

EXECUTION VERSION

TERM ADVANCE NOTICE

From: Santander UK plc (the **Issuer**)

To: Abbey Covered Bonds LLP (**LLP**)

Copy: Deutsche Trustee Company Limited (the **Security Trustee**)

Date: 22 March 2012, as amended and restated on 22 December 2020

Dear Sirs,

We refer to the intercompany loan agreement between, *inter alios*, ourselves, the LLP and the Security Trustee (as from time to time amended, restated, novated and/or supplemented, the **Intercompany Loan Agreement**) dated 3 June 2005, as amended and restated on 4 October 2007 and 20 May 2008 and 1 June 2016, whereby a multi-currency credit facility (the **Facility**) was made available to the LLP. Terms defined in the Intercompany Loan Agreement shall have the same meaning in this Term Advance Notice.

We hereby give you notice that, pursuant to the Intercompany Loan Agreement and upon the terms and subject to the conditions contained therein, we wish to make the following Term Advance available to the LLP on 23 March 2012 (the **Issue Date**):

- Series 42 Term Advance in a principal amount and currency of £75,000,000 to be funded *inter alia* by the Series 42 Covered Bonds on the Issue Date.

The aggregate amount previously available to be drawn under the Facility was €3,494,295,729.10.

The Loan Interest Periods applicable to each Term Advance are each period from and including an Interest Payment Date, to but excluding the next Interest Payment Date. The first Loan Interest Period applicable to the Term Advance will commence on (and include) the Issue Date and end on (but exclude) the next following Interest Payment Date.

Interest Payment Date means, for the series of Covered Bonds described above, the Interest Payment Dates specified in the relevant Final Terms Document.

The interest rates applicable to the Series 42 Term Advance shall be determined in accordance with the corresponding provisions of the relevant Final Terms Document.

A copy of the amended and restated Final Terms Document for the Series 42 Covered Bonds that will fund such Term Advance is attached to this Term Advance Notice.

We hereby confirm that no Abbey Event of Default is outstanding that has not been waived or remedied to the satisfaction of the Security Trustee or would result from the making of the Term Advance specified in this Term Advance Notice.

Yours faithfully,



for and on behalf of
SANTANDER UK PLC

FINAL TERMS DOCUMENT¹

22 March 2012, as amended and restated on 22 December 2020

Santander UK plc

**Issue of £75,000,000 Floating Rate Covered Bonds due 2027 (XS0761325009)
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Abbey Covered Bonds LLP
under the €35 billion
Global Covered Bond Programme**

The Programme has been registered and notice of these Covered Bonds will be made under the Regulated Covered Bonds Regulations 2008 (SI 2008/346).

The Prospectus referred to below (as completed by this Final Terms Document) has been prepared on the basis that any offer of Covered Bonds in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly any person making or intending to make an offer in that Relevant Member State of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer, the LLP or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer, the LLP nor any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

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 9 September 2011 (as supplemented from time to time) which constitutes a base prospectus (the **Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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. 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. Copies of the 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: | 42 |
| | (b) | Tranche Number: | 1 |

¹ Reference is made to the Consent Solicitation Memorandum dated 26 November 2020. If the initial Meeting in respect of the Series 42 Covered Bonds is adjourned or the Extraordinary Resolution in respect of such Series is approved at the initial Meeting but the Eligibility Condition is not satisfied, an adjourned Meeting will be convened by the Issuer and the Effective Date of the proposed amendments to the Series 42 Covered Bonds will be amended to the Interest Payment Date immediately following the approval of the Extraordinary Resolution at such adjourned Meeting and the satisfaction of the Eligibility Condition. As a result thereof, references in the above Floating Rate Covered Bond Provisions to "23 December 2020" and "23 March 2021" will be updated accordingly.

