SUPPLEMENT DATED 9 MAY 2016
TO THE BASE PROSPECTUS DATED 30 NOVEMBER 2015

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**"), 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 30 November 2015 relating to the Structured Note and Certificate Programme (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 constitutes a supplementary prospectus for the purposes of Article 16 of the Prospectus Directive and 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 Structured Note and Certificate 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 by this Supplement certain sections of the Santander UK plc Annual Report for year ended 31 December 2015 and Abbey National Treasury Services plc Annual Report for year ended 31 December 2015 (as specified in Schedule 1 hereto); (ii) incorporating by reference into the Base Prospectus by this Supplement the unaudited consolidated financial information of Santander UK plc for the three months ended 31 March 2016 (the "**Quarterly Financial Information**") and (iii) updating the Summary of the Programme commencing on page 1 of the Base Prospectus (as described 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 Base Prospectus. There has been no significant change in the financial position of Santander UK plc and its subsidiaries since 31 March 2016 (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@santander.co.uk

The date of this Supplement is 9 May 2016.

SCHEDULE 1

PUBLICATION OF ANNUAL REPORT AND QUARTERLY FINANCIAL INFORMATION

1. Santander UK plc

1.1 On 25 February 2016, Santander UK plc published its Annual Report for the year ended 31 December 2015 (the "**Santander UK 2015 Annual Report**") which contained the following information which is hereby incorporated in, and forms part of, Base Prospectus:

- Santander UK 2015 Annual Report (which include the audited consolidated annual financial statements of the Guarantor), excluding the sections entitled "Risk factors" on pages 300 to 320 inclusive thereof and "Contact and other information" on page 321.

1.2 On 27 April 2016, Santander UK Group Holdings plc, the immediate parent company of Santander UK plc, published its unaudited quarterly management statement for the three months ended 31 March 2016 (the "**Quarterly Management Statement**").

The content of Appendix 4 appearing on page 24 of such Quarterly Management Statement, which contains the Quarterly Financial Information of Santander UK plc, is hereby incorporated in, and forms part of the Base Prospectus.

2. Abbey National Treasury Services plc

On 26 February 2016, Abbey National Treasury Services plc published its Annual Report for the year ended 31 December 2015 (the "**ANTS 2015 Annual Report**") which contained the following information which is hereby incorporated in, and forms part of, the Base Prospectus:

- ANTS 2015 Annual Report (which include the audited consolidated annual financial statements of the Issuer), excluding the sections entitled "Risk factors" on pages 164 to 184 inclusive thereof and "Contact and other information" on page 185.

Copies of the Santander UK 2015 Annual Report, the ANTS 2015 Annual Report of the Quarterly Management Statement and have been submitted to the National Storage Mechanism (available for viewing at: http://www.morningstar.co.uk/uk/NSM).

The relevant sections of the Santander UK 2015 Annual Report are available at:

http://www.santander.co.uk/csdlvlr/ContentServer?c=SANDocument_C&pagename=WCSUKPublicaLte%2FSANDocument_C%2FSANDocumentPreview&cid=1324582192027

The relevant sections of the ANTS 2015 Annual Report are available at:

http://www.santander.co.uk/csdlvlr/ContentServer?c=SANDocument_C&pagename=WCSUKPublicaLte%2FSANDocument_C%2FSANDocumentPreview&cid=1324582200140

The relevant sections of the Quarterly Management Statement listed above are also available for viewing at:

http://www.santander.co.uk/csdlvlr/ContentServer?c=SANDocument_C&pagename=WCSUKPublicaLte%2FSANDocument_C%2FSANDocumentPreview&cid=1324582346639

SCHEDULE 2

SUPPLEMENT TO THE SUMMARY

SECTION B – ISSUER AND GUARANTOR

ISSUER:

The summary document which forms part of the Base Prospectus is hereby supplemented below following the publication of the Abbey National Treasury Services plc Annual Report for year ended 31 December 2015 by deletion of Element B.12 relating to Abbey National Treasury Services plc commencing on page 3 of the Base Prospectus and its replacement with the following:

B.12 **Selected historical key financial information**

The audited consolidated balance sheet as at 31 December 2014 and 31 December 2015 and audited consolidated income statement for each of the years ended 31 December 2014 and 31 December 2015 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:

Consolidated Balance Sheet (extracted from the Issuer's financial report for the year ended 31 December 2015)

