Santander UK Group Holdings plc

Investor Update
for the six months ended
30 June 2016

July 2016

Simple Personal Fair
What a bank should be

Santander

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This presentation provides a summary of the unaudited business and financial trends for the six months ended 30 June 2016 for Santander UK Group Holdings plc and its subsidiaries (Santander UK), including its principal subsidiary Santander UK plc. Unless otherwise stated, references to Santander UK and other general statements refer to the business results of the same period in 2015.

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Source: Santander UK Q2 2016 results Quarterly Management Statement for the six months ended 30 June 2016 or Santander UK Group Holdings Management Information (MI), unless otherwise stated. Santander has a standard listing of its ordinary shares on the London Stock Exchange and Santander UK plc continues to have its preference shares listed on the London Stock Exchange. Further information in relation to Santander UK can be found at: www.santander.co.uk/uk/about-santander-uk. Neither the content of Santander UK’s website nor any website accessible by hyperlinks on Santander UK’s website is incorporated in, or forms part of, this presentation.

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H116 business and financial highlights

- Profit before tax of £1,078m, up 16% versus H115; adjusted profit before tax of £989m, up 7% with solid business performance, continued cost discipline and good credit quality
- 276,000 new 1I2I3 World customers and growth in retail current account balances of £7.8bn
- Retail customer satisfaction above the average of our three highest performing peers
- Net mortgage lending of £0.6bn and net lending to corporates of £2.0bn
- Banking NIM of 1.78%, down 2bps from Q415, impacted by SVR attrition and asset margin pressure
- Strong non-interest income growth, up 10% excluding £119m gain on the sale of Visa Europe Ltd shareholding
- Adjusting for Banking Reform costs in the period, operating expenses were down 2%
- CET 1 ratio of 11.2% and leverage ratio of 3.9%; adversely impacted by market volatility and rates including those in the last week of June

2018 strategy creating value for all our stakeholders

1| Customer loyalty and market share growth

Customers

2| Operational and digital excellence

Shareholders

3| Consistent and growing profitability and a strong balance sheet

People

4| Live The Santander Way through our behaviours

Communities

5| Support communities through skills, knowledge and innovation

Delivering on our 2016-18 commitments

		FY15	H116	2018 target
Customers	Loyal retail customers	3.7 million	3.7 million	4.7 million
	Loyal SME and Corporate customers	266,000	279,000	308,000
	Retail customer satisfaction ('FRS')	62.9%	63.5%	Top 3
	average of 3 highest performing peers	*62.0%*	*62.3%*	
	Digital customers	3.9 million	4.3 million	6.5 million
Shareholders	Adjusted return on tangible equity ('RoTE')/RoTE	8.2%	11.0%[1]	12-14%
	Cost-to-income ratio ('CIR')	53%	49%[2]	< 50%
	CET 1 capital ratio	11.6%	11.2%	c. 12%
	Non performing loan ('NPL') ratio	1.54%	1.54%	< 1.50%
	Dividend payout ratio	50%	n/a	50%

For notes see Appendix 1 to the Santander UK Group Holdings plc Quarterly Management Statement for the six months ended 30 June 2016. A glossary of the main terms used in the Quarterly Management Statement is available on our website at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary

1. Adjusted RoTE of 11.0% is annualised and adjusted for the UK Bank Levy and FSCS phasing that in 2015 was £101m and £76m, respectively. The gain on the sale of our Visa Europe Limited shareholding is not annualised. Statutory RoTE was 12.8% | 2. H116 CIR when adjusted for the £119m gain from the Visa Europe Limited shareholding sale and Banking Reform costs of £30m would have been 51%

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2016 outlook

- In a period of significant uncertainty, our commitment to businesses, customers and our people remains as strong as ever. As the only full-service scale challenger, we can face the expected macroeconomic headwinds while managing performance and maintaining balance sheet strength
- We expect the slowdown of the UK economy, seen in the run up to the EU referendum to continue, as economic uncertainties prevail. With a wide range of possible outcomes, some economic downside risks are likely to be mitigated by monetary policy actions by the BoE and the capital and liquidity strength of the banking sector
- Expect the Banking NIM for 2016 to decline further, driven by continued competitive pressures on asset margins and SVR attrition. Offsetting some of the NII pressure, we see an opportunity to drive fee income growth
- Cost management remains a key focus as we continue to invest and grow, while capturing future operational efficiencies
- Expect net mortgage lending to be broadly in line with the market, with a decline in SVR mortgage attrition slightly lower than in 2015

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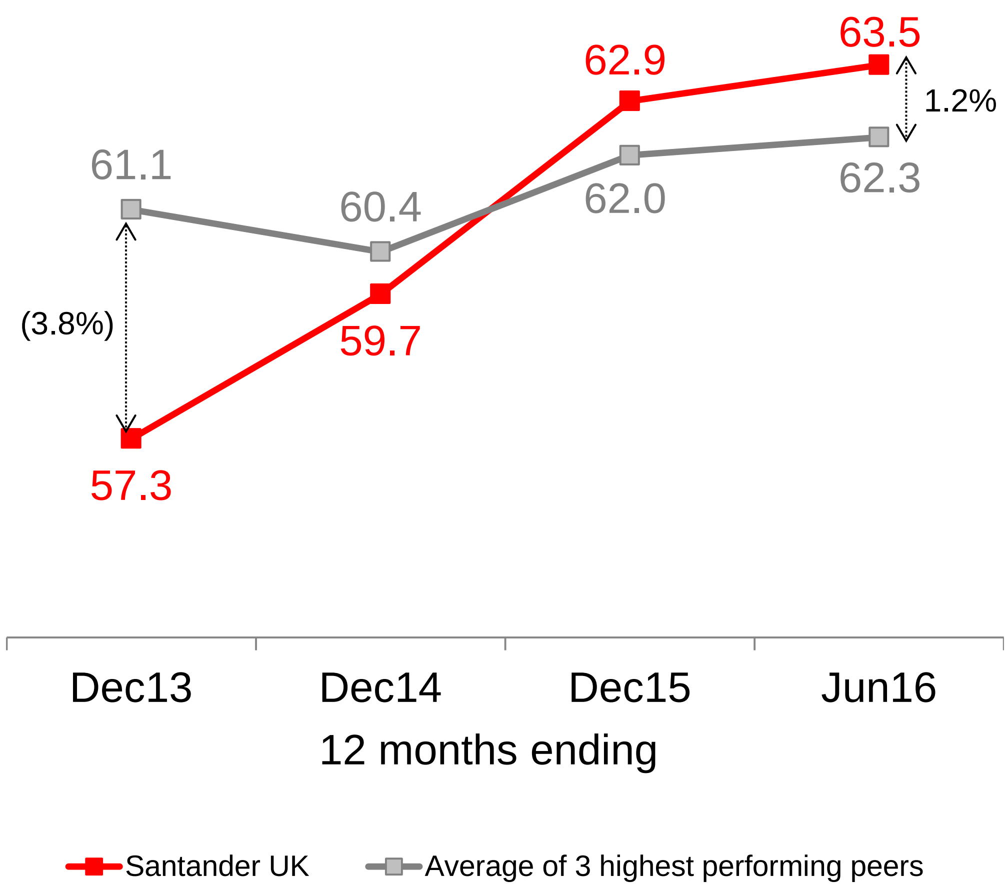
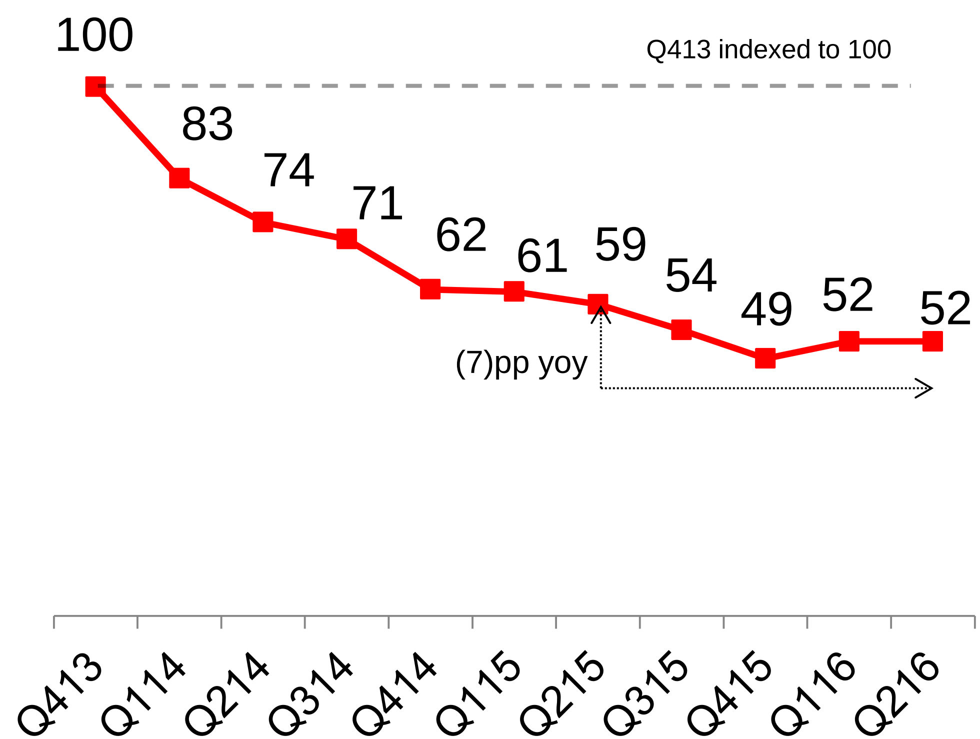
Continued improvement in retail customer experience

Retail customer satisfaction (%)[1]



Retail complaints received (indexed)[2]



1. Continued annual improvement Dec14 vs Jun16, as measured by FRS. Refer to Appendix 1 in the Q216 Quarterly Management Statement for a full definition and glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary | 2. Source: Santander UK management information. All unique core complaints included. Those relating to legacy issues e.g. PPI and advice related complaints are not included

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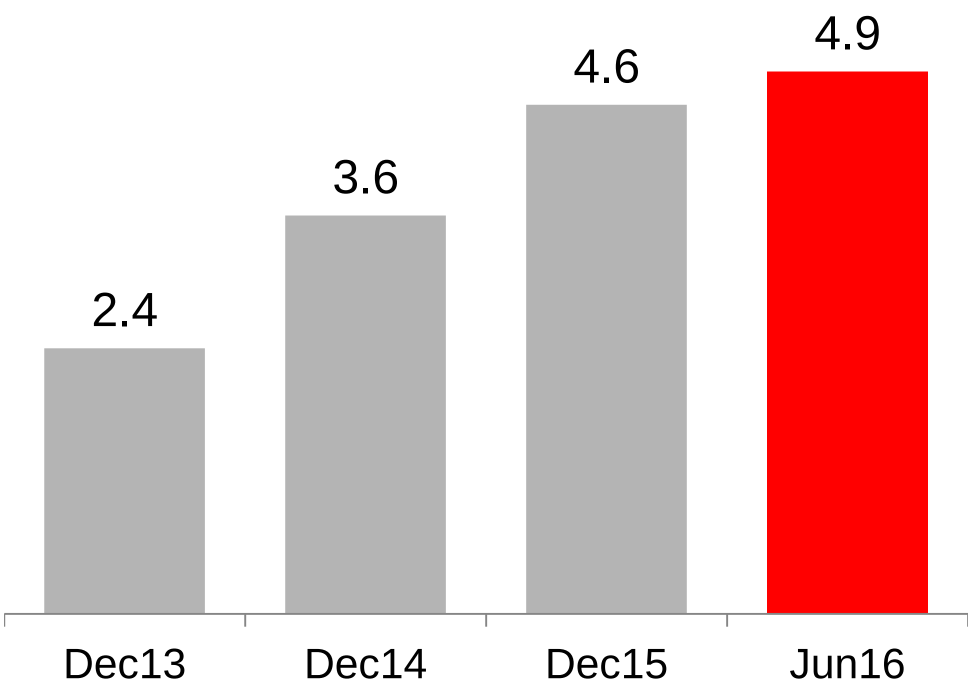
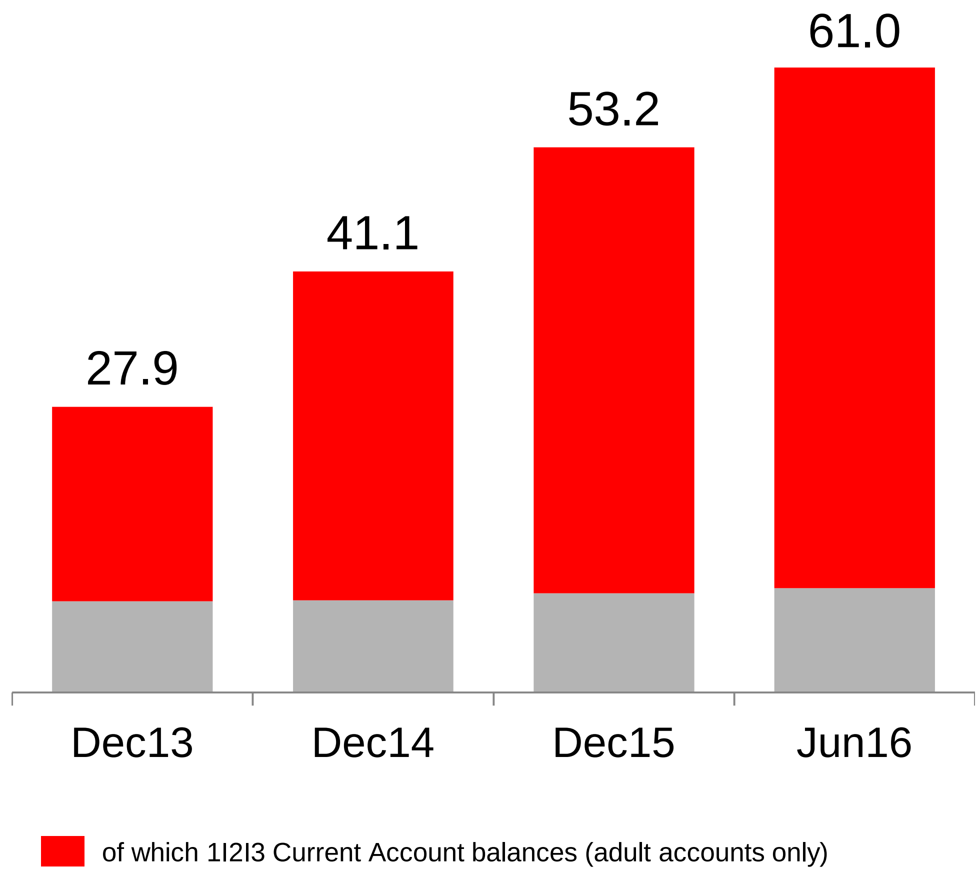
276,000 new 1I2I3 World customers in H116

