

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 20-F**

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-37595

**Santander UK Group Holdings plc**

(Exact name of Registrant as specified in its charter)

**England**

(Jurisdiction of incorporation or organization)

**2 Triton Square, Regent's Place, London NW1 3AN, England**

(Address of principal executive offices)

**Lee Grant**

**2 Triton Square, Regent's Place, London NW1 3AN, England**

**Tel: +44 (0) 800 085 1491**

**E-mail: lee.grant@santander.co.uk**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
1.089% Fixed Rate/Floating Rate Notes due 2025	SAN/25C	New York Stock Exchange
1.532% Fixed Rate Resetting Notes due 2026	SAN/26	New York Stock Exchange
1.673% Fixed Rate/Floating Rate Notes due 2027	SAN/27A	New York Stock Exchange
3.823% Fixed Rate/Floating Rate Notes due 2028	SAN/28	New York Stock Exchange
2.896% Fixed Rate/Floating Rate Notes due 2032	SAN/32	New York Stock Exchange
2.469% Fixed Rate/Floating Rate Notes due 2028	SAN/28A	New York Stock Exchange
6.833% Fixed Rate/Floating Rate Notes due 2026	SAN/28B	New York Stock Exchange
6.534% Fixed Rate/Floating Rate Notes due 2029	SAN/29B	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report

Ordinary shares of nominal value of £1 each

7,060,000,000

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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# Becoming a **digital bank** with a **human touch**

Santander UK Group Holdings plc – Annual Report 2023





## About this report

# The Strategic Report outlines the key elements of the Annual Report and provides context for the related financial statements.

It is also designed to help members of the Company assess how the Directors have performed their duty under section 172 of the Companies Act 2006. The report highlights key financial and non-financial metrics which help to explain our performance over the past year. It also highlights the external environmental factors affecting the business along with Santander UK's position in the UK banking market.

By Order of the Board.

**William Vereker**

Chair, 29 February 2024



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### Important information for readers

Santander UK Group Holdings plc (the Company) and its subsidiaries (collectively Santander UK or the Santander UK group) operate primarily in the UK, and are part of Banco Santander (comprising Banco Santander SA and its subsidiaries). Santander UK plc and Santander Financial Services plc are regulated by the UK Prudential Regulation Authority (PRA) and the Financial Conduct Authority (FCA). Certain other companies in the Santander UK group are regulated by the FCA and the PRA. This Annual Report contains forward-looking statements that involve inherent risks and uncertainties. Actual results may differ materially from those contained in such forward-looking statements. See Forward-looking statements on page 256.

None of the websites referred to in this Annual Report on Form 20-F for the year ended 31 December 2023 (the Form 20-F), including where a link is provided, nor any of the information contained on such websites, is incorporated by reference in the Form 20-F. The Company is the immediate parent company of Santander UK plc. The two companies operate on the basis of a unified business strategy, albeit the principal business activities of the Santander UK group are carried on by Santander UK plc and its subsidiaries

(the Santander UK plc group). The Board and Committees of the two companies run substantially simultaneously to ensure efficiency and effectiveness, whilst ensuring the independence and autonomy of Santander UK plc, our ring-fenced bank, are protected.

The Company's Corporate Governance and Risk Frameworks have been adopted by its subsidiaries to ensure consistency of application. As a result, the review of the business and principal risks and uncertainties facing the Company, and the description of the Company's Corporate Governance, including the activities of the Board and risk management arrangements, are integrated with those of Santander UK plc and are reported in this document as operating within the Company for all periods presented.



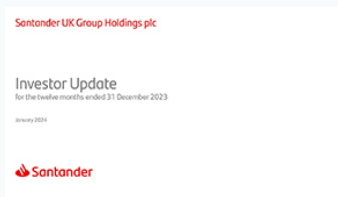
## About this report continued

### Our reporting suite



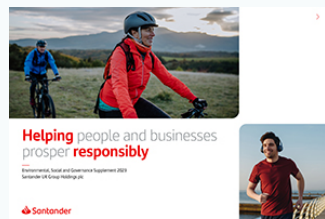
#### Quarterly Management Statement

To read more visit [santander.co.uk/about-santander/investor-relations](https://santander.co.uk/about-santander/investor-relations)



#### Investor Update

To read more visit [santander.co.uk/about-santander/investor-relations](https://santander.co.uk/about-santander/investor-relations)



#### ESG Supplement

To read more visit [santander.co.uk/sustainability](https://santander.co.uk/sustainability)



#### Pay Gap Report

To read more visit [santander.com/en/careers/uk-careers/we-care-about-you](https://santander.com/en/careers/uk-careers/we-care-about-you)

ACCESS OUR FULL REPORTING SUITE AT [SANTANDER.CO.UK](https://SANTANDER.CO.UK)

### Navigating this report



Customers



Shareholders



People



Communities



Investors



Climate



At all times, we aim to treat all our stakeholders fairly and meet our environmental responsibilities. Information to demonstrate this commitment has been included in the Strategic Report and our ESG Supplement.



At a glance

# Understanding our business

Our business model is focused on building customer loyalty, through being digital first with a human touch.

**Our Purpose** is to help people and businesses prosper.

**We help our customers** at moments that matter most.

**We champion** British businesses and help them to grow sustainably.

**Our customer focus** helps us to develop more loyal and lasting relationships.

**We provide** high quality financial products and services across our digital, branch and telephony channels.

**14 million**  
active UK customers

**444**  
branches

**£175.2bn**  
in mortgage lending

**c19,800**  
Full time equivalent employees

**5th largest** <sup>(1)</sup>  
commercial lender

**£193.6bn**  
in customer deposits

## Our competitive advantages

**Scaled** and established bank in the UK

**Strong** balance sheet with a prudent approach to risk

Part of a **global banking group**, with international expertise and technological synergies

A **talented** and **motivated** team

## Our strategic priorities

Be **customer centric** and increase **customer activity**

Focus on **simplification, automation** and **digitalisation**

**Create value** and be **disciplined with capital allocation**

Become a more **sustainable** and **responsible bank**

(1) Santander UK industry analysis of latest available bank and building society reports as at Q4 23.



At a glance continued

# Simple, Personal and Fair

**We live** our values of **Simple, Personal and Fair** through great behaviours and our people leaders:

### Our behaviours:

- T** Think Customer
- E** Embrace Change
- A** Act Now
- M** Move Together
- S** Speak Up

**Sustainability & Responsible banking strategy** through considering the pillars of **ESG**

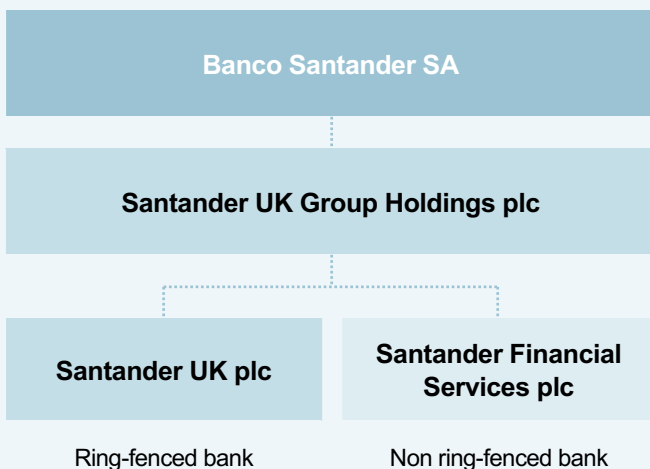
**Environment**  
Fighting climate change & supporting the green transition

**Social**  
Building a more inclusive society through delivering on our purpose

**Governance**  
Doing business the right way with robust governance

READ MORE ABOUT OUR ESG EFFORTS IN OUR SUSTAINABILITY REVIEW

### Our corporate structure





## Chair's statement

# Focused on meeting the needs of our customers

William Vereker, Chair



Cost of living pressures have remained a challenge for households and businesses. Our people have continued to provide invaluable help and support to our customers when they need it.

### 2023 has been a year of challenge

It has been another challenging year for the UK economy, and against this backdrop the focus of everyone at Santander UK has been on meeting the needs of our customers.

Our people have continued to support households with the ongoing impact of the increased cost of living and the changing mortgage and savings environment alongside helping our businesses to grow and take advantage of opportunities at home and in new markets.

I want to thank all of our people across the business for their commitment to helping our customers.

This has been the foundation for our strong results in 2023, building on the momentum of our performance in recent years. Our prudent approach to risk, arrears and increased income, saw our profit from continuing operations before tax increase 13% from £1,894m to £2,149m. This allowed us to pay £1.5bn of dividends, £750m of which was a special dividend.

### Strengthening our commitment to Milton Keynes

It has also been an exciting year of change for the business as we moved to our purpose-built new corporate headquarters, in Milton Keynes, Unity Place.

The city has an important place in the Santander UK story, being home to Abbey National prior to Banco Santander SA's entry into the UK market, so I am delighted that we have re-affirmed our long-standing commitment to Milton Keynes and the surrounding area.

Unity Place is not just an office building. It is a development that represents the best of UK industry. One that captures the forward-looking spirit of innovation and co-operation, typical of Milton Keynes and the area that was home to the codebreakers of Bletchley Park.

It will also be a central part of the community, providing opportunities for local businesses and a dedicated community space.

### Impact of inflationary pressure

Whilst inflation fell over the year, this does not change the fact that prices have continued to rise and cost of living pressures remain a significant challenge for our customers.

One of the biggest impacts has been seen in the UK's mortgage market, as customers rolled off fixed rates across 2022 and 2023 on to new mortgages that attracted significantly higher monthly repayments.

We have been supporting our customers with a number of measures and we were signatories to the Government's Mortgage Charter, providing additional flexibility and reassurance at a difficult time for many customers.

The higher interest rate environment did enable Santander UK to offer customers some of the most competitive savings rates among our high street competitors. Decisions on savings' pricing must be made within the context of our business model, but it was important that we could offer a range of products that would reward savers, after years where the interest rate environment has made this difficult to achieve.

### A strong financial sector is essential for the UK

What the last few years have made clear is that a strong and competitive financial sector can better serve the UK economy during times of economic uncertainty.

For it to continue doing so, government and regulatory bodies must work in partnership with us to create an environment that has consumer protection at its heart, but also allows the sector to invest, innovate and grow.

The implementation of the Consumer Duty should give customers assurance that their needs and the delivery of fair value is at the centre of our products and services.

As the regulatory environment continues to evolve, particularly in light of the Financial Services and Markets Act, and the government's Edinburgh Reforms, we must ask ourselves collectively if the volume of political, fiscal and regulatory factors risks making the UK a less competitive place for banks to operate, and therefore a less attractive place for banks to deploy their capital and invest.

Recent legislative, regulatory and sectoral interventions risk adding further layers of costs and burdens on UK banks which can limit their attractiveness for investment and reduce their valuations.

A strong regulatory environment clearly helps to provide confidence in the UK's financial sector for potential investors, but, we need to maintain a balance that allows our financial institutions to be strong, profitable and diverse.

We worked closely in 2023 with our stakeholders and regulators to examine ways in which the financial services sector and the banks in particular could be more competitive - and what specific interventions may help bring more capital to the UK. We will continue this work in 2024.

## Chair's statement continued

### Progress towards our net zero commitments

Throughout the year we have continued to work closely with our colleagues in Banco Santander and nowhere has that collaboration been more important than in making progress to support their ambition to achieve net zero carbon emissions across the whole group by 2050.

We have updated our climate change strategy to align with Banco Santander SA's and in-turn developed our own internal transition plan, with a clear picture of how our lending portfolios will be impacted.

More widely, the integration of Banco Santander SA's business activity into five global businesses will help us simplify our own structure and align the way we organise ourselves with our shareholder, sharing a common operating model. These five businesses are:

- Corporate & Investment Banking;
- Wealth Management & Insurance;
- Payments;
- Digital Consumer Bank; and
- Retail & Commercial

We will be able to make the most of Banco Santander SA's unique combination of local leadership and global scale for our customers' benefit through product development, improved technology, digital capability and price.

### Supporting education from school to the workplace

I was delighted to launch Our Adult Lifelong Learning Programme at the British Museum in November.

We have a proud history, going back over a quarter of a century, of supporting education, and our objective has always been to improve opportunity and access for people right across their learning journey, from childhood to higher education.

Our new programme will see us invest £6m over three years starting in 2024 on lifelong learning and education in the workplace. This will focus on three key areas where businesses have long felt there has been a shortage of expertise in the UK economy.

Our programme will centre on digital skills, sustainability skills and developing the skills essential for professional growth, as well as developing managers and leaders. We are determined to play our part in equipping a generation of people already in the workforce with new skills and capabilities that will help them thrive in the jobs of the future.

Also during the year, our multi-million-pound Santander Universities Scholars Programme awarded each of its first 100 students £30,000 of funding, a dedicated mentor, and access to training and development opportunities.

As ever, our Santander X UK Awards proved to be an inspirational day, seeing first-hand the spirit of innovation and creativity amongst the country's entrepreneurs and I look forward to seeing our finalists and winners from UK universities and start-ups go from strength to strength.

### Board changes

This year we said farewell to several long-serving Board members as Annemarie Durbin, Duke Dayal, Chris Jones and Antonio Simoes stepped down to pursue new opportunities. I want to place on record my thanks for their considered counsel and contributions over an incredibly demanding number of years.

I am pleased to welcome Pedro Castro e Almeida, Michelle Hinchliffe and Jose Maria Roldan to the Board and look forward to working with them in the years ahead.

As we look ahead to 2024, we do so clearly in the knowledge that putting the needs of our customers first is essential to give them the support they need to face whatever challenges the economy presents. We have demonstrated the vital role the banking sector plays in our economy through turbulent times, and we will continue to do so as we support the UK's economic recovery.

### William Vereker

Chair, 29 February 2024

## Santander UK's best kept secret

Everyone at Santander UK is in on our best kept secret – our investment in education here in the UK and globally.

In 2023, we evolved our long-standing Universities offering into a broader Education, Skills and Social Impact (ESSI) strategy that will help us connect anyone, anywhere with the opportunities and skills they need to build a bright future.

In late November 2023, our Chair launched our new adult education programme, which aims to help around 50,000 adults over a three-year period to learn and develop new skills to help them in today's workplace.

Speaking at our second Annual Chairman's Reception, William said: "Building skills in key areas such as digital and sustainability plays a crucial role in helping people to future-proof their career and ensure their financial resilience.

"Santander UK offers support for people to learn new skills throughout their lives, from school – with our Numbers Game financial literacy work – to much later in life, when they may want to develop or change career paths.

"Our new skills courses in partnership with xUnlocked and Fearless Adventures are designed to give people the tools to succeed at the jobs of the future."



## CEO review

# Another year of putting customers first

Mike Regnier, Chief Executive Officer



## 2023 highlights

**£2,149m**

Profit before tax  
(2022: £1,894m)

**14.4%**

Return on tangible equity  
(2022: 12.0%)

**7.2 million**

Digital customers  
(2022: 7.0 million)

**2.5 million**

Customers contacted for support  
(2022: >2 million)

**8.2/10**

Employee engagement score  
(2022: 7.8/10)

**>3.7 million**

Financially empowered people  
(2022: >2.1 million)

The role we play in our customers' lives, particularly in times of uncertainty, is a privilege. We must always ask ourselves, what more can we do?

### A position of trust

Banks have a vital role to play in the lives of our customers. The products and services we provide from current accounts to mortgages and lending, enable people to live their lives, own their first house or start up their own business. This importance is all the greater in times of economic uncertainty when customers look to us as a source of help and support.

It is a privilege to have such a position of trust. The challenging environment of recent years has ensured that we, and other banks, have looked at how we have provided our customers with the service, help and support they need to manage what have been, and for many still are, incredibly difficult circumstances.

UK households and businesses have demonstrated impressive resilience over the last twelve months despite the pressure of higher interest rates and low levels of growth. We saw at the start of 2023, the financial sector was not immune to these difficulties with the collapse of Silicon Valley Bank (SVB). Thanks to the strength of the UK's banking system, it was in a position to rescue SVB's UK subsidiary, providing vital reassurance to UK businesses, many of whom were smaller tech start-ups.

The increased cost of living that our customers and businesses have experienced, is the first sustained period of economic difficulty in the digital and social media era, and this has meant that we have had to ensure our response has been tailored to the needs of our customers.

In a year where customers have seen their mortgage payments increase, often significantly, and the cost of the weekly shop and energy bills go up, our focus has been on understanding their needs and solutions we can put in place via the channels that work best for them.

Throughout 2023 our people, whether it be in branches, contact centres or across our offices, demonstrated their commitment to doing the best they can for our customers. Through their actions, I believe it has shown the importance of the wider banking sector in helping to support our communities and wider economy through times of difficulty. But crucially, it shows that we are able bridge the gap between those who want and need in-person help or prefer to access it digitally at a time of their choosing.

For many sectors, and even in some parts of banking, the focus has been almost exclusively on doing business through digital channels. We believe that our customers want the benefits of a digital bank with a human touch, providing face-to-face service through our branch network alongside an excellent digital offer. To retain the trust of our customers we must demonstrate that we are listening to what they want, and acting on what we are hearing.

This principle must apply to everything we do, and it was the driving force behind the launch of our internal strategic blueprint in April 2023. Our long-term strategy is designed to ensure that the customer is at the heart of our key priorities, thinking and decision making for the next decade – right across the business.



## CEO review continued

Our passion, the reason we come to work each day, must be to ensure that everything we do is focused on our customers. The way we work must be designed to make things easier for them. We must challenge ourselves to be creative in the solutions we deliver, based on processes and systems that work efficiently for our customers. This will mean we can be the digital bank with a human touch. Building relationships with our customers across our digital platforms, complemented and supported by our critical branch network.

### The cost of living remains a priority for our customers

I continued to be full of pride and admiration for the dedication our people continue to display in wanting to help our customers throughout the year. Our proactive approach meant that we were able to give customers invaluable help and advice regarding their financial position. Following the successful introduction of our outreach programme in 2022, we contacted a further 2.5 million customers in 2023, enabling us to provide assistance or options worth considering, often before an individual would find themselves in a distressed position.

This contact programme utilised a number of online tools to give people the chance to get help and advice at a time that would suit them. What we have learned over the last few years is that, in this digital age, we need to be available to our customers at the moment they want that help.

We launched a new digital financial health check that was utilised by 88,000 customers, a budget planner and an in-app Financial Support Hub. These tools built on existing digital options including My Money Manager and My Home Manager, which supported 300,000 customers.

Our branches have been a source of expertise and reassurance for customers, whilst our financial support call centres have provided a voice at the end of the phone outside of normal business hours when our customers have needed it. To enable us to support more customers, we have increased the number of people in our call centres by 40%.

For many of our customers, the increase in mortgage rates, which continued to rise through the first half of 2023, has been the defining issue regarding cost of living pressures.

We saw a 19% year-on-year increase in the number of customers calling us for support regarding their mortgage payments. Alongside the tailored help were able to provide customers, we were a signatory to the Government's Mortgage Charter. This put in place a series of additional measures designed to give reassurance to mortgage customers across the country, that all banks could give flexible and practical help, including a commitment not to repossess any home within 12 months of a missed payment that would enable them to navigate their way through the coming months.

## Unity Place: our brand new sustainable home



READ MORE ON PAGE 9

Thankfully, due in part to the support available, the levels of arrears have remained relatively low and below pre-pandemic levels. I hope that the combination of rising household income and the overall trend of falling mortgage rates that we have seen will mean the number remains low.

Ensuring the needs of our customers are put first underpins the most significant regulatory change of 2023 with the introduction of the Consumer Duty.

As the last year has shown, the ability to communicate in a clear and straightforward manner is vital to help our customers make important decisions, and a key part of implementing the new Duty has been to put in place the processes and controls that ensure we reach the standard the Financial Conduct Authority expect of us.

This has included notifying over 22 million customers about changes we are making to their Terms and Conditions to improve the language and layouts so they are easier to understand. This has been a significant undertaking, but it is an important one in order to ensure our customers understand clearly the product or service they are using, the price and value of those products and the support available to them.

As we continue to embed the Duty into our day-to-day business we will continue to work with the FCA to ensure we do this effectively.



Unity Place is not just an office building, but a catalyst for bringing together the public, community groups, entrepreneurs, and our own people to collaborate and innovate.

I am particularly proud of the building's environmental credentials, as well as being able to host a number of social and responsible enterprises."

## CEO review continued

### Delivering a successful 2023

We delivered an excellent set of results across all parts of the business in 2023, thanks to the continued hard work and dedication of our people.

Our profit from continuing operations before tax rose 13% to £2,149m and our Net Interest Income increased by 4%, driven primarily by the higher Bank of England (BoE) base rate. This increase contributed to an improved RoTE of 14.4%. Our CET1 capital ratio remained stable at 15.2%.

The uncertain economic environment and higher mortgage rates saw the UK's housing market slow with mortgage applications falling throughout 2023. Funding costs were also significantly higher, all of which contributed to a reduction in mortgage lending of £11.9bn.

This reduction in mortgage lending contributed to a slowing of green finance lending to £2.8bn, down from £6.5bn in 2022.

Our customer deposits reduced by £2.9bn in 2023 to £193.6bn which reflected the optimisation of our balance sheet in deposits and mortgages. Total customer lending stood at £206.7bn. Our Corporate and Commercial Bank granted £7.4bn in new facilities and bringing total loans to £17.9bn, in addition to securing £7.5bn in new deposits in a very tough commercial environment.

Of our 22.5 million customers, 13.9 million were active and the growth of those who conducted their business with us through our digital channels increased to 7.2 million digital customers.

Our retail NPS moved from 7th in 2022 to 5th in 2023, but improving that will be a key area of focus for us. We retained our 1st place in NPS for Business and Corporate banking.

### Getting our Edge back

This has been a significant year for our retail proposition with the first year of our Edge current account and the launch of the Edge Up current account in June that focuses on expectations of our mature customers.

As we moved away from the 1|2|3 brand that has served us so well, I am delighted that the Edge portfolio has grown by 280,000 accounts through the year and has £2.5bn in deposits.

Last year we were competitive amongst our peers in terms of what we offered our savers. We simplified our savings range to ensure that our customers were offered the same rates regardless of whether they bank online or in branch.

Through a range of products, including our Limited Edition 3 Easy Access Saver, which offered customers 5.20%, an increased rate on our easy access Edge Saver of 7.00% for our Santander Edge customers and Edge Up paying 3.50% on balances up to £25,000, we were able to pay our customers £1.5bn in interest on retail savings in 2023.

I was delighted that, after years of operating in an environment where our customers often struggled to find savings products that met their needs, we were able to offer accounts that delivered value that was amongst the best in the sector.

### Unity Place - more than an office

Unquestionably one of the biggest highlights of 2023 was the official opening of our new corporate headquarters in Milton Keynes, Unity Place.

Unity Place is a space that will bring our own people together and ensure that we are able to collaborate in a modern space that combines the best of today's working practices. It also provides opportunities for the local community to utilise the public spaces for events and for local businesses in our street food market that is open to the public.

Unity Place has been built with sustainability at its core. From collecting rainwater to use in the building's plumbing system to the use of low carbon heating from heat recovery and sustainable green energy, it is on target to receive the International Well Building Institute's 'Gold' rating for its environmental and wellbeing performance. Unity Place will also be linked to the 'MK Redway' network, providing easy access to the cycle routes across the city and beyond.

Within Unity Place is one of the three new Work Cafés that we opened across the UK in 2023. A concept that was originally launched in Chile in 2016, we opened our first UK Work Café in Leeds in 2019, and have new ones operating out of Triton Square in London and Douglas in the Isle of Man. These enable our customers and the general public to take advantage of on-site facilities, get banking support, or just work remotely. It is an example of how we can be creative and innovative about one of our strongest assets, our branches.

We have put in place a refurbishment programme, which has upgraded 47 of our branches, and it will continue into 2024, so that they are a welcoming environment for our customers to speak to our people about our products or about any help they may need.

### CCB goes from strength to strength

2023 was an incredible year for our Corporate & Commercial Bank, building on an impressive 2022.

We delivered over £1bn of income for the first time in their history, which represented a 31% growth year-on-year, and £570m of profit before tax. That profit now accounts for over a quarter of Santander UK's profit from continuing operations before tax. This meant that we were the strongest performer amongst our counterparts across the Banco Santander group.

We welcomed a record number of new customers to CCB, over 500 businesses across a range of sectors from across the UK. Our international presence and ability to leverage relationships across the Banco Santander group and new markets makes us an attractive proposition to our clients.

Our research continues to show that businesses who trade internationally are amongst the strongest performers in the UK. We have helped more businesses than ever before enter a new market – more than 1,500 over the last five years – connecting UK companies to our global eco-system.

Through our creative and innovative thinking, we are developing solutions that meet the needs of customers and make it easier for them to conduct their business and give them every opportunity to grow and thrive.

### Helping to Break the Spell

Tackling fraud continues to be a focus for Santander UK and the wider sector, but it is clear this is an issue that banks cannot solve on their own.

Fraudsters have shown they will adapt to how our own behaviour changes. As cases of impersonation fraud reduce, we have seen the volume of fraud across the UK continue to rise through 2023, driven by a 43% increase in volume of purchase scams, where victims are tricked into buying goods that do not exist, and 29% increase in the volume of romance scams, where victims are tricked into thinking they're in a relationship.

Our specialist Break the Spell team, whose job it is to speak to customers who we believe are at high risk of being scammed, prevented customers from handing over £5.2m last year, bringing the total amount saved to £13.7m since launching in 2021. We have also introduced enhanced protection on online and mobile payments for our customers making payments to Facebook Marketplace.

However, it is clear that technology firms have a crucial role to play, as around 70% of payment scams originate on social media platforms. The government's Online Fraud Charter, a voluntary agreement between the government and the technology sector to reduce fraud on their platforms is welcome, and the Online Safety Bill and Online Advertising Programme are important in ensuring that all players in this sector recognise their responsibilities, but given fraud is a complex, economy-wide problem, we will require comprehensive action to find a solution that works and is fair.

### Diversity and inclusivity must be woven into the fabric of what we do

I passionately believe as a business that has offices and branches across all of the United Kingdom, we must reflect the people we work for. This must mean that diversity, equity and inclusion are woven into the fabric of what we do. To improve, we must be honest with ourselves and while there has been significant progress there are also priority areas with more work to be done.

Over the last 12 months we have made progress in reducing the gender pay gap. We have seen decreases in the mean gender pay gap by 2.2% to 27.0%, and in the median pay gap by 2.8% to 28.5%. There has been a 1.1% increase in the number of women in senior roles, which importantly, has been due to retaining and developing more talent within the business and ensuring gender-balanced shortlists for all senior positions.



## CEO review continued

Women account for almost half of all promotions into senior roles and 33.9% of our senior leadership population – the highest level we have seen – but it is clear there is still work to do. This year, we took targeted action through our Women in STEM campaign. This aims to increase representation of women in these roles at all levels, recognising this key growth and opportunity area for us in the years ahead.

We continue to voluntarily disclose our ethnicity pay gap, which has disappointingly moved in the wrong direction. Our mean pay gap increased to 13.4% and the median has moved to 17.6% over the last 12 months. This was predominately due to an increase in minority ethnic representation in our lowest pay quartile. In 2023 we did see a welcome increase in both the number of Asian, Black and Minority Ethnic employees who joined Santander UK and those who disclosed their ethnicity, up to 4,294 within our total workforce.

We are however making progress in improving senior representation, going from 8.0% in 2019 to 12.8% in 2023, meaning we are ahead of schedule for meeting our ambition of 14% (+/-2%) by the end of 2025 and remain well positioned to go beyond this.

The pay gap remains widest for our Black employees, who are still disproportionately underrepresented at senior levels. We continue to recognise Black inclusion as a key priority area and are pleased that we are making progress, particularly through the success of 100 participants of our flagship Black Talent Programme which is helping to increase internal mobility into senior manager roles.

I am pleased that we have sought to play our part in ensuring the wider financial sector is looking at how we address diversity and inclusion. Improving social mobility is essential if we're to help people from all disadvantaged groups to reach their potential. As a founding member of Progress Together, the first membership body of its kind for improving socio-economic diversity in financial services, we have contributed to its first annual report, creating a benchmark for the sector in this area.

We also intend to build on our position as a Disability Confident Leader and enhance our support and understanding of neurodiversity. In 2023, we became members of Neurodiversity in Business which will focus on maximising the potential of neurodiverse talent in the years ahead.

It is important that the progress we have made has been acknowledged externally. We appeared in The Times Top 50 for Gender Equality, alongside improving our positions in the Social Mobility Index and Stonewall Workplace Equality Index. We also featured in the Working Families Benchmark for the first time, recognising our focus on improving support for families and carers.

### Leadership changes and celebrating 175 years

At Santander UK we said farewell to several members of the Executive Committee, with Reza Attar-Zadeh leaving to become Regional Head of Cards for Europe within the Banco Santander group at the start of the year and Tracie Pearce and Duke Dayal who left us for new challenges. I am extremely grateful to them for all their support and advice, particularly in my first twelve months as Chief Executive Officer, and wish them well for the future.

I was delighted to welcome Angel Santodomingo, Alison Webdale and Andrew Wilson to the Executive Committee in 2023. I look forward to working with them in the months ahead.

2024 promises to be an exciting one for the business as we prepare to mark our 175th anniversary. Our roots can be traced back to 1849 and the creation of the National Building Society in Bishopsgate, London, which went on to become part of Abbey National. Its mission was to help people do transformational things with their lives, effectively democratising home ownership.

Today, our aim and passion remain the same. How we do this would be unrecognisable to our forefathers, but I do believe they would recognise the why. We should look forward to the challenges ahead with the same spirit and conviction that has served us well over the years, with a continued focus on ensuring everything we do is to the benefit of our customers.

**Mike Regnier**

CEO, 29 February 2024

## A mighty amount for Macmillan: over £1m raised

Our strategic charitable partnership with Macmillan Cancer Support aims to improve financial inclusion and support to help people cope with the financial challenges that go with a cancer diagnosis.

On average 83% of people with cancer experience a degree of financial impact from their diagnosis. With over three million people living with cancer in the UK, we need to play our part in helping manage their situation by making money one less thing they need to worry about.

This is why we are extremely proud to celebrate the amazing milestone of over £1m raised for Macmillan since the start of our partnership in 2022.

Through raffles, coffee mornings and Mighty Hikes, our people and customers have continued to be generous and help make the lives of those living with cancer a little bit easier.





## Market overview

# Five **major forces** continue to shape the UK banking market



### Uncertain economic environment

#### What we have seen

In 2023, the UK economy saw weak economic growth (0.1% based off latest data available), as UK consumers experienced increases in the cost of living following two years of high inflation.

This led to the Monetary Policy Committee (MPC) increasing the base rate five times in 2023 to 5.25% (175bps above 2022). As a result, the housing market slowed, with approvals below 2022 levels and prices reducing by around 0.8% in the year.

#### Our response and looking ahead

While our performance is closely linked to the performance of the UK economy, our mortgage focus and prudent approach to risk saw income benefits from a high rate environment.

We continued to focus on supporting our customers and invest in improving efficiency to offset inflationary pressures on expenses.

In 2023, we contacted 2.5 million customers to assist with cost of living pressures and provided tools to help them manage their money.

We invested further in our recently completed transformation programme, which helped offset inflationary pressures and keep our cost-to-income ratio stable at 48% (2022: 47%).

Looking ahead, in 2024 we expect the Bank of England to begin easing rates should inflation continue to fall. As this occurs, we expect to see mortgage lending begin to stabilise as our customers' real income improves.

We will also continue to monitor a highly active geopolitical environment, and any risks that arise.



### Increased competition and margin pressure

#### What we have seen

The UK banking sector continues to be a highly competitive mature market. In addition to our traditional competitors, we have continued to see international and digital challengers compete for lending and deposits.

Most large UK banks saw mortgage lending and deposits either reduce or slow in growth with disciplined pricing in this highly competitive and high rate environment, as customers shopped around for best offerings.

Cost of retail and wholesale funding rose over 2023, leading to increased pressure on margins and spread.

#### Our response and looking ahead

In 2023, we took a strategic decision to deleverage our portfolio through being disciplined in pricing and maintaining our prudent approach to risk. Across the year we saw customer deposits decrease by £2.9bn to £193.6bn and customer lending decrease by £13.0bn to £206.7bn.

We continued to monitor competitors' products, develop partnerships and invest in our offerings (both traditional and digital) throughout the year to bring customers to Santander UK and meet their needs.

Looking forward, we expect international and digital challengers to continue their pursuit of market share, however we foresee this being challenging for them due to current funding costs.

We will continue to invest in our products and offerings to attract and retain customers, leveraging from our significant variety of resources.



### Changing customer behaviours

#### What we have seen

2023 continued to see customers move towards digital banking over traditional banking methods.

Over 90% of our current account and credit card openings were made through digital channels, with our digital customer base growing 3% to over 7.2 million users.

We also saw a shift in customer deposits from current accounts into savings as customers took advantage of higher rates on savings accounts, especially term deposits.

#### Our response and looking ahead

With a refreshed commitment of becoming a digital first bank with a human touch, we digitised key customer journeys in 2023, allowing us to compete with challenger and online-only banks and simplifying our onboarding experience.

While we understand the increasing importance of digital banking, we continued to ensure that our branch and human contact for customers is market leading and available to those who need it most.

Looking ahead to 2024 we are looking forward to the release of OneApp in the UK, our new mobile banking app. OneApp will give our customers an improved mobile banking experience.

We will also continue to modernise our branches, with c.50 refurbishments planned for 2024, and continue to explore new ways of banking, like Work Cafés, with two planned openings in 2024.

Investment in our products will continue to ensure the products and services we offer meet our customers' needs and attract new customers.

## Market overview continued



### Intensifying regulatory pressures

#### What we have seen

The regulatory agenda continued to be intense in 2023, with significant policy and supervisory activity from both regulators and the UK Government.

We are now seeing regulators implement a range of new policies, including a new secondary competitiveness and growth objective for the UK's financial services sector. HM Treasury has also been consulting on reforms to ring-fencing.

#### Our response and looking ahead

In 2023, we began to address the PRA's expectations on model risk management ahead of the 2024 deadline, whilst also preparing for the finalisation of Basel 3.1, which will impact our capital requirements.

The centrepiece of regulatory activity in 2023 was the introduction of Consumer Duty. We have been focused on its effective implementation and ongoing embedding across the business, which has been successful. We are now focused on preparing for the implementation of Phase 2 in 2024.

Authorised Push Payment (APP) fraud continues to be a major challenge impacting the industry, with the Payment Systems Regulator (PSR) introducing a mandatory reimbursement requirement. Whilst we have implemented several changes to prevent fraud from occurring, we continue to encourage policymakers to consider how we can better prevent fraud from occurring.

We anticipate regulatory activity will intensify in 2024 and we will continue to work with industry, trade bodies and policymakers to support the appropriate regulation of the UK's financial services industry.



### ESG activity under the spotlight

#### What we have seen

Customers, governments, regulators and investors alike placed more scrutiny on ESG activities than ever before in 2023.

Companies are expected to play their part in creating a sustainable and diverse operating environment, as more customers and investors make decisions based on ESG factors.

#### Our response and looking ahead

In 2023, we updated our climate strategy to better align with our parent Banco Santander. In the UK, we have provided over £13bn in green financing since 2020 (2025 target: £20bn), helping our customers reduce their carbon footprint.

We have continued to make strong progress against our financial empowerment ambition, having exceeded both 2025 financial empowerment and education targets.

Internally, we continued to celebrate diversity and encourage our culture of belonging throughout 2023. We continue to make good progress against our diversity targets across both our Board and Senior Management, with orderly succession plans set to ensure alignment with our strategy.

Looking ahead, we will continue to evolve how we report on ESG matters. This involves updating our targets as we reach those set previously and improving disclosure. Our customers and people should expect to see benefits of Santander UK continuing to be a champion of sustainable and responsible banking in the UK.

TO READ MORE, SEE OUR  
SUSTAINABILITY REVIEW

### Supporting our customers



### Implementing the Mortgage Charter and Consumer Duty

#### Mortgage Charter

In July 2023, HM Treasury published a Mortgage Charter following industry discussions with the UK Chancellor which Santander UK agreed to support.

We implemented the Charter, with our Risk and Compliance teams working closely with the wider business. We created new product solutions for our customers, including temporary interest-only and term extension options on mortgage products, as well as developing controls and monitoring to support these initiatives.

Further activity has started in order to achieve full compliance with the Charter across 2024.

Charter-related volumes have so far remained at the lower end of our expectations.

#### Consumer Duty

Santander UK achieved compliance with Phase 1 requirements of the Duty, in line with the required deadline of July 2023.

In particular, this involved reviewing all on-sale products to ensure the customer journeys, communications and pricing structures enabled customers to achieve good outcomes. Where necessary, we made changes to improve the customer experience, such as simplifying all Terms and Conditions, and proactively contacting customers about their savings rates or the charges they are paying to use their overdraft.

Going forwards, we are taking an extensive range of actions to enhance our product governance, uplifting our Conduct and Regulatory risk framework, and refreshing Board and Executive level risk appetite metrics to reflect the new requirements.

Our risk programme is now focusing on Phase 2 of the Duty, which requires the review all off-sale products by 31 July 2024.

Our business model

# We follow **The Santander Way**

## Our aim

To be the **best open financial services platform**, by acting **responsibly** and earning the **lasting loyalty** of our people, customers, shareholders and communities

**Our purpose**  
To help people and businesses prosper



**Our how**  
Everything we do should be **Simple, Personal and Fair**





## Our business model continued

### Santander UK

#### We provide financial products and services

Mortgages, consumer auto finance, unsecured loans, credit cards, banking and savings accounts, investment and insurance products for individuals and growth-focused support and services for companies

### Our competitive advantage

#### Scaled and established bank in the UK

Scale in our core banking businesses combined with an innovative mindset

#### Part of a global banking group

Synergies from Banco Santander's expertise, operating model and technology

#### Strong balance sheet with a prudent approach to risk

High asset quality across all portfolios and capital metrics well above regulatory requirements

#### A talented and motivated team

A highly talented and engaged team, with the right skills in place to support our customers and transform the bank

### Our strategic priorities



Customer centric  
& customer  
activity



Simplification,  
automation &  
digitalisation



Value creation &  
disciplined capital  
allocation



Sustainable &  
responsible  
banking

## Our strategic priorities

# Focused on customer loyalty, improved efficiency and sustainable growth

### Customer centric & customer activity



Initiatives focused to better serve and engage our customers by leveraging technological and operations synergies from the global Banco Santander group, enabling access to financial services for our customers through several channels.

**2023 progress:** launched new digital current accounts (Edge & Edge Plus) and market leading easy access saver. For our corporate customers we launched Santander Navigator to connect them with overseas markets.

### Simplification, automation & digitalisation



We aim to reduce complexity, decrease friction and increase automation to streamline our products and processes. This is supported by becoming a 'digital bank with a human touch'.

**2023 progress:** migrated our contact centre platform to the cloud. CCB adopted Banco Santander's Gravity platform, an in-house digital cloud-native core banking system. Our retail banking customer pilot for 'OneApp' launched in the UK ahead of H1-24 migration.

### Value creation & disciplined capital allocation



Focus on value creation for all (customers, employees, shareholders and communities) while managing risk and profitability and being disciplined with capital allocation.

**2023 progress:** strategic deleveraging of our balance sheet delivering record profits for our shareholders. We maintained significant headroom on regulatory capital requirements and delivered substantial dividends back to Banco Santander.

### Sustainable & responsible banking



Initiatives aimed at helping our customers with their net zero transition and to help grow the number of people with the skills they need to thrive in the future.

**2023 progress:** completed a full review and update to our ESG operating model, which included a refreshed climate strategy and ongoing work to update our social strategy.

## Our performance and KPIs<sup>1</sup>

# Driving performance for stakeholders

## 22.5 million total customers



Our total customer base remained stable in 2023 despite a strategic deleveraging of our balance sheet. Our loyal customer base continues to be deepened by existing relationships and acquiring valuable new customers.

*Note: decrease between 2021 and 2022 was the result of deactivation of inactive accounts.*



## 13.9 million active customers



Our active customer base also remained stable as our Retail & Business Banking division focused on product delivery and customer experience, including Edge Up and Edge Saver.

*Note: Customers need to meet a specific set of activity criteria to be marked as active.*



## Ranked 5th in Retail Net Promoter Score<sup>2</sup>



Customer service is integral to our strategy and remains a key area of focus.

2022: NPS ranked 7th

## 5th out of 9 competitors

## 7.2 million digital customers



Customers in the UK are increasingly moving toward digital banking. We have made significant progress with our digital banking capabilities, with over half of our active customers now digital.



## Ranked 1st in Business and Corporate Net Promoter Score<sup>2</sup>



We maintained our first place ranking, a testament to the comprehensive proposition and our strong support for our small and medium-sized business customers.

## 1st out of 6 competitors

## 89% digital sales



This KPI measures the percentage of new business that was performed through digital channels throughout the period. As we have become more digitally focused, this metric has increased over time.



## 48% cost-to-income ratio



Stable as a result of higher net interest income following higher bank rates and disciplined pricing, and offset slightly by higher operating expenses.



## £2,485m in operating expenses



Operating expenses up 5% in 2023, as inflationary pressures on costs were partially offset by ongoing savings from our transformation programme. Cost management will continue to be an integral part of our strategy in 2024.



1. See Glossary on page 292 for KPI definitions. Our shareholders primarily monitor the APMs shown here. Equal prominence between IFRS measures and APMs are included within the CEO and CFO reviews.

2. In 2022, we changed survey methodology. See Glossary on page 292 for details.



## Our performance and KPIs continued

### 15.2% CET1 capital ratio



The CET1 capital ratio remained stable at 15.2%. This was largely due to higher profit and a reduction in RWA exposure, partially offset by dividends paid in the year. We remain strongly capitalised with significant headroom to minimum requirements and MDA.



### 14.4% RoTE



Our RoTE improved due to an increase in retained profit. UK leverage exposure remained broadly stable at £247.2bn (2022: £248.6bn).



## We continue to closely monitor our ESG performance in addition to our traditional financial metrics.

### £13.3bn in green finance raised since 2021



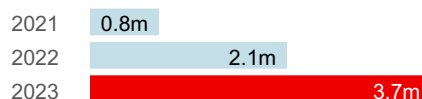
Green finance lending slowed in 2023 due to a reduction in overall mortgage lending.



### 3.7 million people financially empowered since 2021



We have achieved our target of >3.0 million financially empowered people ahead of our 2025 target date.



## Risk management overview

# We 'think customer' with our everyday actions

**Christine Palmer**, Chief Risk Officer



### Sustained support for our customers

Our everyday actions are directly linked to our customers and supporting the business in delivering good customer outcomes:

- Enhanced credit decisioning for our customers, improving customer experience, whilst delivering robust risk oversight and challenge to ensure our lending remains prudent.
- Supporting delivery of stress testing including the BoE's Annual Cyclical Scenario and sensitivity analysis of our future business plans, and Climate Internal Scenario Analysis to meet regulatory requirements and better understand our risk exposures.
- Compliance support for our Consumer Duty programme, underpinned our successful achievement of meeting the July 2023 deadline.
- Oversight of Non-Financial Risks, where we improved our controls in the year across a number of areas (highlighted separately).
- New regulatory model developments, as well as enhancing our model governance through a transformation programme that will help us to meet new regulatory requirements in 2024.
- Compliance oversight of Reputational risk management issues impacting our customers in 2023, including debanking, mortgage affordability and savings rates.
- Impactful oversight and engagement across key bank initiatives including IT and Fraud transformation programmes, payments, material outsourcing, and organisational change.

### Capital and Liquidity risks

We remain in a strong position with respect to our Capital and Liquidity metrics. Our funding, liquidity and interest rate risk management approach is underpinned by an Eligible Liquidity Pool, mainly cash and balances at central banks.

Financial market volatility in March 2023, following the collapse of Silicon Valley Bank, had no impact on Santander UK, except that we initiated close monitoring and frequent management updates on the situation, and had regular sector-wide regulatory engagement during the crisis.

### Non-Financial Risks

We made good progress in 2023 addressing our Non-Financial Risks. Key areas of progress included improvements in the following areas: IT stability and control environment, with all IT risk reduction commitments met in the year, and evidenced by a material decrease in major incidents; Financial Crime processes; the net value of our operational risk losses (events over £10,000) decreased significantly in 2023, largely due to successful delivery of fraud prevention initiatives which reduced our fraud losses and the numbers of our customers impacted by fraud; Transformation and Change practices; People risk metrics; and compliance and monitoring of our Third Party risk.

We continue to support and provide oversight to our Line 1 colleagues who closely monitor the cybersecurity and external malicious threat landscape, particularly in relation to risks of Ransomware attacks, and failure or compromise of a third-party supplier.

### Looking forward

Strategic challenges for the banking sector will likely remain elevated in 2024. With this in mind, we aim to maintain our forward transition by:

- Supporting our customers, in an inflationary environment and tighter monetary conditions which may persist for longer than envisaged.
- Attracting and retaining risk management and compliance talent, in a very competitive recruitment market in key specialist areas such as technology, risk modelling and compliance.
- Performing regular risk assessments of our business plans, to inform financial forecasts and risk appetite.
- Delivering impactful oversight, challenge, guidance and support to the business.
- Continued emphasis on return to the office to maximise opportunities for collaboration across the business, whilst retaining the flexibility and benefits of working from home.



Cost of living pressures and high interest rates remained the main areas of concern for our customers throughout 2023. Despite this, credit performance remained relatively resilient, underpinned by our prudent approach to risk.

The external environment is likely to remain challenging going forward, but we are well placed to continue to both support and deliver good outcomes for our customers in 2024.”

## Risk management overview continued

### Top risks

We monitor our Top risks regularly at the Executive Risk Control Committee (ERCC) and Board Risk Committee (BRC).

Highlighted below are our Top risks in 2023 and associated management actions. Many of these risks are likely to remain in focus in 2024.

#### Inflationary & supply chain pressures

This is the risk facing our retail customers from cost of living increases and higher interest rates; and on our corporate customers from business cost increases and supply chain pressures along with remaining Covid-19 and Brexit related risk issues post pandemic and exit from the EU. We have taken actions to adjust affordability criteria in our lending decisions and increased our customer support capacity, whilst ensuring close and continuous monitoring of our credit portfolios. To date our credit portfolio performance has remained relatively resilient, although we are seeing some signs of customer stress emerging, albeit from a relatively low base. We anticipate some further deterioration in credit metrics in 2024, as more customers refinance onto higher mortgage rates.

#### Building and maintaining capital strength

We saw sustained resilience in our Regulatory Capital in 2023, with the Common Equity Tier 1 ratio remaining significantly above the regulatory minimum. Regulatory uncertainty remains the top capital risk for the bank. The UK implementation of Basel 3.1 is set for 1 July 2025, with a four and a half year transition period to full implementation by 1 January 2030, and will likely impact our regulatory capital requirements.

#### Climate change

We continue to progress our transition planning to set baselines and net zero pathways for our residential mortgage, auto loan, and commercial real estate portfolios. We are also progressing our Climate Internal Scenario Analysis programme. This is expected to deliver capability to meet regulatory climate stress test requirements, enhanced assessment of our risk exposures, further supporting targeting of our lending decisions and facilitating achievement of our net zero ambitions. Increasing disclosure requirements for climate change and broader ESG reporting required us to enhance our data strategy, which is reflected in our assessment of Data Management as a Top Risk. Supporting our customers is a key focus of our climate change plans along with managing related risks and reducing emissions in our operations.

#### Economic Crime

Financial crime is a high priority risk, and addressing it remains a key priority for us. In 2023, we further developed our compliance oversight and operations, and updated our policies and standards reflecting latest external requirements and best practice.

We also improved our operations and processes to respond to increasingly complex sanctions regimes, and introduced enhanced Customer Due Diligence processes and controls to support new business onboarding.

We considered the likely impact of government announcements on account closures. We only close accounts after a thorough review of all circumstances in line with legal and regulatory obligations and customer communication. Our Fraud losses were lower in 2023 compared to 2022, with design and implementation of new fraud prevention tools to complement our existing prevention and detection systems. Authorised Push Payment (APP) fraud remains the most significant single contributor to fraud losses. There are regulatory and consumer body considerations, with further PSR policy statements published in December 2023, which we are reviewing carefully for any further potential impacts. We are taking actions under our Fraud Transformation Programme to reduce losses and case volumes.

#### IT and Cybersecurity

The importance of IT risk management and control remains at the centre of our activities and we continue to progress a bank-wide programme to address increasing obsolescence, partly due to the fast pace of technological evolution. The programme is expected to deliver further risk reduction, over a three-year period, which we monitor closely.

We experienced no material data or cybersecurity incidents in 2023, although we responded to a number of third-party incidents. We continue to enhance our threat prevention controls, address IT obsolescence, and test our business area recovery plans against a range of scenarios. We continue to see increasing ransomware attacks across all sectors, driven by compromises in supply chain tools and we expect this trend to remain. We continue to invest in the right skills and resources to manage data and cybersecurity risks, and constantly monitor cybersecurity threats, particularly with evolving and elevated risks in the geopolitical environment.

#### People

People risk continues to be impacted by changes in our operating models and execution of our business strategies. We continue to adapt and respond to these risks, including those associated with the phased relocation of our Head Office to Unity Place in Milton Keynes across 2023 and 2024. We saw improvements in the year including reductions in levels of wellbeing related absence, and a stabilisation of attrition rates. Our wellbeing and inclusion strategy focuses on helping colleagues through change and supports productivity. We continue to support hybrid working but focused our messaging on encouraging colleagues to attend regularly in the office. We also provide support in response to the impact of external economic factors on our colleagues.

#### Conduct and Regulatory

In 2023, we remained vigilant in taking a customer-focused approach in developing strategy, products, services and policies that support fair customer outcomes and market integrity. As part of this, we proactively contacted customers at risk of experiencing financial stress to support them. We are supporting business customers with payment difficulties rolling off government loan schemes. We are also evolving our Financial Support team and SME support by investing more in people and IT, and we continue to focus on ensuring good customer outcomes.

#### Managing complex change

We have a challenging change agenda including continued aspirations for transformation and growth and well-established change control processes, as well as a strong oversight framework and related risk-based prioritisation. We continued our transformation to simplify the bank, which includes digitalising processes and customer journeys, reducing costs, extending internal capabilities and ensuring a resilient operating model.

#### Data management

Data Management including data privacy remains a key focus for us, reflecting the importance of data in supporting our business plans and strategy, the rising cybersecurity threat landscape, and the importance of controls over personal data. We continue to monitor and manage data risk through enhanced governance structures and processes. Our Data Programme is progressing with clearly defined deliverables that will improve our ability to manage data and enhance our capabilities, in line with our Data Strategy.

#### Third Party Risk Management (TPRM)

We rely extensively on third parties, both Banco Santander and external suppliers, for a range of goods and services. The heightened geopolitical environment puts an increased risk focus on supply chains. In 2023, we continue to progress work to enhance our controls and governance arrangements. We reassessed our highest risk suppliers against a revised set of criteria and implemented new metrics to monitor and manage our risk exposure. Our Procurement transformation also continues to operationalise our updated TPRM policies and processes.

#### Ring-Fencing

This was covered in 2023 as a Top Risk in our regular updates to ERCC and BRC. We focused on the continued refinement and enhancement of the quality and maturity of controls, and consideration of the HMT consultations on potential changes to the ring-fencing regime. We have removed this as a Top risk in 2024, given the progress we made in 2023.



## Risk management overview continued

### Emerging risks

We monitor these risks using our Emerging risks radar and regularly provide updates to the ERCC and BRC.

Highlighted below are our emerging risks in 2023 and our associated management actions. Most of these risks are systemic issues which will likely also impact our peers and remain relevant in 2024.

#### Uncertain macroeconomic and geopolitical environment

These risks remain in our top areas of concern. UK political risks increased significantly in 2023, as the focus is drawn to an upcoming General Election. We monitor the political landscape closely, and our Public Affairs team provides specialist insights and analysis which we use to assess potential impacts on the bank. Key areas of policy focus include: the fiscal position; spending policy approach and related markets (rates) and economic impacts; taxation (including bank specific related); climate-related policies (including Net Zero); bank regulation; and post Brexit trade relations with the EU.

2024 is also an election year in the US, and we will consider the potential impacts on the geopolitical environment from this that could arise. Broader considerations include conflicts in Ukraine and the Middle East, as well as the strengthening of political, trade and security ties between a number of developing nations with large and growing economies. These developments can have significant impacts on inflationary pressures, supply chains, and the cybersecurity threat environment.

#### Rapid technological change, customer behaviour, and Artificial Intelligence (AI)

Our overall approach to managing these risks reflects the continued acceleration of strong trends towards customer digital adoption via mobile and online banking. Our commitment is to become a digital bank with a human touch, whilst also ensuring that we remain competitive in a market which is experiencing an increase in digital-led market challenger entrants.

We continue to focus on investment in our products to ensure we are meeting customers' needs, with our OneApp mobile banking experience platform due for release in 2024. At the same time, we remain cognisant of cybersecurity, cloud technology and operational resilience issues which we take into account in our development strategy.

AI and associated risks and opportunities featured prominently in broader strategic business decisions across industries in 2023. Our strategy team formed a working group to co-ordinate a review of potential uses and touch-points of AI in the bank and other considerations such as governance, enterprise architecture, software implications and data usage.

#### Intense market competition

Against the backdrop of a highly competitive UK banking market, most large banks experienced either a reduction or slowdown in mortgage lending and in deposits, with customers able to select for value across a range of offerings. As well as taking a strategic decision to deleverage our mortgage portfolio, whilst maintaining prudent risk management, we continue to develop partnerships and invest in our products and offerings to attract and retain customers, leveraging Banco Santander's technology and support.

#### Demanding regulatory agenda

Like all UK banks, we will continue to face a demanding and complex regulatory agenda in 2024 and beyond focused on consumer outcomes, customer vulnerability, competition, and climate change. Our Compliance team continues to evaluate the evolving regulatory environment, and support the business in understanding and implementing regulatory change requirements. Many of these risks have, to a large degree, crystallised and we address them as part of our regular reporting across a range of risk types.

However, external developments are increasing the specific challenges being faced by banks in implementing climate change risk plans and fulfilling climate-related commitments. Costs associated with the climate change agenda have risen significantly, at the same time as cost of living has become a key focal point. Other external factors also remain uncertain and challenging including long-term UK government commitments, pace of technological developments, behavioural changes in society and business model transition risks.

These issues are likely to feature heavily in UK political debate in 2024 as part of the General Election. We are monitoring these external developments closely for any emerging reputational risks that could arise, either from failure to deliver our own climate-related plans, claims of 'greenwashing' or from a change in public perception of such initiatives given increased costs of implementation.

The FCA announced in January 2024 that it intends to use its s166 FSMA powers to review historical motor finance commission arrangements and sales across several firms. The review could imply some form of redress scheme, but the extent of our exposure under such a scheme remains uncertain at this stage. We are considering the immediate implications of the FCA announcement.

#### Extended Government involvement in banking & markets

In 2023, we saw a continuation of this trend, with the Mortgage Charter and the focus on banks' decisions with respect to customers savings rates. These types of initiatives create additional challenges and uncertainty for strategic plan forecasting and balance sheet management. UK political risks arising from the 2024 election could also have further impacts going forwards.

The issue of debanking which came to prominence in a high profile case in 2023, also highlighted the speed with which an emerging risk can crystallise into an operational and conduct event, as well as increased reputational risk and investor concerns.

It is paramount to us that customers have access to banking services and are treated fairly and transparently. Along with UK political risks, we also proactively monitor the potential for external interventions in the banking industry, and the likely impacts on the business, both regulatory and governmental.

#### Central Bank Digital Currencies & Crypto assets

Depending upon how these are implemented, there is a risk of a significant transfer of commercial bank deposits into these Central Bank Digital Currencies over time, increasing wholesale funding requirements and costs, and reducing the 'stickiness' of deposits in a stress. There are also broader potential impacts on regulatory frameworks, and monetary and fiscal policy. We continue to monitor these developments as they evolve.

We are also addressing the risk of crypto asset exposure through our client onboarding policies and procedures, which are part of our Financial Crime framework. We introduced crypto currency fraud controls, including limits applied for digital personal faster payments across telephone, branch and open banking channels.

#### Environmental and Social risks

Risks related to the environment have been increasing, including extreme weather conditions, bio-diversity loss, pollution, water and food crises, as well as the potential for new pandemics and diseases to emerge. There have also been mass-migration movements to Europe. These issues can impact business resilience either directly or indirectly. As a result, we have added this to our emerging risks.

The UK Government refreshed its National Risk Register in 2023, which also highlighted a number of these risks and others. Our business recovery teams run risk scenarios and develop response playbooks to test the bank's resilience to a range of potential external events, which are refreshed regularly so that they remain relevant in the context of the current external threat landscape.

#### Eurozone/Sovereign Bank contagion

Energy and commodity price shocks have increased risks to post-pandemic growth and financial conditions in the Euro area and globally. Euro area sovereigns, corporates and households face higher interest rates and cost pressures that could test debt sustainability for more highly indebted entities.

The most relevant risks for Santander UK could be reflected in wider credit spreads which could increase wholesale funding costs. Credible funding plans and liability strategies to support our aspired business growth will be key, which are regularly reviewed and challenged at our Asset and Liability Committee (ALCO).

## Risk management overview continued

### Key risk types

Key risk types map to, and are significant drivers of, our Top and Emerging risks.

#### Introduction

Key risk types are components of our overarching Risk Framework and are set out in detail in the Risk review. Each has its own defined framework, and we report on and review the risk profile formally at the ERCC, BRC and Board. However, the risk profile status level is proposed and recommended by the underlying specialist risk control forums.

Many of our top and emerging risk issues, which we described in the commentary above, intersect with our Key risk types and are mapped in the table below. We also comment below on a selection of these Key risk types, which were in focus in 2023 and remain so in 2024:

#### Economic crime

Both Financial Crime and Fraud risk remain a key area of focus for senior management and the board. Financial Crime Management remains one of our Top Risks and we continue to enhance our risk management capabilities, with further activities planned for 2024. With respect to Fraud, we continue to progress our Fraud Transformation programme, deploying new fraud prevention tools in order to enhance our controls.

#### Credit risk

Our credit portfolios remained relatively resilient in 2023. Whilst we have not yet seen any significant deterioration in reported credit metrics, challenging macroeconomic pressures are likely to impact more materially into 2024, with some early indicators pointing towards increased credit stress, albeit from a relatively low level.

We therefore have a cautious outlook for 2024, with the increased cost of living continuing to impact households and also increased mortgage rates, which although falling in late 2023 and early 2024, will still result in higher payments for many customers, and will remain a factor going forwards. Our Corporate credit customer portfolios also remained relatively resilient, but we also have a similar cautious outlook for 2024, with increased business costs and supply chain pressures and potentially reduced consumer spending likely to continue to impact our customers further.

#### Strategic and Business risk

These risks remain challenging to manage, due to the competitive market environment in both mortgage and savings markets, alongside elevated Government and regulatory focus, given cost of living issues facing customers. In 2024 our focus is shifting from Inflationary and Supply Chain Pressures to the risk of Margin Compression as a Top Risk. Markets are currently indicating a peak in the bank rate cycle, and our ALCO has approved a strategy to manage and mitigate this risk.

Deposits are a key area of contention, with peers offering improved term deposit pricing. With mortgages there are additional challenges as well as reduced market volumes, with customer optionality under the Mortgage Charter presenting uncertainty over pipeline volumes and the level of hedging required.

#### Non-Financial risks

This continued as an area of focus in 2023. We managed risks arising from a heightened external cybersecurity risk environment, exacerbated by geopolitical conflicts; addressed increasing conduct and regulatory requirements; enhanced our fraud detection and prevention controls to mitigate fraud attacks and fraud losses; continued to enhance our Financial Crime oversight and systems and controls; provided oversight of IT risk management where a multi-year transformation programme is being implemented; managed complex change risk delivery with capacity and capability challenges; and enhanced our operational resilience along with associated regulatory requirements.

#### Model risks

This remains a significant focus in the bank, with a heavy regulatory models agenda in 2023 focusing on capital adequacy to comply with new regulatory technical standards for banks. The PRA's Model Risk Supervisory Statement (SS1/23) policy comes into effect in May 2024. We expect the trend of regulatory focus on models to continue over the next two years in line with supervisory expectations.

Key risk type	Top risks	Emerging risks
<b>Credit, Capital</b>	Inflationary & supply chain pressures Climate change Building & maintaining capital strength	Uncertain macroeconomic & geopolitical environment Extended government involvement in banking & markets
<b>Market, Liquidity</b>	Inflationary pressures Building & maintaining capital strength	Uncertain macroeconomic & geopolitical environment Eurozone/sovereign Bank Contagion
<b>Pension</b>	Building & maintaining capital strength	Uncertain macroeconomic & geopolitical environment
<b>Strategic &amp; Business</b>	Inflationary & supply chain pressures People Data management	Managing complex change IT & cybersecurity Economic crime
<b>Reputational</b>	Economic crime Climate change	Intense market competition Rapid technological change & customer behaviour Artificial intelligence Central bank digital currencies Environmental & social risks
<b>Operational Risk &amp; Resilience</b>	Third party risk management Data management People	Demanding regulatory agenda
<b>Model</b>	Inflationary pressures Managing complex change	Rapid technological change & customer behaviour Artificial intelligence Central bank digital currencies & crypto assets Environmental & social Risks
<b>Conduct &amp; Regulatory</b>	Inflationary pressures Climate change Economic crime	Climate change Conduct & regulatory Data management
<b>Financial Crime</b>	Economic crime	Extended government involvement in banking & markets Demanding regulatory agenda

## Financial overview

# Delivering on strong foundations

**Angel Santodomingo**, Chief Financial Officer (subject to regulatory approval)



### Another good set of results in an uncertain and challenging operating environment

2023 was another challenging year for our customers with cost of living and inflationary pressures and higher borrowing costs.

We are proud that despite the difficult backdrop, our prudent approach to risk and hard work of our people has delivered a strong set of results for 2023, with profit before tax up and a RoTE of 14.4% (2022:12.0%). These results reflect our prudent approach to risk and our resilient balance sheet.

Throughout the year we placed focus on balance sheet optimisation and delivery of strategic initiatives focused on building customer loyalty, creating value and simplifying our businesses. We have already started to see the benefits of this, as we delivered improved returns with a smaller balance sheet.

Delivering this set of results will allow us to continue putting our customers first and continue to invest further in simplifying and digitising the bank.

### Our financial results

Profit from continuing operations before tax was £2,149m, a 13% increase on 2022 results. This increase was largely due to an increase in net interest income.

Net interest income increased 4% largely due to the impact of higher base rates alongside active balance sheet management through disciplined deposit pricing. Our Banking NIM increased 16bps benefiting from the higher base rates and pricing actions across both sides of the balance sheet. We believe that Banking NIM peaked in 2023.

Non-interest income was down 5% largely due to lower fees volume, and unrealised gains in 2022 which were not repeated. These were partially offset by the sale of Euroclear shares in H1-23.

Operating expenses increased by 5% as inflationary pressures on costs were partially offset by ongoing efficiency savings from our transformation programme which began in 2019 and cost management discipline.

### Financial highlights

**£1,596m**

Profit after tax  
(2022: £1,423m)

**2.20%**

Banking NIM  
(2022: 2.06%)

**48%**

Cost-to-income ratio  
(2022: 47%)

**1.49%**

Stage 3 ratio  
(2022: 1.24%)

**15.2%**

CET1 Capital ratio  
(2022: 15.2%)

**5.1%**

UK leverage ratio  
(2022: 5.2%)

## Summarised consolidated income statement

For the years ended 31 December	2023 £m	2022 £m
Net interest income	4,667	4,472
Non-interest income <sup>(1)</sup>	509	534
<b>Total operating income</b>	<b>5,176</b>	<b>5,006</b>
Operating expenses before credit impairment charges, provisions and charges	(2,485)	(2,370)
Credit impairment charges	(206)	(321)
Provisions for other liabilities and charges	(336)	(421)
<b>Profit from continuing operations before tax</b>	<b>2,149</b>	<b>1,894</b>

1. Comprises 'Net fee and commission income' and 'Other operating income'.



## Financial overview continued

This offset, paired with increased net interest income saw our cost-to-income ratio remain broadly stable at 48% (2022: 47%), despite two years of high inflation.

Our multi-year transformation programme concluded in 2023. This programme has seen a £794m reduction in costs so far, following £1bn planned investment.

Credit impairment charges were down 36% to £206m, reflecting the improved macroeconomic outlook in Q4-23, benefiting ECL despite a modest increase in arrears. Our cost of risk decreased in the period to 10bps (2022: 15bps).

Provisions for other liabilities and charges decreased by 20% in 2023 to £336m (2022: £421m), due to the 2022 FCA fine related to historical shortcomings in our AML controls not being repeated. Fraud losses were also lower in 2023 at £136m (2022: £153m), supported by staff training, better controls and financial education for customers to help improve recognition of fraud and financial crimes.

Tax on profit from continuing operations increased to £553m (2022: £471m), the result of both higher profits in 2023 and an increase in underlying tax rates. This was partially offset by a reduction in the Bank Corporation Tax Surcharge rate.

The effective tax rate increased to 25.7% (2022: 24.9%) in the period.

Our loan book continues to perform well and underpins our strong balance sheet. Being primarily focused on prime UK mortgage lending, our mortgage book accounts for 85% of customer loans and has a stock loan-to-value of 51%.

With a slower housing market and higher mortgage rates in 2023, applications fell. Our decision to optimise the balance sheet given higher funding costs contributed to a reduction of £11.9bn in mortgage lending over the period.

Unsecured retail lending, which includes credit cards, overdrafts and UPLs makes up only 3% of the book. Consumer Finance makes up 3% of the loan book and is largely secured on the vehicle.

Our corporate loan customers are well diversified across sectors, and we maintain low exposure to CRE and BTL (2% and 8% of total customer loans respectively).

Stage 3 ratio of our loan book was 1.49%, normalising from a low base (Dec-22: 1.24%) impacted by a smaller mortgage book and modest increase in arrears.

Customer deposits reduced by £2.9bn in 2023, as we remained disciplined with pricing actions in a highly competitive deposit market. This was possible due to lower funding requirements given a smaller mortgage book.

As a result of balance sheet management, our LDR reduced to 108% (Dec-22: 113%).

## Fraud and scams



### Customers facing rising fraud

Fraud is the fastest growing industry crime in the UK, so it is no surprise that we have seen a rise in cases of impersonation fraud, targeted at our customers.

In 2023, we continued to implement communication measures to help raise awareness and education for our customers. These included staff training to identify scams and communicate safety measures to customers, regular reminders to customers and in-app warnings.

These measures are working as our staff and customers continue to identify and report instances of fraud before it is too late.

### Love hurts as romance scams hit the UK

"I'll pay you back", "I can't video call" and "Trust me" are some of the phrases you may hear when talking to a romance scammer.

A romance scam is when victims are tricked into sending their money to a criminal who goes to great lengths to win their trust and convince them that they're in a real relationship.

Our latest research shows that nearly a third of the UK public have been targeted by romance scammers, with four in five victims saying it was because of clever and personal language used in conversations with the scammer.

To counter this, we teamed up with dating guru Anna Williamson (presenter of Celebs go Dating) to launch Love Hurts, a campaign aimed at helping people protect themselves from potential romance scams.

### Santander UK fighting back against fraud

Fighting back against fraud was one of our key priorities over the last year. Our Break the Spell team, which works with people at high risk of being scammed, saved customers c.£5m in 2023 and £13.7m since launch in 2021. This has helped reduce our fraud charges by 11%.

While there's no one-size fits all approach when it comes to scams as criminals are constantly evolving their approach, we provided our customers with several protection methods and with tips to help them bank safely on our website.

## Summarised segmental balance sheet<sup>(3)</sup>

31 December	2023 £bn	2022 £bn
<b>Customer loans by segment</b>		
Retail & Business Banking	182.3	194.6
Consumer Finance	5.2	5.4
Corporate & Commercial Bank <sup>(1)</sup>	17.9	18.5
Corporate Centre	1.3	1.2
<b>Total</b>	<b>206.7</b>	<b>219.7</b>
Other assets <sup>(2)</sup>	75.4	72.5
<b>Total assets</b>	<b>282.1</b>	<b>292.2</b>
<b>Customer deposits by segment</b>		
Retail & Business Banking	158.3	161.8
Corporate & Commercial Bank	24.1	24.8
Corporate Centre	11.2	9.9
<b>Total</b>	<b>193.6</b>	<b>196.5</b>
Total wholesale funding	55.8	63.0
Other liabilities	17.7	18.0
<b>Total liabilities</b>	<b>267.1</b>	<b>277.5</b>
Shareholders' equity	15.0	14.7
<b>Total liabilities and equity</b>	<b>282.1</b>	<b>292.2</b>

1. CCB customer loans included £4.6bn of CRE loans (2022: £4.5bn).

2. Includes property assets classified as held for sale of £13m (2022: £49m).

3. The segmental basis of presentation in this Annual Report has been changed. See Note 2 to the Consolidated Financial Statements for more information.

## Financial overview continued

### Segmental performance

We manage our business through three core operating segments plus the Corporate Centre as outlined across. To ensure consistency and to leverage shared investment, best practice, and expertise, we work closely with our colleagues in Spain and across Europe.

Retail & Business Banking produced a strong year for delivery and customer focus. We expanded our Santander Edge product with the launch of Edge Up and Edge Saver products, winning 'Best overall current account range' at the personal finance awards.

We reignited our digital brand Cahoot with the launch of Simple Saver and Sunny Day Saver accounts, and further digitalised through the launch of our new OneApp pilot to all customers aimed at improving their digital banking experience. We look forward to completing the pilot and fully migrating to OneApp in 2024.

Corporate & Commercial Banking (CCB) delivered another strong financial performance in 2023 with solid growth in new clients, activity, income and profitability.

We introduced over 1,500 UK businesses to new international connections, added more than 1,000 new subscribers to our Santander Navigator platform and supported more than 10,000 UK firms with more than £25bn in corporate facilities and funding.

For the first time, we ran a dedicated television and wider marketing campaign for CCB. This campaign was aimed at helping raise client and market awareness for this growing part of our business and to showcase the value of making new global connections to UK businesses.

Consumer Finance maintains a prime portfolio, with 87% of lending secured on the vehicle and relatively low levels of default. In 2023, our Original Equipment Manufacturer (OEM) partners were responsible for 20% of all new car registrations, and 17% of new business was for green assets (i.e. electric vehicles and hybrids), with tailpipe emissions under 50g/km.

## Our business segments



### Retail & Business Banking

Retail & Business Banking provides UK mortgage lending and banking services and unsecured lending to individuals and small businesses.

### Corporate & Commercial Banking

Corporate & Commercial Banking provides banking products and services to SMEs, mid-sized and larger corporates.

### Consumer Finance

Consumer Finance provides prime auto consumer financing for individuals, businesses, and automotive distribution networks.

### Corporate Centre

Corporate Centre provides treasury services for asset and liability management of our balance sheet.

#### Strong liquidity, funding and capital position

The CET1 capital ratio remained stable at 15.2%. Higher profit and a reduction in RWA exposure were partially offset by £1.5bn in dividends paid in 2023. RWAs decreased to £69.1bn (Dec-22: £71.2bn), with lower mortgage lending and active balance sheet management.

The UK leverage ratio remained broadly stable at 5.1% (Dec-22: 5.2%), with leverage exposure decreasing to £247.2bn (Dec-22: £248.6bn).

Strong LCR of 162%, maintaining significant headroom to regulatory requirements.

We continued with our stable and diversified funding programmes, issuing across a range of currencies. £8bn of TFSME was repaid during the period as planned, with £17.0bn outstanding.

The structural hedge position for the Santander UK plc group decreased to c. £106bn (Dec-22: c. £108bn), reflecting lower non-rate sensitive liabilities. The overall contribution to income increased during the period, and we expect this to continue going forward as maturities are replaced with higher yielding assets.

#### Looking ahead

After initial falls in H2-23, we expect inflation to fall further in 2024 which will help ease cost of living pressures for our customers and see the base rate start to reduce.

We expect Banking NIM to be lower with the impact of any base rate reduction and pressure on new business margins to be partially offset by increased income from the structural hedge.

Balance sheet optimisation and cost management will again be our focus in 2024, as we continue to prioritise profitability, capital generation and investment in our core banking franchise and our strategic initiatives.

We look forward to continuing our focus on supporting customers, people and communities.

#### Angel Santodomingo

Chief Financial Officer (subject to regulatory approval)

## Introduction to our new Chief Financial Officer



Angel Santodomingo joined Santander UK as Chief Financial Officer in December 2023 (subject to regulatory approval). Angel has nearly 40 years' experience in financial services and has worked in the Banco Santander group for nearly 20 years in several senior roles.

Originally joining in 2005, Angel became Banco Santander's Head of International Development and Asset Management, before becoming Global Head of Investor Relations.

In 2014, Angel moved to Brazil, becoming CFO of Banco Santander Brazil for nine years, including sitting as Executive Director on its Board.

Most recently before his Santander UK appointment, Angel returned to Spain becoming Banco Santander's Global Head of Strategy, Chief of Staff to the Executive Chair and Global Head of Sustainability, working directly for Executive Chair, Ana Botin.

"After nearly 20 years working across different parts of Banco Santander, I am excited to be joining the UK business. I look forward to working closely with the Board and the management team and helping shape the future of the bank."

Subject to regulatory approval, Angel will also be appointed Executive Director of Santander UK Group Holdings plc and Santander UK plc.






## Sustainability review

# Sustainability review

Financial institutions have a critical role to play in addressing sector-specific issues such as financial inclusion and financial crime. They also have a role to play in tackling broader societal challenges such as climate change.

Our Sustainability and Responsible Banking (SRB) strategy aligns to Banco Santander's and sets out Santander UK's approach to tackling key sustainability challenges, identified by our materiality assessment, while also supporting our core purpose to help people and businesses prosper. The SRB strategy embeds Environmental, Social and Governance (ESG) considerations into our business and culture. More information on each of these pillars is shown below. We disclose progress on our ESG strategy across our key reports each year, as outlined below:

Environment 	Social 	Governance 
<p>At Santander UK, we recognise that climate change is one of the biggest challenges of our times. Through our updated climate change strategy, our goal is to support the UK in tackling climate change. We'll do this through a four-pronged approach by: decarbonising our portfolios in line with the goals of the Paris Agreement; supporting our customers in the green transition; reducing our own environmental impact; and embedding climate in risk management. We're also fully committed to Banco Santander's ambition to achieve net zero carbon emissions by 2050.</p>	<p>Our social agenda focuses on our customers, our communities, and our people. Education, employability, and entrepreneurship alongside financial inclusion, financial health, social mobility, and diversity and inclusion are essential to build our social impact ambitions. We are currently developing a new social strategy, which will launch in 2024. This brings together all of our initiatives that are designed to generate positive impact for our customers (with a particular focus on Consumer Duty), our communities, and our people. As part of our community engagement, we also focus on empowering students through our Santander Universities Programme, volunteering opportunities for our people, our charity partnership with Macmillan Cancer Support, and the Santander Foundation.</p>	<p>Robust governance ensures we get the basics right. High standards of ethics, conduct, and integrity sit at the foundation of all prosperous and equitable businesses and societies. They are also a clear priority in how customers choose their bank. Our commitment is to be a fair, transparent, and responsible bank. At the heart of this is good customer outcomes and fair value. We deal with any form of fraud against our customers or other economic crime as a priority. We uphold the highest standards of governance, including applying the UK Corporate Governance Code. You can read more about our governance practices in the Chair's Report on Corporate Governance and the Directors' Report.</p>

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READ MORE IN OUR ESG SUPPLEMENT



## Sustainability review continued

### Environment

Our updated climate strategy supports our contribution towards Banco Santander's ambition to be net-zero by 2050.

#### Our strategic priorities for environmental sustainability

Tackling climate change is a key strategic priority for Banco Santander. The overarching ambition is to be net zero by 2050 as we support all our customers' transition to a low-carbon economy and drive inclusive and sustainable growth. To underpin this ambition, Banco Santander is a founding member of the Net Zero Banking Alliance (NZBA) and the Glasgow Financial Alliance for Net Zero (GFANZ).

In the UK, we are fully aligned to the Banco Santander net zero ambition and we have an important role to play in achieving it. We have revised our climate strategy to align to the Banco Santander strategy. Our climate strategy is built around four key pillars:

- Aligning our portfolios to the Paris Agreement Goals
- Supporting our customers in the green transition
- Reducing our environmental impact
- Embedding climate in risk management.

Delivering our climate strategy is integral to our broader business priorities. In 2023 we developed a first iteration of our internal climate transition plan which articulates how we will implement our strategy. You can find more about our climate strategy and transition plan in the climate disclosures section of the Sustainability and Responsible Banking chapter of this report.

#### Aligning our portfolios to meet the Paris Agreement goals

We aim to deliver on our net-zero commitment in a way that delivers real-world decarbonisation. In 2023, we completed an analysis of what this transition will mean for our lending portfolios. As part of this, we are disclosing the baselines for our home and auto finance portfolios which account for 99.8% and 97% of exposures on these portfolios. This year, UK auto finance lending is also included within the new Banco Santander net zero target for this portfolio. Work on the Corporate & Commercial Banking (CCB) portfolio is ongoing and will continue into 2024.

The transition plan includes an assessment of the actions necessary to align our portfolios with the Paris Agreement goals. We have categorised these actions into three groups:

- those actions wholly within our control;
- those that we can influence;
- those that we are reliant on and will therefore need to monitor.

In 2024, we intend to continue to enhance our data, processes and understanding of internal and external levers as part of further embedding

climate transition planning within our overall business strategy.

#### Supporting our customers in the green transition

Being a responsible business is a key part of our strategy for the long term and our day-to-day decisions. Central to this is how we help our customers make the transition to a low-carbon economy.

As with our approach to the cost of living crisis, we need to help our retail customers to make informed and practical decisions. An example of this approach is our Greener Homes Hub. It provides help on how to make a home more energy efficient. Additionally, we continued to offer the free EnergyFact Report in 2023, which gives guidance on how homeowners can improve the energy efficiency of their homes. We continue to make good progress against our plans to support customers in decarbonising their homes. We've spent much of 2023 on preparing the groundwork for new partnership propositions which will come online in early 2024. These new partnerships will accelerate our work to support customers understand more about the benefits of energy efficiency upgrades and improve their end-to-end journey.

We have also used our position in the market to drive the public debate on building decarbonisation in the UK and what policy developments are needed to support this. We regularly participate in discussions on how government, banks, and the wider industry can work together to incentivise home energy efficiency improvements with cross-party political stakeholders and civil servants.

This year, we hosted a panel event on home energy efficiency at the Conservative Party Conference with Lord Callanan, the Minister for Energy Efficiency and Green Finance. We also joined the Better Homes Alliance, a cross-industry coalition calling for a 'Rebate to Renovate.' This incentivises homeowners to retrofit their homes through a stamp duty tax rebate linked to energy consumption. Alongside this, we joined the Warm Homes Commission, a group which aims to set out how the next government can tackle the challenge of bringing the UK's leakiest homes up to an acceptable standard of insulation and drive the switch to low-carbon heating.

In October 2022 we published our 'Buying into the Green Homes Revolution' report. The report examined the changing attitudes towards net zero among homeowners and buyers. Our research revealed that the main barriers to retrofitting for homeowners are cost and lack of understanding and guidance. To address our customers' challenges, we made a series of recommendations to the Government. They focused on providing the right financial incentives; better information on upgrading properties; and establishing the skills, infrastructure, and capacity to carry out retrofitting at scale to meet future needs. We have now started additional work to expand our understanding of consumer attitudes towards retrofitting and to identify further policy levers to support building decarbonisation. Our findings will be published in a report in 2024.

### 2023 environment highlights

## £2.8bn

Green finance raised and facilitated in 2023

## 32,000

Customers supported with products and services in their transition to net zero in 2023

### Refreshed climate strategy

and development of initial climate transition plan

## £13.3bn

Green finance raised and facilitated since 2021 with a target of £20bn by 2025

[READ MORE IN OUR ESG SUPPLEMENT](#)



## Sustainability review continued

### Environment continued

For business customers, Corporate & Commercial Banking (CCB) continues to offer its sustainable finance through sustainability linked loans. Our aim is to help business customers across all sectors to access sustainable finance that will support their sustainability journeys and accelerate their transition towards a net-zero economy.

Banco Santander's internal Sustainable Finance Classification System (SFCS) provides the methodology for how we categorise sustainable financial products and services. This includes definitions for green, social, and sustainable finance. It outlines eligible sectors and business activities that support environmental and social sustainability. Sectors include energy, transport, water and waste management, and real estate. The SFCS is reviewed annually. Banco Santander has committed to raise over €120bn in green financing between 2019 and 2025. Our medium-term target is to raise or facilitate more than £20bn of green finance by 2025 and since 2021 we have achieved £13.3bn.

#### Reducing our environmental impact

Reducing greenhouse gas (GHG) emissions from sources under our operational control is a key pillar of our climate strategy and will contribute to our target of reaching net zero. We are continuously looking to drive GHG emission reductions through enhanced energy efficiency measures and low-carbon practices and technologies in our operations. For instance, we are identifying and implementing energy optimisation measures including new LED lighting, heating electrification, Heating, Ventilation and Air Conditioning (HVAC) system upgrades, and replacement of fan coil units. 100% of Santander UK plc's electricity comes from certified renewable sources, procured under REGO-backed green contracts.

We have a property strategy in place which runs until 2025. As part of our internal climate transition plan we have conducted analysis to assess how our property strategy will reduce operational emissions. We are currently on track to deliver emissions reductions of 45% from our 2019 baseline. Further work will be undertaken in 2024 to understand the requirements for a net-zero aligned strategy for 2030 and the costs and trade-offs associated with delivering this.

We have moved into our new headquarters, Unity Place in Milton Keynes. The building is currently on track to achieve a Building Research Establishment Environmental Assessment Method (BREEAM) 'Excellent' rating. This demonstrates best-in-class practice in sustainable building design, construction, and operation. Unity Place offers an open, collaborative, and dynamic workspace, with open-access public areas and retail space for businesses on the lower floors to support community engagement. The building was designed and built with sustainability in mind. It is powered by 100% green electricity and does not have gas supply. Heating and cooling are provided by a state-of-the-art HVAC system equipped with air-source heat pumps and heat exchangers.

The rooftop mounted solar panels supply an estimated annual on-site green energy generation

of over 90,000 kWh. Multi stream waste segregation is performed on-site, while all rainwater on the rooftop is harvested and reused throughout the building. There is also space to park bicycles and charging points for electric vehicles.

We continue to monitor and evaluate our energy and carbon footprint in line with the Streamlined Energy and Carbon Reporting (SECR) regulation. In 2023, we used 93,387,392 kWh of energy, a 9% reduction against 2022 (103,156,234 kWh). This change was a result of significant reductions in our electricity and gas consumption. Our GHG emissions (market-based) were 5,438 tCO<sub>2</sub>e compared to 5,963 tCO<sub>2</sub>e in 2022. 'Market based' reflects the emissions from the renewable electricity purchased. Emissions per employee equate to 0.27 tCO<sub>2</sub>e, a decrease from 0.32 tCO<sub>2</sub>e in 2022. Santander UK's emissions are calculated using the UK Government Department for Energy Security and Net Zero (DESNZ) conversion factors. Santander Financial Services plc (SFS) emissions are included in this year's reporting. The basis of reporting of SECR information can be found in the climate-related financial disclosures section under Environmental Performance. Our total Scope 1, 2, and 3 emissions for 2023 are shown in the table below.

	2023	2022	2021
Scope 1 tCO <sub>2</sub> e	2,827	4,512	6,074
Scope 2 tCO <sub>2</sub> e	<b>16,211</b>	15,624	18,860
Scope 2 tCO <sub>2</sub> e (Market-based)	<b>84</b>	53	0
Scope 3 tCO <sub>2</sub> e (Business travel) <sup>1</sup>	<b>2,527</b>	1,398	289
Total <sup>1</sup>	<b>5,438</b>	5,963	6,363
YoY % <sup>1</sup>	<b>(9)%</b>	(6)%	-
Total emissions per employee (tCO <sub>2</sub> e/)	<b>0.27</b>	0.32	0.35

1. Employees that had left Santander UK or were temporarily absent during each reporting period for 2021-2023 had been excluded from Scope 3 business travel, but should have been included. For 2023 we have estimated this exclusion based on available data. We have made the assumption that the profile of employees and the nature of the travel has not materially changed in 2022 and 2021 and we have used the 2023 estimated uplift to restate 2022 and 2021 business travel. This estimation also impacts the Total CO<sub>2</sub>e emissions, CO<sub>2</sub>e emissions per employee, and year-on-year percentage for 2021-2023. Business travel for the excluded population will be reviewed as part of planned enhancements for future reporting periods.

Note: 2021 figures exclude Santander Financial Services plc emissions, which for 2023 were less than 3% of total emissions and considered not material to be included in 2021.

The amount of business travel continues to increase as we spend more time in our offices and branches post Covid-19. This resulted in greater Scope 3 emissions compared to 2022. However, the distance travelled, and resulting emissions, remain significantly lower than pre-pandemic levels. Despite this increase, total emissions reduced in 2023 because of reductions in gas and electricity consumption. This is largely due to the rationalisation across the head office estate, with the removal of several sites from the Santander Head Office Estate including Bootle and Newcastle. The old Milton Keynes sites were vacated in Q4 2023 with the opening of Unity Place.

The current refurbishments underway at Triton Square, which include replacing lower efficiency mechanical, electrical, and plumbing assets (pumps, passenger lifts, LED lighting, HVAC upgrades, air handling units, fan coil units) are still ongoing. Several floors of the site were completed in 2022/2023. In 2023, a further three head office sites also started refurbishments.

Across the retail estate upgrades to HVAC units have also been rolled out. Santander UK works with a specialist third party to monitor energy consumption across the estate, optimising energy use through improving controls. Santander UK's environmental staff engagement initiative, Go Green, delivers a broad range of sustainability focused campaigns and initiatives to encourage colleagues to adopt sustainable behaviours as well as provide practical energy savings tips. All these measures contribute towards reducing Santander UK's overall energy consumption.

#### Embedding climate in risk management

Our Credit Risk Officer (CRO) is the Senior Management Function (SMF) responsible for identifying and managing climate-related risks supported by the Environment, Social, and Climate Change (ESCC) team who sit within Enterprise Risk. Over the years, our Line 2 function has carried out extensive work to ensure we identify both physical and transition risks relating to climate and how they can manifest and affect the Bank and our customers. This work is guided by UK and EU regulatory expectations and is aligned to Banco Santander's expectations. It remains ongoing and progress is reported to the ERCC and Board Risk Committee on a regular basis.

Our Line 2 risk function is leading work to develop Santander UK's internal climate risk modelling capabilities. This involves delivering an annual climate internal stress analysis (CISA) exercise and a related data development programme. Over time, this will enhance our capacity to:

- Identify physical and transition risks in a variety of scenarios including potential governmental policy changes and the resulting macro-economic environment
- Consider the business model risks arising from each scenario
- Develop risk appetite metrics or limits to monitor and manage risks arising from climate change
- Embed climate-related considerations into credit decisioning by way of education to both our staff and customers.

We expect that the metrics and targets we use to monitor progress will be embedded into the risk framework during 2024 and align to Banco Santander's strategy and ambitions. We also anticipate that the CISA scenarios will, in future, support the external science-based pathways that are used in the analytical underpinning of this plan. This will help us to assess business model viability through the low-carbon transition.

## Sustainability review continued

### Social

As part of our SRB strategy, in 2023 we began work on a social strategy that goes beyond traditional banking services – focusing on our customers, our communities, and our people.

The implementation of consumer duty at Santander UK in 2023 has provided additional focus on putting our customers at the heart of everything we do to ensure good customer outcomes. Therefore, our new social strategy will include a commitment to enhance financial inclusion for our customers. We will continue to expand our products and services to ensure everyone has access to the financial tools and resources they need. In addition, we'll continue to help our customers improve their financial resilience with tools such as our free financial health check, which gives tailored support and tips to improve financial education and health.

Findings from the Financial Inclusion Commission show the importance of financial inclusion in the UK. The Commission states that 12.5 million UK adults have little or no confidence in their ability to manage money, with 22% of adults having less than £100 in savings. Our financial inclusion strategy sets the ambition for Santander UK to be financially inclusive. Our goal is to help people improve their financial skills, gain access to financial services and develop financial resilience. This means care and support need to be at the heart of our products and services, and the guidance and education we provide to customers.

#### Our customers

##### Enhancing customer support

In 2023, we helped more customers than ever, with our branch colleagues taking more than 5.8m calls (2022: 4.9m). We continue to provide regular coaching to develop our peoples' skills in telephone support. Voice training (training new starters in branch on how to support customers through the telephony channel) is now standard for all new branch starters.

We continue to offer a face-to-face service in our 444 high street branches. We've also refurbished 47 of our branches, opened two new Work Café branches to add to our first Work Café in Leeds and continued our support of the Banking Hub initiative with Cash Access UK Ltd.

##### Support for smaller businesses

Against the backdrop of rising costs and difficult economic conditions, we continue to support small and medium-sized enterprises (SMEs) through Santander Breakthrough. Breakthrough provides these businesses with practical, on-demand tools and support.

In 2023, 18,996 businesses accessed these resources, which are designed to respond to the topics they need most help with, such as increasing business overheads and costs. We have continued to expand our mentoring and coaching for business owners to help them make the right decisions at the right time.

#### Our communities

##### Education, entrepreneurship, and employability

As part of our new Social strategy, our ambition in 2024 and beyond will be to expand our reach and help a growing number of people build the skills they need to improve their career prospects. We believe that education and lifelong learning are today's solution to a brighter future.

##### Santander Universities

We are very proud of our work over the last 15 years to support education, skills development, and entrepreneurship through our Santander Universities programme. We have donated more than £105m to our university partners across the country and supported upwards of 130,000 students into and through higher education. As we look to the future, our aim is to make sure that our programmes provide practical support, resources, and advice to help learners and businesses more than ever before.

We have developed a programme that helps level the playing field for students from underrepresented groups. The programme provides more choice and delivers support in the right way and at the right time. We do this by working with our established university partners to create opportunities for underrepresented students. This can be through scholarships, living wage internships that help students consider their future, or specialist entrepreneurial centres to help learners turn passion projects into businesses.

We know that higher education isn't for everyone. This is why we're also investing in adult education that provides a pathway to better skills for all, no matter where they are in the UK. So, while we continue to award £4m every year through scholarships and support, we are also looking to do more. We will share more free, accessible learning programmes through the Santander Open Academy with people from all backgrounds.

##### Financial education

We believe all children and young people need a solid financial education. Our ambition is to become a reference within the banking industry in financial education by 2025.

Experts have told us the best way to create confidence with money is to teach financial concepts when people are young. This helps them to make better decisions about their money and protect their finances later in life.

In 2023, we campaigned for financial education to be compulsory in English primary schools and for all teachers, parents, and students to have easy access to education resources. We provide financial education resources through The Numbers Game in partnership with Twinkl. We also held a drop-in session with MPs and policy makers in Westminster to raise awareness of the need for statutory financial education across in primary schools.

In 2024, we plan to publish a paper with the Social Market Foundation and Twinkl, analysing the barriers to making financial education mandatory in English primary schools, and how these can be overcome. The Money and Pensions Service Strategy for Financial Wellbeing underlines the importance of financial education. The strategy's goal is to deliver meaningful financial education to an additional two million children and young people by 2030, increasing the target to 6.8 million.

## 2023 social highlights

### External recognition

Recognition for our work on inclusion and employee support includes: Times Top 50 for Gender Equality; Top 30 Social Mobility Index; Top 40 Stonewall Workplace Equality Index; Top 30 Working Families Benchmark; Exemplary Employer Status from Investing in Ethnicity; Menopause Friendly Employer Awards Most Open Workplace.

### Engaged people

Our employee engagement index of 8.2 is in the top 25% of external benchmark data<sup>1</sup>.

### 3.7 million

Since 2019 we have financially empowered<sup>2</sup> 3.7 million people surpassing our 2025 target of 3 million. This has been largely achieved through our financial education initiatives which have seen 3.1 million children and young people given a meaningful financial education.

### Social mobility

We have launched our Mobilise mentoring programme for disadvantaged students in our local communities.

#### READ MORE IN OUR ESG SUPPLEMENT

1. Employee Engagement Index according to external benchmark by Workday Peakon Employee Voice.
2. Number of people, mostly unbanked, underbanked or in a situation of vulnerability who, through our products and services and social investment initiatives are able to get access to the financial system, receive tailored finance and increase their knowledge and resilience through financial education.



## Sustainability review continued

### Social continued

#### Santander Foundation

We are proud of the impact achieved by the Santander Foundation in 2023, delivering more than £1.8m to local charities to improve the digital and financial capabilities of people facing disadvantage.

With support from the Foundation, charitable partners have delivered services to over 5,330 people. This has led to at least £389,293 of savings and benefits, providing data to 1,199 people, supporting them to increase their financial and digital capabilities.

In 2023, the Foundation set up workshops to share learnings between our funded charities. It also launched a new programme to help funded partners communicate their cause and impact effectively.

The Foundation also boosted Santander UK colleagues' fundraising through the Matched Donations programme. This increased the value of donations raised by colleagues with £471,674 of additional funding.

#### Macmillan Cancer Support

2023 was the second year of our strategic partnership with Macmillan Cancer Support. The partnership is aligned with our financial inclusion goals and aims to help people with cancer overcome financial challenges they may face.

In 2023, we continued to develop our referral pilot which connects customers with Macmillan support. We are also continuing to review the customer journey and experience for customers with cancer, taking into consideration the Consumer Duty requirements.

During the year, Santander UK colleagues and customers also raised £1,230,124 in charitable funding for Macmillan, exceeding our partnership goal of £1m. Our people organised events such as coffee mornings and completed challenges, alongside volunteering their time.

#### Our people

##### Our culture

We are part of a global organisation united by a common culture: **The Santander Way**. This encompasses our purpose – to help people and businesses prosper – and our aim to be the best open financial services platform, by acting responsibly and earning the lasting loyalty of our people, customers, shareholders, and communities. It also reflects our Simple, Personal and Fair values, our risk culture, and our behaviours.

Our TEAMS behaviours – Think Customer, Embrace Change, Act Now, Move Together, and Speak Up - are crucial to delivering our strategy in a responsible way. They provide the direction for how our culture enhances customer focus, business agility, collaboration, and simplicity. In 2023, we launched our people deal which sets out what our people can expect from working at Santander UK. It is made up of six pillars:

- The place to be yourself
- Unleash your potential
- Raise the bar
- There when it matters
- Valued for your impact
- Shape the future.

Alongside standard elements like pay and benefits, it outlines some less familiar things our people can expect. These include our virtual GP service, Help@Hand, and inclusive training programmes. It also details what we expect from our people in return, including our TEAMS behaviours and putting good customer outcomes at the heart of everything we do every day.

##### Listening to our people

To help us to achieve our culture ambitions, we listen to our people to find out what's working well and where we can do things differently. Our monthly pulse survey, Your Voice, lets all of our people give feedback on our ways of working and their employee experience. It supports us to measure our culture, and how we're delivering against our people deal, providing real-time data and sentiment to whether our employees experience the TEAMS behaviours we set out to achieve, and if we are delivering against our strategy and a positive employee experience.

Throughout 2023, we saw steady improvement across all aspects of our employee engagement. All the engagement drivers that feed into our engagement score sit above the external benchmarks and many are in the top 25% or higher. Our overall 2023 employee engagement score was up 0.4 points to 8.2 out of 10 (2022: 7.8). This puts us in the top 25% of Peakon's external finance benchmark.

##### Diversity, equity, and inclusion

Our people deal has diversity, equity, and inclusion (DEI) at its heart. This is particularly reflected in The place to be yourself and There when it matters pillars.

Our commitment is to be a truly inclusive organisation that prioritises equity and reflects the customers and communities we serve. We designed our DEI strategy to deliver this commitment. It is designed on the principles of intersectionality, balanced representation, leadership, advocacy, allyship, transparency, and accountability.

In 2023, our DEI focus was on three priority areas:

**Social Mobility:** We are building on our status as a leading voice for social mobility in financial services. As a founder member of Progress Together, we are proud to have contributed to their Shaping Our Economy report, which creates a much-needed benchmark for social mobility in financial services. We also launched our Mobilise mentoring programme with The Lead Mindset. This first-of-its-kind programme offers education, support, and mentoring to disadvantaged 14-16 year-old students in our local communities. The programme runs over three years and aims to make a real difference to career outcomes.

**Women in STEM:** Our Women in STEM Campaign focuses on building our talent pipeline of women who are skilled in science, technology, engineering, and maths. A core part of the campaign is our bespoke Women in STEM Leadership Programme which helps to develop our existing female employees in this growth area.

**Black inclusion:** We continue to make progress against our commitment to tackle under-representation of Black talent in our senior roles. 100 employees have now graduated from our Black Talent Programmes, which support employee progression through sponsorship, leadership development, and access to inspirational Black role models. We are proud to have become signatories of the Halo Code, which destigmatises afro hair in professional spaces as we continue to have conversations about Black inclusion.

##### Wellbeing

Wellbeing is essential to helping our employees thrive and is a significant part of our people deal. Our comprehensive approach promotes positive wellbeing every day and spans mental, physical, social, and financial wellbeing.

We focus on prevention first with initiatives such as our Gympass and Mental Health Network. We also aim to be there for our people in the moments that matter, including the intervention and crisis stages of wellbeing. Key areas of support include Help@Hand, which provides virtual GP appointments and counselling, as well as specific interventions such as health and cancer screening. Our internal Wellbeing Hub is a single, easily accessible source for all our wellbeing support resources. It has been accessed 200,000 times in the last three years.

In the face of the cost of living crisis, we are prioritising financial wellbeing. Financial support options have been strengthened including the Santander Support Fund, which helps colleagues who are most in need, especially those dealing with challenging life events. We continue to raise colleague awareness on the support available, including our dedicated financial support helpline, which was launched in 2022.

We continue to provide all of our 3,800 people managers with Positive About Mental Wellbeing training. This equips them with tools to help prioritise positive mental wellbeing every day, recognise when more support may be needed, and help colleagues access support. Our Mental Wellbeing Network also offers peer support, raises awareness, and promotes positive mental wellbeing through a series of events and resources to its 2,000+ members.

We have been recognised for the support we provide to enhance our people's wellbeing. This includes a Best for Wellbeing award by Great Place to Work and Employer Initiative of the Year at the Inside Out Mental Health Awards for the additional support we give our colleagues who serve extremely vulnerable customers.

## Sustainability review continued

### Governance

The third pillar of our SRB strategy acts as a foundation for all of our ESG activities and initiatives. For more on bank-wide governance see the Corporate Governance section.

#### Governance of our SRB Strategy

In 2023, we completed a full review and update of our ESG operating model. This has future proofed the governance of our SRB strategy and ensures we are equipped to respond to new regulatory requirements. Given the fast-evolving nature of ESG, this work will continue into 2024 as we embed ESG criteria further into all aspects of our business. Key outputs in 2023 included:

#### Adoption of an ESG framework in our SRB strategy

To align with Banco Santander priorities, we restructured our SRB strategy around an ESG framework. The new three-pillar strategy concentrates activities within Environmental, Social, and Governance areas. We also revised our climate strategy and are developing a new Social strategy so they align to the areas where we can have the greatest impact. Executive Committee members hold accountability for each focus area.

#### Re-mapping all ESG activities across the business with clear ownership

We have made good progress with embedding our SRB strategy across the business. Yet, regulatory and stakeholder expectations around sustainability and ESG are increasing. We therefore need to ensure every area of our business is set up to respond in an agile, consistent, and appropriate manner, and has clear accountability defined. With this in mind, in 2023 we re-mapped all our ESG activities to ensure they are aligned to our new ESG framework. With all divisions expected to deliver against our SRB strategy, we also defined clear involvement, roles, and responsibilities for all ESG activities in each business division.

#### Updating SRB governance and management structures

Recognising the change in our approach to ESG, we also reviewed our governance and management forums to ensure they have clear authority and accountability to deliver the ESG operating model and our SRB strategy. Details are shown in the graphic.

#### Update of Senior Management Function accountability for ESG

Our revised ESG operating model also considers the importance of senior management responsibilities. In addition to ExCo responsibility for different components of the SRB strategy, we have also reviewed overall Senior Management Function (SMF) accountability for ESG. The CEO oversees development and delivery of our SRB strategy, ensuring it is aligned with the bank's strategy and is embedded throughout the business.

The CEO is assisted by the Director of Communications and Responsible Banking who takes day-to-day responsibility for delivering the SRB strategy. The Chief Risk Officer continues to oversee the identification and management of financial risks of climate change. The CFO is accountable for ESG reporting and disclosure, including auditing and assurance of ESG data.

#### Being responsible in everything we do Human Rights and Modern Slavery

Banco Santander's sustainability policy sets out its commitment to protect human rights. This policy takes into account the UN Guiding Principles on Business and Human Rights and expresses Banco Santander's opposition to forced labour and child exploitation. We adopted this policy for Santander UK, strengthening our commitment to tackling human rights.

Since the introduction of the Modern Slavery Act 2015, each year we also reviewed how we prevent modern slavery and human trafficking (MSHT) in our business and supply chain.

Our key focus areas, each of which we cover in our annual MSHT statements, are customer due diligence, collaboration and information sharing, risks associated with third-party suppliers, pension providers and employee training.

#### Fair pay and transparency

In 2023, we took further action to relieve cost of living pressures on our people. This included a one-time payment of £400 to all colleagues below senior leader level in February, separate to the 2023 annual pay review. We continue to check that salary reviews and changes to reward policies do not have an adverse impact on any employee groups. We are transparent about pay and benefits and are proud to have been an accredited Real Living Wage employer since 2015. We voluntarily publish our Ethnicity Pay Gap in our annual Everyday Inclusion and Pay Gap Report. We also voluntarily disclose our CEO pay ratio in the Remuneration Implementation Report in this Annual Report.

### 2023 governance highlights

**38% of the Board are women**

The Board aims to maintain at least two members who are female and aims to have 40% female representation by 2025.

### Corporate Governance

We uphold the highest standards of governance, including applying the UK Corporate Governance Code.

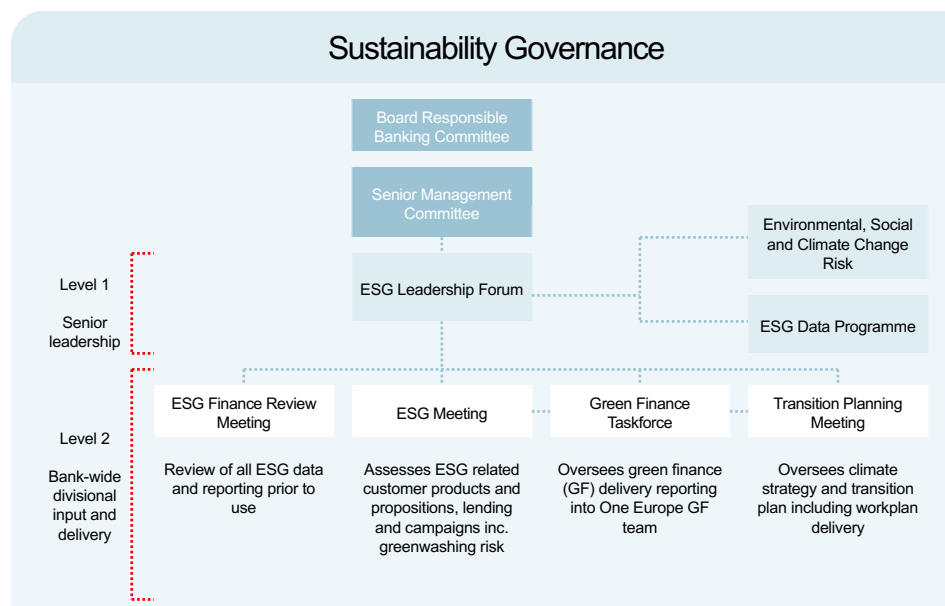
**10%**

of the Santander UK quantitative remuneration scorecard is based on ESG metrics.

### ESG senior management

accountability in place for our SRB strategy.

### READ MORE IN OUR ESG SUPPLEMENT



## Stakeholder voice

# Listening to our Stakeholders

The Boards of the Company and Santander UK plc (the RFB and the Boards) have identified our customers, employees, regulators, communities and investors as our key stakeholder groups on the basis of their importance in ensuring the continuing success of Santander UK. While not a stakeholder in the strictest sense, we also take into account our impact on the environment and climate given its criticality to life and business in general.

Balancing the interests of these stakeholder groups alongside the interests of Santander UK is key to ensuring that we operate as a sustainable, responsible and profitable business, and we therefore seek to ensure that this is embedded in our strategy.

To support the Boards and their Committees in their considerations, in 2023 the Corporate Governance team refreshed the training on how to write good board papers, offering it to all members of management who prepare board papers. The training, a video of which has also been made available to management online, includes a specific focus on the directors' duties arising from s172 and how management's preparation of their papers plays a key role in ensuring that the Directors can discharge their responsibilities in a fully informed manner. In addition, our Board paper template includes a section for management to advise the Directors on customer and other stakeholder considerations.

In 2023, the Boards continued to spend time, inside and outside of formal meetings, engaging with stakeholders and discussing their interests, including visiting branches, contact centres and offices around the UK to better understand the needs of our customers, employees and communities. Each Director meets with our principal regulators, the PRA and FCA, on a periodic basis to understand their views, and they also attend our Board meetings from time to time. The Board meets regularly with members of management and the directors of Banco Santander SA, the Company's shareholder, and in February 2023, the Board held a full meeting cycle in Madrid to strengthen relations and encourage collaboration.

READ MORE ON PAGE 70 IN OUR  
BOARD RESPONSIBLE BANKING  
COMMITTEE CHAIR'S REPORT



## Stakeholder voice continued

### Key stakeholder groups



Customers



Investors



Employees



Communities



Climate



Regulators

### Consumer Duty



#### Stakeholders considered



#### Background

In creating the Consumer Duty (the Duty), the FCA challenged firms to not only raise the bar in terms of the minimum standard of outcomes and value expected for their customers', but to also achieve a cultural shift to ensure consistent delivery of those outcomes.

#### How the Board approached it

As required by the FCA, the Board approved the Consumer Duty implementation plan and appointed Nicky Morgan, independent Non-executive Director and Santander UK plc RBC Chair, as Consumer Duty Champion in October 2022. Since then, the RBC has overseen our implementation and compliance with the Duty on a holistic basis, with the aim of ensuring that our employees are appropriately empowered to put our customers at the heart of everything we do, that Santander UK is therefore able to ensure good customer outcomes, and that our regulatory relationships remain strong.

#### Outcome

Culture is a key element of the Duty and we have satisfied ourselves that our strategy and employee value proposition (including our purpose and behaviours) are aligned to the spirit of the Duty and fully embedded across the business. The Directors' individual employee engagement programmes have allowed us to assure ourselves, firsthand, that our employees have our customers at the heart of their decision making, and that they feel proud to do so. The results of our employee engagement survey, which are reported to the RBC quarterly, also support this conclusion.

In July 2023, we formally assessed the delivery of the first phase of the Duty, in line with the deadline set by the FCA. In preparation for this, we held a workshop during which management gave examples of how they had approached the implementation of the Duty, including the Fair Value Assessment process, the findings of the reviews they had completed and the proposed actions arising from them. As a result of management's thorough approach, we were able to agree that Santander UK is on track to meet the requirements of the Duty.

In December 2023, we considered the first iteration of a new Board Consumer Duty dashboard which will allow us to provide effective oversight going forward. The implementation timelines set by the FCA were stretching and we thank management for their hard work.