	31 December 2015 (audited) £m	31 December 2014 (audited) £m
Assets		
Cash and balances at central banks	**2,279**	4,460
Trading assets	**23,649**	21,373
Derivative financial instruments	**24,875**	25,792
Financial assets designated at fair value	**2,130**	2,577
Loans and advances to banks	**21,544**	11,344
Loans and advances to customers	**32,455**	38,285
Loans and receivables securities	**15**	22
Available-for-sale securities	**1,168**	2,525
Macro hedge of interest rate risk	**521**	935
Intangible assets	**25**	13
Property, plant and equipment	**12**	10
Other assets	**194**	133
Total assets	**108,867**	107,469
Liabilities		
Deposits by banks	**21,333**	17,416
Deposits by customers	**2,838**	4,523
Trading liabilities	**12,722**	15,333
Derivative financial instruments	**25,178**	26,607
Financial liabilities designated at fair value	**2,016**	2,848
Debt securities in issue	**40,811**	36,799
Macro hedge of interest rate risk	**-**	39
Other liabilities	**163**	255
Provisions	**44**	32
Current tax liabilities	**104**	224
Deferred tax liabilities	**15**	12
Total liabilities	**105,224**	104,088
Equity		
Share capital	**2,549**	2,549
Retained earnings	**1,027**	761
Other reserves	**67**	71
Total shareholders' equity	**3,643**	3,381
Total liabilities and equity	**108,867**	107,469

	Consolidated Income Statement (extracted from the Issuer's financial report for the year ended 31 December 2015)	**31 December 2015 (audited) £m**	31 December 2014 (audited) £m
	Interest and similar income	**1,495**	2,518
	Interest expense and similar charges	**(1,223)**	(2,483)
	Net interest income/(expense)	**272**	35
	Net fee and commission income	**114**	122
	Net trading and other income	**252**	299
	Total operating income	**638**	456
	Operating expenses before impairment losses, provisions and charges	**(255)**	(256)
	Impairment losses on loans and advances	**5**	(30)
	Provisions for other liabilities and charges	**(43)**	(32)
	Total operating impairment losses, provisions and charges	**(38)**	(62)
	Profit before tax	**345**	138
	Tax on profit	**(79)**	(17)
	Profit after tax for the year	**266**	121
	Attributable to:		
	Equity holders of the parent	**266**	121
	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 2015 and there has been no material adverse change in the prospects of the Issuer since 31 December 2015.		

GUARANTOR:

The summary document which forms part of the Base Prospectus is hereby supplemented below following the publication of the Santander UK plc Annual Report for year ended 31 December 2015 by deletion of Element B.12 relating to Santander UK plc commencing on page 6 of the Base Prospectus and its replacement with the following:

	B.12 Selected historical key financial information		
	The audited consolidated balance sheet as at 31 December 2015, and audited consolidated income statement for the year ended 31 December 2015, have been extracted without any adjustment from, and should be read in conjunction with, the Guarantor's consolidated financial statements in respect of the dates and periods. The audited consolidated balance sheet as at 31 December 2014, and audited consolidated income statement for the year ended 31 December 2014, as set out below have been extracted from, and should be read in conjunction with, the Guarantor's audited consolidated annual financial statements for the financial year ended 31 December 2014 and reflect the adjusted figures. The unaudited summary of segmental balance sheet assets and liabilities as of 31 March 2016 and 31 December 2015 and unaudited summarised consolidated income statement for the three months ended 31 March 2016 and 31 March 2015 have been extracted without any adjustment from the unaudited quarterly management statement for the three months ended 31 March 2016 of Santander UK Group Holdings plc (the **Quarterly Management Statement**), the immediate parent company of the Guarantor.		
	Consolidated Balance Sheet (extracted from the Guarantor's financial report for the year ended 31 December 2015)	**31 December 2015 (audited) £m**	31 December 2014 (audited) £m
	Assets		
	Cash and balances at central banks	**16,842**	22,562
	Trading assets	**23,961**	21,700
	Derivative financial instruments	**20,911**	23,021
	Financial assets designated at fair value	**2,398**	2,881
	Loans and advances to banks	**3,548**	2,057