3.	Specified Currency or Currencies:	Sterling (GBP)
4.	Money Market Covered Bonds:	Not Applicable
5.	Do the Covered Bonds have the benefit of remarketing arrangements:	Not Applicable
6.	Aggregate Nominal Amount of Covered Bonds admitted to trading:	
	(a) Series:	£75,000,000
	(b) Tranche:	£75,000,000
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:	23 March 2012
	(b) Interest Commencement Date:	Issue Date
10.	(a) Final Maturity Date:	23 March 2027
	(b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	23 March 2028
11.	Interest Basis:	Before the Interest Payment Date falling on 23 December 2020: 3 month LIBOR + 1.95 per cent. per annum Floating Rate from and including the Issue Date to but excluding 23 December 2020 (further particulars specified below) On and after the Interest Payment Date falling on 23 March 2021: Compounded Daily SONIA plus 2.0465 per cent. per annum Floating Rate from and including 23 December 2020 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 the following Interest provisions apply: Interest Basis: Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date: Compounded Daily SONIA plus 2.0965 per cent. per annum Floating Rate Interest Payment Dates: 23rd day of each month, from but excluding the Final Maturity Date to 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 adjusted Observation Lookback Period p: 5 London Business Days Interest Determination Dates: the fifth London Business Day prior to the end of each Interest Period Screen Rate Determination Relevant Screen Page: Bloomberg page SONIA
14.	Put/Call Options:	Not Applicable
15.	(a) Status of the Covered Bonds:	Senior
	(b) Status of the Guarantees:	Senior
16.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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 Payment Date to but excluding the next Interest Payment Date
(b)	Specified Interest Payment Dates:	23 March, 23 June, 23 September and 23 December in each year, up to and including the Final Maturity Date
(c)	First Interest Payment Date:	23 June 2012
(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:	From and including the Interest Commencement Date to but excluding the Interest Payment Date falling on 23 December 2020: ISDA Determination On and after the Interest Payment Date falling on 23 December 2020: 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:	From and including the Interest Commencement Date to but excluding the Interest Payment Date falling on 23 December 2020: Not Applicable On and after the Interest Payment Date falling on 23 December 2020: Applicable
	Reference Rate:	Compounded Daily SONIA
	Observation Lookback Period p:	5 London Business Days
	Interest Determination Date(s):	The fifth London Business Day prior to the end of each Interest Period
	Relevant Screen Page:	Bloomberg page SONIA

	(i)	ISDA Determination:	From and including the Interest Commencement Date to but excluding the Interest Payment Date falling on 23 December 2020: Applicable
			On and after the Interest Payment Date falling on 23 December 2020: Not Applicable
		Floating Rate Option:	GBP-LIBOR-BBA
		Designed Maturity:	3 Months
		Reset Date:	First Day of each Interest Period
	(j)	Margin(s):	From and including the Interest Commencement Date to but excluding the Interest Payment Date falling on 23 December 2020: + 1.95 per cent. per annum
			On and after the Interest Payment Date falling on 23 December 2020: + 2.0465 per cent. per annum
	(k)	Minimum Rate of Interest:	0 per cent.
	(l)	Maximum Rate of Interest:	Not Applicable
	(m)	Day Count Fraction:	Actual/365 (Fixed), adjusted
	(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
20.		Variable Interest Covered Bond Provisions (other than Dual Currency Interest Covered Bonds):	Not Applicable
21.		Dual Currency Interest Covered Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22.	Issuer Call:	Not Applicable
23.	Investor Put:	Not Applicable

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| 24. | Final Redemption Amount of each Covered Bond: | 100 per cent. |
| 25. | 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 or if different from that set out in Condition 6.8): | As set out in Condition 6.8 |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 26. | Form of Covered Bonds: | <p>Bearer Covered Bonds:</p> <p>Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds only upon an Exchange Event</p> |
| 27. | New Global Covered Bond: | No |
| 28. | Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| 29. | Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 30. | 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 |
| 31. | Details relating to Instalment Covered Bonds: | |
| | (a) Instalment Amount(s): | Not Applicable |
| | (b) Instalment Date(s): | Not Applicable |
| 32. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 33. | Other terms or special conditions: | Not Applicable |

DISTRIBUTION

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| 34. | (a) | If syndicated, names of Managers: | Not Applicable |
| | (b) | Date of Subscription Agreement: | 22 March 2012 |
| | (c) | Stabilising Manager (if any): | Not Applicable |
| 35. | | If non-syndicated, name and address of Dealer: | Banco Santander, S.A. |
| 36. | | U.S. Selling Restrictions: | Reg. S Compliance Category; TEFRA D Applicable |
| 37. | | Non-exempt Offer: | Not Applicable |
| 38. | | Additional selling restrictions: | Not Applicable |
| 39. | | Additional U.S. Federal Tax Considerations: | Not Applicable |

PURPOSE OF FINAL TERMS DOCUMENT

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

RESPONSIBILITY

Each of the Issuer and the LLP accepts responsibility for the information contained in this Final Terms Document.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

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|-----|---|---|
| (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 on or about the Issue Date |
| (b) | Estimate of total expenses related to admission to trading: | £3,240 |

2. RATINGS:

- | | |
|----------|---|
| Ratings: | The Covered Bonds to be issued have been rated: |
| | S & P: AAA/Stable |
| | Moody's: Aaa |
| | Fitch: AAA |
| | Each such credit rating has been issued by a credit rating agency established in the European Union and registered under Regulation (EU) No 1060/2009 (as amended). |

3. COVERED BOND SWAP:

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|------------------------------|----------------------|
| Covered Bond Swap Provider: | Santander UK plc |
| Nature of Covered Bond Swap: | Non-Forward Starting |

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.

5. YIELD: (*Fixed Rate Covered Bonds only*)

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| Indication of yield: | Not Applicable |
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6. OPERATIONAL INFORMATION:

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| (a) | ISIN Code: | XS0761325009 |
| (b) | Common Code: | 076132500 |

(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

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

No

Signed on behalf of the **Issuer**:

By:

Duly authorised

Signed on behalf of the **LLP**:

By:

Duly authorised