READ MORE IN OUR CEO REVIEW ON PAGE 07

### Climate strategy and planning



#### Stakeholders considered



#### Background

As part of the Banco Santander group which has committed to reaching Net Zero by 2050, it was critical that we agreed a climate strategy and underlying transition plan to ensure that we are positioned to deliver on that commitment.

#### How the Board approached it

In February 2023, the Board set management the challenge of re-articulating our climate strategy and defining a robust climate transition plan by the end of 2023. Given that climate transition planning was an untrodden path for Santander UK, the Directors recognised the importance of giving management clear guidance and feedback, and they engaged with management throughout the year, both informally and in formal Committee meetings, to ensure successful delivery within the deadline.

#### Outcome

We recognise the importance of having an ambitious yet realistic climate strategy and Plan to support the UK's and Banco Santander's transition to net zero, and that these need to be aligned with Santander UK's broader commercial strategy and risk management approach and appetite in order to ensure that it benefits all our key stakeholder groups, including our investors and regulators.

In June 2023, the RBC considered and recommended to the Board a new Climate Strategy. Having certainty as to our strategy allowed management to focus on the alignment of an initial internal Transition Plan which articulates the activity within the control or influence of Santander UK and external factors we need to monitor. Supporting our customers in their own carbon transition is a key part of this and we continue to encourage management to identify and deliver innovative, effective and commercially viable initiatives which will help our customers achieve their ambitions.

Having given feedback to management on the initial internal Transition Plan in October, the RBC was pleased to have the Board agree with its recommendation to approve the Climate Strategy and initial internal Transition Plan in December 2023. While we will not be publishing this version of our Transition Plan, we look forward to sharing a further iteration in due course.

READ MORE IN OUR CLIMATE-RELATED FINANCIAL DISCLOSURES ON PAGE 38

**Non-financial information disclaimer**

This Annual Report contains, in addition to financial information, non-financial information (NFI), including environmental, social and governance-related metrics, statements, goals, commitments and opinions. The NFI can be found throughout the report but mostly in the Sustainability and Responsible Banking Section. NFI is prepared following various external and internal frameworks, reporting guidelines and measurement, collection and verification methods and practices, which are materially different from those applicable to financial information and are in many cases emerging and evolving. The methodologies used to prepare our NFI metrics and independent assurance of selected metrics can be found in our 2023 ESG Supplement. NFI is based on various materiality thresholds, estimates, assumptions, judgments, and underlying data derived internally and from third parties. NFI is thus subject to significant measurement uncertainties, may not be comparable to NFI of other companies or over time or across periods and its inclusion is not meant to imply that the information is fit for any particular purpose or that it is material to us under mandatory reporting standards. NFI is for informational purposes only, without any liability being accepted in connection with it except where such liability cannot be limited under overriding provisions of applicable law.

# Welcome to **Sustainability and Responsible Banking**

## Sustainability and Responsible Banking

The Sustainability and Responsible Banking (SRB) section of this report responds to increasing demands by stakeholders for more information on our strategy and performance around ESG alongside our traditional financial reporting. In this section, we give an overview of our approach to SRB. This includes our strategy, material issues, progress against our medium-term targets, and a selection of highlights. It also includes mandatory disclosures such as our response to the Taskforce on Climate-related Financial Disclosures (TCFD). We will continue to update our ESG disclosures in line with future regulatory guidance and market practice. Further information on our environmental, social, and governance activities and performance is provided in our 2023 ESG Supplement, which is available on our website (and does not form part of this Annual Report). Our ESG Supplement also includes the results of a limited assurance engagement on certain ESG metrics. Our website also gives more information on all our ESG-related reports and disclosures. Banco Santander lists all of its ESG reports and disclosures on its website.

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Sustainability and Responsible Banking continued

# Sustainability overview

ESG has become a key activity within financial services companies. Financial institutions have a critical role to play in addressing sector-specific issues such as financial inclusion and financial crime. They also have a role to play in tackling broader societal challenges such as climate change.

Our SRB strategy sets out our ambition to be a sustainable and responsible bank; one which tackles the key challenges identified in our materiality assessment while also supporting our purpose to help people and businesses prosper. The SRB strategy responds to our most important sustainability issues and embeds environmental, social, and governance considerations into our business strategy and culture. More information on each of these pillars is shown below. Each pillar has its own aim and its own strategic pillars which correlate to the material topics from our 2023 single materiality assessment refresh.

## Environment



**Aim:**

Contribute towards Banco Santander group ambitions to be net zero carbon by 2050 and meet regulatory requirements.

**Strategic pillars:**

1. Aligning our portfolios to meet Paris Agreement goals
2. Supporting our customers in the green transition
3. Reducing our environmental impact
4. Embedding climate in risk management

**Material topics:**

- Climate change
- Green finance
- Biodiversity and land use management
- Pollution and waste management

**UN SDGs:**



## Social



**Aim:**

Support productive, inclusive growth across our key stakeholder groups: our customers, our communities and our people.

**Strategic pillars:**

1. Customers: Making their better happen
2. Communities: Education, employability, and entrepreneurship
3. Our People: Thriving workplace

**Material topics:**

- Innovation and digitalisation
- Diversity, inclusion, and employee wellbeing
- Talent and performance management
- Affordable housing
- Financial health
- Financial inclusion and empowerment
- Community engagement and support
- Human and labour rights

**UN SDGs:**



## Governance



**Aim:**

We will aim to be responsible in everything we do with ethics and integrity being a solid foundation of our SRB strategy.

**Material topics:**

- Innovation and digitalisation
- Reputation as a responsible bank
- Ethics and compliance

- Organisational culture and governance
- Privacy, data protection, and cybersecurity
- Responsible supply chain and procurement

**UN SDGs:**



READ MORE IN OUR ESG SUPPLEMENT

## Sustainability and Responsible Banking continued

### Environment

#### 2023 Progress

In 2023, we updated our climate strategy to align with Banco Santander's approach. To support the implementation of this strategy we also developed the first iteration of our internal climate transition plan.

*Portfolio alignment* - We have undertaken an assessment of the emissions arising from our mortgage, auto finance and commercial lending portfolios and are disclosing baselines for mortgage and auto finance. We also assessed what 2030 targets for these may look like and the actions required to achieve them.

*Supporting our customers* - We spent much of 2023 on the groundwork for developing new partnership propositions which will come online in early 2024. We have also used our position in the market to stimulate the public debate on building decarbonisation in the UK.

*Our own emissions* - We have a property strategy in place which runs until 2025 and we are currently on track to deliver emissions reductions of 45% from our 2019 baseline.

*Climate risk* - Our Line 2 risk function continues to develop our internal climate risk modelling capabilities.

#### 2024 Ambitions

In 2024, we will continue to enhance our internal climate transition plan and the data and processes that support it.

*Portfolio alignment* - We intend to further integrate our internal climate transition plan with our green finance and financial planning processes. We will also enhance the underlying data supporting our financed emissions calculation.

*Supporting our customers* - We intend to launch test and learn propositions to gain greater insight into how we can best support our mortgage customers in the transition to a net zero economy.

*Our own operations* - We will start work to extend our property strategy to 2030. We also intend to expand our internal climate transition plan to cover more areas, including our supply chain emissions.

*Climate risk* - We will undertake an internal climate stress test using the capability we have developed in 2023. The results will be used to inform future targets and our risk appetite. They will also enhance our assessments of how climate change can affect our customers businesses and resilience.

### Social

#### 2023 Progress

We started to update our Social strategy in 2023 and have agreed the three pillars of our approach. Key results included:

*Our customers* - We focused on supporting our customers with resources to gain financial education. We contacted 2.5 million of our customers experiencing financial difficulty and helped them put plans in place to get back to financial fitness or signpost them to help.

*Our communities* - Santander Universities awarded 100 students from underrepresented groups £30k of funding each over three years. We continued to provide financial education to young people with The Numbers Game in partnership with Twinkl and My Money Week.

*Our people* - We have executed the last phase of our three-year strategy Everyday Inclusion and focused on being a leader in social mobility. We have achieved multiple awards and positive benchmarks to our DEI work.

#### 2024 Ambitions

Into 2024 we will look to finalise our Social strategy focusing on our three key pillars. We aim to develop key targets and associated delivery plans for each.

*Our customers* - We will continue to help our customers improve their financial inclusion and resilience by ensuring everyone has access to the financial tools and resources they need.

*Our communities* - We will work to improve education, employability, and entrepreneurship throughout the UK. We'll continue to evolve our volunteering programme, community investment, and our work with the Santander UK Foundation.

*Our people* - We will continue to put Social Mobility at the centre of our DEI work, using our skills and resources to enable people to make the most of their potential.

### Governance

#### 2023 Progress

We completed a full review and update of our ESG operating model. Key outputs include:

*Adoption of an ESG framework in our SRB Strategy:* To align with Banco Santander priorities, we have restructured our SRB strategy around an ESG framework.

*Re-mapping all ESG activities across the business with clear ownership:* With all divisions expected to deliver against our SRB strategy, we also defined clear involvement, roles, and responsibilities.

*Updating SRB governance and management structures:* We reviewed our governance and management forums to ensure they have clear authority and accountability to deliver the ESG operating model and our SRB strategy.

*Update of Senior Management Function (SMF) accountability for ESG:* Considers the importance of senior management responsibilities and reviewed overall SMF accountability for ESG.

#### 2024 Ambitions

We will look to continue our work to finalise a specific governance strategy for the organisation to ensure this aligns with Banco Santander, upcoming regulatory requirements, and fits within the wider context of our Environmental and Social pillars.

Work will continue into 2024 to further embed ESG within a range of business areas, including but not limited to: processes, policies, risk appetite, roles and responsibilities, and remuneration to create a strong ESG culture within the business.

## Sustainability and Responsible Banking continued

### Medium-term scorecard and performance highlights

In late 2021, we established our SRB medium-term scorecard (MTS). It covers key areas of our SRB strategy and has set targets for 2022-2025, and in some cases 2030. The targets were set with two main considerations: Ensuring that they strengthen our contribution to Banco Santander group's public commitments and that they will help us to meet our own sustainability priorities.

**In 2023, we started a review of our public commitments in line with the revised structure of our SRB strategy ensuring consolidation of our key focus areas. We will continue this work into 2024 and provide an update on our new public targets in 2024, given we have achieved some of our medium-term targets before the target date of 2025.**

<p><b>Diversity, inclusion, and belonging</b></p> <p><b>33.9%</b> senior female employees</p> <p>We continued to increase women in our senior management positions, however, this is still below the lower end of our target. We will continue to work hard to increase diversity and representation at senior employee levels over the medium term.</p> <p><b>Target: 50% (+/-10%) by 2025</b> (2022: 33.2%)</p>	<p><b>Diversity, inclusion and, belonging</b></p> <p><b>12.8%</b> senior Asian, Black, and other Minority Ethnic employees</p> <p>Senior Asian, Black, and other Minority Ethnic employee representation increased in 2023 and we hit the lower end of our target. We continue to work with our culture team to improve diversity and inclusion.</p> <p><b>Target: 14% (+/-2%) by 2025</b> (2022: 11.1%)</p>
<p><b>Financial Inclusion</b></p> <p><b>3.1 million<sup>1</sup></b> children and young people given a meaningful financial education</p> <p>Our financial education initiatives saw another year-on-year increase in performance and we surpassed our 2025 target.</p> <p><b>Target: 2.2 million by 2025</b> (2022: 1.7 million<sup>2</sup>)</p>	<p><b>Financial Empowerment</b></p> <p><b>3.7 million<sup>1</sup></b> people financially empowered<sup>2</sup></p> <p>This year the people financially empowered metric performed strongly with a significant increase from 2022 and we have now surpassed our 2025 target. Our financial education initiatives saw another year-on-year increase in performance and form the majority of this metric.</p> <p><b>Target: 3 million by 2025</b> (2022: 2.1 million<sup>2</sup>)</p>
<p><b>Supporting customers in the green transition</b></p> <p><b>105,000<sup>4</sup></b> customers supported to become greener with products and services<sup>3</sup></p> <p>Performance is in line with expectations. We are looking into new test and learn propositions in 2024 to provide more opportunities to support our customers in their own transition.</p> <p><b>Target: 180,000 by 2025</b> (2022: 73,000<sup>4</sup>)</p>	<p><b>Social mobility</b></p> <p><b>29%<sup>5</sup></b> of senior employees from a lower socio-economic background</p> <p>We continue to encourage our senior leaders to disclose their socio-economic background and continue to integrate social mobility into our SRB agenda.</p> <p><b>Target: 35% by 2030</b> (2022: 29%)</p>
<p><b>Supporting customers in the green transition</b></p> <p><b>£13.3bn<sup>4</sup></b> of green finance raised and facilitated</p> <p>Performance was in line with expectations. Mortgage balances were down in 2023 due to the challenging mortgage new business environment and our decision to deleverage our mortgage portfolio.</p> <p><b>Target: £20bn by 2025<sup>3</sup></b> (2022: £10.5bn<sup>4</sup>)</p>	<p><b>Diversity, inclusion, and belonging</b></p> <p><b>38%</b> of women on the Board</p> <p>The Board aims to maintain at least two members who are female and aims to have 40% female representation by 2025. Our female representation on the Board increased in 2023. We are in the process of ensuring an orderly succession for key Board positions and we expect further changes in 2024.</p> <p><b>Target: 40% by 2025</b> (2022: 33%)</p>

1. Cumulative since 2019.

2. People financially empowered: Number of people that are unbanked, financially underserved, in financial distress, with difficulty to access credit, or with financial knowledge constraints who through our products and services and social investment initiatives are able to get access to the financial system, receive tailored finance, and increase their financial knowledge through financial education.

3. Banco Santander's Sustainable Finance Classification System (SFCS) defines what investments can be considered green or social financing. We applied the SFCS to our lending and identified the following as green financing: renewable energy and other green energy financing; mortgages on properties with A- or B-rated EPC; and financing for electric vehicles, hybrid, and plug-in hybrid electric vehicles (PHEV) with emissions below 50g CO<sub>2</sub>/km.

4. Cumulative since 2021.

5. We are also developing new ways to create momentum in our internal Social Mobility network, a network of motivated colleagues who are working to deliver change for young adults in the community and our own workforce. The 2023 result is the same as 2022 as the survey is due to be completed again in 2024.



## Climate-related financial disclosures

### Introduction

We are committed to Banco Santander's net-zero 2050 ambition. This commitment is embedded into our business strategy and influences how we address climate risks in our business. We believe that the banking sector has a major role to play in combatting climate change and this role is constantly evolving. So, we continually seek to improve the way we measure, manage, and report on climate change.

We support the Financial Stability Board's (FSB) objective of improving climate-related financial reporting through the Taskforce on Climate-related Financial Disclosures (TCFD) recommendations.

This section provides our climate-related financial disclosures for 2023. We continue to evolve our disclosures as we increase our understanding of how climate change is affecting and will affect our business and customers. We do this by explaining how we manage climate risks and incorporate them into our governance model and strategy and how we are accelerating the low-carbon transition through green finance.

### Status of our response to the TCFD recommendations

From 1 January 2023, we are required to report against the Companies Act 2006 requirements (s414CA and CB), and we have done so in full, using the TCFD framework for comparability with premium-listed companies.

We believe we are materially consistent with the TCFD recommendations Annexes for all sectors and the financial sector-specific guidance. We have identified areas where we still need to make progress with respect to each of the four TCFD pillars, as shown in the table below.

TCFD pillar and disclosure requirements		page	CA 414CB
<b>Governance</b>			
a) Board's oversight of climate-related risks and opportunities	We believe that we are compliant with TCFD Governance recommendations. In 2023, building on lessons learnt while developing our internal climate transition plan, we developed enhanced governance over green finance and climate transition planning which will become operational in 2024.	39-40	(a)
b) Management's role in assessing and managing climate-related risks and opportunities			
<b>Strategy</b>			
a) Climate-related risks and opportunities the organisation has identified over the short, medium, and long term	Through undertaking the Climate Biennial Exploratory Scenario (CBES) and European Banking Authority (EBA) climate stress tests we already have a good understanding of the risks and opportunities arising from climate change and the resilience of our strategy. To increase our consistency with the TCFD recommendations we intend to develop them further in 2024 through our Climate Internal Scenario Analysis (CISA). This is reflected in our updated climate strategy, which is informed by the risks and opportunities assessed through our risk management processes and focuses on four key pillars: Aligning our portfolios to meet the Paris Agreement goals, supporting our customers in the green transition, reducing our environmental impact, and embedding climate in risk management.	41-44, 48	(d), (e), (f)
b) Impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning		42-44, 45	
c) Resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario		45, 49-50	
<b>Risk Management</b>			
a) Organisation's processes for identifying and assessing climate-related risks	Undertaking the CBES and EBA stress tests provided a good platform towards understanding the risks from climate change and this was strengthened in 2022 and 2023 through the development of our CISA capability. CISA capability, alongside our client engagement process and internal climate transition plan, provides the basis for identifying of the climate risks and opportunities, which inform our strategy.	46	(b), (c)
b) Organisation's processes for managing climate-related risks		46, 47	
c) How processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management		46	
<b>Metrics and Targets</b>			
a) Metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process	In 2023, we made progress in assessing our Scope 3 financed emissions. Our disclosures now include finance emissions from our mortgages and auto finance portfolios. To increase our consistency with TCFD recommendations in 2024, we intend to further assess and embed our Scope 3 financed emissions analysis and targets.	48-51	(g), (h)
b) Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and related risks		51	
c) Targets used by the organisation to manage climate-related risks and opportunities and performance against targets		48	

## Climate-related financial disclosures continued

### Climate governance

Our climate ambitions and commitment to managing climate-related impacts is strategically important to our business. We have an established climate governance structure that provides clear oversight and ownership of our climate strategy and how we manage climate-related risks. Our governance model spans all levels of our business; from Board and Executive level, through our Risk and SRB functions, to our business divisions, including Retail & Business Banking (RBB), Consumer Finance and Corporate & Commercial Banking (CCB).

#### Our climate change governance structure

Oversight and management of climate-related issues are embedded within our governance structure. The Board, senior management, and governance fora have visibility of climate-related issues, review, approve our climate strategy and oversee its implementation:

- **Committees:** The roles of Board and Executive committees, as well as dedicated climate-related working groups are outlined in this section
- **Key senior management roles:** There are several senior roles with responsibility for managing climate-related matters, as outlined in this section
- **Risk organisational structure:** A three lines of defence risk model is built into the way we run our business, including how we manage climate risk.

Our climate change governance framework is aligned to Santander UK's wider Governance structure. Further detail on Board's oversight role in assessing and managing risks and opportunities see the Governance section of this Annual Report.

#### Climate change governance activities in 2023

In 2023, we reviewed the governance fora within Santander UK HoldCo to ensure that they reflect the evolving accountability for climate change across the organisation. As part of this, two new forums will be created in 2024 to bring accountability for green finance and transition planning. We also undertook a full review of our target operating model for ESG activity and will implement this updated operating model in 2024. The following pages set out how Santander UK's Board, Committees, and working groups oversaw climate-related risks and opportunities during 2023.

#### Board Committees

The Board Responsible Banking Committee, provides Board-level oversight and approval of climate performance. The committee met nine times during 2023, climate-related papers were presented on four occasions. These focused on climate change decarbonization plans, our updated climate strategy, TCFD development plans, and our internal climate transition plan. The Board Audit Committee discussed the Climate Change Impairment Update on one occasion.

#### Executive level committees

Executive level committees provide management-level oversight, steer and review of ESG performance. At Executive management level, the Executive Risk Control Committee (ERCC) reviewed the planning and outputs of our Climate Internal Scenario Analysis (CISA) and updates were provided regarding climate change risk management. The Senior Management Committee (SMC) discussed climate-related matters on six occasions including our climate change decarbonization plans, our updated climate strategy, TCFD development plans and our internal climate transition plan.

#### ESG Leadership Forum (ESG LF)

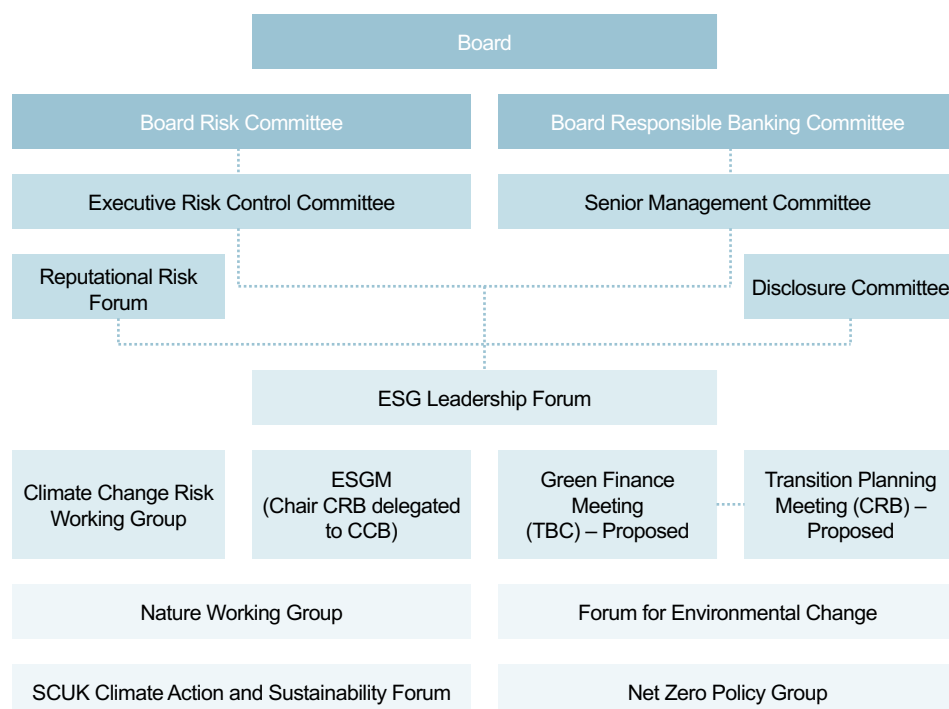
ESG Leadership Forum oversees the coordination of the SRB strategy. It has the delegated authority to approve ESG regulatory returns to Banco Santander (including Pillar 3 ESG assumptions) and ESG consideration in new products and services. To reflect the rapid evolution of the climate change agenda in the banking sector we updated the Terms of Reference for our ESG Leadership Forum.

It is now chaired by the Head of Sustainability and Responsible Banking and meets monthly. In 2023, it met twelve times and climate-related matters were presented in all meetings. These topics included our Pillar 3 updates, Green Dashboard, our updated climate strategy, internal climate transition plan, climate change risk, green finance customer propositions, Taskforce for Green Finance and ESG Data Programme.

#### Climate finance working groups

The purpose of the various climate finance working groups is to oversee the development and implementation of the SRB strategy, with a focus on the climate strategy. They ensure material climate-related risks and opportunities are adequately addressed across Santander UK. The working groups in place in 2023 were:

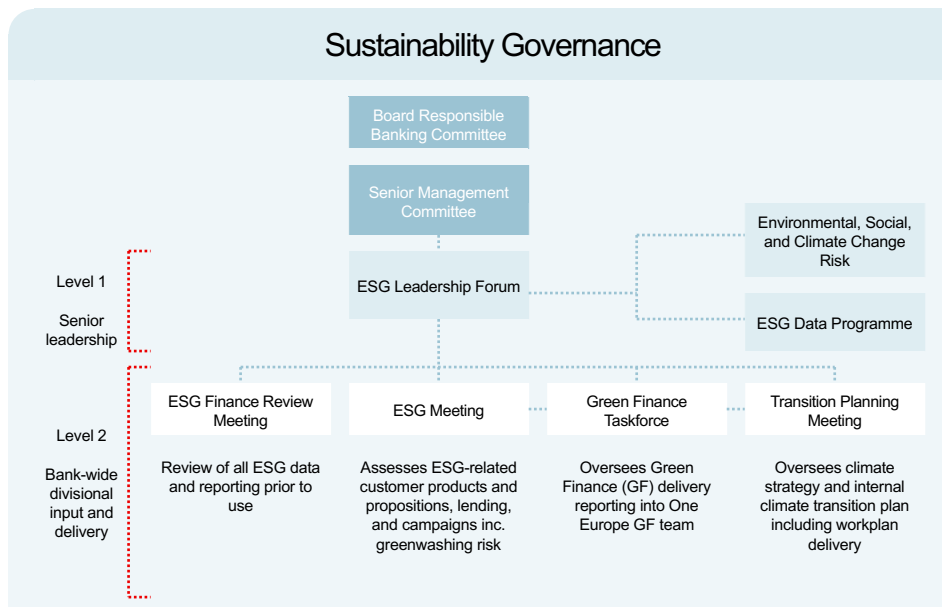
1. SCUK Climate Action and Sustainability Forum: Discusses sustainability-related matters for our Consumer Finance business.
2. Net Zero Policy Group: Meets quarterly to coordinate Santander UK's policy positions and asks in relation to Sustainability. The group updates internal stakeholders on Government and regulatory initiatives. It also maintains the net zero briefing document, which is used to inform Santander stakeholders ahead of external meetings.
3. Forum For Environmental Change (FFEC): Oversees environmental matters on Santander UK plc property, covering ISO14001 environmental management system, performance, and communication to staff.
4. Nature Working Group: A forum to discuss Santander UK's approach to mitigating nature-related impacts.
5. Climate Change Risk Working Group: Oversees climate risk management in credit, liquidity, market and operational risk.



## Climate-related financial disclosures continued

### Approved governance structure for 2024

In 2023, we reviewed our ESG governance framework resulting in the simplified structure shown below:



### Risk organisational structure

As described in the Risk review section of this Annual Report, we use the three lines of defence model to manage risk. Climate risk is considered through risk types as a transversal risk. Our Business Units, Business Support Units and Risk Control Units consider the impact of environmental and climate-related risks on our existing business risks in the medium and long term. Business Units are responsible for any climate-related risk identified in their business area. Business Support Units give specialist support to business units in risk management. For climate-related risks, the Business Support Units include SRB, Technology and Operations, and Finance. The Risk Control Units report their climate-related risks through the Environmental, Social, and Climate Change (ESCC) Risk team through to the CRO, and across the key risk types covering Credit, Liquidity, Pension, Capital, Operational, Reputational, Conduct and Regulatory, and Legal risks. Internal Audit plays a key role in the governance of our SRB and climate strategy by providing assurance across a wide range of related topics. Internal Audit is developing an ESG audit strategy to provide line three assurance.

### SMF accountabilities

The CEO oversees the development and delivery of Santander UK's SRB strategy ensuring alignment with the strategic blueprint and successfully embedding the strategy throughout the organisation. The CEO is assisted with this by:

- The Director of Communications and Responsible Banking is responsible for the overall development and delivery of our SRB strategy, including the climate strategy and internal climate transition plan.
- The four pillars of the climate strategy are each owned and delivered by the ExCo members accountable for these areas.

### First line of defence:

- Identifies, assesses, manages, and monitors climate change risks
- Ensures that the organisation is adequately resourced and receives relevant training related to climate change, in conjunction with the CRO
- Oversees the climate reporting framework, including targets and metrics and assisted by the CFO on external reporting and disclosures including auditing and assurance
- Ensures effective governance and controls are in place for climate reporting across Santander UK.

### Second line of defence:

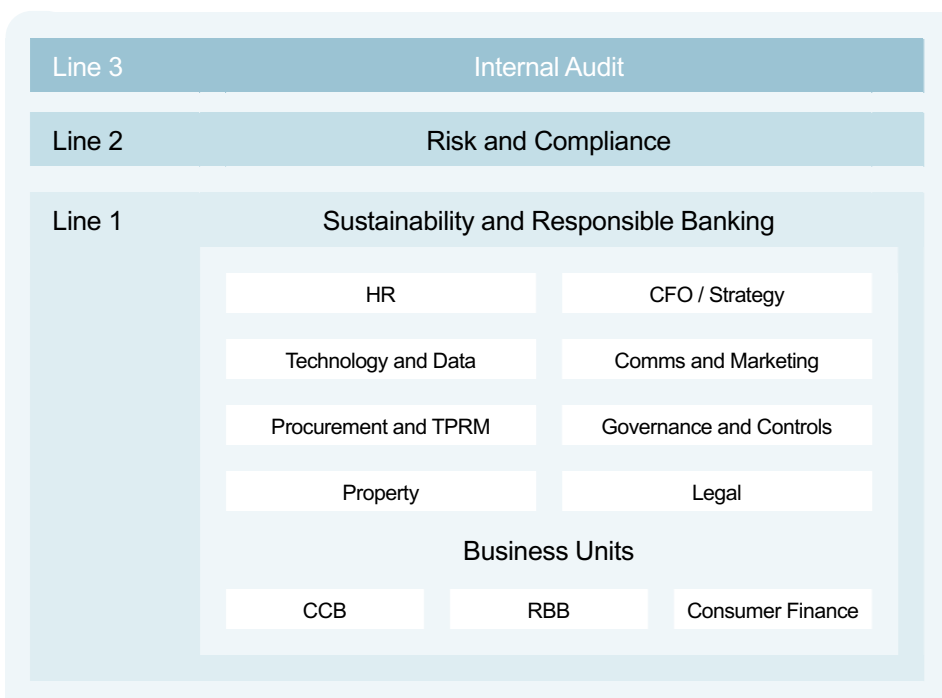
- Runs climate change implementation plan ensuring compliance with SMF accountabilities
- Develops centralised climate change risk report and associated management information
- Develops business-configurable climate scenarios, which will feed into stress testing and other processes
- Updates policies and procedures in response to climate risk and maintains accountability for risk control
- Monitors key indicators for climate-related risks and opportunities
- Executes climate stress tests for Retail and Corporate portfolios; reports scenario outputs.

### Third line of defence:

Assesses the efficiency and effectiveness of processes and systems, compliance with regulation and supervisory requirements, and the reliability and integrity of financial and operational climate reporting.

For progress on our climate strategy and internal climate transition plan:

- Individual business heads (CCB, RBB, and SCUk) are responsible for decarbonising portfolios and exploring green finance opportunities.
- The COO is responsible for reducing Santander UK's own operational footprint.
- The CRO is responsible for integrating climate risks and adhering to regulatory and supervisory expectations.





## Climate-related financial disclosures continued

### Strategy

#### Our ambition is to be net zero by 2050





Banco Santander's overarching ambition is to become net zero by 2050. At Santander UK, we are fully aligned to this ambition. We aim to be net zero by 2050 as we support all our customers transition to a low-carbon economy and drive inclusive and sustainable growth. Our updated climate strategy reflects this ambition and aligns with the Banco Santander's four pillar framework.

The key changes made to the strategy in 2023 are:

- Moving portfolio decarbonisation into a standalone strategic pillar. This allows us to prioritise our focus on initiatives targeting portfolio decarbonisation and aligning with the Paris Agreements goals. A key component of developing this pillar was modelling decarbonisation pathways for our key lending portfolios. We intend to refine our approach in the coming years.
- Assigning a responsible ExCo member for each pillar to ensure that our climate ambition is embedded in business planning, commercial strategies, and capacity management.
- Simplifying our key enablers focusing on climate data, external partnerships, climate-related industry affiliations, and transparent communication and disclosure of our climate ambitions internally and externally.

### Santander UK's climate strategy

#### Meet regulatory requirements and contribute towards Banco Santander group ambitions to be net zero by 2050

Aligning our portfolios to meet Paris Agreement goals 	Supporting our customers in the green transition 	Reducing our environmental impact 	Embedding climate in risk management 	
Decarbonise portfolios to contribute to limiting global temperature increase to 1.5°C	Help our customers transition to a low-carbon economy	Become net zero in our own operational footprint	Integrate climate-related risks and adhere to regulatory and supervisory expectations	
Interim targets but calling out our dependencies	Green finance targets with focus on building decarbonisation	Net zero in our own operations by 2030	Climate as a principal risk and meet all regulatory requirements	
Data and systems	Communication and disclosures	Partnerships	Policy engagement	People and skills

#### Internal climate transition plan

In 2023, we completed the first iteration of our internal climate transition plan. The analysis covered Scope 1, Scope 2, and Scope 3 business travel and most assets on our balance sheet under Scope 3 financed emissions.

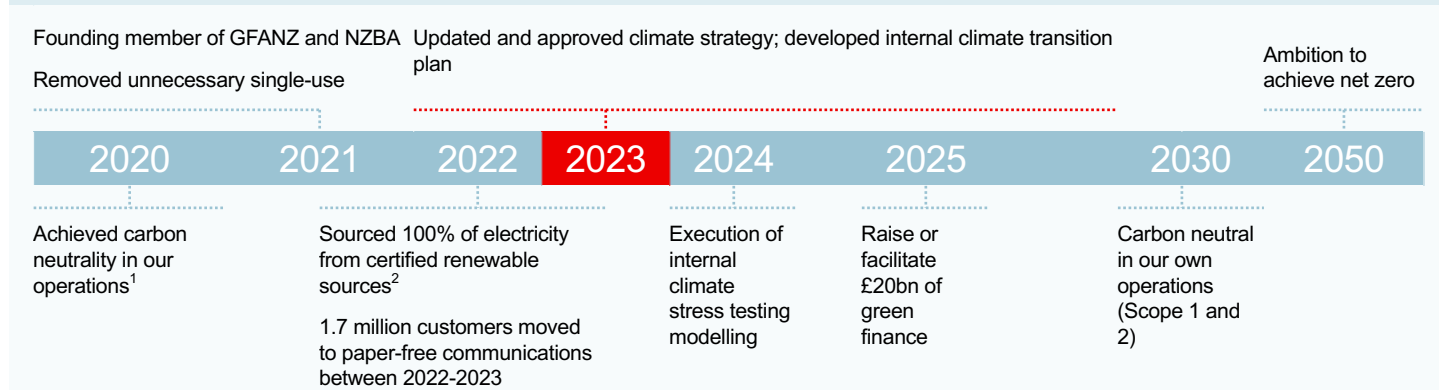
The internal climate transition plan work is aligned to the recommendations of the Transition Plan Taskforce (TPT) and Glasgow Financial Alliance for Net Zero (GFANZ) and represents a material step forward in our understanding and capability.

The plan identifies the quality of data we have used in the assessment, the actions within our control, those we can influence, and those we are reliant on but can only monitor. It reviews how achievable net zero ambitions may be under the current environment. The work undertaken on our internal climate transition plan will inform how we deliver our refreshed climate strategy over the coming years. A key output was an action plan for 2024 focusing on the areas we still feel we need to enhance to improve the reliability of the analysis undertaken. Delivery of this is a key organizational focus and we intend to iterate this internally over 2024 to further develop our climate transition plan.

#### Progress within our climate strategy in 2023

To achieve our strategy, we are continuously working on new customer propositions and external engagement. In the last few years, we have made significant progress and achieved important milestones that demonstrate how our climate strategy is implemented in practice. This includes setting internal metrics and targets to track our performance and inform strategic decisions. The response to climate change is a continually evolving agenda and in response we will continue this work and further evolve our strategy in the coming years.

### Summary of our net zero by 2050 transition roadmap



<sup>1</sup> Santander UK plc has been carbon neutral every year since 2020 through the procurement of certified voluntary carbon credits.

<sup>2</sup> 100% REGO-certified renewable electricity sourced for Santander UK plc. Santander Financial Services plc, which is included in this report, is sourcing non-renewable electricity and represents 0.5% of Santander UK's total electricity consumption in 2023.

## Climate-related financial disclosures continued

### Climate-related risks and opportunities

The impacts of climate change present a range of risks to our business. However, there has been immaterial impact in the current FY23 financials. Our response to climate change, however, also offers real opportunities for Santander UK, our clients, and how we operate.

### Climate-related risks

Identifying, assessing, and managing our climate risks is a key part of our climate strategy. The complexity of climate change translates into a diverse range of risks. The fourth pillar of our climate strategy addresses these risks. We assess our exposure to climate-related risk and establish processes to manage and respond to them. Our systems provide data inputs for our strategic and financial decision making. We are also building our capability to test the resilience of our business strategy and business against climate risks and their impacts.

### Physical risks

These result from the direct impacts of climate change such as increasing severity and frequency of extreme weather events. They can be acute (event-driven) or chronic. Chronic risks tend to materialise in the medium-to-longer term due to progressive climate shifts:

- Acute physical risks include more severe natural disasters. These include coastal floods, droughts, heatwaves, subsidence, heavy precipitation, floods, landslides, hurricanes/ cyclones, storm surges, water scarcity and stress, and wildfires
- Chronic physical risks include weather pattern shifts, extreme precipitation, higher average temperatures, chronic heatwaves, and higher sea levels.

Physical risks can have economic impacts:

- Lower revenues owing to transport problems, supply chain disruption, and other impacts that strain production
- Lower revenues and higher costs linked to workers' health, safety, absenteeism, and other workforce-related problems
- Write-offs and early retirement of assets due to property damage and high-risk locations

- Higher operating costs, for example from inadequate water supply for hydroelectric plants or to cool nuclear and fossil fuel plants
- Wind pattern shifts that reduce energy production from wind farms
- Higher capital costs, for example from damage to facilities
- Lower revenues from declining sales.

### Transition risks

These relate to the process of adjustment towards a low-carbon economy. They arise from policymaking, technology, market sentiment, and reputation changes in response to climate change:

- Government policymaking and action can give rise to higher operating costs for carbon intensive customers. Policies can introduce enhanced reporting obligations, especially on emissions and green taxonomy disclosures
- Possible prudential treatment for high carbon-related exposures, which could also raise financing costs for customers. These impacts appear in the short-to-medium term
- Technological advances, such as in renewable energy, energy storage products, and energy efficiency could render companies' systems obsolete. This could make them less competitive in the medium-to-long term
- Market sentiment can have an impact on supply and demand in the medium-to-long term. This could come from changes in customer preferences, companies' sales mix, energy pricing, and asset revaluation
- Reputation impacts can lead to a sudden drop in demand for goods and services from discredited sectors or companies.

### Climate change impact on financial planning and financial performance

It is important to understand the risks and opportunities to our balance sheet from climate change. We undertake climate scenario modelling to better understand these potential impacts on our business portfolios. This helps with devising actions that can mitigate these risks. Potential climate-related impacts that have been identified to date are listed here, while further work is under way to determine a more comprehensive list:

- Impact of changing economics on house prices and mortgage repayments
- Possible consequences of policies that promote rapid transition and will require retrofits and upgrades to improve energy efficiency. We also consider if grants may be available to support our customers with upgrade costs
- The impact on affordability and associated household costs from increasing energy costs. We consider customers whose properties have potentially lower EPC scores and associated higher energy costs
- Sectoral analysis of the impact of transition for our CCB customers. This includes EPC improvements of commercial properties, moving to renewable energy sources, reducing Scope 1-3 emissions, or progressing sustainability plans.
- Direct impacts on our customers as a result of the occurrence of climate-related physical risks

### The resilience of our climate strategy

Our strategic approach not only reviews climate-related risks and opportunities. It also assesses our resilience to climate-related risk.

Having taken part in the Bank of England (BoE) Climate Biennial Exploratory Scenario (CBES) in 2021/22 and the European Central Bank (ECB) climate stress test in 2022, we identified the need to develop targeted in-house scenario analysis capability. In response, we developed our Climate Internal Scenario Analysis (CISA). This delivered short-term assessments of our balance sheet exposures to transition risk (2022) and physical risks (2023). We have been developing this capability in order to run wider transition and physical risk scenarios across longer-term horizons in 2024 and beyond.

To test our climate strategy resilience and identify opportunities to help our customers on their transition to net zero, our CISA capability will combine with our climate risk assessment model (CRAM) and internal climate transition plan. This will provide a platform for robust risk management and targeted decarbonisation planning.

## Climate risk factors

### Physical risks

Leading to more severe natural disasters such as higher sea levels, higher temperatures, and extreme flooding storms or heatwaves

### Transition risks

Shifts in consumer behaviours and preferences, policy changes affecting energy efficiency and technological advances

## Potential economic impacts

Falling house prices

Falling equity and bond prices

Market and credit losses

Supply chain disruption

## Financial implications

Credit losses and capital requirements

Write-downs of carbon-intensive assets

Falling equity and bond prices

Market and liquidity risk

## Climate-related financial disclosures continued

### Climate-related risks over the short, medium, and long term

The table below outlines potential impacts from the physical and transition risks arising from climate change. It includes an initial assessment of how these risks affect our key business segments over time.

Climate risk type and drivers	Impact	Business Impact (low, medium, high)	Time horizon
<b>Physical risk</b>			
Acute	<ul style="list-style-type: none"> <li>– More frequent and severe climate events such as flooding and drought that could affect our business and customers</li> <li>– Extreme events that could cause damage to our sites.</li> </ul>	<ul style="list-style-type: none"> <li>– Damage may occur to properties in our retail and commercial mortgage books, reducing collateral values (low)</li> </ul>	ST, MT, LT
Chronic	<ul style="list-style-type: none"> <li>– Changes in weather patterns and stability of local ecosystems affecting food production and living environments and impacting customers whose operations are exposed to vulnerable ecosystems</li> <li>– Rising temperatures affecting working conditions, living conditions, and local infrastructure</li> <li>– Rising sea levels affecting local ecosystems and increasing subsidence and food risks in our financial assets.</li> </ul>	<ul style="list-style-type: none"> <li>– Santander UK-owned property, or third-party supplier impacts could impact customer servicing (low).</li> </ul>	LT
<b>Transition risk</b>			
Market and customers	<ul style="list-style-type: none"> <li>– Change in consumer behaviours including deliberate move to more sustainable products</li> <li>– Potential loss of competitive advantage with our green product proposition or pricing risks.</li> </ul>	<ul style="list-style-type: none"> <li>– Strategic risk of not keeping pace if consumer preferences rapidly move towards more sustainable products (low).</li> </ul>	ST, MT
Policy making	<ul style="list-style-type: none"> <li>– More demanding policy environment and standards affecting our customers' business operations and customer behaviour</li> <li>– Increased greenhouse gas emissions pricing to encourage the uptake of renewable energy.</li> </ul>	<ul style="list-style-type: none"> <li>– Strategic risk of a rapid disorderly transition (low)</li> <li>– Potential risk of stranded customer assets if minimum EPC standards are enforced without government transition assistance (medium)</li> <li>– Dependency on policy making to achieve decarbonisation of material lending portfolios. Risk of falling behind if appropriate policies are not implemented at all or in a timely manner (medium).</li> </ul>	ST, MT, LT
Technology and data	<ul style="list-style-type: none"> <li>– The need to invest in technology to reduce emissions or improve energy efficiency ratings</li> <li>– Lack of procedures and systems to obtain and store reliable data for risk assessments, classification, and disclosure.</li> </ul>	<ul style="list-style-type: none"> <li>– For Consumer Finance, there is a risk that rapid technological obsolescence could result in lower residual vehicle values (low)</li> <li>– All business areas are subject to the risk of investments being made in green technologies that are rapidly superseded (low)</li> <li>– There are operational costs and greenwashing risks associated with misclassification of green assets and transition reporting (low).</li> </ul>	MT
Regulatory pressure	<ul style="list-style-type: none"> <li>– Increasingly demanding banking regulation (for example, disclosure, stress testing, taxonomies) and increasing complexity and/or inconsistency with a scope required where data is not available or reliable</li> <li>– Inefficiencies as consequence of different climate regulations from various jurisdictions.</li> </ul>	<ul style="list-style-type: none"> <li>– Santander UK, as a subsidiary of Banco Santander, is exposed to a risk of divergence in regulators expectation given differences in climate-related definitions (low)</li> <li>– Higher operating costs may be incurred as a result of multiple and conflicting regulatory reporting requirements (low).</li> </ul>	ST, MT
Reputational	<ul style="list-style-type: none"> <li>– Risk of slow or lack of sufficient reaction impacting reputation</li> <li>– Increased scrutiny from different stakeholders (for example, supervisors, regulators, media, NGOs, investors)</li> <li>– Perceived to not be meeting, sufficiently progressing with, or providing transparency on climate-related commitments (greenwashing)</li> <li>– Liability implications as an intermediary in several value chains (for example, data, products, financial services)</li> <li>– Reputational impact from potential misalignment of emissions reduction commitments with performance in specific portfolios.</li> </ul>	<ul style="list-style-type: none"> <li>– Increased customer and regulatory scrutiny due to changing public opinion and increased regulation, which we are perceived as not to be meeting, sufficiently progressing, or providing transparency on climate-related commitments (low).</li> </ul>	ST, MT, LT

ST - short term: 0-3 years, MT - medium term: 3-5 years, LT - long term: 5-30 years

Business impact (low, medium, high): the scale of potential loss in terms of profitability/revenues, diminishing value of collateral/assets, or occurrence of increased potential costs that Santander UK could face for climate-related risks.



## Climate-related financial disclosures continued

### Climate-related opportunities

2023 ..... Short term ..... 2025 ..... Medium term ..... 2030 ..... Long term ..... 2050

#### Residential mortgages

Raise and facilitate £20bn of green finance across R&CB and Consumer Finance

Green mortgages: Increase balance sheet and funding requirement and reduce relative exposure to energy inefficient properties

#### Test and learn propositions:

- Discount on smart heating controls
- Providing a new route into solar panels and batteries for our customers
- Help customers understand their EPCs and provide a route into retrofit coordination

Financing of retrofitting activities: grow the number of properties rated as energy efficient

Piloting whole-house residential retrofitting projects

Collaboration with third parties to deliver energy efficiencies for customers

#### Auto finance

Financing to enable the shift to electric vehicles (EVs): Support financed emissions reductions

Additional EV-related finance products (for example home charger finance): Support the transition to greener vehicles, establish new, or build on existing, relationships with charging providers or EV-specific service providers

Establish new partnerships, such as with EV manufacturers or manufacturers with strong electrification commitments: For example, partnerships with BYD UK and Fisker, an electric-only vehicle manufacturer to deliver affordable finance options across its fast-expanding range of EVs

#### Corporate & Commercial Banking

Supporting clients in the just transition and circular economy. Eliminate carbon-intensive lending activities to support the green transition

Increase in volume of green lending and sustainable-linked financing to:

- Wind, solar, and renewable energy
- EV charging infrastructure
- Battery storage systems
- Social housing

#### Operational opportunities

Deliver 2025 property strategy

Develop 2030 property strategy to deliver on 2030 net zero ambition

Scopes 1 and 2: Reduce emissions in our properties, operations, and company cars:

- Work further to reduce our carbon emissions in our properties
- Transfer a majority of our activities to our new headquarters in Milton Keynes
- Retain ISO14001 and ISO50001 management systems

Supply chain management: Enrol more suppliers to Ecovadis engage with SME suppliers for their net zero transition

Employee-based campaigning on green practices

#### Policy and research

Active engagement: Campaigning on key policies that will change consumer behaviour

Partnership with Better Homes Alliance

Campaigning for green stamp duty rebate

Convening stakeholder roundtables with policymakers and Government Ministers

Buying into green homes revolution report: research into consumer attitudes to building decarbonisation and feeding this back to policymakers

Working with external partners to deliver our internal climate transition plan

Understanding customer needs for sustainable financial products

Understanding barriers faced by customers for retrofitting properties

## Climate-related financial disclosures continued

### Climate stress testing and scenario analysis

In the past few years Santander UK has taken part in both the BoE's CBES and the ECB climate stress tests. These exercises demonstrated a need to develop our in-house climate stress testing capability, leading to the development of our Climate Internal Scenario Analysis (CISA) programme.

### 2022 Transition Risk Assessment

This exercise qualitatively explored the threats posed by three transition scenarios detailed in the table below. The most immediate and plausible (the accelerated disorderly transition) was assessed quantitatively through our existing credit stress test models.

From a qualitative perspective the exercise demonstrated that financial losses would arise in each scenario, and it is likely that some of these risks would extend beyond the five-year horizon. However, we consider that all identified risks and challenges are manageable through our regular business planning process, where climate risk is factored into decision making.

From a quantitative perspective, under an accelerated transition, Santander UK would incur c.£1.2bn of losses over five years. The majority of these losses are attributable to the economics of the scenario, and so would be captured by the normal IFRS 9 ECL process if such a scenario arose. Aside from the economic drivers, c.£130m of losses were directly attributable to climate transition risks. When annualised over the five-year timeframe this is considered immaterial.

This was re-affirmed this year using existing impairment models for 2023 and generating a similar impact across the life of the loans. As a consequence, the lifetime losses fall within the range of our expected credit losses (ECL) scenarios and therefore no incremental provisions have been recognised in financial statements.

As a result, we concluded that the balance sheet is not materially exposed to short-term transition risk and we do not consider it necessary to make additional provisions or hold additional capital.

### 2023 Physical Risk Assessment

During CISA 2023, we performed an assessment of the physical risks in the UK and the potential for direct impacts on Santander UK if these risks manifest.

The assessment was based on a literature review of the most recent evidence and a physical risk assessment of residential property collaterals performed by our partner, Landmark.

Under optimistic UN climate scenarios where fossil fuel use is reduced to nearly zero, the UK's mean temperature could rise by between 1°C and 3°C by 2050. This may increase winter precipitation by 10-30% and cause summers to be 20-40% drier. Resulting damage from floods, droughts, wildfires, and storms will become more severe and frequent. Sea levels will likely rise by 10-30cm and combined with higher storm- and tidal-surges will threaten coastal defences and exacerbate coastal erosion. Subsidence will likely increase by 200-300% due to weather induced shrinkage and swelling in substrates.

Our assessment of these acute risks on our residential mortgage collateral, which covers 85% of our loan book, shows that we are not materially exposed to expected physical climate risks. This is because we are not geographically concentrated in high-risk areas and losses as a result of defaulted mortgages are low. We also have a relatively low average loan-to-value.

Similarly, with our unsecured retail and corporate loans, we are not concentrated in specific sectors or geographies. Our conclusion is that we do not need to take immediate action to mitigate for future acute climate events based on findings from our research.

These assessments considered the impact of discrete and direct events. But physical climate risk will likely manifest with multiple simultaneous and combined events disrupting entire value chains, and spanning local and global economies. To capture this interconnectedness, we are developing more sophisticated modelling capability through our CISA development programme.

### CISA development programme

The CISA development programme has been designed in three phases. Phase one was completed in Q3 2023 and established the ambition for inputs and modelling capabilities. It also set out our SMC-agreed strategy for delivering robust and meaningful stress testing to underpin our risk management, climate product strategy, and decarbonisation planning.

Phase two was completed in Q4 2023. It identified the required data and infrastructure suppliers, resource needs, and requirements for model build and validation.

The new CISA model will:

- Explore scenarios that reflect a range of climate outcomes, covering shorter- and longer-term (30-year) horizons and reflect physical and transition risks
- Allow for sectoral and geographic sensitivities, along with insurance sensitivities that can influence the findings
- Consider a wider range of physical perils, impacts on house prices, and affordability reflecting higher EPC upgrade, insurance premiums, and energy costs.

Phase three involves the delivery of the new climate stress test models into our business-as-usual stress testing framework for annual climate stress testing.

### 2022 Transition Risk Assessment scenarios

CISA scenario	Scenario characteristics
<b>Accelerated transition</b>	<ul style="list-style-type: none"> <li>– Immediate and disorderly transition where geopolitical tension creates uncertainty over global energy market supply chains</li> <li>– This creates an emphasis on domestic energy security where the government funds an accelerated transition to renewable energy supplies. For example, grants to assist with a mass rollout of electric heat pumps, electric vehicles and renewable energy sources, such as offshore wind.</li> </ul>
<b>Cost-sensitive transition</b>	<ul style="list-style-type: none"> <li>– A steady-state scenario where real income growth continues its weak trend and energy transition continues in a cost sensitive way</li> <li>– Stable energy markets and cheaper wholesale prices keep gas in the energy mix</li> <li>– Private investment is expected to provide the bulk of funding, with the government reluctant to directly pass-on infrastructure investment costs to the public.</li> </ul>
<b>De-prioritised transition</b>	<ul style="list-style-type: none"> <li>– Energy transition becomes more expensive due to geopolitical fragmentation and superpower competition</li> <li>– Climate action is de-prioritised until 2030, permanently slowing transition in Europe.</li> </ul>

## Climate-related financial disclosures continued

### Risk Management

The risks associated with climate and environmental change are key issues for Santander UK and our stakeholders. We are focused on effective climate risk management and regularly review the top risks that could affect our business, customers, and shareholders. Climate risk is considered as one of the principal risks to our business.

Risks related to climate change are monitored at the Board Risk Committee and Executive Risk Control Committee. The risk team is also present at ESG Leadership meetings to discuss these risks. Our top risks in 2023 are summarised in the Risk management overview in this report and covered in detail in the Risk review.

#### Impact of climate risk on our key risk types

Although climate risk can affect all risk types, the main risk types impacted within Santander UK are:

##### Credit risk

Certain sectors will be affected more than others by climate risk. Some sectors may be affected by transition risks such as transport, and others will be more affected by physical risk. Physical climate risks may give rise to credit losses if weather-related events affect customers' ability to repay their debts. Collateral values could also be affected as a result of damage to physical assets. Transition risks include changes in Government policy related to residential homes and property value. For example, closing the Flood Re Scheme impacts homeowners, who have been flooded or are in high flood risk areas, and their ability to get flood insurance for their homes.

##### Operational risk and resilience

Climate change has a clear impact on operational risk. Extreme weather may force closures or damage to our offices, data centres, and branches. It could damage services provided by our suppliers which may affect our ability to operate.

##### Reputational risk

Reputational risks linked to climate change may arise from our own business activities, from failing to meet sustainability targets, or by failing to deliver for our customers.

We are also mindful of the counterparties that we lend to and ensure that potential green lending does not undermine the positive efforts of the climate change agenda elsewhere. Reputational risk may also arise from incorrectly classifying and reporting assets as green or sustainable or perceived to not be meeting, sufficiently progressing with, or providing transparency on climate-related commitments (greenwashing).

##### Pension risk

Climate change may present long-term risks to the value and security of pension scheme investments. There is a risk that investment of funds could be made without considering climate-related risks as our schemes are managed by trustees.

##### Liquidity risk

Climate risk may result in increased withdrawals of deposits. This could be a result of acute physical hazard or negative customer sentiment arising from a reputational event.

#### Our UK climate change risk taxonomy

This is a qualitative classification of our portfolios' potential exposure to climate risks. It gives us a common language and method for portfolio holders and decision makers to support their climate-related decisions. The taxonomy assigns corporate sectors a risk rating on a five-point scale for physical and transition climate change risks. In collaboration with our parent, Banco Santander, and our credit experts, we have validated our sector ratings during 2023. This will ensure we are able to identify high-risk, high-materiality assets or segments that require deeper investigation and more thorough analysis. It will allow a continued focus on sectors with the greatest opportunities to move towards a decarbonised economy.

#### Our climate risk operating model

Our SRB and ESCC Risk teams act as centres of excellence. These teams are responsible for integrating climate change considerations into the business across the first and second lines of defence. The SRB team leads the ESG Leadership Forum, which is responsible for implementing our strategy around ESG. The team works with our businesses on calculating financed emissions, setting decarbonisation targets, and developing our internal climate transition plan.

The ESCC Risk team reviews the impact of our net-zero-aligned commercial strategies and transition plans on our overall risk position and credit risk. This oversight ensures that the results of CISA and CRAM feed into our internal climate transition plan in order to deliver our climate strategy and decarbonisation goals.

The ESCC Risk team reports the risk status through the ESG Leadership Forum, informed by our Climate Stress Test Steering Committee and ad hoc Climate Risk Working Groups. Through this governance we also embed our Climate Change Risk policy and ESCC Risk Management policy, whilst embedding compliance with the PRA's climate-related supervisory statement SS3/19.

#### Managing climate-related risks

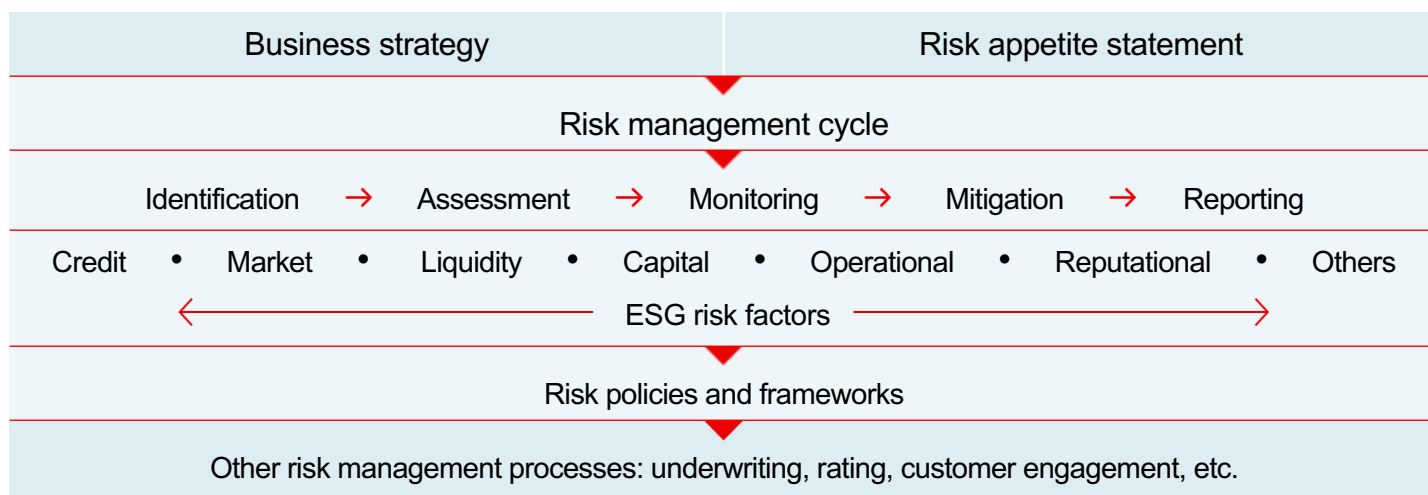
To manage the risks associated with climate change, we have two key policies. Our ESCC Risk Management policy sets-out the sectors we consider high-risk from a climate perspective. Our Climate Change Risk policy outlines the steps that our risk teams will take to identify, assess, manage, and report on climate-related risks in our business and our primary supply chain.

We remain committed to following best practices, international standards, treaties and, references and ensure our customers adhere to them where relevant:

- The Equator Principles
- The standards for social and environmental performance and the explanatory notes of the International Finance Corporation (IFC)
- The United Nations Global Compact
- The Universal Declaration of Human Rights
- The International Labour Organisation Declaration
- The Convention on the Rights of the Child
- The Rio Declaration on Environment
- The United Nations Convention against Corruption.

We also follow standards specific to activities in the oil and gas, power generation, and mining and metals sectors, and those associated with businesses engaged in soft commodities.

#### Our UK risk management framework





## Climate-related financial disclosures continued

### Developments in 2023

#### Climate-related risk appetite

We continue to review our approach to climate change risk appetite. In 2023 our appetite metrics aligned to those articulated in our medium-term score card. Following completion of our internal climate transition plan a new suite of metrics aligned to Santander UK's transition is currently in development. We also intend to use the output of the CISA in 2024 to inform a review of risk appetite across our business lines.

#### Credit risk

In 2023, we launched our Climate Risk Assessment Model (CRAM) to assess climate-related risk across corporate and commercial portfolios. This follows the green dashboard developed in Consumer Finance in 2022 to monitor the mix of vehicles we finance based on engine type.

Also in 2023, we have collated information from around 80% of our Corporate portfolio customers on their understanding of how climate risks may impact their businesses.

Climate risk considerations are now part of our product development processes. Outputs from our CISA, CRAM, and our internal climate transition plan will also feed into our credit decision processes.

For our Retail Mortgage portfolio, we have created a dashboard of key metrics to monitor potential climate change impacts and climate transition risks across the mortgage book. These are not referenced in this report but include metrics such as the composition of EPC ratings in the Mortgages portfolio and inflows and outflows of EPC ratings, differentiating between purchases and remortgages.

#### Operational risk and resilience

The operational risk climate scenarios that were assessed during CBES have informed our ongoing resilience programme. This ensures that we have a sound understanding of the threats our operations face from climate-related risks. During 2023, we consolidated our Environmental Operations Policy Statement within the ESCC Risk Management policy. This ensures consistency and strengthens the controls with which we manage the environmental impacts on our business. Our third-party supplier engagements have a comprehensive climate screening programme to ensure they have considered climate risk within their business operations.

#### Liquidity risk

Scenarios where our liquidity is affected have been tested in 2023 to assess our resilience to both high-risk physical and transition risk scenarios. We also tested three further scenarios formulated by Banco Santander. These scenarios included energy transition, nuclear disaster, and impacts due to a change in market perception. These results have formulated part of the ILAAP submission.

#### Reputational risk

We continue to review sustainable finance products and green finance initiatives to ensure any green labelling is fit for purpose. In addition, the ESG Meeting is held regularly to review, certify, and approve the eligibility and consistency components of all proposed green, social, or sustainable ('ESG-labelled') transactions, products, and services. We collaborate closely with Banco Santander to ensure we have a consistent approach to classifying ESG-labelled products across the Banco Santander group using the Sustainable Finance Classification System (SFCs).

#### Pension risk

In 2022, the Santander UK pension scheme (Scheme) established a Sustainability Committee and published a TCFD report. Specific responsibilities for climate-related risks and opportunities have been agreed to ensure adequate oversight and management. During 2023, the Scheme has issued its Responsible Investment Policy which includes consideration of ESG factors when making investment decisions.

#### Third-party risk

Climate considerations have been incorporated into our onboarding process for third-party suppliers. We have partnered with a sustainability ratings provider to measure the quality of a potential supplier's sustainability management system through its policies, actions, and results.

### Climate risks in our pension scheme

The Santander (UK) Group Pension Scheme Trustees are responsible for managing climate risk relating to pension fund investments. A dedicated Sustainability Committee oversees the Scheme's sustainability strategy and is responsible for ensuring the Scheme meets its net zero carbon target by 2050. In 2023, the Sustainability Committee agreed on an updated framework for identifying and implementing practical steps to achieve its net zero carbon target and incorporated further information on climate risks and opportunities. The Scheme is working to further support its target to have 60% of the companies in its portfolios having credible targets that align to the Paris Agreement by 2030.

## Climate-related financial disclosures continued

### Metrics and targets

Our updated climate strategy reflects our ambition and sets out medium-term metrics and targets. Metrics and targets help us monitor our performance, drive additional climate action, and communicate our progress. Some of our climate targets form part of our SRB medium-term scorecard and are presented in the table below. In 2023, we started a review of our public commitments in line with the revised structure of our SRB strategy ensuring consolidation of our key focus areas. We will continue this work into 2024 and provide an update on our new public targets in 2024. We are working to refine our climate-related targets and focus on impact and actions that we can influence. We expect these targets to expand in the next few years as our climate initiatives are accelerated.

#### Santander UK medium-term climate change targets and 2023 performance

Climate strategy pillar: Supporting our customers in the green transition						
Metric	Performance		2025 Target	Climate-related risk or opportunity	Looking ahead	
	2023	Cumulative since 2021				
1	Volume of green finance raised and facilitated <sup>1</sup>	£2.8bn	£13.3bn	£20bn	This target reflects our ambition to finance green assets and activities. It illustrates the opportunity to provide leading green finance products to support our customers in developing climate-resilient business models.	<b>Status:</b> <span style="color: green;">■</span> In Mortgages, we are looking to expand our green finance proposition to support existing and new customers in decarbonising their homes. We are developing new partnership propositions which will launch in 2024 and aim to give customers links to the supply chain and retrofit coordination services. In Consumer Finance, we have recently announced two new partnerships which support the transition to greener vehicles. In CCB we are working to increase the volume of green lending and sustainable-linked financing.
2	Number of customers supported with products and services in their transition to net zero <sup>2</sup>	32,000 customers	105,000 customers	180,000 customers	This target considers the impact our green lending has in supporting customers with their own transition.	<b>Status:</b> <span style="color: green;">■</span> In Mortgages, we will continue to focus on our retrofitting strategy and run proof of concept and pilot projects which aim to make retrofitting simple and risk-free across the UK. In CCB, we are working with our clients to help them assess, understand, and mitigate climate-related risks.
Climate strategy pillar: Reducing our environmental impact						
Metric	2023 Performance	Reduction since 2021	2030 Target	Climate-related risk or opportunity	Looking ahead	
3	Achieve net zero in our own operations by 2030	5,438 tCO <sub>2</sub> e	(14.5)% <sup>3</sup>	Net Zero	Improving operational sustainability performance will limit the footprint of our own operations while potentially offering the opportunity to reduce operational costs.	<b>Status:</b> <span style="color: orange;">■</span> We will continue to execute our 2025 property strategy implementing energy efficiency projects across the estate. Further work will be undertaken in 2024 to understand the requirements for a net zero aligned strategy for 2030.

■ Initiative is on track ■ Initiative is to be accelerated

- Using Banco Santander's SFCS, green finance includes lending to renewable energy and other green energy financing, mortgages on properties with A- or B-rated EPCs, and financing for vehicles with emissions of 50g CO<sub>2</sub>/ km or less
- Some customers who received the EnergyFact report may be subset of the customers reported under metric 2
- Reduction in operational market-based emissions (Scope 1, 2, and 3 business travel) since 2021

### Metrics

#### Aligning our portfolios to meet the Paris Agreement goals

Under Banco Santander's commitment as a founding member of the NZBA to achieve net zero by 2050, decarbonisation targets need to be set in line with reputable and scientifically-recognised pathways. These defined pathways determine how much and how fast emissions in each sector or activity should be reduced in order to achieve the overarching net zero commitment and to limit global warming to well below 2°C. Our internal climate transition plan aims to articulate how we are approaching the implementation of our climate strategy by exploring and analysing different decarbonisation pathways for our portfolios.

In this section we cover the financed emissions baselines for our mortgages and auto finance portfolios. We use the Partnership for Carbon Accounting Financials (PCAF) financed emissions latest edition methodology for calculating financed emissions for our material portfolios. We have been PCAF signatories since 2021 with the aim of contributing to the ongoing development of its standards. Our ESG Leadership Forum has approved the approach to calculating and attributing financed emissions. In 2023, we continued to follow this approach for re-establishing the baseline of financed emissions for residential mortgages and auto finance. As part of this, we are disclosing baselines for our mortgage and auto finance lending which account for 99.8% and 97% of exposures on these portfolios.

PCAF data quality scores are also provided as a data confidence indicator. We are working to improve the quality and collection process for underlying data over time.

To analyse the decarbonisation pathways of our portfolios, we consider key enablers and external and internal levers. These include Government policy and our own commercial actions, on which we have different degrees of influence. Our aim is to integrate the learnings from this process into our overall business strategy and climate change risk management cycle, while being conscious of the challenges associated with obtaining high quality data.

## Climate-related financial disclosures continued

### Residential mortgages baseline

In 2023, we established the baseline GHG emissions from our mortgage portfolio at 31 December 2022. This is shown in the table below. The new baseline allowed us to crystallise the scale of the change needed to help households on their journey to net zero. It also helped us identify a series of internal and external levers needed to support the transition and reduce the associated emissions in line with science-based pathways.

### Residential mortgages portfolio financed emissions - 2022 baseline

Exposure covered (£bn)	187.1
Total portfolio (£bn)	187.5
Coverage of portfolio (%)	99.8
PCAF data quality score	3.3
Baseline emissions 2022 (kgCO <sub>2</sub> e/m <sup>2</sup> )	39.7

### Auto finance baseline

In 2023, we also established the baseline GHG emissions from our auto finance portfolio at 31 December 2022. This is shown in the table below. The new baseline will allow us to explore further and evaluate different pathways to reduce the associated emissions. We have considered several options for partnerships and propositions and we are undertaking research within our auto finance portfolio to understand the barriers to EV sales from a retailer perspective. We aim to develop this insight and join our efforts with retailers to potentially deliver long-term improvement.

### Auto finance portfolio financed emissions - 2022 baseline

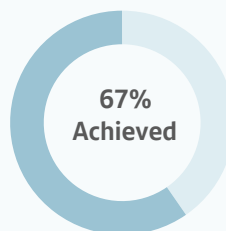
Exposure covered (£bn)	8.3
Total portfolio (£bn)	8.5
Coverage of portfolio (%)	97
PCAF data quality score	3.1
Baseline emissions 2022 (gCO <sub>2</sub> e/km)	143

### Supporting our customers in the green transition

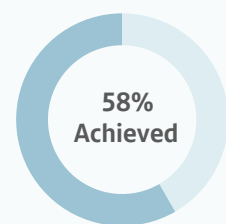
In 2023, progress against our targets was hindered by external factors such as economic slowdown and monetary policy. Last year's challenges acted as a deterrent for customers, who were hesitant to take on additional debt, in particular for sustainable assets that come with inherent costs.

We are working to overcome the current slowdown in adoption of green finance products. For example, through collaborations to enhance government incentives and strategic partnerships to raise customer awareness, mitigate perceived risks, and emphasise the long-term benefits of green assets. We use two targets to measure our impact on supporting our customers in the green transition. Progress against them is shown in the following graphs. More information on these targets can be found in the medium-term climate change targets table above.

### Raise and facilitate £20bn of green finance by 2025



### Support 180,000 customers in their transition to net zero



### Embedding climate in risk management Corporate & Commercial Banking Carbon intensive sectors

At Santander UK, we are committed to providing financial products and services to support business activities that are environmentally and socially responsible. Our goal to increase our green finance lending activities underpins this commitment.

In 2023, our corporate lending exposure to sectors<sup>1</sup> that are considered to have severe climate change impact remained relatively low. The mix of business by sector was broadly unchanged with only real estate activities increasing by 3.2 percentage points. This is shown in the table below.

Credit exposure	2023	2023	2022	2022	% points change
	£m	% <sup>(a)</sup>	£m	% <sup>(b)</sup>	
Real estate activities	8,678	50.5	8,469	47.4	3.1
Accommodation and food service activities	1,269	7.4	1,354	7.5	(0.1)
Wholesale and retail trade <sup>(1)</sup>	1,099	6.4	1,341	7.5	(1.1)
Construction <sup>(2)</sup>	904	5.3	1,073	6.0	(0.7)
Manufacturing <sup>(3)</sup>	544	3.2	752	4.2	(1.0)
Electricity, gas, steam, and air conditioning supply <sup>(4)</sup>	376	2.2	268	1.5	0.7
Information and communication	348	2.0	379	2.1	(0.1)
Transport and storage <sup>(5)</sup>	216	1.3	241	1.3	—
Agriculture	112	0.7	125	0.7	—
Water supply	88	0.5	95	0.5	—
Mining and quarrying <sup>(6)</sup>	55	0.3	64	0.4	(0.1)

(a) Percentage of Santander UK's total credit exposure to non-financial corporates of £17.2bn in 2023.

(b) Percentage of Santander UK's total credit exposure to non-financial corporates of £17.9bn in 2022.

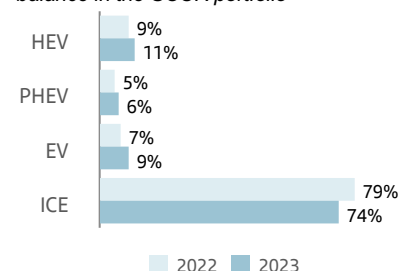
(1) Includes wholesale and trade of motor vehicles and motorcycles, parts and accessories. (2) includes construction of buildings and civil engineering activities. (3) includes manufacturing and processing of food products. (4) includes power generation, which comes largely from renewable sources (5) includes transport by road, rail, and air and passenger transport. (6) includes mining and extraction activities, of which oil and natural gas extraction is minimal.

The ESCC Risk Management policy sets out our criteria for identifying, assessing, monitoring, and managing environmental and social risks and other climate change-related activities. It is fully integrated within our processes for risk management and lending decision-making. The policy prohibits direct new investment in, and/or providing financial services to, specific projects or activities across key sectors that are considered harmful for the environment. It is aligned to and must be applied in conjunction with Banco Santander's Sustainability and Human Rights policies. The policy covers activities in the oil and gas, power generation, and mining and metals sectors, and those arising from businesses engaged in soft commodities. We define fossil fuel exposure as exposure in operations and companies associated with extracting, producing, and investing in fossil fuels.

### Consumer Finance

The main consideration for our Consumer Finance business segment is the phase-out of internal combustion engine (ICE) vehicles. The UK government has announced a delay to the ban of new ICE vehicles. We continue to monitor these developments as the transition to electric vehicles may affect the demand for auto loans and the residual value of automotive vehicles. The SCUUK exposure is transitioning from ICE vehicles to hybrid and electric ones as shown in the graph below.

### Vehicle distribution by fuel type based on gross balance in the SCUUK portfolio



HEV: Hybrid vehicles, PHEV: Plug-in hybrid electric vehicles, EV: Battery electric vehicles

1 We set our classification of carbon-intensive or climate-relevant sectors in line with the EBA's technical standards on prudential disclosures on ESG risks in accordance to Article 449a CRR (Pillar 3), which follows the Statistical Classification of Economic Activities in the European Community (commonly referred to as NACE for Nomenclature statistique des activités économiques dans la Communauté européenne).



## Climate-related financial disclosures continued

### Retail & Business Banking – Mortgages

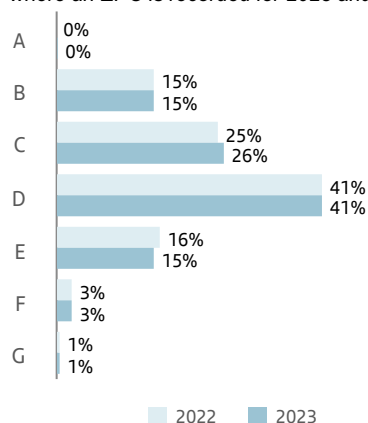
In 2023, we continued to expand our understanding of the impact of climate risks on our most significant lending activity, the residential mortgages portfolio. We are monitoring both physical and transition risks and are working to embed them into our governance and management arrangements, scenario analysis, and financial risk disclosures.

### Energy efficiency profile of our residential mortgage book (transition climate risk)

The UK government has consulted on proposals to require mortgage lenders to disclose energy performance across their property portfolios and on introducing voluntary targets to improve their portfolios to an average of EPC band C by 2030. We are continuously monitoring these developments while we work on initiatives to understand our customers' green finance needs and help them decarbonise their homes. You can find out more about the proof-of-concept partnerships we have explored in 2023 in the Strategy section of this report.

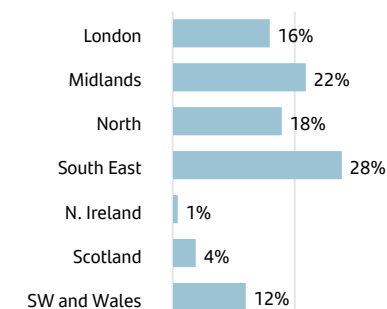
In 2023, the percentage of A-C rated energy efficient properties on our mortgage books marginally increased to 41% and the overall profile remained broadly unchanged.

EPC ratings (A-G) for residential mortgages as a percentage of the total number of mortgages where an EPC is recorded for 2023 and 2022



Note: Sourced from Landmark. Distribution of registered EPCs. 2023 distribution including modelled EPCs: A:<1%, B:11%, C:22%, D: 50%, E: 15%, F: 2% and G:<1%

Regional distribution of EPC ratings (A - B) 2023



Note: Sourced from Landmark. Distribution of registered EPCs. 2023 distribution including modelled EPCs: LDN: 16%, ML:21%, NO:18%, SE:28%, NIRE:2%, SCOT:4%, SW&W:11%

### Flood risk (physical climate risk)

Flooding is one of the most material physical climate risks to our mortgage portfolio. Working with postcode-level data we have assessed the flood risk for every Santander UK mortgage. Flood risk probability is expressed as a ratio, where a 1 in 30-year flood event (1:30) refers to the likelihood of flooding occurring in a given year. Almost 95% of properties in our mortgage lending have very low risk or negligible flooding risk.

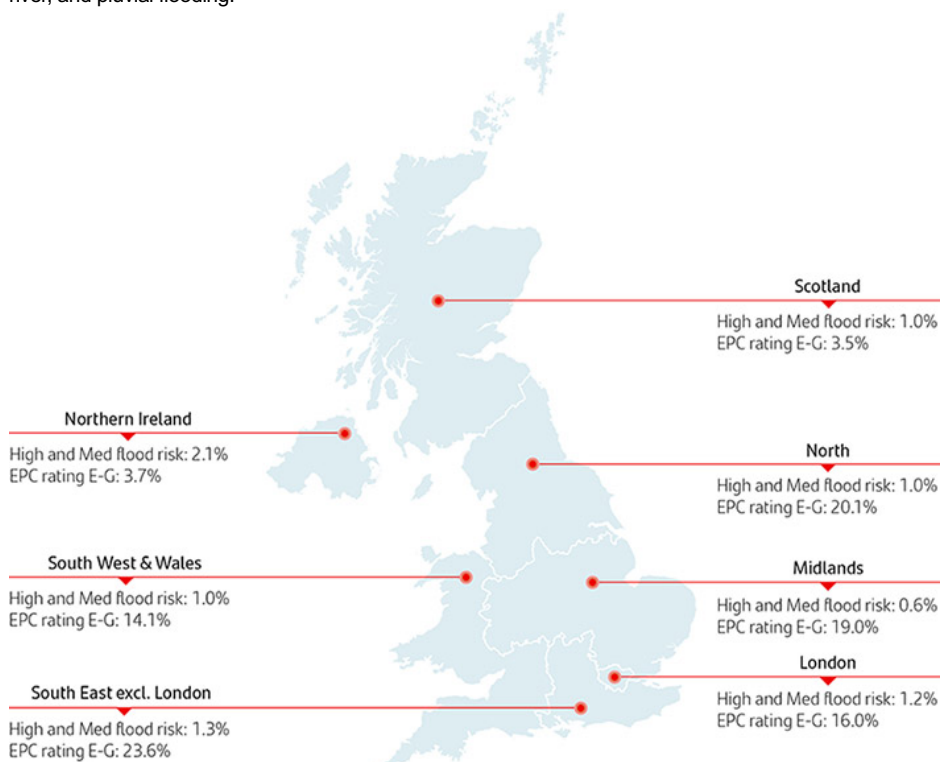
As part of our risk management process, we regularly assess the impact of physical climate risks on the value of our portfolio. We provide more details on this in Credit risk in the Risk review of this Annual Report. There was no material change in flood risk across the portfolio in 2023.

The figures presented in the table below show the current annual flood risk for all mortgage accounts open on 31 December 2023. Flood risk estimates are based on the likelihood of winter precipitation exceeding 6mm per day and consider coastal, river, and pluvial flooding.

### Notes on EPC and flood risk data and assumptions

EPC data for our residential mortgage portfolio are provided by Landmark who source data from the central EPC registers for the three UK jurisdictions, England and Wales, Scotland, and Northern Ireland. Where a property does not have an actual EPC rating, Landmark infers energy efficiency using its own proprietary model or by reference to EPC ratings in the same postcode area. Reasonable efforts have been made to ensure such data is complete, accurate, and materially correct.

Around 73% of the portfolio across all jurisdictions currently has a registered EPC. EPC data for England and Wales is currently the highest quality in terms of its availability and being up-to-date. In 2023, English and Welsh properties represented 91% of our mortgage portfolio. Landmark provides an estimate of current flood risk and 50-year forecasts using four climate change scenarios.



### Regional risk exposure

% of properties with high and medium flood risk and properties with EPCs E-G.

Flood risk for residential mortgages	2023		2022	
	Number of properties	%	Number of properties	%
<b>Annual probability band</b>				
High: >1:30	2,858	0.3	2,975	0.2
Medium: between 1:30 and 1:100	9,319	1	9,814	1
Low: between 1:100 and 1:1,000	49,304	4	51,778	4
Very Low: between 1:1,000 and 1:10,000	64,359	6	69,234	6
Negligible: <1:10,000	1,015,858	89	1,084,755	89
<b>Total</b>	<b>1,141,698</b>	<b>100</b>	<b>1,218,556</b>	<b>100</b>

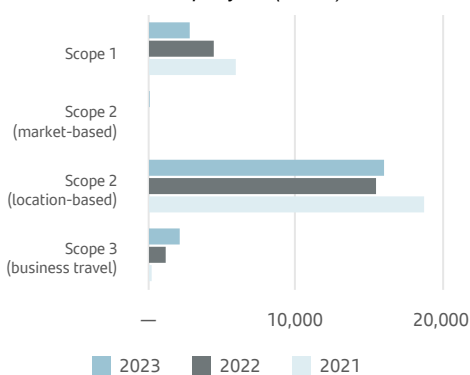
## Climate-related financial disclosures continued

### Reducing our own environmental impact

We have made significant progress with our operational environmental impact metrics in the last few years. This includes significant reductions in energy and waste production. There was however an increase in water consumption in 2023 due to office occupancy being the highest since Covid-19. More commentary on the annual trends of the sustainability metrics presented above can be found in the ESG supplement.

As per our Streamlined Energy and Carbon Reporting (SECR) in 2023 (also see the Environment section of the Strategic Report), we used 93,387,392kWh of energy, compared to the 103,156,234 kWh used in 2022. We emitted 5,438tCO<sub>2</sub>e market-based greenhouse gas emissions, compared to 5,963tCO<sub>2</sub>e in 2022. The slight increase in Scope 2 location-based emissions is due to the increased UK grid emissions factor. Our total Scope 1, 2, and 3 emissions for 2023 are set out in the table below:

#### Absolute emissions per year (tCO<sub>2</sub>e)



	2023	2022	2021
Scope 1 tCO <sub>2</sub> e	2,827	4,512	6,074
Scope 2 tCO <sub>2</sub> e (Location-based)	16,211	15,624	18,860
Scope 2 tCO <sub>2</sub> e (Market-based)	84	53	0
Scope 3 tCO <sub>2</sub> e (Business travel) <sup>1</sup>	2,527	1,398	289
Total operational tCO <sub>2</sub> e <sup>1</sup>	5,438	5,963	6,363
YoY % <sup>1</sup>	(9)%	(6)%	
Financed emissions thousand tCO <sub>2</sub> e (mortgages)	-	2,561	-
Financed emissions thousand tCO <sub>2</sub> e (auto finance)	-	1,366	-

1. Employees that had left Santander UK or were temporarily absent during each reporting period for 2021-2023 had been excluded from Scope 3 business travel, but should have been included. For 2023 we have estimated this exclusion based on available data. We have made the assumption that the profile of employees and the nature of the travel has not materially changed in 2022 and 2021 and we have used the 2023 estimated uplift to restate 2022 and 2021 business travel. This estimation also impacts the Total CO<sub>2</sub>e emissions, CO<sub>2</sub>e emissions per employee, and year-on-year percentage for 2021-2023. Business travel for the excluded population will be reviewed as part of planned enhancements for future reporting periods.

Note: 2021 figures exclude Santander Financial Services plc emissions, which for 2023 were less than 3% of total emissions and considered not material to be included in 2021.

### Additional notes on GHG emissions calculations

#### Boundary

The Scope 1-3 GHG emissions include the activities and facilities owned and/or under operational control of Santander UK Group Holdings plc.

#### Calculation

**Scope 1:** GHG emissions from oil, gas, direct transport, and fugitive gas emissions. Consumption and transport data is extracted from relevant source systems and records. Data is sourced from internal systems, including meter readings, maintenance records, and internal travel systems, as well as external systems such as bill validation systems and external supplier invoices. Emissions calculated for gas, oil, direct travel, and fugitive gases follow the GHG Protocol Corporate Standard using the relevant UK Government Department for Energy Security and Net Zero (DESNZ) conversion factors and are collated into a total Scope 1 emissions figure. We use billing invoices, meter readings, mileage claims, and maintenance records to obtain our consumption data.

**Scope 2:** GHG emissions from purchased electricity and electric fleet and company cars. For Santander UK we use the 'market-based' approach to quantify our emissions, meaning we use emissions factors provided by our electricity suppliers. For our Scope 2 emissions, this reflects the emissions for the electricity we have purchased via green tariffs which provide electricity from renewable sources including biomass and wind generation. The Scope 2 emissions for electricity consumption are calculated using the relevant UK Government DESNZ conversion factors and guidance. Emissions from the electric fleet are calculated using the Residual Mix from DESNZ Fuel Mix Disclosure. Data for electricity consumption and travel for electric fleet and company cars are extracted from relevant source systems. In 2023, battery electric vehicles comprised 64% of the total company fleet and hybrid electric vehicles made up 21%. Emissions are collated into a total Scope 2 emissions figure. We use billing invoices and mileage claims for our consumption data. Electricity purchased by SFS was from conventional energy sources. We record Scope 2 emissions from SFS both as location-based and market-based emissions. We sourced data for SFS electricity usage from billing invoices. Where data was delayed for year-end reporting, the average monthly electricity consumption was used to project the consumption for the remainder of the year.

**Scope 3:** This includes indirect emissions created through our value chain that have not been included in Scope 1 and 2. Our Scope 3 reporting encompasses the emissions from business travel (air, road and train). Business travel records are extracted from relevant internal systems or provided by the third-party travel admin operator. The distance in kilometres travelled is converted into carbon emissions using relevant factors from UK Government DESNZ and collated into a total Scope 3 emissions figure. Car figures are based on engine size, flight figures are based on average cabin seat class, and for rail they are based on average cabin seat class. Rail figures are based on national rail conversion factors. We source data from mileage claims and third-party travel reports. Taxi travel is excluded due to the lack of mileage data.

**Extra information:** DESNZ emission factors change each year and, in some cases (such as air travel), they have increased, meaning that the emissions have will increase for the same distances travelled in 2023 compared to 2022.

#### Additional notes on financed emissions:

Calculations for residential mortgages include the attribution factor, which is the outstanding amount of the loan at 31 December for each mortgage divided by the total property value at origination for each building, as per PCAF's methodology. Building emissions (in tCO<sub>2</sub>e) were provided to Santander UK by the external data provider, Landmark. Landmark modelled building emissions associated with each property in the portfolio. These building emissions were then multiplied by the attribution factor, before being grouped together across region and property type. For auto finance financed emissions, at 31 December 2022, the vehicle finance portfolio of SCUUK comprised 633,806 individual funded assets (vehicles). To manage the large dataset provided by SCUUK and account for the different considerations of vehicle and fuel types, the dataset and calculation was divided into groups of vehicle type and fuel type. The attributed financed emissions and attributed distance were calculated for each vehicle, then aggregated on vehicle type level. The sum of financed emissions across all vehicle-types is then aggregated and divided by the sum of attributed distances to determine the financed emissions intensity of the portfolio. Data from external providers are used for estimating the emission factors for each vehicle type and fuel type.

# Welcome to **Governance**

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Governance at a glance

# Governance at a glance

## Santander UK Group Holdings plc Board



### Executive level committees

Due to the overlap in Board membership, the Santander UK Group Holdings plc and Santander UK plc Board and Board Committees meet substantively simultaneously. As such, this report details the governance arrangements, practices and activities of both Santander UK Group Holdings plc's and Santander UK plc's Boards (the Boards) and Board Committees. The Santander UK plc Board and Board Committees also met independently from the Santander UK Group Holdings plc Board and Board Committees twice in 2023.

### Board changes in 2023

<b>1 June</b> Michelle Hinchliffe and José María Roldán appointed	<b>31 August</b> Antonio Simoes resigned	<b>1 September</b> Pedro Castro e Almeida appointed	<b>27 September</b> Duke Dayal resigned	<b>30 September</b> Chris Jones resigned	<b>15 December</b> Annemarie Durbin resigned
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● Independent Non-Executive Director ● Non-Executive Director ● Executive Director \*Santander UK plc only

### Compliance with the UK Corporate Governance Code

The UK Corporate Governance Code 2018 (the Code) sets out the framework for premium listed companies in the UK. Although the Company does not have premium listed shares on the London Stock Exchange, compliance with the Code is appropriate for a Company of our size and systemic importance to the UK economy. This Governance section details how the Company has applied and complied with the principles and provisions of the Code. Any principles and provisions of the Code that are not complied with are explained in the Directors' Report.

<b>Board Leadership and Company Purpose</b> Our strategic priorities – pages 14 to 15 Our performance & KPIs – pages 16 to 17 Our Board & governance structure – page 54 Culture – pages 29 and 54 to 55 Stakeholder Voice – pages 31 to 32 Workforce engagement – pages 54 to 55	<b>Division of Responsibilities</b> The role and responsibilities of the Board – page 54 Committee reports – pages 60 to 72 Board & Board Committee attendance – page 57	<b>Audit Risk and Internal Control</b> Audit Committee Report – pages 65 to 69 Principal Risks – page 19 Risk Committee Report – pages 62 to 64 Going concern - pages 68, 82 and 83
	<b>Composition, Succession &amp; Evaluation</b> Board composition – page 55 Board succession – pages 58 and 60 to 61 Board and Committee effectiveness – page 59 Nomination & Governance Committee report – pages 60 to 61	<b>Remuneration</b> Directors Remuneration Report – pages 71 to 72

## Chair's report on corporate governance

### Our Board and governance structure

Maintaining high standards of corporate governance is an essential element to ensure the long-term sustainable success of the Company. In addition to the Code (the standard against which we measure ourselves), we also have internal governance practices and rules, principally:

- The UK Group Framework, which defines clearly our responsibilities and relationship with Banco Santander SA, our shareholder, taking account of our fiduciary and regulatory responsibilities. This gives us the autonomy to discharge our responsibilities in the UK in line with best practice as an independent board while giving Banco Santander SA the oversight it needs. Clarity of roles and responsibilities is key to ensuring proper accountability for decisions and outcomes.
- The Corporate Governance Framework (CGF), which is designed to assist the Boards of Directors in discharging their responsibilities and ensuring an appropriate degree of delegation throughout the Santander UK group.

We review the CGF regularly to confirm that governance arrangements remain effective and appropriate. The corporate governance structure is supported by the internal control and risk management systems. An important principle, applied throughout the CGF, is that delegation of executive authority is to individual office holders, who may delegate aspects of their authority to others, as appropriate. Executive level committees have been established to support individuals in discharging their responsibilities.

### Santander UK group structure and ring-fencing governance arrangements

The substantive business of the Santander UK group continues to be conducted by Santander UK plc, our principal ring-fenced bank (RFB). Ring-fenced banks operate within governance rules defined and overseen by the PRA who granted Santander UK plc certain ring-fencing governance rule modifications, recognising our ownership structure and chosen ring-fencing business model. With effect from 1 January 2024, the PRA approved a number of revisions to our ring-fencing rule modifications which simplify our governance arrangements, including the ability to have common Santander UK Group Holdings plc and Santander UK plc Board and Board Committee memberships, subject to various safeguards. As such, Mark Lewis, Dirk Marzluf and Nicky Morgan were appointed to the Board of Santander UK Group Holdings plc, with a number of changes to Board Committee composition to ensure complete alignment with Santander UK plc. One of the safeguards agreed is that if a conflict matter (as defined by the PRA) were to arise between the two companies, three INEDs holding PRA senior management functions (SMF) will have veto rights on Board decisions. These three SMF INEDs are Nicky Morgan, Mark Lewis and Ed Giera. Nicky Morgan will chair the RFB Board meeting in the event of a conflict matter decision.

### The role and responsibilities of the Board

The Boards are collectively responsible for promoting the success of Santander UK for the benefit of its stakeholders, taking into account the likely impact of our decisions in the long-term, as well as balancing the interests of our other stakeholders and our contribution to wider society.

The key decisions and matters reserved for the Boards' approval, such as the long-term strategy and priorities, are set out in the CGF. A copy of the Schedule of Matters Reserved for the Board is also available on our website at [aboutsantander.co.uk](https://about.santander.co.uk), which does not form part of this Annual Report.

As Chair, I have overall responsibility for the leadership of the Boards and for ensuring their effectiveness in all aspects of operation. These responsibilities are formalised in the CGF. The composition of the Boards helps to ensure that no one individual or small group of individuals dominates the Boards' decision-making. The diversity of skills, experience and background on the Boards enables them to provide constructive challenge and strategic guidance and to offer specialist advice.

There is a clear division of responsibilities between the leadership of the Boards and the executive leadership of the business. The responsibilities of the Chair, CEO, SID and Non-Executive Directors (NEDs) are agreed by the Boards and set out in separate role statements as part of our CGF and are available on our website at [aboutsantander.co.uk](https://about.santander.co.uk), which does not form part of this Annual Report. The Boards are also supported by their Committees, who make decisions and recommendations on specific responsibilities delegated to them. This enables the Boards to spend a greater proportion of their time on strategic, forward-looking matters.

### Board Committees

The Committees play an essential role in supporting the Boards, giving focused oversight of key areas and aspects of the business. Their roles and responsibilities are set out in their Terms of Reference which are available at [aboutsantander.co.uk](https://about.santander.co.uk) and which do not form part of this Annual Report. The Terms of Reference are regularly reviewed by each Committee to make sure they remain appropriate. Cross-Committee memberships provide visibility and awareness of matters relevant across the Committees.

Each Committee is chaired by and comprised of only Independent Non-Executive Directors (INEDs), with the exception of the Board Nomination & Governance and Board Risk Committees, which have one member who is a Banco Santander group appointed Non-Executive Director (GNED). Having assessed committee membership in light of the Code recommendations we are satisfied that the Committees will continue to be able to discharge their duties effectively and efficiently.

The Board Committees have each prepared a report which includes a description of their role and composition. These are presented in the sections that follow.

### How governance contributes to the delivery of our strategy

Our governance arrangements contribute to the development and delivery of our strategy in various ways, including by promoting accountability and responsibility, and ensuring information flows and independent insight from the NEDs.

All Directors are collectively responsible for the success of the Company. The NEDs exercise objective judgement in respect of Board decisions, and scrutinise and challenge management constructively. They also have responsibilities concerning the integrity of financial information, internal controls and risk management.

As a Board, we are responsible for ensuring that the business is purpose-led and that our decision making and activities reflect our core purpose to help people and businesses prosper. We do this by overseeing and developing our strategy and policies, including risk and corporate governance arrangements, monitoring progress towards meeting our objectives and reviewing the implementation of them by the CEO and his wider executive management team. In 2023, we refreshed our Strategic Blueprint, which defines our future direction, and sets out our 'why', our 'what', and our 'how', all underpinned by a set of clear strategic goals. The Board is accountable to our shareholders for the proper conduct of the business and seeks to represent the interests of all stakeholders.

The Boards identified the following key stakeholders: Customers, Employees, Regulators, Communities and Investors. More information on how the Boards balance the interests of these stakeholders can be found in the Board Responsible Banking Committee Chair's report and our Stakeholder Voice statement in the Strategic Report.

### Culture and hearing the views of the workforce at the Board

The Boards recognise the importance of culture as a mechanism to support the long-term sustainable success of the companies. The Boards are responsible for setting and overseeing our culture, as well as monitoring progress on its development, which comes to life through our core values of simple, personal and fair.

Our Code of Conduct contributes to our culture, setting out how we should act and behave towards everyone we encounter through our work. It sits alongside our Strategic Blueprint, which outlines the importance of our TEAMS behaviours - Think Customer, Embrace Change, Act Now, Move Together and Speak Up. The Code of Conduct reinforces these elements to come together to drive our culture and maintain the standards that underpin it. All new colleagues are required to complete training on the Code of Conduct and annual refresher training is required for all colleagues.

Our employees are a key stakeholder, central to the delivery of our strategy, and the Boards are committed to ensuring continuous engagement with them to create a culture of inclusivity and belonging and, a healthy working environment.

## Chair's report on corporate governance continued

As the overwhelming majority of colleagues in the Santander UK group are employed by Santander UK plc, the Board receives regular updates on the culture of the business and views of employees of Santander UK plc from engagement surveys feedback. These give the Board an understanding of the overall Santander UK group workforce and provide meaningful dialogue at Board meetings on workforce matters. For more, see the Board Responsible Banking Committee Chair's report.

### Board membership

At 31 December 2023, the Board of Santander UK Group Holdings plc consisted of the Chair (independent on appointment), four INEDs, one Executive Director (ED) and two GNEDs. The Santander UK plc Board, at 31 December 2023, consisted of the Chair (independent on appointment), six INEDs, one ED and three GNEDs. As a result of revisions made to our ring-fencing governance rule modifications, from 1 January 2024 the membership of the Board and Board Committees of Santander UK Group Holdings plc are now fully aligned with those of Santander UK plc. The Boards currently consist of the Chair (independent on appointment), six INEDs, one ED and three GNEDs. Angel Santodomingo will be appointed as an ED once regulatory approval has been received.

Biographies of the Directors are included in the Shareholder information section. The letters of appointment for INEDs and GNEDs are available at the Company's registered office and at the Annual General Meeting.

Through the Board Nomination & Governance Committees, we make sure there is the right mix of individuals on the Boards, giving an appropriate balance of knowledge, skills, experience and perspectives. Our aim to ensure orderly succession for Board positions is supported by continuous and proactive processes. We take into account our strategic priorities and the main trends and factors affecting the sustainability and success of the business. We oversee and regularly review the development of a diverse pipeline for succession.

In 2023, we appointed Angel Santodomingo as incoming CFO (subject to regulatory approval) following Duke Dayal's departure and welcomed Michelle Hinchliffe, Jose Maria Roldan and Pedro Castro e Almeida as NEDs. Antonio Simoes, Chris Jones and Annemarie Durbin resigned as NEDs during the year, and I'd like to thank them all for their commitment and invaluable contributions during their time on the Boards.

All aspects of diversity form part of our Board succession planning process. For more, see the Board Nomination & Governance Committee Chair's report.

### Board meetings in 2023

We held 11 Board meetings in 2023. Meetings of the Company were held concurrently with Santander UK plc. The Santander UK plc Board and Board Committees also met independently from the Santander UK Group Holdings plc Board and Board Committees twice in 2023.

Regular updates are provided to the Boards by me, each of the Committee Chairs, the CEO, CFO and CRO. I also held a number of meetings with the NEDs without the EDs present. We have a comprehensive and continuous agenda setting and escalation process to ensure the Boards have the right information at the right time and in the right format to enable the Directors to make the right decisions. As Chair, I lead the process, assisted by the CEO and Company Secretary, and this ensures enough time is set aside for strategic discussions and business critical items. Together with the Committee Chairs, we ensure Board and Committee meetings are structured to facilitate open discussion, debate and challenge. The NEDs also receive regular updates from management to give context to current issues.

### Board activities

I, together with the CEO and Company Secretary, and supported by the Directors and senior management, make sure that the Boards have an appropriate schedule for the year. This is focused on the opportunities to drive growth and profitability of the business, transformation to support the future success of the business, business performance and risk management, customer experience and outcomes and remaining apprised of the external operating environment. It includes the Company's digital strategy, ensuring the Company is run in a responsible and sustainable way in the interests of its stakeholders, and ensuring that the Company's culture is aligned with its purpose, values, and strategy.

The Boards ensure regular contact with management and colleagues through several means. These include inviting relevant business and function heads to present to the Board or its Committees on latest developments; supporting senior management development plans by welcoming them as observers; scheduling regular meetings for Committee Chairs with relevant senior managers; site visits by NEDs; and topical or technical workshops. Senior leaders are also available to the NEDs for advice and support.

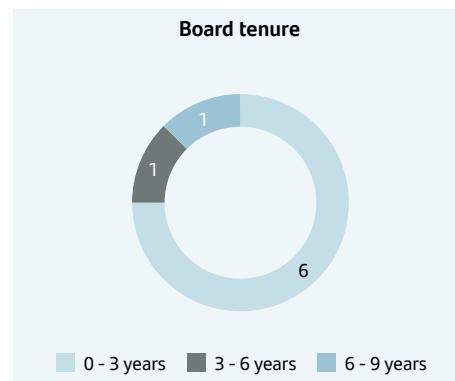
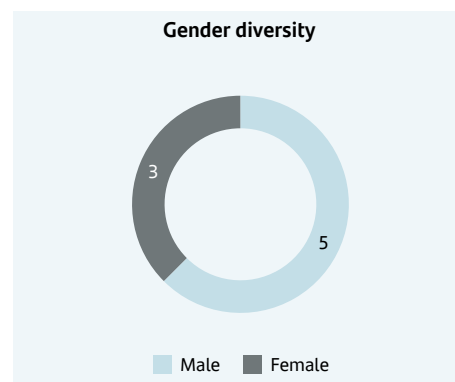
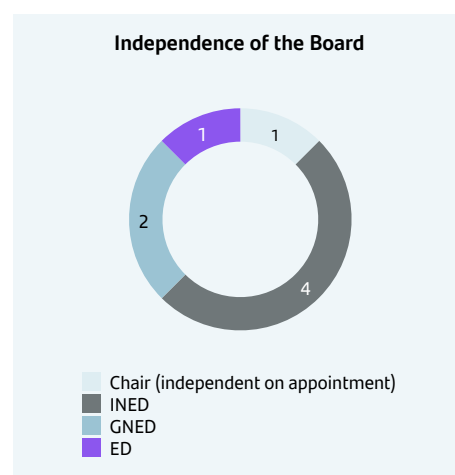
The Boards regularly monitor progress against the strategic priorities and performance targets of the business, and in 2023, once again held a separate Board Strategy Day. This ensures that our strategy remains consistent with that of the wider Banco Santander group and presentations considered the current macro environment, the ambition for the Company over a five-year time horizon, customer sentiment, evolving our value proposition, and opportunities to further grow the business. The day concluded with a presentation by the CEO on potential investments and the financial impact, recognising the trade-off between returns and market share/revenue growth.

Alignment with Banco Santander group strategy is also strengthened by holding one board cycle in Madrid each year, providing the Boards with

opportunities to interact with executives and the senior management of Banco Santander SA.

In 2023, the Boards and Board Committees participated in workshops to consider important topics in depth and to engage with key stakeholders. These are listed in the table overleaf. To ensure the most effective use of the time at Board meetings, in addition to the delegation of certain responsibilities to the Board Committees, held informal discussions with Board members. More details of the Board activities in 2023 are set out on the next page.

### Board composition



At 31 December 2023. For more, see the Board Nomination & Governance Committee report.




















## Chair’s report on corporate governance continued

### Summary of Board activities in 2023



The Board aims to consider the views of all impacted stakeholders, whilst acting in the best interests of the Company and its members as a whole, as set out in the Stakeholder Voice statement in the Strategic report. Activities in 2023 included:

**Key:**

	Customers		Investors		Regulators
	Communities		Employees		Climate

Theme	Action taken by the Board and outcomes	Stakeholders considered
<b>Business and Customer Strategy</b>	<ul style="list-style-type: none"> <li>As part of the Board Strategy Day, reviewed our customer strategy and proposition across the Retail &amp; Business Banking and Corporate &amp; Commercial Banking businesses. The Board considered management’s proposed Initiatives to drive revenue growth and enhance the customer proposition and experience across these business segments.</li> <li>Reviewed and approved the goals and metrics to measure the delivery of the Strategic Blueprint.</li> <li>Considered reports on the external competitor environment, M&amp;A activity, and market trends.</li> <li>Reviewed, challenged, and approved the 3-year business plan (2024-2026) and the annual budget, including assumptions underpinning the plan.</li> <li>Given the rapidly evolving macroeconomic environment throughout the year, particularly in respect of interest and inflation rates, adjusted strategies as necessary to support a resilient and sustainable operating environment and associated risk assessments.</li> <li>Conducted a deep dive into Fraud identification and management focusing on those initiatives which would have the most impact in minimising fraud related loss for our customers and Santander UK.</li> <li>Discussed Management’s proposed IT and Digital Strategy and the roadmap of initiatives to enhance these enablers.</li> <li>Board members also visited the Financial Crime and Financial Support Centres of Excellence in Bradford to gain deeper insight into financial crime risk mitigation and initiatives to provide support to our customers experiencing hardship.</li> </ul>	  
<b>Transformation including leveraging Banco Santander scale</b>	<ul style="list-style-type: none"> <li>Reviewed initiatives and opportunities to collaborate and leverage resources and capability across the Europe region and the Banco Santander group, including the Banco Santander group-wide transformation agenda (One Transformation) and the implications of the Banco Santander group’s new operating model structured across five global business lines.</li> <li>Received regular reports on progress with driving operational efficiencies through the Transforming for Success programme and management’s revised approach to strategic change management and investment prioritisation.</li> <li>Board members participated in workshops covering agile work practices, cybersecurity risk management, and artificial intelligence.</li> </ul>	  
<b>Regulation, Balance Sheet and Capital</b>	<ul style="list-style-type: none"> <li>Reviewed, challenged, and approved the ICAAP, ILAAP, adequacy and effectiveness of stress-testing and capital management, AT1 payments and ordinary and preference share dividend payments in line with PRA guidance. The Board followed the methodology set out in the Board-approved Surplus Capital Allocation Framework to determine the assessment and utilisation of surplus capital.</li> <li>Approved the Resolvability Assessment Framework Self-Assessment for submission to the Bank of England, and Santander UK plc’s Recovery Plan for submission to Banco Santander as part of its Banco Santander group-wide submission to the European Central Bank.</li> <li>Considered the future regulatory landscape and implications, including confirmation that the Company was on track to meet the first phase of the Consumer Duty regulation for new and existing products. Considered regular reports from the General Counsel on legislative developments and other legal matters in progress.</li> <li>Board members also participated in workshops on Asset and Liability management and the evolution of the IFRS 9 approach and supporting models.</li> </ul>	  
<b>Risk and control</b>	<ul style="list-style-type: none"> <li>Received regular enterprise wide risk updates from the CRO, together with updates on specific risks, such as third-party outsourcing, IT, data management, financial crime compliance, fraud, climate change and inflation. The Board closely monitored overall operational risk given the ongoing execution of the extensive transformation agenda.</li> <li>Considered financial crime, including oversight of programmes to accelerate controls enhancement and regulatory engagement, back book remediation, and the progress made to return the Company to Board Risk Appetite on a sustainable basis. The Board also approved the Anti Money Laundering and Counter Terrorist Policy as part of its annual review.</li> <li>Approved the Company’s Risk Appetite Statement as part of the annual review. The Board subsequently approved changes to three financial crime risk indicators, fraud risk appetite metrics, and material outsourcing risk appetite.</li> <li>Approved the Risk Framework as part of the annual review.</li> <li>Received annual reports on whistleblowing.</li> <li>Reviewed and approved relevant submissions related to the Operational Resilience Programme.</li> <li>Received regular reports on recovery and resolution including conducting a fire drill exercise.</li> </ul>	  

## Chair's report on corporate governance continued

Theme	Action taken by the Board and outcomes	Stakeholders considered
<b>People and Culture</b>	<ul style="list-style-type: none"> <li>– Received reports on various people matters including the Company's HR Operating model, talent management and succession planning and gender pay gap.</li> <li>– Conducted a deep dive on culture to agree the desired culture for the organisation to support the execution of the Strategic Blueprint which informed the development of the Culture Strategy. In addition to reports from the Board Responsible Banking Committee (RBC) on delivery of the culture strategy, the Board participated in several informal activities to assess the culture and sentiment of employee cohorts including our Young Leaders.</li> <li>– Considered colleagues' ways of working and opportunities to optimise the real estate portfolio.</li> <li>– Considered succession planning across all key control, support functions and business functions.</li> <li>– Approved the Diversity and Inclusion Strategy on recommendation from the RBC.</li> <li>– Board members also participated in a workshop to define our Employee Value Proposition.</li> </ul>	
<b>Governance and Responsible Banking</b>	<ul style="list-style-type: none"> <li>– Approved four appointments to the Board to succeed Group, Executive and Independent Directors who had stepped down from the Board. Approved common membership across the Santander UK Group Holdings plc and Santander UK plc Boards upon receipt of the PRA's approval of the Company's ring-fencing governance submission.</li> <li>– Reviewed, challenged, and approved the 2022 Annual Report.</li> <li>– Received regular verbal updates of Board Committee activity from their respective Committee Chairs.</li> <li>– Approved a revised Banco Santander Subsidiary Governance Model.</li> <li>– Approved the recommendations and resulting action plan for the 2023 internally facilitated Board evaluation.</li> <li>– Approved the Company's climate strategy and transition plan on recommendation of the RBC.</li> <li>– Approved the Modern Slavery report and updated the Employee Code of Conduct.</li> <li>– Board members also participated in workshops delivered to the RBC to discuss the specific elements of the Company's approach to comply with the Consumer Duty.</li> <li>– Board members attended the Chairman's annual event where the Company's education programme for 2024 was launched.</li> </ul>	

### Board and Board Committee attendance

The Directors' attendance at the Board and Board Committee meetings held in the year is set out below. Board and Board Committee meetings are generally held concurrently with Santander UK plc, with business specific to each company identified and recorded as appropriate, reflecting the decisions taken by the Board or Board Committee of the relevant entity.