1I2I3 World customers (million)



Retail Banking current account balances (£bn)



1I2I3 World continues to transform our customer profile

	Non 1I2I3 Current Account		1I2I3 Current Account
Deepening relationships	23%	loyal	68%
Improved customer profiles	6%	select / affluent	34%
Building valuable relationships	1.5	products	2.1
Improving liquidity stability	1.0x	average balance	5.5x
More satisfied customers (FRS)[1]	64.9%		76.7%

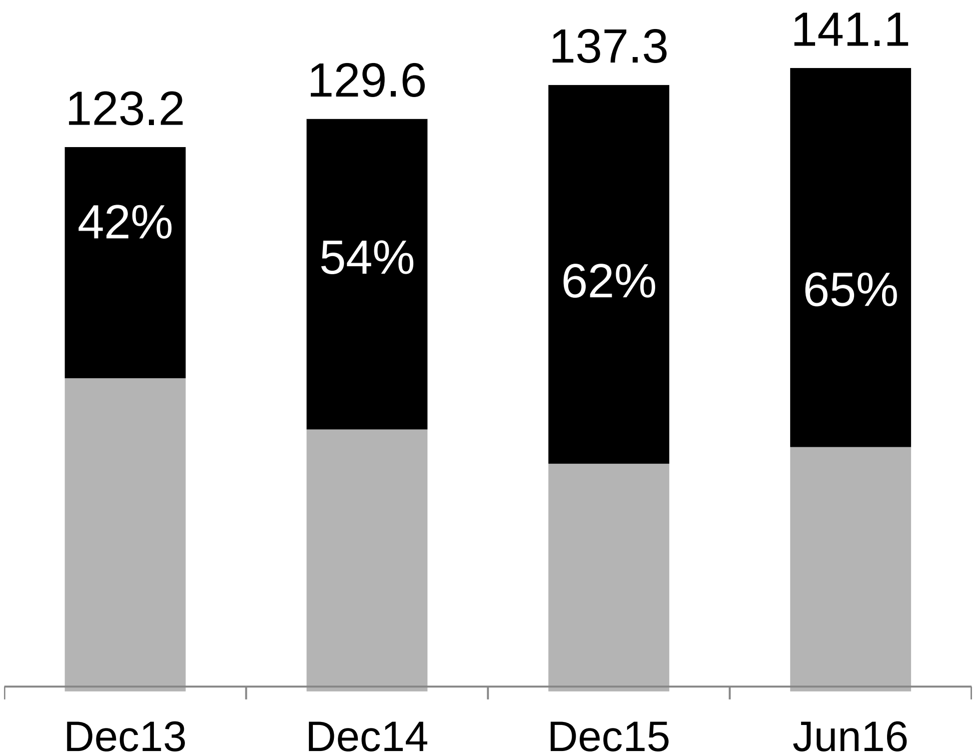
Better savings mix	Less rate sensitive money
Front book and back book	Available to new and existing customers
Fee paying account	Flexibility to adapt to market conditions and interest rates
Simple and transparent	Clear value offer supported by 1I2I3 calculator
High staff advocacy	70% hold a 1I2I3 account

1I2I3 CURRENT ACCOUNT · 1I2I3 CREDIT CARD · 1I2I3 GRADUATE ACCOUNT · 1I2I3 MINI ACCOUNT · 1I2I3 Lite CURRENT ACCOUNT

1. Current account, GfK FRS 12 months ending Jun16

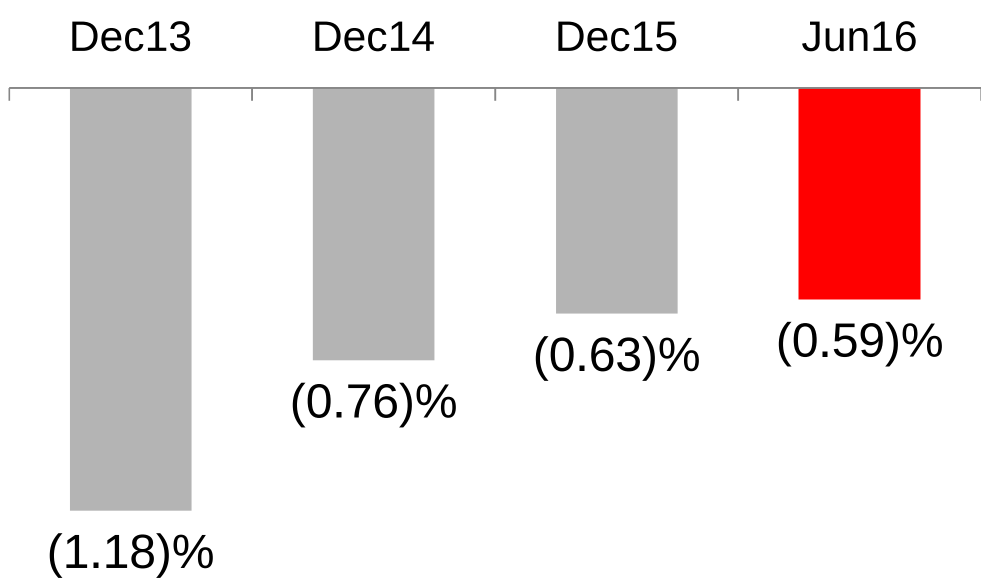
Improved retail customer primacy and liability spread

Retail Banking deposits (£bn)



■ Banking and savings balances of customers with a primary 1I2I3 Current Account or other primary current account

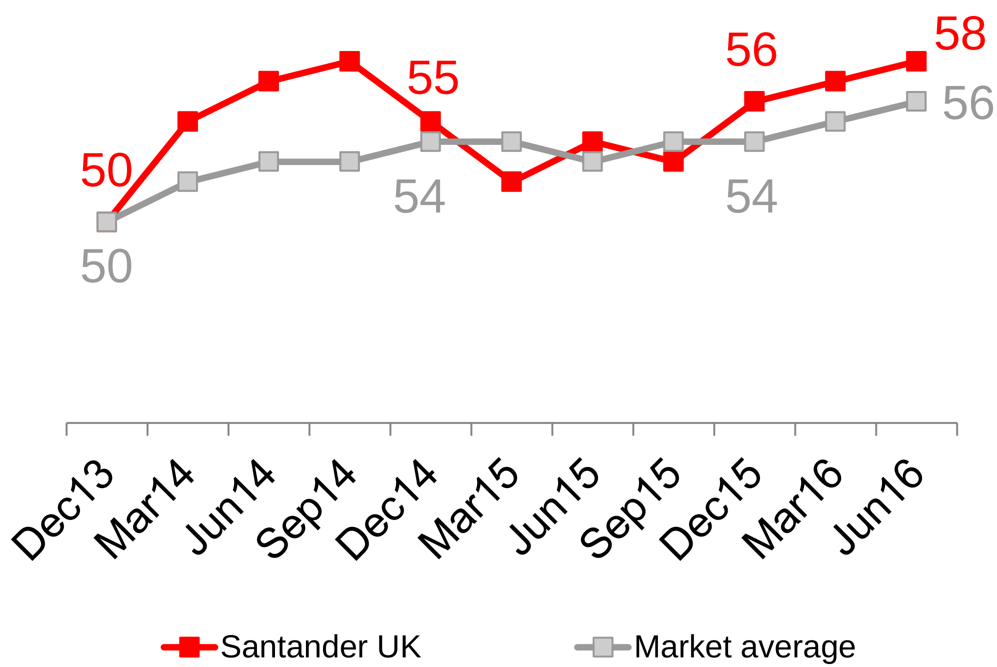
Retail Banking deposits spread (%)[1]



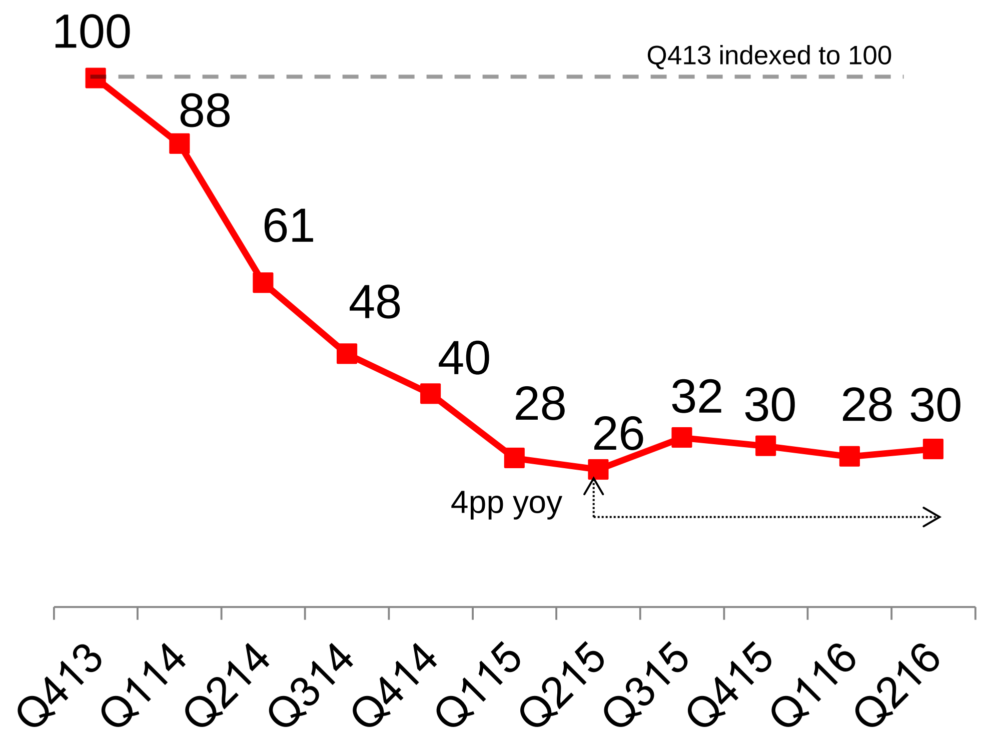
1. Retail Banking customer deposit spreads against the relevant swap rate or LIBOR. Retail Banking customer deposits include savings and bank accounts for personal and business banking customers, includes Jersey and Cater Allen

Improving corporate customer experience

Corporate customer satisfaction (%)[1]



Corporate complaints received (indexed)[2]



1. Source: Charterhouse Business Banking Survey. Refer to Appendix 1 in the Q216 Quarterly Management Statement for a full definition and glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary | 2. Source: Santander UK management information. Complaints relate to our commercial and corporate banking businesses

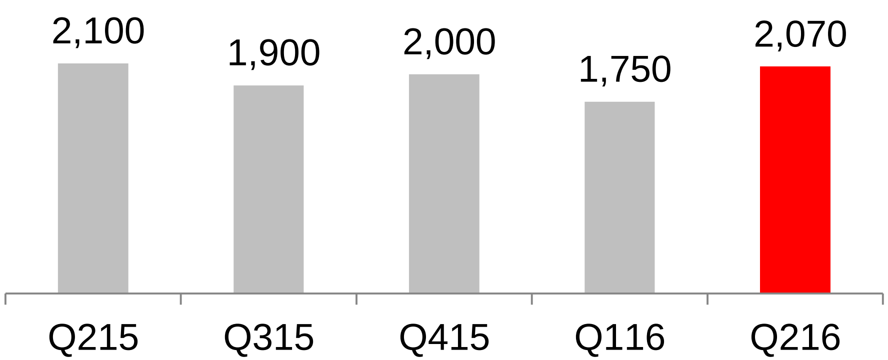
Utilising full service corporate and commercial offering

	Customers	Customer loans
SME > £250k - £50m	71,860	£13.4bn
Mid corporates > £50m - £500m	1,460	£8.2bn
Large corporates > £500m	350	£6.8bn

Expanded footprint to be closer to our customers

	2012	H116
Relationship Managers	503	716
Corporate Business Centres	34	69

Commercial Banking bank account openings



International expertise and differentiated offering

BREAKTHROUGH

Santander Trade

Santander PASSPORT

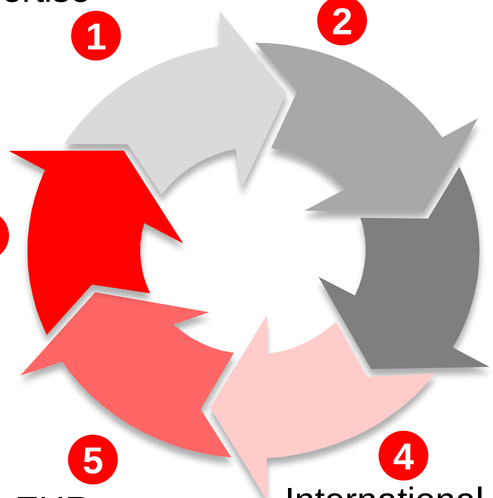
SANTANDER CONNECT

Santander TradeClub

Customer loyalty and market share growth

Investing in the GCB UK franchise

Our competitive advantage



1 LatAm expertise

2 Credit origination, structuring and distribution capabilities

3 Partner for Acquisition Finance, Structured Credit and Project Finance

4 International Trade Finance Bank

5 Access to EUR and GBP Capital Markets

6 Extensive retail and commercial banking solutions and distribution

Our strategy and key actions

- Focus on traditional banking activities
- Client coverage leverages global relationship model
- Niche player with clear market focus
- On-going enhancement of systems, controls and processes

