

Companies Act 2006

**Resolutions of
SANTANDER UK PLC
(the "Company")**

At the ANNUAL GENERAL MEETING OF THE COMPANY, duly convened and held at 10:00 a.m. on 2 May 2019 at 2 Triton Square, Regent's Place, London, NW1 3AN, the following resolutions were duly passed.

Resolutions 7 to 11 were passed as Special Resolutions:

Special Resolutions

7. **THAT** the Company be authorised, without conditions, to buy back its own 8 $\frac{5}{8}$ % preference shares. The following terms apply:

- (a) The Company may buy back up to 125,000,000 8 $\frac{5}{8}$ % preference shares;
- (b) The lowest price which the Company can pay for 8 $\frac{5}{8}$ % 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 $\frac{5}{8}$ % 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 $\frac{5}{8}$ % preference shares even though the purchase may be completed after this authorisation ends.

8. **THAT** the Company be authorised, without conditions, to buy back its own 10 $\frac{3}{8}$ % preference shares. The following terms apply:

- (a) The Company may buy up to 200,000,000 10 $\frac{3}{8}$ % preference shares;
- (b) The lowest price which the Company can pay for 10 $\frac{3}{8}$ % 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 10 $\frac{3}{8}$ % 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 10%% preference shares even though the purchase may be completed after this authorisation ends.

9. **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:
- (a) The Company may buy up to 13,780 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.

10. **THAT** the Articles of Association be amended so that the text of sub-article 13.2 is deleted and the following text is inserted in its place:

"Subject to **article** 13.3, the quorum for directors' meetings may be fixed from time to time by a decision of the directors, but (subject to **article** 13.3) it must never be less than two, and unless otherwise fixed it is two, of which at least one is an Independent Non-Executive Director."

11. **THAT** the Articles of Association of the Company be amended by inserting a new Article 27 as follows:

"RETIREMENT OF DIRECTORS BY ROTATION

At each annual general meeting of the Company every Director shall retire from office. A retiring Director may offer himself or herself for re-appointment by the members and a Director that is so re-appointed will be treated as continuing in office without a break."

The existing Articles of Association shall be renumbered accordingly.

A handwritten signature in black ink, appearing to read 'Gavin White', is written over a horizontal line.

Certified as a true copy
Gavin White
Company Secretary