		Board		Board Audit Committee		Board Nomination & Governance Committee (i)		Board Remuneration Committee (ii)		Board Responsible Banking Committee		Board Risk Committee	
		Schedule d	Ad hoc	Schedule d	Ad hoc	Schedule d	Ad hoc	Schedule d	Ad hoc	Schedule d	Ad hoc	Schedule d	Ad hoc
<b>Chair</b>	William Vereker	8/8	3/3	-	-	6/6	2/2	-	-	-	-	-	-
<b>Independent Non-Executive Directors</b>	Lisa Fretwell	8/8	3/3	11/11	-	-	-	2/2	1/1	9/9	-	7/7	2/2
	Ed Giera	8/8	3/3	11/11	-	6/6	2/2	6/6	2/2	9/9	-	7/7	2/2
	Michelle Hinchliffe <sup>*</sup>	5/5	2/2	7/7	-	2/2	1/1	-	-	5/5	-	4/4	1/1
	Chris Jones <sup>*</sup>	6/6	1/1	8/8	-	-	-	4/4	1/1	6/6	-	5/5	2/2
	Jose Maria Roldan <sup>*</sup>	5/5	2/2	-	-	-	-	-	-	5/5	-	4/4	1/1
<b>Banco Santander Group nominated Non-Executive Directors</b>	Antonio Simoes <sup>*</sup>	5/5	1/1	-	-	-	-	-	-	-	-	-	-
	Pedro Castro e Almeida <sup>*</sup>	3/3	1/2	-	-	-	-	-	-	-	-	-	-
	Pamela Walkden	8/8	3/3	-	-	6/6	2/2	-	-	-	-	7/7	1/1
<b>Executive Directors</b>	Mike Regnier	8/8	3/3	-	-	-	-	-	-	-	-	-	-
	Duke Dayal <sup>*</sup>	6/6	1/1	-	-	-	-	-	-	-	-	-	-

\* For dates of Board appointments or resignations during the year, see the timeline on the Governance at a glance page. Appointments to, or resignations from, the relevant Board Committees were aligned to these dates unless stated otherwise.

<sup>(i)</sup> Michelle Hinchliffe joined the Board Nomination & Governance Committee on 1 October 2023.

<sup>(ii)</sup> Lisa Fretwell joined the Board Remuneration Committee on 1 October 2023.

## Chair's report on corporate governance continued

### Monitoring independence

The Board Nomination & Governance Committees monitor whether there are relationships or circumstances which may affect a Director's independence, and have concluded that all NEDs are independent in character and judgement. I, as Chair, was independent on appointment when assessed against the circumstances set out in Provision 10 of the Code. No INEDs have a material relationship with the Company nor receive additional remuneration to Directors' fees. In addition, no INEDs serve as directors of any external companies or affiliates in which any other Director is also a director.

### Monitoring Director interests, time commitment, and fees

The Board Nomination & Governance Committees are responsible for oversight of conflicts of interest. Each Director has a duty under the Companies Act 2006 to avoid a situation in which they have or may have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Company. This duty is in addition to the existing duty Directors owe to the Company to disclose to the Board any interest in a transaction or arrangement under consideration by the Company.

In 2023, the Board Nomination & Governance Committees continued to review the time commitment and Directors' potential conflicts of interest to ensure that any such conflicts are managed appropriately and in compliance with CRD IV and ring-fencing requirements. In accordance with Provision 15 of the Code, Directors are required to seek prior approval from the Board before taking up external appointments.

External appointments are disclosed to the Board, before appointment, with an indication of time commitment expected. All Directors continue to devote sufficient time to their roles at the Company. No significant external appointments were undertaken by any Directors. The Articles of Association contain provisions that allow the Board to consider and, if it sees fit, authorise situational conflicts.

These powers have operated effectively and the formal system for Directors to declare their interests and for the non-conflicted Directors to authorise situational conflicts continues to be in place. Any authorisations given are recorded by the Company Secretary and Directors are asked to certify, on an annual basis, that the information in the register is correct.

During the year, the CEO and I reviewed the level of fees paid to INEDs for Board and Board Committee chair and membership. In doing so, we considered whether INED fees were at an appropriate level, having regard to factors including the associated time commitments for INEDs and benchmarking against peers. In light of this, increases to the INED base fee, both the Board Audit and Board Risk Committee Chair and member fees, and both the Board Remuneration and Board Responsible Banking Committee member fees were approved. The Board Remuneration Committee also approved an increase to the Chair fee. For more, see the Remuneration Implementation Report.

### The right information and support

The Chair, supported by the Company Secretary, ensures that all Board members receive appropriate and timely information. All Directors have access to the advice of the Company Secretary and the Company provides access, at its expense, to the services of independent professional advisers in order to help the Directors discharge their role.

### Succession Planning

The Board Nomination & Governance Committees are responsible for ensuring plans are in place for orderly succession to both Board and senior management positions and oversees the development of a diverse pipeline for succession. Effective succession planning supports the Company in delivering on its strategic objectives by ensuring we have the right balance of skills and experience on the Board, Board Committees and in senior management roles taking into account current and anticipated future business needs. For more, see the Board Nomination & Governance Committee Chair's report.

### Appointment and retirement of Directors

The Company's Articles of Association require each Director to retire every year at the Annual General Meeting and any Director may offer themselves for re-election by members. For more, see the Directors' report.

## Director induction – Michelle Hinchliffe

Upon Michelle's appointment to the Board, she received a tailored induction plan to gain a thorough understanding of our business, culture and values, her role as an INED and as Chair of the Board Audit Committee and our stakeholders.

Michelle received an induction pack covering a broad range of information including Board and Board Committee papers, meeting minutes and details of operational and financial performance, information on risk management and internal controls, and key policies and governance documents.

Introductory meetings were held with each member of the Board and Executive Committee, the Company Secretary and key senior managers across Santander UK and the Banco Santander group. As Michelle was succeeding Chris Jones as Chair of the Board Audit Committee, additional time was spent with Chris discussing key issues, as well as other key stakeholders covering aspects such as:

- Governance arrangements in relation to the Chief Internal Auditor's objectives, performance, remuneration and succession planning and oversight of Internal Audit function,
- The External Auditors and their audit plan,
- Financial reporting,
- Resolution and recovery, and
- Whistleblowing procedures.

For more on Director induction and training, see the Board Nomination & Governance Committee Chair's report.

## Chair's report on corporate governance continued

### Board and Committee effectiveness

The annual evaluation, which is typically facilitated externally at least once every three years, highlights areas of further development to enable the Boards to continuously improve their performance. I, with the support of the Board Nomination & Governance Committees, lead the Board in considering and responding to the annual review of the Board and Committees' effectiveness, including the performance of individual Directors. The Board Nomination & Governance Committees also review the progress made on the areas of improvement identified. An update on the findings identified in the 2022 evaluation is set out below.

#### Progress against 2022 evaluation findings

Opportunities for improvement	Update on actions
<b>Oversight of ESG and Responsible Banking</b>	The RBC assist the Boards with their strategic ambition for Santander UK to be a sustainable, customer centric and responsible bank. Andrew Wilson, Director of Communications and Responsible Banking, is now responsible for overseeing the coordination of materials into the RBC and the execution of the climate change strategy.
<b>Agenda planning, Board time and Board materials</b>	Agendas have been refined to focus on fewer items. Matters proposed for discussion are routinely challenged by the Corporate Governance Office to ensure that the Boards' and Board Committees' time is spent on the most material and strategic matters which fall within their remit. Board paper templates and guidance were updated and targeted training to further improve Board paper writing was delivered by the Corporate Governance Office.
<b>Board Committee composition</b>	The Board Nomination & Governance Committees reviewed the composition of the Board Committees with a number of committee membership changes subsequently approved by the Boards to ensure knowledge was spread among Directors while meeting regulatory requirements.
<b>Emerging market themes and competitor benchmarking</b>	One of the key areas of focus at the 2023 Board Strategy Day was customer strategy and proposition. The Boards also received a competitor update in September, providing insights into peer performance, strategic investment and M&A activity. Regular updates have been scheduled throughout 2024.
<b>Strengthening our alignment with the Banco Santander group</b>	Regular Board and individual Director visits to Madrid, including one scheduled Board cycle of meetings each year, plus attendance at UK meetings of Banco Santander group directors as appropriate, have strengthened relationships with the Banco Santander group.

In 2023, I asked the Company Secretary to undertake an internally facilitated review of the effectiveness of the Boards and Board Committees (the Review). The process included the completion of various questionnaires, covering the Boards and each Board Committee, issued by Lintstock, an independent service provider with no other connection to the Company or any individual Directors. The questionnaires focused on a number of key areas: Board composition; stakeholder oversight; Board dynamics; focus of meetings; strategic oversight; risk oversight; succession planning and people oversight; Board Committees; Board support and priorities for change. Overall, the Review concluded that the Board and all Committees continue to operate effectively and are rated highly. The key strengths identified were the relationships between the Board and its Committees, the relationship between the NEDs and the CEO and the annual cycle of work.

The Review also identified some opportunities for improvement, set out in the table below. The Boards fully considered the recommendations from the internal evaluation and agreed an action plan which will be regularly reviewed by the Board Nomination & Governance Committees in 2024.

As part of the Review, I also conducted individual Directors' assessments. Each Director completed a questionnaire to reflect on their performance, their relationships with other Board members and identify any areas of development, which we then discussed privately. I am satisfied with the performance of all Board members. Ed Giera, as Senior Independent Director, also undertook an assessment of my performance as Chair, seeking feedback from each Director which was then discussed at a meeting without me present.

In accordance with the Corporate Governance Code, it is anticipated that in 2024 an external review will be undertaken.

#### 2023 evaluation findings

Opportunities for improvement	Commentary and actions
<b>Improving Board-level information</b>	Although there has been an improvement in the length of the Board packs and the timeliness in which they are provided, and although the length of packs is in line with the financial services' benchmark, the length of the Board packs still create a challenge for Directors to adequately review the materials in the time available. The Forward-Looking Agendas for the Boards and the Committees will continue to be reviewed to check that items are not presented more often than they need to be. The Board Schedule of Matters Reserved will also be revised so that a more appropriate materiality/significance threshold is applied to ensure the Board's time is maximised on matters of strategic relevance. The Corporate Governance Office will continue to hold training sessions and provide guidance on Board paper writing and presentations.
<b>Forward leaning strategic topics for the board agenda</b>	Feedback showed that the Boards would welcome more updates on strategic topics such as customer strategy and sentiment, market outlook and competitor environment, and external perspectives including digitisation and innovation. These topics will be addressed through Board updates, workshops or sessions with external speakers across 2024.
<b>Managing Board transition and roles</b>	There were a number of changes to Board composition in the year and ensuring each new Board member settles into their role quickly has been acknowledged as a priority. At management level, succession planning of key positions, particularly at Executive Committee level, should focus on potential internal successors and the effectiveness of Santander UK's talent management processes. Induction plans, ongoing training requirements and succession planning are already key areas of focus for the Board Nomination & Governance Committees and this will continue in 2024.

**William Vereker**  
Chair  
29 February 2024



## Board Nomination & Governance Committee Chair's report

### William Vereker Chair

#### Introduction

On behalf of the Committee, I am pleased to present the Board Nomination & Governance Committee report.

When feasible, the Committee and the RFB Committee (together the Committees) conduct their business concurrently to ensure alignment of practices, policies and procedures.

I am also the Chair of the RFB Committee and, as the vast majority of Santander UK's business is within the RFB's perimeter, this report details the governance arrangements, practices and activities of both Committees.

#### Committees' responsibilities

Lead the process for Board and Board Committee appointments and oversee succession planning for the Board and senior management positions.

Oversee the evaluation of the performance and composition of the Board and Board Committees.

Monitor the governance arrangements for Santander UK and make appropriate recommendations to the Board to ensure that those arrangements remain adequate.

#### Committee members

At 29 February 2024

William Vereker (Chair)

Ed Giera

Michelle Hinchliffe

Mark Lewis\*

Nicky Morgan\*

Pamela Walkden

\*Joined on 1 January 2024

#### Key activities in the year

In 2023, the focus of the Committees' work was in the following areas:

##### Succession planning

The Committees oversee a formal, rigorous and transparent process to identify, nominate and recommend candidates for appointment to the Board, and consider and approve senior management positions.

Part of this process is to ensure there are succession plans in place for Board, the CEO and key management positions encompassing internal and external candidates, and that there is a skills, experiences and diversity matrix which maps each Director's attributes against those which are most relevant for the Board, taking into account the future strategic direction of the Company and its needs. As well as tracking the Board's strengths, this matrix is used to identify gaps in its desired collective skills profile. For all key Santander UK senior management positions the Committees coordinate with the Banco Santander group to ensure that there are suitable candidates 'Ready Now', 'Ready in 1-3 years' and 'Future Ready'.

While appointments are based on the merit of the individual candidates and objective criteria, we also aim to promote diversity in its broadest sense. This complements and strengthens the overall Board and its Committees' skills, knowledge and experience. Any appointments also take account of all legal and regulatory requirements.

In 2023, a significant proportion of the Committees' time was devoted to search and selection processes and the implementation of our succession plans due to:

- the retirement of Chris Jones (Chair of both the Board Audit and Remuneration Committees and Chair of the RFB Board Audit Committee) after nine years on the Boards,
- the forthcoming retirement of Ed Giera (Senior Independent Director, Chair of both the Board Risk and Responsible Banking Committees and Chair of the RFB Board Risk Committee), who will have served for nine years in late 2024,
- the resignation of Duke Dayal as CFO with effect from October 2023,
- the earlier than planned retirement of Annemarie Durbin from the Santander UK plc Board (Chair of the RFB Board Remuneration Committee and the RFB Senior Ring-fencing Director) with effect from December 2023.

Hedley May and Spencer Stuart, external search consultants with whom the Company and individual Directors have no other relationship, were engaged to assist with the search and selection process to identify two new NEDs who could serve as the Chairs of the Board Audit and Risk Committees respectively.

For each appointment, the Committees agreed the personal attributes including cultural fit, and ability to lead and manage change which were desirable for the role together with the skills and experience which were needed. A database of potential candidates was created in line with our Board Diversity and Inclusion Policy.

A longlist of those felt to be most suitable for consideration was prepared and considered by the Committees as a whole before a shortlist was drawn up with candidates invited to interview with me and other Board members. During both processes, the Boards were regularly informed on progress. Following detailed feedback from these interviews the Committees then selected which individuals should progress to interviews with key Banco Santander individuals. This led to Michelle Hinchliffe being recommended by the Committee as the preferred candidate to succeed Chris Jones as Chair of the Board Audit and RFB Board Audit Committees, which was subsequently approved by the Boards.

During this selection process, José María Roldán was also identified as an individual who would bring strength to the Boards, particularly due to his banking experience across Europe. As such, the Committees recommended his appointment to the Boards.

The search for a candidate for the Board Risk Committee and RFB Board Risk Committee Chair role is ongoing.

Both an internal and external search was conducted for Duke Dayal's successor as CFO and ED, with the process taking into consideration the established succession plan as well as the depth of talent across Santander UK and the Banco Santander group. An external exercise to review the UK market for potential candidates was completed in parallel. The short-listed internal and external candidates were initially interviewed by me, the CEO, Michelle Hinchliffe and the Chief People Officer with further input from key Banco Santander group individuals and members of the Executive Committee. Following this appointment process, Angel Santodomingo was identified as the preferred candidate given his skill set, experience with the role and familiarity with the Banco Santander group and was recommended for approval by the Committees to their respective Boards.

Also in the year, Antonio Simoes, one of our GNEDs stepped down and was succeeded by Pedro Castro e Almeida. An external search was not performed as this is a Banco Santander nominated position drawn from the pool of internal Banco Santander executives. In accordance with our UK Group Framework, the INED members of the Committees and the Board have a reasonable veto right over the appointments of GNEDs. Following a review of his skills and experience, the Committees recommended the appointment of Pedro Castro e Almeida to the Boards.

The Committee also considered who would succeed Annemarie Durbin as Chair of the RFB Board Remuneration Committee (RemCo). It was agreed that appointing Mark Lewis, an existing member of the RemCo, would ensure the incoming Chair had an in-depth understanding of both the business and RemCo matters, supporting a seamless transition.

The Committees also reviewed the composition of each of the Board Committees, recommending a number of changes to committee membership in the year.

## Board Nomination & Governance Committee Chair's report continued

In addition to Board level appointments, the Committees oversaw and approved changes to Executive Committee membership and other management key position holders in 2023. Andrew Wilson was appointed as Director of Corporate Communications and Responsible Banking on 1 March 2023. Alison Webdale was promoted to Chief Compliance Officer, joining the Executive Committee on 14 June 2023. Reza Attar-Zadeh and Tracie Pearce left in the year. Looking forward, succession planning at Executive level will continue to be a key focus for the Committee in 2024.

On behalf of the Boards, I would like to welcome all those who joined us in the year and thank those who left us for their contributions.

### Governance

#### Renaming of the Committee

As part of the annual review of the Committees' Terms of Reference, the Committees considered the breadth of their responsibilities. Given the number of governance topics that are focused on, including succession planning, Board and Board Committee effectiveness and the review of the Santander UK corporate governance framework, in addition to Board and senior management appointments, it was agreed to update the Committees' name to the 'Nomination & Governance Committee' to more clearly reflect the scope of work they undertake.

#### Review of the Corporate Governance Framework and Banco Santander group Frameworks

A key element of our internal governance system is the adoption of corporate frameworks, which are designed to establish common principles across key subsidiaries on matters considered relevant due to their impact on the Banco Santander group's risk profile. When the frameworks are periodically reviewed, the Committees oversee whether the Company remains in compliance with the key principles in each, and determines whether any UK specific amendments are required.

We also completed the annual review of the Santander UK Corporate Governance Framework (CGF) to ensure it remains fit for purpose. Following the changes made in 2022, and the implementation of a supporting Subsidiary Governance Framework, no substantive changes were required in 2023. The CGF was updated in early 2024 to reflect the updated ring-fencing governance rule modifications.

#### Board and Committee effectiveness

The Committees oversee the annual effectiveness review (the Review) of the Boards, its committees' and individual Director performance, including the Chair. In 2023, the Review was completed internally. The Committees also reviewed progress made against actions identified in the 2021/2022 reviews, all of which were closed in 2023. Full details are set out in the Board and Committee effectiveness section of the Chair's report on corporate governance.

#### Promoting diversity and inclusion

We believe that our success is integrally linked to the diverse composition of our people and the promotion of an inclusive culture. The basis of this premise applies to our Boards and Board Committees as much as it does to any other area of our organisation. Diverse views, combined with inclusion, encourages the sharing of a wide range of perspectives and ideas alongside challenging and raising concerns. As a Board, we approve the Santander UK Diversity, Equity and Inclusion strategy and monitor its progress through our Board Responsible Banking Committees, holding management to account for promoting diversity and inclusion to see a healthy working culture and positive outcomes in risk management, good conduct, innovation and delivering good customer outcomes. Progress against this can be found in our 2023 Diversity, Equity & Inclusion and Pay Gap Report, which does not form part of this Annual Report.

We recognise that a diverse and inclusive Board should result in more effective and prudent decision-making and risk management. We want a Board that reflects a combination of diversity in its broadest sense, embracing different perspectives and dynamics through demographic diversity and diversity of experience to foster diversity of thought, valuing the input of every Director. Due regard is given to this when identifying and selecting candidates for Board appointments and is considered through Board succession planning.

Our Board Diversity and Inclusion Policy sets out the aspirational targets we've set for achieving Board diversity. The Boards aim to maintain at least two female members and have 40% female representation by 2025. At 31 December 2023, 38% of the Board of Santander UK Group Holdings plc and 36% of the Board of Santander UK plc were female. We also aim to maintain at least one member from an ethnic minority background, which due to the changes in Board composition in 2023, we do not currently meet. We do however remain committed to these targets and the Boards and the Committees will continue to challenge external search consultants where necessary, ensuring that diversity is always considered when drawing up candidate shortlists balanced against the need for specific skills and experience.

At 31 December 2023, 25% of Executive Committee members were female, 35% of our Leadership Group (the level below the Executive Committee) were female and 41% of our senior manager population (mid to senior manager roles) were female.

Looking ahead, we support the intent from the FCA and PRA to establish minimum diversity and inclusion standards to give firms a better understanding of what is expected of them in this area from a regulatory standpoint through the publication of a Policy Statement in 2024.

#### Director induction and training

As set out above, three new Directors joined the Boards in 2023.

The Committees oversaw the induction and development plans for each Director, ensuring they all received a comprehensive, tailored induction for their specific role so that they were fully informed about strategic and commercial issues affecting Santander UK and the markets in which we operate, as well as their duties and responsibilities as Directors. In addition, meetings were arranged for each of them with key stakeholders in the UK and across the Banco Santander group, and visits to different sites around the business were undertaken by them in line with their roles and needs.

To support with the changes made to Board Committee composition and to facilitate a smooth handover between chairs, induction plans were also prepared for Mark Lewis to support his new role as Chair of the Board Remuneration and RFB Board Remuneration Committees.

#### Annual review of Director interests, fees and conflicts of interest

As set out in the Chair's report on corporate governance, the Committees' have responsibility for the oversight of conflicts of interest, reviewing Directors' proposed external appointments and their time commitment.

The level of fees paid to INEDs for Board and Board Committee chair and membership are set out in the Remuneration Implementation Report.

#### Effectiveness of the Committee

As noted in the Board and Committee effectiveness section of the Chair's report on corporate governance, the Committees' performance was assessed as part of the annual review. The Committees were rated highly and continue to perform effectively.

The priorities for the Committees for 2024 were identified as:

- Succession planning - particularly at Executive Committee level.
- Managing Board transition - following the departure of experienced NEDs and overseeing the appointment and induction of their successors.
- Board diversity - continuing to balance the requirements of the skills matrix, regulatory requirements, independence and diversity of mind and Banco Santander governance requirements, as well as diversity in terms of gender and ethnicity.

#### William Vereker

Chair  
29 February 2024

## Board Risk Committee Chair's report

### Ed Giera Chair

#### Introduction

On behalf of the Committee, I am pleased to present the Board Risk Committee report.

When feasible, the Committee and the RFB Committee (together the Committees) conduct their business concurrently to ensure alignment of practices, policies and procedures. I am also the Chair of the RFB Committee and, as the vast majority of Santander UK's business is within the RFB's perimeter, this report details the governance arrangements, practices and activities of both Committees.

I was pleased to welcome Michelle Hinchliffe and Jose Maria Roldan to the Committee in 2023. I also would like to thank Annemarie Durbin and Chris Jones for their many contributions to the Committee and strong partnership during their tenures as Committee members and Chairs of the Remuneration Committee and Audit Committee, respectively.

#### Committees' responsibilities

Advise the Board on the Enterprise Wide Risk profile, Risk Appetite and strategy.

Provide advice, oversight and challenge to embed and maintain a supportive risk culture.

Review the Risk Framework and recommend it to the Board for approval.

Review and approve the key risk type and risk activity frameworks in the Risk Framework.

Review the capability in the organisation to identify and manage new risks and risk types.

Review risks and issues escalated by the CRO, and their associated action plans.

Oversee and challenge the day-to-day risk management, oversight and adherence to risk frameworks and policies.

Oversee the adequacy of governance arrangements.

#### Committee members

At 29 February 2024

Ed Giera (Chair)

Lisa Fretwell

Michelle Hinchliffe

Mark Lewis\*

Nicky Morgan\*

Jose Maria Roldan

Pamela Walkden

\*Joined on 1 January 2024

#### Key activities in the year

In 2023, the focus of the Committees' work was in the following areas:

##### Economic Crime risk

Financial crime risk remained a principal risk for Santander UK and a focus for the Committee. Throughout the year, the Committee continued to provide oversight of the management and plans to return to Board risk appetite. The Committee also challenged management's approach to financial crime policies and procedures, the pace of transformation, and any emerging risks. The Committee oversaw management's actions to mitigate operational risk losses from fraud and recognised that management achieved a significant reduction in fraud losses in 2023.

##### Evolving Market and Macroeconomic Conditions

The Committee thoroughly assessed the capital and liquidity requirements needed to sustain business operations and to withstand significant stress. We regularly reviewed and questioned the plans for managing our strategic, credit, and market risks. These plans included potential risks such as rising inflation and interest rates, housing market conditions, unemployment levels, consumer indebtedness and, for our corporate customers, the risk of credit losses resulting from the failure of a counterparty to meet its obligations, and credit quality deterioration due to increased business cost and supply chain pressures. Despite these risks, our credit portfolios remained resilient, and we are closely monitoring the risks associated with customers' affordability and refinancing options.

##### IT and Cybersecurity risk

In 2023, IT and Cybersecurity risk remained a top focus for the Committee. Every quarter, we reviewed and challenged management's progress on the bank-wide programme to address our obsolescence risks and the risks associated with our IT systems. The Committee also received regular reports on cybersecurity risks bearing in mind the elevated geopolitical environment, whilst also maintaining a strong focus on understanding our data risk landscape and our strategy and management programme, designed to address such risks.

##### Conduct and Regulatory risk

The Committee reviewed the changes to our Board risk appetite measures and received regular updates on the conduct and regulatory risk profiles, the factors contributing to the higher risk profile, and the activities being taken to address those risks, to implement the Consumer Duty, and to strengthen our risk culture. The Committee assessed the adequacy and effectiveness of the Compliance function, which remains independent.

#### Third-Party Risk Management and Business Disruption

Given our extensive reliance on third-parties for a range of goods and services and heightened geopolitical risk putting an increased risk on supply chains, the committee reviewed and challenged progress on a programme of work to enhance our controls and governance arrangements relating to supplier risks.

Business Disruption risk remains a key focus for the business and the Committee reviewed plans and progress within the business to achieve operational resiliency regulatory deadlines.

#### People risk

People risk was a significant risk to our business in 2023, particularly when we transitioned our Head Office to Unity Place in Milton Keynes. The Committee conducted multiple deep dives into our people risk profiles, with return to the office, colleague attrition, cost of living pressures, long-term and short-term absence, and colleague well-being deemed the most significant.

#### Effectiveness of risk management system and internal controls

In 2022, we undertook a full re-engineering of our Risk and Control Self-Assessment (RCSA) process to drive a more robust and comprehensive assessment of our risks and controls and improve our identification, assessment, management and reporting of risk. In 2023, this resulted in material improvements in how risks are identified across the business and an increase in controls. Our risk management system and internal controls estate are now based on a standardised library, enabling us to aggregate our common exposures. The standardisation of our control library also means we can now start to identify the most common controls relied upon across the business and focus more efforts on improving them where they relate to critical or high risks.

Whilst good progress has been made, we recognise that this exercise requires iteration and embedding, which we will continue to focus on in 2024. Our revised RCSA results are a positive step forward in the continued evolution of our risk and control environment, and the outputs now better support our understanding of the risk and control environment.

#### Effectiveness of the Committee

As noted in the Board and Committee effectiveness section of the Chair's report on corporate governance, the Committees' performance was assessed as part of the annual review. The Committees were rated highly and continue to perform effectively.



## Board Risk Committee Chair's report continued

### Primary activities

The Committee fulfilled its responsibilities in 2023, by challenging, monitoring, and advising the Board on Santander UK's current risk exposure and future risk strategy.

Areas of focus	Action taken by the Board Risk Committee	Outcome
<b>Risk Appetite</b>	<ul style="list-style-type: none"> <li>Reviewed and challenged the framework of the Board Risk Appetite Statement (RAS) to ensure that it effectively sets appropriate limits for each primary risk type.</li> <li>Examined changes proposed to the Cost of Credit limit given the macroeconomic environment, updates to Non-Traded Market Risk limits to allow for wider sensitivity to interest rates and Operational Risk qualitative statements and supporting metrics.</li> <li>Monitored the risk profile of Santander UK relative to risk appetite limits and continually challenged management on its triggers and appropriateness.</li> </ul>	<ul style="list-style-type: none"> <li>Recommended the proposed Risk Appetite to the Board for approval.</li> </ul> <p>For more, see 'Risk Appetite' in the 'Risk governance' section of the Risk review.</p>
<b>Risk Framework</b>	<ul style="list-style-type: none"> <li>Reviewed proposed changes to the Risk Framework, particularly changes proposed to the operational risk and resilience framework and conduct and regulatory risk framework.</li> <li>Discussed the annual certification process and assessed the extent to which the Risk Framework had been effectively implemented and embedded across the business.</li> <li>Noted that Risk certification results indicated the majority of Santander UK remained compliant with the Risk Framework. Noted that full compliance increased to 96%, with improvements against most sections of the Risk Framework.</li> </ul>	<ul style="list-style-type: none"> <li>Agreed that the Risk Framework continues to meet Industry and regulatory standards and that it has been effectively implemented.</li> <li>Recommended proposed changes to the Board for approval.</li> </ul> <p>For more, see 'Risk Framework' in the 'Risk governance' section of the Risk review.</p>
<b>Stress testing</b>	<ul style="list-style-type: none"> <li>Stress testing remains a key tool to highlight and manage the impact on capital and profit and loss in stress scenarios. The Committee continues to closely monitor methodology, governance arrangements, and outputs.</li> <li>Reviewed and challenged the scenario and stress tests for the 2023 ILAAP and ICAAP.</li> </ul>	<ul style="list-style-type: none"> <li>Supported management's action plan in response to the 2022/23 Annual Cyclical Scenario (ACS) stress test regulator's feedback.</li> </ul> <p>For more, see 'Stress testing' in the 'Risk governance' section of the Risk review.</p>
<b>Credit risk</b>	<ul style="list-style-type: none"> <li>Regularly reviewed the credit risk exposure of the Retail and Business Banking, Corporate &amp; Commercial Banking and Consumer Finance businesses by vintage, asset type, and risk cohort.</li> <li>Held a 'deep dive' session to review Social Housing exposure given cost of living pressures and implications of Environmental, Social and Governance/Decarbonisation requirements on the sector.</li> <li>Challenged management on its strategy and approach to managing credit risk and credit risk capabilities, and particularly in supporting our customers.</li> </ul>	<ul style="list-style-type: none"> <li>Concluded that Santander UK's credit portfolios remained resilient.</li> <li>Encouraged management to review play books and identify refinements required to mitigate impacts on the business as a result of deteriorating macro conditions.</li> </ul> <p>For more, see the 'Credit risk' section of the Risk review.</p>
<b>Liquidity risk</b>	<ul style="list-style-type: none"> <li>Held a deep dive session to review Santander UK's liquidity risk following the failure of Silicon Valley Bank (SVB) and Signature Bank, noting that Santander UK had no direct exposure to SVB.</li> <li>Reviewed the ILAAP, including different scenarios and approaches utilised, and noted management have addressed all regulatory feedback on the previous Liquidity Supervisory Review and Evaluation Process and subsequent ILAAP reviews.</li> <li>Questioned management about ILAAP contingency options, which were derived from the Recovery Plan.</li> <li>Considered half yearly updates on Treasury and asset and liability management activities, the macroeconomic environment, Bank of England base rate changes and the impacts on products, particularly mortgages and pricing.</li> </ul>	<ul style="list-style-type: none"> <li>Acknowledged that Santander UK holds sufficient liquid resources and has adequate governance and controls in place to manage liquidity risks.</li> <li>Agreed to recommend the 2023 ILAAP to the Board for approval, following review and challenge.</li> </ul> <p>For more, see the 'Liquidity risk' section of the Risk review.</p>
<b>Capital risk</b>	<ul style="list-style-type: none"> <li>Considered dividends proposed to be paid from Santander UK plc to Santander UK Group Holdings plc, and from Santander UK Group Holdings plc to Banco Santander SA, for the year.</li> <li>Challenged management on the capital risk profiles, which remained robust, with all key risk appetite measures staying within the Board Risk Appetite.</li> <li>Reviewed and challenged management on the changes proposed to the Surplus Capital Allocation Framework and the Dividend Policy.</li> <li>Reviewed the ICAAP, including the scenarios used, and challenged management on the internal assessment completed using the regulator's Pillar 2A methodologies.</li> </ul>	<ul style="list-style-type: none"> <li>Recommended the payment of dividends to the Board for approval, subject to final determinations on capital distributions by the regulator.</li> <li>Agreed to recommend the ICAAP to the Board for approval following review and challenge.</li> </ul> <p>For more, see the 'Capital risk' section of the Risk review.</p>



## Board Risk Committee Chair's report continued

Areas of focus	Action taken by the Board Risk Committee	Outcome
<b>Operational risk &amp; resilience</b>	Received regular updates on the operational risk profile and risk appetite, with a particular focus on Business Disruption, Cybersecurity, IT, Outsourcing and Third Party, People and Transformation and Change risks:	For more, see the 'Operational risk & resilience' section of the Risk review.
	<b>Business disruption</b>	
	<ul style="list-style-type: none"> <li>– Reviewed self-assessments progress made to achieve regulatory compliance.</li> <li>– Challenged management on scenario tests carried out across all Important Business Services (IBS) to determine any limitations in the IBS to recover within impact tolerance.</li> </ul>	– The Committee remains focused on ensuring Santander UK achieves operational resilience regulatory deadlines of March 2025.
	<b>Cybersecurity</b>	
	<ul style="list-style-type: none"> <li>– Reviewed reports on cybersecurity risk and the external threat landscape particularly on Santander UK's supply chain and management actions being taken to mitigate potential impacts on the bank from attacks on third-party suppliers.</li> <li>– Considered risk mitigation for key emerging threats particularly obsolescence in legacy Active Directory systems, infrastructure, and firewalls.</li> <li>– Examined the results of our cyber internal controls which are regularly tested using adversarial simulations, which were encouraging and provided assurance of the effectiveness of our controls.</li> </ul>	– Received reassurance that internal focus remains on addressing obsolescence and vulnerabilities across Santander UK's critical infrastructure.
<b>IT</b>	<ul style="list-style-type: none"> <li>– Received regular updates on IT risk and progress made across the IT Risk Remediation activities.</li> <li>– Considered management's progress in meeting key critical milestones in bringing IT Risk within Board Risk Appetite.</li> <li>– Queried management concerning the capacity and skills in place to complete the critical remediation path and received assurance that a reassessment of work streams had been completed to determine capacity plans, including dependencies.</li> </ul>	– Received assurance from management in the overall level of progress including plans to deliver operational resiliency compliance by March 2025, and recruitment, including the prioritisation of people development and talent retention for the team's future growth.
	<b>Outsourcing and Third party</b>	
	<ul style="list-style-type: none"> <li>– Received regular reporting on outsourcing and third-party risk and considered this risk type as a significant risk, following management's recognition of the challenges.</li> <li>– Reviewed progress made on the Vendor Risk Questionnaire from the SS2/21 re-assessment.</li> <li>– Queried management on remediation plans for third-party risk management. The Committee was assured that a more robust methodology was being developed.</li> </ul>	<ul style="list-style-type: none"> <li>– The Committee is encouraged by the level of progress made, including investment in core systems, training of key staff, and improved service management.</li> <li>– Supported management on its remediation plans to return the risk profile to within Board Risk Appetite.</li> </ul>
<b>Financial Crime</b>	<ul style="list-style-type: none"> <li>– Continued to challenge management on return to the Board Risk Appetite timeline, adequacy of resources and pace of remediation transformation in driving improvements.</li> <li>– Reviewed updates from the business heads of each division, and the Second Line of Defence, and examined progress made on remediation plans, emerging risks and alignment with the One Europe Financial Crime Programme of Banco Santander.</li> <li>– Reviewed the Money Laundering Reporting Officer's report and considered the evolving regulatory, geo-political and legal requirements pertaining to the financial crime landscape.</li> <li>– Reviewed different strategies to mitigate fraud risk, including improving the Fraud Framework and collaborating with Banco Santander and the UK industry.</li> </ul>	<ul style="list-style-type: none"> <li>– Acknowledged the significant progress on financial crime remediation plans made in 2023 and remained committed to ensuring that Santander UK returns to Board Risk Appetite within the agreed timeframes.</li> </ul> <p>For more, see the 'Financial crime risk' section of the Risk review.</p>
<b>Model risk</b>	<ul style="list-style-type: none"> <li>– Received regular updates on Santander UK's existing International Financial Reporting Standard 9 (IFRS 9) rating systems and progress with respect to Generation 2 model development and implementation, which remains on track.</li> <li>– Considered management's effort to deliver a satisfactory IRB Hybrid mortgage model in 2023 and the decision to rebuild the IRB Hybrid model to ensure the regulator's feedback is fully integrated into the model and the documentation.</li> <li>– Considered the resources required to fulfil regulatory requirements, noting the challenges of increasing resources given the scarcity of modelling skills.</li> </ul>	<ul style="list-style-type: none"> <li>– Noted the mobilisation of the Model Risk Transformation Programme to address recommendations, self-identified gaps and other elements within the PSM and to ensure compliance with the regulator's expectations on model risk management principles for banks.</li> <li>– Scheduled regular updates to review management's progress against agreed milestones of the IRB Hybrid Model.</li> </ul> <p>For more, see the 'Model risk' section of the Risk review.</p>

**Ed Giera**

29 February 2024

## Board Audit Committee Chair's report

### Michelle Hinchliffe Chair

#### Introduction

On behalf of the Committee, I am pleased to present the Board Audit Committee report, setting out the key topics we considered in the year. Firstly, I would like to thank Chris Jones, who stepped down as Committee Chair on 30 September 2023, for his excellent stewardship of the Committee.

When feasible, the Committee and the RFB Committee (together the Committees) conduct their business concurrently to ensure alignment of practices, policies and procedures. I am also the Chair of the RFB Committee and, as the vast majority of Santander UK's business is within the RFB's perimeter, this report details the governance arrangements, practices and activities of both Committees.

#### Committees' responsibilities

Oversight of the integrity of the financial statements of the Company and any formal announcements relating to its financial performance, including underlying significant financial reporting judgements and estimates.

Oversight of internal financial control effectiveness.

Oversight of the relationship with our external auditors including their independence and objectivity, audit scope and effectiveness of the audit process in respect of their statutory audit of the annual financial statements.

Oversight of the Internal Audit function.

Oversight of Recovery and Resolution planning

Oversight of Whistleblowing arrangements.

#### Committee members

At 29 February 2024

Michelle Hinchliffe (Chair)

Ed Giera

Lisa Fretwell

Nicky Morgan\*

Mark Lewis\*

\*Joined on 1 January 2024

#### Key activities in the year

In 2023, the focus of the Committees' work was in the following areas:

#### Financial reporting

- Challenging the macroeconomic scenarios weights and other inputs to our credit risk models for purposes of estimating expected credit loss (ECL) provisions, to ensure appropriateness.
- Considering management's proposals on Judgemental Adjustments (JA) to the ECL, including a new JA to reflect the increasing risk of customers refinancing into a higher interest rate environment.
- Reviewing management's approach and key methodology changes for new mortgage and corporate ECL models, and supporting simplifications to reduce run time and allow for increased macroeconomic sensitivity analysis. We will continue to monitor the implementation of the new ECL models, which is expected to be completed in H1 2024.
- Considering management's proposals on key inputs to our interest rate models and challenging the calculation of JA's.
- Considering the pension scheme asset valuation procedures that were completed for the year-end and reviewing key assumptions and inputs to the calculation of the defined benefit obligation.
- Reviewing the goodwill balances to identify any indicators of impairment and consideration of the disclosures made to ensure that the key sensitivities and potential impacts are appropriately highlighted.
- Reviewing the financial reporting disclosures in the quarterly financial statements, and challenged the assessment of contingent liability matters and their disclosures.

#### Oversight of external auditors

- Approving the external auditor's proposed audit scope and related fee proposal.
- Considering the FRC's thematic Audit Quality Inspection Report published in July 2023 and other audit quality indicators including PwC Transparency Report as part of our annual assessment of PwC's performance.
- Reviewing PwC's reports on findings and recommendations on internal control and financial reporting matters identified during their audit and their view of management's progress in resolving them.
- Discussing developments in financial reporting including changes to statute, accounting standards and best practice.
- Monitoring the ongoing independence of PwC.

#### Internal controls and regulatory reporting

- Overseeing the 100% independent testing of Sarbanes-Oxley (SOx) controls, identified control deficiencies and related remediation plans.
- Continuing focus on oversight of the procurement process including consultant spend.
- Overseeing management's capital and liquidity regulatory reporting programs to ensure continued compliance with changing requirements and standards.
- Reviewing the control environment in Consumer Finance following it coming into full scope of the SOx audit.

#### Internal Audit

- Monitoring progress against the 2023 Audit Plan.
- Monitoring past due Internal Audit recommendations and management's remediation plan to close them.
- Receiving regular updates on the operational effectiveness of Internal Audit to ensure the quality and experience is appropriate for the business and that it is appropriately resourced.
- Considering the results of Internal Audit reviews in conjunction with relevant Line 1 management as appropriate.
- Considering the 2024 Audit Plan and annual report for recommendation to the Board.
- Considering the appointment of Deloitte to carry out an External Quality Assessment and the subsequent report and findings from Deloitte.

#### Recovery and Resolution planning

- Overseeing management's progress on resolvability, including reviewing the preparations for and submission of the second resolvability public disclosure and arrangements supporting the ongoing maintenance and, where appropriate, enhancement of the Company's resolution capabilities.
- Overseeing the updating of the recovery plan.

#### Whistleblowing

- Monitoring management's continued embedding of its whistleblowing framework and arrangements. We continued to refine our policies and operating procedures to stay abreast of best practice.
- Considering key themes and individual whistleblow cases where appropriate.
- Considering the whistleblowing annual report to the Board.

## Board Audit Committee Chair's report continued

### Financial reporting

#### Significant financial reporting issues including judgements and estimates

The use of assumptions or estimates and the application of management judgement is an essential part of financial reporting. This is considered by the Committee on at least a quarterly basis.

In 2023, we focused on the following significant reporting matters in relation to financial accounting and disclosures:

Financial reporting issue	Action taken by the Board Audit Committee	Outcome
<b>Credit impairment charges</b> Determining the appropriateness of credit impairment charges is highly judgemental requiring management to make a number of assumptions.	<b>Overall approach</b> <ul style="list-style-type: none"> <li>– Considered the challenges in applying management judgements on IFRS 9 ECL provisioning given the cost of living crisis and higher base rate environment.</li> <li>– Reviewed the fully updated macroeconomic scenarios and weights on a quarterly basis, which captured a wide range of potential outcomes for the UK economy, particularly in light of the current high inflation environment.</li> <li>– Oversaw improvements in the framework to identify when a new JA is needed or an existing JA is no longer needed.</li> <li>– Challenged management to ensure appropriate time is given to complete model governance to allow a high quality, well controlled implementation. We monitored the progress of the new model development that was running in parallel with the current models in H223 and which is due to go live in H124 after an independent model validation review. Models are not expected to result in a material change in ECL.</li> </ul>	<ul style="list-style-type: none"> <li>– Agreed with management on the level of disclosures on management judgements and estimates</li> <li>– Satisfied ourselves with the robustness of the process used to arrive at the management judgements and estimates as well as with the management judgements and estimates themselves.</li> <li>– Endorsed the quarterly updates to the macroeconomic scenarios and weights.</li> <li>– Endorsed the improvements in the JA framework.</li> <li>– Endorsed management's approach and key methodology changes for new mortgage and corporate ECL models.</li> <li>– Monitored governance and progress on the implementation of new ECL models which are due to go live in H124.</li> </ul> <p>See the 'Credit risk' section in the Risk review.</p> <p>See 'Critical judgements and accounting estimates' in Note 1 to the Consolidated Financial Statements.</p>
	<b>Retail and corporate credit impairment charges</b> <ul style="list-style-type: none"> <li>– Reviewed detailed reports from management throughout the year to satisfy ourselves that Significant Increase in Credit Risk (SICR) triggers had been correctly identified.</li> <li>– Considered management's proposal to introduce a new Mortgage Refinancing JA to target customers susceptible to refinance risk in response to the cost of living crisis and increased interest rates.</li> </ul>	<ul style="list-style-type: none"> <li>– Concurred with management's judgement on the level of retail and corporate credit impairment charges, concluding that the underlying assumptions were appropriate.</li> <li>– Agreed with management's updates on existing and new JAs.</li> </ul> <p>See 'Critical judgements and accounting estimates' in Note 1 to the Consolidated Financial Statements.</p> <p>See Note 13 to the Consolidated Financial Statements.</p> <p>See 'Credit risk' in the Risk Review.</p>
<b>Provisions and Contingent liabilities</b> The provisions for customer remediation, litigation and other regulatory activities continued to be highly judgemental and have required significant assumptions.	<ul style="list-style-type: none"> <li>– Scrutinised the level and adequacy of customer remediation, litigation and other regulatory provisions and challenged management's assumptions.</li> <li>– Monitored progress on litigation with a third party over an alleged PPI liability and reviewed judgements and estimates on the level of provision for potential future legal claims.</li> <li>– Reviewed management's judgements and estimates in respect of any potential liability in relation to on-going German dividend tax arbitrage transactions regulatory and law enforcement investigations.</li> <li>– Reviewed the risks related to historical Motor Finance commissions arrangements and challenged management's assessment that it is not considered that a legal or constructive obligation has been incurred in relation to these matters that would require a provision to be recognised at this stage.</li> </ul>	<ul style="list-style-type: none"> <li>– Agreed with management's judgement on the level of customer remediation, litigation and other regulatory provisions and/or contingent liability disclosures.</li> <li>– Endorsed management's assessment that it is not considered that a legal or constructive obligation has been incurred in relation to the Motor Finance commissions review.</li> <li>– Endorsed the proposed year-end disclosures.</li> </ul> <p>See 'Critical judgements and accounting estimates' in Note 1 to the Consolidated Financial Statements.</p> <p>See Note 29 and 31 to the Consolidated Financial Statements.</p>

## Board Audit Committee Chair's report continued

Financial reporting issue	Action taken by the Board Audit Committee	Outcome
<b>Defined benefit pension schemes</b> Significant judgement is required on the key assumptions underlying defined benefit pension asset and liability calculations. Outcomes remain inherently uncertain.	<ul style="list-style-type: none"> <li>Reviewed management's approach regarding the principal assumptions underlying the defined benefit pension asset and liability calculations.</li> <li>Reviewed management's approach to illiquid assets valuation where there is inherent uncertainty as their values are based on unobservable market inputs. Reviewed the proposal to continue to use the unaudited flash valuations provided by our private equity advisors, following review of the testing carried out against final audited valuations, and the conclusion that this is management's best estimate of the value.</li> <li>Reviewed management's proposals to update the mortality projections to reflect the latest published CMI projections.</li> <li>Assessed management's proposal to apply a model discount rate overlay at 31 December 2023 as the difference between it and the average of benchmark model discount rates exceeded management's policy threshold to make an adjustment.</li> <li>Monitored the continued appropriateness of the methodology for defined benefit pension calculations and reviewed the inflation, discount and mortality rates applied at the year-end.</li> </ul>	<ul style="list-style-type: none"> <li>Agreed with management's approach regarding the principal assumptions.</li> <li>Agreed with management's approach to illiquid assets valuation, including the proposal to continue to use the unaudited flash valuations provided by our private equity advisors.</li> <li>Agreed with management's proposals to update the mortality projections to reflect the latest published CMI projections.</li> <li>Supported management's proposal to apply an overlay to the model discount rate at 31 December 2023.</li> <li>Endorsed the proposed quantitative and qualitative year-end disclosures in respect of pension obligations.</li> </ul> <p>See 'Critical judgements and accounting estimates' in Note 1 to the Consolidated Financial Statements.</p> <p>See Note 30 to the Consolidated Financial Statements.</p> <p>See 'Pension risk' in the Risk Review.</p>
<b>Goodwill and the Company's investment in Santander UK plc</b>	<ul style="list-style-type: none"> <li>Monitored the continued appropriateness of the methodology applied in management's annual impairment assessments for goodwill and the cost of the Company's investment in Santander UK plc including the discount rate, the long-term growth rate and the cash flow projections applied in the annual impairment assessment.</li> </ul>	<ul style="list-style-type: none"> <li>Agreed with management that no impairments to goodwill or the cost of the Company's investment in Santander UK plc should be recognised in 2023.</li> </ul> <p>See Note 20 to the Consolidated Financial Statements.</p>
<b>Other areas</b>	<ul style="list-style-type: none"> <li>Reviewed the outcome of management's going concern assessment.</li> <li>Reviewed the outcome of management's assessment of climate risk exposure.</li> <li>Reviewed results of the reviews of cybersecurity risk and controls performed by the Internal Audit function.</li> </ul>	<ul style="list-style-type: none"> <li>Agreed with management that the going concern basis of accounting remained appropriate at 31 December 2023.</li> <li>Agreed with management that no impairment should be recognised in relation to climate risk in 2023.</li> <li>Endorsed the proposed year end disclosures.</li> </ul> <p>See Note 1 and 'Going concern' in this report and in the Directors' report.</p>

The Committee's focus continues to be on areas of significant judgement and estimate which pose the greatest risk of a material financial statement misstatement. In doing so we consider carefully the views of PwC, our external auditors, who constructively challenge the Company's financial reporting. In addition to the areas set out in the preceding table, the Committee also considers other higher risk items. For 2023, these continued to include the identification and assessment of risks of material misstatement due to management fraud or error. We also considered management's assessment of the effectiveness of model risk management for financial reporting related models.

### Disclosure in the Annual Report

We received verbal updates, in respect of each quarterly financial report, from the Disclosure Committee, a senior executive committee chaired by the CFO. Its remit is to advise the Committee on the completeness and accuracy of disclosures in the Company's external reporting. Some of the Committee's disclosure considerations included:

- ESG data project plans and its impact on improving controls and quality of disclosures.
- Climate change and the transition to a low carbon economy, and its potential impact on the financial statements.

This, together with other reports received in the year, and a review of best practice and peer approaches, enabled us to conclude that we were satisfied with the disclosures in this Annual Report.

Management also engaged with the Board and the Committee early on in 2023 in respect of the approach to the Annual Report which enabled us to input into the overall tone and messaging in a timely manner.

### Fair, balanced and understandable

The Disclosure Committee also reports on whether the Annual Report is fair, balanced, and understandable and whether it provides the information necessary for readers to assess Santander UK's position and performance, business model and strategy.

In this context, the Disclosure Committee considered whether:

- Key messages are consistent throughout the document, relating to financial performance and progress against strategic priorities.
- Key judgements and estimates, significant risks and issues are reported clearly and adequately.
- The Annual Report has a clear framework with good signposting and a complete picture of performance and events.

The Committee's assessment of fair, balanced and understandable is also underpinned by the understanding it gains through the reporting made to it throughout the year relating to management judgements and estimates, internal control matters, Internal Audit activities and the reports of the external auditors. Our assessment also considers the robustness and outcomes of the assurance, review and verification processes conducted by management and whether the key risks reflected the Committee's concerns and were consistent with those reported by management.

Following our assessment, we concluded that the 2023 Annual Report was fair, balanced and understandable.

### Financial Reporting Council (FRC) Annual Review of Corporate Reporting 2022/23

In November 2023, the FRC issued a report which sets out its views on key developments for annual reports, codifying its Thematic Reviews. The report highlighted areas of high-quality reporting, but also drew attention to improvements that would be needed in areas such as disclosures on the impairment of assets, judgements and estimates, cash flow statements, and the requirement for the Strategic Report to be 'fair, balanced and comprehensive'.



## Board Audit Committee Chair's report continued

As part of our oversight of this area, management reported to us on its work in the areas of interest to the FRC. We are satisfied that management appropriately addressed the areas identified by the FRC in the preparation of this Annual Report.

### Alternative Performance Measures (APMs)

This Annual Report includes a number of financial measures which are not accounting measures within the scope of IFRS. Such non-IFRS measures are APMs and include financial measures of historical or future performance or financial position that exclude or include amounts that would not be adjusted in the most comparable IFRS measures.

Management reviews these APMs to measure Santander UK's overall performance, position and profitability, and believes that their presentation provides useful information to investors. For definitions of these APMs and, where they are adjusted, reconciliations to the most comparable IFRS measures, see the 'Financial review' section.

We reviewed the APMs and are satisfied that they provide useful information to investors, and that management has clearly identified the APMs in this Annual Report and, where such APMs are adjusted, reconciled them to the most comparable IFRS measures.

### Going concern

We satisfied ourselves that it is appropriate to use the going concern basis of accounting in preparing the financial statements, supported by a detailed analysis provided by senior Finance management.

As part of the assessment, we considered whether there are sufficient financial resources, including liquidity and capital, available to continue the operations of Santander UK. We considered Santander UK's resilience in the face of potential stress and prominent events. In making our assessment, we considered all information of which we were aware about the future, which was at least, but not limited to, 12 months from the date that the balance sheet was signed.

### Oversight of external auditors

#### External Auditors

PwC were appointed in 2016 and their independence was considered and monitored throughout the year. We were satisfied that PwC continued to meet the independence requirements. Ian Godsmark has been lead audit engagement partner since June 2022.

A Banco Santander group wide external audit tender will be undertaken in the first half of 2024 for the appointment of financial years 2026, 2027 and 2028. The Committee will oversee the process locally with selected candidate firms and will be focusing on audit quality and expertise to ensure high quality audit standards are retained. A recommendation will be made for the preferred firm to Banco Santander based on a robust review of the selected firms' proposals.

#### Oversight of the relationship

Our review of the relationship with PwC included the following activities:

- Consideration of their audit plan and updates.
- Consideration of their work relating to management judgements and estimates.
- Consideration of the summary of misstatements not corrected by management. The Committee was satisfied that they were not quantitatively or qualitatively material, either individually or in the aggregate at each quarter.
- Discussion on the level of disclosure in the Annual Report and Half Yearly Financial Report to satisfy ourselves that it is appropriate.
- Discussion of developments in financial reporting including changes to statute, accounting standards and best practice.
- Review of PwC's reports on findings and recommendations on internal control and financial reporting matters identified during their audit and their view of management's progress in resolving them.
- Interactions, including meetings in private session during Committee meetings, and at other times throughout the year.
- Consideration of Santander UK specific independence issues, as well as those of PwC.
- Consideration of the FRC's thematic Audit Quality Inspection Report published in July 2023 and other audit quality indicators including the PwC Transparency Report as part of our annual assessment of PwC's performance.
- Consideration of the FRC's Audit Committee and the External Auditor: Minimum Standard which was published in May 2023.

Based on the above inputs, captured in a formalised assessment, the Committee satisfied itself as to the rigour and quality of PwC's audit process.

### Non-audit fees

We have a robust policy on non-audit services provided by our external auditors. Non-audit services were under continuous review throughout 2023 to determine that they were permitted by reference to their nature, assessing potential threats and safeguards to auditor independence as well as the overall ratio of audit to non-audit fees.

All assignments require advance approval, either by the Chair (or in their absence their alternate), under delegated authority for amounts under £250,000 plus VAT or, if larger, by the Committee. This process is in addition to the requirement for all non-audit fees to be approved by the Banco Santander Audit Committee.

The fees for non-audit work performed by PwC in the year, are disclosed in Note 7 to the Consolidated Financial Statements. We ensured that these met the external and internal tests for maintaining their independence, including evidence of their professional scepticism. During 2023, the Company paid a fee of £1.59m to PwC in relation to incremental work undertaken in support of their audit of Banco Santander SA.

In 2023, PwC's non-audit related fees were 21% for the Company and 9% for the RFB of their total audit fees, well within the required cap of 70%.

### Internal Controls and regulatory reporting

The Board Risk Committee has overall responsibility for the effectiveness of the internal control systems. However, due to the nature of internal control matters, there is a degree of overlap in responsibilities with those of this Committee, particularly regarding financial reporting controls.

Section 404 of the Sarbanes-Oxley Act requires management to report on the design and effectiveness of its internal controls over financial reporting (ICFR) framework. The Committee considered management's SOx testing framework including 100% independent design and effectiveness testing of controls; reviewing the adequacy of data lineage; and the importance of the deficiencies identified when considering root causes and the remediation plans.

Recognising the importance within statutory and regulatory reporting of capital and risk-weighted asset metrics, many of which are not subject to external audit, the Committee retained its focus on the level of comfort we obtain. We also reviewed the processes and governance in respect of preparing additional capital and risk management disclosures. We had a specific focus on liquidity risk reporting which is subject to a control enhancement programme.

The Committee continued to monitor the control framework in place in respect of consultancy engagement as well as associated spend and performance of consultants.

## Board Audit Committee Chair's report continued

### Internal Audit

The Internal Audit plan, based on a comprehensive risk assessment, including budget and resources, was reviewed and challenged by the Committee prior to recommendation to the Board for its approval. The plan was updated at regular intervals in 2023 in response to emerging risks, changes in the business and the regulatory environment and at the request of the Committee. Material changes, mainly additions and deletions, were formally approved by the Committee.

As part of our oversight, we received regular updates from our Chief Internal Auditor on internal audit matters which included summaries of the most relevant conclusions of the audits completed, and progress on implementing recommendations with special consideration to any significant overdue recommendations, and broader root cause analyses. All unsatisfactory rated audits were subject to additional scrutiny by the Committee, requiring the relevant business areas to present their response and action plans to address the audit findings.

We also oversaw the objective setting, performance evaluation and remuneration of the Chief Internal Auditor, ensuring objectives were aligned to key priorities for the Company.

The Committee has approved the Internal Audit Charter and receives regular updates on the quality assurance, capabilities and capacity of the Internal Audit function to ensure its operational effectiveness and adequate independence. Relevant changes in the organisational structure of the Internal Audit function were also presented to and discussed by the Committee. This is supplemented by regular interactions between the Chief Internal Auditor and the Committee Chair. We also receive feedback on interactions between Internal Audit, management and our external auditors.

An External Quality Assessment (EQA), as required every five years, was undertaken by Deloitte in the first half of the year. The objective of the EQA was to evaluate conformance of the Internal Audit function with the Institute of Internal Auditors (IIA) International Professional Practices Framework which includes the IIA Standards and Code of Ethics. Deloitte concluded that Internal Audit is operating as a mature function compared to its peers and 'Generally Conforms' with the IIA Standards which is the highest rating attainable.

### Recovery and Resolution Planning

The Bank of England's (BoE) Resolvability Assessment Framework (RAF) sets out how it assesses UK financial firms' resolvability and introduces a public disclosure regime. The Committee oversaw management's progress on resolvability, including reviewing the 2023 Resolvability Self-Assessment which was submitted to the BoE in October 2023.

The Committee also oversaw the updating of the recovery plan which was included in the Banco Santander Recovery Plan submission to the European Central Bank in October 2023 and updated in January 2024.

### Whistleblowing

The Committee oversees Santander UK's whistleblowing arrangements including continuous refinement of our processes to align with evolving best practice. Santander UK recognises the importance of creating an environment where colleagues feel safe and able to Speak Up. Speaking Up is a core behaviour at Santander UK and there are a number of ways colleagues can do this, including raising a concern via Santander UK's Whistleblowing arrangements.

In 2023, management continued to manage the whistleblowing framework and arrangements under our oversight. We continued to refine our policies and operating procedures to stay abreast of best practice. During the year the team has been enhanced to allow it to meet the expectations of regulators and internal stakeholders, ensure appropriate management of conduct risk and to enable them to undertake additional activities.

The Committee considered bi-annual reports on Santander UK's whistleblowing arrangements. This included oversight and progress of concerns, outcomes, identifiable trends, observable risks, the regulatory environment, proposed changes to legislation and activities to promote and enhance the arrangements to support the culture of speaking up. The Committee also reviewed the annual Whistleblowing Report ahead of its submission to the Board.

The Committee is satisfied that Santander UK complied with the FCA and PRA regulations on whistleblowing in the year. Following the retirement of Chris Jones, I assumed the Whistleblowers' Champion role which is to oversee the integrity, independence, and effectiveness of the whistleblowing arrangements and Whistleblowers' Champion. I am focused on procedures and governance to prevent victimisation of employees who raise a whistleblowing concern. I meet regularly with management and I have been involved in overseeing the implementation of continuous improvements to the arrangements.

### Other areas of 2023 focus

The Committee also reviewed management's preparedness for the adoption and publication of an Audit and Assurance Policy (AAP), as required under proposed legislation. This was prior to the announcement from the Government on 16 October 2023 which withdrew the proposed secondary legislation mandating additional disclosure requirements including the requirement to adopt an AAP and Resilience Statement.

The Committee also reviewed and recommended the Taxation Strategy for 2022 to the Board for its approval.

### Effectiveness of the Committee

As noted in the Board and Committee effectiveness section of the Chair's report on corporate governance, the Committees' performance was assessed as part of the annual review. The Committees were rated highly and continue to perform effectively.

In my capacity as Committee Chair, I meet with key members of the management team and the external auditors in advance of each Committee meeting. I ensure that the Committee meets with management and the external auditors in private sessions. I also attend meetings with the PRA and the FRC.

With regards to my operation as Committee Chair, the Board has determined that I have the necessary qualifications and skills to qualify as the Board Audit Committee financial expert as defined in item 16A of Form 20-F and by reference to the NYSE listing standards.

**Michelle Hinchliffe**

29 February 2024

## Board Responsible Banking Committee Chair's report

### Nicky Morgan Chair

#### Introduction

On behalf of the Committee, I am pleased to present the Board Responsible Banking Committee report.

When feasible, the Committee and the RFB Committee (together the Committees) conduct their business concurrently to ensure alignment of practices, policies and procedures. As the vast majority of Santander UK's business is within the RFB's perimeter, this report details the governance arrangements, practices and activities of both Committees.

I became Chair of the Committee, in addition to the RFB Committee, when the membership of the Committee and the RFB Committee was aligned on 1 January 2024 as a result of revisions to our ring-fencing rule modifications. I would like to thank Ed Giera, the previous Committee Chair, for his guardianship. Ed and I collaborated throughout the year to ensure that matters were considered by the appropriate Committee and that there were no gaps in coverage. Further details on the changes to the composition of the Committees during the year can be found in the Chair's report on corporate governance.

#### Committees' responsibilities

Support management in shaping, driving and delivering the responsible banking agenda of the business across a broad spectrum of areas including customers, culture, diversity and inclusion, conduct, communities and climate change and the environment (the Board Risk Committee is responsible for overseeing the risks associated with climate change).

#### Committee members

At 29 February 2024

Nicky Morgan (Chair)<sup>1</sup>

Lisa Fretwell

Ed Giera

Michelle Hinchliffe

Mark Lewis<sup>2</sup>

Jose Maria Roldan

<sup>1</sup> Joined as a member and Chair on 1 January 2024

<sup>2</sup> Joined on 1 January 2024

#### Key activities in the year

In 2023, the focus of the Committees' work was in the following areas:

##### Responsible Banking

Responsible banking is a broad term covering an extensive array of environmental, social and governance-related (ESG) matters that are key to delivering Santander UK's strategy. We agreed our Responsible Banking strategy in 2021. In 2023, we endorsed the evolution of the related target operating model to align with the ESG framework and Banco Santander's approach. We have kept abreast of progress against our strategy, encouraging management to ensure ESG targets are stretching and meaningful.

##### Our customers

The Committees' strong focus on supporting our customers continued in 2023 as we recognised the many challenges facing them, including the cost of living crisis, higher borrowing costs and ever increasing, sophisticated fraud attacks.

At each quarterly meeting, the Committees received holistic reports on how well we are supporting our customers, as well as risk-based deep dives on matters such as:

- support for our vulnerable customers
- customer support during the cost of living crisis
- protecting our customers from fraud
- support for those at risk of gambling addictions
- responsible lending
- branch network strategy, including Work Cafes
- Consumer Duty implementation which you can read more about in the Stakeholder voice section in the Strategic report.

Management continues to take proactive steps to support our customers, such as educating customers potentially at risk of gambling addiction on practical solutions to manage their interests, implementing new technology to fight fraud and contacting customers to notify them of higher savings rates available. We were pleased to hear that management continues to invest in training for our customer-facing employees to ensure they are fully equipped to deal with the most complex and often emotionally triggering customer issues.

We continued to monitor customer satisfaction via our Net Promoter Scores and to encourage management to resolve the underlying factors that negatively affect customers' experience. We believe management has taken the right steps to help our customers and promote good outcomes, and we encourage them to continue to do so.

##### Our people and culture

Given its importance to the organisation, we spend a significant proportion of our meeting time assessing our culture. To allow us to gain insight into different teams' cultures and Santander UK's approach to different issues, we continued our 'Employee Voice' discussions, hearing from Procurement, Legal and Corporate Governance and some of our high potential female employees.

Annemarie Durbin handed the role of Santander UK plc Employee Designated Director to Lisa Fretwell in the year and they reported on their interactions with colleagues at each quarterly meeting.

Each NED was given a full employee engagement programme for 2023 and they shared their insights and experiences from these.

It is widely accepted that, while having the right culture is crucial to the success of any organisation, it is a challenge to measure and monitor that culture. We measure it via staff sentiment, but recognise this is only one view of culture and so we asked management to create a more holistic culture dashboard that we can use to support our oversight role. While this is still a work in progress, we are pleased with progress and expect to have a comprehensive oversight model in place for 2024.

Diversity, Equity and Inclusion is a strength that Santander UK and the Boards are keen to continue to develop and strengthen. In 2023, we considered valuable insights provided by management as to what activity would really turn the dial to increase diversity and reduce our pay gaps. We agreed a new strategy in February 2024 and I look forward to reporting on that and our progress against it in next year's report. You can read our Diversity, Equity & Inclusion and Pay Gap report on our website.

##### Regulators, conduct and compliance

Our regulators are key stakeholders as they authorise Santander UK to provide our services to our customers. Complying with regulatory requirements and best practice is a priority and at each quarterly meeting, the RFB Committee receives comprehensive updates on the RFB's conduct and regulatory risk status, as well as actions to resolve any issues. The report also includes 'horizon scanning' to give insight on what regulatory or compliance matters are expected and how management plans to address them.

A key part of our regulatory agenda in 2023 was to oversee implementation of the new Consumer Duty for the benefit of our customers. You can read more about our approach to this in the Stakeholder voice section in the Strategic report.

##### Community and suppliers

To ensure that we are doing the right thing by our communities and suppliers, we received reports on a multitude of matters, including on our ethical procurement approach, activities undertaken to ensure that no modern slavery exists in our supply chains and the financial education we are providing to customers and communities. We are pleased with our progress in these areas and continue to encourage management to do more.

##### Responding to climate change

See the Stakeholder voice section in the Strategic report for more on our climate strategy and transition planning. As a result of feedback from Committee members, we plan to hold at least one training session on ESG and climate matters given how quickly these areas are progressing.

##### Effectiveness of the Committee

As noted in the Board and Committee effectiveness section of the Chair's report on corporate governance, the Committees' performance was assessed as part of the annual review. The Committees were rated highly and continue to perform effectively.

**Nicky Morgan**  
29 February 2024



## Board Remuneration Committee Chair's report

**Mark Lewis**  
Chair

### Introduction

On behalf of the Committee, I am pleased to present the Board Remuneration Committee report.

When feasible, the Committee and the RFB Committee (together the Committees) conduct their business concurrently to ensure alignment of practices, policies and procedures. As the vast majority of Santander UK's business is within the RFB's perimeter, this report details the governance arrangements, practices and activities of both Committees.

I became Chair of the RFB Committee on 16 December 2023 and Chair of the Committee on 1 January 2024 when the membership of the Committees was aligned as a result of revisions to our ring-fencing rule modifications. I would like to thank Annemarie Durbin, the previous RFB Committee Chair, and Chris Jones and Lisa Fretwell, the previous Committee Chairs, for their excellent stewardship of the Committees. We collaborated throughout the year to ensure that matters were considered by the appropriate Committee and that there were no gaps in coverage. Further details on the changes to the composition of the Committees during the year can be found in the Chair's report on corporate governance.

### Committees' responsibilities

Setting the overarching principles and parameters of remuneration policy. It does this in consultation with the RFB Committee to ensure that the RFB can comply with its legal and regulatory obligations, including ring-fencing

Overseeing the implementation of remuneration policy, including approving individual remuneration packages and the bonus framework and outcomes for EDs and other senior executives

Approving the framework for identifying Material Risk Takers (MRTs) and overseeing their remuneration arrangements

Reviewing the remuneration arrangements for all colleagues

### Committee members

At 29 February 2024

Mark Lewis (Chair)\*

Lisa Fretwell

Ed Giera

\*Joined as a member and Chair on 1 January 2024.

### Key activities in the year

In 2023, the focus of the Committees' work was in the following areas:

#### Aligning remuneration with our strategic priorities and good customer outcomes

The core principles of our approach to remuneration continue to be a clear link between pay and performance and alignment to our strategy, risk appetite and culture, which supports the delivery of good outcomes for our customers and treats all our colleagues fairly. Each year we carefully scrutinise our variable pay framework to ensure it remains closely aligned with our strategic priorities and continues to reflect the culture and behaviours we expect from our colleagues. For 2023 we agreed a balanced scorecard of financial and non-financial metrics with appropriately stretching targets focused on Customers, Shareholder, Sustainability and Responsible Banking. These metrics and targets were designed to motivate our people to deliver on our goals and create long-term value for our shareholders, while balancing the interests of our key stakeholders.

Santander UK is committed to delivering good outcomes for its customers and the Committees took steps this year to ensure that the variable pay metrics were aligned with the objectives of the new Consumer Duty. In line with this aim, customer satisfaction and loyalty remained a key element of the 2023 bonus scorecard. More broadly, we reviewed and approved changes to our remuneration framework and policies to ensure they appropriately reflected the higher standards expected under the Consumer Duty and reinforced one of our core behaviours, Think Customer.

Our Sustainability and Responsible Banking ambitions continue to be an important priority and we ensured this had a sufficient representation in the scorecard, through metrics including colleague engagement, colleague inclusion and gender and ethnic diversity. Further, we reported to you last year that the incorporation of a sustainability metric aimed at supporting our customers to reduce their carbon emissions would be considered in 2023. This was challenged extensively by the Board Responsible Banking Committee (RBC), as part of which it considered the approaches being taken by our industry peers in this area. The RBC determined that the most appropriate focus for 2023 would be incentivising management to formulate a robust climate strategy and transition plan, which was aligned to our business strategy, by the end of the year. On the RBC's recommendation, the Committees agreed the inclusion of this objective in the 2023 bonus scorecard.

Santander UK continues to evolve its approach in this area. For more on our Sustainability and Responsible Banking strategy and climate transition plan, see the Sustainability and Responsible Banking report. For more on the 2023 variable pay framework, including the scorecard metrics for Santander UK plc, see the Remuneration Implementation Report.

### Business performance in 2023 and impact on remuneration

When determining variable pay for 2023, the Committees carefully considered the performance delivered against the bonus scorecard metrics, including those designed to promote positive outcomes for our broader stakeholder groups, to ensure a balanced and proportionate outcome. While seeking to fairly reward the strong business performance and other achievements delivered during the year, we remained mindful of the continuing pressures on our customers, colleagues and wider communities driven by higher interest rates and cost of living. We also took into account an assessment of current and future risks when approving the overall bonus pools for Santander UK, Santander Consumer UK and Santander Financial Services, as well as the bonus awards for the EDs and other senior executives.

The Committees are satisfied that 2023 variable pay outcomes for all colleagues appropriately reflect Santander UK's financial and non-financial performance and are fair, consistent, and aligned to our stakeholders' interests. For more, see the Remuneration Implementation Report.

### Our approach to risk adjustments

Our risk adjustment procedures, which are applicable to all colleagues, are robust and well-embedded within our remuneration framework. We continue to use a range of risk adjustment mechanisms, including reducing the bonus pool and / or individual bonus awards in the current and previous years, and / or reducing the amount of any unvested deferred variable remuneration. Our approach to risk adjustment is under continuous review to adapt to the changes in Santander UK's operating environment, ensuring that they remain comprehensive, relevant and compliant with regulatory requirements. In particular, this year we agreed enhancements to our risk adjustment standards which included consideration of climate change risk management and the implementation and ongoing embedding of the new Consumer Duty as part of the qualitative assessment.

The CRO reports to us regularly, commenting on the risk profile and performance of the business in the year, and recommending any bonus pool, collective or individual adjustments that we may wish to implement as a result. The CRO's assessment takes into account the Chief Internal Auditor's perspectives on the control environment. The Committees also seek assurance from the Board Risk Committee on risk performance and any potential areas requiring adjustment.

We also hear from the Chief Compliance Officer on investigations into incidents affecting Santander UK and any resulting recommendations on individual remuneration risk adjustments. During the year, the Committees reviewed and approved a refreshed individual accountability process and standard to ensure our individual accountability arrangements are efficient and effective.

The Committees spent considerable time determining the appropriate way to reflect the current risk issues in the variable pay outcomes for 2023 and are content that the resulting outcomes are fair and proportionate.



## Board Remuneration Committee Chair's report continued

### Supporting our colleagues

The Committees' roles and remits extend beyond the remuneration of the EDs to include other senior leaders (including MRTs) and, importantly, to overseeing the implementation of reward and benefits policies for all colleagues across Santander UK. The Committees undertake annual reviews of remuneration and benefits for the wider workforce and receive updates throughout the year on related key matters. This helps us to ensure that executive remuneration decisions are informed by, and consistent with, the approach taken for employees more broadly.

We are committed to ensuring our colleagues are fairly rewarded and have access to a comprehensive and meaningful range of benefits. This is important not only for attracting and retaining talented individuals but also for supporting our people, particularly the lowest paid, amid the ongoing inflationary environment and associated cost of living challenges. In last year's report we outlined several initiatives implemented in 2022 to help colleagues manage these affordability challenges and are pleased to have continued this support in 2023 through an exceptional one-off payment of £400 to all colleagues below senior leader level. This was in addition to a competitive pay award for our lower-paid colleagues. We also further raised our entry-level salaries from 1 March 2023, increased the periods of paid parental and bereavement leave available to our workforce, and simplified and enhanced our defined contribution pension scheme which now offers greater flexibility to colleagues.

The Committees monitor management's progress in achieving our objective of harmonising the pension benefits we provide to our senior leaders and wider colleagues and were updated this year on steps being taken to accelerate this activity. We will continue to challenge management to ensure our overall benefits offering remains competitive and supports employee wellbeing.

Santander UK continues to be an accredited Real Living Wage employer, a status over which the Committees maintain oversight.

We have once again voluntarily disclosed our CEO pay ratio. For more, see the Remuneration Implementation Report.

### Transformation Incentive Plan

The performance period for the Transformation Incentive Plan (TIP) concluded at the end of 2023. This was a one-off long-term incentive plan designed to incentivise the delivery of our transformation agenda by recognising and rewarding the achievement of key internal financial targets and an enhanced customer experience, whilst maintaining appropriate controls around conduct and risk management, over the course of Santander UK's transformation period.

The RFB Committee tracked performance against the TIP performance conditions, and scrutinised and approved the final outcomes in February 2024, taking into account an assessment of risk performance by the BRC.

### Executive Director reward

In July 2023, we announced the departure of Duke Dayal, our former CFO, who left the business later in the year to pursue new business opportunities. Upon Duke's departure, his unvested deferred remuneration lapsed, and he was not eligible for a 2023 bonus award. The Committees reviewed and agreed the total remuneration package for our new CFO, Angel Santodomingo, who will be appointed to the Board once regulatory approval is received. In determining Angel's package, we carefully considered the relevant external market benchmarks and its alignment to our remuneration policy. Further details will be provided in next year's Remuneration Implementation Report.

### Senior leader reward

To deliver our strategy, it is important that Santander UK can attract, retain and motivate top talent with the right skills and experience. To support us in doing so, the Committees have continued to monitor our remuneration framework and approach to external market benchmarking, with the support of our Independent Remuneration Adviser. In the year, we challenged management to refresh our approach to external benchmarking of executive remuneration to ensure it was appropriately tailored and robust. Where the business recruited or promoted senior members of management, we scrutinised the proposed remuneration and challenged where appropriate.

This year we agreed a change to the operation of our remuneration policy to give MRTs more flexibility in how they receive their bonus awards. They can now choose to receive 25% of their bonus awards in market value options in Banco Santander SA shares, with the rest to be delivered in cash (50%) and Banco Santander SA shares (25%). Any MRTs who do not elect to receive part of their awards in options will continue to receive 50% in cash and 50% in Banco Santander SA shares. This aligns with the approach being taken across Banco Santander SA.

### Board Chair fee

The Committees review the Board Chair's fee on a regular basis and agreed an increase of 7.4% in 2023. This is the first increase made to the Board Chair's fee since his appointment in 2020 and is considered appropriate to reflect the time commitment and regulatory expectations of the role. The fees for the other NEDs are determined by the Board Chair and the CEO. You can read more in the Remuneration Implementation Report.

### Diversity, equity and inclusion

Strengthening diversity, equity and inclusion is a long-term strategic commitment for Santander UK. We recognise the benefits of this on our colleagues and wider communities, and the value it adds to our business. While the Committees are responsible for overseeing Santander UK's approach to pay gap reporting, the RBC has responsibility for overseeing management's approach to, and progress in, improving diversity, equity and inclusion across Santander UK. For more on this, see the Board Responsible Banking Committee Chair's report.

Our 2023 Diversity, Equity & Inclusion and Pay Gap Report was analysed and approved by the RFB Committee and published in December 2023. As well as publishing the required disclosures on our gender pay gaps, we have also voluntarily included our ethnicity pay gaps. Given our commitment to inclusion more broadly, we have continued to provide a more holistic overview of our actions and progress towards achieving everyday inclusion, including additional metrics on diversity representation and employee experience. For more on our approach to diversity, equity and inclusion, see the Sustainability review in the Strategic report.

In terms of the results, the gender pay and bonus gaps for the Santander UK group reduced in 2023. However, ethnicity pay and bonus gaps generally increased. Santander UK has become more ethnically diverse throughout all the role grades, although in particular amongst less senior roles which has had a negative impact on reported ethnicity pay gaps. Management will seek to support the progression of colleagues from ethnic minorities through the organisation and into more senior roles, with a view to narrowing the gaps in the longer-term. For more, see the Diversity, Equity & Inclusion and Pay Gap Report on our website, which does not form part of this Annual Report.

### Regulatory changes and engagement

Regulatory requirements and expectations are at the forefront of the Committees' considerations when making decisions and we are kept abreast of changes in regulatory requirements via a variety of means, including by management and our Independent Remuneration Adviser. We encourage management to engage proactively and regularly with our regulators on matters of interest to them.

The Committees have monitored the progression and outcome of the FCA and PRA consultation on removing the limits on the ratio between fixed and variable pay. We will keep the impacts of this under review to ensure our remuneration framework and policies remain appropriate, recognising also that Santander UK is part of the Banco Santander group and therefore some of our most senior MRTs continue to be subject to European regulatory requirements in this area.

### Effectiveness of the Committee

As noted in the Board and Committee effectiveness section of the Chair's report on corporate governance, the Committees' performance was assessed as part of the annual review. The Committees were rated highly and continue to perform effectively.

### Mark Lewis

29 February 2024

## Remuneration policy report

### Basis of preparation

This report has been prepared on behalf of the Board by the Board Remuneration Committee. We comply with the statutory reporting obligations for large private companies. We applied the UK Corporate Governance Code 2018 (the Code) and complied with the Provisions other than where stated in the Directors' Report. Several voluntary remuneration disclosures are also presented in this report.

### Remuneration policy for Executive Directors (EDs)

Our remuneration policy, which applies to EDs, is below. Remuneration is structured in two elements: fixed and variable pay. Fixed pay is set at market competitive levels appropriate for the role. Variable pay rewards the delivery of internal financial targets, key strategic priorities and individual performance, and is subject to risk adjustment.

### Remuneration policy applicable to Executive Directors in the year

Fixed pay	Principle and description	Policy
<b>Base salary</b>	<ul style="list-style-type: none"> <li>To attract and retain EDs of sufficient calibre and with the skills to deliver our strategy, taking into account the demands and complexity of the role.</li> </ul>	<ul style="list-style-type: none"> <li>Base salaries are normally reviewed annually. In reviewing base salaries the Committee considers a number of factors, including:               <ul style="list-style-type: none"> <li>the skills required, the role responsibilities and the market value of both;</li> <li>the requirement for base salaries to be set at a level that avoids inappropriate risk taking;</li> <li>base salary increases for other employees; and</li> <li>market conditions.</li> </ul> </li> </ul>
<b>Pension arrangements</b>	<ul style="list-style-type: none"> <li>To provide a discrete element of the package to contribute towards retirement.</li> </ul>	<ul style="list-style-type: none"> <li>EDs receive a cash allowance in lieu of pension, at 9% of salary. This aligns to the wider workforce average.</li> </ul>
<b>Other benefits</b>	<ul style="list-style-type: none"> <li>To offer a competitive package and to support employee wellbeing.</li> </ul>	<ul style="list-style-type: none"> <li>Including: private medical insurance for EDs and their dependants, life assurance, health screening, and relocation allowances where relevant.</li> <li>Access to Santander UK's share schemes on the same terms as other employees.</li> </ul>

Variable pay	Principle and description	Policy
<b>Variable pay plans</b>	<ul style="list-style-type: none"> <li>The Variable Pay Plan motivates EDs to achieve and exceed annual internal targets within Santander UK's Risk Appetite and aligned with our strategy and values.</li> <li>Multi-year deferral and delivery in Banco Santander SA shares or share options aligns EDs' interests to the long-term interests of Santander UK. Further performance testing applies for the CEO.</li> <li>Part of the award is deferred according to the requirements of the PRA Rulebook.</li> <li>The long-term Transformation Incentive Plan is a one-off plan which recognises the collective achievement of key financial and non-financial targets associated with the bank's transformation.</li> <li>The long-term PagoNxt Incentive Plan recognises the contribution of employees critical to the success of PagoNxt, one of Banco Santander's strategic priorities.</li> </ul>	<ul style="list-style-type: none"> <li>Bonus awards under the Variable Pay Plan are discretionary and determined by performance against a scorecard of financial and non-financial goals, as well as individual performance.               <ul style="list-style-type: none"> <li>40% of any bonus awarded is paid upfront after the performance year-ends, and delivered at least half in shares or share options</li> <li>60% of the bonus awarded is deferred and delivered in equal tranches over years three to seven, with each tranche delivered at least half in shares or share options.</li> </ul> </li> <li>For the CEO, the first three of five deferred award tranches are subject to further performance testing which may reduce or increase the payout.</li> <li>The Transformation Incentive Plan is based on performance assessed over a three year period with further deferral and delivery in cash and share-linked awards in line with regulatory requirements.</li> <li>Awards under the PagoNxt Incentive Plan are made part in restricted share units of PagoNxt and part in premium priced options of PagoNxt, and vest in line with regulatory requirements.</li> <li>Shares or share instruments are subject to a minimum one-year retention period following vesting.</li> <li>Malus and clawback can be applied to variable pay for up to ten years following the grant of an award.</li> <li>The structure of variable pay awards means EDs acquire a meaningful shareholding in Banco Santander SA which may extend for a significant period post-employment. In addition, the CEO is subject to a Shareholding Policy, which aligns long-term interests with Banco Santander shareholders. The requirement under the policy is set at two times the incumbent's net salary on appointment. A formal post-employment shareholding requirement is therefore not in place.</li> </ul>

## Remuneration policy report continued

Our remuneration policy continues to meet regulatory requirements. Santander UK applies a 2:1 variable to fixed pay cap in line with approvals granted to Banco Santander SA by its shareholders. For control function roles, a lower ratio of 1:1 is normally applied.

### Executive remuneration policies and principles

Our core values of Simple, Personal and Fair drive our remuneration policy. We focus on delivering a framework that is easy to understand, tailored to individual roles, competitive and fair.

### The key drivers of our Remuneration Policy

#### Alignment to culture

- To design policies aligned to our long-term success, which support the delivery of our strategy and reinforce our values.
- To base variable pay on a balanced scorecard of quantitative and qualitative metrics across Customers, Shareholders and Responsible Banking. This aligns to Santander UK's strategic priorities, with a focus on good customer outcomes, simplification, improved efficiency and sustainable growth.

#### Simplicity

- To ensure our approach to remuneration is transparent and easily understood.
- To operate clear structures so our employees can link their contribution to the success of the organisation.

#### Risk

- A consistent approach to reward for all our employees upholds our prudent approach to Risk Appetite set as part of a Santander UK-wide framework. Risk adjustment takes place at an individual and collective level.
- To provide a package that is balanced between fixed and variable pay, and short-term and long-term horizons, which promotes prudent risk management.
- To ensure remuneration complies with applicable regulations and legislation.

#### Fairness

- To take into account an assessment of the EDs' performance against goals set at the start of the year, which cover financial, non-financial, quantitative and qualitative criteria.
- To set robust and stretching targets and reward exceptional performance.
- To attract, retain and motivate employees of the highest calibre by providing total remuneration which reflects individual and Company performance, is competitive, and reflects the responsibilities of the role.
- To consider wider employee pay and conditions when determining Executive pay.

#### Clarity

- The Committee reviews remuneration reporting on an annual basis against best practice and developments in corporate governance, including the Code. Our reporting is designed to be transparent, whilst reflective of our structure.

#### Predictability

- The Committee annually reviews variable pay levels for certain individuals and the basis of the bonus pool calculation. Due to commercial sensitivity, bonus opportunities and targets are not disclosed as per the provisions of the Code. Directors' remuneration is within the variable pay cap as approved by Banco Santander SA shareholders and set out above.

#### On recruitment

When appointing a new ED, base salary is set at a market competitive level appropriate for the role, taking into consideration a range of factors including role responsibilities, internal and external peer groups, and experience.

Unless determined otherwise, new EDs receive a pension allowance of 9% of salary, aligned to the wider workforce average. Benefits will typically be aligned to the wider employee population.

Remuneration will be established in line with the Remuneration Policy, as set out in the table on the previous page.

Relocation support and international mobility benefits may also be given. Relocation assistance will normally be a capped amount for a limited time. In cases of international mobility, the Committee will have discretion to offer benefits and pension provisions which reflect home country market practice and align to relevant legislation.

#### Buy-out awards

Compensation may be provided to EDs who forfeit awards on leaving their previous employer. The Committee retains discretion to make such compensation as deemed appropriate to secure the relevant individual's employment and will ensure any such payments align with both the long-term interests of Santander UK and the regulatory framework.

Such payments will be in line with the awards foregone on leaving the previous employer taking into account value, form of awards, vesting dates and the extent to which performance conditions applied to the original awards.

#### Service agreements

The key terms and conditions of employment are set out in individual service agreements. These agreements include a notice period of six months from both the ED and the Company.

The agreement reserves a right for the Company to terminate employment immediately with a payment in lieu equal to the ED's fixed pay for the notice period. In the event of termination for gross misconduct, neither notice nor payment in lieu of notice is required.

#### Termination payments

The remuneration impact of an ED leaving the Company, including treatment of variable pay and/or any termination payment will reflect the terms of the service agreements, relevant scheme rules, regulatory requirements and the Committee's policy relevant to the reason for leaving.

Outstanding variable pay awards will generally lapse on termination, other than where an individual is considered a 'good leaver'. Where an ED is a good leaver, eligibility to variable pay awards will normally subsist until the relevant scheduled payment dates and will remain subject to performance where relevant.

The Committee determines whether an ED is a good leaver. Usual good leaver circumstances include but are not limited to: injury, ill-health, disability, redundancy, retirement and death. The Committee may, at its discretion, determine an ED a good leaver in any other circumstances.

A framework is in place to guide the Committee to determine the discretionary circumstances when good leaver status is appropriate. Other than a payment in the event of redundancy, there are generally no other payments upon termination of employment for EDs.

In the event of a change in control, any outstanding variable pay awards will be treated in line with the relevant scheme rules, taking into account applicable regulatory requirements.

## Remuneration policy report continued

### Risk and Performance adjustment

We continue to meet the regulatory requirements in respect of risk and performance adjustment. All variable remuneration can be adjusted for current and future risks through our Additional Risk Adjustment Standard which is linked to our Board approved Risk Appetite.

The Standard provides both a formula-based assessment against Santander UK's Risk Appetite and an additional qualitative risk event assessment that can reduce the bonus pool or individual awards to nil at the Committee's discretion.

Our Individual Remuneration Adjustment Standard provides a framework for the process, governance and standards relevant for decisions in relation to individual performance adjustments following an incident, including the application of malus and clawback.

Performance adjustments may include, but are not limited to:

- reducing an award for the current year;
- reducing the amount of any unvested deferred variable remuneration;
- requiring an award which has not yet been paid to be forfeited; and
- requiring repayment on demand (on a net basis) of any cash and share awards received at any time for a period of up to ten years following the date of award.

The Committee has full discretion to prevent vesting of all or part of an amount of deferred remuneration and/or to freeze an award during an ongoing investigation in a number of circumstances, including:

- colleague misbehaviour, misconduct or material error;
- material downturn in the performance of Santander UK or a relevant business unit; and
- Santander UK or a relevant business unit suffering a material failure of risk management.

We have a NYSE-compliant policy in place which enables variable remuneration to be recovered from Executive Officers in the case of an accounting restatement that would have impacted that remuneration.

When determining variable pay awards for individuals performing roles across Santander UK plc and Santander UK Group Holdings plc, the Santander UK Group Holdings plc Board Remuneration Committee will apply any necessary discretion based on factors related to UK group entities outside of Santander UK plc. This discretion is subject to validation by the Santander UK plc Board Remuneration Committee.

The Committee seeks input from the Chair of the Board, Chair of the Board Risk Committee, Chair of the Board Audit Committee, Chief Risk Officer, Chief Compliance Officer, Chief People Officer and Chief Internal Auditor when determining whether any performance or risk adjustments are required.

### Policy for all employees

Our performance and reward approach across the Company supports our business strategy, rewards strong performance and reinforces our values within our risk management framework. The general principles of the Remuneration Policy broadly apply across all colleagues where appropriate. They are designed to attract, retain, motivate and drive performance.

The structure of remuneration packages for EDs is aligned with the broader colleague population, comprising salary, benefits, pension provision and discretionary variable pay dependent on role and responsibility.

The Committee annually approves the operation of variable reward schemes (as well as share schemes) for all our colleagues to ensure they reward appropriate behaviour and do not incentivise activities which are outside risk appetite.



## Remuneration implementation report

### Introduction

This section of the report outlines how our Remuneration Policy was implemented for 2023.

### Variable Pay Plan

The Committee reviews and approves remuneration governance and frameworks annually. This ensures continued compliance with the relevant regulatory rules, including those for ring-fencing.

To incentivise and reward EDs for achieving superior and sustained performance, our Directors participate in an annual variable incentive plan. A balance of financial and non-financial performance metrics are selected annually by the Committee and are aligned with our strategy as measured over the financial year. Multi-year deferral and delivery in Banco Santander SA shares and share options ensure that EDs' interests are aligned to the long-term interests of the business. Further long-term performance testing also applies for the CEO.

Both upfront and deferred awards are made at least half in shares or share options. The deferred element is delivered over seven years. For the CEO only, the first three tranches of deferred awards are subject to further performance testing against long-term metrics. Awards delivered in shares or share options are subject to an additional one-year retention period from the point of delivery.

The 2023 Variable Pay Plan pool was determined based on a series of stages as follows:

### Quantitative assessment

A quantitative assessment against a balanced scorecard of financial and non-financial metrics that are key to our strategy. Performance metrics are reviewed annually to ensure continued alignment with strategy and, for 2023 the scorecard included:

- Customers (Net Promoter Score, Active Customers and Total Customers)
- Shareholders (ROTE and Capital Generation)
- Sustainability and Responsible Banking (Climate Strategy Transition Plan, Employee Engagement, Diversity and Inclusion).

A profit underpin applies, requiring Profit after Tax to remain positive in order to pay any award, with a reduced pool should profit reduce substantially from the prior year.

### Relative Performance

A Relative Performance Modifier applies, which assesses our performance against a range of metrics as compared to our closest peers.

### Qualitative assessment

A qualitative assessment adds context to the quantitative assessment and ensures a balanced view of performance is taken. Performance is assessed across compliance, risk management, network collaboration and responsible banking.

### Banco Santander Group Multiplier

The Committee has the discretion to adjust the pool upwards or downwards to reflect overall Banco Santander performance, if appropriate.

### Regional Adjustment

A Regional Adjustment reflects the UK's contribution to performance of the Banco Santander group's European Region.

### Exceptional Adjustment

Exceptional adjustments allow for unexpected factors or additional internal targets not covered by the quantitative or qualitative assessments to be reflected in variable pay outcomes.

### UK-focused risk adjustment

This provides both a formula-based assessment against our Risk Appetite and an additional qualitative overlay. Consideration is given to risk appetite breaches including, but not limited to: customers, conduct, operational, reputational and financial crime risk. This can result in downward adjustment of up to 100% of the pool or individual awards at the discretion of the Committee.

### Individual assessment

The allocation of the pool is based on an individual's performance, taking into account a range of factors. Performance is assessed against the delivery of priorities (the 'What'), the behaviours shown in delivering those priorities (the 'How'), and also Risk.

### Deferred long-term awards

Performance testing applies to a portion of the deferred awards for the CEO. This applies to the first three deferred tranches of the 2023 award (36% of the total award) which are payable in 2027, 2028 and 2029. Performance is measured over a three-year period 2024 to 2026.

The performance measures for 2023 awards are relative TSR, ROTE and ESG metrics. Following the performance assessment, the level of awards will be adjusted accordingly. The assessment could reduce or increase the overall value of the deferred awards.

### Transformation Incentive Plan

This is a one-off long-term incentive plan which was designed to recognise the achievement of financial targets and an enhanced customer experience, whilst maintaining appropriate conduct controls and risk management, over the course of our transformation period.

Awards under the plan were assessed over the period 1 January 2021 to 31 December 2023. Awards were granted half in cash and half in share-based units (linked to the Banco Santander SA share price), and will vest in accordance with regulatory requirements.

## Remuneration implementation report continued

### 2023 Business Performance and Impact on Remuneration

During 2023 our focus has been on supporting our customers through the higher cost of living and increased interest rates. We have continued to offer the right products and services, underlining our commitment to Consumer Duty.

Despite the difficult backdrop, our prudent approach to risk and the hard work of everyone at Santander UK delivered a strong set of results for 2023. Strong profit performance was driven by higher base interest rates and prudent balance sheet management. Our multi-year transformation programme concluded with a £794m reduction in costs.

The Committee acknowledged this strong financial performance, alongside the experience of our customers, our employees and our communities, in determining variable pay awards for the 2023 performance year.

### Context for decision making

The Committee ensures that pay policies and practices for employees across Santander UK are taken into account when setting policy for executive remuneration. The Committee reviews trends across Santander UK group, including the outcome of any pay negotiations with our recognised trade unions. It considers the relationship between executive remuneration and that of other Santander UK group employees, as well as remuneration in the wider UK market, when making decisions on executive pay.

The Committee oversees broader workforce remuneration policies and practices, the implementation of remuneration and related employment policies across Santander UK and the salary and variable pay awards for all Material Risk Takers. It also approves the design of any material performance-related pay plans.

As part of the monitoring of pay, the following is considered:

- Santander UK's engagement with its recognised trade unions on pay and benefits matters for all colleagues;
- Annual pay reviews for the general employee population;
- Santander UK group-wide pension and other benefit provisions;
- The design of and overall spend on variable incentive arrangements; and
- An assessment of conduct across the business.

The Committee is focused on ensuring that colleagues are not subject to undue pressures or inappropriately incentivised. This is monitored using existing employee engagement indicators including engagement surveys.

The Committee always considers the broader stakeholder environment when setting policy or reaching decisions on executive pay.

### Executive Directors' remuneration

Total remuneration of each ED for the years ended 31 December 2023 and 2022.

	Mike Regnier <sup>(4)</sup>		Duke Dayal <sup>(5)</sup>	
	2023 £000	2022 £000	2023 £000	2022 £000
Salary and fees	1,500	1,123	740	1,000
Taxable benefits <sup>(1)</sup>	3	2	16	522
Pension	135	101	67	88
<b>Total fixed pay</b>	<b>1,638</b>	<b>1,226</b>	<b>823</b>	<b>1,610</b>
Bonus (paid and deferred) <sup>(2)</sup>	1,003	1,139	—	1,901
Long-term incentive plan <sup>(3)</sup>	669	—	—	—
<b>Total variable pay</b>	<b>1,672</b>	<b>1,139</b>	<b>—</b>	<b>1,901</b>
<b>Total remuneration</b>	<b>3,310</b>	<b>2,365</b>	<b>823</b>	<b>3,511</b>

(1) Taxable benefits for the Executive Directors comprise a range of benefits including, but not limited to, private health care. Included in the 2022 figure for Duke Dayal is a relocation allowance of £500,000.

(2) Effective 2022, 36% of the Chief Executive Officer's Variable Pay Plan award is subject to long-term performance metrics assessed over three years, which can increase the value of this element by up to 125% or decrease the award to 0%. No other executive will be subject to long-term performance metrics. The value of the current Chief Executive Officer's 2023 Variable Pay Plan awards not subject to performance conditions, i.e. 64%, is disclosed above. The value subject to further performance conditions (currently £563,967) will be disclosed at the close of the performance period upon vesting.

(3) The Long Term Incentive Plan value represents the value of awards made under the Transformation Incentive Plan, following the testing of the Plan's performance conditions. The value of awards made in share-linked instruments has been calculated with reference to Banco Santander's share price over the final three months of the 2023 year. Nathan Bostock, former Chief Executive Officer, received an award with a value of £553,545.

(4) Mike Regnier was appointed as Chief Executive Officer on 1 April 2022. Upon appointment, Mike was awarded guaranteed variable remuneration of £660,648 to compensate for remuneration foregone from his previous employer. This has not been included in the Total Remuneration value above.

(5) Duke Dayal stepped down as a Board Director on 25 September 2023. The figures above reflect remuneration received whilst serving as a Board Director. All outstanding awards lapsed on cessation of employment.

## Remuneration implementation report continued

### Stakeholder views

During 2023, Santander UK continued to engage with key stakeholders on remuneration related matters including its main regulators, the PRA and FCA.

Regular engagement takes place with our shareholders to align remuneration across the Banco Santander group, while meeting all local regulatory requirements. The outcome of these discussions drives our bonus pool construct.

Frequent colleague pulse surveys were conducted throughout 2023. The 'Your Voice' function has enabled colleagues to share thoughts and ideas frequently and anonymously all year round, giving an immediate gauge of employee sentiment.

Additionally, we discuss business performance and reward matters with union representatives during the annual pay review cycle and on a frequent basis throughout the year.

### CEO pay ratio

Santander UK is committed to delivering fair pay which attracts, retains and motivates colleagues of the highest calibre across all grades. In line with this commitment, the Committee has oversight of compensation across the organisation, including pay ratios, and considers this when determining reward outcomes. We continue to voluntarily disclose the ratio of the CEO's total remuneration to that of colleagues.

The CEO's pay mix is weighted more heavily towards variable pay to incentivise the achievement of stretching internal targets and long-term value creation. This can lead to greater variability in total remuneration. In contrast, the typical pay mix of our less senior colleagues places more emphasis on fixed pay, to offer security and certainty, and to meet our commitment to colleagues' financial wellbeing.

Changes in the ratio are therefore influenced by the differences in remuneration structure, rather than an increase in pay disparity. The ratio has decreased from 84:1 in 2022 to 75:1 in 2023. The reduction in pay ratio is mainly due to an increase in average total remuneration amongst all employees. In assessing the pay ratio, the Committee is confident that the Company's policy on remuneration is fair and consistent with our all-employee pay policies.

### Advice and support provided to the Committee

As permitted by its Terms of Reference, the Committee has engaged the advice and support of Deloitte LLP (Deloitte) as independent remuneration consultants at the expense of the Company. Total fees (excluding VAT) for advice and support provided to the Committee in 2023 were £121,150 (2022: £176,600). Deloitte was initially appointed as Adviser to the Committee following a formal tender process conducted in 2015 and was reappointed after a further tender process in 2022.

In 2023, Deloitte also provided unrelated tax, advisory, risk, assurance and consulting services to Santander UK.

Deloitte's independence and effectiveness as the Committee adviser is reviewed annually. The Committee is satisfied that the Deloitte engagement partner and team that provides remuneration advice to the Committee do not have connections with Santander UK that may impair their independence. Deloitte is a founding member of the Remuneration Consultants Group and voluntarily operates under the Code of Conduct in relation to executive remuneration consulting in the UK.

By Committee invitation, the Chair, CEO and designated representatives from business functions attend meetings as appropriate to advise on HR, Risk, Legal and Regulatory matters in support of the Committee's work. Attendees included the Chief People Officer, Performance & Reward Director, CRO and Company Secretary.

### CEO pay ratio

	Methodology <sup>(1)</sup>	25th percentile	Median	75th percentile
2023 CEO pay ratio <sup>(5)</sup>	Option A	106:1	75:1	45:1
2022 CEO pay ratio <sup>(4)</sup>	Option A	119:1	84:1	48:1
2021 CEO pay ratio	Option A	140:1	96:1	54:1
2020 CEO pay ratio	Option A	88:1	64:1	37:1
	CEO remuneration	25th percentile <sup>(2)</sup>	Median <sup>(2)</sup>	75th percentile <sup>(2)</sup>
	£	£	£	£
<b>Total salary</b>	£1,500,000	£25,446	£35,450	£54,600
<b>Total remuneration</b>	£3,309,477	£31,314	£44,032	£74,226

(1) Employee pay is calculated based on the 'Option A' methodology. We chose Option A as it gives the most reliable and accurate result by calculating a comparable single figure for each employee.

(2) Employee pay data is based on full time equivalent pay for Santander UK plc employees. This excludes a small number of employees in the rest of the Santander UK group. Including those employees results in a ratio consistent with the above. For each employee, total remuneration is calculated based on fixed pay accrued in the 2023 financial year, and variable pay is either based on actual bonuses in respect of the 2023 year (where these are available) or modelled target bonuses where actuals are not yet available.

(3) The CEO's total remuneration is aligned to that disclosed in the Executive Directors' remuneration table on the previous page.

(4) The 2022 ratios are re-stated above. These were originally calculated based on fixed pay accrued within the 2022 year, in addition to target bonuses for eligible colleagues. The 2022 ratios have now been recalculated using 2022 fixed pay and bonuses paid in 2023 in respect of 2022 for all employees.

(5) The values used for the CEO's 2023 Variable Pay Plan awards are the same as those stated in the Executive Directors' remuneration table i.e. the component which is not subject to performance conditions is used for the CEO pay ratio calculation above. The calculation also includes the vesting value of Transformation Incentive Plan awards made to the CEO, as shown in the Executive Directors' remuneration table.

### Relative importance of spend on pay

	2023	2022	Change
	£m	£m	%
Profit before tax	2,149	1,894	13
Total employee costs	1,264	1,179	7

## Remuneration implementation report continued

### Chair and Non-Executive Director remuneration

The Chair's fee is reviewed and approved by the Committee. The fees paid to NEDs are reviewed and approved by the CEO and the Chair. Fees are reviewed annually taking into account the market rate and time commitment for the role. The Chair is paid an all-inclusive base fee. NEDs are paid a base fee, with a supplement for serving on or chairing a Board Committee, except for the Board Nomination & Governance Committee.

All NEDs and the Chair serve under letters of appointment. In respect of the NEDs appointed prior to 2021, either party can terminate the appointment by giving three months' written notice. From 2021, we increased the notice period for NEDs to six months to support orderly succession planning. For the Chair, 12 months' written notice is required.

Neither the Chair nor the NEDs have the right to compensation on the early termination of their appointment beyond payments in lieu of notice at the option of Santander UK. In addition, neither the Chair nor the NEDs are eligible for pension scheme membership or incentive arrangements.

### Chair and Board Committee member fees

	2023 £000	2022 £000
Chair (inclusive of membership fee)	725	675
Board member	100	95
<b>Additional responsibilities</b>		
Senior Independent Director	45	45
Chair of Board Risk Committee	70	65
Chair of Board Audit Committee	70	60
Chair of Board Responsible Banking Committee	60	60
Chair of Board Remuneration Committee	60	60
Membership of Board Risk Committee	35	30
Membership of Board Audit Committee	30	25
Membership of Board Responsible Banking Committee	30	25
Membership of Board Remuneration Committee	30	25
Chair of Litigation and Contentious Regulatory Board Sub-Committee	15	8

(1) With effect from 1 April 2023, the following changes were made: The Chair fee increased from £675,000 to £725,000. The fee for Board Members increased from £95,000 to £100,000. The fee for the Chair of the Board Risk Committee increased from £65,000 to £70,000. The fee for the Chair of the Board Audit Committee increased from £60,000 to £70,000. The fee for membership of the Board Risk Committee increased from £30,000 to £35,000. The fee for membership of Board Audit Committee, Board Responsible Banking Committee and Board Remuneration Committee increased from £25,000 to £30,000. The fee for the Chair of the Litigation and Contentious Regulatory Board Sub-Committee increased from £7,500 to £15,000.

	2023 Fees £000	2022 Fees £000	2023 Expense s (8) £000	2022 Expenses £000	2023 Benefits £000	2022 Benefits £000	2023 Total £000	2022 Total £000
<b>Non-Executive Directors</b>								
<b>Chair</b>								
William Vereker <sup>(1)</sup>	712	675	—	—	2	2	714	677
<b>Independent Non-Executive Directors</b>								
Lisa Fretwell	204	175	—	10	—	—	204	185
Ed Giera	299	280	—	—	—	—	299	280
Chris Jones <sup>(2)</sup>	201	239	—	2	—	—	201	241
Michelle Hinchliffe <sup>(3)</sup>	124	—	—	—	—	—	124	—
Jose Maria Roldan <sup>(4)</sup>	97	—	—	—	—	—	97	—
<b>Banco Santander Group nominated Non-Executive Directors <sup>(5)</sup></b>								
Antonio Simoes <sup>(6)</sup>	—	—	—	—	—	—	—	—
Pamela Walkden	132	125	—	2	—	—	132	127
Pedro Castro e Almeida <sup>(7)</sup>	—	—	—	—	—	—	—	—

(1) William Vereker's taxable benefit relates to private health care.

(2) Chris Jones stood down on 30 September 2023.

(3) Michelle Hinchliffe was appointed on 1 June 2023. Fees received are in respect of services from that date.

(4) Jose Maria Roldan was appointed on 1 June 2023. Fees received are in respect of services from that date.

(5) With the exception of Pamela Walkden, none of the Banco Santander Group nominated Non-Executive Directors received any fees or expenses.

(6) Antonio Simoes stood down on 31 August 2023.

(7) Pedro Castro e Almeida was appointed on 1 September 2023.

(8) Only true business expenses have been incurred in the course of Non-Executive Directors' duties. In prior years, these expenses were processed via payroll and as such attracted tax and were declared.



## Directors' report

### Introduction

The Directors submit their report together with the financial statements for the year ended 31 December 2023. The information in the Directors' Report is unaudited, except where indicated.

### Corporate structure, Subsidiaries and Branches

The Company (incorporated on 23 September 2013) is a subsidiary of Banco Santander SA, a Spanish retail and commercial bank with a market share in ten core countries in Europe and the Americas.

Santander UK was formed from two former building societies, Abbey National and Alliance & Leicester, together with the branch network and savings business of Bradford & Bingley, and has operated under a single brand since 2010.

All of Santander UK Group Holdings plc's ordinary shares are unlisted and held directly and indirectly by Banco Santander SA. Santander UK plc's preference shares are listed on the London Stock Exchange and both the Company and Santander UK plc have other equity instruments in the form of AT1 securities listed on various securities exchange markets, including the London Stock Exchange and Euronext Dublin.