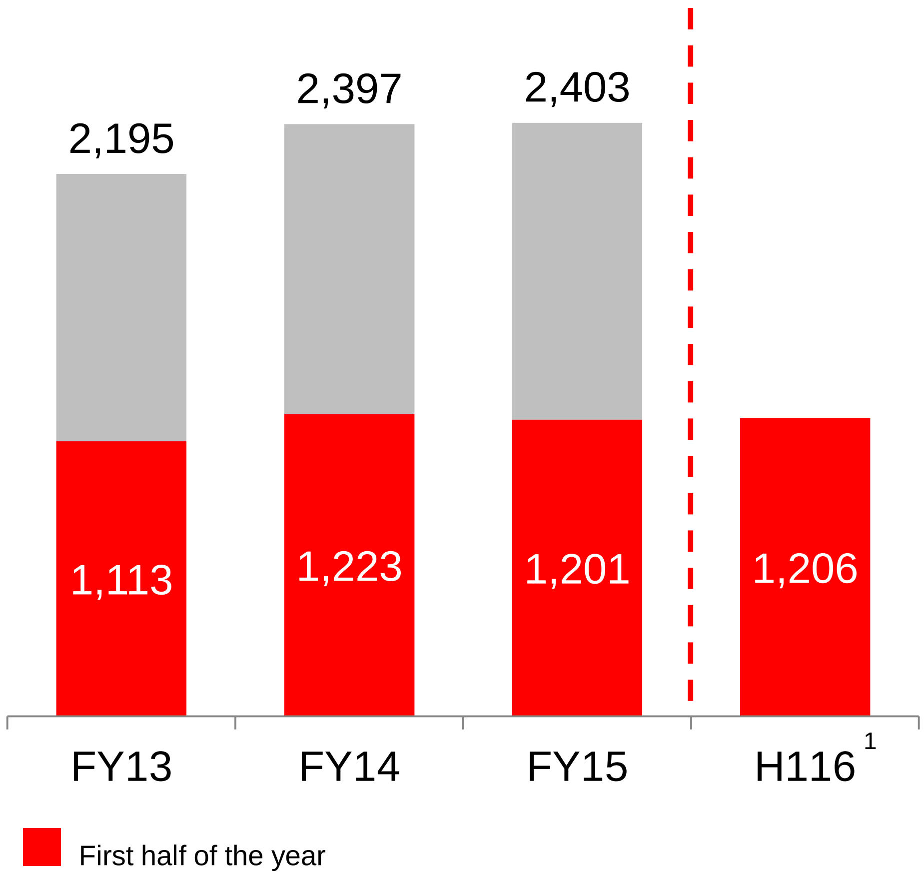
Strong credentials in chosen businesses

	2013	H116
UK corporate bonds investment grade (£)[1]	#5	#4
UK housing associations bonds[2]	#1	#1
UK syndicated loans MLA[1]	#6	#4
Arranger of UK renewable loans[3]	#9	#2

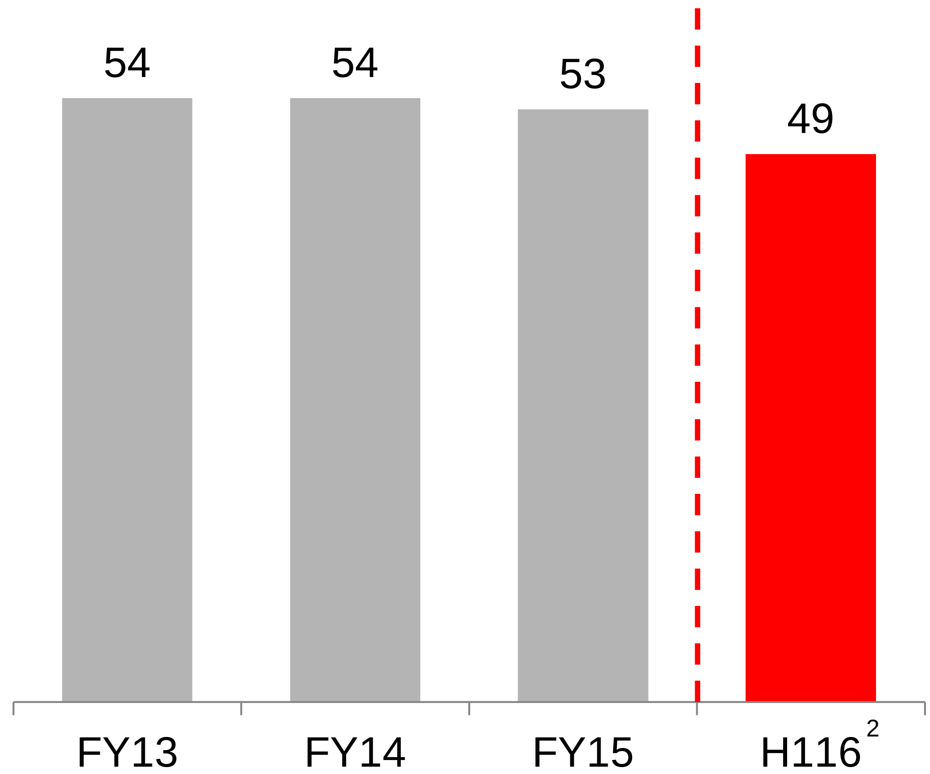
1. Source: Dealogic, Ranking by apportioned amount | 2. Source: Dealogic and Santander UK | 3. Source: Clean Energy and Santander UK

Operational efficiency well managed

Operating expenses (£m)



Cost-to-income ratio (%)



1. H116 operating expenses included £30m Banking Reform costs. Adjusting for these costs, operating expenses would have been down 2% versus H115 | 2. H116 CIR when adjusted for the £119m gain from the Visa Europe Limited shareholding sale and £30m of Banking Reform costs would have been 51%

Six areas of focus for enhanced digital experience

Credentials
I have **quick** & **easy** access to digital services

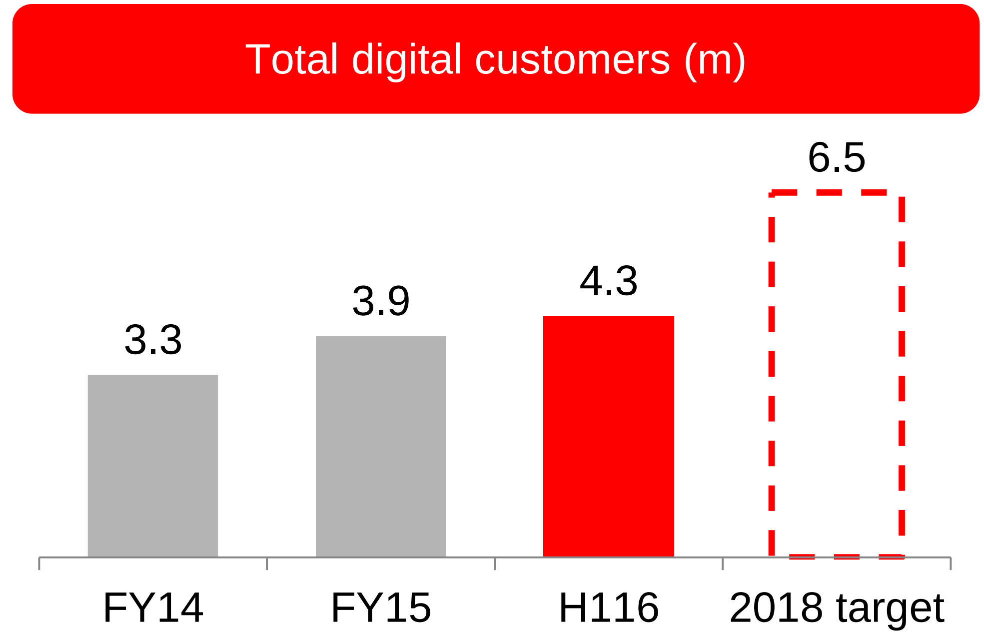
See
I can **see** all my Santander accounts

Service
I can **do** basic transactions **myself**

Buy
It is simple for me to **apply** for a new account

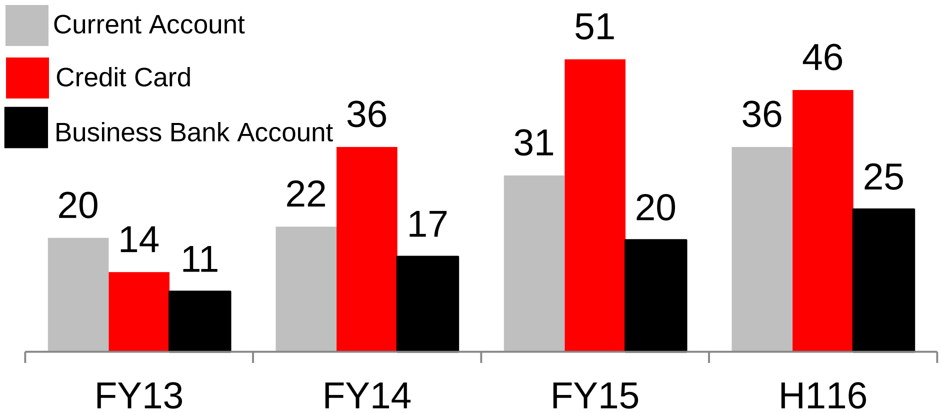
Mobile
I have access to digital services **on the move**

Analytics
We have **enablers** & **analytics** to optimise our digital services



Accelerating our digital transformation

Digital openings (% of total openings)

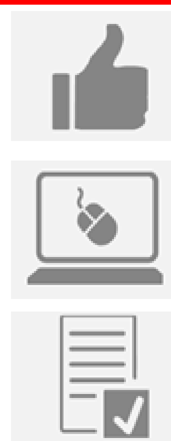


Impact of new digital functionality[1]

- 1,350 new active mobile users every day
- Over 40% of mortgages retained online
- +35% business bank account online sales
- 1 in 3 bank accounts sold online
- +110% increase in account alert switchers

Future digital developments for account openings

- Save and retrieve online application
- Instant on screen decision
- Document upload if ID is required
- Reduced number of questions
- Improved design and interaction



Key digital developments for 2016

- Launched Investment Hub, a new digital platform for customers to self manage their investments online
- Partnership with Kabbage, providing the technology platform for our Working Capital Loans solution giving UK SMEs access to same day funding
- First to introduce voice banking SmartBank app, which allows customers to verbally query card spend

1. Growth volumes H116 vs H115

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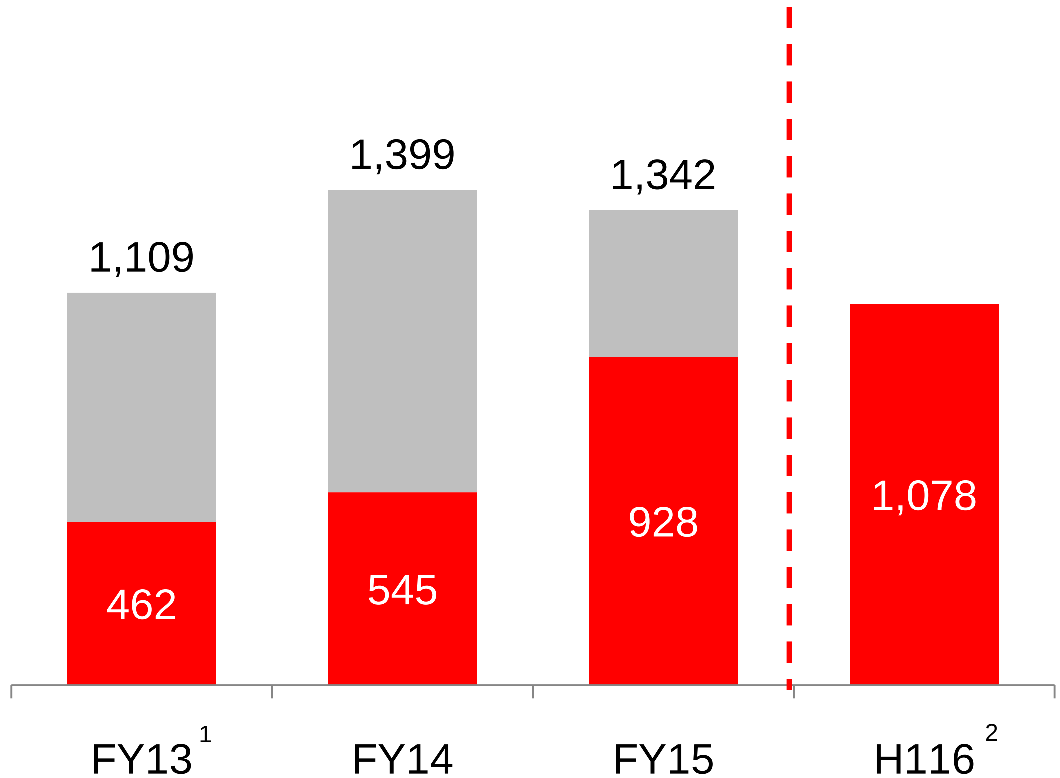
Consistently profitable, sustainable business

Profit before tax (£m)



