,000
 - (b) Calculation Amount: £1,000
9.
 - (a) Issue Date: 8 July 2016
 - (b) Interest Commencement Date: Issue Date
10.
 - (a) Final Maturity Date: 8 July 2019
 - (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 8 July 2020
11. Interest Basis: 3 month GBP LIBOR + 0.48 per cent. per annum Floating Rate from and including the Interest Commencement Date to but excluding the Final Maturity Date (further particulars specified below)
12. Redemption/Payment Basis: Redemption at par
13. Change of Interest Basis or Redemption/Payment Basis: From and including the Final Maturity Date to but excluding the Extended Due for Payment Date the following Interest provisions apply:

Interest Basis: 1 month GBP LIBOR +0.48 per cent. per month Floating Rate

Interest Payment Dates: 8th day of each month commencing on 8 August 2019 and including the Extended Due for Payment Date

Interest Period: The period from and including the Final Maturity Date, or as the case may be an Interest Payment Date, to but excluding the next following Interest Payment Date

Modified Following Business Day Convention

Business Days: London

Day Count Fraction: Actual/365 (Fixed), adjusted

Interest Determination Dates: the first London Business Day of each Interest Period

Screen Rate Determination Relevant Screen Page: Bloomberg page BBAM1

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| 14. | Put/Call Options: | Not Applicable |
| 15. | (a) Status of the Covered Bonds: | Senior |
| | (b) Status of the Guarantees: | Senior |
| 16. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 17. | Fixed Rate Covered Bond Provisions: | Not Applicable |
| 18. | Floating Rate Covered Bond Provisions: | Applicable |
| | (a) Interest Period(s): | The period from and including the Interest Commencement Date to but excluding the first Interest Payment Date and subsequently, each period from and including an Interest Payment Date to but excluding the next Interest Payment Date |
| | (b) Specified Interest Payment Dates: | 8 October, 8 January, 8 April and 8 July in each year, up to and including the Final Maturity Date |

(c)	First Interest Payment Date:	8 October 2016
(d)	Business Day Convention:	Modified Following Business Day Convention
(e)	Business Day(s):	London
	Additional Business Centre(s):	Not Applicable
(f)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(g)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
(h)	Screen Rate Determination:	Applicable
	Reference Rate:	3 month GBP LIBOR to but excluding the Final Maturity Date and 1 month GBP LIBOR thereafter
	Interest Determination Date(s):	The first London Business Day of each Interest Period
	Relevant Screen Page:	Bloomberg page BBAM1
(i)	ISDA Determination:	Not Applicable
(j)	Margin(s):	+0.48 per cent. per annum
(k)	Minimum Rate of Interest:	Not Applicable
(l)	Maximum Rate of Interest:	Not Applicable
(m)	Day Count Fraction:	Actual/365 (Fixed)
(n)	Fallback denominator provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Terms and Conditions:	Not Applicable
19.	Zero Coupon Covered Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

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| 20. | Issuer Call: | Not Applicable |
| 21. | Investor Put: | Not Applicable |
| 22. | Final Redemption Amount of each Covered Bond: | £1,000 per Calculation Amount |
| 23. | Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or on event of default, etc. and/or the method of calculating the same (if required): | As set out in Condition 6.8(a) |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 24. | Form of Covered Bonds: | Bearer Covered Bonds:

Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds only upon an Exchange Event |
| 25. | New Global Covered Bond: | Yes |
| 26. | Financial Centre(s): | Not Applicable |
| 27. | Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 28. | Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: | Not Applicable |
| 29. | Details relating to Instalment Covered Bonds: | |
| | (a) Instalment Amount(s): | Not Applicable |
| | (b) Instalment Date(s): | Not Applicable |
| 30. | Redenomination renominatisation and | Not Applicable |

reconventioning provisions:

31. Post-perfection SVR-LIBOR Margin: 2.95 per cent.

DISTRIBUTION

32. U.S. Selling Restrictions: Reg. S Compliance Category 2 TEFRA D applicable

PURPOSE OF FINAL TERMS DOCUMENT

This Final Terms Document comprises the final terms required for issue and admission to trading on the London Stock Exchange's Regulated Market of the Covered Bonds described herein pursuant to the €35 billion Global Covered Bond Programme of Santander UK plc.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

- (a) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market with effect from the Issue Date
- (b) Estimate of total expenses £3,600 related to admission to trading:

2. RATINGS:

Ratings: The Covered Bonds to be issued have been rated:

S & P: AAA

Moody's: Aaa

Fitch: AAA

3. COVERED BOND SWAP:

Covered Bond Swap Provider: Not Applicable

Nature of Covered Bond Swap: Not Applicable

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE:

Save as discussed in *Subscription and Sale and Transfer and Selling Restrictions*, so far as the Issuer and the LLP are aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates 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/or the LLP and/or their affiliates in the ordinary course of business.

5. HISTORICAL INTEREST RATES:

Details of historical BBAM1 rates can be obtained from Bloomberg.

6. TRADEABLE AMOUNTS:

So long as the Covered Bonds are represented by a Global Covered Bond and Euroclear Bank SA and Clearstream Banking, *société anonyme* so permit, the Global Covered Bond shall be tradeable in minimum principal amounts of £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000 (the

Tradeable Amount) in addition thereto.

7. **OPERATIONAL INFORMATION:**

(a) ISIN Code: XS1442232333

(b) Common Code: 144223233

(c) Delivery: Delivery against payment

Name and address of Initial Paying Agent(s): Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB

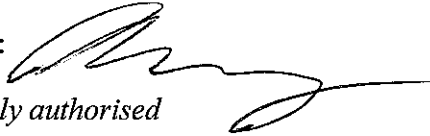
Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Signed on behalf of the **Issuer:**

By:

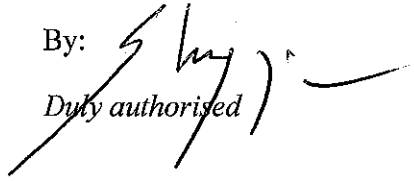
Duly authorised

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

Signed on behalf of the **LLP:**

By:

Duly authorised

A handwritten signature in black ink, featuring a large, stylized 'S' shape followed by a horizontal line.