In addition, the Company and Santander UK plc are subject to US Securities Exchange Act reporting requirements as they have debt securities registered in the US.

The Santander UK group consists of a parent company, Santander UK Group Holdings plc, incorporated in England and Wales, and a number of directly and indirectly held subsidiaries and associates. The Company directly or indirectly holds 100% of the issued ordinary share capital of its principal subsidiaries. All companies operate principally in their country of incorporation or registration.

As a result of ring-fencing implementation in 2018, and requirements set out in the Financial Services (Banking Reform) Act 2013, Santander UK plc and its subsidiaries comprise of only entities whose business is permitted under the Act as a ring-fenced bank. Other entities including Santander Financial Services (SFS) plc, which is incorporated in England and Wales, are directly or indirectly owned by the Company and SFS has branch offices in the Isle of Man and in Jersey. For more information, see Note 19.

### Results and dividends

For details of the results for the year, see the Income Statement in the Consolidated Financial Statements. For more on dividends, see Note 10.

Details of Santander UK's activities and business performance in 2023, together with an indication of the outlook, are set out in the Strategic report and the Financial review.

### Events after the balance sheet date

There have been no material post balance sheet events, except as set out in Note 43.

### Directors

A list of the Directors that served in the year can be found in the Board and Board Committee Attendance table in the Chair's report on Corporate Governance. Details of their emoluments and interests in shares are outlined in the Remuneration implementation report. For more on changes to the composition of the Board, see the Chair's report on Corporate Governance and the Board Nomination & Governance Committee Chair's report.

Between 31 December 2023 and 29 February 2024, the following appointments were made to the Board:

- Nicky Morgan was appointed as an INED on 1 January 2024
- Mark Lewis was appointed as an INED on 1 January 2024
- Dirk Marzluf was appointed as an NED on 1 January 2024

### Appointment and retirement of Directors

All Directors are appointed and retire in accordance with the Company's Articles of Association, the UK Companies Act 2006 and the UK Group Framework. The Directors are required to retire each year at the Annual General Meeting and may offer themselves for re-election.

### Directors' indemnities

Directors' and Officers' liability insurance cover was in place throughout the year, in addition to a deed of indemnity to provide cover to the Directors for liabilities to the maximum extent permitted by law. These remain in force for the duration of the Directors' period of office from the date of appointment until such time as any limitation periods for bringing claims against the Directors have expired. The Directors, including former Directors who resigned in the year, benefit from these deeds of indemnity which constitute qualifying third party indemnity provisions for the purposes of the Companies Act 2006. Deeds for existing Directors are available for inspection at the Company's registered office.

The Company has also granted an indemnity which constitutes 'qualifying third party indemnity provisions' to the Directors of its subsidiary and affiliated companies, including former Directors who resigned in the year and since the year-end. Qualifying pension scheme indemnities were also granted to the Trustees of the Santander UK group's pension schemes.

### Employees

We continue to ensure that Santander UK's remuneration policies are consistent with its strategic objectives and are designed with its long-term success in mind.

### Communication

Santander UK aims to involve and inform employees on matters that affect them. The intranet is a focal point for communications and the 'AskHR' website connects employees to all the information they need about working for Santander UK. We also use face-to-face communication, such as team meetings and roadshows for updates.

Santander UK regularly considers employees' opinions and asks for their views on a range of issues through regular engagement and surveys. For more on colleague engagement and initiatives, see the Strategic report and the Board Responsible Banking Committee Chair's report.

### Consultation with Employees

Santander UK has a successful history of working in partnership with its recognised trade unions, Advance and the Communication Workers Union (CWU), who collectively negotiate on behalf of approximately 99.5% of our UK workforce. Both trade unions are affiliated to the Trades Union Congress. We consult Advance and the CWU on significant proposals including those relating to change across the business at both national and local levels.

### Employee share ownership

Santander UK continues to operate two all-employee, HMRC approved share schemes: a Save-As-You-Earn (Sharesave) Scheme and a Share Incentive Plan (SIP). Those employees who are designated as Material Risk Takers receive part of their annual bonus awards in Banco Santander SA shares/share linked instruments. Details of the plans and the related costs and obligations can be found in the Share-based payments and compensation sections in Notes 1 and 36.

### Diversity and Inclusion

Information on our diversity and inclusion policies can be found in the Chair's report on Corporate Governance and the Sustainability & Responsible Banking section of this Annual Report and the 2023 Diversity, Equity & Inclusion and Pay Gap Report, which does not form part of this Annual Report.

### Disability

Santander UK is committed to equality of employment, access and quality of service for disabled people and complies with the UK Equality Act 2010 throughout its business operations. Santander UK has processes in place to help train, develop, retain and promote employees with disabilities. We are a Disability Confident Employer achieving the 'Leader' level. We are committed to giving full and fair consideration to employment applications by disabled people, having regard to their particular aptitudes and abilities, and for continuing the employment of employees who have become disabled by arranging appropriate training and making reasonable adjustments in the workplace.

### Engagement with stakeholders and employees

Santander UK recognises the importance of fostering relationships with its principal stakeholders and that this is key to the long-term success of our business. We understand the importance of acting fairly and responsibly and actively engage with our stakeholders and employees. For more, see the Stakeholder voice section in the Strategic report and the Board Responsible Banking Committee Chair's report.

## Directors' report continued

### Streamlined Energy & Carbon Reporting (SECR)

For details on our energy use, carbon emissions and efficiency measures implemented in 2023, including Scope 1, 2 and 3 data, see the SECR section in the Sustainability review.

### Political contributions

In 2023 and 2022, no contributions were made for political purposes and no political expenditure was incurred by the Company.

### Share capital

Details about the structure of the Company's capital can be found in Note 32.

For details of employee share schemes and how rights are exercisable, see Note 36.

The powers of the Directors in relation to share capital are set out in the Company's Articles of Association. These are available for inspection on request.

### Financial instruments

The financial risk management objectives and policies of Santander UK and the policy for hedging, along with details of Santander UK's exposure to credit risk, market risk and liquidity risk are set out in the Risk review.

### Research and development

Santander UK has a comprehensive product approval process and policy. New products, campaigns and business initiatives are reviewed by Santander UK's Proposition Approval Forum, for more information please see the Strategic Report.

### Supervision and regulation

Some of Santander UK's subsidiaries and joint venture companies are authorised by the FCA and the PRA (dual regulated) or the PRA or the FCA (solo regulated).

While Santander UK operates primarily in the UK, it is also subject to the laws and regulations of other jurisdictions in which it operates or has listed debt securities such as the US.

### Internal controls

#### Risk management and internal controls

The Board and its Committees are responsible for reviewing and ensuring the effectiveness of management's system of risk management and internal controls.

We carried out a robust assessment of the principal and emerging risks facing Santander UK including those that would threaten its business model, future performance, solvency or liquidity. Details of our principal risks, our procedures to identify emerging risks, and how these are being managed or mitigated are set out in the Risk review. A summary of our Top and Emerging Risks is also set out in the Strategic report.

### Management's report on internal control over financial reporting

Internal control over financial reporting is a component of an overall system of internal control. Santander UK's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with UK-adopted international accounting standards (IAS) and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Santander UK's internal control over financial reporting includes:

- Policies and procedures that pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of assets.
- Controls providing reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with UK-adopted IAS and IFRS, and that receipts and expenditures are being made only in accordance with authorisations of management.
- Controls providing reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or because the degree of compliance with policies or procedures may deteriorate.

Management is responsible for establishing and maintaining adequate internal control over the financial reporting of Santander UK. Management assessed the effectiveness of Santander UK's internal control over financial reporting at 31 December 2023 based on the criteria established in the Internal Control – Integrated Framework issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO) in May 2013.

As a registrant under the US Securities Exchange Act of 1934, Santander UK's management is responsible for establishing and maintaining an adequate system of internal control over financial reporting in order to ensure the accuracy and reliability of Santander UK's Financial Statements and the Form 20-F submitted to the SEC.

In line with COSO and SEC requirements, controls recognised as Sarbanes-Oxley applicable are subject to annual testing and certification by management including an attestation by the CEO and the CFO that they are operating effectively and that the internal control over financial reporting can be relied on.

All Sarbanes-Oxley control weaknesses identified are captured, assessed and included in the year-end assessment of the reliability of the Internal Control environment. They are reported on an ongoing basis to the Board Audit Committee to ensure the control environment is continuously improved.

Based on this assessment, management concluded, at 31 December 2023, that Santander UK's internal control over financial reporting was effective.

#### Disclosure controls and procedures over financial reporting

Santander UK's management has evaluated, with the participation of its CEO and CFO, the effectiveness of its disclosure controls at 31 December 2023. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error, and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Based upon this evaluation, the CEO and the CFO concluded that, at 31 December 2023, Santander UK's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by Santander UK in the reports that it files and submits under the US Securities Exchange Act of 1934 is recorded, processed, summarised and reported within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to Santander UK's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding disclosure.

#### Changes in internal control over financial reporting

There were no changes to our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Directors' report continued

### Statements of Compliance

#### The UK Corporate Governance Code 2018 (the Code)

Santander UK complies with the Code wherever applicable in order to achieve the best standards of corporate governance. The Code applied to the financial year ended 31 December 2023 and the Board confirms that it applied the principles and complied with those provisions of the Code throughout the year, except as follows:

- Provision 5: The Company has not appointed a NED to represent the views of the workforce, as this entity does not have a workforce. The views of the workforce are instead addressed at Santander UK plc where there is a NED appointed to represent the views of the workforce on their board. The Board does however, receive regular updates on the culture of the business and the views of employees from engagement surveys feedback. These provide the Board with an understanding of the wider workforce, within the group, and provide meaningful dialogue at Board meetings on workforce matters. For further details, see 'Culture and hearing the views of the workforce at the Board' in the Chair's Report in the Corporate Governance Section.
- Provision 11: From 1 January to 31 May 2023, the Company did not comply with the requirement for at least half the Board, excluding the Chair, to be NEDs whom the Board considers to be independent. During that time we assessed the implications and believed that the approach followed was appropriate for the size and ownership structure. However, on 1 June 2023 two independent directors were appointed to the Board resulting in compliance with this provision from that date.
- Provision 17: From 1 January to 31 December 2023, the Company did not comply with the requirement that for the Board Nomination & Governance Committee (BNC) membership to comprise a majority of INEDs, following the appointment of Pamela Walkden, as a GNED, to the Committee in October 2021. The Board considered that Pamela's credentials and experience were of value to the BNC and during the period of non-compliance, we assessed the implications and believed that the approach followed was appropriate for the size and ownership of our structure. However, on 1 January 2024 two independent directors were appointed to the BNC resulting in compliance with this provision from that date.
- Provision 25: The Board Risk Committee (BRC), since the appointment of Pamela Walkden as a GNED in October 2021, the BRC has not been composed of only INEDs. We assessed the implications and believe that the approach we follow is appropriate for our size and ownership structure, recognising the experience and expertise that the GNED brings to BRC.

- Provision 36: The Board Remuneration Committee has not developed a policy for post-employment shareholding requirements. However, the structure of variable pay for EDs and other senior executives ensures that they acquire a meaningful shareholding in Banco Santander SA which extends for a significant period post employment. For details, see the Remuneration policy report.
- Provisions 40 and 41: Due to commercial sensitivity, we opted not to provide all of the disclosures required by Provision 41. The details not provided relate to (1) the extent to which discretion has been applied to remuneration outcomes and the reasons why and (2) a description, with examples, of how the Board Remuneration Committee has addressed the factors in Provision 40 (specifically predictability as we do not provide the range of possible values of rewards to individual directors). Specific engagement does not take place with the workforce to explain how executive remuneration aligns with wider company pay policy. However, an explanation is available for employees in the Directors' Remuneration report. Details of the structure of our remuneration arrangements and key considerations of the Board Remuneration Committee in the year are included in the Board Remuneration Committee Chair's Report and, Remuneration policy and Remuneration implementation reports.

#### UK Finance Disclosure Code for Financial Reporting

Santander UK's financial statements for the year ended 31 December 2023 have been prepared in compliance with the principles of the UK Finance Disclosure Code for Financial Reporting.

#### Going concern

The going concern of Santander UK is reliant on preserving a sufficient level of capital and adequately funding the balance sheet. In making their going concern assessment in connection with preparing the financial statements, the Directors considered a wide range of information including Santander UK's business and strategic plans, top and emerging risks, including those associated with climate change, capital position and liquidity and funding profile, stress scenarios, and contingent liabilities, and the reasonably possible changes in trading performance arising from potential economic, market and product developments. The Directors' assessment included consideration of the potential impacts arising from higher living costs.

Having assessed this information and the principal risks and uncertainties, the Directors are satisfied that the Santander UK group has adequate resources to continue operations for a period of at least 12 months from the date of this report and therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

## Directors' report continued

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### Code of Conduct

Santander UK is committed to ensuring we hold ourselves to high ethical standards. This means adhering to laws, regulations, policies including our Code of Conduct (which was refreshed in October 2023) and also carrying out business in a responsible way. High standards of professional and personal conduct help Santander identify, manage and respond to risks, create a positive, collaborative working environment and ensure positive customer interactions and outcomes.

The Santander Way determines how we deliver on our purpose, to help people and businesses prosper. How we deliver that purpose is as important as the end result. Our conduct and our culture matters. Our aim is to be the best open financial services platform by acting responsibly and earning the lasting loyalty of our colleagues, customers and communities.

How we do business is intrinsically linked to our behaviours and values and supports our aim. Santander UK's Code of Conduct sets the standards expected of all colleagues and forms part of the terms and conditions of employment.

It makes clear our corporate values, our expectations regarding corporate behaviours and general principles and standards we expect with regard to customers, colleagues, conflicts of interest, data, media and our approach to sustainability.

There are numerous policies and processes, as well as support and guidance, that help colleagues meet these expectations and do the right thing to ensure Santander UK remains a Simple, Personal and Fair bank for its colleagues, customers, shareholders and the communities it serves.

The Code of Conduct applies to all colleagues including permanent and temporary colleagues as well as EDs and NEDs. The SEC requires companies to disclose whether they have a code of ethics that applies to the CEO and senior financial officers which promotes honest and ethical conduct, full, fair, accurate, timely and understandable disclosures, compliance with applicable governmental laws, rules and regulations, prompt internal reporting of violations, and accountability for adherence to a code of ethics.

Santander UK meets these requirements through its Code of Conduct and supporting policies, including but not limited to the Anti-Bribery and Corruption Policy, the Whistleblowing Policy, the FCA's Principles for Businesses, and the FCA's Statements of Principle and Code of Practice for Approved Persons, with which the CEO and senior financial officers comply. The Company has not granted any waivers to its principle executives, financial or accounting officers.

Copies of these documents are available on application to Santander UK Group Holdings plc, 2 Triton Square, Regent's Place, London NW1 3AN. The Code of Conduct can be found on our website.



## Directors' report continued

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### Disclosure of information to Auditors

Each of the Directors at the date of approval of this report confirms that:

- So far as the Director is aware, there is no relevant audit information of which Santander UK's auditor is unaware
- The Director has taken all steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that Santander UK's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the UK Companies Act 2006.

### Auditor

PricewaterhouseCoopers LLP will continue in the office of auditor. A resolution to reappoint them will be proposed at the Company's forthcoming Annual General Meeting.

By Order of the Board

### John Mills

Company Secretary

29 February 2024

2 Triton Square, Regent's Place,  
London NW1 3AN

# Welcome to the Risk review

## Risk review

The Risk review consists of unaudited financial information unless otherwise stated. The audited financial information is an integral part of our Consolidated Financial Statements.

We aim to continually enhance our disclosures and their usefulness to readers in the light of developing market practice and areas of focus. As a result, our disclosures go beyond the minimum required by accounting standards and other regulatory requirements.

We support the recommendations and guidance made by the Taskforce on Disclosures about ECL (DECL Taskforce) and have adopted its recommendations where it is practical to do so. The DECL Taskforce was formed in 2017 by the FCA, FRC and PRA with a remit to help encourage high-quality ECL-related disclosures following adoption of IFRS 9.

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# Risk governance

## INTRODUCTION

Santander UK Group Holdings plc is the immediate parent company of Santander UK plc. The two companies operate on the basis of a unified business strategy with some overlap in membership, albeit the principal business activities of the Santander UK group are carried out by Santander UK plc and its subsidiaries (the Santander UK plc group). The Company's Risk Frameworks have been adopted by its subsidiaries to ensure consistent application.

As a financial services provider, managing risk is a core part of our day-to-day activities. To be able to manage our business effectively, it is critical that we understand and control risk in everything we do. We aim to use a prudent approach and advanced risk management techniques to help us deliver robust financial performance, withstand stresses, and build sustainable value for our stakeholders. We aim to keep a predictable medium-low risk profile, consistent with our business model. This is key to achieving our strategic objectives.

## RISK FRAMEWORK

### How we define risk

Risk is any uncertainty about us being able to achieve our business objectives. It covers both financial and non financial risks (NFRs). NFR is a broad term usually defined by exclusion, i.e. any risks other than the traditional financial risks of Credit, Liquidity, Capital, Market and Pension, Strategic and business, and Reputational. Risk can be split into a set of key risk types, each of which could affect our results and our financial resources. Enterprise risk is the aggregate view of all the key risk types.

### Key risk types

Risk types	Description
<b>Credit</b>	The risk of financial loss due to the default or credit quality deterioration of a customer or counterparty to which we have provided credit, or for whom we have assumed a financial obligation.
<b>Liquidity</b>	The risk that we do not have sufficient liquid financial resources available to meet our obligations as they fall due, or we can only secure such resources at excessive cost.
<b>Capital</b>	The risk that we do not have an adequate amount or quality of capital to meet our internal business objectives, regulatory requirements and market expectations.
<b>Market</b>	Non-traded market risk – the risk of loss of income, economic or market value due to changes to interest rates in the non-trading book or to changes in other market risk factors (e.g. credit spread and inflation risk), where such changes would affect our net worth through a change to revenues, assets, liabilities and off-balance sheet exposures in the non-trading book. Traded market risk – the risk of changes in market factors that affect the value of positions in the trading book.
<b>Pension</b>	The risk caused by our statutory, contractual or other liabilities with respect to a pension scheme (whether set up for our employees or those of a related company or otherwise). It also refers to the risk that we will need to make payments or other contributions with respect to a pension scheme due to an agreed Recovery Plan or for some other reason.
<b>Strategic and business</b>	The risk of loss or underperformance against planned objectives; damage from strategic decisions or their poor implementation that impact the long-term interests of our key stakeholders or from an inability to adapt to external developments.
<b>Reputational</b>	The risk of damage to the way our reputation and brand are perceived by the public, clients, government, colleagues, investors or any other interested party.
Non Financial Risks:	
<b>Operational risk &amp; resilience</b>	The risk of loss or adverse impact due to inadequate or failed internal processes, people and systems, or external events. We give a particular focus to Cybersecurity, Fraud, IT, People and Third Party risks, which we mitigate through our management of operational risk.
<b>Financial crime</b>	The risk that we are used to further financial crime, including money laundering, sanctions evasion, terrorist financing, facilitation of tax evasion, bribery and corruption. Failure to meet our legal and regulatory obligations could result in criminal or civil penalties against Santander UK or individuals, as well as affecting our customers and the communities we serve.
<b>Model</b>	The risk that the predictions of our models may be inaccurate, causing us to make sub-optimal decisions, or that a model may be used inappropriately.
<b>Conduct and regulatory</b>	Conduct risk – the risk that our decisions and behaviours lead to detriment or poor outcomes for our customers and clients and/or fail to uphold and maintain high standards of market integrity. Regulatory risk – the risk of non-compliance with applicable regulatory requirements, including supervisory expectations, which may result in regulatory sanctions.

## Top and emerging risks

Several of our risk types also have Top risks associated with them. We regularly review the Top risks that could impact our business, customers and shareholders, and they are monitored at each meeting of the Executive Risk Control Committee (ERCC) and Board Risk Committee (BRC). The Top risks we actively monitored in 2023 are set out in the relevant section of this Risk review and summarised in the 'Top risks' section of the Risk management overview in the Strategic report. Our Top risks included risks arising from Inflationary and supply chain pressures, Climate change, Financial crime, Fraud, IT, Cybersecurity, Third Parties, People risk, Data Management, Conduct and regulatory, Model risk and execution of change being key priorities for Santander UK and our regulators.

We also regularly review emerging risks that could impact our business, customers and shareholders, including regular review and discussion at the ERCC and BRC. The identification of emerging risks is co-ordinated by the Risk Division. A key part of the process is continual scanning of the external environment, focusing on emerging risk drivers such as broader geo-political, environmental and social risks, technological change including artificial intelligence, customer behaviour, market competition, regulatory and government interventions, central bank digital currencies and other digital assets and disruption of UK macroeconomic factors. Emerging risks actively monitored in 2023 are set out in the relevant section of this Risk review and summarised in the 'Emerging risks' section of the Risk management overview in the Strategic report.

In 2023, we added Environmental and Social risks as an emerging risk area that could impact on us and our customers. We actively monitor Disruption of UK macroeconomic factors as a crystallised risk through regular updates to ERCC and BRC. For more, see the Risk management overview in the Strategic report.

## Key elements

Our Risk Framework sets out how we manage and control risk.

## How we approach risk – our culture and principles

The complexity and importance of the financial services industry demands a strong risk culture. We have systems, controls and safeguards in place to manage, control and oversee the risks we face, but it is also crucial that everyone takes personal responsibility for managing risk. Our risk culture plays a key role in our aim to be the best bank for our customers, shareholders, people and communities by acting responsibly. It is vital that all our people understand this. To achieve this, our people have a strong, shared understanding of what risk is, and what their role is in helping to control it. We express this in our Risk Culture Statement:

### Risk Culture Statement

Santander UK places good customer outcomes at the heart of our decision-making and our people take personal responsibility for doing the right thing. We are thoughtful about taking risk, meaning we only take risks that we understand, we balance risk and reward when making decisions and are proportionate in our approach.

The Board reviews and approves our Risk Culture Statement every year. Senior executives are responsible for promoting our risk culture from the top. They drive cultural change and increased accountability across the business. We reinforce our Risk Culture Statement and embed our risk culture in all our business units through our Risk Framework, Risk Certifications and other initiatives. This includes highlighting that:

- It is everyone's personal responsibility to play their part in managing risk
- We must Identify, Assess, Manage and Report risk quickly and accurately
- We make risk part of how we assess our people's performance and how we recruit, develop and reward them
- Our internal control system is essential to ensure we manage and control risk in line with our principles, standards, Risk Appetite and policies.

We use Risk Certifications to confirm how we manage and control risks in line with our Risk Framework and within our Risk Appetite. As an example, every year, each member of our Executive Committee confirms that they have managed risks effectively in line with the Risk Framework in the part of the business for which they are responsible. Their certification lists any exceptions and the agreed actions to be taken to correct them. This is a tangible sign of the personal responsibility that is such a key part of our risk culture.

## Our risk culture programme

Through communications, training and awareness, we are evolving our approach to focus on the risk culture behaviour we expect of our people. Our I AM Risk approach aims to make sure our people:

- **Identify** risks and opportunities
- **Assess** their probability and impact
- **Manage** the risks and suggest alternatives
- **Report**, challenge, review, learn and 'speak up'.



I AM Risk is the process by which we make risk management part of everyone's life as a Santander UK employee from how we recruit them and manage their performance to how we develop and reward them. It is also how we encourage people to take personal responsibility for risk, to speak up and to come up with ideas. We use I AM Risk in our Risk Certifications, policies, frameworks and governance, and risk-related communications. We also include it in reward arrangements and in mandatory training, to support general awareness, our learning websites include videos and factsheets.

As part of I AM Risk, we include mandatory risk objectives for all our people in our performance management processes. The Executive Committee leads our culture initiatives under the CEO's sponsorship and we use monthly staff surveys to give insight into our culture.



## Our risk governance structure

We are committed to the highest standards of corporate governance in every part of our business, including risk management. For details of our governance, including the Board and its Committees, see the 'Governance' section of this Annual Report. The Board delegates certain responsibilities to Board Level Committees as needed and where appropriate. Our risk governance structure strengthens our ability to identify, assess, manage and report risks, as follows:

- **Committees:** A number of Board and Executive committees are responsible for specific parts of our Risk Framework
- **Key senior management roles:** A number of senior roles have specific responsibilities for risk management
- **Risk organisational structure:** We have the 'three lines of defence' model built into the way we run our business.

### Committees

The Board and Board Level Committee responsibilities for risk are:

Board Level Committee	Main risk responsibilities
<b>The Board (including the Santander UK plc Board)</b>	<ul style="list-style-type: none"> <li>– Has overall responsibility for business execution and for managing risk</li> <li>– Reviews and approves the Risk Framework and Risk Appetite</li> </ul>
<b>Board Risk Committee (BRC)</b>	<ul style="list-style-type: none"> <li>– Assesses the Risk Framework and recommends it to the Board for approval</li> <li>– Advises the Board on our overall Risk Appetite, tolerance and strategy</li> <li>– Oversees our exposure to risk and our strategy and advises the Board on both</li> <li>– Reviews the effectiveness of our risk management systems and internal controls</li> <li>– Reviews reports from the Chief Compliance Officer (CCO) on the adequacy and effectiveness of the compliance function</li> <li>– Responsible for oversight of cybersecurity risks and receives regular updates on cybersecurity risk position including cybersecurity incidents</li> <li>– Receives regular updates on financial crime compliance and risks including money laundering, bribery and corruption and sanctions compliance and monitors KPIs in line with approved Board risk appetite</li> </ul>
<b>Board Responsible Banking Committee</b>	<ul style="list-style-type: none"> <li>– Responsible for culture and operational risk from conduct, compliance, competition &amp; legal matters</li> <li>– Ensures that adequate and effective control processes are in place to identify and manage reputational risks</li> <li>– Oversees our Sustainability and Responsible Banking programme and how it impacts on employees, communities, the environment including sustainability and climate change, reputation, brand and market positioning</li> <li>– Reviews updates on key risk issues, customer, reputational and conduct matters</li> </ul>
<b>Board Audit Committee</b>	<ul style="list-style-type: none"> <li>– Monitors and reviews the financial statements integrity, and any formal announcements on financial performance</li> <li>– Reviews the adequacy and effectiveness of the internal financial controls and whistleblowing arrangements</li> <li>– Monitors and reviews the effectiveness of the internal audit function</li> <li>– Receives regular updates from the internal audit function which performs reviews of cybersecurity risk and controls</li> <li>– Oversees the independence and performance of the external auditors</li> </ul>
<b>Board Remuneration</b>	<ul style="list-style-type: none"> <li>– Oversees implementation of remuneration policies, ensuring they promote sound and effective risk management</li> </ul>

The Executive Level Committee responsibilities for risk are:

Executive Level Committee	Main risk responsibilities
<b>Executive Committee (ExCo)</b>	<ul style="list-style-type: none"> <li>– Reviews business plans in line with our Risk Framework and Risk Appetite before they are sent to the Board to approve</li> <li>– Receives updates on key risk issues managed by CEO-level committees and monitors the actions taken</li> </ul>
<b>Senior Management Committee</b>	<ul style="list-style-type: none"> <li>– Focuses on the responsibilities of the Executive Committee Senior Management Function holders and how they are discharged</li> <li>– Reviews updates on key risk issues, customer, reputational and conduct matters</li> </ul>
<b>Executive Risk Control Committee (ERCC)</b>	<ul style="list-style-type: none"> <li>– Reviews Risk Appetite proposals before they are sent to the BRC and the Board to approve</li> <li>– Ensures that we comply with our Risk Framework, Risk Appetite and risk policies</li> <li>– Reviews and monitors our risk exposures and approves any corrective steps we need to take</li> </ul>
<b>Asset and Liability Committee (ALCO)</b>	<ul style="list-style-type: none"> <li>– Reviews liquidity risk appetite (LRA) proposals</li> <li>– Ensures we measure and control structural balance sheet risks, including capital, funding and liquidity, in line with the policies, strategies and plans set by the Board</li> <li>– Reviews and monitors key asset and liability management activities to ensure we keep our exposures within our Risk Appetite</li> </ul>
<b>Pensions Committee</b>	<ul style="list-style-type: none"> <li>– Reviews pension risk appetite proposals</li> <li>– Approves actuarial valuations and reviews the impact they may have on our contributions, capital and funding</li> <li>– Consults with the pension scheme trustees on the scheme's investment strategy</li> </ul>
<b>Capital Committee</b>	<ul style="list-style-type: none"> <li>– Puts in place reporting systems and risk control processes to make sure capital risks are managed within our Risk Framework</li> <li>– Reviews capital adequacy and capital plans, including the ICAAP, before they are sent to the Board to approve</li> </ul>
<b>Incident Accountability Committee</b>	<ul style="list-style-type: none"> <li>– Considers, calibrates, challenges and agrees any appropriate individual remuneration adjustments</li> <li>– Presents recommendations to the Board Remuneration Committee</li> </ul>
<b>Credit Approval Committee</b>	<ul style="list-style-type: none"> <li>– Approves corporate and wholesale credit transactions which exceed levels delegated to lower level forums or individuals</li> </ul>
<b>Economic Crime Committee</b>	<ul style="list-style-type: none"> <li>– Ensures due reporting, consideration, oversight and informed decision making regarding compliance with financial crime laws and regulations, fraud, and best industry practice aligned to our Risk Appetite</li> </ul>

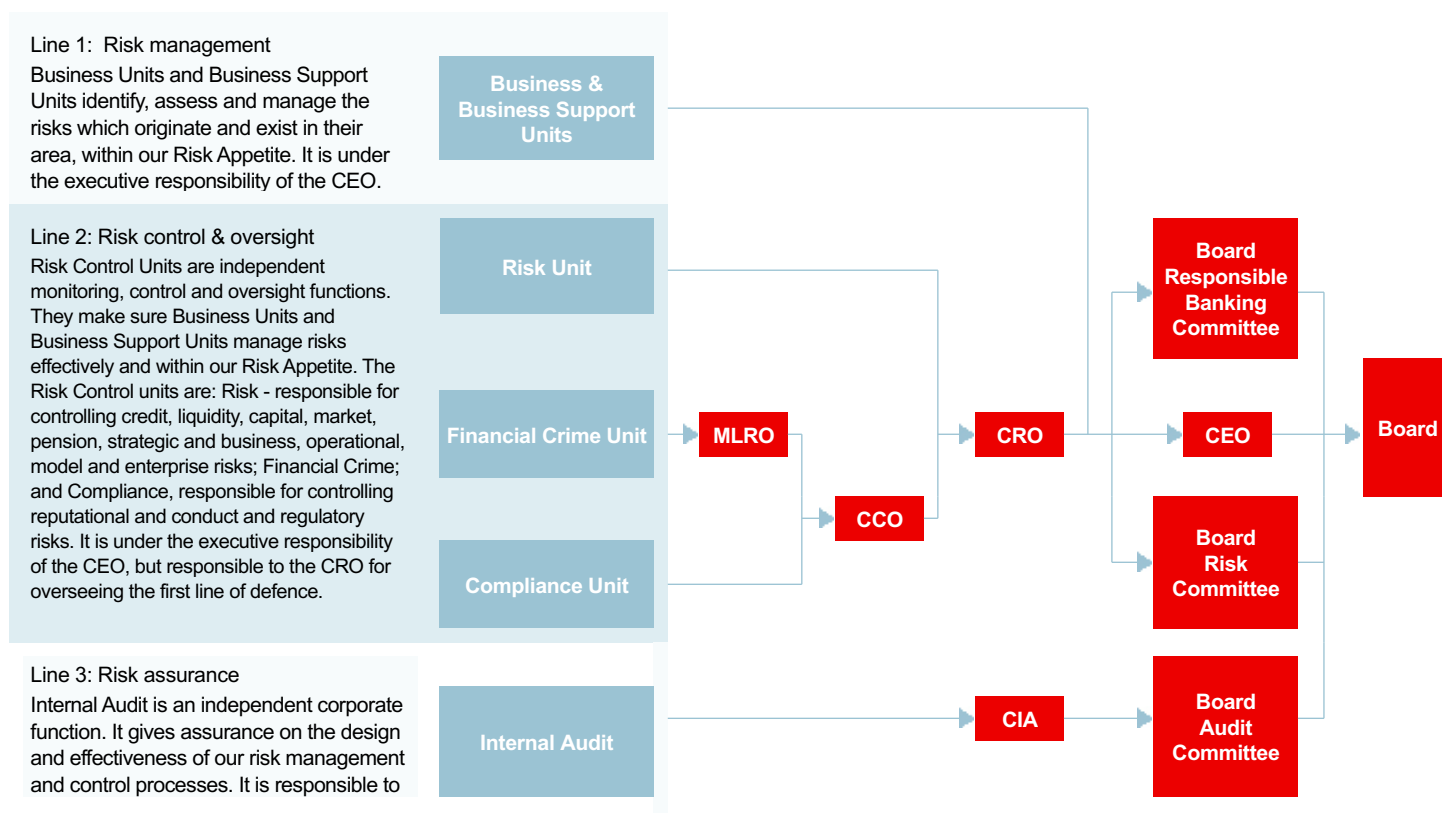
**Key senior management roles**

Senior roles with specific responsibilities for risk management are:

Role	Main risk responsibilities
<b>Chief Executive Officer (CEO)</b>	The Board delegates responsibility for our business activities and managing risk on a day-to-day basis to the CEO. The CEO proposes our strategy and business plan, puts them into practice and manages the risks involved. The CEO must also ensure we have a suitable system of controls to manage risks and report to the Board on them.
<b>Chief Risk Officer (CRO)</b>	Oversees and challenges risk activities, and ensures that the business activity is conducted within our risk appetite. Responsible for control and oversight of all risk types with regulatory responsibility to report on these risk types to Executive and Board Committees.
<b>Chief Financial Officer (CFO)</b>	Responsible for developing strategy, leadership and management of the CFO Division. The CFO is responsible for managing interest rate, liquidity, pension and capital risks. The CFO also aims to maximise the return on Regulatory and Economic Capital.
<b>Chief Internal Auditor (CIA)</b>	Designs and uses an audit system that identifies key risks and evaluates controls. The CIA also develops an audit plan to assess existing risks that involve producing audit, assurance and monitoring reports.
<b>Chief Compliance Officer (CCO)</b>	Responsible to the CRO for control and oversight of conduct & regulatory, reputational and economic crime risk, but has direct responsibility to report on conduct & regulatory and reputational risk to Executive and Board Committees and the regulator.
<b>Money Laundering Reporting Officer (MLRO)</b>	Responsible to the CCO for control and oversight of economic crime risk but has regulatory responsibility to report on this risk type to Executive and Board Committees and the regulator.

**Risk organisational structure**

We use the 'three lines of defence' model to manage risk. This model is widely used in the banking industry and has a clear set of principles to put in place a cohesive operating model across an organisation. It does this by separating risk management, risk control and risk assurance. The reporting lines to the Board (including the Santander UK plc Board) with respect to risk are as follows:



**Internal control system**

Our Risk Framework is an overarching view of our internal control system that helps us manage risk across the business. It sets out at a high level the principles, standards, roles and responsibilities, and governance for internal control. Our Risk Framework covers the categories below:

Category	Description
<b>Risk Frameworks</b>	Set out how we should manage and control risk across the business, our risk types and our risk activities.
<b>Risk Management Responsibilities</b>	Set out the Line 1 risk management responsibilities for Business Units and Business Support Units.
<b>Strategic Commercial Plans</b>	Plans produced by business areas, at least annually, which describe the forecasted objectives, volumes and risk profile of new and existing business, within the limits defined in our Risk Appetite.
<b>Risk Appetite</b>	See our Risk Appetite section that follows.
<b>Delegated Authorities/Mandates</b>	Define who can do what under the authority delegated to the CEO by the Board.
<b>Risk Certifications</b>	Business Units, Business Support Units or Risk Control Units set out each year how they managed/controlled risks in line with our risk frameworks and Risk Appetite, and explain any action to be taken. This helps drive personal accountability.

## RISK APPETITE

### How we control the risks we are prepared to take

When our Board sets our strategic objectives, it is important that we are clear about the risks we are prepared to take to achieve them. We express this through our Risk Appetite Statement, which defines the amount and kind of risk we are willing to take. Our Risk Appetite and strategy are closely linked, and our strategy must be achievable within the limits set out in our Risk Appetite. Our Risk Appetite Statement establishes principles that we use to set our Risk Appetite and defines our overall approach to risk management.

### How we describe the limits in our Risk Appetite

Our Risk Appetite sets out detailed limits across all types of risk, using metrics and qualitative statements.

#### Metrics

We use metrics to set limits across most risk types including a set of metrics focused on losses, capital, liquidity and concentration. We set:

- Limits for losses for our most important risks, including credit, market, operational and conduct risk
- Capital limits, reflecting both the capital that regulators expect us to hold (regulatory capital) and our own internal measure economic capital (EC)
- Liquidity limits according to a range of plausible stress scenarios for our business
- Concentration limits, to determine the maximum concentration level that we are willing to accept.

These limits apply in normal business conditions, but also when we might be experiencing a far more difficult economic environment. We refer to conditions like this as being under stress. For more on EC and stress scenarios, see the Stress Testing section that follows.

#### Qualitative statements

For some types of risk, we also use qualitative statements that describe in words the appetite we want to set. We also use them to prohibit or restrict exposure to certain sectors, types of customer and activities.

### How we set our Risk Appetite, and stay within it

We control our Risk Appetite through our Risk Appetite Framework. Our Board approves and oversees our Risk Appetite Statement every year. This ensures it is consistent with our strategy and reflects changes in the markets and economic environment in which we operate. Our ERCC is responsible for ensuring that our risk profile (the level of risk we are prepared to accept) is consistent with our Risk Appetite Statement. To do this, they monitor our performance against our Risk Appetite, business plans and budgets.

We also use stress testing to review how our business plan performs against our Risk Appetite Statement. This shows us if we would stay within our Risk Appetite under stress conditions. It also helps us to identify any adverse trends or inconsistencies.

We embed our Risk Appetite by setting more detailed risk limits for each business unit and key portfolios. These are set in a way so that if we stay within each detailed limit, we will stay within our overall Risk Appetite. When we use qualitative statements to describe our appetite for a risk, we link them to lower-level key risk indicators, so that we can monitor and report our performance against them.

## STRESS TESTING

Stress testing helps us understand how different events and economic conditions could affect our business plan, earnings and risk profile. This helps us plan and manage our business.

### Scenarios for stress testing

To see how we might cope with difficult conditions, we regularly develop challenging scenarios that we might face. We consult a broad range of internal stakeholders, including Board members, when we design and choose our most important scenarios. The scenarios cover a wide range of outcomes, risk factors, time horizons and market conditions. They are designed to test:

- The impact of shocks affecting the economy as a whole or the markets we operate in
- Key potential vulnerabilities of our business model, and the processes and systems which support it
- Potential impacts on specific risk types.

We describe each scenario using a narrative setting out how events might unfold, as well as a market and/or economic context. For example, the key economic factors we reflect in our ICAAP scenarios include house prices, interest rates, unemployment levels, inflation, and the size of the UK economy. We also explore sensitivities around several macro variables where there may be concerns or levels of uncertainty.

In 2023, we completed the Bank of England's (BoE) Annual Cyclical Scenario. The purpose of this exercise was to explore a 'tail risk' scenario designed to be severe and broad enough to assess the resilience of UK banks to a range of adverse shocks. In the scenario, weaker household real income growth, lower confidence and tighter financial conditions resulted in severe domestic and global recessions.

Following our 2022 Climate Internal Scenario Analysis (CISA) assessment of potential short-term transition risks on our business portfolios, we performed a review of our exposures to physical risk, as detailed in the Task Force on Climate-related Financial Disclosures (TCFD) section. We continue to enhance our scenario analysis capability with a view to performing long-horizon assessments in 2024.

### How we use stress testing

We use stress testing to estimate the effect of these scenarios on our business and financial performance, including:

- Our business plan, and its assessment against our Risk Appetite
- Our capital strength, through our ICAAP
- Our liquidity position, through our ILAAP
- Our long term impacts of climate change, through regulatory exercises and CISA
- Impacts on other risk types.

We use a wide range of models, approaches and assumptions supported by robust governance. These help us interpret the links between factors in markets and the economy, and our financial performance. For example, one model looks at how changes to key macroeconomic variables like unemployment rates might affect the number of customers who might fall into arrears on their mortgage or other loans.

Our stress testing models are subject to a formal review, independent validation and approval process. We highlight the key weaknesses and related model assumptions in the approval process for each stress test. In some cases, we overlay expert judgement onto the results of our models. Where this is material to the outcome of the stress test, the approving governance committee reviews it. We take a multi-layered approach to stress testing to capture risks at various levels. This ranges from sensitivity analysis of a single factor to a portfolio, to wider exercises that cover all risks across our entire business. We use stress test outputs to design business plans that aim to mitigate potential impacts of possible stress scenarios.

We also conduct reverse stress tests. These are tests in which we identify and assess scenarios that are most likely to cause our business model to fail.

### Board oversight of stress testing

The ERCC approves the design of the scenarios in our ICAAP, ILAAP and CISA. The BRC approves the stress testing framework. The Board reviews stress test outputs as part of the approval processes for the ICAAP, ILAAP, Bank Recovery and Resolution Directive (BRRD), our Risk Appetite and regulatory stress tests, including CBES.

### Regulatory stress tests

We take part in a number of external stress testing exercises. These can include stress tests of the UK banking system conducted by the PRA and the BoE. We also contribute to stress tests of Banco Santander conducted by the European Banking Authority (EBA).

For more on capital and liquidity stress testing, see the 'Capital risk' and 'Liquidity risk' sections.

## HOW RISK IS DISTRIBUTED ACROSS OUR BUSINESS

### Economic capital

As well as assessing how much regulatory capital we need to hold, we use an internal EC model to measure our risk. We use EC to get a consistent measure across different risk types. EC also takes account of how concentrated our portfolios are, and how much diversification there is between our various businesses and risk types. As a consequence, we can use EC for a range of risk management activities. For example, we can use it to help us compare requirements in our ICAAP or to get a risk-adjusted comparison of income from different activities.

### Regulatory capital – risk-weighted assets

We hold regulatory capital against our credit, market and operational risks. In 2023, over half of our total risk-weighted assets accounted for credit risk in Retail and Business Banking. This reflects our business strategy and balance sheet.

For more on this, see 'Risk-weighted assets' in the 'Capital risk' section.



# Credit risk

## Overview

Credit risk is the risk of financial loss due to the default or credit quality deterioration of a customer or counterparty to which we provided credit, or for whom we have assumed a financial obligation.

We set out how our exposures arise and our approach to credit risk across the credit risk lifecycle. We discuss our ECL approach and the key inputs to our ECL model. We then analyse our key metrics, credit performance and forbearance.

## Key metrics

Stage 3 ratio of 1.49% (2022: 1.24%).

Loss allowances of £994m (2022: £1,007m).

Balance weighted average LTV of 66% (2022: 69%) on new mortgage lending.

## CREDIT RISK MANAGEMENT

### Exposures (audited)

Exposures to credit risk arise in our business segments from:

Retail and Business Banking	Consumer Finance	Corporate & Commercial Banking	Corporate Centre
<p>In Mortgages:</p> <ul style="list-style-type: none"> <li>Residential mortgages for customers with good credit quality (prime lending).</li> <li>We provide these mostly for owner-occupiers, with buy-to-let mortgages for non-professional landlords.</li> </ul> <p>In Everyday Banking:</p> <ul style="list-style-type: none"> <li>Unsecured lending to individuals, such as loans, credit cards and overdrafts.</li> <li>Banking services to businesses with turnover up to £6.5m per annum and simpler borrowing needs. We offer loans, credit cards and overdrafts.</li> </ul>	<ul style="list-style-type: none"> <li>Financing for cars, vans, motorbikes and leisure vehicles through Santander Consumer (UK) plc (SCUK).</li> <li>Through our joint ventures, Hyundai Capital UK Ltd and Volvo Car Financial Services UK Limited, we provide retail point of sale customer finance and wholesale finance facilities (stock finance).</li> </ul>	<ul style="list-style-type: none"> <li>Loans, bank accounts, treasury services, invoice discounting, cash transmission, trade finance and asset finance.</li> <li>We provide these to SMEs and mid-sized corporates with turnover up to £500m per annum, Commercial Real Estate and Social Housing associations.</li> </ul>	<ul style="list-style-type: none"> <li>Asset and liability management of our balance sheet.</li> <li>Exposures include financial institutions (derivatives and other treasury products), structured products, and sovereign and supranational assets chosen for diversification and liquidity.</li> <li>Crown Dependencies - mainly residential mortgages to individuals in Jersey and the Isle of Man.</li> </ul>

## Our approach to credit risk

We manage our portfolios across the credit risk lifecycle, from drawing up our risk strategy and planning, through assessment and origination, monitoring, arrears management and debt recovery. We make sure the actual risk profile of our exposures stays in line with our business plans and within our Risk Appetite. We tailor the way we manage risk to the type of product and regularly review our approach and refine it when we need to.

### 1. Risk strategy and planning (audited)

All relevant areas of the business work together to create our business plans. We aim to balance our strategy, goals, and financial and technical resources with our Risk Appetite. To do this, we focus on economic and market conditions and forecasts, regulations, conduct matters, profitability, returns and market share.

### 2. Assessment and origination (audited)

Managing credit risk begins with lending responsibly. That means only lending to customers who are committed to paying us back and can afford to, even if their circumstances change. We perform a thorough risk assessment to make sure a customer can meet their obligations before we approve a loan. We take proportionate steps to assess whether a customer will be able to repay the money borrowed. We do this by a series of initial affordability and credit risk assessments. We access each customer's credit profile and signs of how reliable they are at repaying credit. When a customer applies, we assess the data they provide, plus data from credit reference agencies (for Retail and Business Banking and Consumer Finance) and performance on their other Santander UK accounts (if they have any) against our Credit Policy.

#### Retail and Business Banking

In Mortgages, for secured loans, we assess affordability by reviewing the customer's income and spending, their other credit commitments, and what would happen if interest rates went up. Many of our decisions are automated as we use data available to us. We tailor our process and application assessment based on the product. More complex transactions often need greater manual assessment using our credit underwriters' skill and experience.

In Everyday Banking and Business Banking, many of our decisions are automated. We assess affordability by reviewing the customer's income and spending, including other credit commitments and adjusting for future inflation and expected interest rates.

### Credit risk mitigation

The types of credit risk mitigation, including collateral, across each of our portfolios are:

Portfolio	Description
<b>Residential mortgages</b>	Collateral is in the form of a first legal charge over the property. Before we grant a mortgage, the property is valued either by a surveyor or using automated valuation methodologies where our confidence in the accuracy of this method is high.
<b>Unsecured lending</b>	There is no collateral or security tied to the loan that can be used to mitigate any potential loss if the customer does not pay us back.
<b>Business banking services</b>	Business banking lending is unsecured. When lending to incorporated businesses, we typically obtain personal guarantees from each director, but we do not treat these as collateral. We consider the UK Government guarantee supporting losses on amounts lent under its Coronavirus Loan Schemes as collateral with 100% for Bounce Back Loan Scheme (BBLs) and 80% for Coronavirus Business Interruption Loan Scheme (CBILS).

### Consumer Finance

In Consumer Finance, similar to Retail and Business Banking, many decisions are automated and we tailor the process to the product. Residual value risk is one of our top risks.

### Credit risk mitigation

The type of credit risk mitigation, including collateral, is:

Portfolio	Description
<b>Consumer (auto) finance</b>	Collateral is in the form of legal ownership of the vehicle for most loans, with the customer being the registered keeper. Only a very small proportion of business is underwritten as a personal loan. In these cases, there is no collateral or security tied to the loan. We use a leading vehicle valuation company to assess the LTV at the proposal stage to ensure the value of the vehicle is appropriate.

### Corporate & Commercial Banking

We assign each customer a credit rating according to the internal rating threshold, using our internal rating scale (see 'Credit quality' in 'Santander UK group level – credit risk review' section). To do this, we look at the customer's financial history and trends in the economy, backed up by the expert judgement of a risk analyst. We review our internal ratings on a dynamic basis and at least once a year for those clients that are rated. We also assess the underlying risk of the transaction, taking account of any mitigating factors (see the tables below) and how it fits with our risk policies, limits and Risk Appetite.

### Responsible lending, including climate change and the transition to a low carbon economy

As part of the Banco Santander group, we comply with the Equator Principles to factor social, ethical and environmental impacts into our risk analysis and decision making for qualifying financial transactions. We are committed to supporting clients and economies in their transition to a low carbon economy, providing financial products and/or services to business activities that are environmentally and socially responsible. Our Environmental, Social and Climate Change (ESCC) policy sets out how we identify, assess, monitor and manage environmental and social risks and other climate change related activities in the Oil and Gas, Power Generation and Mining and Metals sectors and those arising from businesses engaged in soft commodities. Our ESCC policy prohibits project-related financing for new coal-fired power plants (CFPP) worldwide and we will only work with new clients with CFPPs to provide specific financing for renewable energy projects. In line with Banco Santander's commitment, by 2030 we will eliminate all exposure to thermal coal mining and stop providing financial services to power generation clients with more than 10% of revenue from thermal coal. For more on our approach to responsible lending, see the Sustainability and Responsible Banking section.

### Credit risk mitigation

The types of credit risk mitigation, including collateral, across each of our portfolios are as follows. In addition, from time to time, at a portfolio level we execute significant risk transfer transactions, which typically reduce RWAs.

Portfolio	Description
<b>SME and mid corporate</b>	Includes secured and unsecured lending. We can take mortgage debentures or a first charge on commercial property as collateral. Before agreeing the loan, we get an independent professional valuation of the property. Loan agreements typically allow us to obtain revaluations during the term of the loan. We can also take guarantees, but we do not treat them as collateral unless they are supported by a tangible asset charged to us. We also lend against assets (like vehicles and equipment) and invoices for some customers. We value assets before we lend. For invoices, we review the customers' ledgers regularly and lend against debtors who meet agreed criteria.
<b>Commercial Real Estate</b>	We take a first charge on commercial property as collateral. The loan is subject to criteria such as the property condition, age and location, tenant quality, lease terms and length, and the sponsor's experience and creditworthiness. Before advancing the loan and where appropriate, a bank representative visits the property. We also get an independent professional valuation which typically includes a site visit. Loan agreements typically allow us to obtain revaluations during the term of the loan.
<b>Social Housing</b>	We take a first charge on portfolios of residential real estate owned and let by UK Housing Associations as collateral, in most cases. We revalue this every three to five years (in line with industry practice), using the standard methods for property used for Social Housing.

### Corporate Centre

#### Credit risk mitigation

The types of credit risk mitigation, including collateral, across each of our portfolios are as follows. In addition, from time to time, at a portfolio level we execute significant risk transfer transactions, which typically reduce RWAs.

Portfolio	Description
<b>Sovereign and Supranational</b>	In line with market practice, there is no collateral against these assets.
<b>Structured Products</b>	These are our High Quality Liquid Assets (HQLA) in our Eligible Liquidity Pool. They are mainly Asset Backed Securities (ABS) and covered bonds, which hold senior positions in the creditor hierarchy. Their credit rating reflects over-collateralisation in the structure and the assets that underpin their cash flows.
<b>Financial Institutions</b>	We use standard legal agreements to reduce credit risk via netting and collateralisation on derivatives, repos and reverse repos, and stock borrowing/lending. We also reduce risk by clearing trades through central counterparties (CCPs) where possible.
<b>Crown Dependencies</b>	We manage the risk on this portfolio in a similar way as for mortgages in Retail and Business Banking.

### 3. Monitoring (audited)

We measure and monitor changes in our credit risk profile on a regular and systematic basis against our budgets, limits and benchmarks.

#### Credit concentrations

A core part of our monitoring and management is a focus on credit concentrations, such as the proportion of our lending that goes to specific borrowers, groups or industries. We set and monitor concentration limits in line with our Risk Appetite and review them on a regular basis.

- Geographical concentrations: We set exposure limits to countries and geographies, with reference to the country limits set by Banco Santander and our own Risk Appetite. For more geographical information, see 'Country risk exposures'.
- Industry concentrations: We also set exposure limits by industry sector. We set these limits based on the industry outlook, our strategic aims and desired level of concentration, and relevant limits set by Banco Santander. We analyse committed exposures in the 'Credit risk review' section that follows.

#### Retail and Business Banking

We use IT systems and data available to us to monitor accounts. The main parts are:

- Behavioural scoring: we use statistical models that help predict whether a customer will have problems repaying, based on how they use their accounts
- Credit reference agencies: we often use data from agencies on how the borrower is handling credit from other lenders in our behaviour scoring models
- Other Santander UK accounts: each month, we also look at how the customer uses their other accounts with us, so we can identify problems early.

Our day-to-day retail credit risk monitoring relies on a mix of product, customer and portfolio performance measures as described above. However, changes in the wider UK economy also impact our Mortgages and Everyday Banking portfolios. As part of our day-to-day risk monitoring, we use a Retail Risk Playbook tolerance framework that sets out the most relevant macroeconomic variables to retail portfolio performance. We monitor these variables against our forecasts. If the economy deviates materially from our forecasts, such as due to the effects of the cost of living crisis or high inflation, we formally review our retail risk management policy and strategy.

We also use the Retail Risk Playbook tolerance framework and management judgements to ensure that portfolio quality remains within our Risk Appetite by measuring against trigger values for key risk profile and performance metrics.

For secured lending, our monitoring also takes account of changes in property prices. We estimate the property's value every three months. In most cases, we use statistical models based on recent sales prices and valuations in that local area. Use of this model is subject to Model Risk Governance. Where a lack of data means the model's valuation is not available, we use the original surveyor valuation with a House Price Index (HPI) adjustment as needed.

For unsecured personal lending like credit cards and overdrafts, monitoring might lead us to raise or lower credit limits. For business banking services, we review revolving credit facilities each year to ensure the facilities remain appropriate for the customer's financial circumstances.

#### Consumer Finance

In Consumer Finance, similar to Retail and Business Banking, we use IT systems and data available to us to monitor accounts, and we use the Retail Risk Playbook tolerance framework and management judgements to ensure that portfolio quality remains within Risk Appetite. We also check the Residual Value of our portfolio each month, using triggers set to identify any material change in trends.

#### Corporate & Commercial Banking and Corporate Centre

We regularly monitor and report our credit risk by portfolio, segment, industry, location and customer. We monitor detailed analyses of our credit exposures and risk trends each month. We also report our larger exposures and risks to the BRC each month.

#### Our Watchlist

We also use a Watchlist for exposures subject to annual reviews to help identify potential problem debt early. Just because a customer is on our Watchlist does not mean they have defaulted. It just means that their probability of default has increased, such as they have breached a covenant or lost a major contract.

We classify Watchlist cases as:

- Enhanced monitoring: for less urgent cases. We monitor these cases more often and where appropriate may consider more collateral.
- Proactive management: for more urgent or serious cases. We may take steps to restructure debt including extending the term, taking more collateral, agreeing a lower credit limit, or seeking repayment of the loan through refinancing or other means.

We assess Watchlist cases for impairment as set out in the 'Significant Increase in Credit Risk (SICR)' section. When a customer is in enhanced monitoring, we do not consider it has suffered a SICR for ECL purposes, so it remains in Stage 1 for our loss allowance calculations. When a customer is in proactive management, we consider it has suffered a SICR, so we transfer it to Stage 2 and apply a lifetime ECL for our loss allowance calculations. We take into account any forbearance we offer. This includes any extra security, guarantees or equity available and the potential to enhance value by asset management.

In Corporate & Commercial Banking, as part of our annual reviews, for loans nearing maturity, we look at the prospect of refinancing the loan on current market terms and applicable credit policy. If this is unlikely, we put the case on our Watchlist. We manage exposures not subject to annual reviews, mainly high volume and low value cases, using early warning indicators including credit reference agency data, supported by teams of expert analysts.

In Corporate Centre, we typically monitor the credit quality of our exposures daily. We use internal and third-party data to detect any potential credit deterioration. In addition, we manage the credit quality of our Crown Dependencies mortgages in a similar way as for mortgages in Retail and Business Banking.

### 4. Arrears management (audited)

#### Retail and Business Banking and Consumer Finance

We have several strategies to manage arrears that we can use as early as the day after a missed payment. We also reach out to up-to-date customers who may be at risk of going into arrears for support purposes. We assess the financial difficulties a customer is having, so we can offer them the right support to manage their agreement whilst in arrears. The strategy we use depends on the risk and the customer's circumstances.

#### Corporate & Commercial Banking and Corporate Centre

We identify problem debt by close monitoring, supported by our Watchlist process for exposures subject to annual review. We aim to identify warning signs early by monitoring customers' financial and trading data, checking to see they do not breach covenants, and having regular dialogue with them. We tailor our strategy to the type of customer, their circumstances and the level of risk. We try to help our customers find their own way out of financial difficulty and agree on a plan that works for both of us. We engage our Restructuring & Recoveries team as needed on Watchlist cases and we may hand over more serious cases to them. For exposures not subject to annual review, we have strategies to manage arrears that we can use as early as the day of the missed payment. If a case becomes more urgent or needs specialist attention, and if it transfers to Stage 3, we transfer it to our Restructuring & Recoveries team.

For more, see the Forbearance section.

## 5. Debt recovery (audited)

Sometimes, even when we have taken all reasonable and responsible steps to manage arrears in our Financial Support area, they are not effective. If this happens, we may choose to end our agreement with the customer and try to recover the outstanding balance (with recourse to any associated collateral), or as much of it as we can.

### Retail and Business Banking

In Mortgages and Everyday Banking, we may use a debt collection agency, sell the debt, or take the customer to court. For retail mortgages, we may repossess the property as a last resort or to protect it from damage or third-party claims. We make sure our estimated losses from repossessed properties are realistic by getting two independent valuations and the estimated selling costs, and using them in our loss allowances calculations. Where we repossess a property, we do not take ownership. We use agents to realise the value and settle the debt. Any surplus funds are returned to the borrower or dealt with in line with insolvency rules.

### Consumer Finance

In Consumer Finance, similar to Retail and Business Banking, we may use a debt collection agency or a specialist law firm to recover the balance outstanding. We may also consider the sale of debt where all avenues have been explored.

### Corporate & Commercial Banking and Corporate Centre

Where we look for an exit, we aim to do this, if we can, by agreeing with the borrower that they will sell some or all their assets on a voluntary basis or agreeing to give them time to refinance their debt with another lender. Where we cannot reach an agreement, we consider recovery options. This can be through an insolvency proceeding, enforcing over any collateral or selling debt on the secondary market. We may also consider other legal action to recover what we are owed. If there is a shortfall, we write it off against our loss allowances. In very rare cases, we may act as mortgagee in possession of assets held as collateral against non-performing commercial lending. In such cases, we carry the assets on our balance sheet and classify them in line with our accounting policies.

### Loan modifications (audited)

We sometimes change the terms of a loan when a customer gets into financial difficulty (this is known as forbearance), or for other commercial reasons.

### Forbearance (audited)

We can change the terms of a customer's loan, temporarily or permanently, to help them through temporary periods of difficulty so they can get back on to sustainable terms. We assess what we offer to make sure the customer can afford it. Forbearance improves our customer relationships and we review our approach regularly to make sure it is still effective. We try to offer forbearance before a customer defaults and we only foreclose or repossess as a last resort.

The main types of forbearance we offer are:

Action	Description
<b>Term extension</b>	We can extend the loan term, making each monthly payment smaller. We may offer this if the customer is up to date with payments but shows signs of financial difficulties. We may also offer this if the loan is about to mature and refinancing is not possible on market terms.
<b>Interest-only</b>	Historical interest-only payments due to financial difficulties are classed as forbome. For corporate customers, interest-only concessions are considered on a case by case basis. Concessions are only granted if the nature of the financial difficulties is assessed to be temporary. Counterparties are expected to recover in full and resume making full capital and interest payments once they are in a stronger financial position.
<b>Other payment rescheduling, including capitalisation</b>	For retail customers, we may add the arrears to the mortgage balance (this is known as capitalisation) if they cannot afford to increase their monthly payment to pay off their arrears in a reasonable time but have been making their monthly payments, usually for at least six months. We can also capitalise property charges due to a landlord. We pay them for the customer to avoid the lease being forfeited. We may combine this help with term extensions and, in the past, interest-only concessions. In certain cases, we may offer interest rate concessions. For corporate customers, we may lower or stop their payments until they have time to recover. We may reschedule payments to better match the customer's cash flow – for example if the business is seasonal - or provide a temporary increase in facilities to cover peak demand ahead of their trading improving. We might do this by arrears capitalisation or drawing from an overdraft. We may also offer to provide new facilities, interest rate concessions and interest roll-up. In rare cases, we agree to forgive or reduce part of the debt.

When we agree forbearance, we consider the account has suffered a significant increase in credit risk (SICR), as we explain later on, and we classify it as Stage 2 or 3. A non-performing forbome account is one that has forbearance carried out in Stage 3, and a performing forbome account is one that has forbearance carried out in Stage 2. If an account is already in Stage 2, we keep it in Stage 2 unless the account is deemed unlikely to pay, involves forgiving fees and interest or debt, or is being granted multiple forbearances. In these cases, we move it into Stage 3. If an account is already in Stage 3, we keep it in Stage 3. A loan moves out of forbearance once the exit criteria below are met. We monitor the performance of all forbome loans.

We signed up to the HM Treasury Mortgage Charter published in June 2023, that aims to provide more support for customers who may be struggling to maintain their mortgage repayments. We made more customer support solutions available from July 2023, allowing customers who are up-to-date with their payments to make interest-only payments for six months or extend their mortgage term to reduce their monthly payments. Volumes of accounts seeking more support were less than 1% of active mortgage account stock. Mortgage Charter support solutions are not automatically classed as forbearance, unless other forbearance criteria are met.



## Exit from forbearance criteria

Exit from	Conditions to be met	
<b>Cure</b>	<b>Stage 3 to Stage 2</b>	For an account in Stage 3 to exit non-performing forbearance, all the following conditions must be met:
		If the account was classed as Stage 3 due to being more than 90 days past due, then the account should be 90 days or less past due
		The customer has no other material default debt with us more than 90 days past due
	<b>Stage 2 to Stage 1</b>	If the account was classed as Stage 3 due to being unlikely to pay, then the account should no longer be deemed unlikely to pay
		Account has exited its forbearance trigger for 12 consecutive months
		If all the conditions are met, the account is re-classed as Stage 2 forbearance until the Stage 2 forbearance exit conditions set out below are also met
<b>Stage 2 to Stage 1</b>	For an account in Stage 2 to exit forbearance, all the following conditions must be met:	
	The account is no longer in arrears, and the customer has no other material debts with us which are more than 30 days in arrears	
	The account no longer triggers SICR	
	The account has been classed as Stage 2 for at least two years since the end of the latest forbearance strategy	

If an account fails whilst in probation to cure, i.e. in the 12 months backstop in Stage 3 or the two years in Stage 2, the probation period is reset and the account is moved back to Stage 3.

**Other forms of debt management and modifications****Retail and Business Banking**

In Mortgages, apart from forbearance, we have sometimes changed the contract terms to keep a good relationship with a customer. In Mortgages and Everyday Banking, we do not classify insolvency solutions for any unsecured retail customers as forbearance. This is in line with industry guidelines.

**Consumer Finance**

We do not classify insolvency solutions for any unsecured retail customers as forbearance. This is in line with industry guidelines.

**Corporate & Commercial Banking and Corporate Centre**

When customers are in financial difficulty, we can also manage debt in other ways, depending on the facts of the specific case:

Action	Description
<b>Waiving or changing covenants</b>	If a borrower breaks a covenant, we can either waive it or change it, taking their latest and future financial position into account. We may also add a condition on the use of any surplus cash (after operating costs) to pay down their debt to us.
<b>Asking for more collateral or guarantees</b>	If a borrower has unencumbered assets, we may accept more collateral in return for revised financing terms. We may also take a guarantee from companies in the same group and/or major shareholders. We only do this where we believe the guarantor can meet their commitment.
<b>Asking for more equity</b>	Where a borrower can no longer pay the interest on their debt, we may accept fresh equity capital from new or existing investors to change the capital structure in return for better terms on the existing debt.

**Risk measurement and control**

We measure and control credit risk at all stages across the credit risk lifecycle. We have a range of tools, processes and approaches.

**Retail and Business Banking and Consumer Finance**

These businesses involve managing large numbers of accounts, so they produce a huge amount of data. This allows us to take a more analytical and data intense approach to measuring risk. This is reflected in the wide range of statistical models we use across the credit risk lifecycle. We use:

- Risk strategy and planning: econometric models
- Assessment and origination: application scorecards, and attrition, pricing, loss allowance and capital models
- Monitoring: behavioural scorecards and profitability models
- Arrears management: models to estimate the proportion of cases that will result in possession (known as roll rates)
- Debt recovery: recovery models.

We assess and review our loss allowances regularly and have them independently reviewed. We look at factors such as the cash flow available to service debt. We also use an agency to value any collateral – mainly mortgages.

**Corporate & Commercial Banking and Corporate Centre**

We measure the credit risk on treasury products by adding their potential future exposure to market movements over their lives to their fair value. Then we add it to any other exposure and measure the total against our credit limits for each client. In Corporate Centre, we manage the credit risk on our Crown Dependencies mortgages in a similar way as for mortgages in Retail and Business Banking. We assess our loss allowances regularly by looking at factors such as the cash flow available to service debt and the value of collateral based on third-party professional valuations.

**Key metrics** (audited)

We use a number of key metrics to measure and control credit risk, as follows:

Metric	Description
<b>Expected Credit Loss (ECL)</b>	ECL tells us what credit risk is expected to cost us either over the next 12 months or over the lifetime of the exposure where there is evidence of a SICR since origination. We explain how we calculate ECL below.
<b>Stages 1, 2 and 3</b>	We assess each facility's credit risk profile to determine which stage to allocate them to, and we monitor where there is a SICR and transfers between the Stages including monitoring of coverage ratios for each stage.
<b>Stage 3 ratio</b>	The Stage 3 ratio is the sum of Stage 3 drawn and Stage 3 undrawn assets divided by the sum of total drawn assets and Stage 3 undrawn assets. The Stage 3 ratio is a key indicator used to monitor underlying asset performance.
<b>Expected Loss (EL)</b>	EL is based on the CRD IV regulatory capital rules and gives us another view of credit risk. It is the product of the probability of default, exposure at default and loss given default, and we include direct and indirect costs. We base it on our risk models and our assessment of each customer's credit quality. The rest of our Risk review, impairments, losses and loss allowances refer to calculations in accordance with IFRS, unless we specifically say they relate to CRD IV. For our IFRS impairment accounting policy, see Note 1 to the Consolidated Financial Statements.

We also assess risks from other perspectives, such as geography, business area, product and process to identify areas to focus on. We also use stress testing to establish vulnerabilities to economic deterioration. Our business segments tailor their approach to credit risk to their customers, as we explain later on.

**Key differences between regulatory EL and IFRS 9 ECL models**

There are differences between the regulatory EL and IFRS 9 ECL approaches. Although our IFRS 9 models use the existing Basel advanced IRB risk components, we make adjustments to ensure the outcome is in line with IFRS 9, i.e. the financial reporting standard we use, as follows.

	Basel advanced IRB EL	IFRS 9 ECL
<b>Rating philosophy</b>	Mix of point-in-time, through-the-cycle or hybrid	Point-in-time, forward-looking. Considers a range of economic scenarios
<b>Parameters calibration</b>	Contains regulatory floors and downturn calibration	Unbiased estimate, based on conditions known at the balance sheet date
<b>Calculation timing</b>	Considers aggregation of possible default events in the next 12 months	Considers monthly calculation of parameters, for all possible future default dates. First 12 months are used for Stage 1, full lifetime for Stages 2 and 3
<b>Probability of Default (PD)</b>	PD in the next 12 months	Includes forward-looking economic data and removes conservatism. PD in next 12 months for Stage 1, lifetime for Stages 2 and 3
<b>Loss Given Default (LGD)</b>	Lifetime LGD for defaults in the next 12 months	Modelled without regulatory floors and exclusion of indirect costs
<b>Exposure at Default (EAD)</b>	Exposure at the point of default if the customer defaults in the next 12 months	Recognises ability for exposure to reduce from balance sheet date to default date
<b>SICR</b>	Does not include SICR concept	Includes SICR concept
<b>Discounting applied</b>	At weighted average cost of capital to the default date	At the effective interest rate (EIR) to the balance sheet date

**Recognising ECL** (audited)

The ECL approach estimates the credit losses arising from defaults in the next 12 months on qualifying exposures, or defaults over the lifetime of the exposure where there is evidence of a Significant Increase in Credit Risk (SICR) since the origination date. The ECL approach considers forward-looking data, including a range of possible outcomes, which should be unbiased and probability-weighted to reflect the risk of a loss being incurred even when it is unlikely.

**Critical judgements and accounting estimates applied in calculating ECL** (audited)

The application of the ECL impairment methodology for calculating credit impairment allowances is susceptible to change from period to period. The methodology requires management to make judgmental assumptions in determining the estimates.

For more on our approach to making critical judgements and accounting estimates applied in calculating ECL see 'Critical judgements and accounting estimates' Note 1 to the Consolidated Financial Statements.

## Multiple economic scenarios and probability weights (audited)

For all our portfolios, we use five forward-looking economic scenarios. For 2023, they consisted of a central base case, one upside scenario and three downside scenarios. We use five scenarios to reflect a wide range of possible outcomes for the UK economy.

### Our forecasting approach

We derive our scenarios in part by using a set of parameters in GDP fan charts published by the Office for Budget Responsibility (OBR). These fan charts reflect the probability distribution of a deviation from the OBR's central forecast to show the uncertainty about the outcome of a variable, in this case GDP.

Once we have established the GDP paths for each scenario, we run them through the Oxford Global Economic Model (OGEM) to derive the other macroeconomic variables, such as unemployment and house prices. These variables are the product of the GDP growth paths we have forecast and the output of the OGEM for these growth paths. We then review them to ensure consistency with the narrative of each scenario and so changes to the variables may be needed in some cases.

We then impose a Bank Rate profile for each scenario using expert judgement with the base case as the starting point and then adjusting this for each of the four other scenarios based on the narratives. We produce a range of Bank Rate profiles to reflect a range of possible outcomes the Bank of England may follow depending on how it sees the trade-off between growth and inflation evolving over the forecast period. For example, this might consist of higher rates initially in response to inflationary concerns followed by lower rates as inflation falls towards target, and that this may be sharper in the event of a deep recession.

We update the baseline in our economic scenarios at least twice a year in line with our annual budgeting and three-year planning processes, or sooner if there is a material change in current or expected economic conditions. We refresh all our economic scenarios quarterly to reflect the latest data and OBR fan charts if these changed, which are then reviewed and approved by the Credit Risk Provisions Forum (CRPF). The CRPF also assesses the probability weights at least once a quarter.

We do not use consensus forecasts as inputs to our models, but we do compare the outputs of our models against consensus views for the base case, to make sure that we understand any significant differences and address them where needed. At 31 December 2023, there were no significant differences between our base case forecasts and the consensus views.

In 2023, we undertook a further peer benchmarking analysis of the economic scenarios, which for Q423 included the mean weighted analysis for a selection of economic variables, including GDP, unemployment rate and HPI. This meant that we could compare our weighted scenarios against the average of our peers to understand what differences there may be. The conclusion of this analysis demonstrated that our economic scenarios were in line with our peers although, on a weighted basis, our house price inflation assumption reflected a more conservative view.

In 2023, we also considered any likely impact from climate risk on our forecasting approach and concluded that no adjustment to the multiple economic scenarios for climate risk was required. This is because climate change effects are generally regarded to be relevant over a longer timeframe than our forecast period of five years.

Our use of five scenarios is designed to reflect different possible outcomes to the base case, highlighting the upside and downside risks associated with the central scenario. The downside risks for the UK economy include a sharp downturn in global growth, a return to upside inflation surprises which raises the cost of living, a continuation of the very low productivity growth seen in the UK, a move to a more protectionist agenda for trade and further geopolitical events adding to challenging economic conditions. The upside risks were more muted at the end of 2023 and include a stronger recovery in global growth, a faster fall in inflation, coupled with further trade agreements with other countries.

Our forecasting period for GDP is five years and then we revert to the average trend growth over three years based on the OBR's long-run GDP forecast assumption. The reversion to mean for all macroeconomic variables is expected to take three years after the initial five-year forecast period.

### Key changes to our forecasting approach in 2023

In 2023, there were no specific changes to our forecasting approach. We incorporated the OBR's March 2023 fan chart parameters to generate the GDP paths (excluding the base case).

### Base case

We review the scenarios and associated weights every quarter to ensure they appropriately reflect the current economic circumstances and UK Government policy which is subject to change.

In summary, the outlook for the UK economy in 2024 remains challenging due to a lack of growth, weak investment and with continuing risks to the 2% inflation target, particularly if the situations in the Middle East and Ukraine trigger a renewed surge in oil and gas prices. Inflationary pressures could be further exacerbated by a tight UK labour market maintaining pressure on wage growth at a time when firms are struggling to match appropriately skilled workers to available vacancies.

#### Base case key macroeconomic assumptions

- **House price growth:** The sharp rise in mortgage rates triggered a slowdown in house price growth in recent months. With survey indicators pointing to a slump in buyer demand as confidence is hit by a squeeze on affordability from the sharp rise in mortgage rates, house prices are expected to continue declining in the near-term. However, as the supply of housing is also weak this has helped to limit the overall fall in house prices compared to previous downturns despite the sharp rise in interest rates. We forecast a c.2% year-on-year decline in house prices by the end of 2023, with a further fall of 1% by the end of 2024. Looser monetary policy from the second half of 2024 enables house price growth to recover with growth back to average levels by the end of the forecast period.
- **GDP:** While the monthly GDP estimate for October 2023 showed the economy shrinking marginally with a 0.3% month-on-month fall, this aligns to the picture of a stagnating UK economy. The PMI data for November 2023 is marginally above 50 and suggests growth to be modest in Q423. As such, the near-term outlook for growth remains broadly flat - but as the effects of higher interest rates filter through the economy this year and the bulk of fixed rate mortgages are renewed, consumer spending growth could fall back sharply and with business insolvencies expected to increase, there are still downside risks to our forecast of 0.4% growth in 2024.
- **Unemployment rate:** Unemployment remained flat in October 2023 at 4.2% based on the ONS experimental data and combined with other surveys such as REC, suggest that the labour market is slowly loosening. With companies under pressure from rising debt servicing costs and higher wages, it is likely that some will become insolvent and others find that demand for their goods and services reduces as households restrict their spending. We do not envisage a large rise in unemployment compared to previous recessions. The rate peaks at 4.8% by the end of 2024, in part impacted by the ongoing return of previously inactive workers to the labour force.
- **Bank Rate:** The Monetary Policy Committee (MPC) kept rates at 5.25% at the December 2023 meeting. Our base case assumes no further rate rises with the MPC expected to start loosening monetary policy in Q224, with rates ending 2024 at 4.50%. Further cuts through the rest of the 5-year forecast period leaves bank rate at 3.00% by the end of 2028.

In the medium-term, the projections assume that current demographic and productivity trends will continue, causing a reduction in the UK's growth potential. For instance, it is likely that the reduction in the UK workforce will continue and this will have a knock-on impact for the economy, particularly if there are shortages of skilled workers in particular sectors. This is reflected in an average annual growth expectation of 1.6%, in line with the OBR's latest estimate of the UK's long run average growth rate.

#### Key changes to our base case in 2023

For our base case, we no longer expect a short recession given that the economy has been more resilient than expected in 2023. However, risks around this assumption remain as the full effects of higher interest rates have yet to be felt across the UK economy which keeps growth in 2024 significantly below average.

Our base case was updated to reflect the latest market data and to broadly align with the latest consensus estimates. The most notable change was to HPI with expected house price falls now lower in 2023 and 2024.

#### Other scenarios

Based on this revised base case, we reviewed our suite of scenarios to ensure that they capture the wide range of potential outcomes for the UK economy. These include (i) persistent above target inflation over the forecast period; (ii) a slower recovery that is more akin to the 'U' shape of past recessions; (iii) labour market frictions due to skills mismatches and a shrinking workforce as some discouraged workers leave altogether (for example older UK-born workers retiring early and longer term sickness levels remaining above pre-pandemic levels); and (iv) the global economy recovering more swiftly from higher inflation.

To reflect these potential outcomes, we continue to use the base case and four additional scenarios, which we consider sufficient to reflect all the above potential outcomes. However, as the risks remain skewed to the downside, to reflect these outcomes sufficiently, we concluded that only one upside scenario would be needed to reflect the upside risks to the base case. As with the base case, the scenarios are forecast over a five-year period and then mean revert over the next three years to the OBR's latest estimate of the UK's long run average growth rate.

The other scenarios are:

#### One upside scenario

This scenario has a quicker recovery than the Baseline and is a bull case to the base forecasts. It assumes that inflation falls back more swiftly than in the base case, helped by lower growth in wages and pass through of lower commodity prices. This allows the Bank of England to cut rates earlier, bringing them back towards what might be considered the neutral rate. This results in higher consumer and business confidence enabling higher levels of spending with savings rates returning to levels consistent with economic growth as real earnings growth returns. Unemployment peaks at a slightly lower level than the base case and drops more quickly than the base, ending the 5-year forecast period at 3%. The Bank Rate profile is lower than the base case as inflation returns to target at a faster pace.

#### Three downside scenarios

The downside scenarios capture a range of risks, including continuing weaker investment, a larger negative impact from the EU trade deal and a continuing and significant mismatch between job vacancies and skills, as well as a smaller labour force.

**Downside 1** - This scenario is a bear case to the baseline. It assumes that the fall in economic growth is sharper and that there is a recession. In this scenario, consumers keep savings rather than spend as consumer confidence remains extremely low while households are worried about the prospect of losing their jobs. House prices fall further than in the base case as more households look to downsize in order to lower their mortgage repayments. With inflation remaining above target, Bank Rate continues to increase as core inflation remains above the baseline view before cuts start as inflation falls back.

**Stubborn inflation** - This scenario considers the effect on the UK economy of a persistent inflationary environment. Here inflation remains above target for much of the forecast period. This persistent inflation is created by a combination of factors, including higher energy costs exacerbated by the Ukraine/Russia crisis and curtailment of oil supply by OPEC countries; continuous wage rises resulting in a spiral effect pushed by increasing numbers of strikes and falling productivity. Despite the peak in inflation having already passed in Q422, inflation remains slightly above the 2% target over the 5-year forecast period. The 2.8% peak to trough fall in GDP is similar to the early 1980s recession due to inflation remaining higher for longer, which in turn reduces households' real incomes and therefore consumption. This is despite higher wage settlements due to increased strike action. Unemployment peaks at 6.2% in 2026 as although inflation eventually returns to target, Bank Rate remains at higher levels compared to recent history and growth is still muted due to weak productivity as investment levels remain low. The large increases in Bank Rate and falling real incomes result in house prices falling by c.26%.

**Downside 2** - The scenario shows a marked fall in GDP, with rising unemployment and falling house prices reflecting the ongoing issues of a higher interest rate environment and above target inflation, which feeds across the whole economy. It also reflects the ongoing strike action by various unions pushing for stronger pay growth, alongside dealing with potential blackouts caused by an increase in energy shortage over the winter months in Q423 and into early 2024. It also assumes that major risk events continue to occur exposing risks to countries' fiscal position and the means to respond to such events. For this scenario, an overlay to the unemployment rate was also made to the model output from the OGEM. This was to account for the possibility of a recession of similar magnitude to that of 2008/09 where the unemployment rate peaked at 8.5%.

#### Key changes to our alternative scenarios in 2023

In 2023 we did not make any methodological changes to the scenarios.



### Our macroeconomic assumptions and their evolution throughout the forecast period

Our macroeconomic assumptions and their evolution throughout the forecast period for each of the scenarios at 31 December 2023 were:

		Upside	Base case	Downside 1	Stubborn Inflation	Downside 2	Weighted <sup>(4)</sup>
		%	%	%	%	%	%
GDP <sup>(1)</sup>	2022 (actual)	4.3	4.3	4.3	4.3	4.3	4.3
	2023	0.6	0.5	0.5	0.5	0.3	0.5
	2024	1.0	0.4	(0.1)	(1.8)	(3.3)	(0.4)
	2025	2.1	1.3	0.2	(0.9)	(1.4)	0.6
	2026	2.4	1.5	0.5	0.4	0.6	1.1
	2027	2.4	1.4	0.3	0.7	2.2	1.4
	2028	2.4	1.4	0.3	0.8	2.6	1.4
	5-year average increase/decrease	2.1	1.2	0.3	(0.2)	0.1	N/A
	Peak/(trough) at <sup>(2)(3)</sup>	—	—	(0.2)	(2.8)	(5.1)	(1.1)
Bank Rate <sup>(1)</sup>	2022 (actual)	3.50	3.50	3.50	3.50	3.50	3.50
	2023	5.25	5.25	5.25	5.25	5.25	5.25
	2024	4.25	4.50	5.25	6.50	3.75	4.88
	2025	3.25	3.50	4.00	5.00	2.00	3.68
	2026	2.75	3.25	3.25	3.75	2.00	3.18
	2027	2.75	3.00	3.00	3.00	2.50	2.93
	2028	2.75	3.00	3.00	3.00	2.50	2.93
	5-year end period	2.75	3.00	3.00	3.00	2.50	N/A
	Peak/(trough) at	5.25	5.25	5.75	6.50	5.25	5.55
HPI <sup>(1)</sup>	2022 (actual)	5.0	5.0	5.0	5.0	5.0	5.0
	2023	(1.7)	(2.2)	(4.7)	(6.3)	(7.8)	(3.8)
	2024	2.0	(1.0)	(11.7)	(18.8)	(25.8)	(7.8)
	2025	6.5	2.5	3.4	3.6	3.6	3.3
	2026	5.1	3.0	2.1	1.6	1.6	2.7
	2027	4.0	3.0	3.0	1.6	1.6	2.7
	2028	3.6	3.0	3.1	1.8	1.8	2.7
	5-year average increase/decrease	4.3	2.0	(0.8)	(3.3)	(5.4)	N/A
	Peak/(trough) at <sup>(2)</sup>	(3.7)	(6.5)	(17.5)	(25.5)	(33.0)	(13.8)
Unemployment <sup>(1)</sup>	2022 (actual)	3.7	3.7	3.7	3.7	3.7	3.7
	2023	4.3	4.3	4.3	4.3	4.4	4.3
	2024	4.3	4.8	4.8	5.6	8.5	5.3
	2025	3.7	4.4	4.9	5.9	8.0	5.1
	2026	3.4	4.3	5.2	6.2	7.4	5.0
	2027	3.0	4.3	5.4	6.1	6.8	4.9
	2028	3.0	4.2	5.3	5.8	6.2	4.7
	5-year end period	3.0	4.2	5.3	5.8	6.2	N/A
	Peak/(trough) at	4.5	4.8	5.5	6.2	8.5	5.5

(1) GDP is the calendar year annual growth rate, HPI is Q4 annual growth rate and all other data points are at 31 December in the year indicated.

(2) GDP peak taken from GDP level at Q2-23 and HPI peak taken from HPI level at Q3-22.

(3) Reported as Peak/(trough) from 2023 to align with other metrics.

(4) The weighted peak to trough and 5 year peak calculations are based on the annual profiles shown.

The table below sets out our macroeconomic assumptions and their evolution throughout the forecast period for each of the five scenarios at 31 December 2022:

		Upside	Base case	Downside 1	Stubborn Inflation	Downside 2	Weighted <sup>(5)</sup>
		%	%	%	%	%	%
GDP <sup>(1)</sup>	2021 (actual)	7.5	7.5	7.5	7.5	7.5	7.5
	2022	4.4	4.4	4.3	4.2	3.7	4.3
	2023	(1.0)	(1.3)	(1.9)	(2.7)	(6.4)	(2.2)
	2024	0.8	0.5	(0.3)	(0.9)	(0.7)	—
	2025	2.0	1.6	0.5	0.2	1.7	1.2
	2026	2.0	1.5	0.4	0.6	1.5	1.2
	5-year average increase/decrease	1.2	0.8	(0.2)	(0.5)	(0.6)	0.3
	Cumulative growth/(fall) to peak/(trough) <sup>(2)(4)</sup>	6.0	3.8	(0.8)	(2.2)	(3.1)	1.3
Bank Rate <sup>(1)</sup>	2021 (actual)	0.25	0.25	0.25	0.25	0.25	0.25
	2022	3.50	3.50	3.50	3.50	3.50	3.50
	2023	3.75	4.00	3.50	6.00	3.75	4.29
	2024	3.00	3.25	2.75	5.50	3.00	3.59
	2025	2.50	2.75	2.50	3.50	2.75	2.85
	2026	2.25	2.50	2.25	3.00	2.50	2.55
	5-year end period	2.25	2.50	2.25	3.00	2.50	2.55
	Peak/(trough) at <sup>(3)</sup>	3.75	4.00	3.50	6.00	4.00	4.31
HPI <sup>(1)</sup>	2021 (actual)	8.7	8.7	8.7	8.7	8.7	8.7
	2022	7.6	7.0	7.6	7.6	7.6	7.3
	2023	(8.8)	(10.0)	(10.0)	(10.9)	(15.8)	(10.7)
	2024	(4.3)	—	(6.7)	(8.8)	(14.3)	(4.4)
	2025	0.6	2.0	(3.1)	(4.9)	(4.1)	(0.8)
	2026	4.1	3.0	(0.2)	(0.6)	4.7	2.0
	5-year average increase/decrease	(0.7)	(0.6)	(3.8)	(4.7)	(4.8)	(2.3)
	Peak/(trough) at <sup>(3)</sup>	(12.8)	(11.2)	(19.0)	(23.1)	(30.7)	(16.8)
Unemployment <sup>(1)</sup>	2021 (actual)	4.0	4.0	4.0	4.0	4.0	4.0
	2022	3.7	3.8	3.7	3.7	4.4	3.8
	2023	4.7	4.7	5.1	5.5	8.5	5.3
	2024	4.5	5.1	5.4	5.9	8.0	5.6
	2025	4.5	4.5	5.8	6.4	7.4	5.4
	2026	4.4	4.3	6.1	6.6	6.8	5.3
	5-year end period	4.2	4.3	6.1	6.4	6.2	5.2
	Peak/(trough) at <sup>(3)</sup>	4.7	5.1	6.1	6.6	8.5	5.9

(1) GDP is the calendar year annual growth rate, HPI is Q4 annual growth rate and all other data points are at 31 December in the year indicated.

(2) This is the cumulative growth for the 5-year period.

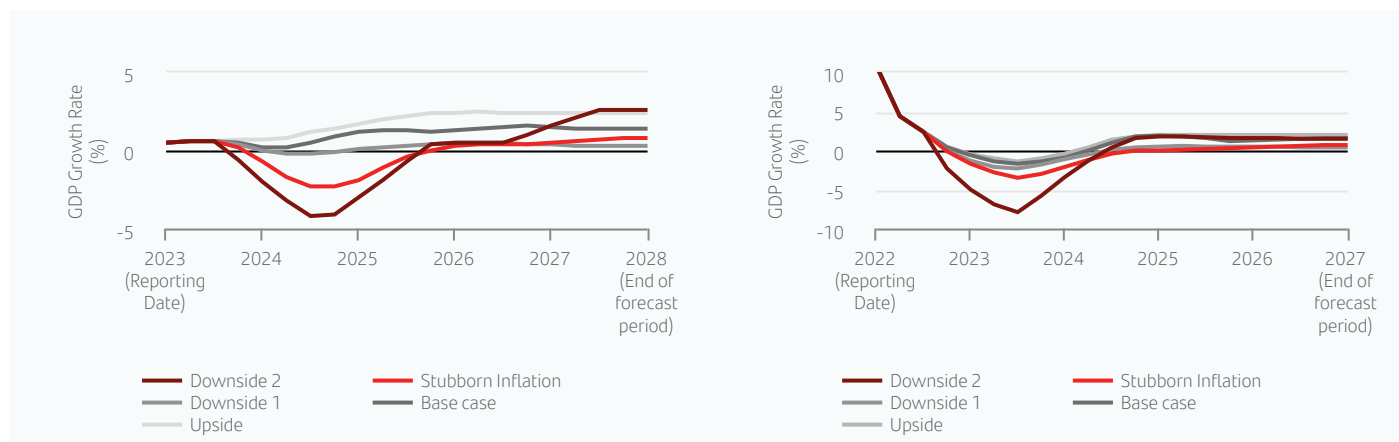
(3) For GDP and house price growth it is the peak to trough change within the 5-year period; for the unemployment rate it is the peak; and for Bank Rate it is the peak or trough.

(4) If we had calculated GDP on the peak/(trough) basis as adopted for 2023 our upside scenario would have been (1.5%); base case scenario (1.9%); downside 1 (2.7%); stubborn inflation (4.0%); downside 2 (8.8%).

(5) The weighted peak to trough and 5-year peak calculations are based on the annual profiles shown.

### The forecast growth rates for the GDP assumptions we use for scenario modelling

The forecast growth rates for the GDP assumptions we used for scenario modelling at 31 December 2023 and 31 December 2022 were:



## Scenario weights

Each quarter, we undertake a full review of the scenario weights we apply. We consider the weighting of the economic scenarios as a whole, while ensuring that the scenarios capture the non-linear distribution of losses across a reasonable range. To support our initial assessment of the weighting of a scenario, we undertake a Monte Carlo analysis to ascertain the likelihood of a five-year average GDP forecast growth rate occurring based on the long run historically observed average. Creating a standard distribution bell curve around this long run average allows us to estimate the probability of a given GDP scenario occurring based on past experience and therefore assign a weight to that scenario.

The scenario weights we applied for 2023 and 2022 were:

	Upside	Base case	Downside 1	Stubborn Inflation	Downside 2	Weighted
Scenario weights	%	%	%	%	%	%
2023	10	50	10	20	10	100
2022	5	50	15	20	10	100

### 2023 compared to 2022

We continue to use both the entire historical GDP data set available for the Monte Carlo analysis to smooth out the large GDP data swings seen in the pandemic as well as the data set from 2009 onwards. The CAGRs are now returning to more 'normal' levels associated with our scenarios as the economy unwinds from the 2020 shock. For H223, the base case using the 2009 data set show that the base case sits around the 50th probability path and that the downside scenarios sit between the 60th to 80th probability paths suggesting that a lower weight than the base case remains appropriate.

We also need to consider the UK economic and political environment when applying weights. Given the current cost of living crisis, we remain of the view that the risks to UK growth are still biased to the downside and include: further geopolitical events creating more challenges for economies both in the UK and abroad; the potential for further upside inflation surprises causing inflation to stay above target for longer, raising the cost of living and so reducing consumer demand; continuing weak investment reflecting the uncertain nature of the economic environment; and a continuing and significant mismatch between vacancies and skills along with a smaller labour force, which may bring disruption to any recovery in the latter years of the forecast.

In 2023, we increased the weight on the Upside scenario by 5% with a corresponding decrease in our Downside 1 to rebalance the overall weighted ECL. It was also to reflect both the change in the fan chart parameters used to determine the Upside and Downside 1 scenarios and the fact that the economic growth outlook has improved slightly since the end of 2022.

### Definition of default (Credit impaired) (audited)

We define a financial instrument as in default (i.e. credit impaired) for the purpose of calculating ECL if it is more than three months past due, or if we have data that suggests the customer is unlikely to pay. The data we have on customers varies across our business segments. It typically includes where:

Retail and Business Banking and Consumer Finance
– They have been reported bankrupt or insolvent and are in arrears
– Their loan term has ended, but they still owe us money more than three months later
– They have had forbearance while in default and have failed to perform under the new arrangement terms, or have had multiple forbearance. Performing forbome accounts while not in default are reported in Stage 2
– We have suspended their fees and interest because they are in financial difficulties
– We have repossessed the property.
Corporate & Commercial Banking and Corporate Centre
– They have had a winding up notice issued, or something happens that is likely to trigger insolvency – such as another lender calls in a loan
– Something happens that makes them less likely to be able to pay us – such as they lose an important client or contract
– They have regularly missed or delayed payments, even though they have not gone over the three-month limit for default
– Their loan is unlikely to be refinanced or repaid in full on maturity
– Their loan has an excessive LTV that is unlikely to be resolved, such as by a change in planning policy, pay-downs, or increase in market value
– Loans restructured under financial difficulties, classified as forbome transactions, in last 12 months.

Where we use the advanced internal ratings-based basis for a portfolio in our capital calculations, there are differences with the default definitions for ECL purposes. The main differences are as follows:

- Performing forbome accounts while not in default are in Stage 2 until they cure their forbearance status (measured as 12 consecutive months of successful payments).
- Performing non-forbome accounts, which under our internal rating-based basis are subject to a 3-month cure period. For accounting purposes, we classify them in Stage 2 until they cure all SICR triggers.

**Significant Increase in Credit risk (SICR)** (audited)

Loans which have suffered a SICR since origination are subject to a lifetime ECL assessment which extends to a maximum of the contractual term of the loan, or the behavioural term for a revolving facility. Loans which have not experienced a SICR are provided for on a 12-month basis. We assess the credit risk profile of each facility to determine which of three stages to allocate them to:

- **Stage 1:** when there has been no SICR since initial recognition. We apply a loss allowance equal to a 12-month ECL i.e. the proportion of lifetime expected losses that relate to that default event expected in the next 12 months
- **Stage 2:** when there has been a SICR since initial recognition, but the exposure is not considered credit impaired. We apply a loss allowance equal to the lifetime ECL i.e. the expected loss resulting from all possible defaults throughout the residual life of a facility
- **Stage 3:** when the exposure is considered credit impaired. We apply a loss allowance equal to the lifetime ECL. Objective evidence of credit impairment is required. For more, see the section 'Definition of default (Credit impaired)' above.

We use quantitative, qualitative and backstop criteria to identify exposures that suffer a SICR. The Credit Risk Provisions Forum (CRPF) reviews and approves our SICR thresholds periodically. The Board Audit Committee reviews and challenges their appropriateness each year, or more often if we change them.

**Quantitative criteria**

We use quantitative criteria to identify where an exposure has increased in credit risk. We base our criteria on whether any increase in the lifetime PD since origination exceeds a threshold in relative and absolute terms. We base the value anticipated at origination on similar assumptions and data to the ones we use at the reporting date, adjusted to reflect the account surviving to that date. The comparison uses either an annualised lifetime PD, where the lifetime PD is divided by the forecast period, or the absolute change in lifetime PD since origination. These two sets of criteria are used to determine whether a significant increase of credit risk has concurred since origination. The criteria for 2023 and 2022 were:

Retail and Business Banking				Consumer Finance <sup>(2)</sup>	Corporate & Commercial Banking	Corporate Centre
Mortgages	Everyday Banking <sup>(1)</sup>					
		Personal loans	Credit cards	Overdrafts		
30bps	30bps	340bps	260bps	300bps	30bps	Internal rating method

(1) For larger business banking customers, we apply the same criteria that we use for Corporate & Commercial Banking.

(2) Consumer Finance use the comparison of lifetime PDs to determine Stage allocation, unlike other products which first turn the lifetime PD into an average yearly PD (annualised) and then do the comparison.

**Qualitative criteria**

We also use qualitative criteria to identify where an exposure has increased in credit risk, independent of changes in PD. The criteria for 2023 and 2022 were:

Retail and Business Banking				Consumer Finance	Corporate & Commercial Banking	Corporate Centre
Mortgages	Everyday Banking <sup>(1)</sup>					
		Personal loans	Credit cards	Overdrafts		
– In forbearance	– In Collections	– In forbearance	– Fees suspended	– In forbearance	– In forbearance	
– Default in last 24m	– Default in last 12m	– Default in last 12m	– Default in last 12m	– Deceased or Insolvent	– Default in last 12m	
– 30 Days past due (DPD) in last 12m		– In Collections	– Debit dormant >35 days	– Court 'Return of goods' order or Police watchlist	– Watchlist: proactive management	– Watchlist: proactive management
– Bankrupt		– £100+ arrears	– Any excess in month	– Agreement terminated	– Default at proxy origination	
– £100+ arrears	– £50+ arrears	– Behaviour score indicators		– Payment holiday		
				– Cash Collection		

(1) For larger business banking customers, we apply the same criteria that we use for Corporate & Commercial Banking.

We continue to apply the additional qualitative assessment that was introduced as part of a Judgemental Adjustment that commenced during 2022 in response to the cost of living crisis. Exposures that were deemed more significantly impacted by cost of living pressures based on indebtedness and disposable income thresholds were migrated to Stage 2. See 'Judgemental Adjustments (JAs)' below for more details.

**Backstop criteria**

As a backstop, we classify all exposures more than 30 or 90 DPD in at least Stage 2 or in Stage 3, respectively. This means that we do not rebut the backstop presumptions in IFRS 9 (i.e. credit risk has significantly increased if contractual payments are more than 30 DPD) relating to either a SICR or default.

**Improvement in credit risk or cure**

We transfer Stage 3 exposures to Stage 2 or Stage 1 when we no longer consider them to be credit impaired. We transfer Stage 2 exposures to Stage 1 when they no longer meet the stage 2 SICR criteria. Where we identified a SICR using quantitative criteria, we transfer the exposures to Stage 1 when they no longer meet the original PD-based transfer criteria. Where we identified a SICR using qualitative criteria, the issues that led to the transfer must be cured before we transfer the exposure to Stage 1. For a loan to exit forbearance, it must meet the conditions set out in the section 'Forbearance'.



**Judgemental Adjustments (JAs)** (audited)

We use a range of methods to identify whether we need a JA. These include regular reviews of model monitoring tools, changes in the period, trend analysis, comparisons against forecasts, and inputs from expert teams who manage key portfolio risks. We only recognise a JA if its expected impact is over £1m and keep it in place until we no longer need it. This is usually when we build it into our core credit model or the conditions that led to raising the JA no longer exist.

Our Risk Provisions & Forecasting team calculate JAs to ensure they are incremental to the core credit model and to ensure the calculation is performed in a consistent and controlled manner. We apply standard end-user computing controls to JAs expected to be in place for more than six months. The CRPF reviews and approves all JAs on a quarterly basis.

	Retail and Business Banking							Total
	Mortgages	Everyday Banking		Consumer Finance	CCB	Corporate Centre	£m	
		Credit Cards	Other					
<b>2023</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
Modelled ECL	134	123	123	62	240	—	682	
Individually assessed	4	—	—	—	124	—	128	
<b>ECL before JAs</b>	<b>138</b>	<b>123</b>	<b>123</b>	<b>62</b>	<b>364</b>	<b>—</b>	<b>810</b>	
<b>JAs (excluding Affordability and Cost of Living JAs)</b>								
Long-term indeterminate arrears	16	—	—	—	—	—	16	
12+ months in arrears	14	—	—	—	—	—	14	
UPL loss floor	—	—	6	—	—	—	6	
Model underestimation	36	—	—	—	—	—	36	
Corporate single large exposure	—	—	—	—	23	—	23	
Other	12	1	3	4	(31)	—	(11)	
<b>Total JAs (excluding Affordability and Cost of Living JAs)</b>	<b>78</b>	<b>1</b>	<b>9</b>	<b>4</b>	<b>(8)</b>	<b>—</b>	<b>84</b>	
<b>Affordability and Cost of Living JAs</b>								
Corporate lending to segments affected by supply chain pressures	—	—	—	—	24	—	24	
Secured affordability	9	—	—	4	—	—	13	
Unsecured affordability	—	16	22	—	—	—	38	
Mortgage refinancing risk	19	—	—	—	—	—	19	
SME debt burden	—	—	6	—	—	—	6	
<b>Total Affordability and Cost of Living JAs</b>	<b>28</b>	<b>16</b>	<b>28</b>	<b>4</b>	<b>24</b>	<b>—</b>	<b>100</b>	
<b>Total JAs</b>	<b>106</b>	<b>17</b>	<b>37</b>	<b>8</b>	<b>16</b>	<b>—</b>	<b>184</b>	
<b>Total ECL</b>	<b>244</b>	<b>140</b>	<b>160</b>	<b>70</b>	<b>380</b>	<b>—</b>	<b>994</b>	
<b>2022</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
Modelled ECL	134	112	93	65	194	—	598	
Individually assessed	—	—	—	—	112	—	112	
<b>ECL before JAs</b>	<b>134</b>	<b>112</b>	<b>93</b>	<b>65</b>	<b>306</b>	<b>—</b>	<b>710</b>	
<b>JAs (excluding Affordability and Cost of Living JAs)</b>								
Long-term indeterminate arrears	13	—	—	—	—	—	13	
12+ months in arrears	22	—	—	—	—	—	22	
UPL loss floor	—	—	15	—	—	—	15	
Model underestimation	36	2	19	—	—	—	57	
Corporate single large exposure	—	—	—	—	23	—	23	
Other	21	1	10	2	3	—	37	
<b>Total JAs (excluding Affordability and Cost of Living JAs)</b>	<b>92</b>	<b>3</b>	<b>44</b>	<b>2</b>	<b>26</b>	<b>—</b>	<b>167</b>	
<b>Affordability and Cost of Living JAs</b>								
Corporate lending to segments affected by supply chain pressures	—	—	—	—	61	—	61	
Mortgage affordability	27	—	—	—	—	—	27	
Retail Unsecured Affordability	—	15	20	—	—	—	35	
SME debt burden	—	—	7	—	—	—	7	
<b>Total Affordability and Cost of Living JAs</b>	<b>27</b>	<b>15</b>	<b>27</b>	<b>—</b>	<b>61</b>	<b>—</b>	<b>130</b>	
<b>Total JAs</b>	<b>119</b>	<b>18</b>	<b>71</b>	<b>2</b>	<b>87</b>	<b>—</b>	<b>297</b>	
<b>Total ECL</b>	<b>253</b>	<b>130</b>	<b>164</b>	<b>67</b>	<b>393</b>	<b>—</b>	<b>1,007</b>	

### JAs (excluding Affordability and Cost of Living JAs)

- **Long-term indeterminate arrears:** To mitigate the risk of model underestimation, we fully provide for accounts in arrears which have neither repaid (cured) nor been written-off after a period of two years for unsecured portfolios or five years for secured portfolios. For our secured portfolios, we use expected security valuations at the point of repossession to estimate the adjustment. At 31 December 2023, we only had to make an adjustment for mortgages. When calculating this JA, we assume a two year delay in the time to repossessions which reflects experience and ensures the LTVs are impacted by our multiple scenario forecasts for HPI. Over the medium term, as we continue to address long-term arrears in the portfolio, we expect the need for this JA will reduce. Had management assumed no delay in repossessions, the JA would be £12m.
- **12+ months in arrears:** To mitigate the risk of model underestimation, we fully provide for mortgage accounts more than 12 months past due after deducting a historically observed self-cure rate. When calculating this JA, we assume a two year delay in the time to repossessions which reflects experience and ensures the LTVs are impacted by our multiple scenario forecasts for HPI. Over the medium term, as we continue to address long-term arrears in the portfolio, we expect the need for this JA will reduce. Had management assumed no delay in repossessions, the JA would be £6m.
- **UPL loss floor:** We use this JA to address the perceived macroeconomic insensitivity in our Unsecured Personal Loans (UPL) models. This arises where historical analysis of losses shows a larger correlation to the International Labour Organisation (ILO) unemployment forecast than the model gives. The JA then uplifts the lifetime losses expected in each of the macroeconomic scenarios in the model to meet the expected losses the historical analysis predicts.
- **Model underestimation:** During the pandemic, the government introduced various support schemes which resulted in built up savings and subdued arrears and defaults. This JA reduces the risk of potential ECL underestimation caused by the artificially low modelled PDs. Had management applied the same PD uplift on the upside scenario, the JA would be £13m. Had management applied the same PD uplift on the Downside 3 scenario as the Base case, Upside and Downside 1 scenarios, the JA would be £65m.
- **Corporate single large exposure:** This JA safeguards against individual large exposures defaulting. We currently use the JA to safeguard against two historically observed single name large losses in CCB. We continue to assess this risk over the medium term based on actual experience and refine the estimate based on changes in our portfolio credit quality and loan size mix. Had management assumed only one average loss was incurred, the JA would be £12m. The JA would be £35m assuming three average losses were incurred. This JA is still needed given UK corporate insolvencies have risen to a 30-year high. In the current high-interest rate environment, the risk of single name defaults which incur high losses is considered greater than before as government support schemes ceased.
- **Other:** This includes adjustments for CCB and mortgages. In CCB, we calibrate our corporate model PDs based on a historical model development observation period. We hold a JA to recalibrate these PDs to reflect more recent experience. This JA will be embedded into the model in 2024 with no material net impact expected. In mortgages, this JA includes a similar adjustment to recalibrate the PD and LGDs to exclude the period impacted by Covid-19.

### Affordability and Cost of Living JAs

- **Corporate lending to segments affected by supply chain pressures:** This JA reflects the corporate lending risks to those sectors susceptible to high inflation and energy prices, higher input costs, potential for lower consumer and business demand and exposure to supply chain pressures. We updated the assumptions of this JA to reflect the available historical default emergence of the sectors in scope of the JA. This JA calculates ECL depending on customers' risk profiles in stage 1 and transfers the customers into stage 2. In the case of those customers already in stage 2 the JA is calculated by stressing PD levels according to the risk profile of those customers. The range for this JA can be between £16m to £58m depending on PD assumptions of high and severe sectors.
- **Secured affordability:** We use this JA to identify over-indebted customers who, in the current high-interest rate environment, are more susceptible to stress. The JA uses available bureau information (Consumer Indebtedness Index (CII) > 40) and classifies over-indebted customers as Stage 2, which are subsequently provided for on a lifetime basis. The JA reflects the most recent available performance information for customers in scope of the judgement. At 31 December 2023, these accounts made up a significant amount of the total mortgage Stage 2 population as £2.9bn mortgages were moved from Stage 1 into Stage 2 as a result. Had management lowered the CII threshold to 30, the JA would be £21m. Had management increased the CII threshold to 50, the JA would be £8m.
- **Unsecured affordability:** The JA accounts for repayment affordability risk amongst customers with low disposable income. We use a combination of performance indicators and forward-looking estimated disposable income to identify the number of unsecured customers that may struggle to meet their contractual obligations in the current macroeconomic environment. Their overall level of unsecured debt is also considered (for Credit Cards and Banking products) to determine whether they can absorb additional financial stress. Had management not considered the total level of unsecured debt as an additional filter to identify customers in scope of the JA, the JA would be £47m. Had management considered the same level of Total Unsecured Debt (TUD) for UPL exposures as for Cards and Banking, the JA would be £31m.
- **Mortgage refinancing risk:** We introduced this JA in December 2023. It considers the risk of mortgage customers being unable to afford their new mortgage instalment after re-mortgaging in the current high-interest rate environment. The JA assesses the likely mortgage payment against the stressed interest rate that customers had been assessed against at the point of application. Customers that are likely to secure rates above their stress levels are considered at risk of not being able to afford their new mortgage. Their respective PDs are uplifted to account for the elevated levels of defaults observed for the most recent cohorts of refinanced mortgages. The JA transfers £6.8bn of exposures into Stage 2. The JA was designed using some profiling characteristics of customers that took advantage of the Mortgage Charter government scheme as some of these accounts are considered to be at higher risk of arrears. Had management replaced the probability weighted interest rate view with a flat 5% forecast, the JA would be £9m. Had management assumed a flat 6% forecast, the JA would be £22m.
- **SME debt burden:** This JA takes account of the potential debt burden risk of unsecured lending to our SME customers who also took a BBL. This does not incorporate the credit risk on BBLs as these are government guaranteed, but instead considers the possible impact on repayment of other lending with us.