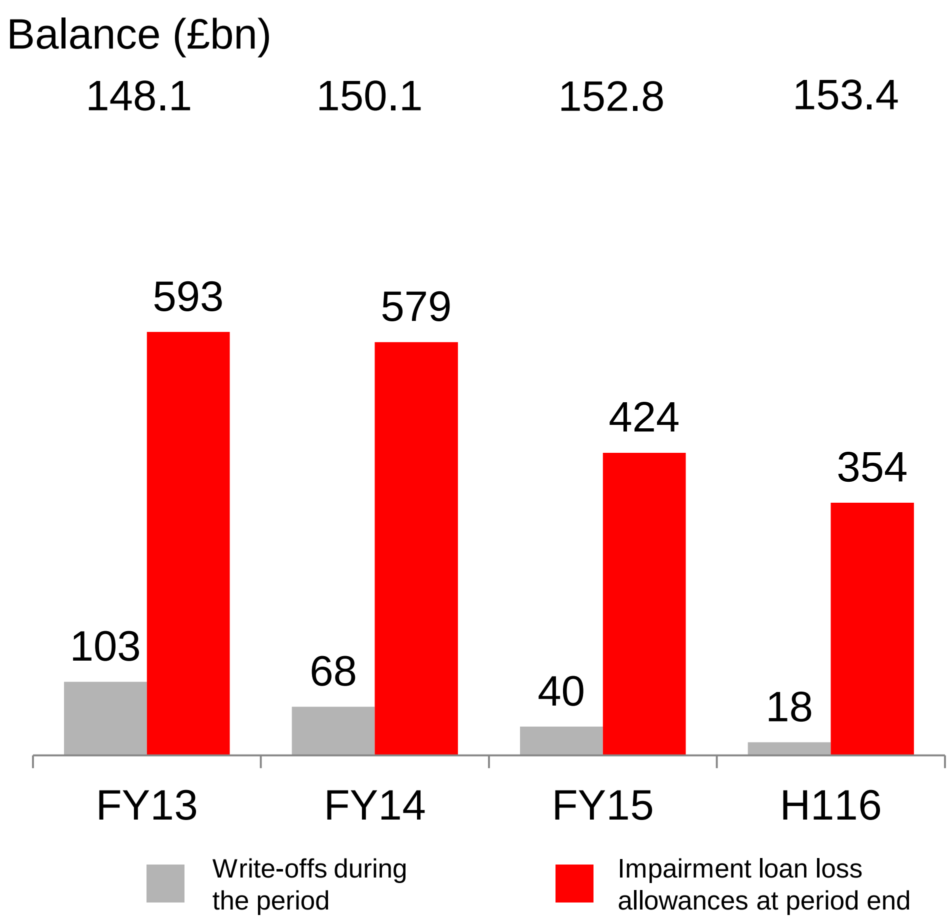
First half of the year

	FY13[1]	FY14	FY15	H116[2]
Adjusted RoTE / RoTE (%)	8.6	10.4	8.2	11.0[2]
Banking NIM (%)[3]	1.55	1.82	1.83	1.78

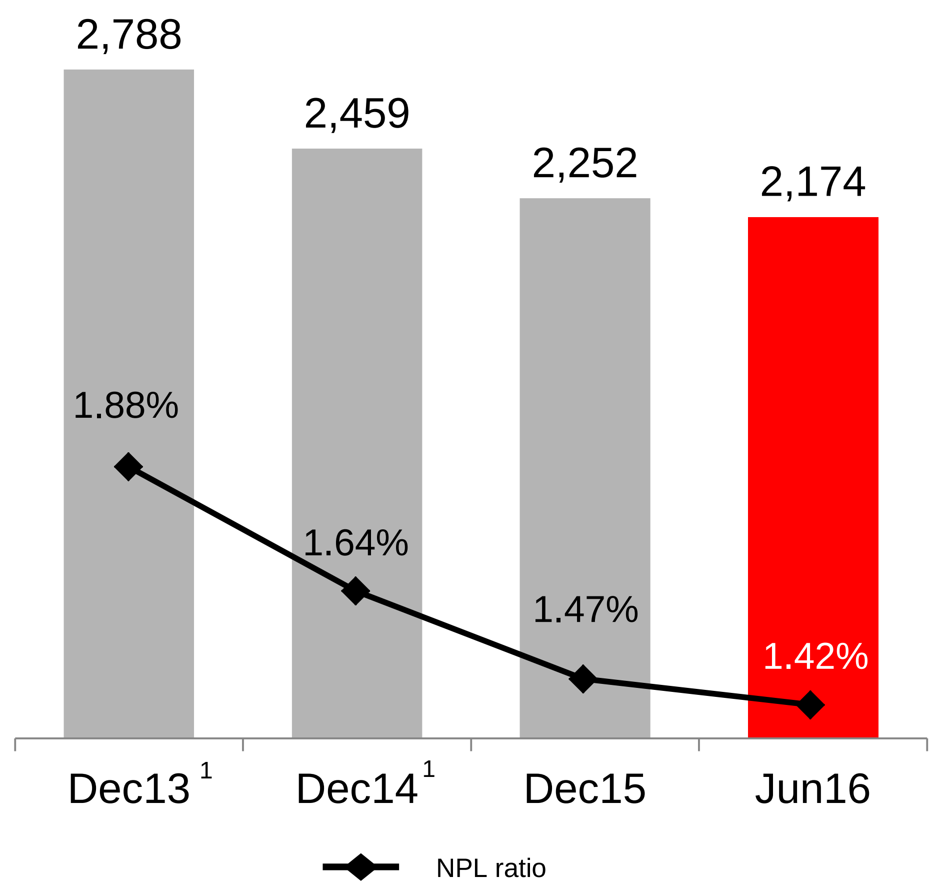
1. 2013 PBT excludes discontinued operations | 2. H116 PBT excluding Visa Europe Limited gain of £119m and Banking Reform costs of £30m, would have been £989m. H116 adjusted RoTE of 11.0% is annualised and adjusted for the UK Bank Levy and FSCS phasing that in 2015 was £101m and £76m, respectively. The gain on the sale of our Visa Europe Limited shareholding is not annualised. Statutory RoTE was 12.8% | 3. Banking NIM is calculated as annualised net interest income divided by average customer loans

Robust residential mortgage credit performance

Mortgage impairment loan loss allowances and write-offs (£m)



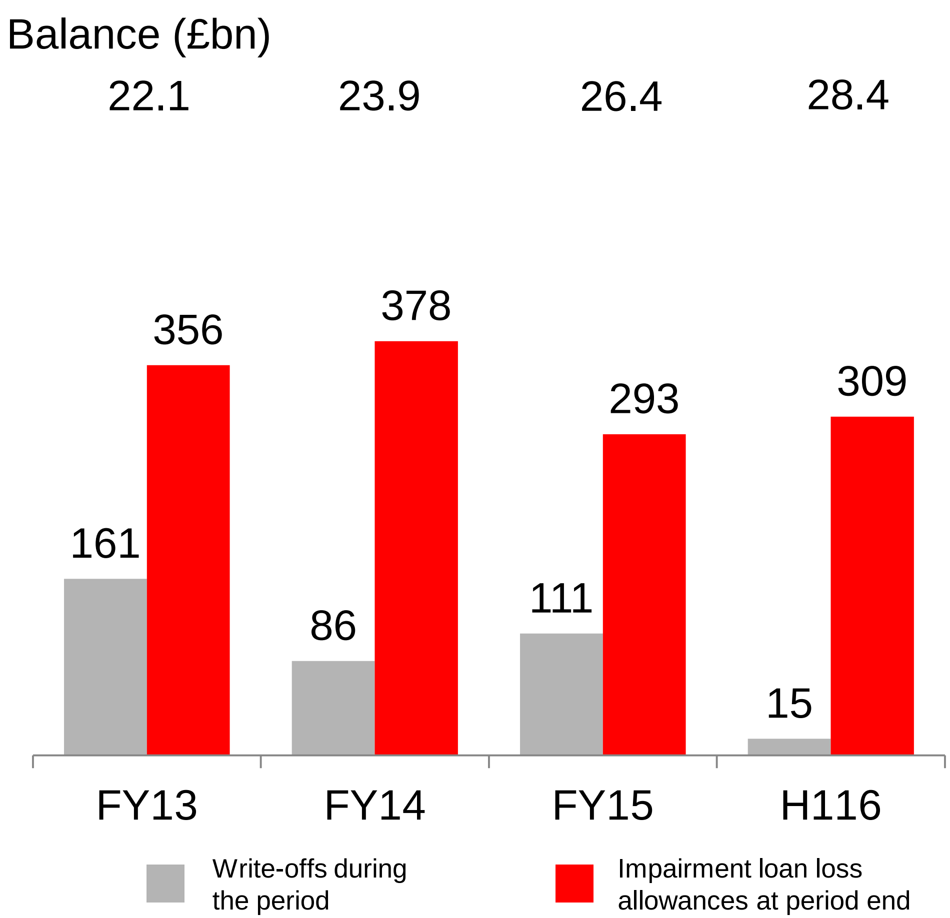
Mortgage NPLs (£m)



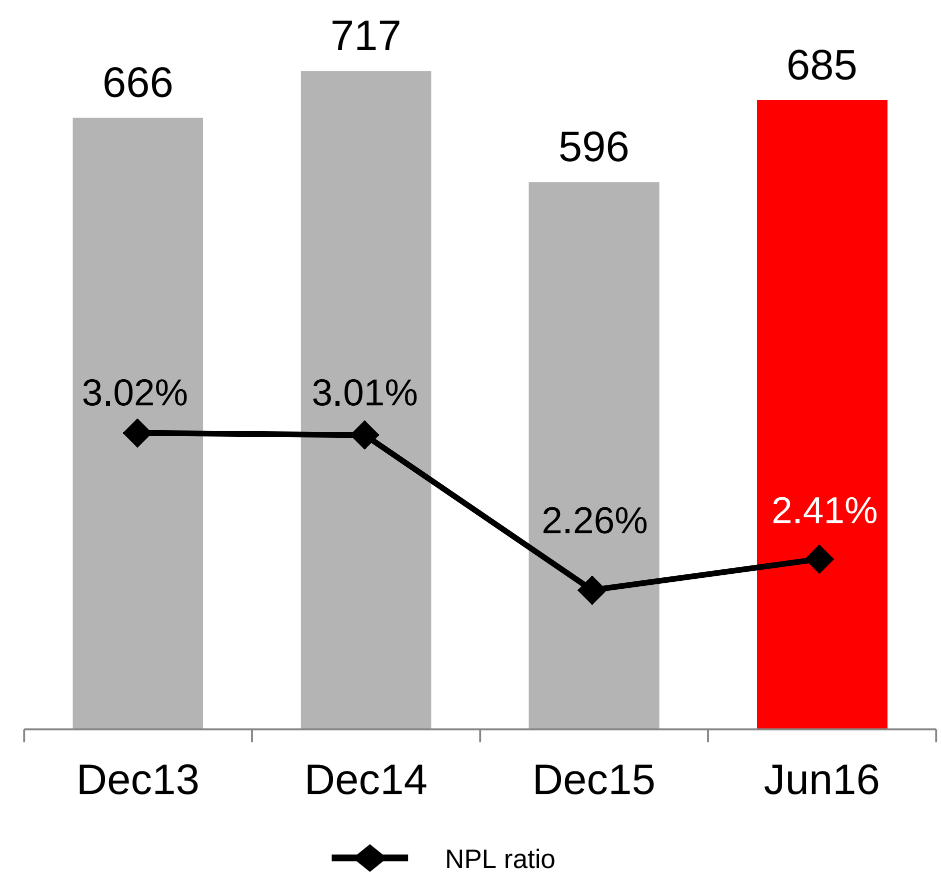
1. Residential mortgages NPL ratio for Dec13 and Dec14 excludes PIPs

Prudent approach in corporate lending

Corporate loans impairment loan loss allowances and write-offs (£m)



Corporate NPL (£m)



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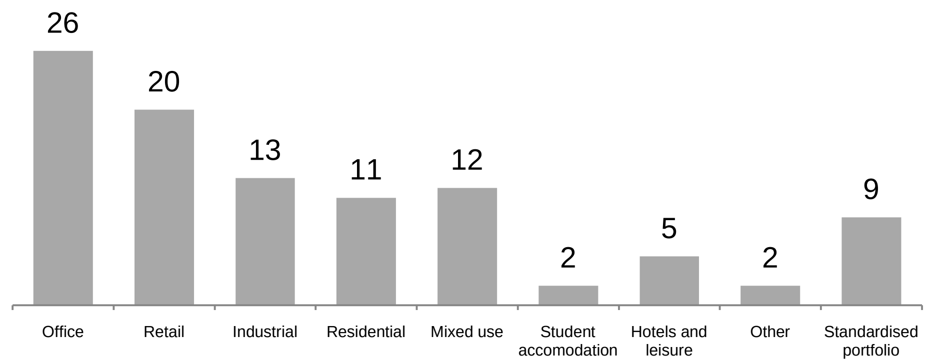
Well diversified CRE portfolio

Credit performance

	Dec15	Jun16
CRE customer loans	£9.2bn	£9.4bn
NPL ratio	1.83%	2.03%
NPL coverage ratio	43%	33%

	Dec15	Jun16
Total committed exposure	£10.5bn	£10.9bn
Up to 50% LTV	36%	38%
50% to 60% LTV	33%	35%
60% to 70% LTV	14%	10%
70% to 100% LTV	3%	2%
> 100% LTV	-	1%
Standardised portfolio[1]	10%	9%
Total with collateral	96%	95%
Development loans	4%	5%
	100%	100%

Sector analysis (stock %, Jun16)



- The CRE portfolio of £9.4bn is 33% of corporate lending and 5% of total customer loans
- The portfolio is well diversified across sectors, with no significant regional or single name concentration
- Conservative approach to new lending in H116:
  - no new business written >70% LTV
  - 96% written at or below 60% LTV
- Weighted average LTV on exposures Jun16: 52% (Dec15: 52%)