Loans and advances to customers	**198,045**	188,691
Loans and receivables securities	**52**	118
Available-for-sale securities	**9,012**	8,944
Macro hedge of interest rate risk	**781**	963
Interests in other entities	**48**	38
Intangible assets	**2,231**	2,187
Property, plant and equipment	**1,597**	1,624
Current tax assets	**49**	-
Retirement benefit assets	**556**	315
Other assets	**1,375**	876
Total assets	**281,406**	275,977
Liabilities		
Deposits by banks	**8,278**	8,214
Deposits by customers	**164,074**	153,606
Trading liabilities	**12,722**	15,333
Derivative financial instruments	**21,508**	22,732
Financial liabilities designated at fair value	**2,016**	2,848
Debt securities in issue	**49,615**	51,790
Subordinated liabilities	**3,885**	4,002
Macro hedge of interest rate risk	**110**	139
Other liabilities	**2,335**	2,302
Provisions	**870**	491
Current tax liabilities	**1**	69
Deferred tax liabilities	**223**	59
Retirement benefit obligations	**110**	199
Total liabilities	**265,747**	261,784
Equity		
Share capital and other equity instruments	**4,911**	4,244
Share premium	**5,620**	5,620
Retained earnings	**4,679**	4,056
Other reserves	**314**	273
Total shareholders' equity	**15,524**	14,193
Non-controlling interests	**135**	-
Total equity	**15,659**	14,193
Total liabilities and equity	**281,406**	275,977

Summary of segmental balance sheet assets and liabilities (extracted from the Quarterly Management Statement)

	31 March 2016 (unaudited) £bn	31 December 2015 (audited) £bn
Customer loans		
Retail Banking	166.0	164.8
Commercial Banking	21.2	20.9
Global Corporate Banking	6.3	5.5
Corporate Centre	7.4	7.4
Total customer loans	**200.9**	**198.6**
Other assets	87.8	82.8
Total assets	**288.7**	**281.4**
Customer deposits		
Retail Banking	138.9	137.3
Commercial Banking	18.1	18.1
Global Corporate Banking	3.0	3.0
Corporate Centre	3.3	3.9

Total customer deposits	**163.3**	**162.3**
Medium Term Funding (MTF) [1]	52.2	50.4
Other liabilities	57.0	53.0
Total liabilities	**272.5**	**265.7**
Shareholders' equity	16.1	15.6
Non-controlling interest	0.1	0.1
Total liabilities and equity	**288.7**	**281.4**

1. Medium term funding includes downstreamed funding, in the form of loans that rank pari passu with existing senior unsecured liabilities, from Santander UK Group Holdings plc.

Consolidated Income Statement (extracted from the Guarantor's financial report for the year ended 31 December 2015)

	Year ended 31 December 2015 (audited) £m	Year ended 31 December 2014 (audited) £m
Interest and similar income	6,695	6,797
Interest expense and similar charges	(3,120)	(3,363)
Net interest income	3,575	3,434
Fee and commission income	1,115	1,095
Fee and commission expense	(400)	(356)
Net fee and commission income	715	739
Net trading and other income	283	297
Total operating income	4,573	4,470
Operating expenses before impairment losses, provisions and charges	(2,400)	(2,397)
Impairment losses on loans and advances	(66)	(258)
Provisions for other liabilities and charges	(762)	(416)
Total operating impairment losses, provisions and charges	(828)	(674)
Profit from continuing operations before tax	1,345	1,399
Tax on profit from continuing operations	(381)	(289)
Profit from continuing operations after tax	964	1,110
Loss from discontinued operations after tax	-	-
Profit after tax for the year	964	1,110
Attributable to:		
Equity holders of the parent	939	1,110
Non-controlling interests	25	-

Summarised consolidated income statement (extracted from the Quarterly Management Statement)

	31 March 2016 (unaudited) £bn	31 March 2015 (unaudited) £bn
Net interest income	885	885
Non-interest income [1]	270	258
Total operating income	**1,155**	**1,143**
Operating expenses before impairment losses, provisions and charges	**(598)**	**(602)**
Impairment losses on loans and advances	(13)	(53)
Provisions for other liabilities and charges	(11)	(18)
Total operating impairment losses, provisions and charges	**(24)**	**(71)**
Profit before tax	533	470
Tax on profit	(154)	(93)
Profit after tax for the period	**379**	**377**

1. Comprised of 'Net fee and commission income' and 'Net trading and other income'.

	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 March 2016 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2015.