### 2023 compared to 2022

JAs reduced from £297m to £184m. The proportion of JAs to total ECL decreased from 29% to 19%. This was mainly due to the models reacting to the economic environment normalising post Covid-19, reducing the need for JAs. In 2023, we expanded the scope of the Mortgage Affordability JA to include Consumer Finance (previously included in Other) and renamed it as the Secured Affordability JA. We also renamed the Retail Unsecured Affordability JA as the Unsecured Affordability JA with no change in the scope. In addition, we introduced a Mortgage Refinancing risk JA to target customers susceptible to refinance risk in response to the cost of living crisis and increased interest rates. In 2023, in response to increasing regulatory requirements under SS1/23, we introduced a JA framework to further enhance the governance around judgements.

### Climate change

In 2023 and 2022, we assessed the risks to asset valuations in the customer loan book from both transitional and physical risks associated with climate change. At 31 December 2023 and 2022, we did not consider it appropriate to recognise a climate risk related JA for the following reasons:

- The behavioural life of the loan book is less than five years. Any material transitional risks are generally regarded to be relevant over a longer timeframe than five years and, as such, the risk predominantly relates to assets yet to be written;
- There have been no observed default events or SICRs due to climate change for any part of the loan book;
- The absolute exposure to fossil fuel industries is not material. On an individually assessed basis, clients in these industries are highly rated and their markets remain highly liquid;
- The residual value of automotive vehicles might be impacted by diesel obsolescence and the transition to electric vehicles. The residual value risk is already set at the more cautious end of the acceptable range to capture the inherent risk of diesel obsolescence and measurement uncertainty of electric vehicles;
- ECL calculations are based on multiple forward-looking economic scenarios developed by management covering a period of 5 years, during which timeframe climate change risks may crystallise;
- The proportion of mortgage loans subject to flood and subsidence risk is not material. The terms of our mortgage lending also require homeowners to have an active flood protection at any point of the contract.

**Internal credit risk rating for corporate borrowers** (audited)

We assign each corporate borrower an internal credit rating based on our internal rating scale. To do this, we look at the customer's financial history and trends in the economy backed up by the expert judgement of a risk analyst. We review our internal ratings on a dynamic basis and at least once a year. The internal risk rating is used to determine the Probability of Default for a client.

**Individually assessed corporate Stage 3 exposures** (audited)

We assess the ECL requirement for large single name corporate exposures on an individual basis when they meet our definition of default and are transferred into Stage 3. This assessment takes into consideration the latest specific information about the counterparty to determine a probability weighted ECL based on a best, worst and mid case outcome. For those loans that were in default (i.e. Stage 3), the ECL net of government guarantee was £124m at 31 December 2023 (2022: £112m). Had management assumed the best or worst outcome in terms of loss estimates, the ECL could have been within a range of £42m to £209m.

**Sensitivity of ECL allowance** (audited)

The ECL allowance is sensitive to the methods, assumptions and estimates underlying its calculation. For example, management could have applied different probability weights to the economic scenarios. In addition, the ECL for residential mortgages is significantly affected by the HPI assumptions which determine the valuation of collateral used in the calculations.

Had management used different assumptions on probability weights and HPI, a larger or smaller ECL charge would have resulted that may have had a material impact on the ECL allowance and profit before tax.

**Scenario sensitivity**

The tables below show the ECL allowances that would have arisen had management applied a 100% weight to each economic scenario. The allowances were calculated using a stage allocation appropriate to each scenario and differs from the probability-weighted stage allocation used to determine the ECL allowance shown above. For exposures subject to individual assessment, the distribution of ECL which could reasonably be expected has also been considered, assuming no change in the number of cases subject to individual assessment, and within the context of a potential best to worst case outcome.

	Upside	Base case	Downside 1	Stubborn Inflation	Downside 2	Weighted
2023	£m	£m	£m	£m	£m	£m
<b>Exposure</b>	<b>300,969</b>	<b>300,969</b>	<b>300,969</b>	<b>300,969</b>	<b>300,969</b>	<b>300,969</b>
Retail and Business Banking	204,357	204,357	204,357	204,357	204,357	204,357
– Mortgages	183,568	183,568	183,568	183,568	183,568	183,568
– EDB - Credit Cards	13,116	13,116	13,116	13,116	13,116	13,116
– EDB - Other	7,673	7,673	7,673	7,673	7,673	7,673
Consumer Finance	5,228	5,228	5,228	5,228	5,228	5,228
CCB	27,277	27,277	27,277	27,277	27,277	27,277
Corporate Centre	64,107	64,107	64,107	64,107	64,107	64,107
<b>ECL</b>	<b>834</b>	<b>898</b>	<b>993</b>	<b>1,179</b>	<b>1,412</b>	<b>994</b>
Retail and Business Banking	420	467	538	692	891	544
– Mortgages	143	176	236	365	564	244
– EDB - Credit Cards	132	138	142	150	150	140
– EDB - Other	145	153	160	177	177	160
Consumer Finance	68	69	70	72	72	70
CCB	346	362	385	415	449	380
Corporate Centre	—	—	—	—	—	—
	%	%	%	%	%	%
<b>Proportion of assets in Stage 2</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>7</b>	<b>12</b>	<b>8</b>
Retail and Business Banking	6	7	7	8	15	9
– Mortgages	7	7	7	8	17	10
– EDB - Credit Cards	2	3	3	3	3	3
– EDB - Other	7	8	8	9	9	8
Consumer Finance	6	6	6	6	6	6
CCB	13	14	14	17	20	13
Corporate Centre	—	—	—	—	—	—
	%	%	%	%	%	%
<b>Proportion of assets in Stage 3</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>
Retail and Business Banking	1	1	1	1	1	1
– Mortgages	1	1	1	1	1	1
– EDB - Credit Cards	—	—	—	—	—	—
– EDB - Other	2	2	2	2	2	2
Consumer Finance	—	—	—	—	—	—
CCB	3	3	3	3	3	3
Corporate Centre	—	—	—	—	—	—

	Upside	Base case	Downside 1	Stubborn Inflation	Downside 2	Weighted
2022	£m	£m	£m	£m	£m	£m
<b>Exposure</b>	312,830	312,830	312,830	312,830	312,830	312,830
Retail and Business Banking	216,383	216,383	216,383	216,383	216,383	216,383
– Mortgages	195,170	195,170	195,170	195,170	195,170	195,170
– EDB - Credit Cards	12,845	12,845	12,845	12,845	12,845	12,845
– EDB - Other	8,368	8,368	8,368	8,368	8,368	8,368
Consumer Finance	5,739	5,739	5,739	5,739	5,739	5,739
CCB	28,299	28,299	28,299	28,299	28,299	28,299
Corporate Centre	62,409	62,409	62,409	62,409	62,409	62,409
<b>ECL</b>	931	933	994	1,150	1,384	1,007
Retail and Business Banking	490	498	530	648	831	546
– Mortgages	215	219	245	325	502	253
– EDB - Credit Cards	122	123	127	140	142	130
– EDB - Other	153	156	158	183	187	163
Consumer Finance	65	66	65	68	69	67
CCB	376	369	399	434	484	394
Corporate Centre	—	—	—	—	—	—
	%	%	%	%	%	%
<b>Proportion of assets in Stage 2</b>	4	4	5	7	11	7
Retail and Business Banking	4	4	4	6	10	7
– Mortgages	4	4	4	6	11	7
– EDB - Credit Cards	2	2	2	3	3	3
– EDB - Other	7	7	7	8	9	8
Consumer Finance	6	6	6	6	6	6
CCB	8	9	9	14	18	12
Corporate Centre	—	—	—	—	—	—
	%	%	%	%	%	%
<b>Proportion of assets in Stage 3</b>	1	1	1	1	1	1
Retail and Business Banking	1	1	1	1	1	1
– Mortgages	1	1	1	1	1	1
– EDB - Credit Cards	—	—	—	—	—	—
– EDB - Other	2	2	2	2	2	2
Consumer Finance	1	1	1	1	1	1
CCB	2	2	2	2	2	2
Corporate Centre	—	—	—	—	—	—

### 2023 compared to 2022

ECL was broadly flat in 2023. In Retail and Business Banking, Mortgages ECL decreased as house prices held up better than expected and Unsecured lending ECL increased in line with arrears. These are yet to rise above pre Covid-19 levels. CCB ECL decreased due to a small number of default cases that were exited late in 2023. The value of JAs decreased in 2023 with models better reflecting the economic environment as the economic distortion caused by Covid-19 reduced.

### HPI sensitivity

Given the relative size of our residential mortgage portfolio, management considers that changes in HPI assumptions used to calculate the ECL allowance for residential mortgages would have the most significant impact on the ECL allowance. The table below shows the ECL impact on the profit before tax of applying an immediate and permanent house price increase/decrease to our unweighted base case scenario, and assumes no changes to the stage allocation of exposures.

Increase/(decrease) in profit before tax	Increase/decrease in house prices			
	+20%	+10%	-10%	-20%
	£m	£m	£m	£m
2023	70	38	(54)	(155)
2022	48	32	(61)	(176)

### 2023 compared to 2022

The sensitivity to decreases in house prices was similar to 2022, but the sensitivity to increases in house prices was higher than in 2022. This is a function of the model and JA interaction under a more benign economic environment. The drop in the average property value in 2023 resulted in a bigger potential benefit of future house price increases, which was the main driver for the higher sensitivity towards +10/+20% house price increases.

Both the modelled ECL and the JAs were stressed in the sensitivity analysis to assess the potential impact on ECL from housing market volatility.



**Measuring ECL** (audited)

For accounts not in default at the reporting date, we estimate a monthly ECL for each exposure and for each month over the forecast period. The lifetime ECL is the sum of the monthly ECLs over the forecast period, while the 12-month ECL is limited to the first 12 months. We calculate each monthly ECL as the discounted value for the relevant forecast month of the product of the following factors:

Factor	Description
<b>Survival rate (SR)</b>	The probability that the exposure has not closed or defaulted since the reporting date.
<b>Probability of default (PD)</b>	The likelihood of a borrower defaulting in the following month, assuming it has not closed or defaulted since the reporting date. For each month in the forecast period, we estimate the monthly PD from a range of factors. These include the current risk grade for the exposure, which becomes less relevant further into the forecast period, as well as the expected evolution of the account risk with maturity and factors for changing economics. We support this with historical data analysis.
<b>Exposure at default (EAD)</b>	The amount we expect to be owed if a default event occurs. We determine EAD for each month of the forecast period by the expected payment profile, which varies by product. For amortising products, we base it on the borrower's contractual repayments over the forecast period. We adjust this for any expected overpayments on Stage 1 accounts that the borrower may make and for any arrears we expect if the account was to default. For revolving products, or amortising products with an off-balance sheet element, we determine EAD using the balance at default and the contractual exposure limit. We vary these assumptions by product and base them on analysis of recent default data.
<b>Loss given default (LGD)</b>	Our expected loss if a default event were to occur. We express it as a percentage and calculate it based on factors that we have observed to affect the likelihood and/or value of any subsequent write-offs, which vary according to whether the product is secured or unsecured. If the product is secured, we take into account collateral values as well as the historical discounts to market/book values due to forced sales type.

We use the original effective interest rate as the discount rate. For accounts in default, we use the EAD as the reporting date balance. We also calculate an LGD to reflect the default status of the account, considering the current DPD and loan-to-value. PD and SR are not required for accounts in default.

**Forecast period**

We base the forecast period for amortising facilities on the remaining contract term. For revolving facilities, we base it on the behavioural, rather than contractual, characteristics of the facility type. In some cases, we shorten the period to simplify the calculation. If we do this, we apply a Judgemental Adjustment to reflect our view of the full lifetime ECL.

**Forward-looking information**

Our assessments of a SICR and the calculation of ECL incorporate forward-looking data. We perform historical analysis and identify the key economic variables that impact credit risk and ECL for each portfolio. These can include house price growth, GDP, unemployment rate and BoE Bank Rate. Where applicable, we incorporate these economic variables and their associated impacts into our models.

Economic forecasts have the most impact on ECL measurement for residential mortgages and, to a lesser extent, corporate loans. This is due to the long behavioural lives and large size of these portfolios. Economic forecasts have less impact on ECL for other portfolios due to their shorter lives and smaller size.

**Grouping of instruments for losses measured on a collective basis**

We measure ECL at the individual financial instrument level. However, where we have used internal capital or similar models as the basis for our ECL models, this typically results in a large number of relatively small homogenous groups. We typically group instruments where they share risk characteristics using statistical models and assess them for impairment collectively. We use this approach for all our Retail and Business Banking and Consumer Finance portfolios, SME customers in Corporate & Commercial Banking, and the Crown Dependencies mortgage portfolio in Corporate Centre.

We calculate separate collective provisions for instruments in Stages 1, 2 and 3 where the instrument is not individually assessed.

For all our portfolios (whether we assess them for impairment individually or collectively) we use five forward-looking economic scenarios.

**Governance around ECL impairment allowances** (audited)

Our Risk Methodology team developed our ECL models (except for the external models we use, such as OGEM which we described earlier in 'Our forecasting approach'), and our Independent Validations team reviews all material models. As model owners, our Risk Provisioning & Forecasting team run the models to calculate our ECL each month. The models are sensitive to changes in credit conditions and reflect management judgements that give rise to measurement uncertainty in our ECL as set out above. The following committees and forums review the provision drivers and ensure that the ECL remains appropriate:

- **Model Risk Control Forum (MRCF)** reviews and approves new models and model changes. It also reviews the use of OGEM as a reliable model on which to base our other forecast macroeconomic variables. We use it across all stress testing and planning so it is subject to model risk criteria.
- **ALCO** reviews and approves the base case used in the economic scenarios we use to calculate forward-looking scenarios.
- **CRPF** reviews and approves the economic scenarios and probability weights we use to calculate forward-looking scenarios. It also reviews management judgements and approves ECL impairment allowances.
- **Board Audit Committee** reviews and challenges the appropriateness of the estimates and judgements made by management.

For more on the governance around specific elements of the ECL impairment allowances, including the frequency of, and thresholds for, reviews, including by these committees and forums, see the detailed sections above.

**How we assess the performance of our ECL estimation process**

We assess the reasonableness of our ECL provisions and the results of our Staging analysis using a range of methods. These include:

- **Benchmarking:** we compare our coverage levels with our peers
- **Stand-back testing:** we monitor the level of our coverage against actual write-offs
- **Back-testing:** we compare key drivers periodically as part of model monitoring practices
- **Monitoring trends:** we track ECL and Staged assets over time and against our internal budgets and forecasts, with triggers set accordingly.

## SANTANDER UK GROUP LEVEL – CREDIT RISK REVIEW

### Our maximum and net exposure to credit risk (audited)

The tables below show the main differences between our maximum and net exposure to credit risk. They show the effects of collateral, netting, and risk transfer to mitigate our exposure. The tables only show the financial assets that credit risk affects and to which the impairment requirements in IFRS 9 are applied.

For balance sheet assets, the maximum exposure to credit risk is the carrying value after impairment loss allowances. Off-balance sheet exposures are mortgage offers, guarantees, formal standby facilities, credit lines and other commitments. For off-balance sheet guarantees, the maximum exposure is the maximum amount that we would have to pay if the guarantees were called on. For formal standby facilities, credit lines and other commitments that are irrevocable over the life of the facility, the maximum exposure is the total amount of the commitment.

	Maximum exposure						Collateral <sup>(1)</sup>			
	Balance sheet asset			Off-balance sheet			Cash	Non-cash	Netting <sup>(2)</sup>	Net exposure
	Gross amounts	Loss allowance	Net amounts	Gross amounts	Loss allowance	Net amounts				
<b>2023</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>	<b>£bn</b>
Cash and balances at central banks	40.5	—	40.5	—	—	—	—	—	—	40.5
<b>Financial assets at amortised cost:</b>										
– Loans and advances to customers: <sup>(3)</sup>										
– Retail Mortgages	176.5	(0.2)	176.3	8.3	—	8.3	—	(179.1)	—	5.5
– Corporate loans	18.5	(0.3)	18.2	8.9	—	8.9	(0.1)	(15.3)	—	11.7
– Finance leases	4.6	(0.1)	4.5	—	—	—	—	(4.5)	—	—
– Accrued interest and other adjustments	0.9	—	0.9	—	—	—	—	—	—	0.9
– Other unsecured loans	7.1	(0.3)	6.8	13.8	(0.1)	13.7	—	—	—	20.5
– Amounts due from fellow Banco Santander group subsidiaries and JVs	4.5	—	4.5	—	—	—	—	—	—	4.5
Total loans and advances to customers	212.1	(0.9)	211.2	31.0	(0.1)	30.9	(0.1)	(198.9)	—	43.1
– Loans and advances to banks	1.2	—	1.2	0.5	—	0.5	—	—	—	1.7
– Reverse repurchase agreements – non trading	12.5	—	12.5	—	—	—	—	(12.4)	(0.1)	—
– Other financial assets at amortised cost	0.2	—	0.2	—	—	—	—	—	—	0.2
Total financial assets at amortised cost	226.0	(0.9)	225.1	31.5	(0.1)	31.4	(0.1)	(211.3)	(0.1)	45.0
<b>Financial assets at fair value at FVOCI:</b>										
– Debt securities	8.5	—	8.5	—	—	—	—	—	—	8.5
Total financial assets at FVOCI	8.5	—	8.5	—	—	—	—	—	—	8.5
<b>Total</b>	<b>275.0</b>	<b>(0.9)</b>	<b>274.1</b>	<b>31.5</b>	<b>(0.1)</b>	<b>31.4</b>	<b>(0.1)</b>	<b>(211.3)</b>	<b>(0.1)</b>	<b>94.0</b>
<b>2022</b>										
Cash and balances at central banks	46.6	—	46.6	—	—	—	—	—	—	46.6
<b>Financial assets at amortised cost:</b>										
– Loans and advances to customers: <sup>(3)</sup>										
– Retail Mortgages <sup>(4)</sup>	188.3	(0.3)	188.0	8.0	—	8.0	—	(191.4)	—	4.6
– Corporate loans	19.1	(0.3)	18.8	9.3	—	9.3	(0.1)	(16.5)	—	11.5
– Finance leases	4.6	(0.1)	4.5	0.4	—	0.4	—	(4.8)	—	0.1
– Accrued interest and other adjustments	0.9	—	0.9	—	—	—	—	—	—	0.9
– Other unsecured loans	7.7	(0.2)	7.5	13.7	(0.1)	13.6	—	—	—	21.1
– Amounts due from fellow Banco Santander group subsidiaries and JVs	4.2	—	4.2	—	—	—	—	—	—	4.2
Total loans and advances to customers	224.8	(0.9)	223.9	31.4	(0.1)	31.3	(0.1)	(212.7)	—	42.4
– Loans and advances to banks	1.1	—	1.1	0.4	—	0.4	—	—	—	1.5
– Reverse repurchase agreements – non trading	7.3	—	7.3	—	—	—	—	(7.3)	—	—
– Other financial assets at amortised cost	0.2	—	0.2	—	—	—	—	—	—	0.2
Total financial assets at amortised cost	233.4	(0.9)	232.5	31.8	(0.1)	31.7	(0.1)	(220.0)	—	44.1
<b>Financial assets at FVOCI:</b>										
– Debt securities	6.0	—	6.0	—	—	—	—	—	—	6.0
Total financial assets at FVOCI	6.0	—	6.0	—	—	—	—	—	—	6.0
<b>Total</b>	<b>286.0</b>	<b>(0.9)</b>	<b>285.1</b>	<b>31.8</b>	<b>(0.1)</b>	<b>31.7</b>	<b>(0.1)</b>	<b>(220.0)</b>	<b>—</b>	<b>96.7</b>

(1) The forms of collateral we take to reduce credit risk include: residential and commercial property; other physical assets, including motor vehicles; liquid securities, including those transferred under reverse repurchase agreements; cash, including cash used as collateral for derivative transactions; and receivables. Charges on residential property are most of the collateral we take.

(2) We can reduce credit risk exposures by applying netting. We do this mainly for derivative and repurchase transactions with financial institutions. For derivatives and securities finance transactions, we use standard master netting agreements. For more on this, see 'Credit risk mitigation' in the 'Credit risk - Credit risk management' section.

(3) Balances include interest we have charged to the customer's account and accrued interest that we have not charged to the account yet.

(4) The collateral value shown against advances secured on residential property is limited to the balance of each associated individual loan. It does not include the impact of over-collateralisation (where the collateral has a higher value than the loan balance) and includes collateral we would receive on draw down of certain off-balance sheet commitments.

The tables below show the main differences between our maximum and net exposure to credit risk on the financial assets that credit risk affects and to which the impairment requirements in IFRS 9 are not applied.

	Balance sheet asset gross amount £bn	Collateral <sup>(1)</sup>			Net exposure £bn
		Cash £bn	Non-cash £bn	Netting <sup>(2)</sup> £bn	
<b>2023</b>					
Financial assets at FVTPL:					
– Derivative financial instruments	1.5	(0.8)	—	(0.5)	0.2
– Other financial assets at FVTPL	0.6	—	—	—	0.6
<b>Total</b>	<b>2.1</b>	<b>(0.8)</b>	<b>—</b>	<b>(0.5)</b>	<b>0.8</b>
<b>2022</b>					
Financial assets at FVTPL:					
– Derivative financial instruments	2.4	—	(1.7)	(0.5)	0.2
– Other financial assets at FVTPL	0.4	—	—	—	0.4
<b>Total</b>	<b>2.8</b>	<b>—</b>	<b>(1.7)</b>	<b>(0.5)</b>	<b>0.6</b>

- (1) The forms of collateral we take to reduce credit risk include: liquid securities, including those transferred under reverse repurchase agreements; cash, including cash used as collateral for derivative transactions; and receivables.
- (2) We can reduce credit risk exposures by applying netting. We do this mainly for derivative and repurchase transactions with financial institutions. For derivatives and securities finance transactions, we use standard master netting agreements. They allow us to set off our credit risk exposure to a counterparty against our obligations to the counterparty in relation to transactions under the master netting agreement in the event of default. This gives us a lower net credit exposure. They may also reduce settlement exposure. For more on this, see 'Credit risk mitigation' in the 'Credit risk – Credit risk management' section.

### Single credit rating scale

In the table below, we have used a single rating scale to ensure we are consistent across all our credit risk portfolios in how we report the risk of default. It has eight grades for non-defaulted exposures, from 9 (lowest risk) to 2 (highest risk). We define each grade by an upper and lower PD value and we scale the grades so that the default risk increases by a factor of ten every time the grade number drops by two steps. For example, grade 9 has an average PD of 0.010%, and grade 7 has an average PD of 0.100%. We give defaulted exposures a grade 1 and a PD value of 100%. In the final column of the table we show the approximate equivalent credit rating grade used by Standard & Poor's Ratings Services (S&P).

Santander UK risk grade	PD range			S&P equivalent
	Mid %	Lower %	Upper %	
9	0.010	0.000	0.021	AAA to AA+
8	0.032	0.021	0.066	AA to AA-
7	0.100	0.066	0.208	A+ to BBB
6	0.316	0.208	0.658	BBB- to BB
5	1.000	0.658	2.081	BB-
4	3.162	2.081	6.581	B+ to B
3	10.000	6.581	20.811	B-
2	31.623	20.811	99.999	CCC to C
1 (Default)	100.000	100.000	100.000	D

The PDs in the table above are based on Economic Capital (EC) PD mappings, calculated based on the average PD over an economic cycle. This is different to the IFRS 9 PDs which are calculated at a point in time using forward looking economic scenarios. Where possible, the EC PD values are aligned to the regulatory capital models; however, any regulatory floors are removed and PDs are defined at every possible rating rather than grouped into rating buckets.

**Rating distribution** (audited)

The tables below show the credit rating of our financial assets to which the impairment requirements in IFRS 9 apply. JAs are incorporated in the balances. For more on the credit rating profiles of key portfolios, see the credit risk review section for each business segment.

	Santander UK risk grade								Loss allowance	Total
	9	8	7	6	5	4	3 to 1	Other <sup>(1)(2)</sup>		
2023	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn
<b>Exposures - On balance sheet</b>										
Cash and balances at central banks	40.5	—	—	—	—	—	—	—	—	40.5
– Stage 1	40.5	—	—	—	—	—	—	—	—	40.5
Financial assets at amortised cost:										
– Loans and advances to customers <sup>(2)</sup>	5.3	34.7	85.6	49.3	14.7	8.4	5.5	8.6	(0.9)	211.2
– Stage 1	5.3	33.6	81.5	43.9	10.4	2.8	0.4	8.3	(0.1)	186.1
– Stage 2	—	1.1	4.1	5.4	4.3	5.5	2.4	0.1	(0.4)	22.5
– Stage 3	—	—	—	—	—	0.1	2.7	0.2	(0.4)	2.6
Of which mortgages:	5.2	33.1	81.0	42.0	6.7	3.8	3.4	1.3	(0.2)	176.3
– Stage 1	5.2	32.0	76.9	36.7	3.6	0.5	0.1	1.3	—	156.3
– Stage 2	—	1.1	4.1	5.3	3.1	3.2	1.4	—	(0.1)	18.1
– Stage 3	—	—	—	—	—	0.1	1.9	—	(0.1)	1.9
– Loans and advances to banks	0.1	0.2	—	—	—	—	—	0.9	—	1.2
– Stage 1	0.1	0.2	—	—	—	—	—	0.9	—	1.2
– Reverse repo agreements – non trading	9.6	1.6	0.7	0.6	—	—	—	—	—	12.5
– Stage 1	9.6	1.6	0.7	0.6	—	—	—	—	—	12.5
– Other financial assets at amortised cost	0.2	—	—	—	—	—	—	—	—	0.2
– Stage 1	0.2	—	—	—	—	—	—	—	—	0.2
Total financial assets at amortised cost	15.2	36.5	86.3	49.9	14.7	8.4	5.5	9.5	(0.9)	225.1
Financial assets at FVOCI:	4.2	3.9	0.2	—	—	—	—	0.2	—	8.5
– Stage 1	4.2	3.9	0.2	—	—	—	—	0.2	—	8.5
<b>Total on balance sheet</b>	<b>59.9</b>	<b>40.4</b>	<b>86.5</b>	<b>49.9</b>	<b>14.7</b>	<b>8.4</b>	<b>5.5</b>	<b>9.7</b>	<b>(0.9)</b>	<b>274.1</b>
<b>Total off-balance sheet</b>	<b>—</b>	<b>6.3</b>	<b>7.0</b>	<b>6.8</b>	<b>4.6</b>	<b>1.7</b>	<b>0.4</b>	<b>4.7</b>	<b>(0.1)</b>	<b>31.4</b>
– Stage 1	—	6.3	6.9	6.7	4.4	1.2	0.1	4.7	—	30.3
– Stage 2	—	—	0.1	0.1	0.2	0.5	0.2	—	(0.1)	1.0
– Stage 3	—	—	—	—	—	—	0.1	—	—	0.1
<b>Total exposures</b>	<b>59.9</b>	<b>46.7</b>	<b>93.5</b>	<b>56.7</b>	<b>19.3</b>	<b>10.1</b>	<b>5.9</b>	<b>14.4</b>	<b>(1.0)</b>	<b>305.5</b>

	Santander UK risk grade								Total	Coverage Ratio
	9	8	7	6	5	4	3 to 1	Other <sup>(1)(2)</sup>		
2023	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	%
<b>ECL - On balance sheet</b>										
Cash and balances at central banks	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
Financial assets at amortised cost:										
– Loans and advances to customers <sup>(2)</sup>	—	—	—	—	0.2	0.2	0.5	—	0.9	0.4
– Stage 1	—	—	—	—	0.1	—	—	—	0.1	0.1
– Stage 2	—	—	—	—	0.1	0.2	0.1	—	0.4	1.7
– Stage 3	—	—	—	—	—	—	0.4	—	0.4	13.3
Of which mortgages:	—	—	—	—	—	0.1	0.1	—	0.2	0.1
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Stage 2	—	—	—	—	—	0.1	—	—	0.1	0.5
– Stage 3	—	—	—	—	—	—	0.1	—	0.1	5.0
– Loans and advances to banks	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Reverse repo agreements – non trading	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Other financial assets at amortised cost	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
Total financial assets at amortised cost	—	—	—	—	0.2	0.2	0.5	—	0.9	0.4
Financial assets at FVOCI:	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
<b>Total on balance sheet</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.2</b>	<b>0.2</b>	<b>0.5</b>	<b>—</b>	<b>0.9</b>	<b>0.3</b>
<b>Total off-balance sheet</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.1</b>	<b>—</b>	<b>—</b>	<b>0.1</b>	<b>0.3</b>
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Stage 2	—	—	—	—	—	0.1	—	—	0.1	9.1
– Stage 3	—	—	—	—	—	—	—	—	—	—
<b>Total ECL</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.2</b>	<b>0.3</b>	<b>0.5</b>	<b>0.0</b>	<b>1.0</b>	<b>0.3</b>



2022	Santander UK risk grade							Other <sup>(1)(2)</sup>	Loss allowance	Total
	9	8	7	6	5	4	3 to 1			
	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn
<b>Exposures - On balance sheet</b>										
Cash and balances at central banks	46.6	—	—	—	—	—	—	—	—	46.6
– Stage 1	46.6	—	—	—	—	—	—	—	—	46.6
Financial assets at amortised cost:										
– Loans and advances to customers <sup>(2)</sup>	9.5	36.5	87.1	52.7	15.2	9.3	5.4	9.0	(0.9)	223.8
– Stage 1	9.5	36.2	85.4	48.4	11.1	4.0	0.5	8.6	(0.1)	203.6
– Stage 2	—	0.3	1.7	4.3	4.1	5.2	2.6	0.2	(0.5)	17.9
– Stage 3	—	—	—	—	—	0.1	2.3	0.2	(0.3)	2.3
Of which mortgages:	9.5	34.1	83.8	45.6	7.3	3.8	3.1	1.1	(0.3)	188.0
– Stage 1	9.5	33.8	82.1	41.6	4.2	0.5	0.1	1.1	—	172.9
– Stage 2	—	0.3	1.7	4.0	3.1	3.2	1.3	—	(0.2)	13.4
– Stage 3	—	—	—	—	—	0.1	1.7	—	(0.1)	1.7
– Loans and advances to banks	0.1	(0.1)	—	—	—	—	—	1.1	—	1.1
– Stage 1	0.1	(0.1)	—	—	—	—	—	1.1	—	1.1
– Reverse repo agreements – non trading	5.4	0.6	0.1	1.1	—	—	—	0.1	—	7.3
– Stage 1	5.4	0.6	0.1	1.1	—	—	—	0.1	—	7.3
– Other financial assets at amortised cost	0.2	—	—	—	—	—	—	—	—	0.2
– Stage 1	0.2	—	—	—	—	—	—	—	—	0.2
Total financial assets at amortised cost	15.2	37.0	87.2	53.8	15.2	9.3	5.4	10.2	(0.9)	232.4
Financial assets at FVOCI:	3.5	2.2	0.3	—	—	—	—	—	—	6.0
– Stage 1	3.5	2.2	0.3	—	—	—	—	—	—	6.0
<b>Total on balance sheet</b>	<b>65.3</b>	<b>39.2</b>	<b>87.5</b>	<b>53.8</b>	<b>15.2</b>	<b>9.3</b>	<b>5.4</b>	<b>10.2</b>	<b>(0.9)</b>	<b>285.0</b>
<b>Total off-balance sheet</b>	<b>0.1</b>	<b>7.2</b>	<b>6.9</b>	<b>6.5</b>	<b>4.9</b>	<b>2.1</b>	<b>0.4</b>	<b>3.7</b>	<b>(0.1)</b>	<b>31.7</b>
– Stage 1	0.1	7.2	6.8	6.4	4.7	1.7	0.2	3.7	—	30.8
– Stage 2	—	—	0.1	0.1	0.2	0.4	0.1	—	(0.1)	0.8
– Stage 3	—	—	—	—	—	—	0.1	—	—	0.1
<b>Total exposures</b>	<b>65.4</b>	<b>46.4</b>	<b>94.4</b>	<b>60.3</b>	<b>20.1</b>	<b>11.4</b>	<b>5.8</b>	<b>13.9</b>	<b>(1.0)</b>	<b>316.7</b>

2022	Santander UK risk grade							Other <sup>(1)(2)</sup>	Total	Coverage Ratio
	9	8	7	6	5	4	3 to 1			
	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	%
<b>ECL - On balance sheet</b>										
Cash and balances at central banks	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
Financial assets at amortised cost:										
– Loans and advances to customers <sup>(2)</sup>	—	—	—	—	0.2	0.2	0.5	—	0.9	0.4
– Stage 1	—	—	—	—	0.1	—	—	—	0.1	—
– Stage 2	—	—	—	—	0.1	0.2	0.2	—	0.5	2.8
– Stage 3	—	—	—	—	—	—	0.3	—	0.3	13.0
Of which mortgages:	—	—	—	—	0.1	0.1	0.1	—	0.3	0.2
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Stage 2	—	—	—	—	0.1	0.1	—	—	0.2	1.5
– Stage 3	—	—	—	—	—	—	0.1	—	0.1	5.9
– Loans and advances to banks	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Reverse repo agreements – non trading	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Other financial assets at amortised cost	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
Total financial assets at amortised cost	—	—	—	—	0.2	0.2	0.5	—	0.9	0.4
Financial assets at FVOCI:	—	—	—	—	—	—	—	—	—	—
– Stage 1	—	—	—	—	—	—	—	—	—	—
<b>Total on balance sheet</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.2</b>	<b>0.2</b>	<b>0.5</b>	<b>—</b>	<b>0.9</b>	<b>0.3</b>
<b>Total off-balance sheet</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.1</b>	<b>—</b>	<b>0.1</b>	<b>0.3</b>
– Stage 1	—	—	—	—	—	—	—	—	—	—
– Stage 2	—	—	—	—	—	—	0.1	—	0.1	12.5
– Stage 3	—	—	—	—	—	—	—	—	—	—
<b>Total ECL</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.2</b>	<b>0.2</b>	<b>0.6</b>	<b>—</b>	<b>1.0</b>	<b>0.3</b>

(1) Includes Joint Ventures and Business Banking (including BBLs balances) as well as the Crown Dependencies portfolio. We use scorecards for these items, rather than rating models. Off-balance sheet exposures also include residential mortgage offers in the pipeline.

(2) Includes interest we have charged to the customer's account and accrued interest we have not charged to the account yet.

**Credit performance (audited)**

	Customer Loans							12 month Gross write-offs	Loan Loss Allowance s
	Total	Stage 1		Stage 2		Stage 3 <sup>(3)</sup>			
2023	£bn	£bn	%	£bn	%	£bn	%	£m	£m
Retail and Business Banking	182.3	160.8	88.3	19.2	10.5	2.3	1.27	141	501
– Mortgages	175.2	155.0	88.5	18.2	10.4	2.0	1.16	11	241
– EDB - Credit Cards	2.7	2.3	85.4	0.3	12.9	0.1	2.95	46	130
– EDB - Other <sup>(1)</sup>	4.4	3.5	80.9	0.7	14.8	0.2	4.38	84	130
Consumer Finance <sup>(2)</sup>	5.2	4.9	93.1	0.3	6.3	—	0.53	23	70
CCB	17.9	13.8	77.1	3.4	19.1	0.7	4.14	68	345
Corporate Centre	1.3	1.3	99.8	—	0.1	—	0.10	—	—
<b>Total Drawn</b>	<b>206.7</b>	<b>180.8</b>	<b>87.5</b>	<b>22.9</b>	<b>11.1</b>	<b>3.0</b>	<b>1.49</b>	<b>232</b>	<b>916</b>
Retail and Business Banking	22.0	21.5	—	0.5	—	—	—	—	43
– Mortgages	8.3	8.2	—	0.1	—	—	—	—	3
– EDB - Credit Cards	10.4	10.3	—	0.1	—	—	—	—	10
– EDB - Other <sup>(1)</sup>	3.3	3.0	—	0.3	—	—	—	—	30
Consumer Finance <sup>(2)</sup>	—	—	—	—	—	—	—	—	—
CCB	9.4	8.8	—	0.5	—	0.1	—	—	35
Corporate Centre	—	—	—	—	—	—	—	—	—
<b>Total Undrawn</b>	<b>31.4</b>	<b>30.3</b>	<b>—</b>	<b>1.0</b>	<b>—</b>	<b>0.1</b>	<b>—</b>	<b>—</b>	<b>78</b>
<b>Total</b>	<b>238.1</b>	<b>211.1</b>	<b>—</b>	<b>23.9</b>	<b>—</b>	<b>3.1</b>	<b>—</b>	<b>232</b>	<b>994</b>
2022	£bn	£bn	%	£bn	%	£bn	%	£m	£m
Retail and Business Banking	194.6	178.0	91.5	14.6	7.4	2.0	1.08	113	504
– Mortgages	187.1	171.7	91.8	13.6	7.3	1.8	0.99	3	250
– EDB - Credit Cards	2.5	2.1	85.7	0.3	12.9	0.1	2.53	40	120
– EDB - Other <sup>(1)</sup>	5.0	4.2	82.8	0.7	13.0	0.1	4.30	70	134
Consumer Finance <sup>(2)</sup>	5.4	5.0	93.0	0.4	6.5	—	0.54	19	67
CCB	18.5	14.5	78.3	3.5	18.8	0.5	3.08	24	362
Corporate Centre	1.2	1.2	99.6	—	0.3	—	0.10	—	—
<b>Total Drawn</b>	<b>219.7</b>	<b>198.7</b>	<b>90.4</b>	<b>18.5</b>	<b>8.4</b>	<b>2.5</b>	<b>1.24</b>	<b>156</b>	<b>933</b>
Retail and Business Banking	21.8	21.2	—	0.5	—	0.1	—	—	42
– Mortgages	8.0	7.9	—	0.1	—	—	—	—	3
– EDB - Credit Cards	10.3	10.2	—	0.1	—	—	—	—	10
– EDB - Other <sup>(1)</sup>	3.5	3.1	—	0.3	—	0.1	—	—	29
Consumer Finance <sup>(2)</sup>	0.4	0.4	—	—	—	—	—	—	—
CCB	9.7	9.3	—	0.4	—	—	—	—	32
Corporate Centre	—	—	—	—	—	—	—	—	—
<b>Total Undrawn</b>	<b>31.9</b>	<b>30.9</b>	<b>—</b>	<b>0.9</b>	<b>—</b>	<b>0.1</b>	<b>—</b>	<b>—</b>	<b>74</b>
<b>Total</b>	<b>251.6</b>	<b>229.6</b>	<b>—</b>	<b>19.4</b>	<b>—</b>	<b>2.6</b>	<b>—</b>	<b>156</b>	<b>1,007</b>

(1) EDB - Other includes £1.8bn of BBLS lending (£1.7bn is BBLS with 100% Government guarantee), £2.1bn unsecured personal loans and £0.5bn overdrafts.

(2) Consumer Finance - 87% (2022:84%) of lending is collateralised on the vehicle.

(3) Stage 3 ratio is the sum of Stage 3 drawn and Stage 3 undrawn assets divided by the sum of total drawn assets and Stage 3 undrawn assets.

**Arrears over 90 days past due**

	31 December 2023	31 December 2022
	%	%
Mortgages	0.80	0.62
Credit Cards	0.51	0.49
UPL	0.73	0.61
Overdrafts	2.43	2.24
Business Banking	4.15	3.47
Consumer Finance	0.43	0.44

**2023 compared to 2022**

With a slower housing market and higher mortgage rates, applications fell in 2023. Our decision to optimise the balance sheet given higher funding costs contributed to a reduction in mortgage lending.

In 2023, early and late arrears remained at low levels despite a slight increase across the portfolio.

For more on the credit performance of our key portfolios by business segment, see the credit risk review section for each business segment.

**Credit quality** (audited)

Total on-balance sheet exposures at 31 December 2023 comprised £206.7bn of customer loans, loans and advances to banks of £1.2 bn, £12.6bn of sovereign assets measured at amortised cost, £8.5bn of assets measured at FVOCI, and £40.5bn of cash and balances at central banks.

	Stage 1	Stage 2	Stage 3	Total
	£m	£m	£m	£m
<b>2023</b>				
<b>Exposures</b>				
<b>On-balance sheet</b>				
Retail and Business Banking	160,870	19,150	2,247	182,267
– Mortgages	155,063	18,160	2,016	175,239
– EDB - Credit Cards	2,283	345	46	2,674
– EDB - Other	3,524	645	185	4,354
Consumer Finance	4,870	330	28	5,228
CCB	13,822	3,418	699	17,939
Corporate Centre	64,094	1	1	64,096
<b>Total on-balance sheet</b>	<b>243,656</b>	<b>22,899</b>	<b>2,975</b>	<b>269,530</b>
<b>Off-balance sheet</b>				
Retail and Business Banking <sup>(1)</sup>	21,598	433	59	22,090
– Mortgages <sup>(1)</sup>	8,189	120	20	8,329
– EDB - Credit Cards	10,295	114	33	10,442
– EDB - Other	3,114	199	6	3,319
Consumer Finance	—	—	—	—
CCB	8,745	547	46	9,338
Corporate Centre	11	—	—	11
<b>Total off-balance sheet<sup>(2)</sup></b>	<b>30,354</b>	<b>980</b>	<b>105</b>	<b>31,439</b>
<b>Total exposures</b>	<b>274,010</b>	<b>23,879</b>	<b>3,080</b>	<b>300,969</b>
<b>ECL</b>				
<b>On-balance sheet</b>				
Retail and Business Banking	57	274	170	501
– Mortgages	22	110	109	241
– EDB - Credit Cards	17	87	26	130
– EDB - Other	18	77	35	130
Consumer Finance	21	30	19	70
CCB	64	118	163	345
Corporate Centre	—	—	—	—
<b>Total on-balance sheet</b>	<b>142</b>	<b>422</b>	<b>352</b>	<b>916</b>
<b>Off-balance sheet</b>				
Retail and Business Banking	16	26	1	43
– Mortgages	2	1	—	3
– EDB - Credit Cards	4	6	—	10
– EDB - Other	10	19	1	30
Consumer Finance	—	—	—	—
CCB	12	14	9	35
Corporate Centre	—	—	—	—
<b>Total off-balance sheet</b>	<b>28</b>	<b>40</b>	<b>10</b>	<b>78</b>
<b>Total ECL</b>	<b>170</b>	<b>462</b>	<b>362</b>	<b>994</b>
<b>Coverage ratio<sup>(3)</sup></b>	<b>%</b>	<b>%</b>	<b>%</b>	<b>%</b>
<b>On-balance sheet</b>				
Retail and Business Banking	—	1.4	7.5	0.3
– Mortgages	—	0.6	5.4	0.1
– EDB - Credit Cards	0.8	25.2	57.7	4.9
– EDB - Other	0.5	11.9	18.8	3.0
Consumer Finance	0.4	9.0	68.5	1.3
CCB	0.5	3.5	23.4	1.9
Corporate Centre	—	—	10.0	—
<b>Total on-balance sheet</b>	<b>0.1</b>	<b>1.8</b>	<b>11.8</b>	<b>0.3</b>
<b>Off-balance sheet</b>				
Retail and Business Banking	0.1	6.0	2.8	0.2
– Mortgages	—	1.1	0.5	—
– EDB - Credit Cards	—	5.0	1.9	0.1
– EDB - Other	0.3	9.6	18.0	0.9
Consumer Finance	—	—	—	—
CCB	0.1	2.5	20.2	0.4
Corporate Centre	—	—	—	—
<b>Total off-balance sheet</b>	<b>0.1</b>	<b>4.1</b>	<b>10.4</b>	<b>0.2</b>
<b>Total coverage</b>	<b>0.1</b>	<b>1.9</b>	<b>11.8</b>	<b>0.3</b>

(1) Off-balance sheet exposures include £3.3bn of residential mortgage offers in the pipeline.

(2) Off-balance sheet amounts consist of contingent liabilities and commitments. For more, see Note 31.

(3) ECL as a percentage of the related exposure.

Total on-balance sheet exposures at 31 December 2022 comprised £219.7bn of customer loans, loans and advances to banks of £1.1bn, £7.5bn of sovereign assets measured at amortised cost, £6.0bn of assets measured at FVOCI, and £46.6bn of cash and balances at central banks.

2022	Stage 1 £m	Stage 2 £m	Stage 3 £m	Total £m
<b>Exposures</b>				
<b>On-balance sheet</b>				
Retail and Business Banking	178,033	14,551	2,077	194,661
– Mortgages	171,733	13,576	1,832	187,141
– EDB - Credit Cards	2,192	329	37	2,558
– EDB - Other	4,108	646	208	4,962
Consumer Finance	5,005	350	29	5,384
CCB	14,507	3,476	535	18,518
Corporate Centre	62,405	3	1	62,409
<b>Total on-balance sheet</b>	<b>259,950</b>	<b>18,380</b>	<b>2,642</b>	<b>280,972</b>
<b>Off-balance sheet</b>				
Retail and Business Banking <sup>(1)</sup>	21,176	490	56	21,722
– Mortgages <sup>(1)</sup>	7,899	109	21	8,029
– EDB - Credit Cards	10,137	122	29	10,288
– EDB - Other	3,140	259	6	3,405
Consumer Finance	356	—	—	356
CCB	9,331	412	37	9,780
Corporate Centre	—	—	—	—
<b>Total off-balance sheet<sup>(2)</sup></b>	<b>30,863</b>	<b>902</b>	<b>93</b>	<b>31,858</b>
<b>Total exposures</b>	<b>290,813</b>	<b>19,282</b>	<b>2,735</b>	<b>312,830</b>
<b>ECL</b>				
<b>On-balance sheet</b>				
Retail and Business Banking	57	295	152	504
– Mortgages	24	131	95	250
– EDB - Credit Cards	14	85	21	120
– EDB - Other	19	79	36	134
Consumer Finance	19	27	21	67
CCB	69	155	138	362
Corporate Centre	—	—	—	—
<b>Total on-balance sheet</b>	<b>145</b>	<b>477</b>	<b>311</b>	<b>933</b>
<b>Off-balance sheet</b>				
Retail and Business Banking	12	28	2	42
– Mortgages	2	1	—	3
– EDB - Credit Cards	3	6	1	10
– EDB - Other	7	21	1	29
Consumer Finance	—	—	—	—
CCB	14	11	7	32
Corporate Centre	—	—	—	—
<b>Total off-balance sheet</b>	<b>26</b>	<b>39</b>	<b>9</b>	<b>74</b>
<b>Total ECL</b>	<b>171</b>	<b>516</b>	<b>320</b>	<b>1,007</b>
<b>Coverage ratio<sup>(3)</sup></b>				
	%	%	%	%
<b>On-balance sheet</b>				
Retail and Business Banking	—	2.0	7.3	0.3
– Mortgages	—	1.0	5.2	0.1
– EDB - Credit Cards	0.6	25.8	56.8	4.7
– EDB - Other	0.5	12.2	17.3	2.7
Consumer Finance	0.4	7.7	72.4	1.2
CCB	0.5	4.5	25.8	2.0
Corporate Centre	—	—	—	—
<b>Total on-balance sheet</b>	<b>0.1</b>	<b>2.6</b>	<b>11.8</b>	<b>0.3</b>
<b>Off-balance sheet</b>				
Retail and Business Banking	0.1	5.7	3.6	0.2
– Mortgages	—	0.9	—	—
– EDB - Credit Cards	—	4.9	3.4	0.1
– EDB - Other	0.2	8.1	16.7	0.9
Consumer Finance	—	—	—	—
CCB	0.2	2.7	18.9	0.3
Corporate Centre	—	—	—	—
<b>Total off-balance sheet</b>	<b>0.1</b>	<b>4.3</b>	<b>9.7</b>	<b>0.2</b>
<b>Total coverage</b>	<b>0.1</b>	<b>2.7</b>	<b>11.7</b>	<b>0.3</b>

(1) Off-balance sheet exposures include £2.8bn of residential mortgage offers in the pipeline.

(2) Off-balance sheet amounts consist of contingent liabilities and commitments. For more, see Note 31.

(3) ECL as a percentage of the related exposure.



## 2023 compared to 2022

The ECL provision at 31 December 2023 decreased by £13m to £994m (2022: £1,007m) largely due to updated economic assumptions.

Gross write-off utilisation of £232m in CCB and unsecured retail (2022: £157m).

Key movements in exposures and ECL in the year by Stage were:

- The reduction in Stage 1 exposures was mainly driven by reduced Mortgage new business due to slowing of the housing market, and customers reducing debt in response to increasing rates. The Stage 1 ECL was broadly flat as reduced Mortgage Stage 1 exposures had little impact on ECL due to their secured nature.
- Stage 2 exposures increased reflecting current economic conditions, but levels of arrears are yet to increase above the long-term average. Stage 2 ECL reduced primarily due to the reduced requirement for mortgages, driven by house prices performing better than expected, and in CCB where expected loss rates improved.
- Stage 3 exposures rose due to the economic environment with increases across all portfolios. ECL increased, driven by CCB and Mortgages.

**Stage 2 analysis** (audited)

The following table analyses our Stage 2 exposures and ECL by the reason the exposure is classified as Stage 2.

2023		PD deterioration	Forbearance <sup>(1)</sup>	Other	30 DPD	Secured affordability	Unsecured affordability	Mortgage Refinancing	High risk corporate	Total
Retail and Business Banking - Mortgages	Exposure £m	5,877	516	549	560	2,889	—	7,769	—	18,160
	ECL £m	65	2	3	12	9	—	19	—	110
	Coverage %	1.1	0.3	0.7	2.1	0.3	—	0.2	—	0.6
Retail and Business Banking EDB - Credit Cards	Exposure £m	256	—	17	9	—	63	—	—	345
	ECL £m	63	—	5	4	—	15	—	—	87
	Coverage %	24.9	27.7	24.5	47.1	—	23.7	—	—	25.2
Retail and Business Banking EDB - Other	Exposure £m	288	—	19	169	—	169	—	—	645
	ECL £m	36	—	3	18	—	20	—	—	77
	Coverage %	12.3	—	16.2	10.8	—	11.7	—	—	11.9
Consumer Finance	Exposure £m	115	—	126	25	64	—	—	—	330
	ECL £m	10	—	5	11	4	—	—	—	30
	Coverage %	8.7	—	4.0	43.4	6.3	—	—	—	9.0
CCB	Exposure £m	1,809	85	533	93	—	—	—	898	3,418
	ECL £m	75	2	17	2	—	—	—	22	118
	Coverage %	4.1	2.5	3.2	2.4	—	—	—	2.5	3.5
Corporate Centre	Exposure £m	—	—	—	1	—	—	—	—	1
	ECL £m	—	—	—	—	—	—	—	—	—
	Coverage %	—	—	—	—	—	—	—	—	—
Total Drawn	Exposure £m	8,345	601	1,244	857	2,953	232	7,769	898	22,899
	ECL £m	249	4	33	47	13	35	19	22	422
	Coverage %	3.0	0.7	2.7	5.5	0.4	15.0	0.2	2.5	1.8
Undrawn	ECL £m	28	—	4	3	—	3	—	2	40
Total Reported	Exposure £m	9,160	601	1,436	893	2,889	233	7,769	898	23,879
	ECL £m	277	4	37	50	13	38	19	24	462
2022										
Retail and Business Banking - Mortgages	Exposure £m	7,310	449	393	463	4,961	—	n/a	—	13,576
	ECL £m	85	2	7	10	27	—	n/a	—	131
	Coverage %	1.2	0.4	1.8	2.2	0.5	—	n/a	—	1.0
Retail and Business Banking EDB - Credit Cards	Exposure £m	240	—	22	8	—	59	n/a	—	329
	ECL £m	63	—	4	4	—	14	n/a	—	85
	Coverage %	26.3	—	18.2	50.0	—	23.7	n/a	—	25.8
Retail and Business Banking EDB - Other	Exposure £m	303	—	26	178	—	139	n/a	—	646
	ECL £m	42	—	6	14	—	17	n/a	—	79
	Coverage %	13.9	—	23.1	7.9	—	12.2	n/a	—	12.2
Consumer Finance	Exposure £m	159	—	164	27	—	—	n/a	—	350
	ECL £m	12	—	5	10	—	—	n/a	—	27
	Coverage %	7.5	—	3.0	37.0	—	—	n/a	—	7.7
CCB	Exposure £m	1,548	64	684	214	—	—	n/a	966	3,476
	ECL £m	81	4	1	10	—	—	n/a	59	155
	Coverage %	5.2	6.3	0.1	4.7	—	—	n/a	6.1	4.5
Corporate Centre	Exposure £m	—	—	—	3	—	—	n/a	—	3
	ECL £m	—	—	—	—	—	—	n/a	—	—
	Coverage %	—	—	—	—	—	—	n/a	—	—
Total Drawn	Exposure £m	9,560	513	1,289	893	4,961	198	n/a	966	18,380
	ECL £m	283	6	23	48	27	31	n/a	59	477
	Coverage %	3.0	1.2	1.8	5.4	0.5	15.7	n/a	6.1	2.6
Undrawn	ECL £m	19	—	8	6	—	4	n/a	2	39
Total Reported	Exposure £m	10,323	625	1,271	937	4,961	199	n/a	966	19,282
	ECL £m	302	6	31	54	27	35	n/a	61	516

(1) Where the values of ECL and/or exposures are not nil, but round to nil when presented in £millions, the coverage ratio is still presented in the table.

Where balances satisfy more than one of the criteria above for determining a SICR, we have assigned the corresponding gross carrying amount and ECL in order of the categories presented.

The following table analyses our Stage 2 and Stage 3 exposures and the related ECL by whether or not they are in a cure period at the balance sheet date:

	2023			2022		
	Exposure	ECL	Coverage	Exposure	ECL	Coverage
	£m	£m	%	£m	£m	%
<b>Stage 2</b>						
Not in cure period	12,682	360	2.8	13,156	439	3.3
In cure period (for transfer to Stage 1)	11,197	102	0.9	6,126	77	1.3
	<b>23,879</b>	<b>462</b>	<b>1.9</b>	<b>19,282</b>	<b>516</b>	<b>2.7</b>
<b>Stage 3</b>						
Not in cure period	2,712	342	12.6	2,421	286	11.8
In cure period (for transfer to Stage 2)	368	20	5.4	314	34	10.8
	<b>3,080</b>	<b>362</b>	<b>11.8</b>	<b>2,735</b>	<b>320</b>	<b>11.7</b>

2023 compared to 2022

The accounts in a cure period at 31 December 2023 increased compared to 31 December 2022 reflecting the increased asset moved to Stage 2 as a result of the Mortgage refinancing risk JA.

Stage 3 exposures both within a cure period and those not within such a period increased at similar rates in 2023.

#### Reconciliation of exposures, loss allowance and net carrying amounts (audited)

The table below shows the relationships between disclosures in this Credit risk review section which refer to drawn exposures and the associated ECL, and the total assets as presented in the Consolidated Balance Sheet. The Credit risk review disclosures exclude Joint ventures, as they carry low credit risk and therefore have an immaterial ECL, and Other items, mainly accrued interest that we have not yet charged to the customer's account, and cash collateral.

	On-balance sheet			Off-balance sheet	
	Exposures	Loss allowance	Net carrying amount	Exposures	Loss allowance
	£m	£m	£m	£m	£m
<b>2023</b>					
Retail and Business Banking	182,267	501	181,766	22,090	43
– Mortgages <sup>(1)</sup>	175,239	241	174,998	8,329	3
– EDB - Credit Cards <sup>(2)</sup>	2,674	130	2,544	10,442	10
– EDB - Other <sup>(3)</sup>	4,354	130	4,224	3,319	30
Consumer Finance	5,228	70	5,158	—	—
Corporate & Commercial Banking	17,939	345	17,594	9,338	35
Corporate Centre	64,096	—	64,096	11	—
<b>Total exposures presented in Credit Quality tables</b>	<b>269,530</b>	<b>916</b>	<b>268,614</b>	<b>31,439</b>	<b>78</b>
Joint ventures			4,488		
Other items			960		
<b>Adjusted net carrying amount</b>			<b>274,062</b>		
Assets classified at FVTPL			2,074		
Non-financial assets <sup>(3)</sup>			5,947		
<b>Total assets per the Consolidated Balance Sheet</b>			<b>282,083</b>		
<b>2022</b>					
Retail and Business Banking	194,661	504	194,157	21,722	42
– Mortgages <sup>(1)</sup>	187,141	250	186,891	8,029	3
– EDB - Credit Cards <sup>(2)</sup>	2,558	120	2,438	10,288	10
– EDB - Other <sup>(3)</sup>	4,962	134	4,828	3,405	29
Consumer Finance	5,384	67	5,317	356	—
Corporate & Commercial Banking	18,518	362	18,156	9,780	32
Corporate Centre	62,409	—	62,409	—	—
<b>Total exposures presented in Credit Quality tables</b>	<b>280,972</b>	<b>933</b>	<b>280,039</b>	<b>31,858</b>	<b>74</b>
Joint ventures			4,165		
Other items			904		
<b>Adjusted net carrying amount</b>			<b>285,108</b>		
Assets classified at FVTPL			2,873		
Non-financial assets <sup>(3)</sup>			4,262		
<b>Total assets per the Consolidated Balance Sheet</b>			<b>292,243</b>		

(1) Off-balance sheet exposures include offers in the pipeline and undrawn flexible mortgages products.

(2) Off-balance sheet exposures include credit cards.

(3) Non-financial assets include £630m (2022: £2,654m) of Macro hedge of interest rate risk.

**Movement in total exposures and the corresponding ECL** (audited)

The following table shows changes in total on and off-balance sheet exposures, subject to ECL assessment, and the corresponding ECL, in the period. The table presents total gross carrying amounts and ECLs at a Santander UK group level. We present segmental views in the sections below.

	Stage 1		Stage 2		Stage 3		Total	
	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL
	£m	£m	£m	£m	£m	£m	£m	£m
<b>At 1 January 2023</b>	<b>290,813</b>	<b>171</b>	<b>19,282</b>	<b>516</b>	<b>2,735</b>	<b>320</b>	<b>312,830</b>	<b>1,007</b>
Transfers from Stage 1 to Stage 2 <sup>(3)</sup>	(13,160)	(9)	13,160	9	—	—	—	—
Transfers from Stage 2 to Stage 1 <sup>(3)</sup>	5,974	111	(5,974)	(111)	—	—	—	—
Transfers to Stage 3 <sup>(3)</sup>	(600)	(6)	(924)	(38)	1,524	44	—	—
Transfers from Stage 3 <sup>(3)</sup>	28	1	306	15	(334)	(16)	—	—
<b>Transfers of financial instruments</b>	<b>(7,758)</b>	<b>97</b>	<b>6,568</b>	<b>(125)</b>	<b>1,190</b>	<b>28</b>	<b>—</b>	<b>—</b>
Net ECL remeasurement on stage transfer <sup>(4)</sup>	—	(111)	—	145	—	130	—	164
Change in economic scenarios <sup>(2)</sup>	—	29	—	(33)	—	9	—	5
New lending and assets purchased <sup>(5)</sup>	25,306	28	562	45	59	20	25,927	93
Redemptions, repayments and assets sold <sup>(7)</sup>	(34,246)	(35)	(3,030)	(53)	(886)	(46)	(38,162)	(134)
Changes in risk parameters and other movements <sup>(6)</sup>	(105)	(9)	497	(33)	394	133	786	91
Assets written off <sup>(7)</sup>	—	—	—	—	(412)	(232)	(412)	(232)
<b>At 31 December 2023</b>	<b>274,010</b>	<b>170</b>	<b>23,879</b>	<b>462</b>	<b>3,080</b>	<b>362</b>	<b>300,969</b>	<b>994</b>
Net movement in the period	(16,803)	(1)	4,597	(54)	345	42	(11,861)	(13)

ECL (release)/charge to the Income Statement	(1)	(54)	274	219
Less: Discount unwind	—	—	(21)	(21)
Less: Recoveries net of collection costs	—	—	8	8
<b>Total ECL (release)/charge to the Income Statement</b>	<b>(1)</b>	<b>(54)</b>	<b>261</b>	<b>206</b>

<b>At 1 January 2022</b>	298,285	133	18,013	330	3,021	403	319,319	866
Transfers from Stage 1 to Stage 2 <sup>(3)</sup>	(9,100)	(25)	9,100	25	—	—	—	—
Transfers from Stage 2 to Stage 1 <sup>(3)</sup>	7,207	133	(7,207)	(133)	—	—	—	—
Transfers to Stage 3 <sup>(3)</sup>	(621)	(4)	(624)	(32)	1,245	36	—	—
Transfers from Stage 3 <sup>(3)</sup>	10	1	758	150	(768)	(151)	—	—
<b>Transfers of financial instruments</b>	<b>(2,504)</b>	<b>105</b>	<b>2,027</b>	<b>10</b>	<b>477</b>	<b>(115)</b>	<b>—</b>	<b>—</b>
Net ECL remeasurement on stage transfer <sup>(4)</sup>	—	(110)	—	98	—	110	—	98
Change in economic scenarios <sup>(2)</sup>	—	37	—	123	—	3	—	163
New lending and assets purchased <sup>(5)</sup>	48,194	42	1,119	76	64	24	49,377	142
Redemptions, repayments and assets sold <sup>(7)</sup>	(55,332)	(35)	(2,065)	(60)	(950)	(35)	(58,347)	(130)
Changes in risk parameters and other movements <sup>(6)</sup>	2,170	(1)	188	(61)	377	87	2,735	25
Assets written off <sup>(7)</sup>	—	—	—	—	(254)	(157)	(254)	(157)
<b>At 31 December 2022</b>	<b>290,813</b>	<b>171</b>	<b>19,282</b>	<b>516</b>	<b>2,735</b>	<b>320</b>	<b>312,830</b>	<b>1,007</b>
Net movement in the period	(7,472)	38	1,269	186	(286)	(83)	(6,489)	141

ECL charge/(release) to the Income Statement	38	186	74	298
Less: Discount unwind	—	—	(13)	(13)
Less: Recoveries net of collection costs	—	—	36	36
<b>Total ECL charge/(release) to the Income Statement</b>	<b>38</b>	<b>186</b>	<b>97</b>	<b>321</b>

(1) Exposures that have attracted an ECL, and as reported in the Credit Quality table above.

(2) Changes to assumptions in the period. Isolates the impact on ECL from changes to the economic variables for each scenario, the scenarios themselves, and the probability weights from all other movements. Also includes the impact of quarterly revaluation of collateral. The impact of changes in economics on exposure Stage allocations are shown in Transfers of financial instruments.

(3) Total impact of facilities that moved Stage(s) in the period. This means, for example, that where risk parameter changes (model inputs) or model changes (methodology) result in a facility moving Stage, the full impact is reflected here (rather than in Other). Stage flow analysis only applies to facilities that existed at both the start and end of the period. Transfers between Stages are based on opening balances and ECL at the start of the period.

(4) Relates to the revaluation of ECL following the transfer of an exposure from one Stage to another.

(5) Exposures and ECL of facilities that did not exist at the start of the period but did at the end. Amounts in Stage 2 and 3 represent assets which deteriorated in the period after origination in Stage 1.

(6) Residual movements on existing facilities that did not change Stage in the period, and which were not acquired in the period. Includes the net increase or decrease in the period of the mortgage pipeline, cash at central banks, the impact of changes in risk parameters in the period, unwind of discount rates and increases in ECL requirements of accounts which ultimately were written off in the period.

(7) Exposures and ECL for facilities that existed at the start of the period but not at the end.



## COUNTRY RISK EXPOSURES (audited)

We manage our country risk exposure under our global limits framework. We set our Risk Appetite for each country, considering factors that may affect its risk profile. These can include political events, macroeconomics and the nature of the risk. We actively manage exposures if we need to.

The tables below show our total exposures, which are the total of balance sheet and off-balance sheet values. We calculate balance sheet values in line with IFRS (i.e. after netting allowed under IAS 32) except for credit provisions which we add back. Off-balance sheet values are undrawn facilities and letters of credit. We classify location by country of risk – the country where each client has its main business or assets. That is unless there is a full risk transfer guarantee in place. If so, we use the guarantor's country of domicile. If a client has operations in many countries, we use their country of incorporation. The table below excludes balances with other Banco Santander group members. We show them separately in the section that immediately follows.

	2023						2022							
	Financial institutions					Corporate	Total <sup>(2)</sup>	Financial institutions					Corporate	Total <sup>(2)</sup>
	Governments	Banks <sup>(1)</sup>	Other	Retail				Governments	Banks <sup>(1)</sup>	Other	Retail			
£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn		
<b>Eurozone</b>														
Ireland	—	—	3.1	—	0.1	3.2	—	—	2.3	—	0.1	2.4		
Spain	—	—	—	—	—	—	—	—	—	—	—	—		
France	0.1	1.7	0.8	—	—	2.6	0.1	0.8	0.5	—	—	1.4		
Germany	—	0.2	0.3	—	—	0.5	—	0.3	—	—	0.1	0.4		
Luxembourg	—	—	0.5	—	0.1	0.6	—	—	—	—	—	—		
Other <sup>(3)</sup>	0.3	0.7	—	—	—	1.0	0.3	0.5	—	—	—	0.8		
	0.4	2.6	4.7	—	0.2	7.9	0.4	1.6	2.8	—	0.2	5.0		
<b>Other countries</b>														
UK	40.8	1.7	7.2	208.4	25.0	283.1	46.6	1.8	6.2	220.2	26.8	301.6		
US	—	0.7	—	—	—	0.7	0.1	1.0	—	—	—	1.1		
Japan	2.0	0.9	—	—	—	2.9	1.1	0.3	—	—	—	1.4		
Switzerland	2.1	—	—	—	—	2.1	1.2	—	—	—	—	1.2		
Other	0.1	1.2	0.2	1.3	0.7	3.5	0.1	0.8	0.2	1.3	0.5	2.9		
	45.0	4.5	7.4	209.7	25.7	292.3	49.1	3.9	6.4	221.5	27.3	308.2		
<b>Total</b>	45.4	7.1	12.1	209.7	25.9	300.2	49.5	5.5	9.2	221.5	27.5	313.2		

(1) Excludes balances with central banks.

(2) Excludes cash at hand, interests in other entities, intangible assets, property, plant and equipment, tax assets, retirement benefit assets and other assets.

(3) Includes The Netherlands £0.3bn (2022: £0.1bn), Belgium £0.5bn (2022: £0.6bn), and Finland £0.1bn (2022: £0.1bn).

### Balances with other Banco Santander group members (audited)

We deal with other Banco Santander group members in the ordinary course of business. We do this where we have a particular business advantage or expertise and where they can offer us commercial opportunities. These transactions also arise where we support the activities of, or with, larger multinational corporate clients and financial institutions which may deal with other Banco Santander group members. We conduct these activities on the same terms as for similar transactions with third parties, and in a way that manages the credit risk within limits acceptable to the Board and the PRA.

At 31 December 2023 and 31 December 2022, we had gross balances with other Banco Santander group members as follows:

	2023				2022					
	Financial institutions			Corporate	Total	Financial institutions			Corporate	Total
	Banks	Other				Banks	Other			
£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn		
<b>Assets</b>										
Spain	0.9	—	—	0.9	1.4	—	—	1.4		
UK	—	4.5	—	4.5	—	4.2	—	4.2		
	0.9	4.5	—	5.4	1.4	4.2	—	5.6		
<b>Liabilities</b>										
Spain	2.3	0.1	—	2.4	1.7	0.1	—	1.8		
UK	—	0.9	—	0.9	—	1.2	—	1.2		
	2.3	1.0	—	3.3	1.7	1.3	—	3.0		

## RETAIL AND BUSINESS BANKING – CREDIT RISK REVIEW

We provide detailed credit risk analysis for Retail and Business Banking in separate sections below for Mortgages, our largest portfolio, and our Everyday Banking portfolio.

### RETAIL AND BUSINESS BANKING: MORTGAGES – CREDIT RISK REVIEW

We offer mortgages to people who want to buy a property and offer additional borrowing (known as further advances) to existing mortgage customers. The property must be in the UK, except for a small number of loans in the Isle of Man and Jersey.

#### Borrower profile (audited)

	Stock				New business			
	2023		2022		2023		2022	
	£m	%	£m	%	£m	%	£m	%
Home movers <sup>(1)</sup>	73,075	42	77,708	41	5,009	41	12,221	36
Remortgagers <sup>(2)</sup>	49,084	28	53,936	29	3,901	32	10,644	31
First-time buyers	37,495	21	38,698	21	3,015	25	8,129	24
Buy-to-let	15,585	9	16,799	9	239	2	3,133	9
	<b>175,239</b>	<b>100</b>	<b>187,141</b>	<b>100</b>	<b>12,164</b>	<b>100</b>	<b>34,127</b>	<b>100</b>

(1) 'Home movers' include both existing customers moving house and taking out a new mortgage with us, and customers who switch their mortgage to us when they move house.

(2) 'Remortgagers' are new customers who are taking a new mortgage with us.

As well as the new business in the table above, there were £31.9bn (2022: £25.3bn) of remortgages where we moved our customers with maturing mortgages onto new ones. We also provided £0.8bn (2022: £1.2bn) of further advances and flexible mortgage drawdowns. 77% (2022: 81%) of customers with a maturing mortgage were retained, which applied to mortgages four months post maturity, based on a 12-month average of retention rates to September 2023 and December 2022 respectively.

#### 2023 compared to 2022

In 2023, mortgage asset stock decreased across all sectors, with the stock borrower profile unchanged. Our new business also decreased, particularly in the Buy-to-Let sector reflecting market conditions where landlords' appetite to expand their portfolios reduced. In 2023, we helped first-time buyers buy their new home with £3.0bn of gross lending (2022: £8.1bn).

#### Interest rate profile (audited)

The interest rate profile of our maturing mortgage asset stock was:

	2023		2022	
	£m	%	£m	%
Fixed rate	155,363	89	166,281	89
Of which maturing:				
– < 12 months	38,419	22	39,123	21
– Later than 1 year but no later than 3 years	66,451	38	39,056	21
– Later than 3 years but no later than 4 years	34,925	20	24,584	13
– Later than 4 years but no later than 5 years	11,126	6	25,290	14
– Later than 5 years	4,442	3	38,228	20
Variable rate	13,923	8	12,511	7
Standard Variable Rate (SVR)	3,942	2	5,682	3
Follow on Rate (FoR)	2,011	1	2,667	1
	<b>175,239</b>	<b>100</b>	<b>187,141</b>	<b>100</b>

#### 2023 compared to 2022

In 2023, we continued to see customers refinance from reversion to fixed rate products influenced by rapid increases in interest rates, with a slight increase in demand for variable rate products tracking the Bank of England base rate. We also saw more customers choosing shorter-term fixed rate products in 2023.

**Geographical distribution** (audited)

The geographical distribution of our mortgage asset stock and new business was:

Region	Stock		New business	
	2023 £bn	2022 £bn	2023 £bn	2022 £bn
London	44.6	47.8	2.9	8.3
Midlands and East Anglia	24.6	26.0	1.8	5.3
North	23.2	24.8	1.7	4.7
Northern Ireland	2.6	2.9	0.1	0.3
Scotland	6.4	6.8	0.6	1.2
South East excluding London	55.6	59.3	3.8	10.6
South West, Wales and other	18.2	19.5	1.3	3.7
	<b>175.2</b>	<b>187.1</b>	<b>12.2</b>	<b>34.1</b>

2023 compared to 2022

The portfolio's geographical distribution continued to represent a broad footprint across the UK, with a concentration around London and the South East. The loan-to-income multiple of mortgage lending in the year, based on average earnings of new business at inception, was 2.98 (2022: 3.35).

**Mortgage loan size** (audited)

The split of our mortgage asset by size was:

Mortgage loan size	2023	2022
>£1.0m	2 %	2 %
£0.5m to £1.0m	10 %	10 %
£0.25m to £0.5m	31 %	31 %
<£0.25m	57 %	57 %
Average loan size (stock) <sup>(1)</sup>	£188k	£184k
Average loan size (new business)	£228k	£237k

(1) Average initial advance of existing stock.

**Loan-to-value analysis** (audited)

This table shows the LTV distribution for the gross carrying amount and the related ECL of our total mortgage portfolio and Stage 3 mortgages, and new business. We also show the collateral value and average LTV. We use our estimate of the property value at the balance sheet date and include fees that have been added to the loan. For flexible products, we only include the drawn amount, not undrawn limits.

LTV	2023					2022				
	Stock		Stage 3		New Business	Stock		Stage 3		New Business
	Total £m	ECL £m	Total £m	ECL £m		Total £m	ECL £m	Total £m	ECL £m	
Up to 50%	79,949	31	1,110	12	2,616	88,841	37	1,116	14	4,890
>50-60%	33,402	24	348	10	1,604	36,356	29	284	11	4,014
>60-70%	31,261	40	248	16	1,977	34,350	50	197	16	6,104
>70-80%	18,847	50	139	20	2,736	17,977	46	110	15	10,094
>80-90%	8,917	35	67	15	2,318	7,369	29	42	9	6,002
>90-100%	2,418	20	39	11	900	1,876	17	32	9	2,999
>100%	445	44	65	25	13	372	45	52	21	24
	<b>175,239</b>	<b>244</b>	<b>2,016</b>	<b>109</b>	<b>12,164</b>	<b>187,141</b>	<b>253</b>	<b>1,833</b>	<b>95</b>	<b>34,127</b>
Collateral value <sup>(1)</sup>	<b>175,182</b>		<b>2,005</b>		<b>12,164</b>	<b>187,093</b>		<b>1,824</b>		<b>34,126</b>
	%		%		%	%		%		%
Average LTV - Balance weighted <sup>(2)</sup>	<b>51</b>		<b>49</b>		<b>66</b>	<b>50</b>		<b>47</b>		<b>69</b>

(1) Collateral value is limited to the balance of each loan and excludes the impact of any over-collateralisation. Includes collateral against loans in negative equity of £389m (2022: £323m).

(2) Balance weighted LTV = (Loan 1 balance x (Loan 1 Balance/Loan 1 latest property valuation) + (Loan 2 balance x (loan 2 balance/Loan 2 latest property valuation) + ...) / (Loan 1 balance + Loan 2 balance+...).

The balance weighted average LTV of new business in the period in London was 65% (2022: 66%). £45bn of new business and internal transfers were re-priced in 2023 and a further £39bn will reach the end of the incentive period by the end of 2024. Arrears from recent internal transfers remain low, with less than 1% of customers entering arrears within 12 months. 85% of lending is prime UK retail mortgages with an average new loan size of £228k (2022: £237k). Unsecured retail constitutes 3% of lending.

2023 compared to 2022

There were no significant changes in collateral quality in 2023. Despite economic pressures, balance weighted average LTVs of stock were broadly flat over the period. Balance weighted average LTVs of new business reduced in 2023 driven by proportionally more lending at LTV<=60%. We monitor the profile of new lending and take action as needed to ensure the LTV mix of completions is in line with our risk appetite.

**Credit performance** (audited)

	2023 £m	2022 £m
Mortgage loans and advances to customers	175,239	187,141
of which:		
– Stage 1	155,063	171,733
– Stage 2	18,160	13,576
– Stage 3	2,016	1,832
Loss allowances <sup>(1)</sup>	244	253
	%	%
Stage 1 ratio <sup>(2)</sup>	88.49	91.76
Stage 2 ratio <sup>(2)</sup>	10.36	7.25
Stage 3 ratio	1.16	0.99

(1) The ECL allowance is for both on and off-balance sheet exposures.

(2) Stage 1/Stage 2 exposures as a percentage of customer loans.

**Movement in total exposures and the corresponding ECL** (audited)

The following tables show changes in total on and off-balance sheet exposures and ECL in the period. The footnotes to the Santander UK group level table on page 119 also apply to these tables.

	Stage 1		Stage 2		Stage 3		Total	
	Exposures <sup>(1)</sup> £m	ECL £m	Exposures <sup>(1)</sup> £m	ECL £m	Exposures <sup>(1)</sup> £m	ECL £m	Exposures <sup>(1)</sup> £m	ECL £m
<b>At 1 January 2023</b>	179,632	26	13,685	132	1,853	95	195,170	253
Transfers from Stage 1 to Stage 2 <sup>(3)</sup>	(11,006)	(3)	11,006	3	—	—	—	—
Transfers from Stage 2 to Stage 1 <sup>(3)</sup>	4,838	30	(4,838)	(30)	—	—	—	—
Transfers to Stage 3 <sup>(3)</sup>	(337)	(3)	(570)	(15)	907	18	—	—
Transfers from Stage 3 <sup>(3)</sup>	14	—	279	9	(293)	(9)	—	—
<b>Transfers of financial instruments</b>	(6,491)	24	5,877	(33)	614	9	—	—
Net ECL remeasurement on stage transfer <sup>(4)</sup>	—	(28)	—	40	—	22	—	34
Change in economic scenarios <sup>(2)</sup>	—	—	—	(2)	—	3	—	1
New lending and assets purchased <sup>(5)</sup>	12,957	4	154	3	5	1	13,116	8
Redemptions, repayments and assets sold <sup>(7)</sup>	(23,522)	(6)	(1,765)	(12)	(417)	(14)	(25,704)	(32)
Changes in risk parameters and other movements <sup>(6)</sup>	676	4	329	(17)	35	4	1,040	(9)
Assets written off <sup>(7)</sup>	—	—	—	—	(54)	(11)	(54)	(11)
<b>At 31 December 2023</b>	163,252	24	18,280	111	2,036	109	183,568	244
Net movement in the period	(16,380)	(2)	4,595	(21)	183	14	(11,602)	(9)
ECL (release)/charge to the Income Statement		(2)		(21)		25		2
Less: Discount unwind		—		—		(3)		(3)
Less: Recoveries net of collection costs		—		—		29		29
<b>Total ECL (release)/charge to the Income Statement</b>		(2)		(21)		51		28

<b>At 1 January 2022</b>	180,232	14	11,199	88	1,816	89	193,247	191
Transfers from Stage 1 to Stage 2 <sup>(3)</sup>	(5,833)	(1)	5,833	1	—	—	—	—
Transfers from Stage 2 to Stage 1 <sup>(3)</sup>	2,961	16	(2,961)	(16)	—	—	—	—
Transfers to Stage 3 <sup>(3)</sup>	(278)	(2)	(448)	(11)	726	13	—	—
Transfers from Stage 3 <sup>(3)</sup>	3	—	280	9	(283)	(9)	—	—
<b>Transfers of financial instruments</b>	(3,147)	13	2,704	(17)	443	4	—	—
Net ECL remeasurement on stage transfer <sup>(4)</sup>	—	(15)	—	40	—	8	—	33
Change in economic scenarios <sup>(2)</sup>	—	1	—	21	—	2	—	24
New lending and assets purchased <sup>(5)</sup>	35,028	7	529	11	1	—	35,558	18
Redemptions, repayments and assets sold <sup>(7)</sup>	(32,565)	(3)	(1,229)	(11)	(415)	(12)	(34,209)	(26)
Changes in risk parameters and other movements <sup>(6)</sup>	84	9	482	—	18	7	584	16
Assets written off <sup>(7)</sup>	—	—	—	—	(10)	(3)	(10)	(3)
<b>At 31 December 2022</b>	179,632	26	13,685	132	1,853	95	195,170	253
Net movement in the period	(600)	12	2,486	44	37	6	1,923	62
ECL charge/(release) to the Income Statement		12		44		9		65
Less: Discount unwind		—		—		(2)		(2)
Less: Recoveries net of collection costs		—		—		(1)		(1)
<b>Total ECL charge/(release) to the Income Statement</b>		12		44		6		62



**Loan modifications** (audited)**Forbearance<sup>(1)</sup>**

The following table sets out the financial assets that were forborne while they had a loss allowance measured at lifetime ECL.

	2023 £m	2022 £m
<b>Financial assets modified in the period:</b>		
– Amortised cost before modification	351	317
– Net modification loss	5	7
<b>Financial assets modified since initial recognition:</b>		
– Gross carrying amount of financial assets for which the loss allowance changed to 12 months ECL in the period	79	91

The balances at 31 December 2023 and 31 December 2022, analysed by their staging at the period-end and the forbearance we applied, were:

	Capitalisation £m	Term extension £m	Interest-only £m	Concessionary interest rate £m	Total £m	Loss allowances £m
<b>2023</b>						
Stage 2	327	388	212	11	938	8
Stage 3	285	150	64	172	671	30
	612	538	276	183	1,609	38
Proportion of portfolio	0.3%	0.3%	0.2%	0.1%	0.9%	
<b>2022</b>						
Stage 2	311	320	240	6	877	11
Stage 3	299	140	65	190	694	31
	610	460	305	196	1,571	42
Proportion of portfolio	0.3%	0.3%	0.2%	0.1%	0.9%	

(1) We base forbearance type on the first forbearance on the accounts.

At 31 December 2023, the proportion of the mortgage portfolio in forbearance remained flat at 0.9% (2022: 0.9%) and the proportion of accounts in forbearance for more than six months that had made their last six months' contractual payments was 81% (2022: 85%). The weighted average LTV of all accounts in forbearance was 44% (2022: 43%) compared to the weighted average portfolio LTV of 51% (2022: 50%).

At 31 December 2023, the carrying value of mortgages classified as multiple forbearance decreased to £121m (2022: £152m).

**Other loan modifications**

Santander UK supports the Mortgage Charter which was published in July 2023. There were no modification gains or losses arising from the Charter.

We have made additional customer support solutions available since then, allowing customers who are up-to-date with their payments to make interest-only payments for six months or extend their mortgage term to reduce their monthly payments. The following table provides information on such loan modifications.

	2023		2022	
	Term extension	Interest-only	Term extension	Interest-only
	£m	£m	£m	£m
Stage 1	122	1,186	n/a	n/a
Stage 2	31	510	n/a	n/a
Stage 3	2	18	n/a	n/a
	155	1,714	n/a	n/a

At 31 December 2023, there were £1.6bn (2022: £1.9bn) of other mortgages on the balance sheet that we had modified since January 2008. At 31 December 2023, the average LTV was 24% (2022: 24%), and 93% (2022: 94%) of accounts had made their last six months' contractual payments. The proportion of accounts that were 90 days or more in arrears was 1.71% (2022: 1.53%).

There were no other loan modifications made in 2023 and 2022.

## RETAIL AND BUSINESS BANKING: MORTGAGES – PORTFOLIOS OF PARTICULAR INTEREST

### Introduction

We are mainly a residential prime lender and we do not originate sub-prime or second charge mortgages. Despite that, some types of mortgages have higher risks and others stand out for different reasons. These are:

Product	Description
<b>Interest-only loans</b>	<p>With an interest-only mortgage, the customer pays interest every month, but the principal is only repaid at the end of the mortgage term. Some mortgages have a part that is interest-only, with the rest being a normal repayment mortgage.</p> <p>We mitigate the risk from new interest-only mortgages by having lower maximum LTVs. For most applicants, the maximum LTV is 50%. For high net worth customers, it can be up to 75%. When a customer plans to repay their mortgage by selling the property, we require a minimum equity buffer of £250k. We also remind customers that they have to arrange to repay the principal at the end of the mortgage. We send them messages with their annual mortgage statements, and we contact them throughout the mortgage term to encourage them to tell us how they plan to repay. We increase the frequency of contact as the loan approaches maturity. If customers know they will not be able to repay their mortgage when it ends, or if their mortgage has already passed the date when it should have ended, we talk to them. If we think it is in their interests and they can afford it, we look at other ways to manage it, such as turning the mortgage into a repayment one and extending it. If the customer is waiting for their way to repay it, such as an investment plan, to mature, we may permit an extension.</p>
<b>Part interest-only, part repayment loans</b>	<p>Customers with part interest-only, part repayment mortgages still have to pay back a lump sum at the end of their mortgage for the interest-only part. This means these loans have a higher credit risk as we depend on the customers to pay back a lump sum. We design new account LTV maximums to mitigate this risk. We also make sure the customer has a plausible repayment plan before we lend to them and stays on track for the loan term.</p> <p>We mitigate the risk from these loans in similar ways to those used for interest-only mortgages. The maximum LTV for new loans is 85%. For most applicants, up to 50% of that can be interest-only. For high net worth customers, it can be up to 75%. When a customer plans to repay the interest-only element of their mortgage by selling the property, we require a minimum equity buffer of £250k. We manage communications and extension options in similar ways to those used for interest-only mortgages.</p>
<b>Flexible loans</b>	<p>Flexible mortgages allow customers to pay more or less than their usual amount each month, or even to take 'payment holidays' when they pay nothing at all. There are conditions on when and how much customers can draw down, and they do not have to take or draw down the whole loan all at once. A customer can ask us to raise their credit limit, but that means we will go through our full credit approval process. We can also lower a customer's credit limit at any time, so it never goes above 90% of the property's current market value. We no longer offer flexible loans for new mortgages. This is an area of interest if any customers might be using these facilities to self-forbear, such as regularly drawing down small amounts. We reflect signs that the credit risk has significantly increased in our ECL calculations.</p>
<b>Loans with an LTV &gt;100%</b>	<p>In some cases, property prices have fallen, so mortgages we gave in the past with lower LTVs now have LTVs greater than 100%. Where the mortgage balance is more than the property is now worth, we cannot recover the full value of the loan by repossessing and selling the property. This means there is a higher credit risk on these loans, so we monitor them as part of our assessment of ongoing portfolio performance. We design new account LTV maximums to mitigate an increase in accounts with an LTV &gt;100%.</p>
<b>Buy-to-Let (BTL) loans</b>	<p>We have specific policies for BTL and focus on non-professional landlords. We have prudent lending criteria and the maximum LTV is 75%. The first applicant must earn a minimum of £25,000 per year, and we require proof of income in all cases. We also use a BTL affordability rate as part of our lending assessment. This means that the rental income must cover the monthly mortgage interest payments by a prescribed amount when calculated using a stressed interest rate. We regularly review the prescribed amount and adjust it as needed.</p>

### Climate change

The value of property collateral for mortgages might be affected by physical impacts related to the frequency and scale of extreme weather events, such as flood and subsidence risk or changing environmental performance standards for property. In 2023 we reviewed the proportion of mortgage loans subject to flood and subsidence risk and concluded that the risk was not material. The terms of our mortgage lending require homeowners to buy suitable insurance which transfers the majority of the risk to asset valuations to third party insurers.

**Credit performance** (audited)

	Portfolio of particular interest <sup>(1)</sup>							Other portfolio £m
	Total £m	Interest-only £m	Part interest- only, part repayment <sup>(2)</sup> £m	Flexible £m	LTV >100% £m	Buy-to-let £m		
<b>2023</b>								
Mortgage portfolio	175,239	39,104	12,788	5,418	445	15,585	120,878	
– Stage 1	155,063	32,244	11,077	4,420	276	13,887	109,509	
– Stage 2	18,160	5,874	1,472	744	104	1,647	10,618	
– Stage 3	2,016	986	239	254	65	51	751	
Stage 3 ratio	1.16 %	2.54 %	1.88 %	5.01 %	14.54 %	0.33 %	0.62 %	
Properties in possession	23	12	3	2	5	1	8	
Balance weighted LTV (indexed)	51 %	48 %	51 %	37 %	116 %	60 %	53 %	

<b>2022</b>							
Mortgage portfolio	187,141	41,098	13,759	6,765	372	16,799	129,299
– Stage 1	171,733	35,957	12,380	5,713	218	15,884	120,683
– Stage 2	13,576	4,265	1,161	839	102	876	7,916
– Stage 3	1,832	876	218	213	52	39	700
Stage 3 ratio	0.99 %	2.15 %	1.60 %	3.45 %	13.91 %	0.23 %	0.54 %
Properties in possession	47	18	8	3	7	1	16
Balance weighted LTV (indexed)	50 %	47 %	49 %	36 %	117 %	58 %	52 %

(1) Where a loan falls into more than one category, we include it in all the categories that apply. As a result, the sum of the mortgages in the segments of particular interest and the other portfolio does not agree to the total mortgage portfolio.

(2) Mortgage balance includes both the interest-only part of £9,684m (2022: £10,192m) and the non-interest-only part of the loan.

**2023 compared to 2022**

In 2023, the combined total proportion of interest-only loans, part interest-only, part repayment loans and flexible loans was broadly stable at 32.7% (2022: 32.9%).

BTL mortgage balances decreased £1.2bn to £15.6bn (2022: £16.8bn) driven by our strategy to deleverage our mortgage portfolio and changes in the market dynamic. In 2023, the balance weighted average LTV of mortgage total new BTL lending was 58% (2022: 67%).

**Forbearance<sup>(1)</sup>** (audited)

The balances at 31 December 2023 and 31 December 2022 were:

	Interest-only <sup>(2)</sup>	Flexible	LTV >100%	Buy-to-Let
	£m	£m	£m	£m
<b>2023</b>				
Total	368	74	12	23
– Stage 2	219	55	3	16
– Stage 3	149	19	9	7
<b>2022</b>				
Total	292	36	10	15
– Stage 2	112	19	1	11
– Stage 3	180	17	9	4

(1) Where a loan falls into more than one category, we have included it in all the categories that apply.

(2) Comprises full interest-only loans and part interest-only, part repayment loans.

**2023 compared to 2022**

Forbearance levels increased slightly although were lower than expected in 2023, with customers having the option to move to a temporary interest-only conversion under the Mortgage Charter.

## RETAIL AND BUSINESS BANKING: EVERYDAY BANKING – CREDIT RISK REVIEW

### Credit performance (audited)

	Business banking	Other unsecured				Total £m
		Personal loans	Credit cards	Overdrafts	Total other unsecured	
2023	£m	£m	£m	£m	£m	£m
Loans and advances to customers	1,819	2,064	2,674	471	5,209	7,028
of which:						
– Stage 1	1,574	1,743	2,283	207	4,233	5,807
– Stage 2	115	294	345	236	875	990
– Stage 3	130	27	46	28	101	231
Loss allowances <sup>(1)</sup>	16	66	140	78	284	300
Stage 3 undrawn exposures	2				37	39
Stage 3 ratio	7.25 %				2.65 %	3.83 %
Gross write-offs (12 months)	11				119	130
<b>2022</b>						
Loans and advances to customers	2,519	1,982	2,558	461	5,001	7,520
of which:						
– Stage 1	2,223	1,730	2,192	155	4,077	6,300
– Stage 2	133	231	329	282	842	975
– Stage 3	163	21	37	24	82	245
Loss allowances <sup>(1)</sup>	19	62	130	82	274	293
Stage 3 undrawn exposures	3				32	35
Stage 3 ratio	6.58 %				2.27 %	3.71 %
Gross write-offs (12 months)	11				99	110

(1) The ECL allowance is for both on and off-balance sheet exposures.

#### 2023 compared to 2022

Business Banking balances were lower, mainly due to reductions in the Bounce Back Loans (BBL) portfolio. Stage 3 assets reduced, although this had a minimal impact on write-offs as the reduction in assets was mainly due to the BBLs where the 100% government guarantee was claimed. Stage 2 and 3 unsecured assets and write-offs increased reflecting the current economic environment. However, these rates are yet to exceed long run averages. 55% (2022: 55%) of credit card customers repay their balance in full each month and UPL average customer balances remained unchanged at £6,000.



**Loan modifications** (audited)**Forbearance**

The following table sets out the financial assets that were forbore while they had a loss allowance measured at lifetime ECL.

	Business banking £m	Credit cards £m	Overdrafts £m	Total £m
<b>2023</b>				
<b>Financial assets modified in the period:</b>				
– Amortised cost before modification	—	13	8	21
– Net modification loss	—	14	6	20
<b>Financial assets modified since initial recognition:</b>				
– Gross carrying amount of financial assets for which the loss allowance changed to 12m ECL in the period	—	2	1	3
<b>2022</b>				
<b>Financial assets modified in the period:</b>				
– Amortised cost before modification	—	7	7	14
– Net modification loss	—	7	6	13
<b>Financial assets modified since initial recognition:</b>				
– Gross carrying amount of financial assets for which the loss allowance changed to 12m ECL in the period	—	3	1	4

The balances at 31 December 2023 and 31 December 2022 were:

	Business banking £m	Other unsecured			Total other unsecured £m	Total £m
		Personal loans £m	Credit cards £m	Overdrafts £m		
<b>2023</b>						
Total	3	1	47	19	67	70
– Stage 2	—	1	5	2	8	8
– Stage 3	3	—	42	17	59	62
<b>2022</b>						
Total	3	1	34	16	51	54
– Stage 2	—	1	6	2	9	9
– Stage 3	3	—	28	14	42	45

**Other loan modifications**

There were no other loan modifications made in 2023 and 2022.

## CONSUMER FINANCE – CREDIT RISK REVIEW

### Credit performance (audited)

	2023 £m	2022 £m
Loans and advances to customers	5,228	5,384
of which:		
– Stage 1	4,870	5,005
– Stage 2	330	350
– Stage 3	28	29
Loss allowances <sup>(1)</sup>	70	67
Stage 3 ratio	0.53%	0.54%
Gross write-offs	23	19

(1) The ECL allowance is for both on and off-balance sheet exposures.

#### 2023 compared to 2022

In 2023, we maintained our prudent Consumer (auto) finance underwriting criteria. The product mix was broadly unchanged, with wholesale balances increasing slightly.

At 31 December 2023, Consumer (auto) finance gross lending (new business) was £2,055m (2022: £2,519m). Wholesale loans (Stock finance) to car dealerships at 31 December 2023 were approximately 9.9% (2022: 10.1%) of the Consumer loan book. At 31 December 2023, the average Consumer (auto) finance loan size was £17,308 (2022: £17,256).

The risk profile was stable in terms of our credit scoring acceptance policies. The overall risk performance was good with the vast majority of customers paying.

### Loan modifications (audited)

#### Forbearance

There were no accounts in forbearance at 31 December 2023 and 31 December 2022.

#### Other loan modifications

There were no other loan modifications made in 2023 and 2022.

The gross carrying amount of financial assets for which the ECL allowance changed to a 12-month measurement at 31 December 2023 was £30m (2022: £95m).

## CORPORATE & COMMERCIAL BANKING – CREDIT RISK REVIEW

### Movement in total exposures and the corresponding ECL (audited)

The following tables show changes in total on and off-balance sheet exposures and ECL in the period. The footnotes to the Santander UK group level table on page 119 also apply to these tables.

	Stage 1		Stage 2		Stage 3		Total	
	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL
	£m	£m	£m	£m	£m	£m	£m	£m
<b>At 1 January 2023</b>	<b>23,838</b>	<b>83</b>	<b>3,888</b>	<b>166</b>	<b>572</b>	<b>145</b>	<b>28,298</b>	<b>394</b>
Transfers from Stage 1 to Stage 2 <sup>(3)</sup>	(1,376)	(1)	1,376	1	—	—	—	—
Transfers from Stage 2 to Stage 1 <sup>(3)</sup>	512	10	(512)	(10)	—	—	—	—
Transfers to Stage 3 <sup>(3)</sup>	(118)	(3)	(258)	(8)	376	11	—	—
Transfers from Stage 3 <sup>(3)</sup>	1	—	9	1	(10)	(1)	—	—
<b>Transfers of financial instruments</b>	<b>(981)</b>	<b>6</b>	<b>615</b>	<b>(16)</b>	<b>366</b>	<b>10</b>	<b>—</b>	<b>—</b>
Net ECL remeasurement on stage transfer <sup>(4)</sup>	—	(16)	—	29	—	64	—	77
Change in economic scenarios <sup>(2)</sup>	—	30	—	(30)	—	6	—	6
New lending and assets purchased <sup>(5)</sup>	7,257	5	132	6	38	10	7,427	21
Redemptions, repayments and assets sold <sup>(7)</sup>	(6,713)	(13)	(869)	(10)	(193)	(23)	(7,775)	(46)
Changes in risk parameters and other movements <sup>(6)</sup>	(834)	(19)	199	(13)	137	28	(498)	(4)
Assets written off <sup>(7)</sup>	—	—	—	—	(175)	(68)	(175)	(68)
<b>At 31 December 2023</b>	<b>22,567</b>	<b>76</b>	<b>3,965</b>	<b>132</b>	<b>745</b>	<b>172</b>	<b>27,277</b>	<b>380</b>
Net movement in the period	(1,271)	(7)	77	(34)	173	27	(1,021)	(14)

ECL (release)/charge to the Income Statement	(7)	(34)	95	54
Less: Discount unwind	—	—	(9)	(9)
Less: Recoveries net of collection costs	—	—	(5)	(5)
<b>Total ECL (release)/charge to the Income Statement</b>	<b>(7)</b>	<b>(34)</b>	<b>81</b>	<b>40</b>

	Stage 1		Stage 2		Stage 3		Total	
	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL	Exposures <sup>(1)</sup>	ECL
	£m	£m	£m	£m	£m	£m	£m	£m
<b>At 1 January 2022</b>	<b>20,604</b>	<b>50</b>	<b>5,914</b>	<b>127</b>	<b>827</b>	<b>248</b>	<b>27,345</b>	<b>425</b>
Transfers from Stage 1 to Stage 2 <sup>(3)</sup>	(2,195)	(14)	2,195	14	—	—	—	—
Transfers from Stage 2 to Stage 1 <sup>(3)</sup>	4,023	92	(4,023)	(92)	—	—	—	—
Transfers to Stage 3 <sup>(3)</sup>	(172)	(1)	(111)	(13)	283	14	—	—
Transfers from Stage 3 <sup>(3)</sup>	—	—	463	135	(463)	(135)	—	—
<b>Transfers of financial instruments</b>	<b>1,656</b>	<b>77</b>	<b>(1,476)</b>	<b>44</b>	<b>(180)</b>	<b>(121)</b>	<b>—</b>	<b>—</b>
Net ECL remeasurement on stage transfer <sup>(4)</sup>	—	(72)	—	(41)	—	61	—	(52)
Change in economic scenarios <sup>(2)</sup>	—	38	—	76	—	—	—	114
New lending and assets purchased <sup>(5)</sup>	8,629	16	228	19	43	12	8,900	47
Redemptions, repayments and assets sold <sup>(7)</sup>	(9,019)	(15)	(584)	(32)	(53)	(17)	(9,656)	(64)
Changes in risk parameters and other movements <sup>(6)</sup>	1,968	(11)	(194)	(27)	21	(14)	1,795	(52)
Assets written off <sup>(7)</sup>	—	—	—	—	(86)	(24)	(86)	(24)
<b>At 31 December 2022</b>	<b>23,838</b>	<b>83</b>	<b>3,888</b>	<b>166</b>	<b>572</b>	<b>145</b>	<b>28,298</b>	<b>394</b>
Net movement in the period	3,234	33	(2,026)	39	(255)	(103)	953	(31)

ECL charge/(release) to the Income Statement	33	39	(79)	(7)
Less: Discount unwind	—	—	(3)	(3)
Less: Recoveries net of collection costs	—	—	42	42
<b>Total ECL charge/(release) to the Income Statement</b>	<b>33</b>	<b>39</b>	<b>(40)</b>	<b>32</b>

**Committed exposures**

Credit risk arises on both on- and off-balance sheet transactions, e.g. guarantees. Therefore, committed exposures are typically higher than asset balances. The derivative and other treasury product exposures (classified under 'Financial Institutions') are also typically lower than the asset balances, because we show our overall risk exposure which takes into account our procedures to mitigate credit risk including netting. The balances on our balance sheet only reflect the more restrictive netting permitted by IAS 32.

**Rating distribution** (audited)

These tables show our credit risk exposure according to our internal rating scale (see the 'Santander UK group level – credit risk review' section) for each portfolio. On this scale, the higher the rating, the better the quality of the counterparty.

	Santander UK risk grade								Total £m
	9 £m	8 £m	7 £m	6 £m	5 £m	4 £m	3 to 1 £m	Other <sup>(1)</sup> £m	
<b>2023</b>									
SME and mid corporate	—	166	911	2,970	3,497	3,575	1,439	118	12,676
Commercial Real Estate	—	—	360	1,684	2,132	972	209	1	5,358
Social Housing	43	3,032	4,881	—	—	—	—	—	7,956
	43	3,198	6,152	4,654	5,629	4,547	1,648	119	25,990
Of which:									
Stage 1	43	3,130	6,152	4,618	4,715	2,363	141	118	21,280
Stage 2	—	68	—	36	914	2,184	762	1	3,965
Stage 3	—	—	—	—	—	—	745	—	745
<b>2022</b>									
SME and mid corporate	—	336	923	2,341	3,299	5,327	1,791	106	14,123
Commercial Real Estate	—	2	111	2,044	2,128	936	185	1	5,407
Social Housing	44	4,028	3,956	6	—	—	—	1	8,035
	44	4,366	4,990	4,391	5,427	6,263	1,976	108	27,565
Of which:									
Stage 1	39	4,364	4,944	4,202	4,773	4,289	386	108	23,105
Stage 2	5	2	46	189	654	1,974	1,018	—	3,888
Stage 3	—	—	—	—	—	—	572	—	572

(1) Smaller exposures mainly in the commercial mortgage portfolio. We use scorecards for them, instead of a rating model.

**2023 compared to 2022**

In 2023, committed exposure reduced by 5.7%, driven by reductions in the SME and mid corporate portfolios, which was down by 10.2%. The rating distribution saw an improvement in the SME and mid corporate portfolios, with Commercial Real Estate broadly stable.

**Geographical distribution** (audited)

We typically classify geographical location according to the counterparty's country of domicile unless a full risk transfer guarantee is in place, in which case we use the guarantor's country of domicile instead. At 31 December 2023 and 31 December 2022 this is mainly focused in the UK.

**Credit risk mitigation** (audited)

	Gross exposure Stage 3 £m	Collateral Stage 3 £m	Net exposure Stage 3 £m
<b>2023</b>			
SME and mid corporate	627	190	437
Commercial Real Estate	118	28	90
	745	218	527
<b>2022</b>			
SME and mid corporate	513	169	344
Commercial Real Estate	59	30	29
	572	199	373



**Credit performance** (audited)

We monitor exposures that show potentially higher risk characteristics using our Watchlist process. The table below shows the exposures we monitor, and those we classify as Stage 3 by portfolio at 31 December 2023 and 31 December 2022.

	Committed exposure						Loss allowances £m
	Fully performing £m	Watchlist		Stage 3 £m	Total <sup>(1)</sup> £m		
		Enhanced monitoring £m	Proactive management £m				
<b>2023</b>							
SME and mid corporate	10,140	462	1,447	627	12,676	341	
Commercial Real Estate	4,734	10	496	118	5,358	39	
Social Housing	7,752	—	204	—	7,956	—	
	<b>22,626</b>	<b>472</b>	<b>2,147</b>	<b>745</b>	<b>25,990</b>	<b>380</b>	
<b>2022</b>							
SME and mid corporate	11,796	431	1,383	513	14,123	355	
Commercial Real Estate	4,765	103	480	59	5,407	38	
Social Housing	7,979	46	10	—	8,035	1	
	<b>24,540</b>	<b>580</b>	<b>1,873</b>	<b>572</b>	<b>27,565</b>	<b>394</b>	

(1) Includes committed facilities and derivatives.

**2023 compared to 2022**

In 2023, Watchlist exposures increased, however the overall quality improved with reductions seen in Enhanced Monitoring of 18.6%. An increase in Proactive Management of 14.6% was driven by a small number of larger exposures in Social Housing which have been downgraded to Proactive Management following concerns raised by the Social Housing regulators rather than credit concerns.

**Loan modifications** (audited)**Forbearance**

The following table sets out the financial assets that were forbore while they had a loss allowance measured at lifetime ECL.

	2023 £m	2022 £m
<b>Financial assets modified in the period:</b>		
– Amortised cost before modification	189	240
– Net modification loss	10	8
<b>Financial assets modified since initial recognition:</b>		
– Gross carrying amount of financial assets for which the loss allowance changed to 12-month ECL in the period	27	15

We only make forbearance arrangements for lending to customers. The balances at 31 December 2023 and 31 December 2022, analysed by their staging at the period-end and the forbearance we applied, were:

	2023 £m	2022 £m
<b>Stock<sup>(1)</sup></b>		
– Term extension	113	98
– Interest-only	215	238
– Other payment rescheduling	264	219
	<b>592</b>	<b>555</b>
<b>Of which:</b>		
– Stage 1	2	17
– Stage 2	159	173
– Stage 3	431	365
	<b>592</b>	<b>555</b>
Proportion of portfolio	<b>2.3%</b>	<b>2.0%</b>

(1) We base forbearance type on the first forbearance we applied. Tables only show accounts open at the period-end. Amounts are drawn balances and include off balance sheet balances.

## PORTFOLIOS OF PARTICULAR INTEREST

### Introduction

Some types of lending have higher risk and others stand out for other reasons. We give more detail below on the following areas of particular interest.

Portfolio	Description
<b>Commercial Real Estate (CRE)</b>	Lending to experienced, professional landlords mainly secured by tenanted UK property. The CRE market has seen regular cyclical downturns, and so is a portfolio of particular interest. We manage and report our CRE portfolio in Corporate & Commercial Banking.

### Climate change

The global economy is still heavily dependent on fossil fuel energy sources such as coal, natural gas and oil, which significantly contribute to climate change. Energy transmission requires building and maintaining appropriate wholesale networks that can affect the natural environment. We remain committed to reallocating financial flows from fossil fuel consumption, including for electricity generation, to cleaner alternatives as set out in our Environmental, Social and Climate Change Policy.

In order to track and measure how our current lending activities contribute towards the reliance of fossil fuels we maintain portfolio tracking of fossil fuel exposures. We classify lending as a fossil fuel exposure if the counterparty engaged in any of the following activities:

- Oil & Gas: production and treatment including refining, transportation, storage and wholesale distribution
- Mining & Extraction: any coal mining or extraction activities
- Power Generation: clients for who coal-fired generation represents more than 10% of revenues on a consolidated basis.

At 31 December 2023, we had limited exposure to such counterparties, with these activities making up 0.3% of our Corporate and Commercial Banking lending to non-financial corporates. On an individually assessed basis, clients in these industries were highly rated and their markets remained highly liquid. We will continue to monitor, disclose and reduce lending which contributes to ongoing fossil fuel use.

### Commercial Real Estate

#### Credit performance

The table below shows the main CRE credit performance metrics at 31 December 2023 and 31 December 2022.

	Customer loans £m	Stage 3 £m	Stage 3 Ratio %	Gross write-offs £m	Total loss allowance £m
<b>2023</b>	<b>4,691</b>	<b>118</b>	<b>2.52</b>	—	<b>39</b>
2022	4,822	58	1.20	—	38

#### LTV analysis

The table below shows the LTV distribution for our CRE total stock and Stage 3 stock (based on the drawn balance and our latest estimate of the property's current value) of the portfolio at 31 December 2023 and 31 December 2022.

LTV	2023				2022			
	Stock		Stage 3		Stock		Stage 3	
	Total £m	ECL £m	Total £m	ECL £m	Total £m	ECL £m	Total £m	ECL £m
Up to 50%	2,665	12	22	2	2,818	15	14	1
>50-70%	1,539	13	59	8	1,416	7	2	—
>70-100%	87	7	16	6	137	4	15	3
> 100%	13	2	7	2	67	—	1	—
Total with collateral	<b>4,304</b>	<b>34</b>	<b>104</b>	<b>18</b>	<b>4,438</b>	<b>26</b>	<b>32</b>	<b>4</b>
With no collateral	<b>387</b>	<b>5</b>	<b>14</b>	<b>3</b>	<b>359</b>	<b>12</b>	<b>26</b>	<b>7</b>
Development loans	—	—	—	—	25	—	—	—
	<b>4,691</b>	<b>39</b>	<b>118</b>	<b>21</b>	<b>4,822</b>	<b>38</b>	<b>58</b>	<b>11</b>

**Refinancing risk**

At 31 December 2023, CRE loans of £979m (2022: £964m) were due to mature within 12 months. Of these, £26m or 2.6% (2022: £17m or 1.8%) had an LTV ratio higher than is acceptable under our current credit policy, £21m of which were reported as Stage 3 (2022: £7m).