1. Consists of smaller value transactions, mainly commercial mortgages

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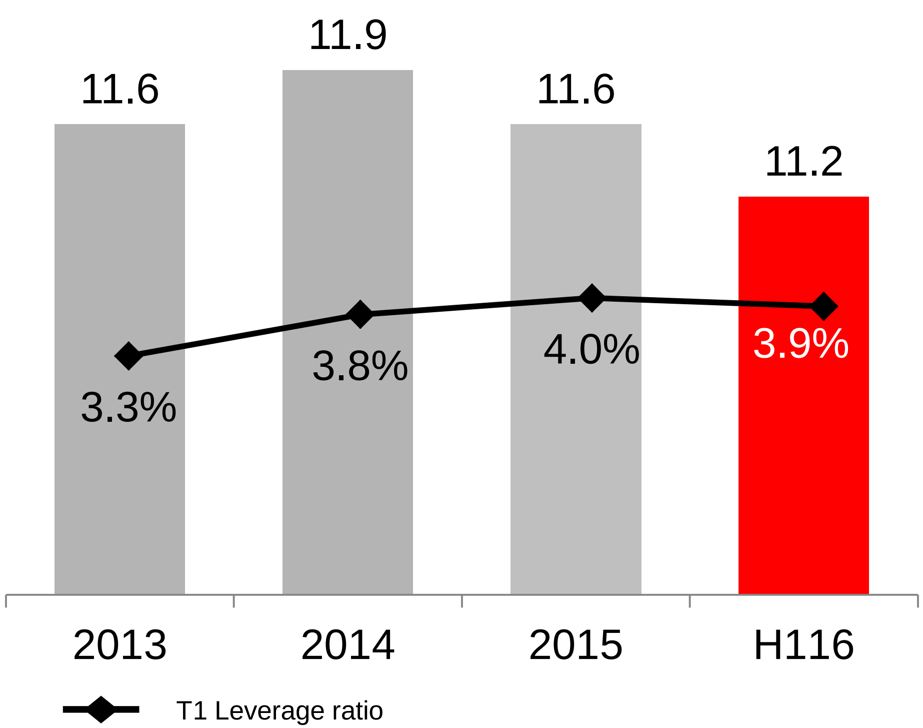
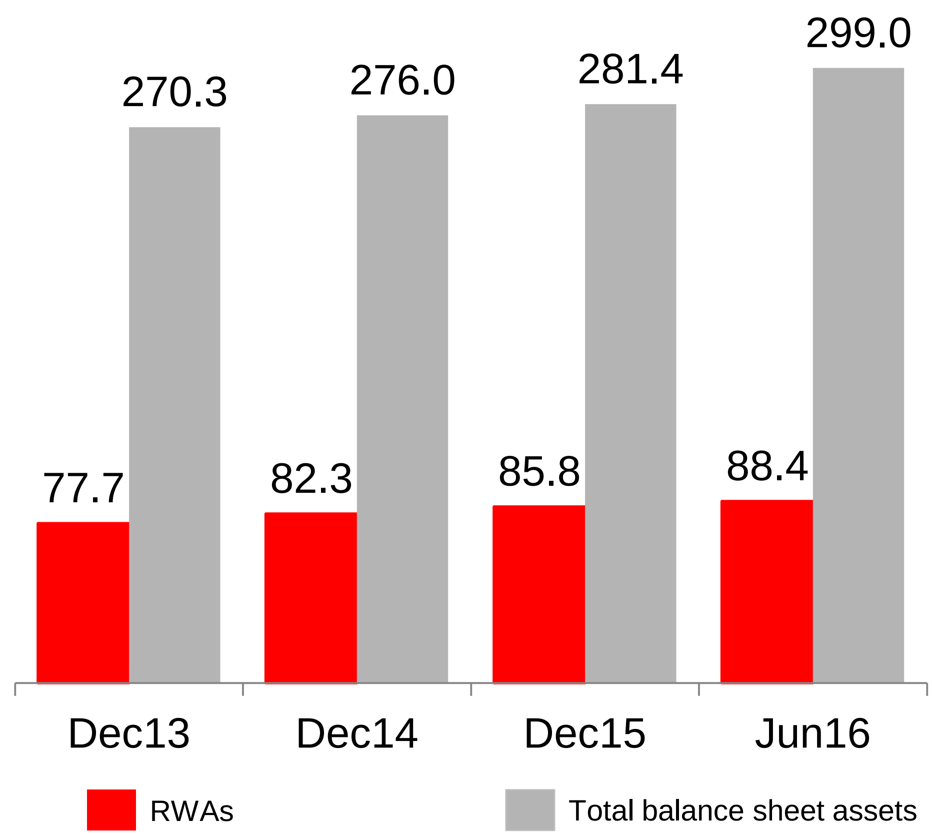
Robust capital and leverage levels

CET1 and leverage ratio (%)

H116 decline reflects market-driven accounting impacts on defined benefit pension schemes; adverse impact in the AFS portfolio, PVA, and RWA levels for credit, counterparty and market risk



Risk weighted assets and balance sheet assets (£bn)



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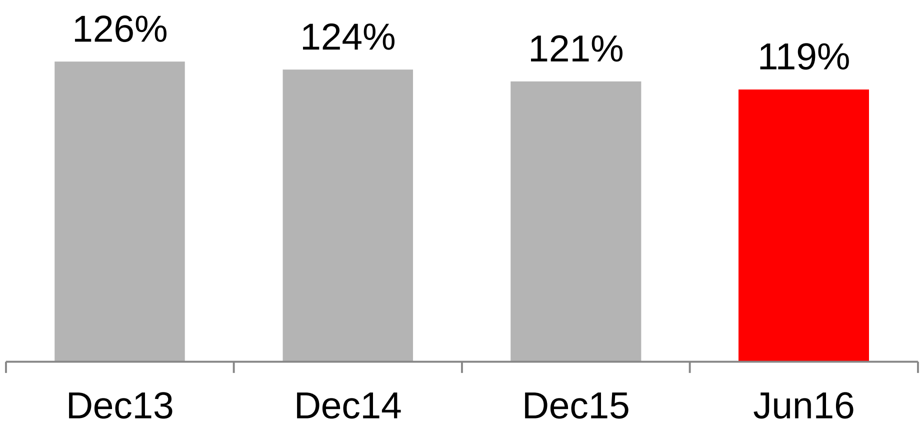
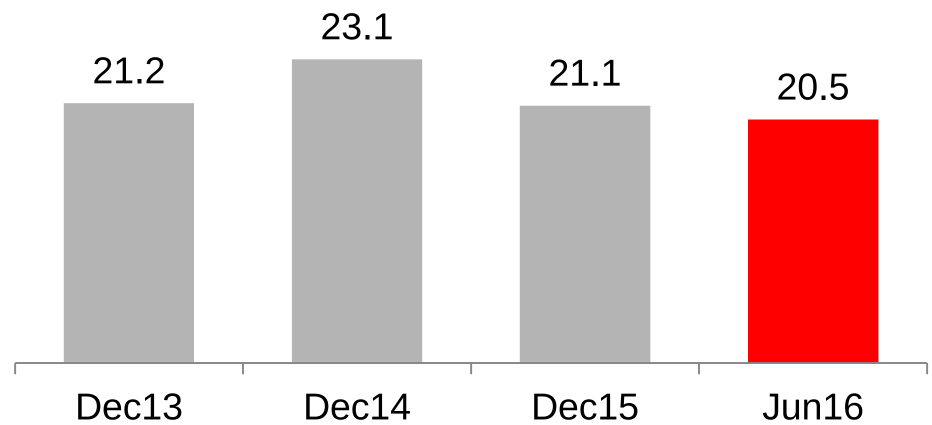
Fixed income information

Strong liquidity position

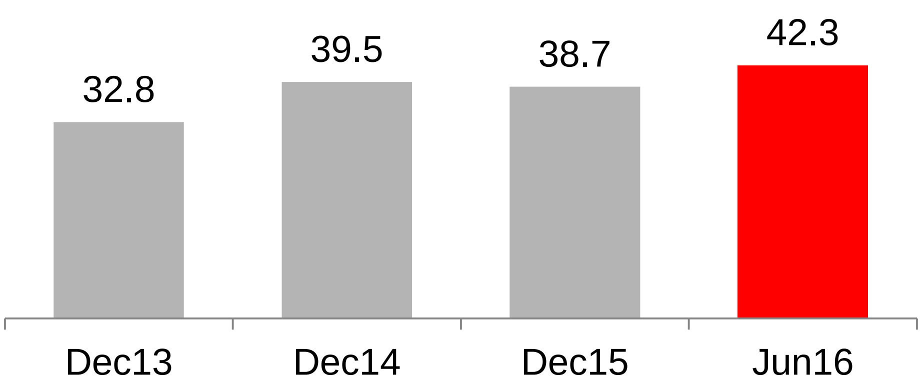
Loan-to-deposit ratio



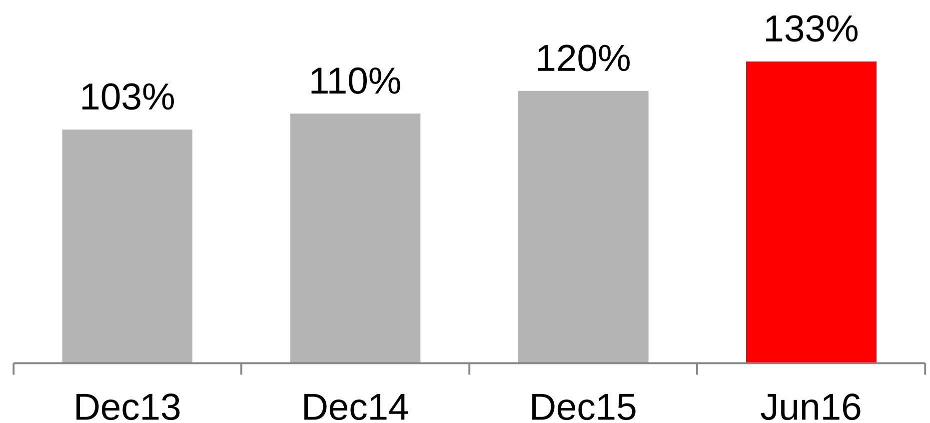
Wholesale funding with a residual maturity of less than 1 year (£bn)



LCR eligible liquidity pool (£bn)



Liquidity coverage ratio ('LCR')



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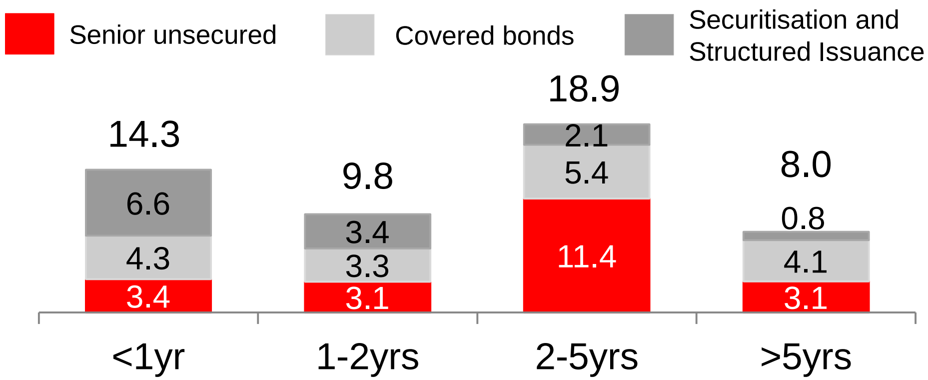
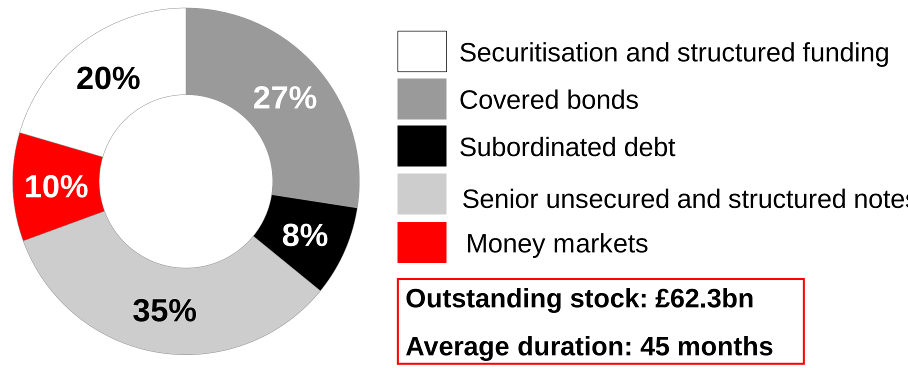
Improved funding profile with reduced encumbrance

MTF maturities (£bn, Jun16)



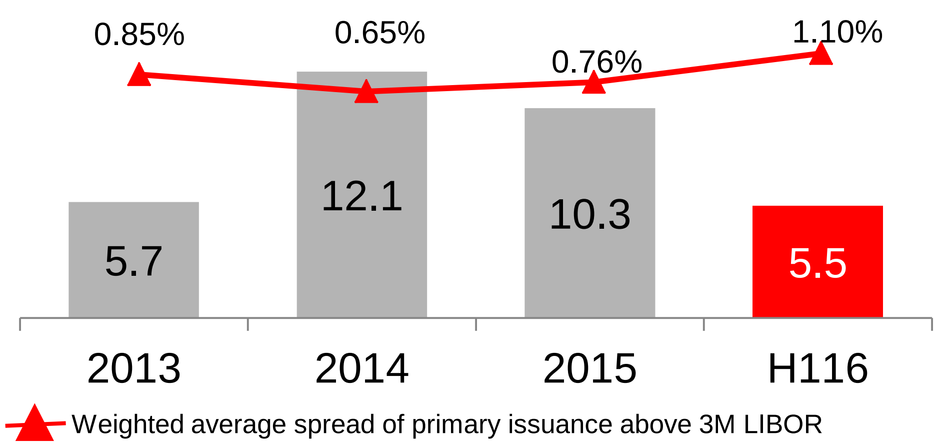
Wholesale funding stock (Jun16)