**Sector analysis**

Sector	2023		2022	
	£m	%	£m	%
Office	1,067	23	1,267	26
Retail	593	13	635	13
Industrial	733	15	749	16
Residential	788	17	853	18
Mixed use	611	13	641	13
Student accommodation	130	3	81	2
Hotels and leisure	193	4	212	4
Other <sup>(1)</sup>	576	12	384	8
	<b>4,691</b>	<b>100</b>	<b>4,822</b>	<b>100</b>

(1) Mainly unsecured real estate and health related sectors.

**2023 compared to 2022**

The CRE portfolio remains well diversified across sectors, with no significant regional or single name concentration. The LTV profile of the portfolio remained conservative with £4,204m and 98% (2022: £4,234 and 95%) at or below 70% LTV. Almost two thirds of the CRE portfolio has an LTV below 50%.

In 2023, we maintained a prudent lending approach with 100% of new business (2022: >99%) written at or below 60% LTV. The weighted average LTV of the portfolio was 43% (2022: 46%).

Drawn facilities subject to enhanced monitoring decreased by 90% to £10m (2022: £102m). Drawn facilities subject to proactive management increased by 4.2% to £493m (2022: £473m). Stage 3 exposures increased due to the reclassification to non-performing loans of a single case in the office sector.

## CORPORATE CENTRE – CREDIT RISK REVIEW

### Committed exposures

Credit risk arises on both on- and off-balance sheet transactions, e.g. derivatives.

### Rating distribution (audited)

These tables show our credit risk exposure according to our internal rating scale (see the 'Santander UK group level – credit risk review' section) for each portfolio. On this scale, the higher the rating, the better the quality of the counterparty.

	Santander UK risk grade								Total £m
	9 £m	8 £m	7 £m	6 £m	5 £m	4 £m	3 to 1 £m	Other <sup>(1)</sup> £m	
<b>2023</b>									
Sovereign and Supranational	48,338	1,895	—	—	—	—	—	—	50,233
Structured Products	170	1,470	787	—	—	—	—	—	2,427
Financial Institutions	1,262	667	436	7	—	—	—	—	2,372
Crown Dependencies	—	—	—	—	—	—	—	1,256	1,256
	<b>49,770</b>	<b>4,032</b>	<b>1,223</b>	<b>7</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1,256</b>	<b>56,288</b>
Of which:									
Stage 1	49,770	4,032	1,223	7	—	—	—	1,254	56,286
Stage 2	—	—	—	—	—	—	—	1	1
Stage 3	—	—	—	—	—	—	—	1	1
<b>2022</b>									
Sovereign and Supranational	53,910	1,077	—	—	—	—	—	—	54,987
Structured Products	136	1,162	875	—	—	—	—	—	2,173
Financial Institutions	1,191	676	635	26	—	—	—	—	2,528
Crown Dependencies	—	—	—	—	—	—	—	1,141	1,141
	<b>55,237</b>	<b>2,915</b>	<b>1,510</b>	<b>26</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1,141</b>	<b>60,829</b>
Of which:									
Stage 1	55,237	2,915	1,510	26	—	—	—	1,137	60,825
Stage 2	—	—	—	—	—	—	—	3	3
Stage 3	—	—	—	—	—	—	—	1	1

(1) Smaller exposures mainly in the commercial mortgage portfolio, and Crown Dependencies residential mortgages portfolio. We use scorecards for them, instead of a rating model.

### 2023 compared to 2022

Committed exposures reduced by 7.5% mainly driven by UK Sovereign and Supranational exposures, as part of normal liquid asset portfolio management, which reduced by 8.6%. The portfolio profile remained short-term, reflecting the purpose of the holdings.

### Geographical distribution (audited)

We typically classify geographical location according to the counterparty's country of domicile unless a full risk transfer guarantee is in place, in which case we use the guarantor's country of domicile instead.

	2023					2022				
	UK	Europe	US	Rest of World	Total	UK	Europe	US	Rest of World	Total
	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m
Sovereign and Supranational	45,367	2,062	—	2,804	50,233	50,806	1,886	83	2,212	54,987
Structured Products	1,430	243	—	754	2,427	1,379	422	4	368	2,173
Financial Institutions	892	1,004	282	194	2,372	1,075	1,036	230	187	2,528
Crown Dependencies	—	—	—	1,256	1,256	—	—	—	1,141	1,141
	<b>47,689</b>	<b>3,309</b>	<b>282</b>	<b>5,008</b>	<b>56,288</b>	<b>53,260</b>	<b>3,344</b>	<b>317</b>	<b>3,908</b>	<b>60,829</b>

### Credit performance (audited)

We monitor exposures that show potentially higher risk characteristics using our Watchlist process. In Corporate Centre, committed exposures were all fully performing at 31 December 2023 and 31 December 2022.

### Loan modifications (audited)

There were no loan modifications made in 2023 and 2022.

# Liquidity risk

## Overview

Liquidity risk is the risk that we do not have sufficient liquid financial resources available to meet our obligations when they fall due, or we can only secure such resources at excessive cost.

In this section, we describe our sources and uses of liquidity and how we manage liquidity risk. We also analyse our key liquidity metrics, including our LCRs and our eligible liquidity pools.

We then explain our funding strategy and structure and we analyse our wholesale funding. Finally, we analyse how we have encumbered some of our assets to support our funding activities.

## Key metrics

LCR of 162% (2022: 163%)

NSFR of 138% (2022: 137%)

Wholesale funding with maturity <1 year £11.9bn (2022: £11.0bn)

LCR eligible liquidity pool of £50.9bn (2022: £49.0bn)

## OUR KEY LIQUIDITY RISKS (audited)

Through our Liquidity Risk Appetite (LRA) framework, we manage our funding or structural contingent and market liquidity risks wherever they arise. This can be in retail and corporate deposit outflows, wholesale secured and unsecured liquidity outflows and off-balance sheet activities. Other risks our framework covers include funding concentrations, intra-day cash flows, intra-group commitments and support, franchise retention and cross currency risk.

### Our main sources of liquidity

Customer deposits finance most of our customer lending. Although these funds are mostly callable, in practice they give us a stable and predictable core of funding. This is due to the nature of retail accounts and the breadth of our retail customer relationships.

We have a strong wholesale funding investor base, diversified across product types and geographies. Through the wholesale markets, we have active relationships in many sectors including banks, other financial institutions, corporates, pensions and investment funds. We access the wholesale funding markets through the issuance of capital, senior unsecured debt, covered bonds, structured notes and short-term funding. We also access these markets through securitisations of certain assets of Santander UK plc and our operating subsidiaries. For more on our programmes, see Notes 14, 26 and 27 in the Consolidated Financial Statements.

We generate funding on the strength of our own balance sheet, our own profitability and our own network of investors. In addition, we have access to UK Government funding schemes. We comply with rules set by the PRA, other regulators, and Banco Santander standards. While we manage, consolidate and monitor liquidity risk centrally, we also manage and monitor it in the business area it comes from.

### Our main uses of liquidity

Our main uses of liquidity are to fund our lending in Retail and Business Banking, Consumer Finance and Corporate & Commercial Banking, to pay interest and dividends, and to repay debt. Our ability to pay dividends depends on various factors. These include our regulatory capital needs, the level of our distributable reserves, and our financial performance. We also use liquidity to pay for business combinations.

## LIQUIDITY RISK MANAGEMENT

### Introduction

We manage liquidity risk on a consolidated basis in our CFO division, which is our centralised function for managing funding, liquidity and capital. We created our governance, oversight and control frameworks, and our LRA, on the same consolidated basis.

We also monitor and manage liquidity risk for the Santander UK plc group and SFS separately. Under this model, and the PRA's liquidity rules, Santander UK plc and its subsidiary Cater Allen Limited form the RFB Domestic Liquidity Sub-group (the RFB DoLSub), which allows them to collectively meet regulatory requirements to manage liquidity risk. Each member of the RFB DoLSub will support the other by transferring surplus liquidity in times of stress.

We continue to transfer liquidity risks from the securities Santander UK Group Holdings plc issues, or the contracts it executes, into our subsidiaries largely through back-to-back transactions. We fund any mismatches, if needed, by ordinary share dividends from subsidiaries.

### Risk appetite

Separate LRAs are in place for Santander UK plc group and SFS. These are appropriate to their individual business models and consistent with the strategy of Santander UK Group Holdings plc.

Our LRA is based on the principles of liquidity management we use to manage our balance sheet. It also supports our need to meet or exceed regulatory rules. In line with our liquidity management principles, we avoid an over-reliance on funding from a single product, customer or counterparty. We also maintain enough unencumbered customer assets to support current and future funding and collateral requirements and maintain enough capacity to monetise liquid assets and other counterbalancing capacity on a timely basis.

Our LRA is proposed to the Risk division and the Board, which is then approved under advice from the Board Risk Committee. Our LRA, in the context of our overall Risk Appetite, is reviewed and approved by the Board each year, or more often if needed.



## Risk measurement

We use a number of metrics to manage liquidity risk. These include metrics that show the difference between cash and collateral inflows and outflows in different periods. They also include structural metrics, such as our level of encumbered assets.

## Ongoing business management

Within our framework of prudent funding and liquidity management, we manage our activities to our liquidity risk appetite. We have clear responsibilities for short-term funding, medium-term funding, encumbrance, collateral and liquid asset management. This ensures we manage liquidity risks as part of our daily operations, strategy and planning.

Our liquidity management framework is split between short-term and strategic activities. Our short-term activities focus on intra-day collateral management and maintaining liquid assets to cover unexpected demands on cash in a stress, such as large and unexpected deposit withdrawals by customers and loss of wholesale funding. Our strategic activities focus on ensuring we are not over reliant on any one source for funding and that we avoid excessive concentrations in the maturity of our funding.

We regularly test the liquidity of our eligible liquidity pool, in line with PRA rules and Basel guidelines. We do this by realising some of the assets by repurchase or outright sale to the market. We make sure that over any 12-month period we realise a significant part of our eligible liquidity pool. As well as our eligible liquidity pool, we always hold a portfolio of unencumbered liquid assets. Our LRA and PRA requirements determine the size and composition of this portfolio. These assets give us a source of contingent liquidity, as we can realise some of them in a stress to create liquidity by repurchase or outright sale to the market.

## Stress testing

Our liquidity stress testing framework is central to our LRA measurement and monitoring. To fit with our Risk Appetite, the liquidity outflows that come from these stress tests must be fully covered with high-quality liquid assets, other liquid assets and appropriate management actions.

Our Risk division runs a range of stress tests. Our LRA stress test consists of three tests that cover idiosyncratic, market-wide and combined scenarios.

Our other tests consider scenarios such as a global economic slowdown that results in reduced confidence in banks, a slowdown in a major economy or a decline in access to liquidity. These are considered on both an acute and protracted basis. We also run severe combined stress tests which look at both a deep and prolonged UK recession that results in a reduction in wholesale funding availability and an idiosyncratic shock that would lead to retail and commercial outflows. We run climate change stresses, these include severe physical risks which result in a reduction in retail deposits, increased use of corporate lending facilities and an increase in mortgage defaults and a scenario where there is disorderly transition to net zero, resulting in supply shocks and data transparency concerns.

We also conduct sensitivity analysis and reverse stress testing for instant liquidity shocks by each key liquidity risk. We do this to understand the impacts they would have on our LRA and our regulatory liquidity metrics.

We monitor our LCR and our Net Stable Funding Ratio (NSFR) to ensure we continue to meet the requirements.

## Risk mitigation (audited)

The Board aims to make our balance sheet resilient at all times and for it to be perceived as such by stakeholders. This preserves our short and long-term viability. The Board recognises that as we are involved in maturity transformation, we cannot hold enough liquidity to cover all possible stress scenarios. The Board requires us to hold enough liquidity to make sure we will survive three plausible but severe stress scenarios (our LRA stress test, described above). We do this by maintaining a prudent balance sheet structure and approved liquid resources.

## Recovery and Resolution framework

The CFO is the accountable SMF for recovery and resolution and the related work is managed by the CFO division. They are overseen by the Board Audit Committee and the Board.

We review and refresh our recovery plan each year. It sets out the risks, the indicators we use to monitor those risks, and the actions that are available to mitigate capital, liquidity or combined stress event. We are confident that we have sufficient credible and executable options to respond to a wide range of stresses, be they market-wide or idiosyncratic, in a timely and effective manner. Recovery indicators are both qualitative and quantitative and we have embedded them into our risk frameworks. We monitor recovery capacity, headroom to recovery triggers and recovery indicators regularly. If needed, we would invoke recovery early to mitigate the effects of a stress and restore our financial position and balance sheet strength.

Our resolution capabilities are underpinned by comprehensive governance, testing and assurance arrangements, which seek to ensure that our resolution readiness is maintained and enhanced on an ongoing basis. In October 2023, we submitted our second resolvability self-assessment report to the PRA. This builds on the first self-assessment report submitted in October 2021, as summarised in our June 2022 resolvability public disclosure. The next resolvability public disclosures by the Bank of England and Santander UK are due in June 2024.

## Risk monitoring and reporting (audited)

We monitor liquidity risk daily, weekly and monthly. We do this through different committees and levels of management, including ALCO and the BRC.

## LIQUIDITY RISK REVIEW

### Liquidity Coverage Ratio

This table shows our LCR at 31 December 2023 and 31 December 2022.

	2023	2022
	£bn	£bn
LCR		
Eligible liquidity pool (liquidity value) <sup>(1)</sup>	50.4	48.9
Net stress outflows	(31.1)	(30.0)
Surplus	19.3	18.9
Eligible liquidity pool as a percentage of anticipated net cash flows	162 %	163 %

(1) The liquidity value is calculated as applying an applicable haircut to the carrying value.

### LCR eligible liquidity pool

This table shows the carrying value of our eligible liquidity pool assets at 31 December 2023 and 31 December 2022. It also shows the weighted average carrying value in the year.

	Carrying value						Weighted average carrying value in the year	
	2023			2022			2023	2022
	Level 1	Level 2	Total	Level 1	Level 2	Total	Total	Total
	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn
Cash and balances at central banks	38.4	—	38.4	44.5	—	44.5	41.0	45.5
Government bonds	9.0	0.3	9.3	3.2	—	3.2	7.1	4.1
Supranational bonds and multilateral development banks	0.3	—	0.3	0.3	—	0.3	0.1	0.1
Covered bonds	1.2	1.0	2.2	0.1	0.9	1.0	1.7	0.9
Asset-backed securities	—	0.7	0.7	—	—	—	0.4	0.1
	48.9	2.0	50.9	48.1	0.9	49.0	50.3	50.7

Term duration in the LCR eligible liquidity pool is hedged with swaps to offset mark to market movements from interest rate changes. **Currency analysis**

This table shows the carrying value of our eligible liquidity pool by major currencies at 31 December 2023 and 31 December 2022. The composition of the pool is consistent with the currency profile of our net liquidity outflows.

	US Dollar	Euro	Sterling	Other	Total
	£bn	£bn	£bn	£bn	£bn
2023	2.4	1.1	46.6	0.8	50.9
2022	0.8	1.3	46.9	—	49.0

### Net Stable Funding Ratio (NSFR)

	2023	2022
	%	%
NSFR	138	137

2023 compared to 2022

We remain in a strong liquidity position. We hold sufficient liquid resources and have adequate governance and controls in place to manage the liquidity risks arising from our business and strategy. At 31 December 2023 and 31 December 2022, the LCR and NSFR significantly exceeded regulatory requirements.

## FUNDING RISK MANAGEMENT

### Funding strategy

Our funding strategy continues to be based on maintaining a conservatively structured balance sheet and diverse sources of funding to meet the needs of our business strategy and plans. The CFO Division maintains a funding plan that complies with the LRA and regulatory liquidity and capital requirements.

Most of our funding comes from customer deposits. We source the rest from a mix of secured and unsecured funding in the wholesale markets. Overall, this means that we do not rely too heavily on wholesale funds. We manage funding requirements by targeting a specific Liquidity Coverage Ratio, we ensure maturities are prefunded and capital/Minimum Requirements for Eligible Liabilities (MREL) requirements are prioritised. We also have checks and controls to limit our asset encumbrance from our secured funding operations.

As part of maintaining a diverse funding base, we raise funding in a number of currencies, including EUR and USD, and convert it into sterling through currency swaps to fund our commercial assets which are largely sterling denominated.

Our base of stable retail and corporate deposits is a key funding source for us. We leverage our large and diverse customer base to offer products that give us a long-term sustainable source of funding. We do this by focusing on building long-term relationships. At 31 December 2023, 86% of our total core retail customer liabilities were covered by the Financial Services Compensation Scheme (the FSCS).

### Behavioural maturities

The contractual maturity of our balance sheet assets and liabilities highlights the maturity transformation that underpins the role of banks to lend long term, but to fund themselves mainly with shorter-term liabilities, like customer deposits. We do this by diversifying our funding operations across a wide customer base, both in numbers and by type of depositor. In practice, the behavioural profiles of many liabilities show more stability and longer maturity than their contractual maturity. This is especially true of many retail and corporate deposits that, while they may be repayable on demand or at short notice, have shown good stability even in times of stress. We model behaviour profiles using our experience of customer behaviour. We use this data to determine the funds transfer pricing rates at which we reward and charge our business units for sources and uses of funds. We apply this rate until a customer changes to a different product or service offered by us or by one of our competitors.

We continue to maintain the quality of our retail, commercial and wholesale deposits. We aim to deepen our customer relationships across all customer segments. We do this to lengthen the contractual and behavioural profile of our liability base.

### Deposit funding

We mainly fund our Retail and Business Banking, Consumer Finance and Corporate & Commercial Banking activities by customer deposits. We fund the rest through wholesale markets.

### Wholesale funding

#### Composition of wholesale funding

We are active in the wholesale markets and we have direct access to both money market and long-term investors through our funding programmes. This makes our wholesale funding well diversified by product, maturity, geography and currency. This includes currencies available across a range of channels from money markets, repo markets, senior unsecured, secured, medium-term and capital.

Santander UK plc is our main operating company issuer of senior unsecured debt, structured notes, short-term funding and covered bonds.

Santander UK Group Holdings plc is the issuer of capital and MREL/Total Loss Absorbing Capacity (TLAC) eligible senior unsecured debt. In line with the UK CRR and the Bank of England Statement of Policy on MREL, resolution entities that are G-SIBs or are part of a G-SIB are required to hold a minimum amount of loss absorbing and recapitalisation capacity on an ongoing basis. The minimum requirement is the higher of (i) two times the sum of Pillar 1 and Pillar 2A; (ii) 18% of RWAs; (iii) two times the minimum leverage ratio requirement; or (iv) 6.75% of leverage exposures.

Santander UK plc is subject to internal MREL as it meets the requirements of a material subsidiary of our ultimate parent Banco Santander SA.

We also access the wholesale markets through securitisations of certain assets of our operating subsidiaries. We also have access to UK Government funding schemes. Eligible collateral for these schemes includes all collateral that is eligible in the Bank of England's Discount Window Facility. We ensure that enough collateral is placed and available at the Discount Window.

### Issuance model and resolution

Banco Santander is a multiple point of entry resolution group. This means that should it fail, it would be split up into parts. Healthy parts might be sold or be kept as a residual group without their distressed sister companies. The resolution or recapitalisation of the distressed parts might be effected via 'bail in' of bonds that had been issued to the market by a regional intermediate holding company.

Santander UK is a single point of entry resolution group. This means that resolution would work downwards from the group's holding company i.e. Santander UK Group Holdings plc. Losses in subsidiaries would first be transferred up to Santander UK Group Holdings plc. If the holding company is bankrupt as a result, the group is deemed to be failing or likely to fail, it will be put into resolution. The 'bail in' tool is applied to the holding company, with the equity being written off and bonds written off or converted into equity as needed to recapitalise the group. Those bondholders would become the new owners, and the group would stay together.

Santander UK Group Holdings plc is the immediate holding company of Santander UK plc but does not guarantee its debts or other obligations. This structure is a Bank of England recommended configuration which aims to ensure the activities of the operating company are not disrupted as the Santander UK group goes through resolution, thereby maintaining continuity of services for customers.

## FUNDING RISK REVIEW

Our funding strategy continues to be based on maintaining a conservatively structured balance sheet and diverse sources of funding to meet the needs of our business strategy and plans. The CFO Division maintains a funding plan that complies with our LRA and regulatory liquidity and capital requirements.

### Reconciliation of wholesale funding to the balance sheet (audited)

This table reconciles our wholesale funding to our balance sheet at 31 December 2023 and 31 December 2022.

	Balance sheet line item						
	Funding analysis	Deposits by banks <sup>(1)</sup>	Repurchase agreements - non trading	Financial liabilities designated at fair value	Debt securities in issue	Subordinated liabilities	Other equity instruments and non-controlling interests <sup>(2)</sup>
	£bn	£bn	£bn	£bn	£bn	£bn	£bn
<b>2023</b>							
Deposits by banks	1.1	1.1	—	—	—	—	—
Certificates of deposit and commercial paper	4.3	—	—	—	4.3	—	—
Senior unsecured – public benchmark	12.9	—	—	—	12.9	—	—
– privately placed	0.8	—	—	0.6	0.2	—	—
Covered bonds	14.8	—	—	—	14.8	—	—
Securitisation and structured issuance	2.7	—	—	—	2.7	—	—
TFSME	17.0	17.0	—	—	—	—	—
Subordinated liabilities and equity	4.4	—	—	—	—	2.2	2.2
<b>Total wholesale funding</b>	<b>58.0</b>	<b>18.1</b>	<b>—</b>	<b>0.6</b>	<b>34.9</b>	<b>2.2</b>	<b>2.2</b>
Repos	8.4	—	8.4	—	—	—	—
Foreign exchange and hedge accounting	1.1	—	—	—	0.9	0.2	—
Other	2.6	2.3	—	0.3	—	—	—
<b>Balance sheet total</b>	<b>70.1</b>	<b>20.4</b>	<b>8.4</b>	<b>0.9</b>	<b>35.8</b>	<b>2.4</b>	<b>2.2</b>
<b>2022</b>							
Deposits by banks	0.5	0.5	—	—	—	—	—
Certificates of deposit and commercial paper	4.7	—	—	—	4.7	—	—
Senior unsecured – public benchmark	14.4	—	—	—	14.4	—	—
– privately placed	0.6	—	—	0.4	0.2	—	—
Covered bonds	14.9	—	—	—	14.9	—	—
Securitisation and structured issuance	1.0	—	—	—	1.0	—	—
TFSME	25.0	25.0	—	—	—	—	—
Subordinated liabilities and equity	4.1	—	—	—	—	1.9	2.2
<b>Total wholesale funding</b>	<b>65.2</b>	<b>25.5</b>	<b>—</b>	<b>0.4</b>	<b>35.2</b>	<b>1.9</b>	<b>2.2</b>
Repos	8.0	—	8.0	—	—	—	—
Foreign exchange and hedge accounting	1.6	—	—	—	1.2	0.4	—
Other	3.4	3.0	—	0.4	—	—	—
<b>Balance sheet total</b>	<b>78.2</b>	<b>28.5</b>	<b>8.0</b>	<b>0.8</b>	<b>36.4</b>	<b>2.3</b>	<b>2.2</b>

(1) Consists of Perpetual Capital Securities (net of issuance costs). See Note 33 to the Consolidated Financial Statements.

(2) Other consists of items in the course of transmission and other deposits. See Note 24 to the Consolidated Financial Statements.

**Maturity profile of wholesale funding** (audited)

This table shows our main sources of wholesale funding. It does not include securities finance agreements. The table is based on exchange rates at issue and scheduled repayments and call dates. It does not reflect the final contractual maturity of the funding.

For details of the maturities of financial liabilities and off-balance sheet commitments, see Note 39 to the Consolidated Financial Statements.

	≤ 1 month	>1 and ≤ 3 months	>3 and ≤ 6 months	>6 and ≤ 9 months	>9 and ≤ 12 months	Sub-total ≤ 1 year	>1 and ≤ 2 years	>2 and ≤ 5 years	>5 years	Total
2023	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn	£bn
<b>Santander UK Group Holdings plc<sup>(1)</sup></b>										
Senior unsecured – public benchmark	—	1.6	—	—	—	1.6	2.5	6.8	0.5	11.4
– privately placed	—	—	—	—	—	—	—	0.1	—	0.1
Subordinated liabilities and equity (incl. AT1)	—	—	0.5	—	—	0.5	0.8	1.5	0.9	3.7
	—	1.6	0.5	—	—	2.1	3.3	8.4	1.4	15.2
<b>Santander UK plc</b>										
Deposits by banks	0.3	0.8	—	—	—	1.1	—	—	—	1.1
Certificates of deposit and commercial paper	1.0	3.3	—	—	—	4.3	—	—	—	4.3
Senior unsecured – public benchmark	—	0.6	0.2	—	—	0.8	0.4	—	0.3	1.5
– privately placed	—	—	—	0.1	—	0.1	0.1	0.2	0.3	0.7
Covered bonds	0.1	1.0	0.9	0.4	1.0	3.4	1.1	9.2	1.1	14.8
Securitisation & structured issuance <sup>(2)</sup>	—	—	—	—	0.1	0.1	—	2.1	—	2.2
TFSME	—	—	—	—	—	—	17.0	—	—	17.0
Subordinated liabilities	—	—	—	—	—	—	—	—	0.7	0.7
	1.4	5.7	1.1	0.5	1.1	9.8	18.6	11.5	2.4	42.3
<b>Other group entities</b>										
Securitisation & structured issuance <sup>(3)</sup>	—	—	—	—	—	—	0.5	—	—	0.5
<b>31 December 2023</b>	<b>1.4</b>	<b>7.3</b>	<b>1.6</b>	<b>0.5</b>	<b>1.1</b>	<b>11.9</b>	<b>22.4</b>	<b>19.9</b>	<b>3.8</b>	<b>58.0</b>
Of which:										
– Secured	0.1	1.0	0.9	0.4	1.1	3.5	18.6	11.3	1.1	34.5
– Unsecured	1.3	6.3	0.7	0.1	—	8.4	3.8	8.6	2.7	23.5
<b>2022</b>										
<b>Total at 31 December 2022</b>	<b>2.6</b>	<b>5.2</b>	<b>0.5</b>	<b>1.5</b>	<b>1.2</b>	<b>11.0</b>	<b>6.6</b>	<b>42.5</b>	<b>5.1</b>	<b>65.2</b>
Of which:										
– Secured	0.1	1.0	0.2	0.9	—	2.2	3.5	34.0	1.2	40.9
– Unsecured	2.5	4.2	0.3	0.6	1.2	8.8	3.1	8.5	3.9	24.3

(1) 96% of senior unsecured debt issued from Santander UK Group Holdings plc has been downstreamed to Santander UK plc as 'secondary non-preferential debt' in line with the guidelines from the Bank of England for Internal MREL.

(2) Includes funding from mortgage-backed securitisation vehicles where Santander UK plc is the asset originator.

(3) Includes funding from asset-backed securitisation vehicles where entities other than Santander UK plc are the asset originator.

**2023 compared to 2022**

Our overall funding strategy remains to develop and sustain a diversified funding base. We also need to fulfil regulatory requirements as well as support our credit ratings. We have stable and diversified wholesale funding programmes.

We repaid £8.0bn of TFSME in 2023 as planned, with £17.0bn outstanding.

At 31 December 2023, 79% (2022:83%) of wholesale funding had a maturity of greater than one year, with an overall residual duration of 35 months (2022: 37 months).



**Currency composition of wholesale funds** (audited)

This table shows our wholesale funding by major currency at 31 December 2023 and 31 December 2022.

	2023				2022			
	Sterling %	US Dollar %	Euro %	Other %	Sterling %	US Dollar %	Euro %	Other %
<b>Santander UK Group Holdings plc</b>								
Senior unsecured – public benchmark	24	59	16	1	18	58	24	—
– privately placed	—	—	—	100	—	—	—	100
Subordinated liabilities and equity (incl. AT1)	88	12	—	—	75	25	—	—
	40	47	13	—	28	51	20	1
<b>Santander UK plc</b>								
Deposits by banks	1	97	2	—	29	71	—	—
Certificates of deposit and commercial paper	29	70	—	1	56	42	2	—
Senior unsecured – public benchmark	21	56	23	—	18	62	20	—
– privately placed	98	—	2	—	95	—	5	—
Covered bonds	54	5	39	2	43	12	45	—
Securitisation & structured issuance	100	—	—	—	100	—	—	—
TFSME	100	—	—	—	100	—	—	—
Subordinated liabilities	76	24	—	—	48	52	—	—
	71	14	15	—	74	12	14	—
<b>Other group entities</b>								
Securitisation & structured issuance	1.00	—	—	—	—	—	—	—
<b>Total</b>	<b>63</b>	<b>22</b>	<b>14</b>	<b>1</b>	<b>63</b>	<b>21</b>	<b>16</b>	<b>—</b>

**Term issuance** (audited)

In 2023, our external term issuance (sterling equivalent) was:

	Sterling £bn	US Dollar £bn	Euro £bn	Other £bn	2023 £bn	2022 £bn
<b>Santander UK Group Holdings plc</b>						
Senior unsecured – public benchmark	0.4	1.1	—	—	1.5	3.9
Subordinated debt and equity (inc. AT1)	1.1	—	—	—	1.1	0.8
	1.5	1.1	—	—	2.6	4.7
<b>Santander UK plc</b>						
Securitisations and other secured funding	1.5	—	—	—	1.5	0.6
Covered bonds	1.5	—	—	0.3	1.8	4.0
Senior unsecured – privately placed	0.3	—	—	—	0.3	0.1
	3.3	—	—	0.3	3.6	4.7
<b>Other group entities</b>						
Securitisations	0.5	—	—	—	0.5	—
<b>Total gross issuances</b>	<b>5.3</b>	<b>1.1</b>	<b>—</b>	<b>0.3</b>	<b>6.7</b>	<b>9.4</b>

In 2023 we issued c£5.6bn medium-term funding across a range of currencies, including c£1.5bn of MREL issuance and c£4.1bn of other secured issuance from Santander UK plc. We also issued £1.1bn of Tier 2 securities which were bought by Banco Santander.

**Loan to deposit ratio**

This table shows our customer loans, customer deposits and loan to deposit ratio (LDR) at 31 December 2023 and 31 December 2022, and the adjustments to reconcile the data to the balance sheet.

	2023			2022		
	Customer loans £bn	Customer deposits £bn	LDR <sup>(2)</sup> %	Customer loans £bn	Customer deposits £bn	LDR <sup>(2)</sup> %
<b>Total customer loans and deposits<sup>(1)</sup></b>	<b>206.7</b>	<b>193.6</b>	<b>107 %</b>	219.7	196.5	112 %
Adjust for fair value loans, impairment loss allowances, accrued interest and other	4.5	1.5		4.1	0.8	
<b>Statutory loans and advances to customers and deposits by customers</b>	<b>211.2</b>	<b>195.1</b>	<b>108 %</b>	223.8	197.3	113 %

(1) The customer loans and customer deposits numbers agree to the customer balances in the Balance sheet review section of the Financial review.

(2) Customer loans (Loans and advances to customers) divided by Customer deposits (Deposits by customers) The LDR reduced as a result of active balance sheet management.

2023 compared to 2022

LDR reduced to 108% in 2023 with lower customer lending and deposits after pricing actions to optimise the customer balance sheet.

## Encumbrance

We encumber an asset if we pledge or transfer it as collateral against a liability. This means it is no longer available to secure funding, meet our collateral needs or be sold to reduce funding needs. Being able to pledge or transfer assets as collateral is a key part of a bank's operations. The main ways we encumber assets are that we: enter into securitisation, covered bonds, and repurchase agreements to access medium and long-term funding; enter into short-term funding transactions (including repurchase agreements and stock borrowing) as part of our liquidity management; pledge collateral as part of participating in payment and settlement systems; and post collateral as part of derivatives activity. We control levels of encumbrance by setting a minimum level of unencumbered assets after we factor in our funding plans, whether we can use our assets for our future collateral needs, the impact of a stress and our current encumbrance level.

Assets classified as readily available for encumbrance include cash and securities in our eligible liquidity pool. They also include other unencumbered assets that give us a source of contingent liquidity. We do not rely on these extra unencumbered assets in our LRA, but we might use them in a stress. We can create liquidity by using them as collateral for secured funding or through outright sale. This includes excess collateral already in a secured funding structure and collateral pre-positioned at central banks that is available for use in secured funding. All other loans and advances are classified as not readily available for encumbrance, however, they may still be suitable for use in secured funding structures.

### Encumbrance of customer loans and advances

We issued securitised products to a diverse investor base through our prime mortgage-backed and other asset-backed funding programmes. We raised funding with mortgage-backed notes, both issued to third parties and retained – the latter being central bank eligible collateral for funding purposes in other Bank of England facilities. We also have a covered bond programme, under which we issue securities to investors secured by a pool of residential mortgages. For more on these programmes, see Notes 14 and 26 to the Consolidated Financial Statements.

### On-balance sheet encumbered and unencumbered assets (audited)

	Encumbered with counterparties other than central banks				Assets positioned at central banks <sup>(3)</sup>
	Covered bonds	Securitisations	Other	Total	
	£m	£m	£m	£m	£m
<b>2023</b>					
Cash and balances at central banks <sup>(1)(2)</sup>	—	—	1,480	1,480	847
Financial assets at FVTPL:					
– Derivative financial instruments	—	—	—	—	—
– Other financial assets at FVTPL	—	—	—	—	—
Financial assets at amortised cost:					
– Loans and advances to customers	21,880	5,208	55	27,143	58,489
– Loans and advances to banks	—	—	254	254	—
– Repurchase agreements – non trading	—	—	—	—	—
– Other financial assets at amortised cost	—	—	14	14	—
Financial assets at FVOCI	—	—	5,254	5,254	—
Interests in other entities	—	—	—	—	—
Intangible assets	—	—	—	—	—
Property, plant and equipment	—	—	—	—	—
Current tax assets	—	—	—	—	—
Retirement benefit assets	—	—	—	—	—
Other assets	—	—	—	—	—
<b>Total assets</b>	<b>21,880</b>	<b>5,208</b>	<b>7,057</b>	<b>34,145</b>	<b>59,336</b>
<b>2022</b>					
Cash and balances at central banks <sup>(1)(2)</sup>	—	—	1,330	1,330	911
Financial assets at FVTPL:					
– Derivative financial instruments	—	—	—	—	—
– Other financial assets at FVTPL	—	—	—	—	—
Financial assets at amortised cost:					
– Loans and advances to customers	21,304	2,851	46	24,201	68,535
– Loans and advances to banks	—	—	163	163	—
– Repurchase agreements – non trading	—	—	—	—	—
– Other financial assets at amortised cost	—	—	35	35	—
Financial assets at FVOCI	—	—	4,441	4,441	—
Interests in other entities	—	—	—	—	—
Intangible assets	—	—	—	—	—
Property, plant and equipment	—	—	—	—	—
Current tax assets	—	—	—	—	—
Retirement benefit assets	—	—	—	—	—
Other assets	—	—	—	—	—
<b>Total assets</b>	<b>21,304</b>	<b>2,851</b>	<b>6,015</b>	<b>30,170</b>	<b>69,446</b>

(1) Encumbered cash and balances at central banks include minimum cash balances we have to hold at central banks for regulatory purposes.

(2) Readily realisable cash and balances at central banks are amounts held at central banks as part of our liquidity management activities.

(3) Comprises pre-positioned assets and encumbered assets.

# Capital risk

## Overview

Capital risk is the risk that we do not have an adequate amount or quality of capital to meet our business objectives, regulatory requirements and market expectations.

In this section, we set out how we are regulated. We explain how we manage capital on a standalone basis as a subsidiary in the Banco Santander group. We then analyse our capital resources and key capital ratios including our leverage and RWAs.

## Key metrics

CET1 capital ratio of 15.2% (2022: 15.2%)

Total qualifying regulatory capital of £14.8bn (2022: £14.5bn)

UK leverage ratio (T1 capital) of 5.1% (2022: 5.2%)

## THE SCOPE OF OUR CAPITAL ADEQUACY

### Regulatory supervision

For capital purposes, we are subject to prudential supervision by the PRA, as a UK banking group, and by the European Central Bank (ECB) as part of the Banco Santander group. The ECB supervises Banco Santander as part of the Single Supervisory Mechanism (SSM). Although we are part of the Banco Santander group, we do not have a guarantee from Banco Santander SA and we operate as a standalone subsidiary. As we are part of the UK sub-group regulated by the PRA, we have to meet the PRA capital requirements on a standalone basis. We also have to show the PRA that we can withstand capital stress tests without the support of our parent. Reinforcing our corporate governance framework, the PRA exercises oversight through its rules and regulations on the Board and senior management appointments.

Santander UK Group Holdings plc is the holding company of Santander UK plc and is the head of the Santander UK group for regulatory capital and leverage purposes. Santander UK plc is the head of the ring-fenced bank sub-group and is subject to regulatory capital and leverage rules in relation to that sub-group. Our basis of consolidation for our capital disclosures is substantially the same as for our Consolidated Financial Statements.

## CAPITAL RISK MANAGEMENT

The Board is responsible for capital management strategy and policy and ensuring that we monitor and control our capital within regulatory and internal limits. We manage our funding and maintain capital adequacy on a standalone basis. We operate within the capital risk framework and appetite approved by our Board. This reflects the environment we operate in, our strategy for each material risk and the potential impact of adverse scenarios or stresses on our capital.

### Management of capital requirements (audited)

Our capital risk appetite aims to maintain capital levels appropriate to the level of stress applied, and the expected regulatory response. In:

- An adverse economic stress, which we expect once in 20 years, the firm should remain profitable and exceed all regulatory capital minimums at all times.
- A very severe economic stress, which we expect once in 100 years, and which has been designed to test any specific weaknesses of a firm's business model, the firm should meet all regulatory capital minimums at all times. This is subject to using regulatory buffers designed to absorb losses in such a stress.

### Management of capital resources (audited)

We use a mix of regulatory and EC ratios and limits, internal buffers and restrictions to manage our capital resources. We also take account of the costs of differing capital instruments and capital management techniques. We also use these to shape the best structure for our capital needs. We decide how to allocate our capital resources as part of our strategic planning process. We base this in part on the relative returns on capital using both EC and regulatory capital measures. We plan for severe stresses and we set out what action we would take if an extremely severe stress threatened our viability and solvency. This could include not paying dividends, selling assets, reducing our business and issuing more capital.

### Risk measurement

We apply Banco Santander's approach to capital measurement and risk management for CRD IV. Santander UK Group Holdings plc is classified as a significant subsidiary of Banco Santander SA. For more on the CRD IV risk measurement of our exposures, see Banco Santander's Pillar 3 report.

### Key metrics

The main metrics we use to measure capital risk are CET1 capital ratio, and total capital ratio and UK leverage ratio. We continue to be in excess of overall capital requirements, minimum leverage requirements and minimum requirements for own funds and eligible liabilities (MREL).

### Stress testing

Each year we create a capital plan, as part of our ICAAP. We share our ICAAP with the PRA. The PRA then tells us how much capital (Pillar 2A), and of what quality, it thinks we should hold on top of our Pillar 1 requirements and buffer levels. We also develop a series of economic scenarios to stress test our capital needs and confirm that we have enough regulatory capital to meet our projected and stressed capital needs and to meet our obligations as they fall due.

In 2022, we developed a Climate Internal Scenario Analysis (CISA) to help understand better the potential impact of climate change on our business portfolios and balance sheet. Since then, we have invested in a strategic solution to deliver capability to run long-term horizon multi-scenario assessments which will inform future strategic decisions and enhance risk management capabilities (CISA Development). The model capability will support in exploring scenarios which would reflect a range of climate outcomes, covering shorter and longer-term (30-year) horizons and reflect physical and transition risks. The CISA outputs will form the basis of our future ICAAP exercises for climate risk and will help us prioritise our actions for the next five years.

We augment our regulatory minimum capital with internal buffers. We hold buffers to ensure we have enough time to take action against unexpected changes.

### Risk mitigation

We designed our capital risk framework, policies and procedures to ensure that we operate within our Risk Appetite. We manage capital transferability between our subsidiaries in line with our business strategy, our risk and capital management policies, UK laws and regulations. There are no legal restrictions on us moving capital resources promptly, or repaying liabilities, between the Company and its subsidiaries except for distributions between Santander UK entities in the ring-fenced bank sub-group and Santander UK entities that are not members of the ring-fenced bank sub-group, where the PRA is required to assess the impact of proposed distribution prior to payment. For details on our Recovery framework in the event of a capital stress, see 'risk mitigation' in the 'Liquidity risk' section.

At 31 December 2023, Santander UK Group Holdings plc, Santander Financial Services plc and Santander Equity Investments Limited were party to a capital support deed entered into on 17 December 2021 and effective from 1 January 2022 (the Non-RFB Sub-Group Capital Support Deed). These parties were permitted by the PRA to form a core UK group as defined in the PRA Rulebook, a permission which expires on 31 December 2024. Exposures of Santander Financial Services plc, the regulated entity, to other members of the core UK group are exempt from large exposure limits that would otherwise apply and these exposures are risk-weighted at 0%. Where applicable this permission also provides for intra-group exposures to be excluded from the leverage exposure measure. The purpose of the Non-RFB Sub-Group Capital Support Deed is to facilitate the prompt transfer of available capital resources from, or repayment of liabilities by, the non-regulated parties to the regulated party in the event that the regulated party breached or was at risk of breaching its capital resources or risk concentrations requirements.

### Risk monitoring and reporting

We monitor and report regularly against our capital plan. We do this to identify any change in our business performance that might affect our capital. Each month, we also review the economic assumptions we use to create and stress test our capital plan. We do this to identify any potential reduction in our capital.

## CAPITAL RISK REVIEW

### Meeting evolving capital requirements

We target a CET1 management buffer of sufficient size to absorb volatility in CET1 deductions, capital supply and capital demand whilst remaining above the current and expected future regulatory CET1 requirement. Distribution restrictions would be expected to be applied if we were unable to meet both our minimum requirement, which consists of the Pillar 1 minimum plus Pillar 2A, the CRD IV buffers consisting of the Capital Conservation Buffer (CCB), the Countercyclical Capital Buffer (CCyB), and the Other Systemically Important Institutions Buffer (O-SII) at the level of the RFB group.

### Impact of IFRS 9 on regulatory capital

Our ECL methodology takes account of forward-looking data and covers a range of possible economic outcomes, and so provision movements may result in increased pro-cyclicality of risk-based capital and leverage ratios. However, the impact is currently mitigated by our surplus of IRB model regulatory expected losses over provisions for exposures using the IRB approach. For such exposures (which include residential mortgages) the adverse impact on CET1 capital of provision increases from reserve movements is offset by the related reduction of the negative CET1 capital adjustment for regulatory expected loss amounts. Also, the UK CRR transitional rules for the capital impact of IFRS 9 mean that adverse CET1 effects from increases in ECL-based provisions from the level of such provisions at 1 January 2018 are partly reduced until the end of 2024.

We reflect projections of ECL provisions in our capital position forecasting under base case and stress scenarios for ICAAP and capital management purposes. We also consider the dynamics of ECL in how we assess and manage capital risk. A period of economic instability, such as that seen in early 2020 due to the impacts of the Covid-19 pandemic, could significantly impact our results and our financial assets. It could also impact the amount of capital we have to hold. We take into account the volatility of ECL in our capital planning strategy.

### Bank of England stress testing

The results of the latest Bank of England stress test were released on 12 July 2023. As a result of the exercise, the Bank of England did not require Santander UK to undertake any actions. Before management actions, the CET1 capital ratio low-point of 11.3% is well above the hurdle rate of 8.1%. Additionally, the UK leverage ratio low-point of 4.1% without strategic management actions and 4.5% with strategic management actions is above the hurdle rate of 3.5%. The Bank of England's hurdle rate comprises the sum of minimum capital requirements (4.5% of RWA plus Pillar 2A for the CET1 ratio, and 3.25% of leverage exposure for the UK leverage ratio), applicable systemic buffers, and an adjustment to offset the pro-cyclical impacts of IFRS 9.

Headroom of our CET1 capital ratio to our current MDA trigger level at 31 December 2023

At 31 December 2023, the headroom of our CET1 capital ratio of 15.2% to our 7% AT1 permanent write down (PWD) securities trigger was 8.2% of total RWAs or £5.7bn (2022: 8.2% of total RWAs or £5.8bn). Higher profit and a reduction in RWA exposure was partially offset by the dividends paid in 2023.

The headroom of our CET1 capital ratio to our current maximum distributable amount (MDA) trigger level at 31 December 2023 was:

	Minimum %
Pillar 1	4.5
Pillar 2A <sup>(1)</sup>	2.3
Capital conservation buffer	2.5
Countercyclical capital buffer	2.0
<b>Current MDA trigger</b>	<b>11.3</b>
Headroom	3.9
<b>CET1 capital ratio</b>	<b>15.2</b>

(1) Santander UK's Pillar 2A regulatory requirement reduced by 1.6pp at 31 December 2023. This results in c.£2bn lower MREL requirements in 2024. Pillar 2A guidance is a point in time assessment.

### Significant headroom to minimum capital requirements and MDA

We remain very strongly capitalised with significant headroom to minimum requirements and MDA trigger. The UK leverage ratio of 5.1% remained broadly stable and is well above regulatory requirements.

## Key capital ratios

	Santander UK Group Holdings plc	
	2023	2022
	%	%
CET1 capital ratio	15.2	15.2
AT1	3.2	3.1
Tier 2	3.0	2.1
<b>Total capital ratio</b>	<b>21.4</b>	<b>20.4</b>

Total capital ratio increased to 21.4% (2022: 20.4%) as a result of higher total qualifying capital, lower RWA and Tier 2 issuances. The total subordination available to Santander UK plc senior unsecured bondholders was 21.5% (2022 :20.4%) of RWAs.

Return on assets - profit after tax divided by average total assets was 0.55% (2022: 0.48%).

## Summarised change in CET1 capital ratio

	Change pp	CET1 Capital ratio %
<b>1 January 2023</b>		<b>15.2</b>
Profit	+2.2pp	
Dividends on ordinary shares	-1.1pp	
AT1 coupons	-0.2pp	
Special dividend	-1.0pp	
Pension	-0.3pp	
Expected loss less provisions	-0.1pp	
RWA growth and other	+0.5pp	
<b>31 December 2023</b>		<b>15.2</b>

2023 compared to 2022

The CET1 capital ratio remained stable at 15.2%. Higher profit and a reduction in RWA exposure was partially offset by the dividends paid in 2023.

## Regulatory capital resources (audited)

This table shows our qualifying regulatory capital:

	2023	2022
	£m	£m
<b>CET1 capital instruments and reserves:</b>		
– Capital instruments	7,060	7,060
– Retained earnings	6,047	6,563
– Accumulated other reserves and non-controlling interests	(337)	(1,108)
<b>CET1 capital before regulatory adjustments</b>	<b>12,770</b>	<b>12,515</b>
<b>CET1 regulatory adjustments:</b>		
– Additional value adjustments (unaudited)	(15)	(18)
– Goodwill (net of tax)	(1,129)	(1,133)
– Other intangibles	(349)	(351)
– Fair value reserves related to gains or losses on cash flow hedges <sup>(1)</sup>	335	1,116
– Negative amounts resulting from the calculation of regulatory expected loss amounts (unaudited)	(595)	(517)
– Gains or losses on liabilities valued at fair value resulting from changes in own credit standing	(14)	(27)
– Defined benefit pension fund assets	(520)	(755)
– NPE Backstop	0	(4)
– Dividend accrual	(3)	(3)
– IFRS 9 Transitional Adjustment (unaudited)	44	20
<b>CET1 capital</b>	<b>10,524</b>	<b>10,843</b>
<b>AT1 capital instruments:</b>		
– Capital instruments	2,196	2,196
<b>AT1 capital</b>	<b>2,196</b>	<b>2,196</b>
<b>Tier 1 capital</b>	<b>12,720</b>	<b>13,039</b>
<b>Tier 2 capital instruments:</b>		
– Capital instruments	2,193	2,111
– Amount of qualifying items subject to phase out from Tier 2	193	207
– Regulatory deductions for instruments issued by subsidiary undertakings or subject to CRDIV amortisation and repurchases	(331)	(857)
<b>Tier 2 capital</b>	<b>2,055</b>	<b>1,461</b>
<b>Total regulatory capital</b>	<b>14,775</b>	<b>14,500</b>

(1) From H223, amount includes £1.3m for cashflow hedge reserves FVOCI.

2023 compared to 2022

We paid £1.5bn interim dividends (2022: £1.0bn), £750m (2022: £300m) of which was a special dividend.



## Movements in regulatory capital

	CET1 capital £m	AT1 capital £m	Tier 2 capital £m	Total £m
<b>At 1 January 2023</b>	<b>10,843</b>	<b>2,196</b>	<b>1,461</b>	<b>14,500</b>
– Retained earnings	(516)	—	—	(516)
– Other reserves and non-controlling interests <sup>(1)</sup>	770	—	—	770
– Additional value adjustments (unaudited)	3	—	—	3
– Goodwill (net of tax)	4	—	—	4
– Other intangibles	2	—	—	2
– Fair value reserves related to gains and losses on cash flow hedges <sup>(1)</sup>	(780)	—	—	(780)
– Negative amounts resulting from the calculation of regulatory expected loss amounts (unaudited)	(78)	—	—	(78)
– Gains or losses on liabilities valued at fair value resulting from changes in own credit standing	13	—	—	13
– Defined benefit pension fund assets	235	—	—	235
– NPE Backstop	4	—	—	4
– Capital instruments	—	—	82	82
– IFRS 9 Transitional Adjustment (unaudited)	24	—	—	24
– Amount of qualifying items subject to phase out from Tier 2	—	—	(14)	(14)
– Deductions for instruments issued by subsidiary undertakings or subject to CRD IV amortisation	—	—	526	526
<b>At 31 December 2023</b>	<b>10,524</b>	<b>2,196</b>	<b>2,055</b>	<b>14,775</b>

(1) From H223, amount includes £1.3m for cashflow hedge reserves FVOCI.

In line with the position of the Basel Committee views following the outbreak of the Covid-19 pandemic, the UK adopted revised IFRS 9 transitional adjustment rules which apply a higher level of transitional relief to capital following rises in IFRS 9 provisions.

The original transitional adjustments consisted of a Static component, which was impacted on 1 January 2018 and a Dynamic component with changes in provisions for non-impaired assets made after 1 January 2018. A transitional factor was applied to the Dynamic component to determine the level of offset that was available over time (95% in 2018, 85% in 2019, 70% in 2020, 50% in 2021 and 25% in 2022).

The revisions to the transitional adjustment are part of the 'Quick fix' CRR amendments which have been in force from 27 June 2020. They have involved dividing the original Dynamic component into two parts – creating an 'old' component for provision changes from 1 January 2018 to 1 January 2020, and then a new Dynamic component for provision changes from 1 January 2020 and applying a revised higher transitional factor to this latter component, with an extended transitional period lasting until the end of 2024.

### CET1, AT1 and Tier 2 regulatory adjustments

These are adjustments required by CRD IV.

#### AT1 capital

The £750m Fixed Rate Reset Perpetual AT1 Capital Securities (net of issuance costs), the £800m Perpetual Capital Securities and the £500m Perpetual Capital Securities we have issued since 2017 fully meet the CRD IV AT1 capital rules.

#### Tier 2 capital

These are fully CRD IV eligible Tier 2 instruments under CRD IV.

The adjustments are:

- Derivatives netting and potential future exposure: where a qualifying netting agreement is in place netting is allowed for leverage purposes. This is partially offset by including the Potential Future Exposure (PFE) we use to calculate EADs
- Securities financing current exposure add-on: we include an add-on for securities financing transactions to show current exposure for leverage purposes
- Removal of IFRS netting: where netting of assets and liabilities is allowed under IFRS, but not under the Basel rules, we remove it for leverage purposes
- Removal of qualifying central banks claims: permitted under PRA Rulebook, but under CRD IV rules the exposure measure does not allow the removal of qualifying central bank deposits or claims
- Commitments calculated in accordance with Basel Committee Leverage Framework: we add the gross value of off-balance sheet commitments for leverage purposes after we apply regulatory credit conversion factors
- CET1 regulatory adjustments: where we have deducted assets from CET1, they can be deducted for leverage purposes.

### MREL recapitalisation

At 2023, we had outstanding £11.8bn of MREL compliant senior unsecured bonds.

Our forward-looking MREL recapitalisation plan assumes the Pillar 2A requirement remains at 4.13% and is calculated using RWA, leverage exposures and exchange rates at 31 December 2023. Based on this set of assumptions, our MREL requirements are driven by our RWAs. Santander UK's indicative MREL requirements including combined buffer requirements are currently circa £21bn from 31 December 2022.

In addition to meeting our minimum requirement, we intend to have an MREL recapitalisation management buffer in excess of the value of Santander UK Group Holdings plc senior unsecured securities that are due to become MREL ineligible over the following six months, plus a buffer for foreign exchange movements.

**Risk-weighted assets**

The tables below are consistent with our regulatory filings for 31 December 2023 and 31 December 2022.

	2023	2022		
	£bn	£bn		
<b>RWAs by risk</b>				
Credit risk	60.2	63.0		
Counterparty risk	0.7	0.7		
Market risk	0.4	0.3		
Operational risk	7.8	7.2		
	<b>69.1</b>	<b>71.2</b>		
<b>RWAs by segment</b>				
Retail and Business Banking	43.2	44.6		
– Mortgages	32.8	35.0		
– Everyday Banking	10.4	9.6		
Consumer Finance	7.4	7.3		
Corporate & Commercial Banking	13.6	14.0		
Corporate Centre	4.9	5.3		
	<b>69.1</b>	<b>71.2</b>		
	Credit/ counterparty risk	Market risk	Operational risk	Total
	£bn	£bn	£bn	£bn
<b>Movements in RWAs by risk</b>				
<b>At 1 January 2023</b>	<b>63.7</b>	<b>0.3</b>	<b>7.2</b>	<b>71.2</b>
Asset size	(2.9)	0.1	0.6	(2.2)
Asset quality	0.2	—	—	0.2
Model updates	0.1	—	—	0.1
Methodology and policy	0.3	—	—	0.3
Other	(0.5)	—	—	(0.5)
<b>At 31 December 2023</b>	<b>60.9</b>	<b>0.4</b>	<b>7.8</b>	<b>69.1</b>

2023 compared to 2022

RWAs decreased with lower mortgage lending and active balance sheet management.

## Regulatory leverage

	2023	2022
	£m	£m
Regulatory exposure	247,214	248,602
End-point Tier 1 capital <sup>(1)</sup>	12,533	12,863
UK leverage ratio	5.1%	5.2%
BBLS lending excluded from leverage exposure	(1,828)	(2,564)

(1) Includes deductions and AT1 adjustment permitted under the recommendation from the Financial Policy Committee on 25 July 2016.

Under the PRA rules, we adjust our total assets per the Consolidated Balance Sheet to calculate our regulatory exposure for leverage purposes. We do this as follows:

	2023	2022
	£m	£m
Total assets per the Consolidated Balance Sheet	282,083	292,243
Derivatives netting and potential future exposure	(252)	(1,305)
Securities financing current exposure add-on	778	371
Removal of IFRS netting	805	923
Removal of qualifying central bank claims	(42,351)	(49,199)
Commitments calculated in accordance with Basel Committee Leverage Framework	7,275	6,971
CET1 regulatory adjustments	(1,124)	(1,402)
	247,214	248,602

The adjustments are:

- **Derivatives netting and potential future exposure:** where a qualifying netting agreement is in place netting is allowed for leverage purposes. This is partially offset by including the Potential Future Exposure (PFE) we use to calculate EADs
- **Securities financing current exposure add-on:** we include an add-on for securities financing transactions to show current exposure for leverage purposes
- **Removal of IFRS netting:** where netting of assets and liabilities is allowed under IFRS, but not under the Basel rules, we remove it for leverage purposes
- **Removal of qualifying central banks claims:** permitted under the recommendation of the Financial Policy Committee (FPC) on 25 July 2016, but under CRD IV rules the exposure measure does not allow the removal of qualifying central bank deposits or claims
- **Commitments calculated in accordance with Basel Committee Leverage Framework:** we add the gross value of off-balance sheet commitments for leverage purposes after we apply regulatory credit conversion factors
- **CET1 regulatory adjustments:** where we have deducted assets from CET1, they can be deducted for leverage purposes.

## Distributable items

Distributable items are equivalent to distributable profits under the UK Companies Act 2006. The distributable items of Santander UK Group Holdings plc under CRD IV at 31 December 2023 and 31 December 2022, and movements in the period, were as follows:

	2023	2022
	£m	£m
<b>At 1 January</b>	<b>4,307</b>	<b>4,262</b>
Dividends approved:		
– AT1 Capital Securities	(133)	(143)
– Tax on above item	25	27
– Ordinary shares	(1,538)	(1,013)
Dividends receivable:		
– Investment in AT1 Capital Securities	123	133
– Tax on above item	(23)	(25)
– Investment in ordinary shares of subsidiary	1,562	1,079
Other income statement items (Company)	(8)	(13)
<b>At period end</b>	<b>4,315</b>	<b>4,307</b>

# Market risk

## Overview

Market risk comprises non-traded market risk and traded market risk.

Non-traded market risk is the risk of loss of income, economic or market value due to changes to interest rates in the non-trading book or to changes in other market risk factors (e.g. credit spread and inflation risk), where such changes would affect our net worth through an adjustment to revenues, assets, liabilities, and off-balance sheet exposures in the non-trading book.

Traded market risk is the risk of changes in market factors that affect the value of the positions in the trading book. We have no significant traded market risk exposure.

In this section, we set out which of our assets and liabilities are exposed to non-traded and traded market risk. Then we explain how we manage these risks and discuss our key market risk metrics.

## Key metrics

Net Interest Income (NII) sensitivity to +100bps was £218m and to -100bps was £(220)m (2022: £238m and £(194)m).

Economic Value of Equity (EVE) sensitivity to +100bps was £(303)m and to -100bps was £267m (2022: £(501)m and £651m).

## BALANCE SHEET ALLOCATION BY MARKET RISK CLASSIFICATION (AUDITED)

We classify all our assets and liabilities exposed to market risk as non-traded market risk, except for certain portfolios that we must classify as trading books for regulatory purposes (such as selling derivatives or derivative-based products to clients), of which we must fair value for accounting reasons (such as assets in the eligible liquidity pool). For accounting purposes, we classify all derivatives as held for trading unless they are designated as being in a hedging relationship. For more, see Note 11 to the Consolidated Financial Statements.

## NON-TRADED MARKET RISK

### OUR KEY NON-TRADED MARKET RISKS (audited)

Non-traded market risk mainly comes from providing banking products and services to our customers, as well as our structural balance sheet exposures. It arises in all our business segments. In Retail and Business Banking, Consumer Finance and Corporate & Commercial Banking, it is a by-product of us writing customer business and we transfer most of these risks to Corporate Centre to manage. The only types of non-traded market risk that we keep in Retail and Business Banking, Consumer Finance and Corporate & Commercial Banking are short-term mismatches due to forecasting variances in prepayment and launch risk. This is where customers repay their loans earlier than their expected maturity date or do not take the expected volume of new products. Corporate Centre also manages our structural balance sheet exposures, such as foreign exchange and Income Statement volatility risk.

Our key non-traded market risks are:

Key risks	Description
<b>Interest rate risk</b>	<p><b>Yield curve risk:</b> comes from timing mismatches in repricing fixed and variable rate assets, liabilities and off-balance sheet instruments. It also comes from investing non-rate sensitive liabilities in interest-earning assets.</p> <p><b>Basis risk:</b> comes from pricing assets using a different rate index to the liabilities that fund them. We are exposed to basis risks associated with Bank of England bank rate, reserve rate linked assets we deposit with central banks, and the Sterling Overnight Index Average (SONIA) rate. Since the cessation of LIBOR at the end of 2021, basis risk exposure has been immaterial.</p>
<b>Spread risk</b>	Spread risk arises when the value of assets or liabilities which are accounted for at fair value (either through Other Comprehensive Income or through Profit and Loss) are affected by changes in the credit spread. We measure these spreads as the difference between the discount rate we use to value the asset or liability, and an underlying interest rate curve.
<b>Foreign exchange risk</b>	Our banking businesses operate mainly in sterling markets, so we do not create significant foreign exchange exposures. The only exception to this is money we raise in foreign currencies. For more on this, see 'Wholesale funding' in the 'Liquidity risk' section.
<b>Income statement volatility risk</b>	We measure most of the assets and liabilities in our banking book balance sheet at amortised cost. We sometimes manage their risk profile by using derivatives. As all derivatives are accounted for at fair value, the mismatch in their accounting treatment can lead to volatility in our Income Statement. This happens even if the derivative is an economic hedge of the asset or liability.

## NON-TRADED MARKET RISK MANAGEMENT

### Risk appetite

Our Structural and Market Risk framework sets out our high-level arrangements and standards to manage, control and oversee non-traded market risk, and is part of our overall Risk Framework. Our Risk Appetite sets the controls, risk limits and key risk metrics for non-traded market risk. We show risk appetite by the income and value sensitivity limits we set in our Risk Appetite, at both Santander UK and Banco Santander group levels.

### Risk measurement

We mainly measure our exposures with NII and EVE sensitivity analysis. We support this with VaR risk measures and stress testing. We also monitor our interest rate repricing gap. We regularly review our risk models and metrics including underlying model assumptions to ensure they continue to reflect the risks inherent in the current rate environment and regulatory expectations.

**NII and EVE sensitivities** (audited)

The calculations for NII and EVE sensitivities to interest rate moves involve many assumptions, including expected customer behaviour (such as early repayment of loans) and the projected evolution and repricing of our balance sheet. These assumptions are a key part of our overall control framework, so we update and review them regularly. Our NII and EVE sensitivities include the interest rate risk from all our banking book positions. Our banking book positions generate almost all our reported net interest income.

**Net Interest Income (NII) sensitivity**

- NII sensitivity is an income-based measure we use to forecast the changes to interest income and interest expense in different scenarios. It gives us a combined impact on net interest income over a given period – usually 12 or 36 months.
- We calculate NII sensitivity as the change in NII for a defined set of instantaneous parallel and non-parallel shifts in the yield curve.

**EVE sensitivity**

- We calculate EVE sensitivity as the change in the net present value of all the interest rate sensitive items in the banking book balance sheet for a defined set of instantaneous parallel and non-parallel shifts in the yield curve.

**The limitations of sensitivities**

We use sensitivities to measure the impact of standard, instantaneous, parallel shifts in relevant yield curves. The advantage of using standard parallel shifts is they generally give us a constant measure of the size of our market risk exposure, with a simple and consistent stress. We also run non-parallel stress tests, to calculate the impact of some plausible non-parallel scenarios, and over various time periods for income stresses, usually one or three years.

**Value at Risk (VaR)** (audited)**VaR**

- VaR indicates the losses that we might suffer because of unfavourable changes in the markets under normal (non-stressed) market conditions.
- We run a historical simulation using historical daily price moves to find how much we might lose, normally at a 99% confidence level.

**The limitations of VaR**

VaR is a useful and important market standard measure of risk, but it does have some limitations. These include:

- VaR assumes what happened in the past is a reliable way to predict what will happen in the future. This may not always be the case
- VaR is based on positions at the end of the business day so it doesn't include intra-day positions
- VaR does not predict how big the loss could be on the 1% of trading days that it is greater than the VaR
- Using a time horizon of one day means VaR does not tell us everything about exposures that we cannot liquidate or hedge within a day, or products with infrequent pricing.

**Back-testing – comparing VaR estimates with reality**

To check that the way we estimate VaR is reasonable, we back-test our VaR by comparing it against both actual and hypothetical profits and losses, using a one-day time horizon. Back-testing allows us to identify exceptions – times when the predictions were out of line with what happened. We can then look for trends in these exceptions, which can help us decide whether we need to recalibrate our VaR model.

**Stress testing**

Stress testing is an essential part of our risk management. It helps us to measure and evaluate the potential impact on portfolio values of more extreme, although plausible, events or market moves. We express limits as on how much we could lose in a stress event, and this restricts how much risk we take.

**Stress testing scenarios**

Simple stress tests (like parallel shifts in relevant curves) give us clear measures of risk and a consistent starting point for setting limits. More complex, multi-factor and multi-time period stress tests give us information about specific potential events. They can also test outcomes that we might not capture through parallel stresses or VaR-type measures. We use stress tests to estimate losses in extreme market events beyond the confidence level used in VaR models.

We can adapt our stress tests to reflect concerns such as climate change risk, other macroeconomic and geopolitical events or changing market conditions. We run individual business area stresses and Santander UK-wide scenarios.

**Other ways of measuring risk**

As well as using sensitivities and stress tests, we can measure non-traded market risk using net notional positions. This can give us a simple view of our exposure, although we generally need to combine it with other risk measures to cover all aspects of a risk profile, such as projected changes over time. Other metrics we can use include Earnings at Risk (EaR). EaR is like VaR but captures changes in income rather than value.

**Risk mitigation** (audited)

We typically hedge the interest rate risk of the securities we hold for liquidity and investment purposes with interest rate swaps. We retain spread exposures, and these are the key drivers of the VaR and stress tests we use to assess the risk of the portfolio. We mitigate Income Statement volatility mainly through hedge accounting. We monitor any hedge accounting ineffectiveness that might lead to Income Statement volatility with a VaR measure and trigger, reported monthly. For our accounting policies for derivatives and hedge accounting, see Note 1 to the Consolidated Financial Statements.

We hedge our foreign currency funding positions back to sterling, so our foreign exchange positions tend to be residual exposures that remain after hedging. These exposures could be, for example, to 'spot' foreign exchange rates or to cross currency basis. We monitor foreign exchange risk against absolute net exposures and VaR-based limits and triggers.

For more on this, see 'Funding strategy' and 'Term issuance' in the 'Liquidity risk' section.

**Risk monitoring and reporting** (audited)

We monitor our non-traded market risks using NII and EVE sensitivities, VaR and stress tests. We report them against limits and triggers to senior management daily and to ALCO and ERCC each month. The VaR we report captures all key sources of volatility (including interest rate and spread risks) to fully reflect potential volatility.



## NON-TRADED MARKET RISK REVIEW

### Interest rate risk

#### Yield curve risk

The table below shows how our net interest income would be affected by a 100bps parallel shift (both up and down) applied instantaneously to the yield curve at 31 December 2023 and 31 December 2022. Sensitivity to parallel shifts represents the amount of risk in a way that we think is both simple and scalable.

	2023		2022	
	+100bps £m	-100bps £m	+100bps £m	-100bps £m
NII sensitivity (audited) <sup>(1)</sup>	218	(220)	238	(194)
EVE sensitivity	(303)	267	(501)	651

(1) Based on modelling assumptions of repricing behaviour.

#### Interest rate repricing gap

The table below shows the interest rate repricing gap of our balance sheet by repricing buckets.

	3 months £m	1 year £m	3 years £m	5 years £m	>5years £m	Not sensitive £m	Total £m
<b>2023</b>							
Assets	108,319	49,315	81,018	41,265	5,708	14,738	300,363
Liabilities	120,593	51,186	55,143	46,755	2,558	25,006	301,241
Off-balance sheet	11,389	2,329	(14,678)	(316)	2,154	—	878
Net gap	(885)	458	11,197	(5,806)	5,304	(10,268)	—
<b>2022</b>							
Assets	106,980	44,748	79,006	52,489	5,249	14,123	302,595
Liabilities	135,801	30,262	58,526	51,161	3,833	25,023	304,606
Off-balance sheet	31,378	(16,133)	(16,972)	723	3,015	—	2,011
Net gap	2,557	(1,647)	3,508	2,051	4,431	(10,900)	—

### Spread risk

The table below shows the risk metrics covering the portfolios of securities we hold for liquidity and investment purposes.

	2023 £m	2022 £m
VaR	5	3
Worst three month stressed loss	86	46

We regularly review our risk models and metrics including the scenarios and underlying modelling assumptions we use, to ensure they continue to reflect the risks in the current economic environment, and incorporate regulatory expectations.

#### 2023 compared to 2022

NII Sensitivity is adversely exposed to down-shock scenarios driven by margin compression of core liabilities, offset by the structural position. The 1 year NII sensitivity to a -100bps stress increased slightly to £(220)m (2022: £(194)m).

EVE sensitivity is adversely exposed to rising interest rate scenarios. The sensitivity to a +100bps stress reduced to £(303)m (2022 :£(501)m) mainly reflecting the overall reduction in the structural position relative to non-rate sensitive liabilities.

Spread risks are from the Eligible Liquidity Pool. The increase in the stress result was mainly from increases in covered bond positions. These increased spread income compared with government bonds, and we penalise the increased risk they present by applying larger shocks in our stress scenarios.

## TRADED MARKET RISK

We have no significant traded market risk exposure. Our only exposure to traded market risk comes from providing permitted financial services to permitted customers, in our main Ring-Fenced Bank, Santander UK plc. Our exposures are affected by market movements in interest rates, credit spreads, and foreign exchange rates. Traded market risk can reduce our net income. We hedge risks from client trades, and our books are as close to back-to-back as possible, with market risk hedged with Banco Santander SA or CCPs. This is required by Banking Reform legislation. Santander UK plc has two trading desks. The Link Desk transacts derivatives with our corporate clients that are permitted under the ring-fencing regime. The Retail Structured Products desk (RSP) sells investments to retail investors, through our UK branches and other channels. We calculate market risk capital using standard rules.

The Internal VaR for exposure to traded market risk at 31 December 2023 was less than £1m (2022: less than £1m).

# Pension risk

## Overview

Pension risk is the risk caused by our statutory contractual or other liabilities with respect to a pension scheme (whether set up for our employees or those of a related company or otherwise). It also refers to the risk that we will need to make payments or other contributions with respect to a pension scheme due to some other reason.

In this section, we explain how we manage and mitigate pension risk, including our investment and hedging strategies. We also discuss our key metrics and developments in the year.

## Key metrics

Funding Deficit at Risk was £980m (2022: £860m)

Funded defined benefit pension scheme accounting surplus was £723m (2022: £1,051m)

## OUR KEY PENSION RISKS

### Sources of risk

Pension risk is one of our key financial risks. Santander UK plc is the sponsor of the Santander (UK) Group Pension Scheme (the Scheme), a defined benefit scheme. Our risk is that over the long-term the Scheme's assets are not enough to meet its liabilities as they fall due. If this happens, we could have to (or choose to) make extra contributions. We might also need to hold more capital to reflect this risk.

The Scheme, risk metrics and regulatory capital can be sensitive to changes in the assumptions of the key risk factors shown below.

Key risks	Description
<b>Interest rate risk</b>	The risk that a decrease in (long-term) interest rates causes an increase in the value of the Scheme's liabilities that are not matched by an increase in the value of its assets.
<b>Inflation risk</b>	Annual pension increases are directly linked to RPI or CPI. The risk is that an increase in inflation causes an increase in the value of the Scheme's liabilities that are not matched by an increase in the value of its assets.
<b>Longevity risk</b>	The Scheme's liabilities are in respect of current and past employees and are expected to stretch beyond 2080 due to the long-term nature of the obligation. Therefore, the Scheme's liabilities are also impacted by changes to the life expectancy of Scheme members over time.
<b>Investment risk</b>	The risk that the return on the Scheme's assets is insufficient to meet the liabilities.

For more on our defined benefit schemes, including sensitivity analysis of our key actuarial assumptions, see Note 30 to the Consolidated Financial Statements.

### Defined contribution schemes

We also have defined contribution schemes for some of our employees. These schemes carry far less market risk for us, although we are still exposed to operational and reputational risks. For more on our defined contribution schemes, see Note 30 to the Consolidated Financial Statements.

### The impact of our defined benefit schemes on capital

We take account of the impact of pension risk on our capital as part of our planning and stress testing process, considering measures such as the impact on CET1 and Pillar 2A, and also where relevant the impact on the related measures such as the leverage ratio.

Our defined benefit pension schemes affect capital in two ways:

- We treat an IAS 19 deficit as a liability on our balance sheet. We recognise deficit movements in Other Comprehensive Income, so this reduces shareholders' equity and CET1 capital. We treat an IAS 19 surplus as an asset. This increases shareholders' equity, but it is deducted in determining CET1 capital. An IAS 19 surplus/deficit is partially offset by a deferred tax liability/asset. These may be recognised for calculating CET1 capital depending on our overall tax position.
- The PRA takes pension risk into account in the Pillar 2A capital assessment in the annual ICAAP exercise. Pillar 2A is part of our overall regulatory requirement for CET1 capital, Tier 1 capital and total capital. For more on our regulatory requirements, see the 'Capital risk' section.

## PENSION RISK MANAGEMENT

### Scheme governance

For details of how the Scheme is governed and operates, see Note 30 to the Consolidated Financial Statements.

### Risk appetite

Our Risk Appetite is a key consideration in all decisions and risk management activities related to the Scheme. Our pension risk appetite is reviewed by our Pensions Committee at least once a year. It is then sent to the Board for approval. We measure pension risk on both a technical provisions (funding) basis and an accounting (IAS 19) basis. We manage pension risk on both the accounting and the funding basis. Both bases are inputs into our capital calculations.

### Risk measurement

Our key risk metrics include:

Key risk metrics	Description
<b>Funding Deficit at Risk</b>	We use a VaR and a forward-looking stress testing framework to model the Scheme's assets and liabilities to show the potential deterioration in the funding position.
<b>Required Return</b>	This estimates the return required from the Scheme's assets each year to reach a pre-defined funding target by a fixed date in the future.
<b>Pensions Volatility</b>	We use a VaR and a forward-looking stress testing framework to model the volatility in the pension-related capital deduction.

The Scheme invests in certain assets whose values are not based on market observable data, such as investments in private equity funds and property. See Note 30 to the Consolidated Financial Statements for more details. The risks of these assets are included in the metrics described above.

We perform stress tests for regulators, including for ICAAPs and PRA stress tests. For more on our stress testing, see the 'Risk governance' section.

Climate change scenario testing was developed in 2021 giving us the capacity to simulate risk exposures over an extended time horizon. We are making further refinements, planned for delivery in 2024. The Trustee adopted a target of net zero by 2050. This target is factored into Trustee decision making.

### Risk mitigation

The key tools we use to maintain the above key risk metrics within appetite are:

Key tools	Description
<b>Investment strategies</b>	<p>The Trustee developed the following investment objectives to reflect their main duty to act in the best interests of Scheme beneficiaries:</p> <ul style="list-style-type: none"> <li>– To maintain a diversified portfolio of assets of appropriate quality, security, liquidity and profitability to generate income and capital growth to meet, with new contributions from members and employers, the cost of current and future benefits that the Scheme provides</li> <li>– To limit the risk that the assets fail to meet the liabilities</li> <li>– To invest in a manner appropriate to the nature and duration of the expected future retirement benefit payments under the Scheme</li> <li>– To minimise the Scheme's long-term costs by maximising asset returns net of fees and expenses whilst reflecting the objectives above.</li> </ul> <p>The investment strategy is regularly reviewed, and its impact on Funding Deficit at Risk is considered.</p>
<b>Hedging strategies</b>	<p>The Trustee employs asset-liability matching arrangements including the use of liability driven investment strategies, and has a hedging strategy to reduce key market risks, mainly interest rate and inflation risk, but also currency risk. We monitor available collateral and liquidity with the objective of ensuring we have sufficient collateral and/or liquidity available to meet any margin calls.</p>
<b>Environmental, social and governance (ESG)</b>	<p>The Trustee has established a Sustainability Committee which is responsible for overseeing the Scheme's policies, regulatory obligations and priorities in respect of climate change and wider ESG related matters.</p>

We look at the impact on our risk metrics when determining the appropriateness of the investment and hedging strategies.

### Risk monitoring and reporting

We monitor pension risk each month and report on it at Pension Risk Forum, ERCC, Pensions Committee and, where thresholds are exceeded (or likely to be), to the Board Risk Committee and the Board in line with our pension risk appetite. This also includes quarterly monitoring of corporate credit exposures to assess any concentrations of risk. We discuss any remedial action with the Trustee. In addition, we monitor the performance of third parties who support the valuation of the Scheme's assets and liabilities.

## PENSION RISK REVIEW

### 2023 compared to 2022

The underlying level of risk in the Scheme was broadly unchanged in 2023. The Scheme gradually reduced illiquid assets and purchased corporate bonds. The reduction in illiquid assets is expected to continue in 2024.

Collateral and liquidity reporting enhancements started in 2022 and continued into 2023. In the second half of 2023, long-term gilt yields reached similar levels to those seen during the gilt market turmoil in the autumn of 2022. The Scheme's collateral and liquidity position were monitored closely. They remained well above trigger levels that would have required consideration of asset sales or other actions.

We also monitor the potential impact from variations in the IAS 19 position of CET1 capital. There was a moderate impact on CET1 capital caused by movements in the IAS 19 position in the year. For more on the impact of our defined benefit schemes on capital, see the 'Capital risk' section.

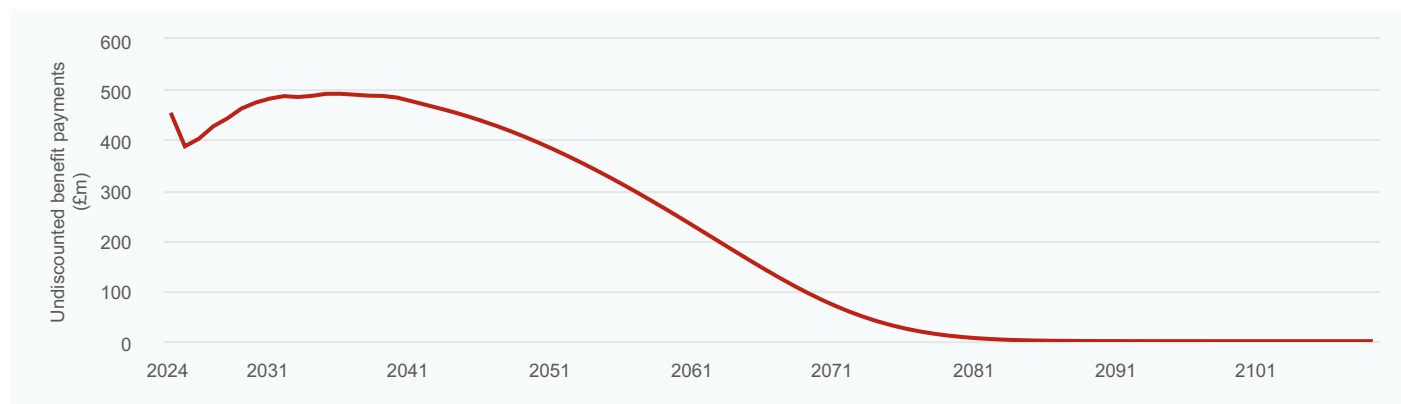
### Accounting position

The accounting position deteriorated in 2023. The Scheme sections in surplus had an aggregate surplus of £723m at 31 December 2023 (2022: £1,051m) while there was one section which had a deficit of £41m at 31 December 2023 (2022: none). The overall funded position was a £682m surplus (2022: £1,051m surplus). There were also unfunded liabilities of £25m at 31 December 2023 (2022: £25m). The overall deterioration was mainly due to the decrease in credit spreads in 2023, which increased the value of the liabilities. There remains considerable market uncertainty and our position could change materially over a short period.

For more on our pension schemes, including the asset allocation and our accounting assumptions, see Note 30 to the Consolidated Financial Statements.

Maturity profile of undiscounted benefit payments

The Scheme's obligation to make benefit payments extends over the long-term. This is expected to stretch beyond 2080. The graph below shows the maturity profile of the undiscounted benefit payments expected to be paid from the Scheme over its life at 31 December 2023:



# Strategic and business risk

## Overview

Strategic and business risk is the risk of significant loss or underperformance against planned objectives; damage arising from strategic decisions or their poor implementation; an inability to adapt to external developments that impact the long-term interests of our key stakeholders.

In this section, we describe our key strategic and business risks and explain how we manage them. We also describe developments in the year.

## OUR KEY STRATEGIC AND BUSINESS RISKS

Strategic and business risk could impact our long-term success if it caused our business model to become out of date, ineffective, or inconsistent with our goals. This could happen if we fail to identify threats arising from the economy, regulation, competitors and/or changes in technology and customer expectations. It could also arise if we misjudge our capabilities, or the ability to implement our strategy, or pursue initiatives that do not fit with our business model or miss opportunities we could benefit from.

## STRATEGIC AND BUSINESS RISK MANAGEMENT

Risk management	Description
<b>Risk appetite</b>	We have a low to moderate appetite for strategic and business risk. This limits the risks we are prepared to take to achieve our strategic objectives and is aligned to our balanced, customer-centric business model.
<b>Risk measurement</b>	Our Board and senior management regularly review potential risks in our operations and plans to ensure we stay within risk appetite.
<b>Risk mitigation</b>	We manage strategic and business risk by having a clear and consistent strategy that takes account of external factors and our own capabilities. We have an effective planning process which ensures we adapt our strategy to reflect changes in key risks and opportunities.
<b>Risk monitoring and reporting</b>	We closely track our business environment, including long-term trends that might affect us in the future. As part of this, we report a range of indicators. These include our KPIs as set out in the 'Strategic report'.

## STRATEGIC AND BUSINESS RISK REVIEW

2023 compared to 2022

These risks remain challenging to manage, due to the competitive market environment in both mortgage and savings markets, alongside elevated Government and regulatory focus, given cost of living issues facing customers. In 2024 our focus is shifting from Inflationary and Supply Chain Pressures to the risk of Margin Compression as a Top Risk. Markets are currently indicating a peak in the bank rate cycle, and our ALCO has approved a strategy to manage and mitigate this risk.

Our business environment is constantly changing, and this affects how we do business. In 2023, there were multiple macro challenges, such as low growth worsened by geo-political tensions in Ukraine and the Middle East, high inflation and interest rates. These continued to put pressure on households and caused house prices to fall. Against this backdrop, we proactively contacted 2.5 million customers in 2023 to offer support with the increased cost of living. We also continued to provide help through our Financial Support Hub, financial health checks, budget planning and management tools. We also completed our Transformation programme, which was one of the most ambitious savings programmes in the UK market, with a focus on efficiency to compensate for inflationary pressures. We will now begin the next phase of our transformation with focus on improved customer experience, simplification, automation and digitalisation.

Competitive pressure increased in 2023 as asset and deposit growth stalled. We managed the business for margin and profitability, deleveraging mortgages in a softer market while carefully managing liabilities volumes and pricing. We launched multiple new products taking into account the needs of our customers. These included Edge Up, the only current account in the market to offer cashback on both debit card spending and direct debits, the market leading Easy Access Saver Pulse, the cahoot simple saver, and the new Private current account. We also enhanced our apps so that mortgage customers can track their mortgage application and manage their homes through the My Home Manager function. In Corporate and Commercial Banking, we now support over 1,200 clients with their international growth aspirations through Santander Navigator. This is a portal that allows our clients to identify growth opportunities, navigate bureaucratic challenges and optimises logistics, connecting them with industry experts and key businesses.

We successfully delivered the Consumer Duty mandate for our front book products and are on track to do the same for back book products by July 2024. We continue to face a demanding regulatory agenda and have started multiple projects to ensure regulatory compliance, while keeping good customer outcomes at the heart of everything we do.

We have an ambition to be net zero by 2050. We are working with our customers to ensure that we support them to make the green transition in a fair and equitable way. In 2023, we updated our climate strategy and created a Transition Plan that highlights the action required to reach net zero target by 2050. We also set up a Green Finance taskforce to combine ongoing and future Green Finance initiatives and ensure delivery of our green finance public commitments.

As a result, throughout 2023 we kept our customers at the centre of everything that we do, while building a responsible and sustainable business.



# Reputational risk

## Overview

Reputational risk is the risk of damage to the way our reputation and brand are perceived by the public, clients, government, colleagues, investors, or any other interested party.

In this section, we describe our key reputational risks and explain how we manage them. We also describe developments in the year.

## OUR KEY REPUTATIONAL RISKS

Reputational risks can arise from internal and external factors. We seek to manage our reputation proactively, underpinned by our aim to be a responsible bank, and through our reputational risk framework. Reputational risk is not static; today's decisions may be judged by different standards tomorrow. We build this into our risk culture, evaluation and sanction procedures.

## REPUTATIONAL RISK MANAGEMENT

Risk management	Description
<b>Risk appetite</b>	We have a low appetite for reputational risk, which is agreed by the Board at least each year.
<b>Risk measurement</b>	We assess our exposure to reputational risk daily. We base this on expert judgement and analysis of social, print, and broadcast media, and the views of political and market commentators. We also commission independent third parties to analyse our activities and those of our UK peers to identify reputational events, a decline in our reputation, and sector or thematic issues that impact our business. We also measure the perception of Santander UK by key stakeholders through regular interactions and review staff sentiment each year.
<b>Risk mitigation</b>	Our business units consider reputational risk as part of their operational risk and control assessments. We also consider it as part of our new product reviews. Our Corporate Communications and Responsible Banking, Legal and Compliance and Marketing teams help business units to mitigate the risk and agree action plans as needed, as part of their role to protect our brand and reputation.
<b>Risk monitoring and reporting</b>	We monitor and report reputational risks and issues on a timely basis. Our Reputational Risk Forum reviews and escalates key issues to ERCC, RBC and the Board. We also report regularly to ExCo on Sustainability and Responsible Banking, and Public Affairs policies.

Our Reputational and ESCC risk policies define how we create long-term value while managing those risks. Our ESCC policy covers Oil & Gas, Power Generation & Transmission, Mining & Metals and Soft Commodities. For example, financing is prohibited for project-related financing for new CFPP projects worldwide and we will only work with new clients with CFPPs to provide specific financing for renewable energy projects.

## REPUTATIONAL RISK REVIEW

2023 compared to 2022

Key reputational risks related to the uncertain economic environment and its continued impact on the cost of living. Increased mortgage payments remained a significant issue for our customers so, alongside the measures we put in place for mortgage holders, we also supported the government's Mortgage Charter. More broadly, we continued to proactively contact customers to offer support and help. There was criticism that banks were failing to pass on the increases in the Bank of England base rate to savers. We, therefore, ran campaigns and issued direct communications to customers to advise them of the various products and rates we had available, several of which were market leading.

# Operational risk and resilience

## Overview

Operational risk is the risk of loss or adverse impact due to inadequate or failed internal processes, people and systems, or external events. Operational resilience is the ability to prevent disruption occurring to the extent practicable; adapt systems and processes to continue to provide services and functions in the event of an incident; return to normal running promptly when a disruption is over; and learn and evolve from both incidents and near misses. Operational Resilience is the outcome of executing sound Operational Risk practices.

In this section, we describe our key operational risks and explain how we manage them, with a focus on our top operational risks. We also describe our operational risk event losses and developments in the year.

## Key metrics

Operational risk losses (over £10,000) decreased by 64% in value compared to 2022.

## OUR KEY OPERATIONAL RISKS

Operational risk is inherent in our business. As a result, we aim to manage it down to as low a level as possible, in line with our Risk Appetite, rather than eliminate it entirely. Operational risk events can have a financial impact and can also affect our business objectives, customer service and regulatory obligations. These events can include product misselling, fraud, process failures, system downtime and damage to assets or external events.

Our key operational risks are divided into 11 principal risks:

Key risks	Description
<b>Business disruption</b>	Business disruption risk refers to risks of our ability to maintain and/or recover the normal day-to-day operation of the organisation, to secure the tangible assets of the bank, and to support continued delivery of good customer outcomes.
<b>Cybersecurity</b>	Cybersecurity risk refers to the risk that Santander UK and its customers' data is not secured from internal and external threats. This could cause operational disruption, unauthorised access, loss or misuse of data, breach of regulations, negative customer outcomes, financial loss or reputational damage. Our extensive reliance on technology to support customers and operate our business requires a strong focus on cybersecurity and data security. This is because cyber criminals target personal data of our customers and employees, and cause disruptions to normal business operations. This focuses the need for resilience against cybersecurity incidents, and our ability to respond and recover swiftly.
<b>Data management</b>	Data management risk refers to the potential threats and challenges related to quality and integrity of data, which can impact business decisions and our strategic outcomes. We use data to serve customers, satisfy our regulatory requirements and run our operations, and if our data is not accurate and timely, this could impact our ability to serve customers, operate with resiliency or meet regulatory requirements.
<b>Financial reporting and Tax</b>	Financial Reporting and Tax risk relates to the risks associated with producing complete and accurate internal and external financial statements, Financial regulatory reporting (including liquidity & capital) as well as the risk that we fail to comply with domestic and international tax regulations, or we report to the tax authorities inaccurately or late.
<b>Fraud</b>	Fraud can be committed by first parties (our customers), second parties (people known to our customers or us), third parties (people unknown to our customers or us), and internally by our staff. We are committed to protecting ourselves and our customers from fraud and to mitigating our fraud risk in an ever-evolving external fraud environment.
<b>IT</b>	As noted in Cybersecurity, technology is vital to our processes and operations, and in providing service to our customers. IT risk arises from any event related to the use of technology supporting business processes, where the event may result in the unavailability or failure of systems or in processing errors that impact our customers or operations. This includes hardware or software failures, or issues caused by change.
<b>Legal</b>	Legal Risk can arise from legal deficiencies in contracts and failures in protecting assets, managing legal disputes, interpretation and compliance with existing laws and regulations or implementation and compliance with new ones. Failure to manage legal risk may expose Santander UK to financial loss, litigation costs, fines, higher capital or liquidity requirements, criminal sanctions, regulatory action or censure, customer complaints, and/or reputational damage.
<b>Outsourcing and Third party</b>	Third party risk refers to risks to our operational arrangements due to the engagement of third party entities supplying goods or services. Third party risks can arise from both Outsourcing and Non-Outsourcing arrangements.
<b>People</b>	People risks include all risks related to employees and third parties working for us, covering resource management, health, safety and wellbeing and employee relations. People risk is a transverse risk as resource capacity, capability, and engagement challenges impact all risk types. As we develop our working practices and adapt to changing circumstances, people impacts and risks continue to be key considerations.
<b>Transaction and payments processing</b>	The processing of transactions and payments is a critical service to our customers, and failure to process payments and transactions in a complete, accurate and timely manner could result in material customer harm, regulatory scrutiny and material financial loss. We are required to comply with the rules of the payment schemes that we participate in, as well as significant regulatory and legal requirements.
<b>Transformation and Change</b>	Transformation and change risk arises in any activity that transforms our business strategy, operating environment, or products and services we provide to our customers. Management of change risks is an integral part of our governance and our focus, given the potential for impacts across all areas of non financial risk. Failure to manage and execute effectively an appropriate and complete change portfolio to the business could result in operational disruption, poor customer outcomes, financial loss, reputational damage and may impeded our ability to meet regulatory requirements.

## OPERATIONAL RISK MANAGEMENT

Our Non Financial Risk (NFR) framework (formerly known as the Operational Risk and Resilience framework) sets out our high-level arrangements and standards to manage operational risks, and is part of our overall Risk Framework. Our Risk Appetite sets the risk limits and key risk metrics for non financial risks.

### Risk appetite

We maintain NFR appetite across Santander UK through Board approved Risk Appetite Statements. These are in place for all principal risks and describe the extent and type of activities that can be undertaken. The Risk Appetite statements consist of qualitative statements of appetite supported by risk limits and triggers which operate as a defence against excessive risk taking. Risk measures and their associated limits are an integral part of embedding risk appetite in day-to-day risk management decisions.

We set a clear tolerance in line with business activities, and we also set lower level triggers, parameters and quantitative thresholds across our business areas. We monitor our risk profile and performance against the risk appetite, and we have processes to identify, assess, manage, and report risks and events. We incorporate Banco Santander group principles and standards, regulatory requirements, and best practice, where applicable. Coverage across the seven CRD IV loss event types is comprehensive and aligns to the principal risks approved by ERCC.

Our policies directly support the qualitative aspects of Risk Appetite. They define expectations, guidance and standards and support consistency of permissible risk taking across the business.

### Risk measurement

The key components of the operational risk toolset we use to measure risks under our NFR framework are:

NFR risk toolset	Description
<b>Operational risk and control assessments</b>	Our business units identify and assess their operational risks to ensure they manage and control them within our operational risk appetite, and prioritise actions needed. Every area must identify and record their material risks, assess their controls for adequacy and then accept the risk or plan to address any deficiencies. We perform independent control testing of our most important controls to ensure enhanced rigour and challenge of how effectively they are mitigating our largest risks. We also use operational risk assessments and risk rating tools as key parts of change risk management.
<b>Risk scenario analysis</b>	We perform this across business units. It involves a top down assessment of our key operational risks. We update our scenarios each year. The analysis gives us insight into rare but high impact events and allows us to understand potential impacts and address issues.
<b>Key indicators (metrics)</b>	Key indicators and their tolerance levels give us an objective view of risk exposure or the strength of a control at any point in time. They also show trends and give us early warning of potential increasing risk exposures. Of primary importance are our business-wide risk appetite indicators which show adherence to our Risk Appetite statements.
<b>Operational risk event and loss management</b>	Operational risk events occur when our controls do not operate as we planned and this leads to customer impact, financial loss, regulatory impacts and/or damage to our reputation. We use data from these processes to identify and correct any control weaknesses. We also use root cause analysis to identify emerging themes, to prevent or reduce the impacts of recurrence and to support risk and control assessments, scenario analysis and risk reporting. Our operational risk loss appetite sets the level of total operational risk loss (expected and unexpected) in any given year (on a 12-month rolling basis) that we consider to be acceptable. We track actual losses against our appetite, and we escalate as needed.

### Risk mitigation

Mitigation is a critical aspect of ensuring that our risk profile remains within our Risk Appetite. Risk mitigation strategies are discussed and agreed at various Risk committees within Santander.

When we consider strategies, cost and benefits, we also consider residual risks (those retained) and secondary risks (which may be consequential). Monitoring and review processes are in place to evaluate results. Early identification and effective management are critical to successful mitigation. We assess the effects of changes for materiality impact and those assessed as high or medium high impact are managed closely.

Mitigation tools	Description
<b>Training and competence</b>	We train our staff and require them to maintain a suitable level of competence to ensure customers can achieve appropriate outcomes. We invest in all our people to ensure that we achieve our mandatory risk objectives and that everyone acknowledges their personal responsibility to manage risk. We place focus on ensuring our colleagues are trained to recognise and support customers who may be vulnerable, or who may be experiencing financial stress, financial difficulty or financial abuse. We also have a dedicated Specialist Support Team that offers guidance to colleagues helping customers who may need more tailored solutions
<b>Action management</b>	Where risk exposures are outside our Risk Appetite, our business units identify, assess, manage and monitor material actions to reduce the exposure back to within appetite.
<b>Event root cause analysis</b>	Where new material and significant events are reported, steps are taken to identify the root cause of the event. This enables a read across and the sharing of lessons learned with appropriate mitigating actions taken to address the root cause and successfully resolve the event, and enhancements made to the control environment to prevent re-occurrence.
<b>Emerging risk monitoring</b>	We monitor key threats, developments, and risks, including consideration of which principal risk types or Business areas may be impacted or stressed by them.
<b>Risk based insurance</b>	Where appropriate, we use insurance to complement other risk mitigation measures.

We manage our operational risks in line with our NFR framework, as outlined earlier. In addition, to mitigate specific cybersecurity risks, we have the following tailored approach:

Key risks	Risk mitigation
<b>Cybersecurity</b>	<p>Protecting our customers, systems and data remains a top priority for us. We operate a layered information and cybersecurity defence which is aligned to the National Institute of Standards and Technology (NIST).</p> <p>We constantly look to adapt our capabilities to the evolving threats. We do this by gathering intelligence on threat actors, motives, and their attack techniques. We protect our most critical people, assets, and data with preventative controls in line with the identified threats. We also assume that breaches will happen in any case, and so we seek to mitigate these by ensuring their timely detection and that appropriate response and recovery activities are in place. We do this by leveraging industry standard threat analysis, identifying specific real-life scenarios, developing detailed response playbooks, and testing them regularly using bank-wide simulation exercises involving up to the CEO. Cybersecurity controls are also thoroughly captured in policies, standards, guidelines and procedures available to all staff.</p> <p>Third parties are vital for the functioning and resilience of our business. As such, we operate a dedicated risk and control assessment prior to, and during, the lifecycle of engagements. This ensures the controls operated by the third party are in line with our policies and integrated with our processes as needed. These include, amongst others, business continuity, incident reporting and regulatory compliance.</p> <p>We regularly assess the state of our environment by reviewing the maturity of our controls in line with our internal risk management framework. We engage with regulatory authorities through regular oversight meetings and we participate in the CBEST programme. The CBEST programme aims to evaluate the resilience of firms and financial market infrastructures through testing performed by accredited and independent specialist firms. We also have a team of penetration testers in our Internal Audit function, that reviews our cybersecurity risks and controls, and reports the results to the BAC. We participate in industry recognised intelligence sharing groups with other banks (e.g. Cyber Defence Alliance), and we speak regularly to government agencies.</p> <p>We campaign to raise awareness and give customers the knowledge they need to avoid becoming victims of cybersecurity incidents. As part of this, we run customer education campaigns and offer advice through our online security operations centre. We also have a cybersecurity insurance policy to give us comprehensive cover to respond to and recover losses and damages from security breaches.</p> <p>We appointed a Chief Information Security Officer (CISO). The CISO is responsible for the day-to-day running of security operations and the immediate response to information and cybersecurity incidents. The CISO relies on a comprehensive specialist team, supported by cybersecurity controls and capabilities available from the Banco Santander group CISO team in Spain.</p> <p>The CISO and most staff who manage cybersecurity risk across all lines of defence are industry specialists with substantial experience in leadership and technical aspects. This experience is gained via previous cybersecurity related roles in top global financial organisations, global multinationals, UK government security agencies, UK regulators, such as the PRA, industry leading cybersecurity risk management suppliers, and relevant university education. Many hold specialist security certifications that are kept relevant by attending dedicated training and specialist conferences.</p> <p>The CISO is responsible for cybersecurity risk operations and risk management and falls under the COO SMF accountability framework. The CRO is responsible for overseeing and challenging the risk management activities enacted by the CISO and the COO to ensure they remain within appetite.</p> <p>The CISO and the COO report regularly and frequently to the Board, ExCo, BRC and ERCC. They provide detailed commentaries on the threat environment, key incidents across the industry, geopolitical considerations, the overall residual risk, progress on key projects, the control environment position, and appetite going forward. In addition, BRC and ERCC receive monthly cybersecurity updates as part of the standard risk reporting suite.</p> <p>The CISO and the COO escalate material cybersecurity incidents affecting us and our suppliers via our internal incident escalation and management procedure with direct notifications to the CRO and other executive management.</p> <p>The Board and BRC include members who have substantial experience of technology risk, including Non-Executive Directors and the Chief Operating and Technology Officer. We also provide targeted training for Board members, senior management and other employees to enhance their knowledge per the evolving and emerging threat landscape.</p>

### Risk monitoring and reporting

Regulators continue to emphasise the importance of effective risk culture, personal accountability and the adoption and enforcement of risk-based requirements and adequate internal reporting processes and procedures. Monitoring and Reporting is a key part of how we manage risk. We can identify exposures through our Non-financial Risk and control assessments, risk scenario analysis, key indicators, change risk assessments and incidents and events.

Subject matter experts across the business engage on all risk management and monitoring activities and support effective communication of policy changes. We report exposures for each business unit through regular risk and control forums. These include details of the risks, level of exposure and how we plan to mitigate them. We prioritise and highlight events that have a material impact on our customers, reputation or finance by reporting them to key executives and committees. We use The Standardised Approach (TSA) to calculate our Pillar 1 operational risk capital. We use an internal model aligned to the CRD IV advanced measurement approach to validate our Pillar 2 capital needs.

Our crisis management framework covers all levels of the business. It sets out possible triggers and how we will manage a crisis, and we test it at least annually. If an event occurs, our business continuity plans help us recover as quickly as possible and we undertake post incident reviews to identify learnings.

Emerging threats that could affect future operations and performance are also closely monitored. We take action to mitigate potential risks as and when required. We also carry out further in depth analysis, including stress testing of exposures.

## OPERATIONAL RISK REVIEW

2023 compared to 2022

Operational risk event losses

The table below shows our operational losses in 2023 and 2022 for reportable events with an impact over £10,000, by CRD IV loss event types:

	2023		2022	
	Value £m	Volume %	Value £m	Volume %
External fraud	42.7	95	59.2	95
Clients, products and business practices	6.7	1	52.1	1
Business disruption and systems failures	—	—	—	—
Execution, delivery, and process management	1.5	4	28.6	4
	<b>50.9</b>	<b>100</b>	139.9	100

Our operational risk losses (events over £10,000) decreased in 2023. We saw a 64% reduction in value and a 29% reduction in volume. In line with general industry trends, the value and volume of losses due to cases of external fraud decreased. We continue to enhance our anti-fraud measures to help protect our customers.

### Business disruption

We committed by March 2025 to address the vulnerabilities identified, approved by the Board and submitted to our regulators as part of our operational resilience self-assessments. Achieving this will enhance our resilience, i.e. the ability of Santander UK to recover its Important Business Services (IBS) within Impact Tolerance levels to avoid intolerable harm to customers, or pose a risk to the safety and soundness of the firm, or to the wider market. In 2023, we made progress in identifying the technology assets that are critical to deliver our IBS. We conduct scenario testing and analyse events and incidents directly impacting our IBS. These enable us to identify resilience vulnerabilities among the underlying assets of technology, data, people, third parties, and premises. As we mature and embed our resilience capability, we contributed to industry working groups and actively responded to regulators, providing clear information on our progress.

### Cybersecurity

Information and cybersecurity remain a key focus. We experienced no significant data or cybersecurity incidents in 2023, although we responded to a number of third-party incidents affecting our suppliers. We continue to enhance our threat prevention controls and test our business area recovery plans against a range of scenarios. We continue to see increasing ransomware attacks across all sectors, driven by compromises in supply chain tools, and we expect this trend to remain. We also continue to invest in the right skills and resources to manage data and cybersecurity risks, and constantly monitor cybersecurity threats, including from the geopolitical environment. Our business strategy, financial results and position have not been significantly affected by cybersecurity threats, including from previous cybersecurity incidents. However, we cannot provide assurance that they will not be significantly affected by such risks and significant incidents in the future.

### Data management

In 2023, we continued to monitor and mitigate data risk through enhanced governance structures and processes. Our Data Programme made positive progress with clearly defined deliverables that will improve our ability to manage data and enhance our capabilities, in line with the Data Strategy driven by the Chief Data Officer.

### Fraud

Authorised Push Payment (APP) fraud is our largest fraud type, and we are focused on preventative measures in response to increasing fraud attacks. In 2023, our Fraud Transformation Program enabled us to deploy new fraud prevention tools to enhance our controls, including configurable payment limits for digital banking. We deployed dynamic 'scam warnings' in our online banking payment process and added new controls to manage purchase scams on social media. Social engineering used by fraudsters is a significant threat to customers and outside of our controls. We continue to focus on combining technical solutions with public campaigns to educate customers. We also play a leading, collaborative role in fraud management with industry partners, through UK Finance and Stop Scams UK.

### IT

The importance of IT remains at the centre of our activities. We continue to progress a bank-wide programme to address key IT risks, including increasing obsolescence, partly due to the fast pace of technological evolution. We expect the programme to deliver risk reduction over a three year period and we closely monitor improvements through our risk governance framework.

### Legal

Our legal risk profile remained heightened but broadly stable in 2023, reflecting the high number and value of legal risks that we continue to manage. We continued to evaluate the evolving legal and regulatory environment, including the introduction of the Consumer Duty, the Financial Services and Markets Act 2023, the Economic Crime and Corporate Transparency Act 2023, and proposals to reform the ring-fencing regime. We continue to align material third party contracts to PRA Supervisory Statement 2/21, and in relation to international data transfers pursuant to the Schrems II judgement. While litigated PPI claim volumes remained stable, on-going large scale complex PPI related litigation brought by AXA, and a German criminal and tax investigation relating to historical dividend tax arbitrage transactions remain. We also managed legal risk relating to litigation and complaints relating to historical motor finance discretionary commission arrangements which matters are also subject to the FCA's announcement on 11 January 2024. We continue to manage our legal risk in relation to thematic Court actions and FOS complaints related to fraud, mortgages and commissions. For more, see Note 31 to the Consolidated Financial Statements.

### Outsourcing & Third Party Supplier

We rely extensively on third parties for a range of goods and services, provided by both Banco Santander and external suppliers. In 2023, we reassessed the majority of our suppliers against a revised set of controls and implemented new metrics to monitor and manage our risk exposure. We continue to progress work to address the key risks in our Third Party Supplier estate.

### People

People risk continues to be impacted by changes in our operating models and the execution of our strategies. We continue to adapt and respond to these risks. In 2023, wellbeing-related absence reduced and attrition rates improved. Our wellbeing and inclusion strategy focuses on helping colleagues through change and supports productivity. We continue to advocate hybrid working and encourage colleagues to attend the office regularly. We also provide support in response to the impact of external economic factors on some colleagues.

### Transformation and change

We continue our transformation to simplify the bank, digitise processes and customer journeys, reduce costs, extend internal capabilities and ensure a resilient operating model. This includes delivery against a diverse transformation agenda with specific focus on cloud migration, further digitalisation and managing obsolescence. Ensuring change does not result in unacceptable impacts on our risk profile underpins our strategic decisions and is robustly managed.



# Financial crime risk

## Overview

Financial crime risk is the risk that we are used to further financial crime, including money laundering, sanctions evasion, terrorist financing, facilitation of tax evasion, bribery and corruption. We recognise that financial crime and associated illegal activity poses a threat to the UK's national security, economy and its institutions and causes serious harm to the customers and communities we serve.

In this section, we describe our key financial crime risks and explain how we manage them. We also describe developments in the year.

## OUR KEY FINANCIAL CRIME RISKS

We consider financial crime to be a high priority risk for us, and addressing it is a key priority for senior management. We remain committed to countering it by maintaining robust systems and controls, conducting business in line with regulatory and legal requirements. We adopt a risk-based approach in line with UK and international laws and standards. We work with government, law enforcement and the private sector to help meet our commitments and to inform our anti financial crime (AFC) strategy which sets out the principles of 'Deter, Detect and Disrupt'. We believe that having a comprehensive and effective financial crime risk management framework is imperative and a positive investment that protects us from legal, regulatory and reputational risks. Due to the complexity and number of financial crime threats, we continually assess, develop, and improve our capability and capacity to address the changing risk landscape. This includes through our policies, procedures, systems and controls used to prevent and detect financial crime. We have minimal tolerance for residual financial crime risk, and zero tolerance for non-compliance with sanctions laws and regulations. We require staff and third parties acting on our behalf to act with integrity, due diligence and care. We have no appetite for non-compliance with financial crime laws or regulations by staff or persons acting on our behalf.

Our key financial crime risks are:

Key risks	Description
<b>Money laundering</b>	We are used by criminals to transform the proceeds of crime into seemingly legitimate money or other assets.
<b>Terrorist financing</b>	We are used by terrorists to deposit, distribute or collect funds that are used to fund their activity.
<b>Sanctions</b>	We do not identify payments, customers or entities that are subject to economic or financial sanctions.
<b>Bribery and corruption</b>	We fail to put in place effective controls to prevent or detect bribery and corruption.
<b>Facilitation of tax evasion</b>	We fail to put in place effective systems and controls to prevent the facilitation of tax evasion.

## FINANCIAL CRIME RISK MANAGEMENT

We manage our Financial crime risks in line with our NFR framework, as outlined earlier. In addition, we continue to partner with public authorities, the Home Office and the wider financial services industry to pool expertise and data to mitigate specific financial crime risks. We are also involved in partnerships such as the Joint Money Laundering Intelligence Taskforce (JMLIT) which supports public-private collaboration to tackle financial crime.