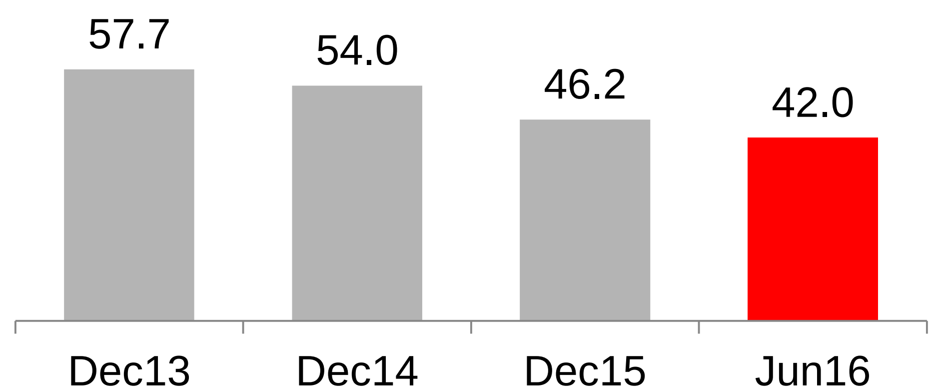
Outstanding stock: £62.3bn

Average duration: 45 months

MTF issuance (£bn) and spread[1]



Medium term funding encumbrance[2] (£bn)



1. Weighted average spread at time of issuance above GBP 3M LIBOR | 2. Mortgage encumbrance includes all mortgages assigned to Fosse, Holmes, Langton and covered bond programmes

Wholesale funding issuance model

Banco Santander – multiple point of entry resolution group
Santander UK Group Holdings plc – single point of entry resolution group

- We are required to satisfy the PRA that we can withstand capital and liquidity stresses on a standalone basis
- The PRA regulates capital and liquidity (including dividends) and large exposures

Santander UK Group wholesale funding structure

Banco Santander SA

NO GUARANTEE | 100% OWNED

Santander UK Group Holdings plc → issues
- Subordinated debt
- Senior unsecured notes

NO GUARANTEE | 100% OWNED

Santander UK plc → issues
- Mortgages used for RMBS
- Covered Bonds
- Senior unsecured notes

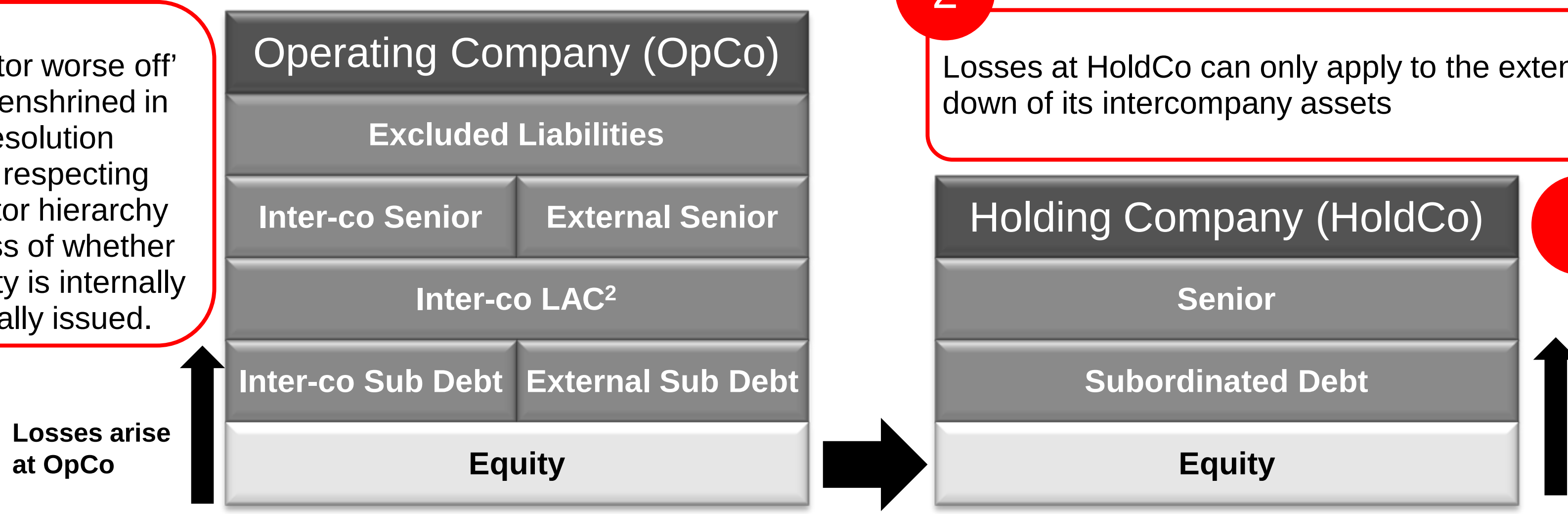
GUARANTEE | 100% OWNED

Abbey National Treasury Services plc → issues
- Structured notes
- Short term funding

UK resolution regime approach

1

'No creditor worse off' principle enshrined in the UK resolution regime – respecting the creditor hierarchy regardless of whether the liability is internally or externally issued.



2

Losses at HoldCo can only apply to the extent of any write-down of its intercompany assets

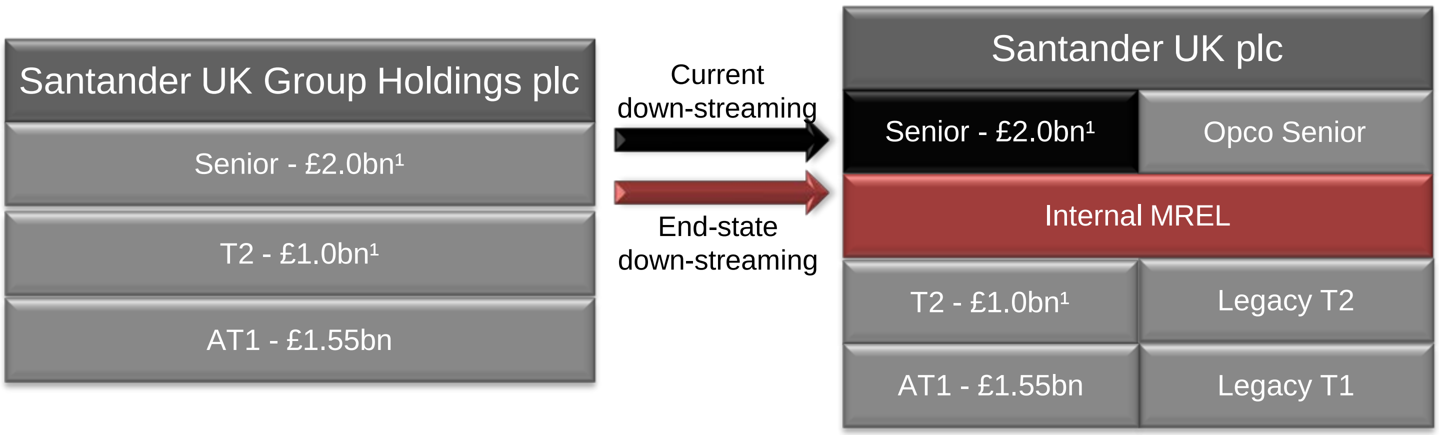
3

Losses limited to write down of intercompany assets[1]

It is important that HoldCo investors understand the nature of the down-streaming arrangements. We are committed to providing transparent disclosure around how external Santander UK Group Holdings plc debt is down-streamed to Santander UK plc

1. The write-down of the intercompany assets will be determined by the relevant authority following valuations conducted per BRRD Art 36 | 2. Inter-co Loss Absorbing Capacity ('LAC') may require terms to be included in the intercompany trade to make it subordinated to non LAC senior liabilities

Transparent HoldCo debt down-streaming model



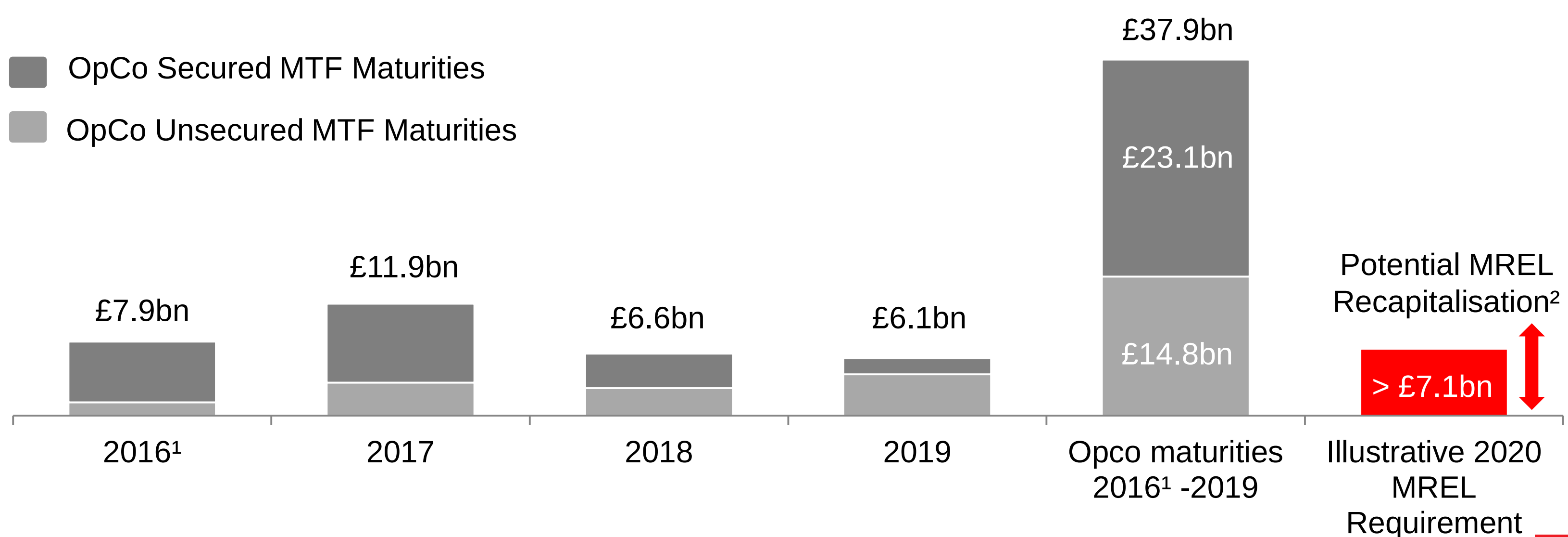
Currently all of our HoldCo debt is down-streamed into Santander UK plc ('OpCo') on an equivalent basis. Under the end-state MREL / TLAC regime HoldCo senior unsecured debt will be down-streamed in a form that is subordinated to OpCo senior unsecured debt but senior to subordinated capital instruments

1. GBP Equivalent at point of issuance

Well placed to meet end-point MREL requirement

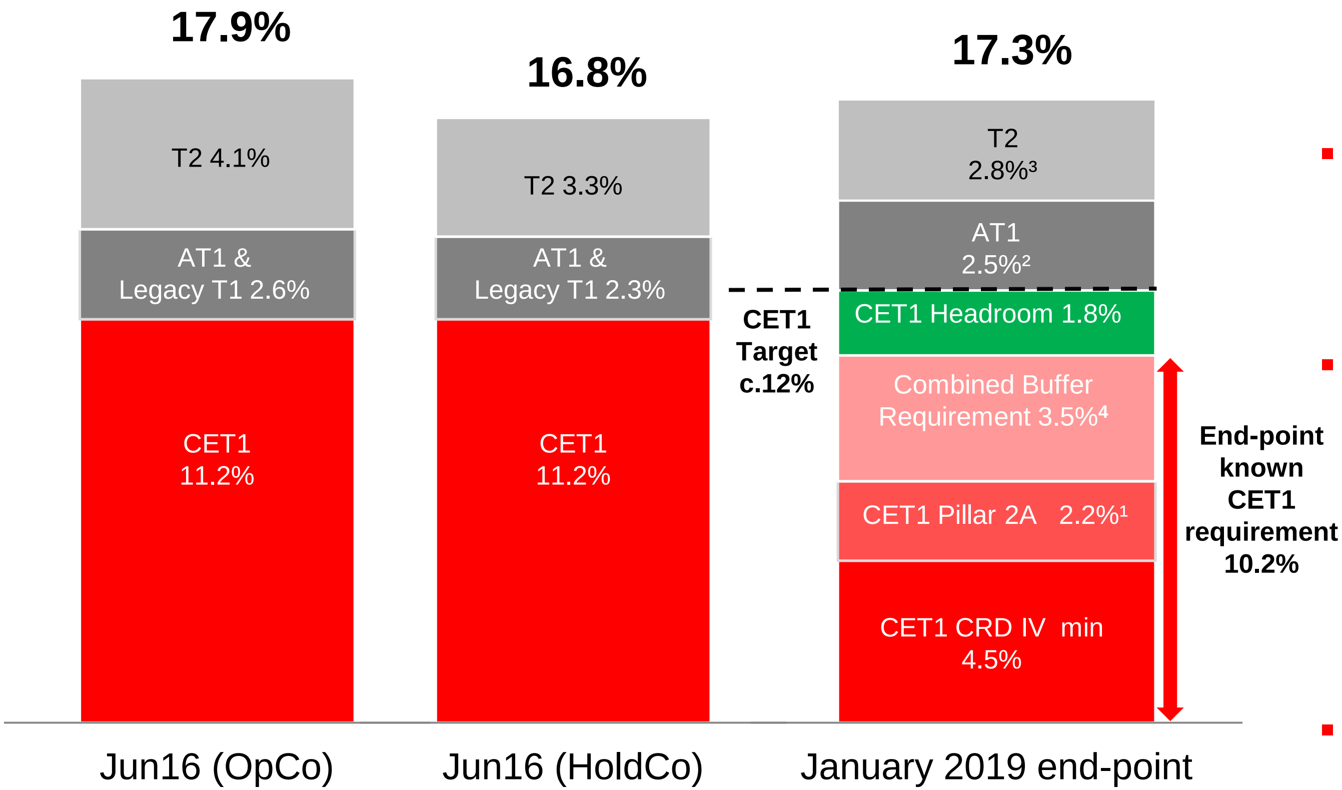
It is Santander UK's current intention to meet a portion of any regulatory loss absorbing capital requirement through issuance of senior unsecured debt from HoldCo which is down-streamed transparently in a regulatory LAC compliant form