## FINANCIAL CRIME RISK REVIEW

2023 compared to 2022

We understand the importance of protecting the communities we serve from the social and economic impacts of financial crime. We recognise that the financial crime landscape is constantly evolving, influenced by regulatory changes, legal requirements, geopolitical factors and changing criminal methods. As a result, we continue to prioritise and remain vigilant in addressing financial crime risks and actively partner with industry, law enforcement and government to deter, detect and disrupt financial crime and terrorist financing. In 2023 we:

- Played an active role across the public-private partnership, working closely with government, trade bodies and industry on issues that may impact our Financial Crime Compliance capabilities. This included work on major pieces of legislation, such as the Economic Crime & Corporate Transparency Act 2023 and related secondary legislation, and the assessment of Politically Exposed Persons.
- Continued to invest in our financial crime systems and controls to ensure they remain robust, fit for purpose, and can appropriately respond to the constantly evolving external legislative environment and to emerging risks.
- Adapted our financial crime policies to reflect the latest external requirements, best practice and with Banco Santander policy requirements.
- Played an active role externally in the development of policy and related strategies, such as in government engagement on the Suspended Accounts Scheme now being legislated for in the Criminal Justice Bill, and in our continued engagement on the implementation of, and outcomes measurement for, the Economic Crime Plan 2 (2023-2026).
- Maintained our focus on providing colleagues with the appropriate skills, knowledge and qualifications to support our efforts to fight financial crime through enhanced and targeted training. Our Economic Crime Academy provides training modules covering high risk Financial Crime areas in line with industry standards, and these modules are endorsed by the International Compliance Association (ICA).
- Remained a committed member of the JMLIT, to exchange and analyse information relating to high-end money laundering and wider economic threats.

Financial crime risk management remains one of our top risks and a key focus area for senior management and the Board. We continue to enhance our risk management capabilities with key activity planned in 2024 including:

- Accelerating risk mitigation responses and controls to new or evolving financial crime risk threats.
- Continuing to enhance our sanctions systems and controls in response to internal and external lessons learned from the external sanctions developments in 2023, notably the continued impacts of the Russia sanctions and increased OFSI powers.
- Maturing our financial crime operations, including continuing to improve our customer data records to help increase the effectiveness and sustainability of our efforts to manage financial crime risks.

# Model risk

## Overview

Model risk is the risk that the predictions from models may be inaccurate, causing sub-optimal decisions to be made; or that a model may be used inappropriately. These potential adverse consequences can lead to reputational damage, regulatory non-compliance, a deterioration in prudential position, or financial losses.

In this section, we describe our key model risks and explain how we manage them. We also describe developments in the year.

## OUR KEY MODEL RISKS

We consider a model to be a quantitative repeatable method or system that relies on assumptions to process input data into estimates of uncertain outcomes. Our key model risks arise from inadequate or flawed design leading to weaknesses and limitations in our models, implementation errors or poor deployment of the models, or the incorrect or inappropriate use of a model. The most material models we use help us calculate our regulatory capital and credit losses, and perform stress tests. In 2023 we saw increasing interest in assessing Artificial Intelligence (AI) use cases which create new model risks such as explainability - the ability to understand why an algorithm made a particular prediction.

## MODEL RISK MANAGEMENT

### Risk mitigation

We manage our Model risks in line with our NFR framework, as outlined earlier. In addition, to mitigate specific model risks, we have the following tailored policies:

- Model Risk Policy – details the action, outcome or standard of behaviour expected to manage and control model risk and remain within risk appetite
- Tiering and Materiality Policy – ensures the consistent methodology in determining the significance of models used across the business
- Change Classification Policy – explains how model changes are managed and controlled
- Material Changes to IRB Models Policy – sets the criteria for assessing the materiality of extensions and changes to IRB models
- Validation Policy – sets out the general criteria for internal validation activities, with the aim to provide an objective, unbiased and critical opinion on the adequacy of models we use.

## MODEL RISK REVIEW

### 2023 compared to 2022

This remains a significant focus in the bank, with a heavy regulatory models agenda in 2023 focusing on capital adequacy to comply with new regulatory technical standards for banks. The PRA's Model Risk Supervisory Statement (SS1/23) policy comes into effect in May 2024. We expect the trend of regulatory focus on models to continue over the next two years in line with supervisory expectations.

We continue to recognise model risk as a key risk and maintain a strong model risk management and oversight framework. The model team sets a clear framework and related policies and provides oversight, governance and control activities across all model types. The independent valuation function reviews new models, model changes, and recurrent reviews for our most material models, particularly capital adequacy, provisions and stress testing, which all have regulatory focus.

In 2023, we continued to redevelop key regulatory capital and provision models. This work continues in 2024 for our unsecured portfolios and consumer finance. As part of our ongoing focus on improving customer outcomes, we also changed all our decision scorecards in 2023 to use a new multi bureau capability. In 2024, we expect to focus on our new climate change stress test models, new mortgage IRB capital models and our pension risk model redevelopment. We expect Machine Learning/AI models to gradually become the next key area of interest.

In 2023, we conducted an in-depth gap analysis against the principles of SS1/23 on model risk practices. As the existing principles, current framework and internal practices are largely aligned, we are now able to focus on the design and embedding of the enhancements needed across the full model lifecycle.

# Conduct and regulatory risk

## Overview

We manage conduct and non-financial regulatory risk types in one framework due to the overlapping nature and similarities.

Conduct risk is the risk where our decisions and behaviours could lead to detriment or poor outcomes for our customers. It also refers to the risk that we fail to maintain high standards of market behaviour and integrity.

Regulatory risk is the risk of financial or reputational loss, or imposition of our conditions on regulatory permission, due to failing to comply with applicable codes, regulator's rules, guidance and regulatory expectations.

In this section, we describe our key conduct and regulatory risks and explain how we manage them. We also describe our main conduct and regulatory provisions.

## Key metrics

Customer remediation provision was £106m (2022: £90m)

Litigation and other regulatory provision was £132m (2022: £136m)

## OUR KEY CONDUCT AND REGULATORY RISKS

We are committed to ensuring conduct strategy is embedded in our business, as good outcomes for our customers are at the heart of what we do. Our proposition and initiative approval process, systems, operation and controls are well designed and delivering our customers' needs. We see our key exposure to conduct and regulatory risk through the risk of errors in our product design, sales practices, post-sale servicing, operational processes, complaint handling, and the failure to supervise, monitor or control the activities of our employees. All of these may result in the risk that we do not deliver good customer outcomes, align to the expectations of our regulators or observe required standards of market behaviour.

Our Conduct and Regulatory framework is built on the following risks:

Key risks	Description
<b>Conduct</b>	The risk that our decisions and behaviours lead to a detrimental or poor outcome for our customers and clients and/or fail to uphold and maintain high standards of market integrity.
<b>Regulatory</b>	The risk of non-compliance with applicable regulatory requirements, including supervisory expectations, which may result in regulatory sanctions (financial or reputational - including fines, other economic consequences including remediation costs, and the imposition of conditions on regulatory permissions). We take a risk averse approach to managing personal data, understanding that we are accountable for the data we collect and hold and will process it within the law, respecting individuals' rights and complying with regulatory and legal requirements.

## CONDUCT AND REGULATORY RISK MANAGEMENT

We manage our Conduct and regulatory risks in line with our NFR framework, as outlined earlier.

In addition, to mitigate specific Conduct and Regulatory risks, we have the following tailored policies:

Policies	Description
<b>Fair Value policy for regulated products (Retail customers)</b>	Our fair value policy details our approach to assessing whether a regulated product provides fair value to our retail customers, considering all stages of value during the product design phase, and on a regular basis.
<b>Fair treatment of vulnerable customers</b>	Some customers may be impacted financially or personally as a result of their circumstances. Our Vulnerable Customer Policy gives business units a clear and consistent view of what vulnerability can mean and situations when customers may need more support. Our guidelines focus on identifying characteristics of vulnerability, understanding customer needs and the support and flexibility we can give to help. In addition to mandatory training, we train our customer-facing staff using real customer scenarios to enable our colleagues to deal with a wide range of sensitive issues. Our online Vulnerable Customer Support Tool gives our people more guidance and support, and our Specialist Support Team provides guidance for the most complex situations. We also consider vulnerability in every initiative and adapt our technology to the needs of customers with vulnerability characteristics in our design and testing stages. We work with charities, authorities, trade associations and other specialists to develop our understanding of vulnerability.
<b>Conduct &amp; Regulatory risk policy for regulated products (Retail customers)</b>	The Policy sets out the actions that we must take and the standards of behaviour we comply with to deliver good outcomes for retail customers, to comply with applicable regulatory requirements and expectations, and to deliver a strong conduct and compliance culture.

## CONDUCT AND REGULATORY RISK REVIEW

2023 compared to 2022

The Conduct and Regulatory environment is expected to see a continued demanding agenda. To fully consider customer and conduct impacts across our business, our customers remain at the centre of our culture and purpose. We monitor and regularly review our customers' experiences in practice and take action to address outcomes. As part of this, we:

- Proactively contacted 2.5 million customers who may be at risk of experiencing early signs of financial stress, to support them and try to help avoid longer term financial difficulty. As part of this, we referred them to internal and external sources of support alongside ongoing customer engagement and support plans.
- Are working with the government and regulators to enhance help for customers struggling with higher mortgage rates and we have agreed to the commitments in the Mortgage Charter.
- Continued to focus on financial support for business customers with payment difficulties as they roll off their government scheme loans.
- Further evolved our Financial Support team and SME support, with more investment in people and IT to ensure we continue to drive good outcomes for customers and can provide tailored support, whilst managing the anticipated increased inflow of customers affected by the rising cost of living.
- Reviewed our products and services to ensure our customers receive communications they understand, products and services that meet their needs, and that offer fair value. Also, that they get the support they need, when they need it, in order to deliver good customer outcomes required by the FCA's Consumer Duty.
- Continued to actively participate in schemes to ensure the long-term future of access to cash, including supporting the setup of shared banking hubs and wider engagement with LINK and industry partners.
- Assessed ongoing and new policy areas in the FCA's 2023/24 Business Plan. The key focus continues to be on reducing and preventing serious consumer harm; setting and testing higher standards; and promoting competition and positive change. We continue to address these in our controls, product and service processes and frameworks, and we continue to adapt in line with the evolution of a digital economy.

We are actively working with the Payment Systems Regulator (PSR), UK Finance, Pay.UK and other industry partners on the PSR's upcoming Mandatory Reimbursement regulations which come into force in October 2024. Our focus is to ensure consistent standards can be agreed across the industry. At the same time, we need to ensure that our operational environment is ready in time and that we meet our obligations. We continue to consult with the Lending Standards Board (LSB) on the future of the Contingent Reimbursement Model (CRM) code and how that will be part of the Fraud response ecosystem beyond 2024. In 2023, the LSB upgraded our status in relation to our compliance of the CRM code and we continue to adhere to this, providing protection for consumers against APP scams.

We will continue to monitor the regulatory landscape and contribute to debates on regulatory issues. We expect the key areas of regulatory focus in 2024 to include the ongoing embedding of the FCA's Consumer Duty, the FCA's proposals for new rules to maintain reasonable access to cash for personal and business customers across the UK, and the ongoing activity from the government and regulators to implement HM Treasury's Smarter Regulatory Framework, including the Edinburgh Reforms and the transfer of retained EU Law. We will also see the implementation of Basel 3.1 rules, reform to the UK's ring-fencing regime and the implementation of the PRA's expectations in relation to model risk management. The publication of the Future of Payments review in late 2023 will also lead to potential reform of the various inflight payments projects in the UK as HM Treasury publishes its National Payments Vision.

We also managed conduct and regulatory risk relating to historical motor finance discretionary commission arrangements which were subject to an FCA announcement on 11 January 2024. For more, see Note 31 to the Consolidated Financial Statements.

The outlook for the economic environment continues to remain challenging and conduct risks are therefore likely to rise, as banks deal with households that continue to face pressures from increases in the cost of living, and higher interest rates.

We will maintain a strong focus on robust oversight and control of the customer journey across all our products. We will also ensure our strategy, leadership, governance arrangements, and approach to managing and rewarding staff do not lead to a detrimental impact on customers, competition, or to market integrity.

For key movements in our financial crime risk profile, see the 'Financial crime risk review' section.

Accounting position

For more on our provisions, see Note 29 to the Consolidated Financial Statements. For more on our contingent liabilities, see Note 31 to the Consolidated Financial Statements.

# Welcome to the **Financial review**

## Financial review

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# Income statement review

## SUMMARISED CONSOLIDATED INCOME STATEMENT

	2023	2022
	£m	£m
Net interest income	4,667	4,472
Non-interest income <sup>(1)</sup>	509	534
<b>Total operating income</b>	<b>5,176</b>	<b>5,006</b>
<b>Operating expenses before credit impairment charges, provisions and charges</b>	<b>(2,485)</b>	<b>(2,370)</b>
Credit impairment charges	(206)	(321)
Provisions for other liabilities and charges	(336)	(421)
<b>Total operating credit impairment charges, provisions and charges</b>	<b>(542)</b>	<b>(742)</b>
<b>Profit from continuing operations before tax</b>	<b>2,149</b>	<b>1,894</b>
Tax on profit from continuing operations	(553)	(471)
<b>Profit from continuing operations after tax</b>	<b>1,596</b>	<b>1,423</b>
<b>Profit after tax</b>	<b>1,596</b>	<b>1,423</b>
<b>Attributable to:</b>		
Equity holders of the parent	1,596	1,406
Non-controlling interests	—	17
<b>Profit after tax</b>	<b>1,596</b>	<b>1,423</b>

A more detailed Consolidated Income Statement is contained in the Consolidated Financial Statements.

### 2023 compared to 2022

Profit before tax up 13%.

- Net interest income up 4% largely due to the impact of higher base rates alongside active balance sheet management including disciplined deposit pricing. The fourth quarter Banking NIM was impacted by higher deposit costs following the eSaver campaign launched in September 2023.
- Non-interest income down 5%, largely due to lower fees volume, as well as unrealised gains in 2022 which were not repeated. These were partially offset by the gain from the sale of Euroclear shares in H123.
- Operating expenses before credit impairment charges, provisions and charges up 5% as inflationary pressures on costs were only partially offset by ongoing savings from the transformation programme which began in 2019 as well as cost management discipline.
- Credit impairment charges down 36% reflecting an improved macroeconomic outlook in Q423, which benefited ECL despite a modest increase in arrears and Stage 3 ratio.
- Provisions for other liabilities and charges down 20% as the 2022 FCA fine related to historical shortcomings in our AML controls was not repeated this year. Fraud losses were also lower in 2023.
- Tax on profit increased by £82m, largely due to higher profits and an increase in underlying tax rates. This was partially offset by a reduction in the Bank Corporation Tax Surcharge rate.

Please refer to the Financial review section of our Annual Report on Form 20-F for the year ended 31 December 2022 for a comparative discussion of 2022 financial results compared to 2021.

1. Comprises 'Net fee and commission income' and 'Other operating income'.

# Balance sheet review

## CUSTOMER BALANCES

This section analyses customer loans and customer deposits at a consolidated level and by business segment. The customer balances below exclude Joint ventures, as they carry low credit risk and therefore have an immaterial ECL, and Other items, mainly accrued interest that we have not yet charged to the customer's account, and cash collateral. A reconciliation between the customer balances below and the total assets as presented in the Consolidated Balance Sheet is set out in the Risk review.

### Consolidated

	2023 £bn	2022 £bn
Customer loans	206.7	219.7
Other assets	75.4	72.5
<b>Total assets</b>	<b>282.1</b>	<b>292.2</b>
Customer deposits	193.6	196.5
Total wholesale funding	55.8	63.0
Other liabilities	17.7	18.0
<b>Total liabilities</b>	<b>267.1</b>	<b>277.5</b>
Shareholders' equity	15.0	14.7
<b>Total liabilities and equity</b>	<b>282.1</b>	<b>292.2</b>

Further analysis of credit risk on customer loans is set out in the Credit risk section of the Risk review.

### 2023 compared to 2022

- The Santander UK plc group structural hedge position decreased, with £106.0bn at 31 December 2023 (2022: £108.0bn), and a duration of 2.4 years (2022: 2.5 years).
- The balance on the Santander UK plc group structural hedge fell in 2023 reflecting lower non-rate sensitive liabilities. The overall contribution to income has, however, increased as maturities were replaced with higher yielding assets offsetting the lower balance. Going forward, we expect the overall contribution of the structural hedge to continue to increase.

# Summary segmental information

## SEGMENTAL ANALYSIS

	Customer loans £bn	Customer deposits £bn	RWA £bn	Profit/(loss) before tax £m
<b>2023</b>				
Retail & Business Banking	182.3	158.3	43.2	1,718
Consumer Finance	5.2	—	7.4	174
Corporate & Commercial Banking <sup>(1)</sup>	17.9	24.1	13.6	570
Corporate Centre	1.3	11.2	4.9	(313)
<b>Total</b>	<b>206.7</b>	<b>193.6</b>	<b>69.1</b>	<b>2,149</b>
<b>2022</b>	£bn	£bn	£bn	£m
Retail & Business Banking	194.6	161.8	44.6	1,545
Consumer Finance	5.4	—	7.3	198
Corporate & Commercial Banking <sup>(1)</sup>	18.5	24.8	14.0	345
Corporate Centre	1.2	9.9	5.3	(194)
<b>Total</b>	<b>219.7</b>	<b>196.5</b>	<b>71.2</b>	<b>1,894</b>

(1) CCB customer loans included £4.6bn of CRE loans (2022: £4.5bn).

### Retail & Business Banking

- Lower lending with reduced mortgage balance alongside a reduction in customer deposits. Profitability increased significantly as a result of balance sheet optimisation and increases in base rate with disciplined deposit pricing.

### Consumer Finance

- Lower lending than 2022, as a decision was made to exit from two small business streams, with a focus on value and capital generation.

### Corporate and Commercial Banking

- Delivered strong financial performance in 2023 with client growth, balance sheet management and higher profitability with the impact of higher base rates. Focus on clients' international needs, connecting 1,500 companies to our global network to support their international growth in 2023.

### Corporate Centre

- The impact of base rate on Crown Dependency liabilities and unrealised gains in 2022 which were not repeated, partially offset by the gain from the sale of Euroclear shares in H123 contributed to higher loss before tax.

## Alternative Performance Measures (APMs)

In addition to the financial information prepared under IFRS, this Annual Report contains non-IFRS financial measures that constitute APMs, as defined in European Securities and Markets Authority (ESMA) guidelines, and non-GAAP financial measures, as defined in (and presented in accordance with) U.S. Securities and Exchange Commission (SEC) rules and guidance. The financial measures contained in this Annual Report that qualify as APMs have been calculated using the financial information of the Santander UK group but are not defined or detailed in the applicable financial information framework or under IFRS. In 2024, we intend to cease reporting adjusted profit metrics including adjusted CIR and adjusted RoTE.

### Reconciliation of adjusted APMs to nearest IFRS measure

#### a) Adjusted Profit Metrics

As shown in the table below, profit before tax is adjusted for items management believe to be significant. We adjust for these to facilitate operating performance comparisons from period to period. No adjustments have been made for net interest income and credit impairment (charges) / write-backs.

	Ref.	2023 £m	2022 £m
<b>Non-interest income</b>			
Reported	(i)	509	534
Adjust for transformation related net loss / (gain) on sale of property		(3)	7
<b>Adjusted</b>	(ii)	<b>506</b>	<b>541</b>
<b>Operating expenses before credit impairment charges, provisions and charges</b>			
Reported	(iii)	(2,485)	(2,370)
Adjust for transformation		126	171
<b>Adjusted</b>	(iv)	<b>(2,359)</b>	<b>(2,199)</b>
<b>Provisions for other liabilities and charges</b>			
Reported		(336)	(421)
Adjust for transformation		56	22
Adjust for penalty related to historical shortcomings in AML controls		—	108
<b>Adjusted</b>		<b>(280)</b>	<b>(291)</b>
<b>Profit before tax</b>			
Reported		2,149	1,894
Specific income, expenses and charges		179	308
<b>Adjusted profit before tax</b>		<b>2,328</b>	<b>2,202</b>

**Prior period adjustment:** In Q123 we removed the operating lease depreciation adjustment to non-interest income and operating expenses to align to Banco Santander's presentation. Prior periods were restated, there was no impact on adjusted profit. In 2022 adjusted non-interest income and adjusted operating expenses increased by £74m and the adjusted CIR increased by 1p.p. to 44%.

**Net loss / (gain) on sale of property:** previously named 'net gain on sale of London head office and branch properties', now also includes subsequent sale of property under our transformation programme.

**Transformation costs and charges:** relate to a multi-year project to deliver on our strategic priorities and enhance efficiency in order for us to better serve our customers and meet our medium-term targets.

#### b) Adjusted cost-to-income ratio

Calculated as adjusted total operating expenses before credit impairment charges, provisions and charges as a percentage of the total of net interest income and adjusted non-interest income.

	Ref.	2023 %	2022 %
<b>Cost-to-income ratio</b>	(iii) divided by the sum of (i) and net interest income	<b>48%</b>	47%
<b>Adjusted cost-to-income ratio</b>	(iv) divided by the sum of (ii) and net interest income	<b>46%</b>	44%

## c) Adjusted RoTE

Calculated as adjusted profit after tax attributable to equity holders of the parent, divided by average shareholders' equity less non-controlling interests, other equity instruments, and average goodwill and other intangible assets. We consider this adjusted measure useful for management and investors as a measure of income generation on shareholder investment, as we focus on improving returns through our multi-year transformation programme.

		Adjust for transformation	As adjusted
2023	£m	£m	£m
Profit after tax	1,596	129	1,725
Less non-controlling interests of annual profit	—		—
<b>Profit / adjusted profit due to equity holders of the parent (A)</b>	<b>1,596</b>		<b>1,725</b>

		Equity adjustments	As adjusted
2023	£m	£m	£m
Average shareholders' equity	14,839		
Less average Additional Tier 1 (AT1) securities	(2,196)		
Average ordinary shareholders' equity (B)	12,643		
Average goodwill and intangible assets	(1,549)		
<b>Average tangible equity (C)</b>	<b>11,094</b>	<b>32</b>	<b>11,126</b>
<b>Return on ordinary shareholders' equity (A/B)</b>	<b>12.6 %</b>		<b>—</b>
<b>RoTE (A/C)</b>	<b>14.4 %</b>		<b>15.5%</b>

		Adjust for transformation	As adjusted
2022	£m	£m	£m
Profit after tax	1,423	254	1,677
Less non-controlling interests of annual profit	(17)		(17)
<b>Profit / adjusted profit due to equity holders of the parent (A)</b>	<b>1,406</b>		<b>1,660</b>

		Equity adjustments	As adjusted
2022	£m	£m	£m
Average shareholders' equity	15,545		
Less average Additional Tier 1 (AT1) securities	(2,194)		
Less average non-controlling interests	(118)		
Average ordinary shareholders' equity (B)	13,233		
Average goodwill and intangible assets	(1,548)		
<b>Average tangible equity (C)</b>	<b>11,685</b>	<b>63</b>	<b>11,748</b>
<b>Return on ordinary shareholders' equity (A/B)</b>	<b>10.6%</b>		<b>—</b>
<b>RoTE (A/C)</b>	<b>12.0%</b>		<b>14.1%</b>

## – Adjustment for transformation

Details of these items are outlined in section a) of 'Alternative Performance Measures', with a total impact on profit before tax of £179m. The impact of these items on the taxation charge was £50m and on profit after tax was £129m. Tax is calculated at the standard rate of corporation tax including the bank surcharge, except for items such as conduct provisions which are not tax deductible.

## – Equity adjustments

These adjustments are made to reflect the impact of adjustments to profit on average tangible equity.

# Welcome to the **Financial statements**

## Financial statements

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## Report of Independent Registered Public Accounting Firm

### To the Board of Directors and Shareholders of Santander UK Group Holdings plc

#### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Santander UK Group Holdings plc and its subsidiaries (the "Company") as of 31 December 2023 and 2022, and the related consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated cash flow statements for each of the three years in the period ended 31 December 2023, including the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of 31 December 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended 31 December 2023 in conformity with i) International Financial Reporting Standards as issued by the International Accounting Standards Board, and ii) UK-adopted International Accounting Standards.

#### Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

#### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the Board Audit Committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgements. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### Credit impairment loss allowance on loans and advances to customers

As described in Notes 1 and 13 to the consolidated financial statements, an expected credit loss ("ECL") is recognised for financial assets measured at amortised cost. The measurement of ECL reflects a probability weighted amount that is determined by evaluating a range of possible outcomes; the time value of money; and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions. The application of the ECL impairment methodology for calculating credit impairment loss allowances is susceptible to change from period to period and requires management to make judgemental assumptions in determining the estimates. The key judgements made by management in applying the ECL impairment methodology are (i) the forward looking multiple economic scenarios; (ii) the probability weights assigned to multiple economic scenarios; (iii) assessing individual corporate stage 3 exposures; and (iv) determining judgemental adjustments. The Company's ECL allowance was £916 million as of 31 December 2023.

The principal considerations for our determination that performing procedures relating to the credit impairment loss allowance on loans and advances to customers is a critical audit matter are due to the significant judgements being applied by management in determining (i) the forward looking economic scenarios; (ii) the probability weights applied to those scenarios; (iii) individual corporate stage 3 provisions; and (iv) judgemental adjustments. This in turn led to a high degree of auditor judgement, subjectivity and effort in performing procedures and evaluating audit evidence related to the methodology and judgement in assumptions used to determine the allowance; and the audit effort involved the use of professionals with specialised skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the credit impairment loss allowance. These procedures also included, among others, testing management's process for estimating expected credit losses; evaluating the appropriateness of model methodologies; testing the underlying data used in the model and evaluating the reasonableness of management's assumptions related to (i) forward looking multiple economic scenarios; (ii) the probability weights applied to multiple economic scenarios; (iii) expected future cash flows and collateral valuations of individually assessed corporate stage 3 exposures; and (iv) determining the need for any judgemental adjustments. Professionals with specialised skill and knowledge were used to assist in evaluating the reasonableness of the forward looking economic scenarios, probability weight assumptions, the sufficiency and appropriateness of the judgemental adjustments, and corporate real estate collateral valuations.

### Valuation of defined benefit pension surplus

As described in Notes 1 and 30 to the consolidated financial statements, the Company operates a number of defined benefit pension schemes. The main scheme is the Santander (UK) Group Pension Scheme (the "Scheme"). The funded defined benefit pension surplus was £657 million as of 31 December 2023. Any surplus or deficit of scheme assets over liabilities is recognised in the balance sheet as an asset (surplus) or liability (deficit). Management estimates the present value of the defined benefit obligation by projecting forward the growth in current accrued pension benefits to reflect inflation and salary growth to the date of pension payment. This is then discounted to present value. In determining the value of scheme liabilities, demographic and financial assumptions are made by management about life expectancy, inflation and discount rates. The scheme invests in certain assets whose values are not based on market observable data. These assets include investments in unquoted equities and bonds, as well as investments in property, infrastructure and hedge funds which are valued by reference to the latest manager statements provided by the managers, adjusted for any cash movements since the latest valuation, with the exception of directly held property where the underlying asset valuations are determined by an independent expert.

The principal considerations for our determination that performing procedures relating to the valuation of defined benefit pension surplus is a critical audit matter are the significant judgements made by management in determining: (i) the life expectancy, inflation and discount rate assumptions; and (ii) the fair value of the assets with no market observable data, including adjustments for any potential fair value movements since the last valuation date. This, in turn, led to significant auditor judgement, subjectivity and effort in performing procedures and evaluating audit evidence. The audit effort involved the use of professionals with specialised skill or knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of the defined benefit pension obligation and the valuation of assets with no market observable data. These procedures also included, among others, evaluating the defined benefit pension obligation by (1) testing the completeness, accuracy and relevance of the underlying data; and (2) involving professionals with specialised skill and knowledge to assist in (a) developing an independent range of the inflation rate, the discount rate and life expectancy assumptions; (b) comparing the independent range of assumptions to management's assumptions to evaluate the reasonableness of management's assumptions; and (c) assessing the appropriateness of the methodologies used by management to determine these assumptions. Procedures over directly held property included, among others (i) the involvement of professionals with specialised skill and knowledge to assist in assessing the appropriateness of the methodology and reasonableness of the key assumptions used by management's expert valuer for property; and (ii) evaluating the reasonableness of the valuation for a sample of properties. For the other assets with no market observable data, the procedures included, among others, (I) obtaining third-party confirmations of the valuation directly from investment managers and comparing these against management's reported values; (II) recalculating management's valuation calculations and comparing our recalculation to the third-party confirmations, and, if applicable, testing material capital changes in the period between the valuation and the entity's balance sheet date where there was a time lag; and (III) assessing other evidence regarding the valuations, such as performing back testing of historical valuations used by management against the audited fund financial statements as at the equivalent date and reviewing controls reports for the investment managers, where available.

### Goodwill impairment assessment for the personal financial services cash generating unit

As described in Notes 1 and 20 to the consolidated financial statements, the carrying value of goodwill relating to the personal financial services ('PFS') cash generating unit ("CGU") was £1.2 billion as of December 31, 2023. Management undertakes an annual assessment to evaluate whether the carrying value of goodwill is impaired, carrying out this assessment more frequently if reviews identify indicators of impairment or when events or changes in circumstances dictate. Impairment is required where the carrying amount of goodwill exceeds its recoverable amount. The recoverable amount of the CGU was determined based on the value in use ("VIU") methodology at each testing date. The VIU is calculated by discounting the cash flow projections for the CGU. The goodwill impairment assessment is based on key judgements including the testing methodology, planning assumptions and internal capital allocations. The estimation of future cash flows and the level to which they are discounted is inherently uncertain and requires significant judgement and is subject to potential change over time. Estimates include forecast cash flows for the CGU; including estimated allocations of regulatory capital, the growth rate for the period beyond the initial cash flow projections and discount rates which factor in risk-free rates and applicable risk premiums.

The principal considerations for our determination that performing procedures relating to the goodwill impairment assessment for the personal financial services cash generating unit is a critical audit matter are due to the significant judgements by management in developing (i) the amount of regulatory capital and carrying amount of the PFS CGU, (ii) the forecast cash flows; and (iii) the discount rate. This, in turn, led to significant auditor judgement, subjectivity and effort in performing procedures and evaluating audit evidence related to management's judgements and assumptions. In addition, the audit effort involved the use of professionals with specialised skill or knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included, among others, (i) testing management's process for determining the carrying value of the CGU, including internal capital allocations; (ii) evaluating the appropriateness of the methodology used to estimate the VIU; (iii) testing the completeness and accuracy of underlying data used in the model; (iv) comparing an independent range of assumptions for the discount rate to management's rate to evaluate the reasonableness of management's assumptions; (v) evaluating the reasonableness of the forecasted cash flows, including comparing performance in recent years to the budgets and 3 year plans for the equivalent periods and (vi) assessing the appropriateness of the related disclosures. Professionals with specialised skill and knowledge assisted in the evaluation of the reasonableness of the discount rate and assessing the determination of the carrying value of the PFS CGU.

### Specific litigation and regulatory matters

As described in Notes 1, 29 and 31 to the consolidated financial statements, as of 31 December 2023, the provision for litigation and other regulatory matters of £132 million includes, among other items, a provision relating to a legal dispute regarding allocation of responsibility for a specific Payment Protection Insurance ("PPI") portfolio of complaints. There are also ongoing investigations in relation to the historical involvement of Santander UK plc, Santander Financial Services plc and Cater Allen International Limited (all subsidiaries of Santander UK Group Holdings plc) in German dividend tax arbitrage transactions, and the involvement of Santander Consumer (UK) plc in the historical use of certain commission arrangements in respect of car financing, for which management has determined that there are uncertainties that mean either it is not considered that a legal or constructive obligation has been incurred or it is not currently possible to make a reliable assessment of the size of any potential liabilities. Significant judgement may be required when accounting for provisions, including in determining whether a present obligation exists, determining the likely outcome of future legal decisions and in estimating the probability, timing, nature and amount of any outflows that may arise from past events. These judgements are based on the specific facts available and often require specialist professional advice. There can be a wide range of possible outcomes and uncertainties, particularly in relation to legal actions, and regulatory and consumer credit matters.

The principal considerations for our determination that performing procedures relating to the specific litigation and regulatory matters is a critical audit matter are due to the significant judgements made by management when estimating the probability, timing, nature and amount of any outflows for the legal dispute for a specific PPI portfolio of complaints, the German dividend tax arbitrage investigation, and the involvement of Santander Consumer (UK) plc in the historical use of certain commission arrangements in respect of car financing. This in turn led to a high degree of auditor judgement, subjectivity and effort in performing procedures and evaluating audit evidence related to management's assessment of the specific litigation and regulatory matters.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's assessment of the specific litigation and regulatory matters against the requirements of IAS 37, Provisions, Contingent Liabilities and Contingent Assets. These procedures also included, among others (i) inquiries of internal legal counsel on the developments in respect to the significant cases; (ii) obtaining and evaluating letters of audit inquiry from external legal counsel; (iii) evaluating the reasonableness of management's assessment regarding the probability of an outflow and the estimated amount of the obligation, where a reliable estimate can be formed; and (iv) evaluating the sufficiency of the group's disclosures made in relation to each of these specific matters.

### /s/ PricewaterhouseCoopers LLP

London, United Kingdom

5 March, 2024

We have served as the Company's auditor since 2016.

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## Consolidated Income Statement

For the year ended 31 December

	Notes	2023 £m	2022 £m	2021 £m
Interest and similar income	3	11,853	6,822	4,830
Interest expense and similar charges	3	(7,186)	(2,350)	(833)
<b>Net interest income</b>		<b>4,667</b>	<b>4,472</b>	<b>3,997</b>
Fee and commission income	4	801	836	694
Fee and commission expense	4	(505)	(512)	(414)
<b>Net fee and commission income</b>		<b>296</b>	<b>324</b>	<b>280</b>
Other operating income	5	213	210	267
<b>Total operating income</b>		<b>5,176</b>	<b>5,006</b>	<b>4,544</b>
<b>Operating expenses before credit impairment charges, provisions and charges</b>	6	<b>(2,485)</b>	<b>(2,370)</b>	<b>(2,540)</b>
Credit impairment (charges)/write-backs	8	(206)	(321)	233
Provisions for other liabilities and charges	8	(336)	(421)	(379)
<b>Total operating credit impairment charges, provisions and charges</b>		<b>(542)</b>	<b>(742)</b>	<b>(146)</b>
<b>Profit from continuing operations before tax</b>		<b>2,149</b>	<b>1,894</b>	<b>1,858</b>
Tax on profit from continuing operations	9	(553)	(471)	(485)
<b>Profit from continuing operations after tax</b>		<b>1,596</b>	<b>1,423</b>	<b>1,373</b>
Profit from discontinued operations after tax	42	—	—	32
<b>Profit after tax</b>		<b>1,596</b>	<b>1,423</b>	<b>1,405</b>
<b>Attributable to:</b>				
Equity holders of the parent		1,596	1,406	1,369
Non-controlling interests		—	17	36
<b>Profit after tax</b>		<b>1,596</b>	<b>1,423</b>	<b>1,405</b>

The accompanying Notes to the Financial Statements form an integral part of these Consolidated Financial Statements.

## Consolidated Statement of Comprehensive Income

For the year ended 31 December

	2023	2022	2021
	£m	£m	£m
<b>Profit after tax</b>	<b>1,596</b>	<b>1,423</b>	<b>1,405</b>
Other comprehensive income/(expense) that may be reclassified to profit or loss subsequently:			
Movement in fair value reserve (debt instruments):			
- Change in fair value	89	(278)	(111)
- Income statement transfers	(105)	247	110
- Taxation	5	11	(2)
	(11)	(20)	(3)
Cash flow hedges:			
- Effective portion of changes in fair value	(147)	436	(875)
- Income statement transfers	1,231	(2,130)	357
- Taxation	(302)	468	142
	782	(1,226)	(376)
<b>Net other comprehensive income/(expense) that may be reclassified to profit or loss subsequently</b>	<b>771</b>	<b>(1,246)</b>	<b>(379)</b>
Other comprehensive (expense)/income that will not be reclassified to profit or loss subsequently:			
Pension remeasurement:			
- Change in fair value	(598)	(723)	1,263
- Taxation	167	267	(419)
	(431)	(456)	844
Own credit adjustment:			
- Change in fair value	(15)	29	—
- Taxation	4	(9)	—
	(11)	20	—
<b>Net other comprehensive (expense)/income that will not be reclassified to profit or loss subsequently</b>	<b>(442)</b>	<b>(436)</b>	<b>844</b>
<b>Total other comprehensive income/(expense) net of tax</b>	<b>329</b>	<b>(1,682)</b>	<b>465</b>
<b>Total comprehensive income/(expense)</b>	<b>1,925</b>	<b>(259)</b>	<b>1,870</b>
<b>Attributable to:</b>			
Equity holders of the parent	1,925	(276)	1,834
Non-controlling interests	—	17	36
<b>Total comprehensive income/(expense)</b>	<b>1,925</b>	<b>(259)</b>	<b>1,870</b>

The accompanying Notes to the Financial Statements form an integral part of these Consolidated Financial Statements.

## Consolidated Balance Sheet

At 31 December 2023

	Notes	2023 £m	2022 £m
<b>Assets</b>			
Cash and balances at central banks		40,523	46,635
Derivative financial instruments	11	1,472	2,439
Other financial assets at fair value through profit or loss	12	602	434
Loans and advances to customers	13	211,222	223,840
Loans and advances to banks		1,216	1,105
Reverse repurchase agreements - non-trading	16	12,468	7,348
Other financial assets at amortised cost	17	152	156
Macro hedge of interest rate risk		(630)	(2,654)
Financial assets at fair value through other comprehensive income	18	8,481	6,024
Interests in other entities	19	245	252
Intangible assets	20	1,548	1,550
Property, plant and equipment	21	1,512	1,526
Current tax assets	9	507	484
Retirement benefit assets	30	723	1,051
Other assets		2,029	2,004
Assets held for sale	42	13	49
<b>Total assets</b>		<b>282,083</b>	<b>292,243</b>
<b>Liabilities</b>			
Derivative financial instruments	11	891	1,008
Other financial liabilities at fair value through profit or loss	22	899	803
Deposits by customers	23	195,149	197,313
Deposits by banks	24	20,357	28,543
Repurchase agreements - non-trading	25	8,411	7,982
Debt securities in issue	26	35,778	36,420
Subordinated liabilities	27	2,386	2,332
Macro hedge of interest rate risk		86	95
Other liabilities	28	2,501	2,601
Provisions	29	405	380
Deferred tax liabilities	9	188	30
Retirement benefit obligations	30	66	25
<b>Total liabilities</b>		<b>267,117</b>	<b>277,532</b>
<b>Equity</b>			
Share capital	32	7,060	7,060
Other equity instruments	33	2,196	2,196
Retained earnings		6,047	6,563
Other reserves		(337)	(1,108)
<b>Total equity</b>		<b>14,966</b>	<b>14,711</b>
<b>Total liabilities and equity</b>		<b>282,083</b>	<b>292,243</b>

The accompanying Notes to the Financial Statements form an integral part of these Consolidated Financial Statements.

The Financial Statements were approved and authorised for issue by the Board on 29 February 2024 and signed on its behalf by:

**Mike Regnier**  
Chief Executive Officer

**William Vereker**  
Chair

Company Registered Number: 08700698

## Consolidated Cash Flow Statement

For the year ended 31 December

	2023	2022	2021
	£m	£m	£m
<b>Cash flows from operating activities</b>			
Profit before tax	2,149	1,894	1,902
<b>Adjustments for:</b>			
Non-cash items included in profit:			
– Depreciation and amortisation	290	297	506
– Provisions for other liabilities and charges	336	421	383
– Impairment losses	196	285	(228)
– Other non-cash items	(799)	1,363	(244)
– Pension charge for defined benefit pension schemes	13	28	38
	36	2,394	455
Net change in operating assets and liabilities:			
– Cash and balances at central banks	(87)	274	(659)
– Derivative assets	967	(719)	1,731
– Other financial assets at fair value through profit or loss	27	1,064	1,143
– Loans and advances to banks and customers	12,538	(10,683)	(960)
– Reverse repurchase agreements - non-trading	(3,224)	6,818	7,024
– Other assets	(144)	(571)	327
– Deposits by banks and customers	(10,982)	(1,373)	12,747
– Repurchase agreements - non-trading	704	(4,145)	(7,550)
– Derivative liabilities	(117)	(11)	(902)
– Other financial liabilities at fair value through profit or loss	102	(973)	(1,109)
– Debt securities in issue	(219)	(1,352)	(330)
– Other liabilities	(1)	(41)	(608)
	(436)	(11,712)	10,854
Corporation taxes paid	(539)	(397)	(418)
Effects of exchange rate differences	(616)	2,354	(640)
<b>Net cash flows from operating activities</b>	594	(5,467)	12,153
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment and intangible assets	(393)	(504)	(615)
Proceeds from sale of property, plant and equipment and intangible assets	175	159	437
Purchase of financial assets at amortised cost and financial assets at FVOCI	(10,899)	(2,884)	(1,256)
Proceeds from sale and redemption of financial assets at amortised cost and financial assets at FVOCI	8,362	3,023	4,509
<b>Net cash flows from investing activities</b>	(2,755)	(206)	3,075
<b>Cash flows from financing activities</b>			
Issue of other equity instruments	—	750	450
Issuance costs of other equity instruments	—	—	—
Issue of debt securities and subordinated notes	6,415	8,683	2,853
Issuance costs of debt securities and subordinated notes	(18)	(16)	(6)
Repayment of debt securities and subordinated notes	(6,409)	(4,522)	(13,728)
Disposal of non-controlling interests	—	(235)	(181)
Repurchase of other equity instruments	—	(750)	(500)
Dividends paid on ordinary shares	(1,538)	(1,013)	(1,346)
Dividends paid on other equity instruments	(133)	(143)	(143)
Dividends paid on non-controlling interests	—	(17)	(17)
Principal elements of lease payments	(48)	(26)	(25)
<b>Net cash flows from financing activities</b>	(1,731)	2,711	(12,643)
<b>Change in cash and cash equivalents</b>	(3,892)	(2,962)	2,585
Cash and cash equivalents at beginning of the year	48,945	51,787	49,221
Effects of exchange rate changes on cash and cash equivalents	(122)	120	(19)
<b>Cash and cash equivalents at the end of the year</b>	44,931	48,945	51,787
<b>Cash and cash equivalents consist of:</b>			
Cash and balances at central banks	40,523	46,635	50,494
Less: restricted balances	(2,327)	(2,241)	(2,515)
	38,196	44,394	47,979
Other cash equivalents: Loans and advances to banks - Non-trading	1,014	938	1,270
Other cash equivalents: Reverse repurchase agreements	5,721	3,613	2,538
<b>Cash and cash equivalents at the end of the year</b>	44,931	48,945	51,787

The accompanying Notes to the Financial Statements form an integral part of these Consolidated Financial Statements.

## Consolidated Statement of Changes in Equity

	Share capital £m	equity instruments £m	Other reserves				Retained earnings £m	Total £m	Non-controlling interests £m	Total £m
			Fair value £m	Cash flow hedging £m	translation £m					
<b>At 1 January 2023</b>	<b>7,060</b>	<b>2,196</b>	<b>6</b>	<b>(1,116)</b>	<b>2</b>	<b>6,563</b>	<b>14,711</b>	<b>—</b>	<b>14,711</b>	
Profit after tax	—	—	—	—	—	1,596	1,596	—	1,596	
Other comprehensive (expense)/income, net of tax:										
- Fair value reserve (debt instruments)	—	—	(11)	—	—	—	(11)	—	(11)	
- Cash flow hedges	—	—	—	782	—	—	782	—	782	
- Pension remeasurement	—	—	—	—	—	(431)	(431)	—	(431)	
- Own credit adjustment	—	—	—	—	—	(11)	(11)	—	(11)	
Total other comprehensive (expense)/income	—	—	(11)	782	—	(442)	329	—	329	
Total comprehensive (expense)/income	—	—	(11)	782	—	1,154	1,925	—	1,925	
Other	—	—	—	—	—	1	1	—	1	
Dividends on ordinary shares	—	—	—	—	—	(1,538)	(1,538)	—	(1,538)	
Dividends on other equity instruments	—	—	—	—	—	(133)	(133)	—	(133)	
<b>At 31 December 2023</b>	<b>7,060</b>	<b>2,196</b>	<b>(5)</b>	<b>(334)</b>	<b>2</b>	<b>6,047</b>	<b>14,966</b>	<b>—</b>	<b>14,966</b>	
<b>At 1 January 2022</b>	<b>7,060</b>	<b>2,191</b>	<b>26</b>	<b>110</b>	<b>2</b>	<b>6,754</b>	<b>16,143</b>	<b>235</b>	<b>16,378</b>	
Profit after tax	—	—	—	—	—	1,406	1,406	17	1,423	
Other comprehensive (expense)/income, net of tax:										
- Fair value reserve (debt instruments)	—	—	(20)	—	—	—	(20)	—	(20)	
- Cash flow hedges	—	—	—	(1,226)	—	—	(1,226)	—	(1,226)	
- Pension remeasurement	—	—	—	—	—	(456)	(456)	—	(456)	
- Own credit adjustment	—	—	—	—	—	20	20	—	20	
Total other comprehensive (expense)	—	—	(20)	(1,226)	—	(436)	(1,682)	—	(1,682)	
Total comprehensive (expense)/income	—	—	(20)	(1,226)	—	970	(276)	17	(259)	
Issue of other equity instruments	—	750	—	—	—	—	750	—	750	
Disposal of non-controlling interests	—	—	—	—	—	—	—	(235)	(235)	
Repurchase of other equity instruments	—	(745)	—	—	—	(5)	(750)	—	(750)	
Dividends on ordinary shares	—	—	—	—	—	(1,013)	(1,013)	—	(1,013)	
Dividends on other equity instruments	—	—	—	—	—	(143)	(143)	—	(143)	
Dividends on non-controlling interests	—	—	—	—	—	—	—	(17)	(17)	
<b>At 31 December 2022</b>	<b>7,060</b>	<b>2,196</b>	<b>6</b>	<b>(1,116)</b>	<b>2</b>	<b>6,563</b>	<b>14,711</b>	<b>—</b>	<b>14,711</b>	
<b>At 1 January 2021</b>	<b>7,060</b>	<b>2,241</b>	<b>29</b>	<b>486</b>	<b>2</b>	<b>6,030</b>	<b>15,848</b>	<b>397</b>	<b>16,245</b>	
Profit after tax	—	—	—	—	—	1,369	1,369	36	1,405	
Other comprehensive (expense)/income, net of tax:										
- Fair value reserve (debt instruments)	—	—	(3)	—	—	—	(3)	—	(3)	
- Cash flow hedges	—	—	—	(376)	—	—	(376)	—	(376)	
- Pension remeasurement	—	—	—	—	—	844	844	—	844	
Total other comprehensive income	—	—	(3)	(376)	—	844	465	—	465	
Total comprehensive income	—	—	(3)	(376)	—	2,213	1,834	36	1,870	
Issue of other equity instruments	—	450	—	—	—	—	450	—	450	
Disposal of non-controlling interests	—	—	—	—	—	—	—	(181)	(181)	
Repurchase of other equity instruments	—	(500)	—	—	—	—	(500)	—	(500)	
Dividends on ordinary shares	—	—	—	—	—	(1,346)	(1,346)	—	(1,346)	
Dividends on other equity instruments	—	—	—	—	—	(143)	(143)	—	(143)	
Dividends on non-controlling interests	—	—	—	—	—	—	—	(17)	(17)	
<b>At 31 December 2021</b>	<b>7,060</b>	<b>2,191</b>	<b>26</b>	<b>110</b>	<b>2</b>	<b>6,754</b>	<b>16,143</b>	<b>235</b>	<b>16,378</b>	

The accompanying Notes to the Financial Statements form an integral part of these Consolidated Financial Statements.



## 1. ACCOUNTING POLICIES

These financial statements are prepared for Santander UK Group Holdings plc (the Company) and the Santander UK Group Holdings plc group (the Santander UK group) under the UK Companies Act 2006. The principal activity of the Santander UK group is the provision of a wide range of banking and financial services to personal, business and corporate customers. Santander UK Group Holdings plc is a public company, limited by shares and incorporated in England and Wales having a registered office at 2 Triton Square, Regent's Place, London, NW1 3AN. It is a financial services holding company.

### Basis of preparation

These financial statements incorporate the financial statements of the Company and entities it controls (its subsidiaries) made up to 31 December each year. The consolidated financial statements have been prepared on the going concern basis using the historical cost convention, except for financial assets and liabilities that have been measured at fair value. An assessment of the appropriateness of the adoption of the going concern basis of accounting is disclosed in the statement of going concern in the Directors' report.

### Compliance with International Financial Reporting Standards (IFRS)

The consolidated financial statements of the Santander UK group and the separate financial statements of the Company comply with UK-adopted International Accounting Standards (IAS). The financial statements are also prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB), including interpretations issued by the IFRS Interpretations Committee, as there are no applicable differences from IFRS as issued by the IASB for the periods presented.

Disclosures required by IFRS 7 'Financial Instruments: Disclosure' relating to the nature and extent of risks arising from financial instruments, and IAS 1 'Presentation of Financial Statements' relating to objectives, policies and processes for managing capital, have been included in the Risk review section of this Annual Report. This information forms an integral part of these financial statements by this cross reference, is marked as audited, and is covered by the Independent auditors' report.

### Climate change

Santander UK continues to develop its assessment of the potential impacts that climate change and the transition to a low carbon economy may have on the assets and liabilities recognised and presented in its financial statements.

Santander UK is mindful of its responsibilities as a responsible lender and is focused on ways to meet the objectives of the Paris Agreement on climate change and to support the UK's transition to a climate-resilient, net zero economy.

Santander UK's current climate change strategy focuses on three main areas to achieve Banco Santander's ambition to reach net zero emissions by 2050:

1. Managing climate risks by integrating climate considerations into risk management frameworks, screening and stress testing our portfolio for climate related financial risks, and setting risk appetites to help steer our portfolio in line with the Paris Agreement,
2. Supporting our customers' transition by developing products and services that promote a reduction in CO<sub>2</sub> emissions, and
3. Reducing emissions in our operations and supply chain by focusing on continuous improvement in our operations, and environmental and energy management systems in accordance with ISO14001 and 15001, promoting responsible procurement practices and employee engagement.

Santander UK's current climate change strategy and its view of the risks associated with climate change and the transition to a low carbon economy are reflected in its critical judgements and accounting estimates, although climate change risk did not have a material impact at 31 December 2023 and 2022, consistent with management's assessment that climate change and the transition to a low carbon economy are not currently expected to have a meaningful impact on the viability of the Santander UK group in the medium term.

At 31 December 2023 and 2022, management specifically considered the potential impact of climate change and the transition to a low carbon economy on:

- Loans and advances to customers (see Note 13 and the credit risk section of the Risk review). Some climate change risks arise due to the requirements of IFRS 9 and others relate to specific portfolios and sectors:
  - ECL calculations are based on multiple forward-looking economic scenarios developed by management covering a period of 5 years, during which timeframe climate change risks may crystallise;
  - For mortgages in Retail & Business Banking and commercial real estate lending in Corporate & Commercial Banking, the value of property collateral might be affected by physical impacts related to the frequency and scale of extreme weather events, such as flood and subsidence risk, or changing environmental performance standards for property.
  - For automotive loans in Consumer Finance, the residual value of automotive vehicles might be impacted by diesel obsolescence and the transition to electric vehicles.
  - For corporate lending in Corporate & Commercial Banking, certain sectors give rise to fossil fuel exposures, such as Oil & Gas, Mining & Extraction and Power Generation.
- Goodwill impairment assessment (see Note 20). Estimates underpinning the determination of whether or not goodwill balances are impaired are partly based on forecast business performance beyond the time horizon for management's detailed plans.

Future changes to Santander UK's climate change strategy may impact Santander UK's critical judgements and accounting estimates and result in material changes to financial results and the carrying values of certain assets and liabilities in future reporting periods.

### Future accounting developments

At 31 December 2023, for the Santander UK group, there were no significant new or revised standards and interpretations, and amendments thereto, which have been issued but which are not yet effective, or which have otherwise not been early adopted where permitted.

### Comparative information

As required by US public company reporting requirements, these financial statements include two years of comparative information for the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes.

### Material accounting policy information

The following material accounting policies have been applied in preparing these financial statements. For material accounting policies which involve the application of judgements or accounting estimates that are determined to be critical to the preparation of these financial statements see 'Critical judgements and accounting estimates'.

## Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by it and its subsidiaries. The acquisition method of accounting is used to account for the acquisition of subsidiaries which meet the definition of a business.

Business combinations between entities under common control (i.e. fellow subsidiaries of Banco Santander SA, the ultimate parent) are outside the scope of IFRS 3 – 'Business Combinations', and there is no other guidance for such transactions under IFRS. The Santander UK group elects to account for business combinations between entities under common control at their book values in the acquired entity by including the acquired entity's results from the date of the business combination and not restating comparatives. Reorganisations of entities within the Santander UK group are also accounted for at their book values.

Credit protection entities established as part of significant risk transfer (SRT) transactions are not consolidated by the Santander UK group in cases where third party investors have the exposure, or rights, to all of the variability of returns from the performance of the entities.

## Revenue recognition

### a) Interest income and expense

Interest and similar income and expense are recognised in the income statement using the effective interest rate method for: all financial instruments measured at amortised cost; debt instruments measured at FVOCI; and the effective part of any related accounting hedging instruments.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial assets, except for financial assets that have subsequently become credit-impaired (i.e. Stage 3), for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the ECL provision). For more information on stage allocations of credit risk exposures, see 'Significant increase in credit risk' in the 'Santander UK group level – credit risk management' section of the Risk review.

### b) Fee and commission income and expense

Fees and commissions that are not an integral part of the effective interest rate are recognised when the service is performed. Most fee and commission income is recognised at a point in time. Certain commitment, upfront and management fees are recognised over time but are not material. For retail and corporate products, fee and commission income consists principally of collection services fees, commission on foreign currencies, commission and other fees received from retailers for processing credit card transactions, fees received from other credit card issuers for providing cash advances for their customers through the Santander UK group's branch and ATM networks, annual fees payable by credit card holders and fees for non-banking financial products.

For insurance products, fee and commission income consists principally of commissions and profit share arising from the sale of building and contents insurance and life protection insurance. Commissions arising from the sale of buildings and contents insurance are recognised over the period of insurance cover, adjusted to take account of cancelled policies. Profit share income from the sale of buildings and contents insurance which is not subject to any adjustment is recognised when the profit share income is earned. Commissions and profit share arising from the sale of life protection insurance is subject to adjustment for cancellations of policies within 3 years from inception.

Fee and commission income which forms an integral part of the effective interest rate of a financial instrument (for example certain loan commitment fees) is recognised as an adjustment to the effective interest rate and recorded in 'Interest income'.

### c) Other operating income

Other operating income includes all gains and losses from changes in the fair value of financial assets and liabilities held at fair value through profit or loss (comprising financial assets and liabilities held for trading, trading derivatives and other financial assets and liabilities at fair value through profit or loss), together with related interest income, expense, dividends, and changes in fair value of any derivatives managed in conjunction with these assets and liabilities. Other operating income also includes hedge ineffectiveness arising from fair value and cash flow hedging, income from operating lease assets, and profits and losses arising on the sales of property, plant and equipment and subsidiary undertakings.

## Defined benefit pension schemes (see 'Critical judgements and accounting estimates')

A defined benefit scheme is a pension scheme that guarantees an amount of pension benefit to be provided, usually as a function of one or more factors such as age, years of service or compensation. Pension costs are charged to 'Administration expenses', within the line item 'Operating expenses before impairment losses, provisions and charges' with the net interest on the defined benefit asset or liability included within 'Net interest income' in the income statement. The asset or liability recognised in respect of defined benefit pension schemes is the present value of the defined benefit obligation at the balance sheet date, less the fair value of scheme assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The assets of the schemes are measured at their fair values at the balance sheet date.

The present value of the defined benefit obligation is estimated by projecting forward the growth in current accrued pension benefits to reflect inflation and salary growth to the date of pension payment, then discounted to present value using the yield applicable to high-quality AA rated corporate bonds of the same currency and which have terms to maturity closest to the terms of the scheme liabilities, adjusted where necessary to match those terms. In determining the value of scheme liabilities, demographic and financial assumptions are made by management about life expectancy, inflation, discount rates, pension increases and earnings growth, based on past experience and future expectations. Financial assumptions are based on market conditions at the balance sheet date and can generally be derived objectively.

Demographic assumptions require a greater degree of estimation and judgement to be applied to externally derived data. Any surplus or deficit of scheme assets over liabilities is recognised in the balance sheet as an asset (surplus) or liability (deficit). An asset is only recognised to the extent that the surplus can be recovered through reduced contributions in the future or through refunds from the scheme.

## Share-based payments

The Santander UK group engages in cash-settled and equity-settled share-based payment transactions in respect of services received from certain of its employees. Shares of the Santander UK group's parent, Banco Santander SA are purchased in the open market by the Santander UK group (for the Employee Sharesave scheme) or are purchased by Banco Santander SA or another Banco Santander subsidiary (including awards granted under the Long-Term Incentive Plan and the Deferred Shares Bonus Plan) to satisfy share options or awards as they vest.

Options granted under the Employee Sharesave scheme and awards granted under the Transformation Incentive Plan are accounted for as cash-settled share-based payment transactions. Awards granted under the Long-Term Incentive Plan and Deferred Shares Bonus Plan are accounted for as equity-settled share-based payment transactions.

The fair value of the options granted under the Employee Sharesave scheme is determined using an option pricing model, which takes into account the exercise price of the option, the current share price, the risk-free interest rate, the expected volatility of the Banco Santander SA share price over the life of the option and the dividend growth rate. The fair value of the awards granted for the Long-Term Incentive Plan was determined at the grant date using an option pricing model, which takes into account the share price at grant date, the risk-free interest rate, the expected volatility of the Banco Santander SA share price over the life of the award and the dividend growth rate.

### Goodwill and other intangible assets (for goodwill see 'Critical judgements and accounting estimates')

Goodwill represents the excess of the cost of an acquisition, as well as the fair value of any interest previously held, over the fair value of the share of the identifiable net assets of the acquired subsidiary, or business at the date of acquisition. Goodwill on the acquisition of subsidiaries and businesses is included in intangible assets. Goodwill is tested for impairment annually, or more frequently when events or changes in circumstances dictate and carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity or business include the carrying amount of goodwill relating to the entity or business sold.

Other intangible assets are recognised if they arise from contractual or other legal rights or if they are capable of being separated or divided from Santander UK and sold, transferred, licensed, rented or exchanged. The value of such intangible assets, where they are available for use, is amortised on a straight-line basis over their useful economic life of three to seven years and the assets are reviewed annually for impairment indicators and tested for impairment where indicators are present. Other intangible assets that are not yet available for use are tested for impairment annually or more frequently when events or changes in circumstances dictate.

Software development costs are capitalised when they are direct costs associated with identifiable and unique software products that are expected to provide future economic benefits and the cost of those products can be measured reliably. These costs include payroll, materials, services and directly attributable overheads. Internally developed software meeting these criteria and externally purchased software are classified in intangible assets on the balance sheet and amortised on a straight-line basis over their useful life of three to seven years, unless the software is an integral part of the related computer hardware, in which case it is treated as property, plant and equipment as described below. Capitalisation of costs ceases when the software is capable of operating as intended. Costs of maintaining software are expensed as incurred.

### Property, plant and equipment

Property, plant and equipment include owner-occupied properties (including leasehold properties), office fixtures and equipment and computer software. Property, plant and equipment also includes operating leases where the Santander UK group is the lessor and right-of-use assets where the Santander UK group is the lessee. Internally developed software meeting the criteria set out in 'Goodwill and other intangible assets' above and externally purchased software are classified in property, plant and equipment where the software is an integral part of the related computer hardware (for example, the operating system of a computer). Classes of property, plant and equipment are depreciated on a straight-line basis over their useful life, as follows:

Owner-occupied properties	Not exceeding 50 years
Office fixtures and equipment	3 to 15 years
Computer software	3 to 7 years
Right-of-use assets	Shorter of the lease term or the useful life of the underlying asset
Operating lease assets - vehicles	1 to 4 years

Depreciation is not charged on freehold land. Depreciation of operating lease assets where the Santander UK group is the lessor is described in 'Leases' below.

### Financial instruments (for impairment of debt instrument financial assets see 'Critical judgements and accounting estimates: Credit impairment losses')

#### a) Initial recognition and measurement

Financial assets and liabilities are initially recognised when the Santander UK group becomes a party to the contractual terms of the instrument. The Santander UK group determines the classification of its financial assets and liabilities at initial recognition and measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Immediately after initial recognition, an expected credit loss (ECL) allowance is recognised for financial assets measured at amortised cost and investments in debt instruments measured at FVOCI.

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the timeframe established generally by regulation or convention in the marketplace concerned. Regular way purchases and sales of financial assets measured at amortised cost are recognised on settlement date; all other regular way purchases and sales of financial assets are recognised on trade date.

#### b) Financial assets and liabilities

##### i) Classification and subsequent measurement

The Santander UK group classifies its financial assets in the measurement categories of amortised cost, FVOCI and FVTPL.

Financial assets and financial liabilities are classified as FVTPL where there is a requirement to do so or where they are otherwise designated at FVTPL on initial recognition. Financial assets and financial liabilities which are required to be held at FVTPL include:

- Financial assets and financial liabilities held for trading.
- Debt instruments that do not have solely payments of principal and interest (SPPI) characteristics. Otherwise, such instruments are measured at amortised cost or FVOCI, and
- Equity instruments that have not been designated as held at FVOCI.

Financial assets and financial liabilities are classified as held for trading if they are derivatives or if they are acquired or incurred principally for the purpose of selling or repurchasing in the near-term, or form part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking.

In certain circumstances, other financial assets and financial liabilities are designated at FVTPL where this results in more relevant information. This may arise because it significantly reduces a measurement inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on a different basis, where the assets and liabilities are managed and their performance evaluated on a fair value basis or, in the case of financial liabilities, where it contains one or more embedded derivatives which are not closely related to the host contract.

The classification and measurement requirements for financial asset debt and equity instruments and financial liabilities are set out below.

#### *Financial assets: debt instruments*

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans and government and corporate bonds. Classification and subsequent measurement of debt instruments depend on the Santander UK group's business model for managing the asset, and the cash flow characteristics of the asset.

#### *Business model*

The business model reflects how the Santander UK group manages the assets in order to generate cash flows and, specifically, whether the Santander UK group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of the assets. If neither of these is applicable, such as where the financial assets are held for trading purposes, then the financial assets are classified as part of an 'other' business model and measured at FVTPL. Factors considered in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the assets' performance is evaluated and reported to key management personnel, and how risks are assessed and managed.

#### *SPPI*

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Santander UK group assesses whether the assets' cash flows represent SPPI. In making this assessment, the Santander UK group considers whether the contractual cash flows are consistent with a basic lending arrangement (i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement). Where the contractual terms introduce exposure to risk or volatility that is inconsistent with a basic lending arrangement, the related asset is classified and measured at FVTPL.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are SPPI.

Based on these factors, the Santander UK group classifies its debt instruments into one of the following measurement categories:

- Amortised cost – Financial assets that are held for collection of contractual cash flows where those cash flows represent SPPI, and that are not designated at FVTPL, are measured at amortised cost. The carrying amount of these assets is adjusted by any ECL recognised and measured as presented in Note 13. Interest income from these financial assets is included in 'Interest and similar income' using the effective interest rate method. When estimates of future cash flows are revised, the carrying amount of the respective financial assets is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in the income statement.
- FVOCI – Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent SPPI, and that are not designated at FVTPL, are measured at FVOCI. Movements in the carrying amount are recognised in OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'Other operating income'. Interest income from these financial assets is included in 'Interest and similar income' using the effective interest rate method.
- FVTPL – Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt instrument that is subsequently measured at FVTPL, including any debt instruments designated at fair value, is recognised in profit or loss and presented in the income statement in 'Other operating income' in the period in which it arises.

The Santander UK group reclassifies financial assets when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent.

#### *Financial assets: equity instruments*

Equity instruments are instruments that meet the definition of equity from the issuer's perspective, being instruments that do not contain a contractual obligation to pay cash and that evidence a residual interest in the issuer's net assets. All equity investments are subsequently measured at FVTPL; management may elect, at initial recognition, to irrevocably designate an equity investment at FVOCI but has not currently done so. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit or loss, including on disposal. ECLs (and reversal of ECLs) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognised in profit or loss as other income when the right to receive payments is established. Gains and losses on equity investments at FVTPL are included in 'Other operating income' in the income statement.

#### *Financial liabilities*

Financial liabilities, which include deposits by banks, deposits by customers, debt securities in issue and subordinated liabilities, are classified as subsequently measured at amortised cost, except for:

- Financial liabilities at FVTPL (see Note 22): this classification is applied to derivatives and other financial liabilities designated as such at initial recognition. Gains or losses on financial liabilities designated at FVTPL are presented partially in other comprehensive income (the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability) and partially in profit or loss (the remaining amount of change in the fair value of the liability)
- Financial liabilities arising from the transfer of financial assets which did not qualify for derecognition, whereby a financial liability is recognised for the consideration received for the transfer. In subsequent periods, the Santander UK group recognises any expense incurred on the financial liability, and
- Financial guarantee contracts and loan commitments.

Preference shares which carry a contractual obligation to transfer economic benefits are classified as financial liabilities and are presented in subordinated liabilities. The coupon on these preference shares is recognised in the income statement as interest expense on an amortised cost basis using the effective interest method.

Contracts involving the receipt of cash on which customers receive an index-linked return are accounted for as equity index-linked deposits. The principal products are Capital Guaranteed/Protected Products which give the customers a limited participation in the upside growth of an equity index. In the event the index falls in price, a cash principal element is guaranteed/protected. The equity index-linked deposits contain embedded derivatives. These embedded derivatives, in combination with the principal cash deposit element, are designed to replicate the investment performance profile tailored to the return agreed in the contracts with customers. The cash principal element is accounted for as deposits by customers at amortised cost. The embedded derivatives are separated from the host instrument and are separately accounted for as derivatives.

*Sale and repurchase agreements (including stock borrowing and lending)*

Securities sold subject to a commitment to repurchase them at a predetermined price (repos) under which substantially all the risks and rewards of ownership are retained by the Santander UK group remain on the balance sheet and a liability is recorded in respect of the consideration received. Securities purchased under commitments to resell (reverse repos) are not recognised on the balance sheet and the consideration paid is recorded as an asset. The difference between the sale and repurchase price is treated as trading income in the income statement, except where the repo is not treated as part of the trading book, in which case the difference is recorded in interest income or expense.

Securities lending and borrowing transactions are generally secured, with collateral in the form of securities or cash advanced or received. Securities borrowed are not reflected on the balance sheet. Collateral in the form of cash received or advanced is recorded as a deposit or a loan. Collateral in the form of securities is not recognised.

*Day One profit adjustments*

The fair value of a financial instrument on initial recognition is generally its transaction price (that is, the fair value of the consideration given or received). However, sometimes the fair value will be based on other observable current market transactions in the same instrument, without modification or repackaging, or on a valuation technique whose variables include only data from observable markets, such as interest rate yield curves, option volatilities and currency rates. When such evidence exists, the Santander UK group recognises a trading gain or loss at inception (Day One gain or loss), being the difference between the transaction price and the fair value. When significant unobservable parameters are used, the entire Day One gain or loss is deferred and is recognised in the income statement over the life of the transaction until the transaction matures, is closed out, the valuation inputs become observable, or an offsetting transaction is entered into.

## ii) Impairment of debt instrument financial assets

The Santander UK group assesses on a forward-looking basis the ECL associated with its debt instrument assets carried at amortised cost and FVOCI and with the exposure arising from financial guarantee contracts and loan commitments. The Santander UK group recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes.
- The time value of money, and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

*Grouping of instruments for losses measured on a collective basis*

We typically group instruments and assess them for impairment collectively where they share risk characteristics (as described in the Credit risk section of the Risk review) using one or more statistical models. Where we have used internal capital or similar models as the basis for our ECL models, this typically results in a large number of relatively small homogenous groups which are determined by the permutations of the underlying characteristics in the statistical models. We calculate separate collective provisions for instruments in Stages 1, 2 and 3 where the instrument is not individually assessed, as described below.

*Individually assessed impairments (IAIs)*

We assess significant Stage 3 cases individually. We do this for Corporate & Commercial Banking cases, but not for Business Banking cases in Retail & Business Banking which we assess collectively. To calculate the estimated loss, we estimate the future cash flows under several scenarios each of which uses case-specific factors and circumstances. We then probability-weight the net present value of the cash flows under each scenario to arrive at a weighted average provision requirement. We update our assessment process every quarter and more frequently if there are changes in circumstances that might affect the scenarios, cash flows or probabilities we apply.

For more on how ECL is calculated, see the Credit risk section of the Risk review.

**– Write-off**

For secured loans, a write-off is only made when all collection procedures have been exhausted and the security has been sold and/or a claim made on any mortgage indemnity guarantee or other insurance. In the corporate loan portfolio, there may be occasions where a write-off occurs for other reasons, such as following a consensual restructure or refinancing of the debt or where the debt is sold for strategic reasons into the secondary market at a value lower than its face value.

There is no threshold based on past due status beyond which all secured loans are written off as there can be significant variations in the time needed to enforce possession and sale of the security, especially due to the different legal frameworks that apply in different regions of the UK. For unsecured loans, a write-off is only made when all internal avenues of collecting the debt have been exhausted. Where appropriate the debt is passed over to external collection agencies. A past due threshold is applied to unsecured debt where accounts that are 180 days past due are written off unless there is a dispute awaiting resolution. Contact is made with customers with the aim to achieve a realistic and sustainable repayment arrangement. Litigation and/or enforcement of security is usually carried out only when the steps described above have been undertaken without success.

All write-offs are assessed / made on a case-by-case basis, taking account of the exposure at the date of write-off, after accounting for the value from any collateral or insurance held against the loan. The exception to this is in cases where fraud has occurred, where the exposure is written off once investigations have been completed and the probability of recovery is minimal. The time span between discovery and write-off will be short and may not result in an impairment loss allowance being raised. The write-off policy is regularly reviewed. Write-offs are charged against previously established loss allowances.

**– Recoveries**

Recoveries of credit impairment charges are not included in the impairment loss allowance but are taken to income and offset against credit impairment charges. Recoveries of credit impairment charges are classified in the income statement as 'Credit impairment charges'.



### iii) Modifications of financial assets

The treatment of a renegotiation or modification of the contractual cash flows of a financial asset normally depends upon whether the renegotiation or modification is due to financial difficulties of the borrower or for other commercial reasons.

- *Contractual modifications due to financial difficulties of the borrower:* where the Santander UK group modifies the contractual conditions to enable the borrower to fulfil their payment obligations, the asset is not derecognised. The gross carrying amount of the financial asset is recalculated as the present value of the renegotiated/modified contractual cash flows that are discounted at the financial asset's original EIR and any gain or loss arising from the modification is recognised in the income statement.
- *Contractual modifications for other commercial reasons:* an assessment is performed to determine whether the terms of the new agreement are substantially different from the terms of the existing agreement, after considering changes in the cash flows arising from the modified terms and the overall instrument risk profile. Where terms are substantially different, such modifications are treated as a new transaction resulting in derecognition of the original financial asset, and the recognition of a 'new' financial asset with any difference between the carrying amount of the derecognised asset and the fair value of the new asset is recognised in the income statement as a gain or loss on derecognition. Where terms are not substantially different, the carrying value of the financial asset is adjusted to reflect the present value of modified cash flows discounted at the original EIR with any gain or loss arising from modification recognised immediately in the income statement.

Any other contractual modifications, such as where a regulatory authority imposes a change in certain contractual terms or due to legal reasons, are assessed on a case-by-case basis to establish whether or not the financial asset should be derecognised. For IBOR reform see Note 41.

### iv) Derecognition other than on a modification

Financial assets are derecognised when the rights to receive cash flows have expired or the Santander UK group has transferred its contractual right to receive the cash flows from the assets and either: (1) substantially all the risks and rewards of ownership have been transferred; or (2) the Santander UK group has neither retained nor transferred substantially all of the risks and rewards but has transferred control.

Financial liabilities are derecognised when extinguished, cancelled or expired.

### c) Financial guarantee contracts and loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of the amount of the loss allowance, and the premium received on initial recognition less income recognised in accordance with the principles of IFRS 15. Loan commitments are measured as the amount of the loss allowance (determined in accordance with IFRS 9 as described in Credit risk section of the Risk review). The Santander UK group has not provided any commitment to provide loans at a below-market interest rate, or that can be settled net in cash or by delivering or issuing another financial instrument.

For financial guarantee contracts and loan commitments, the loss allowance is recognised as a provision and charged to credit impairment charges in the income statement. The loss allowance in respect of revolving facilities is classified in loans and advances to customers to the extent of any drawn balances. The loss allowance in respect of undrawn amounts is classified in provisions. When amounts are drawn, any related loss allowance is transferred from provisions to loans and advances to customers.

### Derivative financial instruments (derivatives)

Derivatives are contracts or agreements whose value is derived from one or more underlying indices or asset values inherent in the contract or agreement, which require no or little initial net investment and are settled at a future date. Transactions are undertaken in interest rate, cross currency, equity, residential property and other index-related swaps, forwards, caps, floors, swaptions, as well as credit default and total return swaps, equity index contracts and exchange traded interest rate futures, and equity index options.

Derivatives are held for risk management purposes. Derivatives are classified as held for trading unless they are designated as being in a hedge accounting relationship. The Santander UK group chooses to designate certain derivatives as in a hedging relationship if they meet specific criteria, as further described in 'Hedge accounting' below.

Derivatives are recognised initially (on the date on which a derivative contract is entered into), and are subsequently remeasured, at their fair value. Fair values of exchange-traded derivatives are obtained from quoted market prices. Fair values of over-the-counter derivatives are estimated using valuation techniques, including discounted cash flow and option pricing models.

Certain derivatives may be embedded in hybrid contracts. If the hybrid contract contains a host that is a financial asset, then the Santander UK group assesses the entire contract as described in the financial asset section above for classification and measurement purposes. Otherwise, embedded derivatives are treated as separate derivatives when their economic characteristics and risks are not closely related to those of the host contract; the terms of the embedded derivative would meet the definition of a stand-alone derivative if they were contained in a separate contract; and the combined contract is not held for trading or designated at fair value. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Contracts containing embedded derivatives are not subsequently reassessed for separation unless either there has been a change in the terms of the contract which significantly modifies the cash flows (in which case the contract is reassessed at the time of modification) or the contract has been reclassified (in which case the contract is reassessed at the time of reclassification).

All derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative, except where netting is permitted. The method of recognising fair value gains and losses depends on whether derivatives are held for trading or are designated as hedging instruments and, if the latter, the nature of the risks being hedged. Gains and losses from changes in the fair value of derivatives held for trading are recognised in the income statement and included in Other operating income.

### Offsetting financial assets and liabilities

Financial assets and liabilities including derivatives are offset and the net amount reported in the balance sheet when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Santander UK group is party to a number of arrangements, including master netting arrangements under industry standard agreements which facilitate netting of transactions in jurisdictions where netting agreements are recognised and have legal force. These netting arrangements do not generally result in an offset of balance sheet assets and liabilities for accounting purposes, as transactions are usually settled on a gross basis.

### Hedge accounting

The Santander UK group applies hedge accounting to represent, to the maximum possible extent permitted under accounting standards, the economic effects of its risk management strategies. Derivatives are used to hedge exposures to interest rates, exchange rates and equity prices.

At the time a financial instrument is designated as a hedge (i.e. at the inception of the hedge), the Santander UK group formally documents the relationship between the hedging instrument(s) and hedged item(s), its risk management objective and strategy for undertaking the hedge. The documentation includes the identification of each hedging instrument and respective hedged item, the nature of the risk being hedged (including the benchmark interest rate being hedged in a hedge of interest rate risk) and how the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value attributable to the hedged risk is to be assessed. Accordingly, the Santander UK group formally assesses, both at the inception of the hedge and on an ongoing basis, whether the hedging derivatives have been and will be highly effective in offsetting changes in the fair value attributable to the hedged risk during the period that the hedge is designated. A hedge is normally regarded as highly effective if, at inception and throughout its life, the Santander UK group can expect, and actual results indicate, that changes in the fair value or cash flow of the hedged items are effectively offset by changes in the fair value or cash flow of the hedging instrument. If at any point it is concluded that it is no longer highly effective in achieving its documented objective, hedge accounting is discontinued.

Where derivatives are held for risk management purposes, and when transactions meet the required criteria for documentation and hedge effectiveness, the derivatives may be designated as either: (i) hedges of the change in fair value of recognised assets or liabilities or firm commitments (fair value hedges); (ii) hedges of the variability in highly probable future cash flows attributable to a recognised asset or liability, or a forecast transaction (cash flow hedges); or (iii) a hedge of a net investment in a foreign operation (net investment hedges). The Santander UK group applies fair value and cash flow hedge accounting, but not hedging of a net investment in a foreign operation.

#### a) Fair value hedge accounting

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. Where the hedged item is measured at amortised cost, the fair value changes due to the hedged risk adjust the carrying amount of the hedged asset or liability. Changes in the fair value of portfolio hedged items are presented separately in the consolidated balance sheet in macro hedge of interest rate risk and recognised in the income statement. If the hedge no longer meets the criteria for hedge accounting, changes in the fair value of the hedged item attributable to the hedged risk are no longer recognised in the income statement. For fair value hedges of interest rate risk, the cumulative adjustment that has been made to the carrying amount of the hedged item is amortised to the income statement using the effective interest method over the period to maturity. For portfolio hedged items, the cumulative adjustment is amortised to the income statement using the straight-line method over the period to maturity.

#### b) Cash flow hedge accounting

The effective portion of changes in the fair value of qualifying cash flow hedges is recognised in other comprehensive income in the cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the income statement. Amounts accumulated in equity are reclassified to the income statement in the periods in which the hedged item affects profit or loss. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised in the income statement when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement. The Santander UK group is exposed to cash flow interest rate risk on its floating rate assets, foreign currency risk on its fixed rate debt issuances denominated in foreign currency and equity price risk arises from the Santander UK group operating the Employee Sharesave scheme. Cash flow hedging is used to hedge the variability in cash flows arising from these risks.

### Securitisation transactions

The Santander UK group has entered into arrangements where undertakings have issued mortgage-backed and other asset-backed securities or have entered into funding arrangements with lenders in order to finance specific loans and advances to customers. The Santander UK group has also entered into synthetic securitisation arrangements, as part of significant risk transfer (SRT) transactions to reduce its risk-weighted assets, where undertakings have issued credit-linked notes, and in some cases deposited the funds raised as collateral, for credit protection in respect of specific loans and advances to customers. As the Santander UK group has retained substantially all the risks and rewards of the underlying assets, such financial instruments continue to be recognised on the balance sheet, and a liability recognised for the proceeds of the funding transaction, or in the case of SRT transactions, collateral deposited.

### Impairment of non-financial assets

At each balance sheet date, or more frequently when events or changes in circumstances dictate, property plant and equipment (including operating lease assets) and intangible assets (including goodwill) are assessed for indicators of impairment. If indications are present, these assets are subject to an impairment review. The impairment review comprises a comparison of the carrying value of the asset or cash generating unit with its recoverable amount: the higher of the asset's or cash-generating unit's fair value less costs to sell and its value in use. The cash-generating unit represents the lowest level at which non-financial assets, including goodwill, are monitored for internal management purposes and is not larger than an operating segment.

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Value in use is calculated by discounting management's expected future cash flows obtainable as a result of the asset's continued use (after making allowance for increases in regulatory capital requirements), including those resulting from its ultimate disposal, at a market-based discount rate on a pre-tax basis. The recoverable amounts of goodwill have been based on value in use calculations.

For conducting goodwill impairment reviews, cash generating units are the lowest level at which management monitors the return on investment on assets.

### Leases (as lessor)

Operating lease assets are recorded at cost and the difference between cost and residual value (RV) is depreciated over the life of the asset. Operating lease rental income and depreciation is recognised on a straight-line basis over the life of the asset. After initial recognition, residual values are reviewed regularly, and any changes are recognised prospectively through remaining depreciation charges.

Amounts due from lessees under finance leases and hire purchase contracts are recorded as receivables at the amount of the Santander UK group's net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the Santander UK group's net investment outstanding in respect of the leases and hire purchase contracts. A provision is recognised to reflect a reduction in any anticipated unguaranteed RV. A provision is also recognised for voluntary termination of the contract by the customer, where appropriate.

### Income taxes, including deferred taxes

The tax expense represents the sum of the income tax currently payable and deferred income tax.

A current tax liability for the current or prior period is measured at the amount expected to be paid to the tax authorities. Where the amount of the final tax liability is uncertain or where a position is challenged by a taxation authority, the liability recognised is the most likely outcome. Where a most likely outcome cannot be determined, a weighted average basis is applied.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on rates enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred and current tax assets and liabilities are only offset when they arise in the same tax reporting group and where there is both the legal right and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

### Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise balances with less than three months maturity from the date of acquisition, including cash and non-restricted balances with central banks, treasury bills and other eligible bills, loans and advances to banks, reverse repurchase agreements and short-term investments in securities. Balances with central banks represent amounts held at the Bank of England as part of the Santander UK group's liquidity management activities. It includes certain minimum cash ratio deposits held for regulatory purposes and reserves collateralised accounts in respect of Santander UK's participation in certain payments schemes which are required to be maintained with the Bank of England and are restricted balances.

### Provisions and contingent liabilities (see 'Critical judgements and accounting estimates')

Provisions are recognised for present obligations arising as consequences of past events where it is more likely than not that a transfer of economic benefits will be necessary to settle the obligation, and it can be reliably estimated.

Customer remediation provisions are made for the estimated cost of making redress payments with respect to the past sales of products, using conclusions such as the number of claims the number of those that will be upheld, the estimated average settlement per case and other related costs. Provision is made for the anticipated cost of restructuring, including redundancy costs, when an obligation exists. An obligation exists when the Santander UK group has a detailed formal plan for restructuring a business, has raised valid expectations in those affected by the restructuring, and has started to implement the plan or announce its main features.

When a leasehold property ceases to be used in the business, provision is made where the unavoidable costs of the future obligations relating to the lease are expected to exceed anticipated rental income. The net costs are discounted using market rates of interest to reflect the long-term nature of the cash flows.

Loan commitments are measured as the amount of the loss allowance, determined in line with IFRS 9 as set out in the Credit risk section of the Risk review.

Contingent liabilities are possible obligations whose existence will be confirmed only by certain future events or present obligations where the transfer of economic benefit is uncertain or cannot be reliably measured. Contingent liabilities are not recognised but are disclosed unless they are remote.

### Critical judgements and accounting estimates

The preparation of Santander UK's consolidated financial statements in accordance with IFRS requires management to make judgements and assumptions in applying the accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based on amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There has been no change in the inherent sensitivity of the areas of judgement in the period. Management have considered the impact of developments in principal risks and uncertainties, as set out in the Risk review, on critical judgements and accounting estimates.

The significant judgements, apart from those involving estimation, made by management in applying Santander UK's accounting policies in these financial statements (key judgements) and the key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year (key estimates), which together are considered critical to Santander UK's results and financial position, are as follows:

#### a) Credit impairment charges

The application of the ECL impairment methodology for calculating credit impairment allowances is highly susceptible to change from period to period. The methodology requires management to make judgmental assumptions in determining the estimates. Any significant difference between the estimated amounts and actual amounts could have a material impact on the future financial results and financial condition. The impact of the cost of living crisis has increased the uncertainty around ECL impairment calculations and has required management to make additional judgements and accounting estimates that affect the amount of assets and liabilities at the reporting date and the amount of income and expenses in the reporting period. The key additional judgements due to the impact of the cost of living crisis mainly reflect the increased uncertainty around forward-looking economic data and the need for additional judgemental adjustments.

<b>Key judgements</b>	<ul style="list-style-type: none"> <li>– Determining an appropriate definition of default</li> <li>– Establishing the criteria for a significant increase in credit risk (SICR) and, for corporate borrowers, internal credit risk rating</li> <li>– Determining the need for any judgemental adjustments</li> <li>– Determining the need to assess corporate Stage 3 exposures individually</li> </ul>
<b>Key estimates</b>	<ul style="list-style-type: none"> <li>– Forward-looking multiple economic scenario assumptions</li> <li>– Probability weights assigned to multiple economic scenarios</li> </ul>

For more on each of these key judgements and estimates, see 'Critical judgements and accounting estimates applied in calculating ECL' in the 'Credit risk – credit risk management' section of the Risk review.

Sensitivity of ECL allowance

For detailed disclosures, see 'Sensitivity of ECL allowance' in the 'Credit risk – credit risk management' section of the Risk review.

**b) Provisions and contingent liabilities**

<b>Key judgements</b>	<ul style="list-style-type: none"> <li>– Determining whether a present obligation exists</li> <li>– Determining the likely outcome of future legal decisions</li> </ul>
<b>Key estimates</b>	<ul style="list-style-type: none"> <li>– Probability, timing, nature and amount of any outflows that may arise from past events</li> </ul>

Included in Litigation and other regulatory provisions in Note 29 are amounts in respect of management's best estimates of liability relating to a legal dispute regarding allocation of responsibility for a specific PPI portfolio of complaints. Note 31 provides disclosure relating to ongoing factual issues and reviews that could impact the timing and amount of any outflows.

Note 31 includes disclosure relating to an investigation in relation to the historical involvement of Santander UK plc, Santander Financial Services plc and Cater Allen International Limited (all subsidiaries of Santander UK Group Holdings plc) in German dividend tax arbitrage transactions. It also includes disclosure relating to the historical use of discretionary commission arrangements in Santander Consumer (UK) plc.

These judgements are based on the specific facts available and often require specialist professional advice. There can be a wide range of possible outcomes and uncertainties, particularly in relation to legal actions, and regulatory and consumer credit matters. As a result, it is often not possible to make reliable estimates of the likelihood and amount of any potential outflows, or to calculate any resulting sensitivities. For more on these key judgements and estimates, see Notes 29 and 31.

**c) Pensions**

The Santander UK group operates a number of defined benefit pension schemes as described in Note 30 and estimates their position as described in the accounting policy 'Pensions and other post retirement benefits'.

<b>Key judgements</b>	<ul style="list-style-type: none"> <li>– Setting the criteria for constructing the corporate bond yield curve used to determine the discount rate</li> <li>– Determining the methodology for setting the inflation assumption</li> </ul>
<b>Key estimates</b>	<ul style="list-style-type: none"> <li>– Discount rate applied to future cash flows</li> <li>– Rate of price inflation</li> <li>– Expected lifetime of the schemes' members</li> <li>– Valuation of pension fund assets whose values are not based on market observable data</li> </ul>

For more on each of these key judgements and estimates, see Note 30.

Sensitivity of defined benefit pension scheme estimates

For detailed disclosures, see 'Actuarial assumption sensitivities' in Note 30.

The Scheme is invested in certain assets whose values are not based on market observable data, such as investments in private equity funds and property. Due diligence has been conducted to support the values obtained in respect of these assets are appropriate and represent fair value. Given the nature of these investments, we are unable to prepare sensitivities on how their values could vary as market conditions or other variables change.

**d) Goodwill**

The carrying amount of goodwill is based on the application of judgements including the basis of goodwill impairment calculation assumptions. Santander UK undertakes an annual assessment to evaluate whether the carrying amount of goodwill is impaired, carrying out this assessment more frequently if reviews identify indicators of impairment or when events or changes in circumstances dictate.

<b>Key judgements:</b>	<ul style="list-style-type: none"> <li>– Determining the basis of goodwill impairment testing and the methodology for determining the carrying value of CGUs, including the need for planning assumptions and internal capital allocations</li> </ul>
<b>Key estimates:</b>	<ul style="list-style-type: none"> <li>– Forecast cash flows for cash generating units, including estimated allocations of regulatory capital</li> <li>– Growth rate beyond initial cash flow projections</li> <li>– Discount rates which factor in risk-free rates and applicable risk premiums</li> </ul> <p>All of these variables are subject to fluctuations in external market rates and economic conditions beyond management's control</p>

Santander UK Group undertakes an annual assessment to evaluate whether the carrying amount of goodwill is impaired, carrying out this assessment more frequently if reviews identify indicators of impairment or when events or changes in circumstances dictate.

The estimation of future cash flows and the level to which they are discounted is inherently uncertain and requires significant judgement and is subject to potential change over time.

For more on each of these key judgements and estimates, see Note 20.

Sensitivity of goodwill

For detailed disclosures, see 'Sensitivities of key assumptions in calculating VIU' in Note 20.

## 2. SEGMENTS

Santander UK's principal activity is financial services, mainly in the UK. The business is managed and reported on the basis of four segments, which are strategic business units that offer different products and services, have different customers and require different technology and marketing strategies. Geographical information is not provided, as substantially all of Santander UK's activities are in the UK.

- **Retail & Business Banking** (formerly Retail Banking) consists of two business units, Mortgages and Everyday Banking. Mortgages provides prime UK mortgage lending to owner occupiers and buy-to-let landlords with small portfolios. Everyday Banking provides banking services and unsecured lending to individuals and small businesses as well alongside wealth management for high-net-worth clients.
- **Consumer Finance** provides prime auto consumer financing for individuals, businesses, and automotive distribution networks.
- **Corporate & Commercial Banking** provides banking products and services to SMEs, mid-sized and larger corporates, typically with annual turnovers of between £2m and £500m as well as to Local Authorities and Housing Associations.
- **Corporate Centre** provides treasury services for asset and liability management of our balance sheet.

Retail & Business Banking delivers products through our omni-channel presence comprising branches, ATMs, telephony, digital and intermediary channels. Consumer Finance business is primarily introduced by car dealerships acting as our intermediary along with a small amount of new business introduced via digital channels. Corporate and Commercial Banking expertise is provided by relationship managers, product specialists and through digital and telephony channels, and cover clients' needs both in the UK and overseas. In addition, Corporate and Investment Banking (CIB) provided services to corporate clients with an annual turnover of £500m and above. Santander UK transferred a significant part of the CIB business to the London branch of Banco Santander SA under a part VII banking business transfer scheme which completed on 11 October 2021. The residual parts of the business were wound down or transferred to other segments.

The segmental data is prepared on a statutory basis of accounting, in line with the accounting policies set out in Note 1. Transactions between segments are on normal commercial terms and conditions. Internal charges and internal UK transfer pricing adjustments are reflected in the results of each segment, and eliminate on consolidation. Revenue sharing agreements are used to allocate external customer revenues to a segment on a reasonable basis. Funds are ordinarily reallocated between segments, resulting in funding cost transfers disclosed in operating income. Interest charged for these funds is based on Santander UK's cost of wholesale funding. Interest income and interest expense have not been reported separately. The majority of segment revenues are interest income in nature and net interest income is relied on primarily to assess segment performance and to make decisions on the allocation of segment resources.

### Results by segment<sup>3</sup>

For the year ended 31 December

	Retail & Business Banking	Consumer Finance	Corporate & Commercial Banking	Corporate Centre	Total
2023	£m	£m	£m	£m	£m
Net interest income/(expense)	3,740	156	841	(70)	4,667
Non-interest income	177	192	135	5	509
<b>Total operating income/(expense)</b>	<b>3,917</b>	<b>348</b>	<b>976</b>	<b>(65)</b>	<b>5,176</b>
<b>Operating expenses before credit impairment charges, provisions and charges</b>	<b>(1,816)</b>	<b>(141)</b>	<b>(351)</b>	<b>(177)</b>	<b>(2,485)</b>
Credit impairment charges	(150)	(15)	(40)	(1)	(206)
Provisions for other liabilities and charges	(233)	(18)	(15)	(70)	(336)
<b>Total operating credit impairment charges, provisions and charges</b>	<b>(383)</b>	<b>(33)</b>	<b>(55)</b>	<b>(71)</b>	<b>(542)</b>
<b>Profit/(loss) from continuing operations before tax</b>	<b>1,718</b>	<b>174</b>	<b>570</b>	<b>(313)</b>	<b>2,149</b>
Revenue from external customers	3,670	663	712	131	5,176
Inter-segment revenue/(expense)	247	(315)	264	(196)	—
<b>Total operating income/(expense)</b>	<b>3,917</b>	<b>348</b>	<b>976</b>	<b>(65)</b>	<b>5,176</b>
Revenue from external customers includes the following fee and commission income: <sup>(1)</sup>					
– Current account and debit card fees	493	—	49	—	542
– Insurance, protection and investments	47	—	—	—	47
– Credit cards	94	—	—	—	94
– Non-banking and other fees <sup>(2)</sup>	3	25	79	11	118
<b>Total fee and commission income</b>	<b>637</b>	<b>25</b>	<b>128</b>	<b>11</b>	<b>801</b>
Fee and commission expense	(463)	(6)	(11)	(25)	(505)
<b>Net fee and commission income/(expense)</b>	<b>174</b>	<b>19</b>	<b>117</b>	<b>(14)</b>	<b>296</b>
Customer loans	182,267	5,228	17,939	1,256	206,690
Customer deposits	158,329	—	24,066	11,168	193,563
<b>Average number of full-time equivalent staff</b>	<b>16,330</b>	<b>816</b>	<b>2,376</b>	<b>184</b>	<b>19,706</b>

(1) The disaggregation of fees and commission income as shown above is not included in reports provided to the chief operating decision maker but is provided to show the split by reportable segments.

(2) Non-banking and other fees include mortgages (except mortgage account fees), consumer finance, commitment commission, asset finance, invoice finance and trade finance.

(3) Total assets and total liabilities are no longer included in reports provided to the chief operating decision maker.



	Retail & Business Banking	Consumer Finance	Corporate & Commercial Banking	Corporate Centre	Total
	£m	£m	£m	£m	£m
2022					
Net interest income	3,689	180	580	23	4,472
Non-interest income/(expense)	197	195	146	(4)	534
<b>Total operating income</b>	<b>3,886</b>	<b>375</b>	<b>726</b>	<b>19</b>	<b>5,006</b>
<b>Operating expenses before credit impairment charges, provisions and charges</b>	<b>(1,683)</b>	<b>(144)</b>	<b>(342)</b>	<b>(201)</b>	<b>(2,370)</b>
Credit impairment charges	(263)	(27)	(31)	—	(321)
Provisions for other liabilities and charges	(395)	(6)	(8)	(12)	(421)
<b>Total operating credit impairment charges, provisions and charges</b>	<b>(658)</b>	<b>(33)</b>	<b>(39)</b>	<b>(12)</b>	<b>(742)</b>
<b>Profit/(loss) from continuing operations before tax</b>	<b>1,545</b>	<b>198</b>	<b>345</b>	<b>(194)</b>	<b>1,894</b>
Revenue/(expense) from external customers	4,153	513	732	(392)	5,006
Inter-segment (expense)/revenue	(267)	(138)	(6)	411	—
<b>Total operating income</b>	<b>3,886</b>	<b>375</b>	<b>726</b>	<b>19</b>	<b>5,006</b>
Revenue from external customers includes the following fee and commission income: <sup>(1)</sup>					
– Current account and debit card fees	502	—	60	—	562
– Insurance, protection and investments	78	—	—	—	78
– Credit cards	95	—	—	—	95
– Non-banking and other fees <sup>(2)</sup>	2	20	77	2	101
<b>Total fee and commission income</b>	<b>677</b>	<b>20</b>	<b>137</b>	<b>2</b>	<b>836</b>
Fee and commission expense	(483)	(5)	(18)	(6)	(512)
<b>Net fee and commission income/(expense)</b>	<b>194</b>	<b>15</b>	<b>119</b>	<b>(4)</b>	<b>324</b>
31 December 2022					
Customer loans	194,661	5,384	18,518	1,141	219,704
Customer deposits	161,748	—	24,798	9,930	196,476
<b>Average number of full-time equivalent staff</b>	<b>15,212</b>	<b>531</b>	<b>2,336</b>	<b>194</b>	<b>18,273</b>

	Retail & Business Banking	Consumer Finance	Corporate & Commercial Banking	Corporate & Investment Banking	Corporate Centre	Total
	£m	£m	£m	£m	£m	£m
2021						
Net interest income/(expense)	3,374	233	397	—	(7)	3,997
Non-interest income	201	178	112	—	56	547
<b>Total operating income</b>	<b>3,575</b>	<b>411</b>	<b>509</b>	<b>—</b>	<b>49</b>	<b>4,544</b>
<b>Operating expenses before credit impairment write-backs, provisions and charges</b>	<b>(1,703)</b>	<b>(163)</b>	<b>(365)</b>	<b>—</b>	<b>(309)</b>	<b>(2,540)</b>
Credit impairment write-backs	98	33	90	—	12	233
Provisions for other liabilities and charges	(187)	4	(34)	—	(162)	(379)
<b>Total operating credit impairment (charges)/write-backs, provisions and charges</b>	<b>(89)</b>	<b>37</b>	<b>56</b>	<b>—</b>	<b>(150)</b>	<b>(146)</b>
<b>Profit/(loss) from continuing operations before tax</b>	<b>1,783</b>	<b>285</b>	<b>200</b>	<b>—</b>	<b>(410)</b>	<b>1,858</b>
Revenue/(expense) from external customers	4,061	489	619	—	(625)	4,544
Inter-segment (expense)/revenue	(486)	(78)	(110)	—	674	—
<b>Total operating income</b>	<b>3,575</b>	<b>411</b>	<b>509</b>	<b>—</b>	<b>49</b>	<b>4,544</b>
Revenue from external customers includes the following fee and commission income: <sup>(1)</sup>						
– Current account and debit card fees	428	—	50	—	—	478
– Insurance, protection and investments	67	—	—	—	—	67
– Credit card fees	73	—	—	—	—	73
– Non-banking and other fees <sup>(2)</sup>	2	10	62	—	2	76
<b>Total fee and commission income</b>	<b>570</b>	<b>10</b>	<b>112</b>	<b>—</b>	<b>2</b>	<b>694</b>
Fee and commission expense	(384)	—	(22)	—	(8)	(414)
<b>Net fee and commission income/(expense)</b>	<b>186</b>	<b>10</b>	<b>90</b>	<b>—</b>	<b>(6)</b>	<b>280</b>
Customer loans	185,608	4,984	19,282	—	742	210,616
Customer deposits	156,991	—	26,466	—	8,719	192,176
<b>Average number of full-time equivalent staff</b>	<b>16,149</b>	<b>670</b>	<b>2,281</b>	<b>528</b>	<b>216</b>	<b>19,844</b>

(1) The disaggregation of fees and commission income as shown above is not included in reports provided to the chief operating decision maker but is provided to show the split by reportable segments.

(2) Non-banking and other fees include mortgages (except mortgage account fees), consumer finance, commitment commission, asset finance, invoice finance and trade finance.

(3) Total assets and total liabilities are no longer included in reports provided to the chief operating decision maker.

The table below shows the relationships between Customer assets and Loans and advances to customers as presented in the Consolidated Balance Sheet. Customer assets exclude Joint ventures, as they carry low credit risk and therefore have an immaterial ECL, and Other items, mainly accrued interest that we have not yet charged to the customer's account, and cash collateral. It also shows the relationship between customer liabilities (see above) and Deposits by customers as presented in the Consolidated Balance Sheet.

	Assets		Liabilities	
	2023 £m	2022 £m	2023 £m	2022 £m
Customer balances (gross)	206,690	219,704	193,563	196,476
Loan loss allowance	(916)	(933)	—	—
<b>Customer balances (net)</b>	<b>205,774</b>	<b>218,771</b>	<b>193,563</b>	<b>196,476</b>
Intercompany balances	4,488	4,165	958	1,153
Accrued interest	747	647	834	237
Other items	213	257	(206)	(553)
<b>Loans and advances to customers / Deposits by customers</b>	<b>211,222</b>	<b>223,840</b>	<b>195,149</b>	<b>197,313</b>

### 3. NET INTEREST INCOME

	Group		
	2023 £m	2022 £m	2021 £m
<b>Interest and similar income:</b>			
Loans and advances to customers	8,888	5,854	4,685
Loans and advances to banks	1,865	651	54
Reverse repurchase agreements – non-trading	625	149	35
Other	475	168	56
<b>Total interest and similar income<sup>(1)</sup></b>	<b>11,853</b>	<b>6,822</b>	<b>4,830</b>
<b>Interest expense and similar charges:</b>			
Deposits by customers	(3,283)	(827)	(331)
Deposits by banks	(1,167)	(496)	(23)
Repurchase agreements – non-trading	(538)	(120)	(3)
Debt securities in issue	(2,024)	(795)	(372)
Subordinated liabilities	(169)	(108)	(92)
Other	(5)	(4)	(12)
<b>Total interest expense and similar charges<sup>(2)</sup></b>	<b>(7,186)</b>	<b>(2,350)</b>	<b>(833)</b>
<b>Net interest income</b>	<b>4,667</b>	<b>4,472</b>	<b>3,997</b>

(1) Includes £230m (2022: £87m, 2021: £22m) of interest income on financial assets at FVOCI.

(2) Includes £707m (2022: £6m, 2021: £317m) of interest expense on the effective part of derivatives hedging debt issuances and £3m (2022: £3m, 2021: £3m) of interest expense on lease liabilities.

### 4. NET FEE AND COMMISSION INCOME

	Group		
	2023 £m	2022 £m	2021 £m
<b>Fee and commission income:</b>			
Current account and debit card fees	542	562	478
Insurance, protection and investments	47	78	67
Credit cards	94	95	73
Non-banking and other fees <sup>(1)</sup>	118	101	76
<b>Total fee and commission income</b>	<b>801</b>	<b>836</b>	<b>694</b>
<b>Total fee and commission expense</b>	<b>(505)</b>	<b>(512)</b>	<b>(414)</b>
<b>Net fee and commission income</b>	<b>296</b>	<b>324</b>	<b>280</b>

(1) Non-banking and other fees include mortgages (except mortgage account fees), consumer finance, commitment commission, asset finance, invoice finance and trade finance.

## 5. OTHER OPERATING INCOME

			Group
	2023	2022	2021
	£m	£m	£m
Net (losses) on financial instruments designated at fair value through profit or loss <sup>(1)</sup>	(33)	(74)	(68)
Net gains on financial instruments mandatorily at fair value through profit or loss <sup>(2)</sup>	42	84	50
Hedge ineffectiveness	18	28	8
Net profit on sale of financial assets at fair value through other comprehensive income	—	—	6
Income from operating lease assets	118	129	136
Other	68	43	135
	<b>213</b>	<b>210</b>	<b>267</b>

(1) Net (losses) on financial instruments designated at fair value through profit or loss include losses of £24m on deposits (2022: £35m gains, 2021: £18m losses), losses of £32m on debt securities (2022: £31m gains, 2021: £nil).

(2) Net gains on financial instruments mandatorily at fair value through profit or loss include gains of £5m on debt securities (2022: £13m gains, 2021: £10m losses).

Net gains on financial instruments mandatorily at FVTPL includes fair value losses of £12m (2022: gains of £14m, 2021: losses of £15m) on embedded derivatives bifurcated from certain equity index-linked deposits, as described in the derivatives accounting policy in Note 1. The embedded derivatives are economically hedged, the results of which are also included in this line item and amounted to gains of £12m (2022: losses of £14m, 2021: gains of £15m). As a result, the net fair value movements recognised on the equity index-linked deposits and the related economic hedges were net gains of £nil (2022: £nil, 2021: £nil).

			Group
	2023	2022	2021
	£m	£m	£m
Exchange rate differences in the consolidated income statement on items not at fair value through profit and loss	1,215	(2,147)	215
These are principally offset by related releases from the cash flow hedge reserve	(1,231)	2,130	(357)

In 2023, the Santander UK group repurchased certain debt securities and subordinated liabilities as part of ongoing liability management exercises. For more, see Note 27.

In 2022, Other includes £7m of losses on the sale of property under our transformation programme. In 2021, Other includes £73m of property gains from the sale of our London head office and branch properties.

## 6. OPERATING EXPENSES BEFORE CREDIT IMPAIRMENT CHARGES, PROVISIONS AND CHARGES

### For the year ended 31 December

			Group
	2023	2022	2021
	£m	£m	£m
<b>Staff costs:</b>			
Wages and salaries	854	761	759
Performance-related payments	164	173	184
Social security costs	116	112	113
Pensions costs: – defined contribution plans	71	60	65
– defined benefit plans	13	28	38
Other share-based payments	4	1	1
Other personnel costs	42	44	42
	<b>1,264</b>	<b>1,179</b>	<b>1,202</b>
Other administration expenses	931	894	831
Depreciation, amortisation and impairment	290	297	507
	<b>2,485</b>	<b>2,370</b>	<b>2,540</b>

### Staff costs

Performance-related payments' include bonuses paid in cash and share awards granted under the arrangements described in Note 36. Included in this are equity-settled share-based payments, none of which related to option-based schemes. These are disclosed in the table below as 'Shares awards'. Performance-related payments above include amounts related to deferred performance awards as follows:

	Costs recognised in 2023			Costs expected to be recognised in 2024 or later		
	Arising from awards in current year	Arising from awards in prior year	Total	Arising from awards in current year	Arising from awards in prior year	Total
	£m	£m	£m	£m	£m	£m
Cash	3	4	7	5	7	12
Shares	2	5	7	4	7	11
	<b>5</b>	<b>9</b>	<b>14</b>	<b>9</b>	<b>14</b>	<b>23</b>

The following table shows the amount of bonus awarded to employees for the performance year 2023. In the case of deferred cash and shares awards, the final amount paid to an employee is influenced by forfeiture provisions and any performance conditions to which the awards are subject. The deferred shares award amount is based on the fair value of the awards at the date of grant.

	Expenses charged in the year		Expenses deferred to future periods		Total	
	2023	2022	2023	2022	2023	2022
	£m	£m	£m	£m	£m	£m
Cash award – not deferred	142	148	—	—	142	148
– deferred	7	8	12	14	19	22
Shares award – not deferred	8	9	—	—	8	9
– deferred	7	8	11	14	18	22
<b>Total discretionary bonus</b>	<b>164</b>	<b>173</b>	<b>23</b>	<b>28</b>	<b>187</b>	<b>201</b>

Other share-based payments' consist of options granted under the Employee Sharesave scheme which comprise the Santander UK group's cash-settled share-based payments. For more, see Note 36.

The average number of full-time equivalent staff was 19,706 (2022: 18,273, 2021: 19,844).

### Depreciation, amortisation and impairment

In 2023, depreciation, amortisation and impairment included depreciation of £64m (2022: £73m, 2021: £81m) on operating lease assets (where the Santander UK group is the lessor) with a carrying amount of £488m at 31 December 2023 (2022: £577m, 2021: £595m). It also included depreciation of £30m (2022: £19m, 2021: £20m) on right-of-use assets with a carrying amount of £93m at 31 December 2023 (2022: £115m, 2021: £119m).

Other administration expenses includes £19m (2022: £21m, 2021: £23m) related to short-term leases.

In 2023, depreciation, amortisation and impairment included an impairment charge of £25m (2022: £10m, 2021: £88m) associated with branch and head office site closures as part of the transformation programme. For more, see Note 21.

## 7. AUDIT AND OTHER SERVICES

	Group		
	2023	2022	2021
	£m	£m	£m
<b>Audit fees:</b>			
Fees payable to the Company's auditor and its associates for the audit of the Santander UK group's annual accounts	15.0	12.8	12.1
Fees payable to the Company's auditor and its associates for other services to the Santander UK group:			
– Audit of the Santander UK group's subsidiaries	0.7	0.8	1.2
<b>Total audit fees<sup>(1)</sup></b>	<b>15.7</b>	<b>13.6</b>	<b>13.3</b>
<b>Non-audit fees:</b>			
Audit-related assurance services	2.3	1.9	1.7
Other assurance services	0.8	0.8	0.5
Other non-audit services	0.2	0.2	0.2
<b>Total non-audit fees</b>	<b>3.3</b>	<b>2.9</b>	<b>2.4</b>

(1) 2023 audit fees included £0.7m (2022: £0.6m, 2021: £1.2m) which related to the prior year.