- In Dec15 the Bank of England released its consultation on the minimum requirement for own funds and eligible liabilities (MREL), the consultation suggests that MREL requirements over and above any regulatory capital minimum will be applicable from 1 January 2020
- Based on Santander UK's £88.4bn of RWAs at Jun16, an 8% MREL recapitalisation amount would equal £7.1bn, our final MREL requirement is expected to be communicated to us later in 2016. The precise make up of the MREL stack will be dependent amongst other things on capital levels vs. capital requirements. MREL requirement will not be additive to wholesale funding requirements
- Our MREL requirement will be satisfied via a gradual refinancing of existing OpCo maturities into new HoldCo issuance



1. 2016 includes maturities post 30 June 2016 | 2. £7.1bn represents 8% of Santander UK's 30 June 2016 RWA

Well placed to meet end-point capital requirement



- HoldCo and OpCo total capital difference is driven by the recognition of minority interests
- 17.9% of RWAs is the total subordination available to senior OpCo bondholders
- The FPC has indicated that it judges the current level of capital in UK banking system to be near to appropriate levels, and expects the impact of the Basel Committee revisions to be offset by reductions in Pillar 2A capital levels for UK banks
- At 30 June 2016, Santander Group Holdings plc had £4.2bn of distributable reserves

1. Santander UK's Pillar 2A requirement was 4.0% at 1 January 2016, Pillar 2A guidance is a point in time assessment | 2. Current minimum AT1 regulatory requirement is Pillar 1 1.5% and Pillar 2A 0.8%, however Santander UK expects to issue up to its leverage ratio eligible amount which is currently equal to 2.5% of RWA | 3. Current minimum T2 requirement is Pillar 1 2.0% and Pillar 2A 1.0%, however 0.2% of the T2 requirement will be satisfied from 0.2% of the 2.5% AT1 issuance | 4. Combined Buffer Requirement of 3.5% is made up of a 2.5% capital conservation buffer, a 1% systemic risk buffer (note this applicable from 2019 for the ring-fence bank). Currently the countercyclical buffer is set at 0%

Credit ratings – July 2016

		S&P	Moody's	Fitch
Santander UK Group Holdings plc	Senior unsecured outlook	BBB stable	Baa1 negative	A positive
Santander UK plc	Senior unsecured outlook	A negative	A1 stable	A positive
	Short-term	A-1	P-1	F-1
	Standalone rating	bbb+	a3	baa1

- Following the results of the UK referendum on EU membership, S&P and Moody's changed the ratings outlook on most major UK banks operating companies because of the medium term impact of political and market uncertainty
- S&P affirmed the long term rating for Santander UK Group Holdings at BBB with a stable outlook. The long term rating for Santander UK plc was affirmed at A, and outlook changed to negative from stable
- Moody's also affirmed all of our ratings, with a change to the senior unsecured outlook to stable from positive
- Fitch affirmed the long-term credit rating for Santander UK plc to A with a positive outlook in May16

Other information

Well positioned as the only full service scale challenger

Unique position with meaningful scale and opportunity…

14m active customers

£141.1bn retail liabilities

£153.4bn mortgages

£28.4bn corporate assets

Retail Banking

849 branches[1]

4.3m digital customers

Commercial Banking and GCB

69 Corporate Business Centres

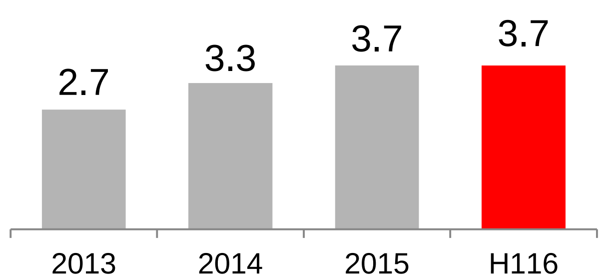
716 Relationship Managers

350 Large corporate customers

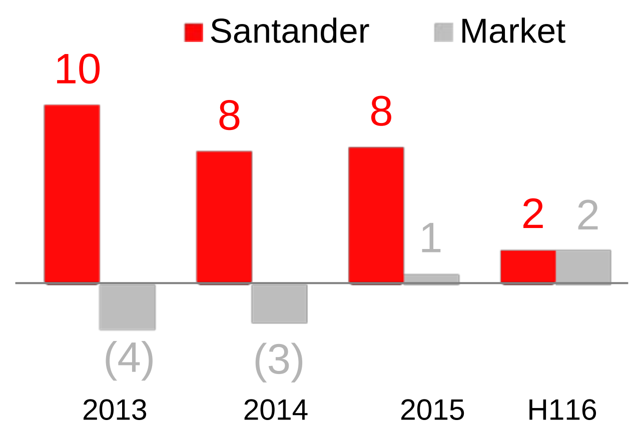
Our purpose	To help people and businesses prosper
Our aim	To be the best retail and commercial bank, earning the lasting loyalty of our people, customers, shareholders and communities
Our values	Simple | Personal | Fair

…successfully challenging the big banks

Loyal retail customers



SME lending[2] (%, YoY growth)



1. Includes agencies | 2. Source market: Bank of England (May16), H116 vs H115

Our proposed ring-fencing business model

Banco Santander

Santander UK Group Holdings plc

Santander UK[1]

Simple assets, liabilities and payment products for:

- Retail Banking customers
- Business Banking customers
- SME customers

Santander Corporate Bank

Simple assets, liabilities and payments, as well as complex (FX, IRD, DCM) products for:

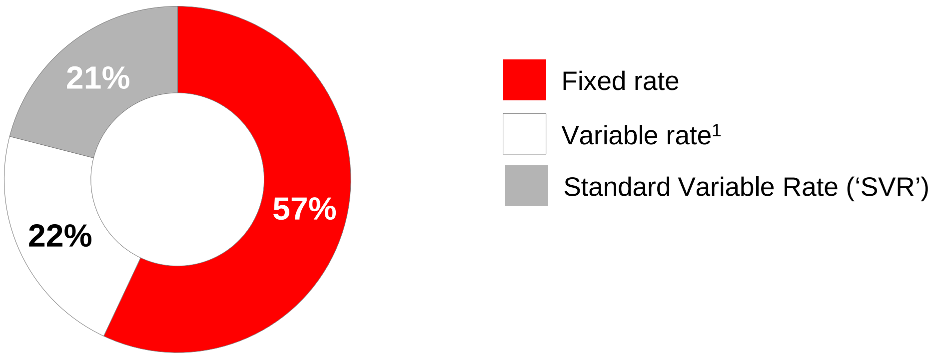
- SME customers
- Mid/Large Corporates
- Global customers

A retail and small business bank and a dedicated corporate bank will meet the distinct needs of the differing segments of our customer base

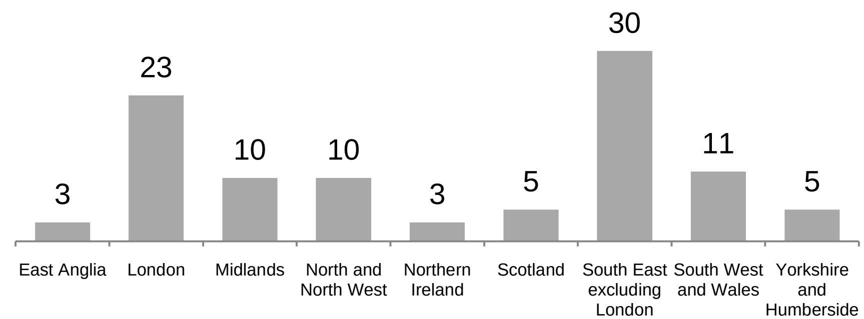
1. Illustration of Santander UK's near final ring-fencing plans. These plans are subject to regulatory approvals

Prime residential mortgage book of £153.4bn

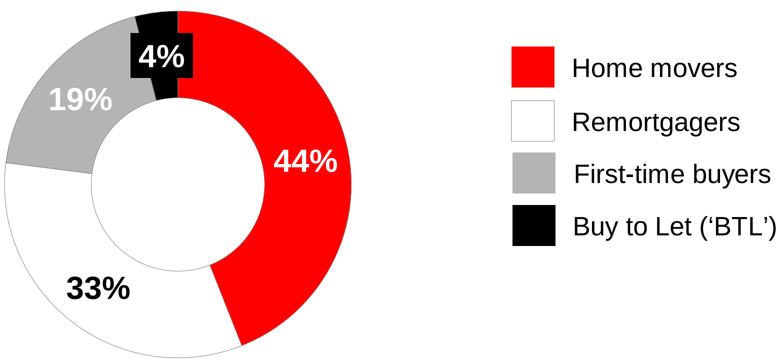
Mortgage product profile (stock, Jun16)



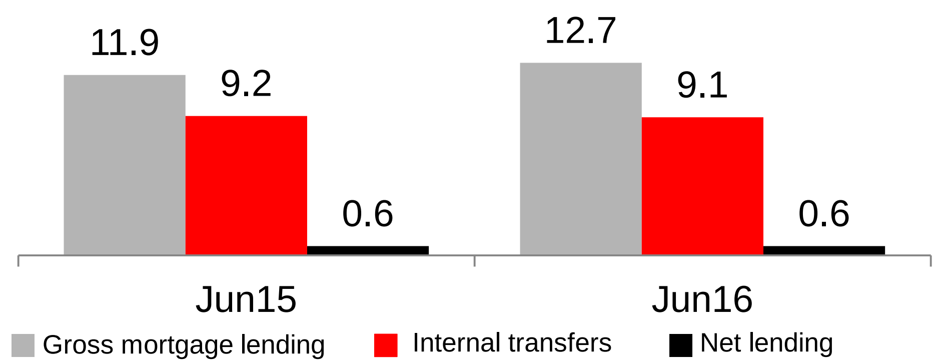
Geographical distribution (stock %, Jun16)



Mortgage borrower profile (stock, Jun16)



Mortgage lending (£bn)



35% interest only mortgages (Dec15: 36%)[2]

c.80% of maturing customers retained[3]

1. Variable rate includes tracker and base rate linked products | 2. Full interest only loans and the element of part-and-part attribution to interest only balances |
3. Refer to Appendix 1 in the Q216 Quarterly Management Statement for a full definition

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Consistently prudent mortgage lending criteria

Mortgage loan distribution

	Dec15	Jun16
Loan size distribution (stock)		
Less than £0.25m	75.0%	73.2%
£0.25m - £0.5m	19.0%	20.2%
£0.5m - £1m	5.2%	5.8%
£1m - £2m	0.7%	0.8%
Over £2m	0.1%	0.1%
Average loan size distribution (new business)		
London and South East	£248k	£264k
Rest of UK	£136k	£142k
All UK	£186k	£199k
Loan-to-income multiple[1]	3.10	3.13

Loan to value ('LTV')

	Dec15	Jun16
Simple average LTV[2]		
new lending	65%	65%
stock	45%	44%
Indexed LTV distribution (stock)		
> 85% - 100%	6%	4%
> 100%	2%	1%
New lending % with LTV > 85%	16%	15%

12,000 first-time buyers (£2.0bn gross lending)
7,200 BTL mortgages (average LTV of 70%)

1. Average earnings multiple of new business at inception in the periods | 2. Unweighted average loan-to-value of all accounts

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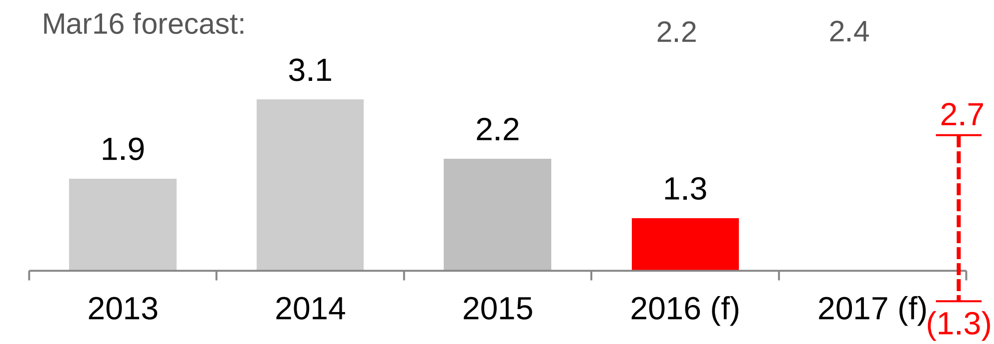
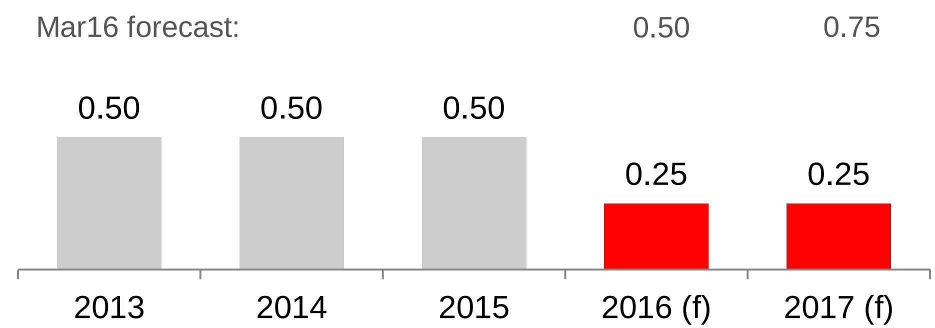
Uncertain UK economic outlook

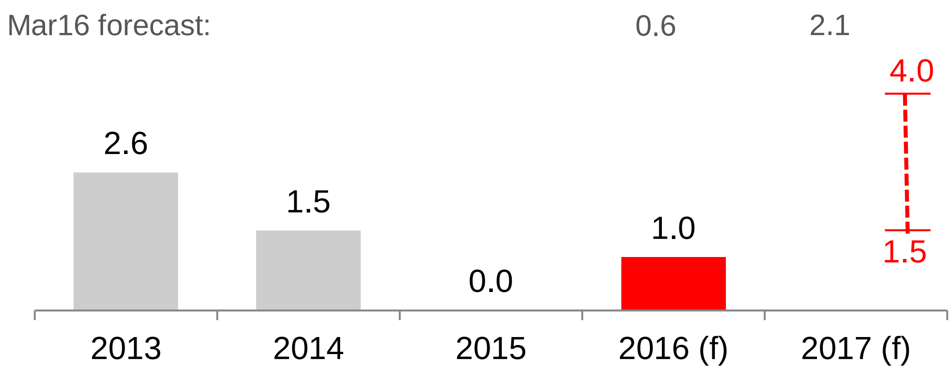
Annual GDP[1] growth (%, annual average)



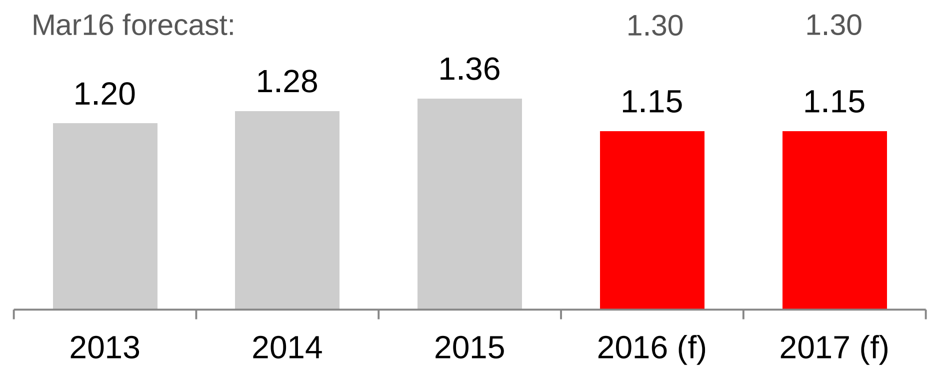
Bank of England base rate (%, year end)



Annual CPI[2] inflation rate (%, annual average)



GBP/Euro exchange rates (year end)



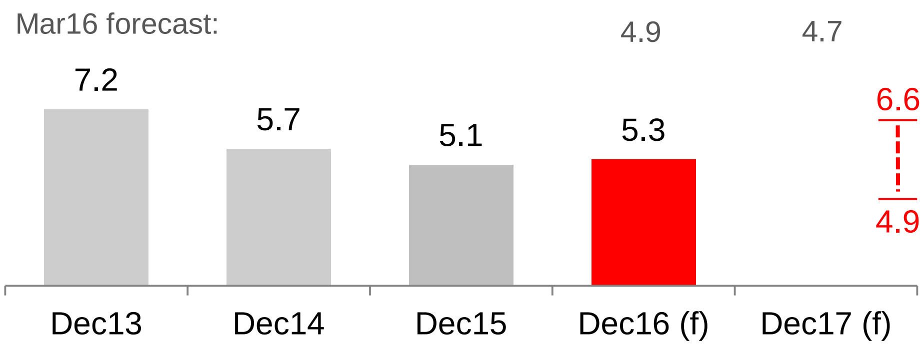
The current economic forecasts are of different trajectory to that previously envisaged.
Further data is required to help validate alternative outlooks

Source: Office for National Statistics and Bank of England. 2016 (f) are forecasts by Santander UK. Ranges for 2017 from HM Treasury comparison, July 2016.
2017 range is for Q4

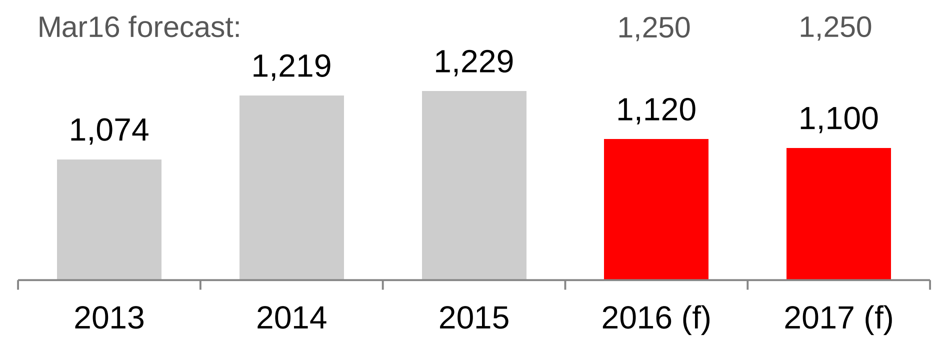
1. Data revisions in the Q116 ONS Quarterly National Accounts (published 30 June 2016) | 2. Consumer Price Index

Housing and labour markets could come under pressure

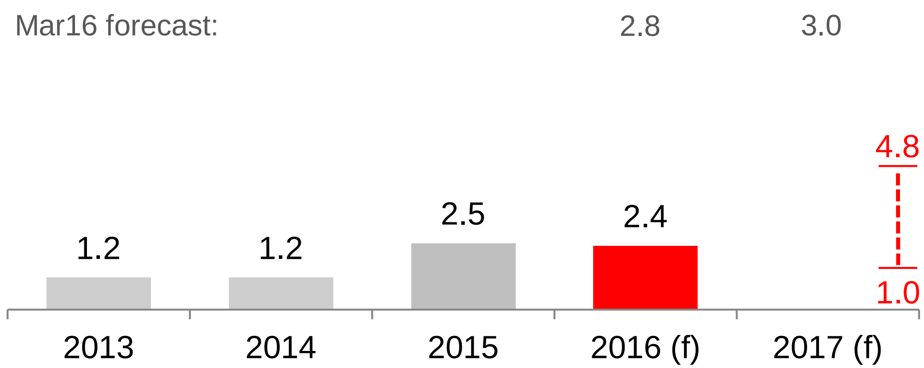
Unemployment rate (ILO[1])



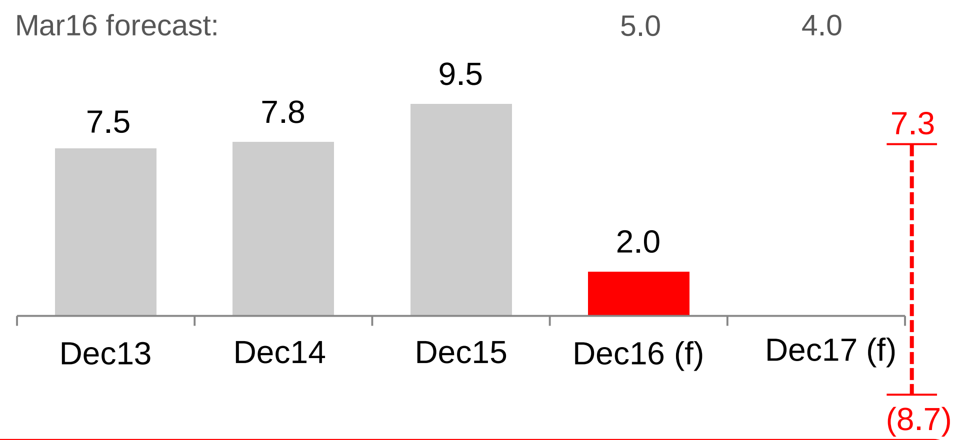
Property transactions (sa[2], 000s)



Average weekly earnings (annual, % inc. bonuses)



House prices[3] (%)



The current economic forecasts are of different trajectory to that previously envisaged.
Further data is required to help validate alternative outlooks

Source: Office for National Statistics and Bank of England. 2016 (f) and are forecasts by Santander UK. Ranges for 2017 from HM Treasury comparison, July 2016.
1. International Labour Organisation | 2. Seasonally adjusted | 3. Halifax house prices (Source: Lloyds Banking Corporation)

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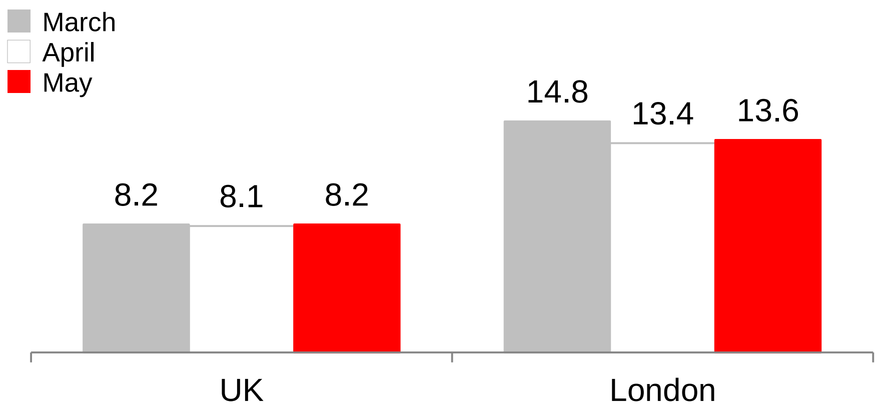
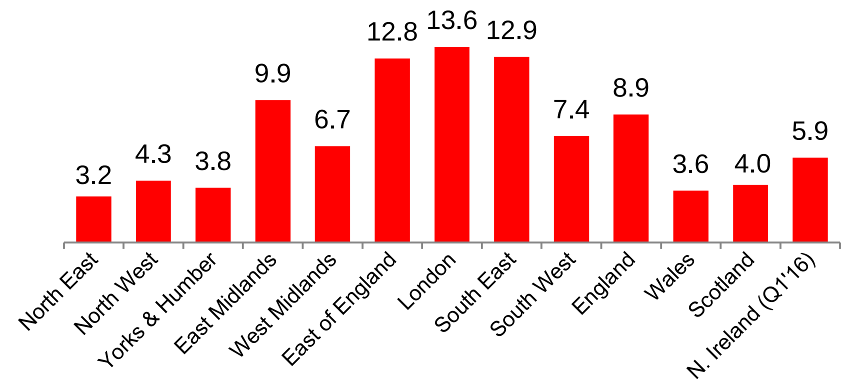
Housing market expected to slow in H216

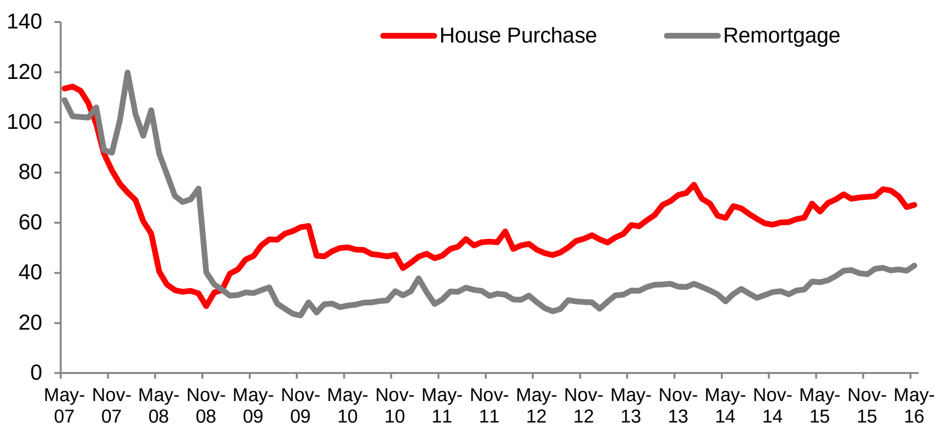
House price change (annual %, nsa[1])



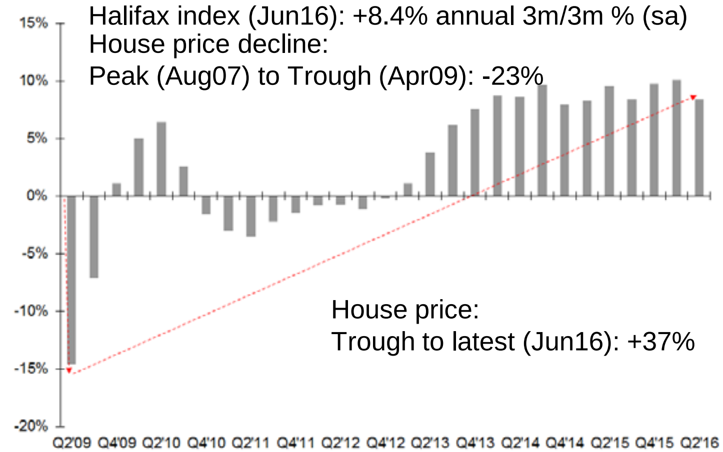
House price change by region May16 (annual %, nsa[1])



House purchase and remortgage approvals (000s, sa[2])



House price inflation (annual %, sa[2])



Sources: House price change and House price change by region May16 (annual %, nsa): Office for National Statistics. House purchase and remortgage approvals to May16 (000s, sa): Bank of England. House price inflation (annual %, sa): Halifax (Lloyds Banking Group)

1. nsa: not seasonally adjusted | 2. sa: seasonally adjusted

www.aboutsantander.co.uk

- **Results and Presentations**

  Quarterly, half yearly and
  annual financial results and presentations

- **Debt Investors**

  Funding information and details of the covered bond, securitisation and other debt issuance programmes

- **Glossary**

  A glossary of the main terms is available at: www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary

- **Key dates**

  Group Strategy update, London: 30 September 2016

  Q316 results: 26 October 2016

  Q416 results: 25 January 2017

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