Audit fees payable for the statutory audit of Santander UK Group Holdings plc were £0.6m (2022: £0.6m, 2021: £0.5m).

Audit-related assurance services mainly comprised services performed in connection with review of the financial information of the Company and reporting to the Company's UK regulators.

Other assurance services mainly comprised services performed in support of various debt issuance programmes.

Of the total non-audit fees, £1.7m (2022: £1.5m, 2021: £1.2m) accords with the definition of 'Audit Fees' per US Securities and Exchange Commission (SEC) guidance, £1.6m (2022: £1.4m, 2021: £1.2m) accords with the definition of 'Audit related fees' per that guidance and £37,000 (2022: £nil, 2021: £nil) accords with the definition of 'All other fees' per that guidance.

In 2023, the Company's auditors earned no fees (2022: £nil, 2021: £27,000 fees) payable by entities outside the Santander UK group for the review of the financial position of corporate and other borrowers.

In 2023, the Company's auditors earned £1.6m (2022: £1.6m, 2021: £1.4m), in relation to incremental work undertaken in support of the audit of Banco Santander SA.

## 8. CREDIT IMPAIRMENT CHARGES AND PROVISIONS

For the year ended 31 December

	2023	2022	Group 2021
	£m	£m	£m
Credit impairment charges/(write-backs):			
Loans and advances to customers	192	249	(186)
Recoveries of loans and advances, net of collection costs	10	36	(17)
Off-balance sheet credit exposures (See Note 29)	4	36	(30)
	<b>206</b>	<b>321</b>	<b>(233)</b>
Provisions for other liabilities and charges (excluding off-balance sheet credit exposures) (See Note 29)	335	424	388
Releases for residual value and voluntary termination	1	(3)	(9)
	<b>336</b>	<b>421</b>	<b>379</b>
	<b>542</b>	<b>742</b>	<b>146</b>

In 2023, 2022 and 2021 there were no material credit impairment charges on loans and advances to banks, non-trading reverse repurchase agreements, other financial assets at amortised cost and financial assets at FVOCI.

## 9. TAXATION

	2023	2022	Group 2021
	£m	£m	£m
<b>Current tax:</b>			
UK corporation tax on profit for the year	474	524	400
Adjustments in respect of prior years	(23)	(88)	(30)
<b>Total current tax</b>	<b>451</b>	<b>436</b>	<b>370</b>
<b>Deferred tax:</b>			
Charge/(credit) for the year	109	(30)	101
Adjustments in respect of prior years	(7)	65	14
<b>Total deferred tax</b>	<b>102</b>	<b>35</b>	<b>115</b>
<b>Tax on profit from continuing operations</b>	<b>553</b>	<b>471</b>	<b>485</b>

The standard rate of UK corporation tax was 28% for banking entities and 24% for non-banking entities (2022: 27% for banking entities and 19% for non-banking entities; 2021: 27% for banking entities and 19% for non-banking entities) following the introduction of a surcharge on banking companies in 2016. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The Santander UK group's effective tax rate for 2023 was 25.7% (2022: 24.9%, 2021: 26.1%). The tax on profit from continuing operations before tax differs from the theoretical amount that would arise using the basic corporation tax rate as follows:

For the year ended 31 December

	2023	2022	Group 2021
	£m	£m	£m
<b>Profit from continuing operations before tax</b>	<b>2,149</b>	<b>1,894</b>	<b>1,858</b>
Tax calculated at a tax rate of 23.5% (2022: 19%, 2021: 19%)	505	360	353
Bank surcharge on profits	84	123	106
Non-deductible preference dividends paid	9	9	9
Non-deductible UK Bank Levy	10	13	14
Non-deductible conduct remediation, fines and penalties	13	48	6
Other non-deductible costs and non-taxable income	(5)	20	33
Effect of change in tax rate on deferred tax provision	2	(28)	8
Tax relief on dividends in respect of other equity instruments	(35)	(40)	(40)
Adjustment to prior year provisions	(30)	(34)	(4)
<b>Tax on profit from continuing operations</b>	<b>553</b>	<b>471</b>	<b>485</b>

On 20 June 2023, Finance (No.2) Act 2023 was substantively enacted in the UK to implement the OECD Pillar Two model rules and which introduces a global minimum effective tax rate of 15% with effect from 1 January 2024. Santander UK will therefore fall within the scope of these rules from 2024.

However, since this legislation does not apply to earlier periods, Santander UK has no related current tax exposure in 2023. Santander UK has also applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

Santander UK continues to assess its exposure to the Pillar Two legislation for when it comes into effect. This assessment currently indicates that there should be no impact on the UK activities but that an additional top up tax will apply to its operations in Jersey and the Isle of Man where both the statutory rate and effective tax rates are expected to be 10% for 2024. The effect on the Santander UK tax charge for 2024 is not expected to be material.



**Current tax assets and liabilities**

Movements in current tax assets and liabilities during the year were as follows:

	Group	
	2023	2022
	£m	£m
Assets	484	351
<b>At 1 January</b>	484	351
Income statement charge (including discontinued operations)	(451)	(436)
Other comprehensive income (charge)/credit	(70)	159
Corporate income tax received	539	397
Other movements	5	13
	507	484
Assets	507	484
<b>At 31 December</b>	507	484

The amount of corporation income tax paid differs from the tax charge for the period as a result of the timing of payments due to the tax authorities, the effects of movements in deferred tax, adjustments to prior period current tax provisions and current tax recognised directly in other comprehensive income.

Santander UK proactively engages and cooperates with relevant tax authorities in their oversight of the company's tax matters. The accounting policy for recognising provisions for any tax risks identified is described in Note 1. It is not expected that there will be any material movement in such provisions within the next 12 months.

The Santander UK group has applied the UK's Code of Practice on Taxation for Banks following its adoption in 2010. For more information, see our Taxation Strategy on our website [aboutsantander.co.uk](https://www.santander.co.uk/about).

**Deferred tax**

The table below shows the deferred tax balances including the movement in the deferred tax account during the year. Deferred tax balances are presented in the balance sheet after offsetting assets and liabilities where the Santander UK group has the legal right to offset and intends to settle on a net basis.

	Group							
	Fair value of financial instruments	Pension remeasurement	Cash flow hedges	Fair value reserve	Tax losses carried forward	Accelerated tax depreciation	Other temporary differences	Total
	£m	£m	£m	£m	£m	£m	£m	£m
<b>At 1 January 2023</b>	27	(290)	305	(2)	—	35	(105)	(30)
Income statement (charge)/credit	(35)	(63)	—	—	—	(17)	13	(102)
Transfers/reclassifications	—	2	(2)	—	—	—	—	—
Credited/(charged) to other comprehensive income	—	167	(232)	5	—	—	4	(56)
<b>At 31 December 2023</b>	(8)	(184)	71	3	—	18	(88)	(188)
<b>At 1 January 2022</b>	(123)	(508)	(7)	(12)	8	68	1	(573)
Income statement credit/(charge)	150	(49)	—	—	(7)	(33)	(96)	(35)
Transfers/reclassifications	—	—	3	(1)	(1)	—	(1)	—
Credited/(charged) to other comprehensive income	—	267	309	11	—	—	(9)	578
<b>At 31 December 2022</b>	27	(290)	305	(2)	—	35	(105)	(30)

The deferred tax assets and liabilities above have been recognised in the Santander UK group on the basis that sufficient future taxable profits are forecast within the foreseeable future, in excess of the profits arising from the reversal of existing taxable temporary differences, to allow for the utilisation of the assets as they reverse. Based on the conditions at the balance sheet date, management determined that a reasonably possible change in any of the key assumptions underlying the estimated future taxable profits in the Santander UK group's three-year plan (described in Note 20) would not cause a reduction in the deferred tax assets recognised. There are £nil unrecognised deferred tax assets on capital losses carried forward (2022: £nil).

**10. DIVIDENDS ON ORDINARY SHARES**

Dividends on ordinary shares declared and paid in the year were as follows:

	Group			Group		
	2023	2022	2021	2023	2022	2021
	Pence per share	Pence per share	Pence per share	£m	£m	£m
In respect of current year – first interim	5.86	5.62	4.05	414	397	286
– second interim	15.92	8.73	15.01	1,124	616	1,060
	21.78	14.35	19.06	1,538	1,013	1,346

In 2023 an interim dividend of £1,538m (2022: £1,013m, 2021: £1,346m) was paid on the Company's ordinary shares in issue. In 2023, £750m (2022: £300m) of the dividend was a special dividend. These were paid following review and approval by the Board in line with our dividend policy.

## 11. DERIVATIVE FINANCIAL INSTRUMENTS

### a) Use of derivatives

Santander UK undertakes derivative activities primarily to provide customers with risk management solutions and to manage and hedge its own risks. These derivative activities do not give rise to significant open positions in portfolios of derivatives. Any residual position is managed to ensure that it remains within acceptable risk levels, with matching transactions used to achieve this where necessary. When entering into derivatives, Santander UK employs the same credit risk management procedures to assess and approve potential credit exposures that are used for traditional lending.

### b) Analysis of derivatives

The table below includes the notional amounts of transactions outstanding at the balance sheet date; they do not represent actual exposures.

	2023			Group 2022		
	Notional amount £m	Fair value		Notional amount £m	Fair value	
		Assets £m	Liabilities £m		Assets £m	Liabilities £m
<b>Derivatives held for trading:</b>						
Exchange rate contracts	13,536	92	241	14,769	320	299
Interest rate contracts	28,806	398	626	31,599	473	792
Equity and credit contracts	810	143	25	954	142	25
<b>Total derivatives held for trading</b>	<b>43,152</b>	<b>633</b>	<b>892</b>	<b>47,322</b>	<b>935</b>	<b>1,116</b>
<b>Derivatives held for hedging</b>						
<b>Designated as fair value hedges:</b>						
Exchange rate contracts	1,145	29	2	538	12	4
Interest rate contracts	107,753	1,276	843	77,885	1,776	411
	<b>108,898</b>	<b>1,305</b>	<b>845</b>	<b>78,423</b>	<b>1,788</b>	<b>415</b>
<b>Designated as cash flow hedges:</b>						
Exchange rate contracts	21,618	1,008	290	26,035	1,717	186
Interest rate contracts	51,881	554	911	25,971	164	1,463
Equity derivative contracts	59	19	—	51	8	1
	<b>73,558</b>	<b>1,581</b>	<b>1,201</b>	<b>52,057</b>	<b>1,889</b>	<b>1,650</b>
<b>Total derivatives held for hedging</b>	<b>182,456</b>	<b>2,886</b>	<b>2,046</b>	<b>130,480</b>	<b>3,677</b>	<b>2,065</b>
<b>Derivative netting<sup>(1)</sup></b>	<b>—</b>	<b>(2,047)</b>	<b>(2,047)</b>	<b>—</b>	<b>(2,173)</b>	<b>(2,173)</b>
<b>Total derivatives</b>	<b>225,608</b>	<b>1,472</b>	<b>891</b>	<b>177,802</b>	<b>2,439</b>	<b>1,008</b>

(1) Derivative netting excludes the effect of cash collateral, which is offset against the gross derivative position. The amount of cash collateral received that had been offset against the gross derivative assets was £472m (2022: £1,368m) and the amount of cash collateral paid that had been offset against the gross derivative liabilities was £12m (2022: £70m).

At 31 December 2023, the fair value of derivative assets included amounts due from Banco Santander group entities of £802m (2022: £1,346m) and the fair value of derivative liabilities included amounts due to Banco Santander group entities of £298m (2022: £246m).

For information about the impact of netting arrangements on derivative assets and liabilities in the table above, see Note 40.

The table below analyses the notional and fair values of derivatives by trading and settlement method.

	Notional			Total £m	Asset Traded over the counter £m	Liability Traded over the counter £m
	Traded over the counter		Total			
	Settled by central counterparties £m	Not settled by central counterparties £m				
<b>2023</b>						
Exchange rate contracts	—	36,299	36,299	1,129	533	
Interest rate contracts	174,460	13,980	188,440	181	333	
Equity and credit contracts	—	869	869	162	25	
	<b>174,460</b>	<b>51,148</b>	<b>225,608</b>	<b>1,472</b>	<b>891</b>	
<b>2022</b>						
Exchange rate contracts	—	41,342	41,342	2,049	489	
Interest rate contracts	124,638	10,817	135,455	240	493	
Equity and credit contracts	—	1,005	1,005	150	26	
	<b>124,638</b>	<b>53,164</b>	<b>177,802</b>	<b>2,439</b>	<b>1,008</b>	

### c) Analysis of derivatives designated as hedges

Santander UK applies hedge accounting on both a fair value and cash flow basis depending on the nature of the underlying exposure. We establish the hedge ratio by matching the notional of the derivative with the underlying position being hedged. Only the designated risk is hedged and therefore other risks, such as credit risk are managed but not hedged. For interest rate hedges, the designated hedged risk is determined with reference to the underlying benchmark rate.

#### Fair value hedges

##### Portfolio hedges of interest rate risk

Santander UK holds portfolios of fixed rate assets and liabilities which expose it to changes in fair value due to movements in market interest rates. We manage these exposures by entering into interest rate swaps. Each portfolio contains assets or liabilities that are similar in nature and share the risk exposure that is designated as being hedged.

The interest rate risk component is the change in fair value of fixed rate instruments for changes in the designated benchmark rate. Such changes are usually the largest component of the overall change in fair value. Separate hedges are maintained for each underlying currency. Effectiveness is assessed by comparing changes in the fair value of the hedged item attributable to changes in the designated benchmark interest rate, with changes in the fair value of the interest rate swaps.

##### Micro hedges of interest rate risk and foreign currency risk

Santander UK accesses international markets to obtain funding, to issue fixed rate debt or to invest in fixed rate debt of other issuers as part of maintaining a portfolio of HQLA (High Quality Liquid Assets) in its functional currency and other currencies. We are therefore exposed to changes in fair value due to changes in market interest rates and/or foreign exchange rates, principally in USD and EUR, which we mitigate through the use of receive fixed/pay floating rate interest rate swaps and/or receive fixed/pay floating rate cross currency swaps.

The interest rate risk component is the change in fair value of the fixed rate debt due to changes in the benchmark rate. The foreign exchange component is the change in the fair value of the fixed rate debt issuance due to changes in foreign exchange rates prevailing from the time of execution. Effectiveness is assessed by using linear regression techniques to compare changes in the fair value of the debt caused by changes in the benchmark interest rate and foreign exchange rates, with changes in the fair value of the interest rate swaps and/or cross currency swaps.

#### Cash flow hedges

##### Hedges of interest rate risk

Santander UK manages its exposure to the variability in cash flows of floating rate assets and liabilities attributable to movements in market interest rates by entering into interest rate swaps. The interest rate risk component is determined with reference to the underlying benchmark rate attributable to the floating rates asset or liability. Designated benchmark rates referenced are currently SONIA or BoE base rate. Effectiveness is assessed by comparing changes in the fair value of the interest rate swap with changes in the fair value of the hedged item attributable to the hedged risk, applying a hypothetical derivative method using linear regression techniques.

##### Hedges of foreign currency risk

As Santander UK obtains funding in international markets, we assume significant foreign currency risk exposure, mainly in USD and EUR. In addition, Santander UK also holds debt securities for liquidity purposes which assumes foreign currency exposure, principally in JPY and CHF.

Santander UK manages the exposures to the variability in cash flows of foreign currency denominated assets and liabilities to movements in foreign exchange rates by entering into either foreign exchange contracts (spot, forward and swaps) or cross currency swaps. These instruments are entered into to match the cash flow profile and maturity of the estimated interest and principal repayments of the hedged item.

The foreign currency risk component is the change in cash flows of the foreign currency debt arising from changes in the relevant foreign currency forward exchange rate. Such changes constitute a significant component of the overall changes in cash flows of the instrument. Effectiveness is assessed by comparing changes in the fair value of the foreign exchange contracts (spot, forward and swaps) or cross currency swaps with changes in the fair value of the hedged debt attributable to the hedged risk applying a hypothetical derivative method using linear regression techniques.

##### Equity risk on cash settled share-based transactions

Santander Equity Investments Limited (SEIL) offers employees the chance to buy shares in Banco Santander SA at a discount under Sharesave, or other incentive schemes. This exposes Santander UK to equity price risk. The equity risk is managed by purchasing share options which allow Santander UK to buy shares at a fixed price. These instruments are entered into to match the amount of employee share options expected to be exercised.

The equity price risk is the change in cash flows arising from the change in share price over time. Santander UK established the hedge ratio by matching the notional of the derivative with the notional of the employee share options being hedged. Effectiveness is assessed using the Dollar Offset method by comparing the actual changes in the intrinsic value of the hedging instruments and the actual changes in the intrinsic value of the hedged item which have resulted from the actual movements in the Banco Santander share price.

#### Possible sources of hedge ineffectiveness

For both fair value and cash flow hedges, hedge ineffectiveness can arise from hedging derivatives with a non-zero fair value at the date of initial designation. In addition, for:

##### Fair value hedges

Hedge ineffectiveness can also arise due to differences in discounting between the hedged item and the hedging instrument as cash collateralised swaps discount using Overnight Indexed Swaps discount curves not applied to the hedged item; and where counterparty credit risk impacts the fair value of the derivative but not the hedged item. For portfolio hedges of interest rate risk, it can also arise due to differences in the expected and actual volume of prepayments.

##### Cash flow hedges

Hedge ineffectiveness can also arise due to differences in the timing of cash flows between the hedged item and the hedging instrument. For micro hedges of interest rate risk, it can also arise due to differences in the basis of cash flows between the hedged item and the hedging instrument. For hedges of equity risk on cash settled share-based transactions, it can also arise due to changes in the expected number of Sharesave options to be exercised.

**Maturity profile and average price/rate of hedging instruments**

The following table sets out the maturity profile and average price/rate of the hedging instruments used in the Santander UK group's hedging strategies:

2023	Hedging Instruments						Group
		≤1 month	>1 and ≤3 months	>3 and ≤12 months	>1 and ≤5 years	>5 years	Total
<b>Fair value hedges:</b>							
Interest rate risk	Interest rate contracts - Nominal amount (£m)	3,612	7,141	32,241	60,803	3,008	106,805
	Average fixed interest rate - GBP	2.38 %	3.19 %	3.42 %	3.89 %	3.99 %	
	Average fixed interest rate - EUR	1.14 %	0.18 %	0.45 %	0.21 %	3.92 %	
	Average fixed interest rate - USD	2.60 %	2.46 %	4.23 %	1.36 %	4.91 %	
Interest rate/FX risk	Exchange rate contracts - Nominal amount (£m)	—	18	—	1,041	86	1,145
	Interest rate contracts - Nominal amount (£m)	—	18	—	844	86	948
	Average GBP - EUR exchange rate	—	1.11	—	1.16	1.15	
	Average GBP - USD exchange rate	—	—	—	1.32	—	
	Average fixed interest rate - EUR	—	—	—	2.77 %	3.48 %	
	Average fixed interest rate - USD	—	—	—	4.83 %	—	
<b>Cash flow hedges:</b>							
Interest rate risk	Interest rate contracts - Nominal amount (£m)	911	3,083	13,671	27,715	1,219	46,599
	Average fixed interest rate - GBP	5.06 %	3.05 %	5.38 %	3.84 %	3.45 %	
FX risk	Exchange rate contracts - Nominal amount (£m)	927	3,238	2,692	9,447	588	16,892
	Interest rate contracts - Nominal amount (£m)	—	2,199	—	—	942	3,141
	Average GBP - JPY exchange rate	154.14	153.95	167.85	—	—	
	Average GBP - CHF exchange rate	1.09	1.09	1.09	1.12	1.12	
	Average GBP - EUR exchange rate	—	1.20	1.17	1.18	—	
	Average GBP - USD exchange rate	—	1.39	—	1.28	1.39	
Equity risk	Equity derivative contracts - Nominal amount (£m)	—	—	7	50	2	59
Interest rate/FX risk	Exchange rate contracts - Nominal amount (£m)	87	785	500	2,896	458	4,726
	Interest rate contracts - Nominal amount (£m)	—	—	—	1,975	166	2,141
	Average GBP - EUR exchange rate	1.18	—	1.25	1.20	1.19	
	Average GBP - USD exchange rate	—	1.66	—	1.38	1.54	
	Average fixed interest rate - GBP	2.57 %	2.54 %	2.96 %	2.42 %	4.81 %	
<b>2022</b>							
<b>Fair value hedges:</b>							
Interest rate risk	Interest rate contracts - Nominal amount (£m)	2,210	4,468	21,678	45,451	3,808	77,615
	Average fixed interest rate - GBP	2.58 %	0.88 %	0.56 %	2.07 %	3.78 %	
	Average fixed interest rate - EUR	1.77 %	1.60 %	0.77 %	0.28 %	3.09 %	
	Average fixed interest rate - USD	1.35 %	3.47 %	3.51 %	2.00 %	4.92 %	
Interest rate/FX risk	Exchange rate contracts - Nominal amount (£m)	—	—	66	465	7	538
	Interest rate contracts - Nominal amount (£m)	—	—	—	263	7	270
	Average GBP - EUR exchange rate	—	—	1.20	1.16	1.10	
	Average GBP - USD exchange rate	—	—	—	1.19	—	
	Average fixed interest rate - EUR	—	—	3.42 %	2.06 %	—	
	Average fixed interest rate - USD	—	—	—	4.63 %	—	
<b>Cash flow hedges:</b>							
Interest rate risk	Interest rate contracts - Nominal amount (£m)	1,042	2,191	1,940	13,060	1,076	19,309
	Average fixed interest rate - GBP	1.77 %	2.29 %	1.98 %	2.35 %	1.84 %	
FX risk	Exchange rate contracts - Nominal amount (£m)	2,301	3,135	2,381	10,606	1,163	19,586
	Interest rate contracts - Nominal amount (£m)	415	—	—	2,325	997	3,737
	Average GBP - JPY exchange rate	—	157.45	160.04	—	—	
	Average GBP - CHF exchange rate	—	1.13	—	—	—	
	Average GBP - EUR exchange rate	—	—	1.12	1.18	1.17	
	Average GBP - USD exchange rate	1.22	1.25	1.17	1.31	1.39	
Equity risk	Equity derivative contracts - Nominal amount (£m)	—	—	6	43	2	51
Interest rate/FX risk	Exchange rate contracts - Nominal amount (£m)	—	—	1,173	4,626	650	6,449
	Interest rate contracts - Nominal amount (£m)	—	—	585	2,132	208	2,925
	Average GBP - EUR exchange rate	—	—	1.19	1.21	1.20	
	Average GBP - USD exchange rate	—	—	1.60	1.50	1.54	
	Average fixed interest rate - GBP	—	—	3.27 %	2.58 %	4.59 %	

## Net gains or losses arising from fair value and cash flow hedges included in other operating income

	2023 £m	2022 £m	Group 2021 £m
<b>Fair value hedging:</b>			
(Losses)/gains on hedging instruments	(1,878)	2,371	846
Gains/(losses) on hedged items attributable to hedged risks	1,893	(2,307)	(804)
Fair value hedging ineffectiveness	15	64	42
Cash flow hedging ineffectiveness	3	(36)	(34)
	<b>18</b>	<b>28</b>	<b>8</b>

Hedge ineffectiveness can be analysed by risk category as follows:

	2023			2022			Group 2021		
	Change in FV of hedging £m	Change in FV of hedged £m	Recognised in income statement £m	Change in FV of hedging instruments £m	Change in FV of hedged items £m	Recognised in income statement £m	Change in FV of hedging instruments £m	Change in FV of hedged items £m	Recognised in income statement £m
<b>Fair value hedges:</b>									
Interest rate risk	(1,864)	1,874	10	2,382	(2,324)	58	868	(838)	30
Interest rate/FX risk	(14)	19	5	(11)	17	6	(22)	34	12
	<b>(1,878)</b>	<b>1,893</b>	<b>15</b>	<b>2,371</b>	<b>(2,307)</b>	<b>64</b>	<b>846</b>	<b>(804)</b>	<b>42</b>

				Hedging Instruments Recognised in Change in FV £m		Recognised in OCI £m		Recognised in income statement £m		Reclassified from reserves to income £m	
Cash flow hedges: <b>Income statement line item affected by reclassification</b>											
<b>2023</b>											
Interest rate risk	Net interest income			449	(447)	2	—	—	—	—	(464)
FX risk	Net interest income/other operating income			(375)	377	2	—	—	—	—	(392)
Equity risk	Operating expenses			20	(20)	—	—	—	—	—	13
Interest rate/FX risk	Net interest income/other operating income			(238)	237	(1)	—	—	—	—	(388)
				<b>(144)</b>	<b>147</b>	<b>3</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(1,231)</b>
<b>2022</b>											
Interest rate risk	Net interest income			(1,150)	1,150	—	—	—	—	—	(96)
FX risk	Net interest income/other operating income			1,602	(1,602)	—	—	—	—	—	1,691
Equity risk	Operating expenses			2	(2)	—	—	—	—	—	2
Interest rate/FX risk	Net interest income/other operating income			(54)	18	(36)	—	—	—	—	533
				<b>400</b>	<b>(436)</b>	<b>(36)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>2,130</b>
<b>2021</b>											
Interest rate risk	Net interest income			(312)	306	(6)	—	—	—	—	70
FX risk	Net interest income/other operating income			(54)	54	—	—	—	—	—	(158)
Equity risk	Operating expenses			(1)	1	—	—	—	—	—	2
Interest rate/FX risk	Net interest income/other operating income			(542)	514	(28)	—	—	—	—	(273)
				<b>(909)</b>	<b>875</b>	<b>(34)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(359)</b>

In 2023, cash flow hedge accounting of £nil (2022: £10m) had to cease due to the hedged cash flows no longer being expected to occur.

The following table provides a reconciliation by risk category of components of equity and analysis of OCI items (before tax) resulting from hedge accounting.

		2023 £m	Group 2022 £m
<b>Balance at 1 January</b>		<b>(1,561)</b>	<b>133</b>
<b>Effective portion of changes in fair value:</b>			
– Interest rate risk		<b>447</b>	(1,150)
– Foreign currency risk		<b>(377)</b>	1,602
– Equity risk		<b>20</b>	2
– Interest rate/foreign currency risk		<b>(237)</b>	(18)
		<b>(147)</b>	<b>436</b>
<b>Income statement transfers:</b>			
– Interest rate risk		<b>464</b>	96
– Foreign currency risk		<b>392</b>	(1,691)
– Equity risk		<b>(13)</b>	(2)
– Interest rate/foreign currency risk		<b>388</b>	(533)
		<b>1,231</b>	<b>(2,130)</b>
<b>Balance at 31 December</b>		<b>(477)</b>	<b>(1,561)</b>



**Hedged exposures**

Santander UK hedges its exposures to various risks, including interest rate risk and foreign currency risk, as set out in the following table.

	2023					Group 2022				
	Accumulated amount of FV hedge adjustments				Change in value to calculate hedge ineffectiveness	Accumulated amount of FV hedge adjustments				Change in value to calculate hedge ineffectiveness
	Carrying value	Hedged item	Portfolio hedge of interest rate risks	Of which discontinued hedges		Carrying value	Hedged item	Portfolio hedge of interest rate risks	Of which discontinued hedges	
					£m					£m
<b>Fair value hedges</b>										
<b>Interest rate risk:</b>										
Loans and advances to customers	73,270	—	(622)	(435)	1,969	60,783	—	(2,637)	(651)	(2,708)
Other financial assets at amortised cost	152	1	(8)	(8)	5	156	—	(12)	2	(14)
Reverse repurchase agreements – non trading	6,186	—	—	—	4	4,045	—	(5)	(1)	—
Other financial assets at FVOCI	2,013	(113)	—	(131)	82	2,325	(200)	—	35	(227)
Deposits by customers	(15,052)	—	(10)	—	(15)	(1,394)	—	5	—	5
Debt securities in issue	(5,065)	162	(75)	(114)	(170)	(5,210)	355	(95)	(172)	566
Subordinated liabilities	(522)	(27)	(1)	(42)	(1)	(250)	(27)	(6)	(62)	54
<b>Interest rate/FX risk:</b>										
Other financial assets at FVOCI	989	4	—	—	12	237	(21)	—	1	(9)
Debt securities in issue	(214)	(14)	—	(24)	8	(290)	(18)	—	(37)	27
Subordinated liabilities	—	—	—	—	(1)	1	1	—	1	(1)
	<b>61,757</b>	<b>13</b>	<b>(716)</b>	<b>(754)</b>	<b>1,893</b>	<b>60,403</b>	<b>90</b>	<b>(2,750)</b>	<b>(884)</b>	<b>(2,307)</b>

Hedged item balance sheet line item	2023			Group 2022		
	Change in value to calculate hedge ineffectiveness	Cash flow hedge reserve	Balances on cash flow hedge reserve for discontinued hedges	Change in value to calculate hedge ineffectiveness	Cash flow hedge reserve	Balances on cash flow hedge reserve for discontinued hedges
	£m	£m	£m	£m	£m	£m
<b>Cash flow hedges:</b>						
<b>Interest rate risk:</b>						
Loans and advances to customers	(163)	(455)	1	925	(999)	(1)
Cash and balances at central banks	(283)	100	(76)	233	(274)	(106)
Deposits by banks	(1)	(1)	—	(8)	7	—
<b>FX risk:</b>						
Other financial assets at FVOCI	(253)	1	—	—	(6)	—
Not applicable – highly probable forecast transactions	88	1	—	(349)	2	—
Deposits by customers	(21)	—	—	(74)	—	—
Debt securities in issue	605	(9)	—	(1,142)	(19)	(2)
Repurchase agreements - non trading	(42)	—	—	(37)	—	—
<b>Equity risk:</b>						
Other liabilities	(20)	10	—	(2)	3	—
<b>Interest rate/FX risk:</b>						
Debt securities in issue/loans and advances to customers	194	(114)	—	55	(244)	(3)
Subordinated liabilities/loans and advances to customers	43	(10)	52	(37)	(31)	77
	<b>147</b>	<b>(477)</b>	<b>(23)</b>	<b>(436)</b>	<b>(1,561)</b>	<b>(35)</b>

## 12. OTHER FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023	Group 2022
	£m	£m
Loans and advances to customers:		
Loans to housing associations	8	4
Other loans	347	335
	355	339
Debt securities	168	16
Other debt instruments	49	69
Equity securities	30	10
	602	434

In 2023, Santander UK revalued a portfolio of unlisted equity securities held at fair value through profit or loss in Santander Equity Investments Limited (SEIL) ahead of the sale of part of the portfolio, resulting in a gain of £46m.

For the Santander UK group, other financial assets at FVTPL comprised £317m (2022: £312m) of financial assets designated at FVTPL and £285m (2022: £122m) of financial assets mandatorily held at FVTPL.

Loans and advances to customers principally represent other loans, being a portfolio of roll-up mortgages and deferred consideration. These are managed, and have their performance evaluated, on a fair value basis in accordance with a documented investment strategy, and information about them is provided on that basis to management. Since 2009, the Santander UK group's policy has been not to designate similar new loans at FVTPL.

The net loss in the year attributable to changes in credit risk for loans and advances at FVTPL was £nil (2022: £1m, 2021: £nil). The cumulative net loss attributable to changes in credit risk for loans and advances at FVTPL at 31 December 2023 was £3m (2022: £3m, 2021: £2m).

## 13. LOANS AND ADVANCES TO CUSTOMERS

	2023	Group 2022
	£m	£m
Loans secured on residential properties	176,495	188,282
Corporate loans	18,454	19,057
Finance leases	4,530	4,645
Other unsecured loans	7,232	7,742
Accrued interest and other adjustments	960	904
Amounts due from fellow Banco Santander subsidiaries and joint ventures	4,488	4,165
<b>Loans and advances to customers</b>	<b>212,159</b>	<b>224,795</b>
Credit impairment loss allowances on loans and advances to customers	(916)	(933)
Residual value and voluntary termination provisions on finance leases	(21)	(22)
<b>Net loans and advances to customers</b>	<b>211,222</b>	<b>223,840</b>

For movements in expected credit losses, see the 'Movement in total exposures and the corresponding ECL' table in the Santander UK group level - Credit risk review section of the Risk review.

Finance lease and hire purchase contract receivables may be analysed as follows:

	2023			Group 2022		
	Gross investment	Unearned finance income	Net investment	Gross investment	Unearned finance income	Net investment
	£m	£m	£m	£m	£m	£m
No later than one year	1,502	(216)	1,286	1,493	(182)	1,311
Later than one year and not later than two years	1,426	(208)	1,218	1,367	(168)	1,199
Later than two years and not later than three years	1,331	(194)	1,137	1,190	(147)	1,043
Later than three years and not later than four years	882	(129)	753	1,044	(129)	915
Later than four years and not later than five years	99	(14)	85	143	(18)	125
Later than five years	60	(9)	51	59	(7)	52
	5,300	(770)	4,530	5,296	(651)	4,645

The Santander UK group enters into finance leasing arrangements primarily for the financing of motor vehicles and a range of assets for its corporate customers. Included in the carrying value of net investment in finance leases and hire purchase contracts is £1,830m (2022: £1,761m) of unguaranteed RV at the end of the current lease terms, which is expected to be recovered through re-payment, re-financing or sale. Contingent rent income of nil (2022: £nil, 2021: £nil) was earned in the year, which was classified in 'Interest and similar income'. Finance income on the net investment in finance leases was £266m (2022: £230m, 2021: £243m).

Finance lease receivable balances are secured over the asset leased. The Santander UK group is not permitted to sell or repledge the asset in the absence of default by the lessee. The Directors consider that the carrying amount of the finance lease receivables approximates to their fair value.

Included within loans and advances to customers are advances assigned to bankruptcy remote structured entities and Abbey Covered Bonds LLP. These loans provide security to issues of covered bonds and mortgage-backed or other asset-backed securities issued by the Santander UK group. For more, see Note 14.

At 31 December 2023 and 2022, the Santander UK group had contracted with lessees for the following future undiscounted minimum lease payments receivable under operating leases.

	Group	
	2023	2022
	£m	£m
No later than one year	29	31
Later than one year and not later than two years	26	28
Later than two years and not later than three years	19	23
Later than three years and not later than four years	14	13
Later than four years and not later than five years	7	11
Later than five years	19	22
	114	128

## 14. SECURITISATIONS AND COVERED BONDS

The information in this Note relates to securitisations and covered bonds for consolidated structured entities, used to obtain funding or collateral. It excludes structured entities relating to credit protection transactions.

The Santander UK group uses structured entities to securitise some of the mortgage and other loans to customers that it originates. The Santander UK group also issues covered bonds, which are guaranteed by, and secured against, a pool of the Santander UK group's mortgage loans transferred to Abbey Covered Bonds LLP. The Santander UK group issues mortgage-backed securities, other asset-backed securities and covered bonds mainly in order to obtain diverse, low-cost funding, but also to use as collateral for raising funds via third party bilateral secured funding transactions or for liquidity purposes in the future. The Santander UK group has successfully used bilateral secured transactions as an additional form of medium-term funding; this has allowed the Santander UK group to further diversify its medium-term funding investor base.

Loans and advances to customers include portfolios of residential mortgage loans, and receivables derived from credit agreements with retail customers for the purchases of financed vehicles, which are subject to non-recourse finance arrangements. These loans and receivables have been purchased by, or assigned to, structured entities or Abbey Covered Bonds LLP, and have been funded primarily through the issue of mortgage-backed securities, other asset-backed securities or covered bonds. No gain or loss has been recognised as a result of these sales. The structured entities and Abbey Covered Bonds LLP are consolidated as subsidiary undertakings. The Company and its subsidiaries do not own directly, or indirectly, any of the share capital of any of the structured entities.

### a) Securitisations

#### i) Master trust structures

The Santander UK group makes use of master trust structures, whereby a pool of residential mortgage loans is assigned to a trust company by the asset originator. A funding entity acquires a beneficial interest in the pool of assets held by the trust company with funds borrowed from qualifying structured entities, which at the same time issue asset-backed securities to third-party investors or the Santander UK group.

Santander UK plc and its subsidiaries receive payments from the securitisation companies in respect of fees for administering the loans, and payment of deferred consideration for the sale of the loans. Santander UK plc and its subsidiaries have no right or obligation to repurchase any securitised loan, except if certain representations and warranties given by Santander UK plc or its subsidiaries at the time of transfer are breached and, in certain cases, if there is a product switch or further advance, if a securitised loan is in arrears for over two months or if a securitised loan does not comply with regulatory requirements.

#### ii) Other securitisation structures

The Santander UK group also makes use of auto loan securitisations, whereby a pool of auto loans originated by a member of the Santander UK group is sold to a special purpose vehicle by the asset originator. The special purpose vehicle funds the purchase of the auto loans by issuing asset-backed securities to third-party investors. A proportion of the securities are also retained by members of the Santander UK group. Members of the Santander UK group also receive payments from the special purpose vehicle in respect of fees for administering the auto loans, and payment of deferred consideration for the sale of the auto loans. The seller has no right or obligation to repurchase any securitised loan, except if certain representations and warranties given by the seller at the time of transfer are breached and, in certain cases, if there has been a subsequent variation in the terms of the underlying auto loan not permitted under the sale agreement.

**b) Covered bonds**

Santander UK plc also issues covered bonds, which are its direct, unsecured and unconditional obligation. The covered bonds benefit from a guarantee from Abbey Covered Bonds LLP. Santander UK plc makes a term advance to Abbey Covered Bonds LLP equal to the sterling proceeds of each issue of covered bonds. Abbey Covered Bonds LLP uses the proceeds of the term advance to purchase portfolios of residential mortgage loans and their security from Santander UK plc. Under the terms of the guarantee, Abbey Covered Bonds LLP has agreed to pay an amount equal to the guaranteed amounts when the same shall become due for payment, but which would otherwise be unpaid by Santander UK plc.

**c) Analysis of securitisations and covered bonds**

The Santander UK group's principal securitisation programmes and covered bond programme, together with the balances of the advances subject to securitisation (or for the covered bond programme assigned) and the carrying value of the notes in issue at 31 December 2023 and 2022 are listed below.

	Gross assets		External notes in issue		Notes issued to Santander UK plc/subsidiaries as collateral	
	2023 £m	2022 £m	2023 £m	2022 £m	2023 £m	2022 £m
<b>Mortgage-backed master trust structures:</b>						
– Holmes	3,242	1,646	2,119	790	300	176
– Fosse	2,048	2,028	100	100	1,382	1,365
	<b>5,290</b>	<b>3,674</b>	<b>2,219</b>	<b>890</b>	<b>1,682</b>	<b>1,541</b>
<b>Other asset-backed securitisation structures:</b>						
– Motor	—	6	—	7	—	—
– Repton	757	—	550	—	—	—
	<b>757</b>	<b>6</b>	<b>550</b>	<b>7</b>	<b>—</b>	<b>—</b>
<b>Total securitisation programmes</b>	<b>6,047</b>	<b>3,680</b>	<b>2,769</b>	<b>897</b>	<b>1,682</b>	<b>1,541</b>
<b>Covered bond programme:</b>						
– Euro 35bn Global Covered Bond Programme	21,880	21,304	15,000	15,205	—	—
<b>Total securitisation and covered bond programmes</b>	<b>27,927</b>	<b>24,984</b>	<b>17,769</b>	<b>16,102</b>	<b>1,682</b>	<b>1,541</b>

The following table sets out the internal and external issuances and redemptions in 2023 and 2022 for each securitisation and covered bond programme.

	Internal issuances		External issuances		Internal redemptions		External redemptions	
	2023 £m	2022 £m	2023 £m	2022 £m	2023 £m	2022 £m	2023 £m	2022 £m
<b>Mortgage-backed master trust structures:</b>								
– Holmes	241	—	1,500	600	121	100	186	200
– Fosse	—	—	—	—	—	—	—	200
<b>Other asset-backed securitisation structures:</b>								
– Motor	—	—	—	—	—	—	7	33
– Repton	—	—	550	—	—	—	—	—
<b>Covered bond programme:</b>								
– Euro 35bn Global Covered Bond Programme	1,100	—	1,844	4,200	16	100	1,897	1,700
	<b>1,341</b>	<b>—</b>	<b>3,894</b>	<b>4,800</b>	<b>137</b>	<b>200</b>	<b>2,090</b>	<b>2,133</b>

During 2023, the remaining asset-backed notes from the Motor securitisation structure were redeemed. In 2023 Repton 2023-1 Limited borrowed £550m through an asset-backed variable funding note facility. Repayment of this will begin in 2025.

Holmes Funding Ltd has a beneficial interest of £2,396m (2022: £796m) in the residential mortgage loans held by Holmes Trustees Ltd. The remaining share of the beneficial interest in residential mortgage loans held by Holmes Trustees Ltd belongs to Santander UK plc.

Fosse Funding (No.1) Ltd has a beneficial interest of £1,393m (2022: £1,465m) in the residential mortgage loans held by Fosse Trustee (UK) Ltd. The remaining share of the beneficial interest in residential mortgage loans held by Fosse Trustee (UK) Ltd belongs to Santander UK plc.

The Holmes securitisation companies have cash deposits of £80m (2022: £112m), which have been accumulated to finance the redemption of a number of securities issued by the Holmes securitisation companies. The share of Holmes Funding Ltd in the trust assets is therefore reduced by this amount.

The Fosse securitisation companies have cash deposits of £108m (2022: £108m), which have been accumulated to finance the redemption of a number of securities issued by Fosse securitisation companies. The share of Fosse Funding (No.1) Ltd's beneficial interest in the assets held by Fosse Trustee (UK) Ltd is therefore reduced by this amount.

## 15. TRANSFERS OF FINANCIAL ASSETS NOT QUALIFYING FOR DERECOGNITION

The Santander UK group enters into transactions in the normal course of business by which it transfers recognised financial assets directly to third parties or to structured entities. These transfers may give rise to the full or partial derecognition of those financial assets. Transferred financial assets that do not qualify for derecognition consist of (i) securities held by counterparties as collateral under repurchase agreements, (ii) securities lent under securities lending agreements, and (iii) loans that have been securitised under arrangements by which the Santander UK group retains a continuing involvement in such transferred assets.

As a result of these sale and repurchase and securities lending transactions, the Santander UK group is unable to use, sell or pledge the transferred assets for the duration of the transaction. The Santander UK group remains exposed to interest rate risk and credit risk on these pledged instruments. The counterparty's recourse is not limited to the transferred assets.

The Santander UK group securitisation transfers do not qualify for derecognition. The Santander UK group remains exposed to credit risks arising from the mortgage loans or credit agreements and has retained control of the transferred assets. Circumstances in which the Santander UK group has continuing involvement in the transferred assets may include retention of servicing rights over the transferred assets (the servicing fee in respect of which is dependent on the amount or timing of the cash flows collected from, or the non-performance of, the transferred assets), entering into a derivative transaction with the securitisation vehicle, retaining an interest in the securitisation vehicle or providing a cash reserve fund. Where the Santander UK group has continuing involvement, it continues to recognise the transferred assets to the extent of its continuing involvement and recognises an associated liability. The net carrying amount of the transferred assets and associated liabilities reflects the rights and obligations that the Santander UK group has retained.

The following table analyses the carrying amount of financial assets that did not qualify for derecognition and their associated financial liabilities:

Nature of transaction	2023		Group	
	Assets £m	Liabilities £m	Assets £m	Liabilities £m
Sale and repurchase agreements	14	(14)	120	(128)
Securities lending agreements	3,136	(2,735)	2,871	(2,509)
Securitisations (See Notes 14 and 26)	6,047	(2,769)	3,680	(897)
	9,197	(5,518)	6,671	(3,534)

## 16. REVERSE REPURCHASE AGREEMENTS – NON-TRADING

	Group	
	2023 £m	2022 £m
Agreements with banks	2,397	885
Agreements with customers	10,071	6,463
	12,468	7,348

## 17. OTHER FINANCIAL ASSETS AT AMORTISED COST

	Group	
	2023 £m	2022 £m
Asset backed securities	—	—
Debt securities	152	156
	152	156

A significant portion of the debt securities are held in our eligible liquidity pool and consist mainly of government bonds and covered bonds. Detailed disclosures can be found in the 'Liquidity risk' section of the Risk review.

## 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	Group	
	2023 £m	2022 £m
Debt securities	8,481	6,024
	8,481	6,024

A significant portion of the debt securities are held in our eligible liquidity pool and consist mainly of government bonds and covered bonds. Detailed disclosures can be found in the 'Liquidity risk' section of the Risk review.



## 19. INTERESTS IN OTHER ENTITIES

	Group	
	2023	2022
	£m	£m
Joint Ventures	245	252
	245	252

The Santander UK group consists of a parent company, Santander UK Group Holdings plc, incorporated and domiciled in the UK and a number of subsidiaries and joint ventures held directly and indirectly by it.

Details of subsidiaries and joint ventures are set out in the Shareholder Information section and form an integral part of these financial statements.

Details of subsidiaries benefitting from an audit exemption according to section 479A of the Companies Act 2006 are also set out in the Shareholder Information section and form an integral part of these financial statements.

### a) Interests in subsidiaries

The Company holds directly or indirectly 100% of the issued ordinary share capital of its principal subsidiaries. All companies operate principally in their country of incorporation or registration. SFS has branch offices in Jersey and the Isle of Man.

### Interests in consolidated structured entities

Structured entities are formed by Santander UK to accomplish specific and well-defined objectives. Santander UK consolidated these structured entities when the substance of the relationship indicates control, as described in Note 1. In addition to the structured entities disclosed in Note 14 which are used for securitisation and covered bond programmes, the only other structured entities consolidated by Santander UK are described below. All the external assets and liabilities in these entities are included in the financial statements and in relevant Notes. Other than as set out below, no significant judgements were required with respect to control or significant influence.

#### Motor Securities 2018-1 Designated Activity Company (Motor 2018)

Motor 2018 is a credit protection entity, and a Designated Activity Company limited by shares, incorporated in Ireland. It issued a series of credit linked notes varying in seniority which referenced a portfolio of Santander UK group auto loans. Concurrently, this entity sold credit protection to SCUUK in respect of the referenced loans and, in return for a fee, was liable to make protection payments to SCUUK upon the occurrence of a credit event in relation to any of the referenced loans. Motor 2018 is consolidated as Santander UK held a variable interest by retaining the junior tranche of notes issued by the entity. The outstanding notes were redeemed and the transaction terminated in 2023.

### b) Interests in joint ventures

Santander UK does not have any individually material interests in joint ventures. In 2023, Santander UK's share in the profit after tax of its joint ventures was £43m (2022: £36m) before elimination of transactions between Santander UK and the joint ventures. At 31 December 2023, the carrying amount of Santander UK's interest was £245m (2022: £252m). At 31 December 2023 and 2022, the joint ventures had no commitments and contingent liabilities.

### c) Interests in unconsolidated structured entities

#### Structured entities sponsored by the Santander UK group

Santander UK has interests in structured entities which it sponsors but does not control. Santander UK considers itself a sponsor of a structured entity when it facilitates the establishment of the structured entity. Other than as set out below, no significant judgements were required with respect to control or significant influence. The structured entities sponsored but not consolidated by Santander UK are as follows:

#### i) Santander (UK) Common Investment Fund (the Fund)

The Fund is a common investment fund that was established to hold the assets of the Santander (UK) Group Pension Scheme. The Fund is not consolidated by Santander UK, but its assets of £8,551m (2022: £8,646m) are accounted for as part of the defined benefit assets and obligations recognised on Santander UK's balance sheet. For more on the Fund, see Note 30. As the Fund holds the assets of the pension scheme, it is outside the scope of IFRS 10. Santander UK's maximum exposure to loss is the carrying amount of the assets held.

#### ii) Credit protection entities

Santander UK has established four (2022: four) unconsolidated credit protection entities, which are Designated Activity Companies limited by shares, incorporated in Ireland. Each entity has issued a series of credit linked notes varying in seniority which reference portfolios of Santander UK group loans. Concurrently, these entities sell credit protection to Santander UK in respect of the referenced loans and, in return for a fee, are liable to make protection payments to Santander UK upon the occurrence of a credit event in relation to any of the referenced loans.

Santander UK has no holdings in senior credit linked notes (2022: £180m). Junior credit linked notes, which amounted to £185m (2022: £465m), are all held by third party investors and suffer the first losses incurred in the referenced portfolios. Funds raised by the sale of the credit linked notes are deposited with Santander UK as collateral for the credit protection.

The senior credit linked notes, along with the deposits and associated guarantees, are presented on a net basis, to reflect a legal right of set-off between the principal amounts of senior notes and the cash deposits. Deposits and associated guarantees in respect of the junior credit linked notes are included in 'Deposits by customers' (see Note 23).

The entities are not consolidated by Santander UK because the third-party investors have the exposure, or rights, to all of the variability of returns from the performance of the entities. No assets are transferred to, or income received from, these entities. Since the credit linked notes (including those held by Santander UK) are fully cash collateralised, Santander UK's maximum exposure to loss is equal to any unamortised fees paid to the entities in connection with the credit protection outlined above.

#### Structured entities not sponsored by the Santander UK group

Santander UK also has interests in structured entities which it does not sponsor or control. These consist of holdings of mortgage and other asset backed securities issued by entities that were established and/or sponsored by other unrelated financial institutions. These securities comprise the asset backed securities included in Note 17. Management has concluded that the Santander UK group has no control or significant influence over these entities and that the carrying value of the interests held in these entities represents the maximum exposure to loss.

## 20. INTANGIBLE ASSETS

### a) Goodwill

	Group		
	Cost	Accumulated impairment	Carrying amount
	£m	£m	£m
At 31 December 2022 and 1 January 2023 and 31 December 2023	1,285	(86)	1,199

#### Impairment of goodwill

In 2023 and 2022, no impairment of goodwill was recognised. Goodwill is tested for impairment annually, or more frequently, if reviews identify an impairment indicator or when events or changes in circumstances dictate. Goodwill is tested for impairment annually at 31 December, with a review for impairment indicators at 30 June.

The annual review identified that the risks of ongoing global conflicts, places increasing uncertainty on the UK economic trajectory, and its potential impact on the carrying value of goodwill as impairment indicators for all cash-generating units (CGUs). As a result, management updated the impairment test at 31 December 2023 for all CGUs.

#### Basis of the recoverable amount

The recoverable amount of all CGUs was determined based on its value in use (VIU) methodology at each testing date. For each CGU, the VIU is calculated by discounting management's cash flow projections for the CGU. The cash flow projections also take account of increased internal capital allocations needed to achieve internal and regulatory capital targets including the leverage ratio. The key assumptions used in the VIU calculation for each CGU are set out below. The Retail & Business Banking segment consists of the Private Banking CGU and the rest of Retail & Business Banking, known as the Personal Financial Services CGU.

#### Carrying amount of Goodwill by CGU and key assumptions in the VIU calculation

CGU	Goodwill		Discount rate		Growth rate beyond initial cash flow projections	
	2023	2022	2023	2022	2023	2022
	£m	£m	%	%	%	%
Personal Financial Services	1,169	1,169	16.7	16.6	1.6	1.6
Private Banking	30	30	14.6	15.3	1.6	1.6
	1,199	1,199				

The CGUs do not carry on their balance sheets any other intangible assets with indefinite useful lives.

#### Management's judgement in estimating the cash flows of a CGU

The cash flow projections for the purpose of impairment testing for each CGU are derived from the latest 3-year plan presented to the Board. The Board challenges and endorses management's planning assumptions in light of internal capital allocations needed to support Santander UK's strategy, current market conditions and the macroeconomic outlook. For the goodwill impairment tests conducted at 31 December 2023, the determination of the carrying amount of the Personal Financial Services CGU was based on an allocation of regulatory capital and management's cash flow projections until the end of 2026. The assumptions included in the cash flow projections reflect an allocation to the cost of capital to support future growth, as well as the expected impact of recent events in the UK economic environment on the financial outlook within which the CGUs operate. The cash flow projections are supported by Santander UK's base case economic scenario. For more on the base case economic scenario, including our forecasting approach and the assumptions in place at 31 December 2023, see the Credit risk – Santander UK group level section of the Risk review. The cash flow projections take into account the likely impact of recent changes to the BoE Bank Rate, inflation and also consider the impact of future climate change.

Cash flow projections for the purpose of impairment testing do not take account of any adverse outcomes arising from contingent liabilities (see Note 31), whose existence will be confirmed by uncertain future events or where any obligation is not probable or otherwise cannot be measured reliably, nor do they take account of the benefits arising from Santander UK's transformation plans that had not yet been implemented or committed at 31 December 2023.

#### Discount rate

The rate used to discount the cash flows is based on the cost of equity assigned to each CGU, which is derived using a capital asset pricing model (CAPM) and calculated on a post-tax basis. The CAPM depends on a number of inputs reflecting financial and economic variables, including the risk-free rate and a premium to reflect the inherent risk of the business being evaluated. These variables are based on the market's assessment of the economic variables and management's judgement. The inputs to the CAPM are observable on a post-tax basis. In determining the discount rate, management has identified the cost of equity associated with market participants that closely resemble our CGUs and adjusted them for tax to arrive at the pre-tax equivalent rate. The Private Banking CGU has a different discount rate compared to the Personal Financial Services CGU because different market participants closely resemble each CGU.

#### Growth rate beyond initial cash flow projections

The growth rate for periods beyond the initial cash flow projections is used to extrapolate the cash flows in perpetuity because of the long-term perspective of CGUs. In line with the accounting requirements, management uses the UK Government's official estimate of UK long-term average GDP growth rate, as this is lower than management's estimate of the long-term average growth rate of the business. The estimated UK long-term average GDP growth rate has regard to the long-term impact of inherent uncertainties, such as Brexit, climate change and higher living costs, driven by high inflation and rising interest rates.

#### Goodwill arising on the acquisition of Personal Financial Services and Private Banking

The VIU of each CGU remains higher than the carrying value of the related goodwill. The VIU review at 31 December 2023 did not indicate the need for an impairment in the Company's goodwill balances. Management considered the level of headroom and the uncertainty relating to the respective estimates of the VIU for those CGUs but determined that there was a sufficient basis to conclude that no impairment was required.

### Sensitivities of key assumptions in calculating the value in use

At 31 December 2023 and 31 December 2022, the VIU of the Personal Financial Services CGU was sensitive to reasonably possible changes in the key assumptions supporting the recoverable amount.

The table below presents a summary of the key assumptions underlying the most sensitive inputs to the model for the Personal Financial Services CGU, the key risks associated with each and details of a reasonably possible change in assumptions, such as a decrease in mortgage new business. The sensitivity analysis presented below has been prepared on the basis that a change in each key assumption would not have a consequential impact on other assumptions used in the impairment review. However, due to the interrelationships between some of the assumptions, a change in one of the assumptions might impact one or more of the other assumptions and could result in a larger or smaller overall impact.

#### Reasonably possible changes in key assumptions

CGU	Input	Key assumptions	Associated risks	Reasonably possible change
Personal Financial Services	Cash flow projections	<ul style="list-style-type: none"> <li>– BoE Bank Rate</li> <li>– UK house price growth</li> <li>– UK mortgage loan market growth</li> <li>– UK unemployment rate</li> <li>– Position in the market</li> <li>– Regulatory capital levels.</li> </ul>	<ul style="list-style-type: none"> <li>– Uncertain market outlook</li> <li>– Higher interest rate environment impact on customer affordability</li> <li>– Customer remediation and regulatory action outcomes</li> <li>– Uncertain regulatory capital requirements.</li> </ul>	– Cash flow projections decrease by 10% (2022: 5%).
	Discount rate	– Discount rate used is a reasonable estimate of a suitable market rate for the profile of the business.	– Market rates of interest rise.	– Discount rate increases by 100 basis points (2022: 100 basis points).
	GDP growth rate	<ul style="list-style-type: none"> <li>– High oil / gas prices</li> <li>– Elevated wage growth</li> <li>– Weak productivity</li> <li>– Large government debt burden</li> <li>– Fragile business and consumer confidence</li> </ul>	<ul style="list-style-type: none"> <li>– Inflation and interest rates stay higher for longer, hitting the disposable income of our customers</li> <li>– Affects the profitability of our customers</li> <li>– Limits the scope for tax cuts, hitting the disposable income of our customers</li> <li>– Affects business and consumer spending decisions of our customers</li> </ul>	– GDP Growth rate decreases by 10% (2022: 10% )

At 31 December 2023 and 31 December 2022, a reasonably possible change in the key assumptions in relation to the VIU calculation for the goodwill balance in the Personal Financial Services CGU would have resulted in a reduction in headroom as follows.

CGU	Reasonably possible change	Reduction in headroom	
		2023 £m	2022 £m
Personal Financial Services	Cash flow projections decrease by 10% (2022: 5%)	(818)	(538)
	Discount rate increases by 100 basis points (2022: 100 basis points)	(663)	(887)
	GDP Growth rate decreases by 10% (2022: 10%)	(19)	(31)

#### Sensitivity of Value in use changes to current assumptions to achieve nil headroom

Although there was no impairment of goodwill relating to the Personal Financial Services CGU or the Private Banking CGU at 31 December 2023, the test for the Personal Financial Services CGU remains sensitive to some of the assumptions used, as described above. In addition, the changes in assumptions detailed below for the discount rate and cash flow projections would eliminate the current headroom. As a result, there is a risk of impairment in the future should business performance or economic factors diverge from forecasts.

In 2023, there was a decrease in headroom arising from a decline in cash flow forecasts, this is partially offset by a decrease to RWAs which has led to a reduction in the required CET1 capital requirement.

The sensitivity analysis presented below has been prepared on the basis that a change in each key assumption would not have a consequential impact on other assumptions used in the impairment review. However, due to the interrelationships between some of the assumptions, a change in one of the assumptions might impact one or more of the other assumptions and could result in a larger or smaller overall impact.

2023 CGU	Carrying value	Value in use	Headroom	Increase in discount rate	Decrease in GDP growth rate	Decrease in cash flows
	£m	£m	£m	bps	%	%
Personal Financial Services	7,513	8,178	665	101	4	8
2022						
Personal Financial Services	8,860	10,752	1,892	239	13	18

**b) Other intangibles**

	Group		
	Cost £m	Accumulated amortisation / impairment £m	Carrying amount £m
<b>At 1 January 2023</b>	<b>1,272</b>	<b>(921)</b>	<b>351</b>
Additions	114	—	114
Disposals	(36)	36	—
Charge	—	(116)	(116)
<b>At 31 December 2023</b>	<b>1,350</b>	<b>(1,001)</b>	<b>349</b>
<b>At 1 January 2022</b>	<b>1,346</b>	<b>(1,004)</b>	<b>342</b>
Additions	112	—	112
Disposals	(186)	186	—
Charge	—	(100)	(100)
Impairment	—	(3)	(3)
<b>At 31 December 2022</b>	<b>1,272</b>	<b>(921)</b>	<b>351</b>

Other intangibles which consist of computer software, include computer software under development of £157m (2022: £149m), of which £35m is internally generated (2022: £33m).

The impairment charge of £nil (2022: £3m) relates to computer software no longer expected to yield future economic benefits as it has become obsolete.

**21. PROPERTY, PLANT AND EQUIPMENT**

						Group
	Property £m	Office fixtures and equipment £m	Computer software £m	Operating lease assets £m	Right-of-use assets £m	Total <sup>(1)</sup> £m
Cost:						
<b>At 1 January 2023</b>	<b>893</b>	<b>831</b>	<b>79</b>	<b>722</b>	<b>272</b>	<b>2,797</b>
Additions	89	88	1	85	31	294
Reclassification (to)/from assets held for sale	8	—	—	—	—	8
Disposals	(66)	(29)	(5)	(172)	(35)	(307)
<b>At 31 December 2023</b>	<b>924</b>	<b>890</b>	<b>75</b>	<b>635</b>	<b>268</b>	<b>2,792</b>
Accumulated depreciation:						
<b>At 1 January 2023</b>	<b>271</b>	<b>625</b>	<b>73</b>	<b>145</b>	<b>157</b>	<b>1,271</b>
Charge for the period	17	63	1	64	30	175
Impairment during the period	—	—	—	—	(11)	(11)
Disposals	(61)	(26)	(5)	(62)	(1)	(155)
<b>At 31 December 2023</b>	<b>227</b>	<b>662</b>	<b>69</b>	<b>147</b>	<b>175</b>	<b>1,280</b>
Carrying amount	<b>697</b>	<b>228</b>	<b>6</b>	<b>488</b>	<b>93</b>	<b>1,512</b>
Cost:						
<b>At 1 January 2022</b>	<b>981</b>	<b>1,056</b>	<b>437</b>	<b>755</b>	<b>258</b>	<b>3,487</b>
Additions	62	87	4	185	39	377
Reclassification to assets held for sale	(98)	(13)	—	—	—	(111)
Disposals	(52)	(299)	(362)	(218)	(25)	(956)
<b>At 31 December 2022</b>	<b>893</b>	<b>831</b>	<b>79</b>	<b>722</b>	<b>272</b>	<b>2,797</b>
Accumulated depreciation:						
<b>At 1 January 2022</b>	<b>335</b>	<b>863</b>	<b>435</b>	<b>160</b>	<b>139</b>	<b>1,932</b>
Charge for the year	18	69	1	73	19	180
Impairment during the year	8	2	—	—	—	10
Reclassification to assets held for sale	(49)	(13)	—	—	—	(62)
Disposals	(41)	(296)	(363)	(88)	(1)	(789)
<b>At 31 December 2022</b>	<b>271</b>	<b>625</b>	<b>73</b>	<b>145</b>	<b>157</b>	<b>1,271</b>
Carrying amount	<b>622</b>	<b>206</b>	<b>6</b>	<b>577</b>	<b>115</b>	<b>1,526</b>

(1) Property includes investment properties of £17m (2022: £17m) and assets under construction of £nil (2022: £204m). In September 2023, we completed the construction of a new head office in Milton Keynes.

In 2023, right-of-use assets were impaired as a result of our multi-year transformation project. The impairment relates to leasehold properties within the scope of our branch network restructuring programme and head office sites which are either closing or consolidating.

## 22. OTHER FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023	Group 2022
	£m	£m
Structured Notes Programmes	369	375
Structured deposits	426	321
Zero Amortising Guaranteed Notes	104	107
	<b>899</b>	<b>803</b>

For the Santander UK group all (2022: all) of the other financial liabilities at FVTPL were designated as such.

Gains and losses arising from changes in the credit spread of securities issued by the Santander UK group reverse over the contractual life of the debt, provided that the debt is not repaid at a premium or a discount. The net loss during the year attributable to changes in the Santander UK group's own credit risk on the above securities was £21m (2022: £25m gain, 2021: £12m loss). The cumulative net loss attributable to changes in the Santander UK group's own credit risk on the above securities at 31 December 2023 was £6m (2022: £15m gain, 2021: £10m loss).

At 31 December 2023, the amount that would be required to be contractually paid at maturity of the securities above was £97m (2022: £138m) higher than the carrying value.

## 23. DEPOSITS BY CUSTOMERS

	2023	Group 2022
	£m	£m
Demand and time deposits <sup>(1)</sup>	194,191	196,160
Amounts due to fellow Banco Santander subsidiaries and joint ventures	958	1,153
	<b>195,149</b>	<b>197,313</b>

(1) Includes capital amount guaranteed / protected equity index-linked deposits of £304m (2022: £408m).

## 24. DEPOSITS BY BANKS

	2023	Group 2022
	£m	£m
Items in the course of transmission	732	701
Deposits held as collateral	888	1,758
Other deposits <sup>(1)</sup>	18,737	26,084
	<b>20,357</b>	<b>28,543</b>

(1) Includes drawdown from the TFSME of £17.0bn (2022: £25.0bn).

## 25. REPURCHASE AGREEMENTS – NON TRADING

	2023	Group 2022
	£m	£m
Agreements with banks	551	50
Agreements with customers	7,860	7,932
	<b>8,411</b>	<b>7,982</b>



## 26. DEBT SECURITIES IN ISSUE

	2023	Group 2022
	£m	£m
Medium-term notes:		
– US\$30bn Euro Medium Term Note Programme	744	739
– Euro 30bn Euro Medium Term Note Programme	5,619	6,435
– US SEC-registered Debt Programme - Santander UK Group Holdings plc	6,130	7,083
- US SEC-registered Debt Programme - Santander UK plc	1,031	1,276
	<b>13,524</b>	<b>15,533</b>
Euro 35bn Global Covered Bond Programme	15,000	15,205
US \$20bn Commercial Paper Programmes	2,761	1,851
Certificates of deposit	1,530	2,874
Credit linked notes	194	60
Securitisation programmes	2,769	897
	<b>35,778</b>	<b>36,420</b>

The funding from the Euro 30bn Euro Medium Term Note Programme and the US SEC-registered Debt Programme in the name of Santander UK Group Holdings plc has mainly been downstreamed to our operating company Santander UK plc.

## 27. SUBORDINATED LIABILITIES

	2023	Group 2022
	£m	£m
£325m Sterling preference shares	343	344
Undated subordinated liabilities	205	219
Dated subordinated liabilities	1,838	1,769
	<b>2,386</b>	<b>2,332</b>

In 2023, certain subordinated liabilities were repurchased as part of ongoing liability management exercises, resulting in a profit of £4m (2022: a loss of £5m).

The above securities will, in the event of the winding up of the issuer, be subordinated to the claims of depositors and all other creditors of the issuer, other than creditors whose claims rank equally with, or are junior to, the claims of the holders of the subordinated liabilities. The subordination amongst each of the subordinated liabilities upon a winding up of the issuer is specified in their respective terms and conditions.

In 2023 and 2022, the Santander UK group had no defaults of principal, interest or other breaches with respect to its subordinated liabilities. No repayment or purchase by the issuer of the subordinated liabilities may be made prior to their stated maturity without the consent of the PRA.

Each of the subordinated liabilities issued by Santander UK Group Holdings plc has been downstreamed to Santander UK plc by means of Santander UK plc issuing equivalent subordinated liabilities to Santander UK Group Holdings plc.

### Undated subordinated liabilities

	2023	Group 2022
	£m	£m
	First call date	
10.0625% Exchangeable capital securities	n/a	205
7.125% 30 Year Step-up perpetual callable subordinated notes	2030	14
	<b>205</b>	<b>219</b>

In common with other debt securities issued by Santander UK group companies and notwithstanding the issuer's first call dates in the table above, in the event of certain tax changes affecting the treatment of payments of interest on subordinated liabilities in the UK, the 7.125% 30 Year Step-up perpetual callable subordinated notes are redeemable at any time, and the 10.0625% Exchangeable capital securities are redeemable on any interest payment date – each in whole at the option of Santander UK, at their principal amount together with any accrued interest.

The 10.0625% Exchangeable capital securities are exchangeable into fully paid 10.375% non-cumulative non-redeemable sterling preference shares of £1 each, at the option of Santander UK, on the business day immediately following any interest payment date.

**Dated subordinated liabilities**

	Maturity	Group	
		2023	2022
		£m	£m
5% Subordinated notes	2023	—	591
4.75% Subordinated notes	2025	326	608
7.95% Subordinated notes	2029	193	207
6.50% Subordinated notes	2030	1	22
5.875% Subordinated notes	2031	7	7
5.625% Subordinated notes	2045	222	334
7.869% Subordinated notes	2033	321	—
8.296% Subordinated notes	2033	768	—
		<b>1,838</b>	<b>1,769</b>

The dated subordinated liabilities are redeemable in whole at the option of Santander UK in the event of certain tax changes affecting the treatment of payments of interest on the subordinated liabilities in the UK, at their principal amount together with any accrued interest.

**28. OTHER LIABILITIES**

	Group	
	2023	2022
	£m	£m
Lease liabilities	114	129
Other	2,387	2,472
	<b>2,501</b>	<b>2,601</b>

**29. PROVISIONS**

	Group							
	Customer remediation	Litigation and other regulatory	Bank Levy	Property	ECL on undrawn facilities and guarantees	Restructuring	Other	Total
	£m	£m	£m	£m	£m	£m	£m	£m
<b>At 1 January 2023</b>	<b>90</b>	<b>136</b>	<b>4</b>	<b>47</b>	<b>74</b>	<b>22</b>	<b>7</b>	<b>380</b>
Additional provisions (See Note 8)	45	28	46	16	4	56	168	363
Provisions released (See Note 8)	(8)	—	(8)	(6)	—	—	(1)	(23)
Utilisation and other	(21)	(32)	(95)	(10)	—	(46)	(167)	(371)
Recharge <sup>(1)</sup>	—	—	20	—	—	—	—	20
Reclassification from provisions to other assets	—	—	36	—	—	—	—	36
<b>At 31 December 2023</b>	<b>106</b>	<b>132</b>	<b>3</b>	<b>47</b>	<b>78</b>	<b>32</b>	<b>7</b>	<b>405</b>

(1) Recharge in respect of the UK Bank Levy paid on behalf of other UK entities in the Banco Santander group

Provisions expected to be settled within no more than 12 months after 31 December 2023 were £220m (2022: £130m).

**a) Customer remediation**

Net provisions of £37m were recognised in 2023 for customer remediations. An additional provision of £45m was recognised in 2023 for customer remediation exercises relating to our mortgage book. £30m of this relates to the proposed refund of interest inconsistently charged on mortgage products for customers in Financial Support, and £10m relates to the proposed refund of early repayment charges paid by a specific group of customers who historically switched mortgage products. The provisions remain subject to change as additional data becomes available and remediation boundaries are finalised.

**b) Litigation and other regulatory**

Litigation and other regulatory provisions principally comprised amounts in respect of litigation and other regulatory charges, operational loss and operational risk provisions, and related expenses. A number of uncertainties exist with respect to these provisions given the uncertainties inherent in litigation and other regulatory matters, that affect the amount and timing of any potential outflows with respect to which provisions have been established. These provisions are reviewed at least quarterly.

In 2023 there were charges of £12m for legal provisions and £16m for regulatory fees and other issues.

The balance also included an amount in respect of our best estimate of liability relating to a legal dispute regarding allocation of responsibility for a specific PPI portfolio of complaints, further described in Note 31. No further information on the best estimate is provided on the basis that it would be seriously prejudicial.

**c) Bank Levy**

In 2023, a rate of 0.05% (2022: 0.05%) was charged on long term chargeable equity and liabilities and 0.10% on short-term chargeable liabilities (2022: 0.10%).

**d) Property**

Property provisions include leasehold vacant property provisions, dilapidation provisions for leased properties within the scope of IFRS 16 and decommissioning and disposal costs relating to vacant freehold properties. Leasehold vacant property provisions are made by reference to an estimate of any expected sub-let income, compared to the head rent, and the possibility of disposing of Santander UK's interest in the lease, taking into account conditions in the property market. Property provisions included £4m of transformation charges in 2023. These charges consist of costs relating to leasehold head office closures, along with decommissioning costs relating to freehold head office sites which are either closing or consolidating.

**e) ECL on undrawn facilities and guarantees**

Provisions include expected credit losses relating to guarantees given to third parties and undrawn loan commitments.

**f) Restructuring**

Restructuring provisions relate to severance costs associated with transformation and organisational changes. The provision includes a charge of £51m as part of our multi-year transformation programme to improve future returns, focused on simplifying, digitising and automating the bank.

**g) Other**

Other provisions include provisions that do not fit into any of the other categories, such as fraud losses and some categories of operational losses. In 2023, other provisions included charges for operational risk provisions of £163m, including fraud losses of £136m.

## 30. RETIREMENT BENEFIT PLANS

The amounts recognised in the balance sheet were as follows:

	Group	
	2023	2022
	£m	£m
<b>Assets/(liabilities)</b>		
Funded defined benefit pension scheme - surplus	723	1,051
Funded defined benefit pension scheme - deficit	(41)	—
Unfunded pension and post-retirement medical benefits	(25)	(25)
<b>Total net assets</b>	<b>657</b>	<b>1,026</b>

**a) Defined contribution pension plans**

The majority of employees are members of a defined contribution Master Trust, LifeSight. This is the plan into which eligible employees are enrolled automatically. The assets of LifeSight are held in separate trustee-administered funds. Funds arising from Additional Voluntary Contributions (AVCs) are largely held within the main defined benefit scheme operated by the Santander UK group.

An expense of £71m (2022: £60m) was recognised for defined contribution plans in the period and is included in staff costs within operating expenses (see Note 6).

**b) Defined benefit pension schemes**

The Santander UK group operates a number of defined benefit pension schemes. The main scheme is the Santander (UK) Group Pension Scheme (the Scheme). It comprises seven legally segregated sections. The Scheme covers 7% (2022: 10%) of the Santander UK group's current employees and is a funded defined benefit scheme which is closed to new members. Members accrue final salary benefits for each year of service in the Scheme, according to a salary definition which varies across the sections.

The corporate trustee of the Scheme is Santander (UK) Group Pension Scheme Trustees Limited (the Trustee), a private limited company incorporated in 1996 and a wholly owned subsidiary of Santander UK Group Holdings plc. The principal duty of the Trustee is to act in the best interests of the members of the Scheme. The Trustee board comprises six (2022: six) Directors selected by Santander UK Group Holdings plc, plus four (2022: four) member-nominated Directors selected from eligible members who apply for the role.

The assets of the funded schemes including the Scheme are held independently of the Santander UK group's assets in separate trustee administered funds. Investment strategy across the sections of the Scheme remains under regular review. Responsibility for investment decisions, policy and strategy rests with the Trustee of the Scheme who is required under the Pensions Act 2004 to prepare a statement of investment principles. The defined benefit pension schemes expose the Santander UK group to risks such as investment risk, interest rate risk, longevity risk and inflation risk. The Santander UK group does not hold any insurance policies over the defined benefit pension schemes and has not entered into any significant transactions with them.

For IAS 19, an accounting valuation of the assets and liabilities of the defined benefits schemes is prepared at each balance sheet date. For funding purposes, formal actuarial valuations are carried out on at least a triennial basis. Both valuations are carried out by independent professionally qualified actuaries. The Scheme Trustee is responsible for the funding actuarial valuations and in doing so considers, or relies in part on, a report of a third-party expert. The latest triennial funding valuation for the Scheme at 31 March 2022 was finalised in November 2022, with an overall scheme deficit of £183m. The next scheduled triennial funding valuation will be at 31 March 2025. Any funding surpluses can be recovered by Santander UK plc from the Scheme through refunds as the Scheme is run off over time or could be used to pay for the cost of benefits which are accruing.

The main differences between the assumptions used for assessing the defined benefit liabilities for the funding valuation and those used for IAS 19 are that the financial and demographic assumptions used for the funding valuation are generally more prudent than those used for the IAS 19 valuation.

The total amount charged to the income statement was as follows:

	2023	2022	Group 2021
	£m	£m	£m
Net interest income	(54)	(31)	(5)
Current service cost	13	30	38
Past service and GMP costs	1	—	—
Past service curtailment costs	—	—	5
Administration costs	7	9	8
	<b>(33)</b>	<b>8</b>	<b>46</b>

The amounts recognised in other comprehensive income were as follows:

	2023	2022	Group 2021
	£m	£m	£m
Return on plan assets (excluding amounts included in net interest expense)	352	5,531	(452)
Actuarial (gains) arising from changes in demographic assumptions	(51)	(122)	(17)
Actuarial losses/(gains) arising from experience adjustments	91	481	(19)
Actuarial losses/(gains) arising from changes in financial assumptions	206	(5,167)	(775)
<b>Pension remeasurement</b>	<b>598</b>	<b>723</b>	<b>(1,263)</b>

Movements in the present value of defined benefit scheme obligations were as follows:

	2023	2022
	£m	£m
<b>At 1 January</b>	<b>(7,937)</b>	<b>(12,884)</b>
Current service cost paid by Santander UK plc	(13)	(29)
Current service cost paid by other subsidiaries	—	(1)
Interest cost	(379)	(241)
Employer salary sacrifice contributions	(1)	(3)
Past service cost	(1)	—
Remeasurement due to actuarial movements arising from:		
– Changes in demographic assumptions	51	122
– Experience adjustments	(91)	(481)
– Changes in financial assumptions	(206)	5,167
Benefits paid	372	413
Derecognition of pension scheme liabilities arising from the wind up of the offshore scheme	4	—
<b>At 31 December</b>	<b>(8,201)</b>	<b>(7,937)</b>

Movements in the fair value of the schemes' assets were as follows:

	2023	2022
	£m	£m
<b>At 1 January</b>	<b>8,963</b>	<b>14,420</b>
Interest income	433	272
Contributions paid by employer and scheme members	197	224
Administration costs paid	(7)	(9)
Return on plan assets (excluding amounts included in net interest expense)	(352)	(5,531)
Benefits paid	(372)	(413)
Derecognition of pension scheme assets arising from the wind up of the offshore scheme	(4)	—
<b>At 31 December</b>	<b>8,858</b>	<b>8,963</b>

The composition and fair value of the schemes' assets by category was:

2023	Quoted prices in active markets		Prices not quoted in active markets		£m	%	Total	Group Valuation technique
	£m	%	£m	%				
Overseas equities	—	—	980	11	980	11	11	A,C
Corporate bonds	2,284	26	242	3	2,526	29	29	A,C
Government fixed interest bonds	1,618	18	—	—	1,618	18	18	A
Government index-linked bonds	4,422	50	—	—	4,422	50	50	A
Property	—	—	1,080	12	1,080	12	12	B
Derivatives	—	—	(2)	—	(2)	—	—	A
Cash	—	—	586	7	586	7	7	A
Repurchase agreements <sup>(1)</sup>	—	—	(3,062)	(35)	(3,062)	(35)	(35)	A
Infrastructure	—	—	408	5	408	5	5	B,C
Annuities	—	—	293	3	293	3	3	D
Longevity swap	—	—	(16)	—	(16)	—	—	D
Other	—	—	25	—	25	—	—	C
	8,324	94	534	6	8,858	100		
2022								
Overseas equities	—	—	1,172	13	1,172	13	13	A,C
Corporate bonds	1,991	22	244	3	2,235	25	25	A,C
Government fixed interest bonds	1,138	13	—	—	1,138	13	13	A
Government index-linked bonds	5,525	62	—	—	5,525	62	62	A
Property	—	—	1,202	13	1,202	13	13	B
Derivatives	—	—	(78)	(1)	(78)	(1)	(1)	A
Cash	—	—	1,340	15	1,340	15	15	A
Repurchase agreements <sup>(1)</sup>	—	—	(4,312)	(48)	(4,312)	(48)	(48)	A
Infrastructure	—	—	426	5	426	5	5	B,C
Annuities	—	—	298	3	298	3	3	D
Longevity swap	—	—	(12)	—	(12)	—	—	D
Other	—	—	29	—	29	—	—	C
	8,654	97	309	3	8,963	100		

(1) Sale and repurchase agreements net of purchase and resale agreements.

### Valuation techniques

The main methods for measuring the fair value of the Scheme's assets at 31 December 2023 and 2022 are set out below.

- A.** The asset valuation is provided by the asset manager. The valuation is based on observable market data, and where relevant is typically based on bid price values, or the single price if only one price is available.
- B.** The underlying asset valuations are prepared by an independent expert, adjusted for any cash movements where necessary since the latest valuation.
- C.** Assets are valued by reference to the latest manager statements provided by the managers, adjusted for any cash movements since the latest valuation.
- D.** Assets relating to insured liabilities are valued by the actuaries based on our year-end accounting assumptions.

The 'Other' category includes hedge fund investments.

A number of insurance transactions have been entered into that have been included in the asset valuation under annuities and Longevity swap. The transactions were as follows:

- In May 2020 a pensioner buy-in was entered into by the Trustee. This transaction insured 100% of the SMA section pensioner liabilities and 50% of the SPI section pensioner liabilities based on membership in the Scheme at 31 December 2018.
- In March 2021, the Trustee entered into a longevity swap. Approximately 85% of pensioner liabilities were covered by the longevity swap at inception, excluding pensioners in the SMA and SPI sections.
- In 2022, a pensioner buy-in was entered into by the Trustee covering pensioners in the SMA and SPI sections who were uninsured at 30 June 2021.
- In July 2022, the Trustee entered into a second longevity swap, extending the insurance over uninsured pensioners in the same membership groups covered by the first swap transacted in March 2021, based on membership in the Scheme at 31 December 2021.

At 31 December 2023, as highlighted above, the Scheme was invested in certain assets whose values are not based on market observable data, such as the investments in unquoted equities and bonds, as well as property, infrastructure and hedge funds. The valuation of these assets relies on unobservable data as these assets do not have a readily available quoted price in an active market. A large proportion of the property is directly held and valued using a bespoke valuation method taking both the nature of the properties and the tenancy schedules as inputs to derive the fair value. Where there is a time lag between the net asset value and the balance sheet date, management adjusts the value of the assets for any cash movements. Due diligence has been conducted to ensure the values obtained in respect of these assets are appropriate and represent fair value. Given the nature of these investments, we are unable to prepare sensitivities on how their values could vary as market conditions or other variables change.

A strategy is in place to manage interest rate and inflation risk relating to the liabilities. The Scheme also hedges a proportion of its foreign exchange exposure to manage currency risk. At 31 December 2023 the currency forwards had a notional value of £859m (2022: £985m). There have been no significant changes to the asset allocation over 2023.

The Santander UK group's pension schemes did not directly hold any equity securities of the Company or any of its related parties at 31 December 2023 and 2022. The Santander UK group's pension scheme assets do not include any property or other assets that are occupied or used by the Santander UK group.



## Funding

In November 2022, in compliance with the Pensions Act 2004, the Trustee and the Santander UK group agreed to a new recovery plan in respect of the Scheme and a schedule of contributions following the finalisation of the 31 March 2022 actuarial valuation. The funding target for this actuarial valuation is for the Scheme to have sufficient assets to make payments to members in respect of the accrued benefits as and when they fall due. In accordance with the terms of the Trustee agreement in place at the time, the Santander UK group contributed £194m in 2023 (2022: £218m) to the Scheme, of which £164m (2022: £178m) was in respect of agreed deficit repair contributions. The agreed schedule of the Santander UK group's contributions to the Scheme covers the period up to 31 March 2026, and comprises contingent contributions which become due if the funding position of any section falls behind the agreed plan. The Santander UK group also meets Scheme administration expenses. The funding valuation is used to judge the amount of cash contributions the Santander UK group needs to put into the pension scheme. It will always be different to the IAS 19 accounting position, which is an accounting rule concerning employee benefits and shown on the balance sheet of our financial statements.

## Actuarial assumptions

The principal actuarial assumptions used for the Scheme were:

	2023	2022	Group 2021
	%	%	%
To determine benefit obligations <sup>(1)</sup> :			
– Discount rate for scheme liabilities	4.6	4.9	1.9
– General price inflation	3.0	3.1	3.4
– General salary increase	1.0	1.0	1.0
– Expected rate of pension increase	3.0	3.0	3.2
	<b>Years</b>	<b>Years</b>	<b>Years</b>
Longevity at 60 for current pensioners, on the valuation date:			
– Males	27.0	27.4	27.5
– Females	29.8	30.1	30.1
Longevity at 60 for future pensioners currently aged 40, on the valuation date:			
– Males	28.6	28.9	29.0
– Females	31.3	31.6	31.6

(1) The discount rate and inflation related assumptions set out in the table above reflect the assumptions calculated based on the Scheme's duration and cash flow profile as a whole. The actual assumptions used were determined for each section independently based on each section's duration and cash flow profile.

The majority of the liability movement in 2023 was due to the reduction in credit spreads over the year.

### Discount rate for scheme liabilities

The rate used to discount the retirement benefit obligation for accounting purposes is based on the annual yield at the balance sheet date of high-quality corporate bonds on that date. There are only a limited number of higher quality Sterling-denominated corporate bonds, particularly those that are longer-dated. Therefore, in order to set a suitable discount rate, we need to construct a corporate bond yield curve. The model which we use to construct the curve uses corporate bond data but excludes convertible bonds, asset-backed bonds and government related bonds. The curve is then constructed from this data by extrapolating the spot rates from 30 years to 50 years by holding the spread above nominal gilt spot rates constant. From 50 years onwards, it is assumed that spot rates remain constant. When considering an appropriate assumption, we project forward the expected cash flows of each section of the Scheme and adopt a single equivalent cash flow weighted discount rate for each section, subject to management judgement.

### General price inflation

Consistent with our discount rate methodology, we set the inflation assumption using the expected cash flows for each section of the Scheme, fitting them to an inflation curve to give a weighted average inflation assumption. We then deduct an inflation risk premium to reflect the compensation holders of fixed rate instruments expect to receive for taking on the inflation risk. This premium is subject to a cap, to better reflect management's view of inflation expectations.

### General salary increase

From 1 March 2015, a cap on pensionable pay increases of 1% each year was applied to staff in the Scheme.

### Expected rate of pension increase

The pension increase assumption methodology uses a stochastic model, which is calibrated to consider both the observed historical volatility term structure and derivative pricing. The model allows for the likelihood that high or low inflation in one year, feeds into inflation remaining high or low in the next year.

### Mortality assumptions

The mortality assumptions are based on an independent analysis of the Scheme's actual mortality experience, carried out as part of the triennial actuarial valuation, together with recent evidence from the Continuous Mortality Investigation. An allowance is then made for expected future improvements to life expectancy based on the Continuous Mortality Investigation Tables. Following this review the S3 Medium all pensioner mortality table was adopted with appropriate adjustments to reflect the actual mortality experience. At 31 December 2023 the assumption for future improvements was updated and the CMI 2022 projection model was adopted, with model parameters selected having had regard to the Scheme's membership profile with an initial addition to improvements of 0.25% per annum, together with a long-term rate of future improvements to life expectancy of 1.25% for male and female members.

In 2022, the methodology for setting the demographic assumptions was changed to better represent current expectations, following a review carried out by the Trustee as part of the 2022 triennial valuation. These reviews resulted in changes in the assumptions for family statistics, early retirement and the withdrawal assumption, which were retained at 31 December 2023.

### Actuarial assumption sensitivities

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Assumption	Change in pension obligation at period end from	Group (Decrease)/increase	
		2023 £m	2022 £m
Discount rate	50bps increase	(507)	(501)
General price inflation	50bps increase	385	374
Mortality	Each additional year of longevity assumed	223	203

The 50bps sensitivity to the inflation assumption includes the corresponding impact of changes in future pension increase assumptions before and after retirement. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the changes in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method used to calculate the defined benefit obligation recognised in the balance sheet. There were no changes in the methods and assumptions used in preparing the sensitivity analyses from prior years.

The benefits expected to be paid in each of the next five years, and in the aggregate for the five years thereafter are:

Year ending 31 December	£m
2024	455
2025	389
2026	404
2027	428
2028	444
Five years ending 2033	2,398

The average duration of the defined benefit obligation at 31 December 2023 was 13.8 years (2022: 14.2 years).

### Emerging risks

The focus in 2023 shifted to the risks arising from the Scheme's private market assets, rising interest rates and cybersecurity risk. The Santander UK group collaborated with the Trustee to identify and monitor such risks to ensure they are adequately managed. The Trustee has engaged an independent cybersecurity advisor to review the cybersecurity arrangements of its most critical suppliers and provide recommendations on potential improvements.

The Trustee has established the Sustainability Committee which is responsible for overseeing the Scheme's policies, regulatory obligations and priorities in respect of climate change and wider Environmental, Social and Governance (ESG) related matters. This includes the monitoring of climate change related risks and opportunities, scenario analysis and monitoring of investments from an ESG perspective.

The Santander UK group's employee pension funds recognise the magnitude of the challenges that climate and energy transition pose to governments, companies and civil society. They are also aware of their impact on the ability to comply with their fiduciary duty providing long-term risk-adjusted returns to their members. They have committed to a target of net zero by 2050, showing their full support for the Santander UK group's vision, commitment to sustainability and climate change.

## 31. CONTINGENT LIABILITIES AND COMMITMENTS

	2023	Group 2022
	£m	£m
Guarantees given to third parties	452	448
Formal standby facilities, credit lines and other commitments	30,987	31,410
	<b>31,439</b>	<b>31,858</b>

At 31 December 2023, the Santander UK group had credit impairment loss provisions relating to guarantees given to third parties and undrawn loan commitments. See Note 29 for more details.

Where the items set out below can be reliably estimated, they are disclosed in the table above.

### Guarantees given to third parties

Guarantees given to third parties consist primarily of letters of credit, bonds and guarantees granted as part of normal product facilities which are offered to customers.

### Formal standby facilities, credit lines and other commitments

Standby facilities, credit lines and other commitments are also granted as part of normal product facilities which are offered to customers. Retail facilities comprise undrawn facilities granted on flexible mortgages, bank overdrafts and credit cards. On flexible mortgages, the credit limit is set at the point of granting the loan through property value and affordability assessments.

Ongoing assessments are made to ensure that credit limits remain appropriate considering any change in the security value or the customer's financial circumstances. For unsecured overdraft facilities and credit cards, the facilities are granted based on new business risk assessment and are reviewed more frequently based on internal, as well as external data. Corporate facilities can comprise standby and revolving facilities which are subject to ongoing compliance with covenants and may require the provision of agreed security.

### FSCS

The FSCS is the UK's independent statutory compensation fund for customers of authorised financial services firms and pays compensation if a firm is unable to pay certain claims against it. The FSCS is funded by levies on the industry and recoveries and borrowings where appropriate.

### Loan representations and warranties

In connection with the securitisations and covered bond transactions described in Note 14, the Santander UK group entities selling the relevant loans into the applicable securitisation or covered bond portfolios make representations and warranties with respect to such loans, in each case as of the date of the sale of the loans into the applicable portfolio. These representations and warranties cover, among other things, the ownership of the loan by the relevant Santander UK group entity, absence of a material breach or default by the relevant borrower under the loan, the loan's compliance with applicable laws and absence of material disputes with respect to the relevant borrower, asset and loan. The specific representations and warranties made by Santander UK group companies which act as sellers of loans in these securitisations and covered bond transactions depend in each case on the nature of the transaction and the requirements of the transaction structure.

In the event that there is a material breach of the representations and warranties given by Santander UK plc as seller of loans under the residential mortgage-backed securitisations or the covered bond programmes included in Note 14, or if such representations and warranties prove to be materially untrue at the date when they were given (being the sale date of the relevant mortgage loans), Santander UK plc may be required to repurchase the affected mortgage loans (generally at their outstanding principal balance plus accrued interest). These securitisations and covered bond programmes are collateralised by prime residential mortgage loans. Santander UK plc is principally a retail prime lender and has no appetite or product offering for any type of sub-prime business.

Similarly, under the auto loan securitisations in Note 14, in the event that there is a breach or inaccuracy in respect of a representation or warranty relating to the loans, the relevant Santander UK group entity who sold the auto loans into the securitisation portfolio will be required to repurchase such loans from the structure (also at their outstanding principal balance plus accrued interest). In addition to breaches of representation and warranties, under the auto loan securitisations, the seller may also have a repurchase obligation if certain portfolio limits are breached (which include, amongst other things, limits as to the size of a loan given to an individual customer, LTV ratio, average term to maturity and average seasoning).

In the case of a repurchase of a loan from the relevant securitisation or covered bond programmes, the Santander UK group may bear any subsequent credit loss on such loan. The Santander UK group manages and monitors its securitisation and covered bond activities closely to minimise potential claims.

## Other legal actions and regulatory matters

Santander UK engages in discussion, and co-operates, with the FCA, PRA, CMA and other regulators and government agencies in various jurisdictions in their supervision and review of Santander UK including reviews exercised under statutory powers, regarding its interaction with past and present customers, both as part of general thematic work and in relation to specific products, services and activities. During the ordinary course of business, Santander UK is also subject to complaints and threatened legal proceedings brought by or on behalf of current or former employees, customers, investors or other third parties, in addition to legal and regulatory reviews, challenges and tax or enforcement investigations or proceedings by relevant regulators or government agencies in various jurisdictions. All such matters are assessed periodically to determine the likelihood of Santander UK incurring a liability.

In those instances where it is concluded that it is not yet probable that a quantifiable payment will be made, for example because the facts are unclear or further time is required to fully assess the merits of the case or to reasonably quantify the expected payment, no provision is made. In addition, where it is not currently practicable to estimate the possible financial effect of these matters, no provision is made.

### Payment Protection Insurance

AXA France IARD and AXA France Vie (former GE Capital Corporation Group entities (GE Capital), known as Financial Insurance Company Ltd (FICL) and Financial Assurance Company Ltd (FACL), acquired by AXA SA in 2015) (together, AXA France) have brought a claim for £552m (plus interest) against (i) Santander Cards UK Limited (former GE Capital entity known as GE Capital Bank Limited (GECB), which was acquired by Banco Santander SA in 2008 and subsequently transferred to Santander UK plc); and (ii) Santander Insurance Services UK Limited (a Banco Santander SA subsidiary) (together the Santander Entities). The claim relates to the allocation of liability for compensation and associated costs in respect of a large number of PPI policies distributed by GECB pre-2005, which were underwritten by FICL and FACL. AXA France reduced their claim from £670m (plus interest) to £552m (plus interest) in their Re-Re-Amended Particulars of Claim dated 29 June 2023. The Santander Entities strongly refute the claim. Trial has been fixed for six weeks, beginning on 3 March 2025.

There are ongoing factual issues to be resolved which may have legal consequences including in relation to liability. These issues create uncertainties which mean that it is difficult to reliably predict the outcome or the timing of the resolution of the matter. The litigation and other regulatory provision in Note 29 includes our best estimate of the Santander Entities' liability to the specific portfolio. Further information has not been provided on the basis that it would be seriously prejudicial to the Santander Entities' interests in connection with the dispute.

In addition, and in relation to PPI more generally, the PPI provision includes an amount relating to legal claims challenging the FCA's industry guidance on the treatment of Plevin / recurring non-disclosure assessments. This provision is based on current stock levels, future projected claims, and average redress. There remains a risk that volumes received in future may be higher than forecast. The provision in Note 29 includes our best estimate of Santander UK's liability for the specific issue. The actual cost of customer compensation could differ from the amount provided. It is not currently practicable to provide an estimate of the risk and amount of any further financial impact.

### German dividend tax arbitrage transactions

In June 2018 the Cologne Criminal Prosecution Office and the German Federal Tax Office commenced an investigation in relation to the historical involvement of Santander UK plc, Santander Financial Services plc and Cater Allen International Limited (all subsidiaries of Santander UK Group Holdings plc) in German dividend tax arbitrage transactions (known as cum/ex transactions). These transactions allegedly exploited a loophole of a specific German settlement mechanism through short-selling and complex derivative structuring which resulted in the German government either refunding withholding tax where such tax had not been paid or refunding it more than once. The German authorities are investigating numerous institutions and individuals in connection with alleged transactions and practices which may be found to be illegal under German law.

During 2023 we continued to cooperate with the German authorities and, with the assistance of external experts, to progress an internal investigation into the matters in question. From Santander UK plc's perspective, the investigation is focused principally on the period 2009-2011 and remains on-going. There remain factual issues to be resolved which may have legal consequences including potentially material financial penalties. These issues create uncertainties which mean that it is difficult to predict the resolution of the matter including timing or the significance of the possible impact. These uncertainties mean it is not currently practicable to make a reliable assessment of the size of any related potential liability. Any potential losses, claims or expenses suffered or incurred by Santander Financial Services plc in respect of these matters have been fully indemnified by Santander UK plc, as part of the ring-fencing transfer scheme between Santander UK plc, Santander Financial Services plc and Banco Santander SA.

### SCUK - Motor Finance Broker Commissions

Following the FCA's Motor Market review in 2019 which resulted in a change in rules in January 2021, Santander Consumer (UK) plc (SCUK) has received a number of county court claims and complaints in respect of its historical use of discretionary commission arrangements (DCAs) prior to the 2021 rule changes. In the context of the complaints made to the Financial Ombudsman Service relating to such commission arrangements, the FCA announced on 11 January 2024 that it intends to use its powers under s166 of the Financial Services and Markets Act 2000 to review the historical use of DCAs between lenders and credit brokers (the "FCA Review") and whether redress should be payable. In line with the FCA's announcement, we have paused the response to customer complaints until at least 20 November 2024. A claim has been issued against SCUK, Santander UK plc and others in the Competition Appeal Tribunal (CAT), alleging that SCUK's historical commission arrangements in respect of used car financing operated in breach of the Competition Act 1998. While it is possible that certain charges may be incurred in relation to existing or future county court claims, Financial Ombudsman Service (FOS) complaints and the CAT proceedings, it is not considered that a legal or constructive obligation has been incurred in relation to these matters that would require a provision to be recognised at this stage. The resolution of such matters is not possible to predict with any certainty and there remain significant inherent uncertainties regarding the existence, scope and timing of any possible outflow which make it impracticable to disclose the extent of any potential financial impact.

#### Other

On 2 November 2015, Visa Europe Ltd agreed to sell 100% of its share capital to Visa Inc. The deal closed on 21 June 2016. As a member and shareholder of Visa Europe Ltd, Santander UK received upfront consideration made up of cash and convertible preferred stock. Conversion of the preferred stock into Class A Common Stock of Visa Inc. depends on the outcome of litigation against Visa involving UK & Ireland multilateral interchange fees (UK&I MIFs). Following ring-fencing, all Visa stock is now held by Santander Equity Investments Limited (SEIL), outside the ring-fenced bank. In valuing the preferred stock, SEIL makes adjustments for illiquidity and the potential for changes in the conversion rate due to litigation costs.

In addition, Santander UK plc and certain other UK&I banks have agreed to indemnify Visa Inc. in the event that the preferred stock is insufficient to meet the costs of this litigation. Visa Inc. has recourse to this indemnity once more than €1bn of losses relating to UK&I MIFs have arisen or once the total value of the preferred stock issued to UK&I banks on closing has been reduced to nil. Santander UK plc's liability under this indemnity is capped at €39.85m. At this stage, it is unclear whether the litigation will give rise to more than €1bn of losses relating to UK&I MIFs which means it is not practicable to predict the resolution of the matter including the timing or the significance of the possible impact.

As part of the sale of subsidiaries, businesses and other entities, and as is normal in such circumstances, entities within the Santander UK group have given warranties and/or indemnities to the purchasers.

#### Obligations under stock borrowing and lending agreements

Obligations under stock borrowing and lending agreements represent contractual commitments to return stock borrowed. These obligations are offset by a contractual right to receive stock under other contractual agreements. See Note 35.

#### Other off-balance sheet commitments

The Santander UK group has commitments to lend at fixed interest rates which expose us to interest rate risk. For more, see the Risk review.

#### Liquidity support arrangements

Under the PRA's liquidity rules, Santander UK plc and its subsidiary Cater Allen Limited form the RFB Domestic Liquidity Sub-group (the RFB DoLSub), which allows the entities to collectively meet regulatory requirements for the purpose of managing liquidity risk. Each member of the RFB DoLSub will support the other by transferring surplus liquidity in times of stress.

## 32. SHARE CAPITAL

Issued and fully paid share capital	Group	
	No.	Ordinary shares of £1 each £m
At 31 December 2022, 1 January 2023 and 31 December 2023	7,060,000,000	7,060

## 33. OTHER EQUITY INSTRUMENTS

	Interest rate %	Next call date	Group	
			2023 £m	2022 £m
AT1 securities:				
- £500m Fixed Rate Reset Perpetual AT1 Capital Securities	6.75	June 2024	496	496
- £500m Fixed Rate Reset Perpetual AT1 Capital Securities	6.30	March 2025	500	500
- £450m Fixed Rate Reset Perpetual AT1 Capital Securities	4.25	March 2026	450	450
- £750m Fixed Rate Reset Perpetual AT1 Capital Securities	6.50	June 2027	750	750
			2,196	2,196

#### AT1 securities

The AT1 securities are perpetual and pay a quarterly distribution. At each distribution payment date, the Company can decide whether to pay the distribution, which is non-cumulative, in whole or in part. The distribution rate resets every five years. The securities will be automatically written down and the investors will lose their entire investment in the securities should the CET1 capital ratio of the Santander UK prudential consolidation group fall below 7%.

All AT1 securities are redeemable at the option of the Company, and only with the consent of the PRA.

The £450m 4.25% Fixed Rate Reset Perpetual AT1 Capital Securities, the £500m 6.30% Fixed Rate Reset Perpetual AT1 Capital Securities and the £750m 6.50% Fixed Rate Reset Perpetual AT1 Capital Securities were fully subscribed by the Company's immediate parent company, Banco Santander SA.



## 34. NOTES TO CASH FLOWS

### Changes in liabilities arising from financing activities

The table below shows the changes in liabilities arising from financing activities. The changes in equity arising from financing activities are set out in the Consolidated Statement of Changes in Equity.

	Balance sheet line item					Group Total £m
	Debt securities in issue £m	Subordinated liabilities £m	Other equity instruments £m	Lease liabilities £m	Dividends paid £m	
<b>2023</b>						
<b>At 1 January</b>	<b>36,420</b>	<b>2,332</b>	<b>2,196</b>	<b>129</b>	<b>—</b>	<b>41,077</b>
Proceeds from issue of debt securities	5,347	—	—	—	—	5,347
Repayment of debt securities	(5,438)	—	—	—	—	(5,438)
Proceeds from issue of subordinated liabilities	—	1,050	—	—	—	1,050
Repayment of subordinated liabilities	—	(971)	—	—	—	(971)
Principal elements of lease payments	—	—	—	(48)	—	(48)
Dividends paid	—	—	—	—	(1,671)	(1,671)
Liability-related other changes	(159)	25	—	33	—	(101)
Non-cash changes:						
– Unrealised foreign exchange	(750)	(54)	—	—	—	(804)
– Other changes	358	4	—	—	1,671	2,033
<b>At 31 December</b>	<b>35,778</b>	<b>2,386</b>	<b>2,196</b>	<b>114</b>	<b>—</b>	<b>40,474</b>
<b>2022</b>						
<b>At 1 January</b>	31,580	2,228	2,191	134	—	36,133
Proceeds from issue of debt securities	8,667	—	—	—	—	8,667
Repayment of debt securities	(4,482)	—	—	—	—	(4,482)
Repayment of subordinated liabilities	—	(40)	—	—	—	(40)
Issue of other equity instruments	—	—	750	—	—	750
Repurchase of other equity instruments	—	—	(750)	—	—	(750)
Principal elements of lease payments	—	—	—	(26)	—	(26)
Dividends paid	—	—	—	—	(1,173)	(1,173)
Liability-related other changes	(1,282)	2	5	21	—	(1,254)
Non-cash changes:						
– Unrealised foreign exchange	1,893	190	—	—	—	2,083
– Other changes	44	(47)	—	—	1,173	1,169
<b>At 31 December</b>	<b>36,420</b>	<b>2,332</b>	<b>2,196</b>	<b>129</b>	<b>—</b>	<b>41,077</b>
<b>2021</b>						
<b>At 1 January</b>	43,679	2,556	2,241	100	—	48,576
Proceeds from issue of debt securities	2,847	—	—	—	—	2,847
Repayment of debt securities	(13,724)	—	—	—	—	(13,724)
Repayment of subordinated liabilities	—	(4)	—	—	—	(4)
Issue of other equity instruments	—	—	450	—	—	450
Repurchase of other equity instruments	—	—	(500)	—	—	(500)
Principal elements of lease payments	—	—	—	(25)	—	(25)
Dividends paid	—	—	—	—	(1,506)	(1,506)
Liability-related other changes	(473)	(4)	—	59	—	(418)
Non-cash changes:						
– Unrealised foreign exchange	(930)	14	—	—	—	(916)
– Other changes	181	(334)	—	—	1,506	1,353
<b>At 31 December</b>	<b>31,580</b>	<b>2,228</b>	<b>2,191</b>	<b>134</b>	<b>—</b>	<b>36,133</b>

### Footnotes to the cash flow statement

Net cash flows from operating activities includes interest received of £11,627m (2022: £6,618m, 2021: £4,873m), interest paid of £6,496m (2022: £2,107m, 2021: £1,085m) and dividends received of £nil (2022: £nil, 2021: £nil).

Total cash outflow for leases was £50m (2022: £28m, 2021: £28m).

### Other matters

In 2022, the non-controlling interests were redeemed. In 2021, there was a disposal of non-controlling interests of £181m.

## 35. ASSETS CHARGED AS SECURITY FOR LIABILITIES AND COLLATERAL ACCEPTED AS SECURITY FOR ASSETS

The following transactions are conducted under terms that are usual and customary to collateralised transactions including, where relevant, standard securities lending and repurchase agreements.

### a) Assets charged as security for liabilities

The financial assets below are analysed between those assets accounted for on-balance sheet and off-balance sheet.

	2023	Group 2022
	£m	£m
<b>On-balance sheet:</b>		
Cash and balances at central banks	1,480	1,330
Loans and advances to banks	254	163
Loans and advances to customers - securitisations and covered bonds (See Note 14)	27,088	24,155
Loans and advances to customers - other	20,703	32,011
Other financial assets at amortised cost	14	35
Financial assets at fair value through other comprehensive income	5,253	4,441
<b>Total on-balance sheet</b>	<b>54,792</b>	<b>62,135</b>
<b>Total off-balance sheet</b>	<b>10,184</b>	<b>9,184</b>

Santander UK provides assets as collateral in the following areas of the business.

### Sale and repurchase agreements

Santander UK also enters into sale and repurchase agreements and similar transactions of debt securities. Upon entering into such transactions, Santander UK provides collateral in excess of the borrowed amount. The carrying amount of assets that were so provided at 31 December 2023 was £13,291m (2022: £11,553m), of which £909m (2022: £900m) was classified in 'Loans and advances to customers – securitisations and covered bonds' in the table above.

### Securitisations and covered bonds

As described in Note 14, Santander UK plc and certain of its subsidiaries issue securitisations and covered bonds. At 31 December 2023, there were £27,927m (2022: £24,984m) of gross assets in these secured programmes and £839m (2022: £829m) of these related to internally retained issuances that were available for use as collateral for liquidity purposes in the future.

At 31 December 2023, £2,928m (2022: £1,725m) of notes issued under securitisation and covered bond programmes had been retained internally, a proportion of which had been used as collateral via third party bilateral secured funding transactions, which totalled £1,500m at 31 December 2023 (2022: £500m), or for use as collateral for liquidity purposes in the future.

### Stock borrowing and lending agreements

Asset balances under stock borrowing and lending agreements represent stock lent by Santander UK. These balances amounted to £23,713m at 31 December 2023 (2022: £34,963m) and are offset by contractual commitments to return stock borrowed or cash received.

### Derivatives business

In addition to the arrangements described above, collateral is also provided in the normal course of derivative business to counterparties. At 31 December 2023 £1,793m (2022: £1,548m) of such collateral in the form of cash had been provided by Santander UK and is included in the table.

### b) Collateral accepted as security for assets

The collateral held as security for assets, analysed between those liabilities accounted for on balance sheet and off-balance sheet, was:

	2023	Group 2022
	£m	£m
<b>On-balance sheet:</b>		
Deposits by banks	888	1,758
<b>Total on-balance sheet</b>	<b>888</b>	<b>1,758</b>
<b>Total off-balance sheet</b>	<b>15,652</b>	<b>10,395</b>

### Purchase and resale agreements

Santander UK also enters into purchase and resale agreements and similar transactions of debt securities. Upon entering into such transactions, Santander UK receives collateral in excess of the loan amount. The level of collateral held is monitored daily and if required, further calls are made to ensure the market values of collateral remains at least equal to the loan balance. The subsidiaries are permitted to sell or repledge the collateral held in the absence of default. At 31 December 2023, the fair value of such collateral received was £12,983m (2022: £8,628m). Of the collateral received, almost all was sold or repledged. The subsidiaries have an obligation to return collateral that they have sold or pledged.

### Stock borrowing and lending agreements

Obligations representing contractual commitments to return stock borrowed by Santander UK amounted to £2,669m at 31 December 2023 (2022: £1,767m) and are offset by a contractual right to receive stock lent.

### Derivatives business

In addition to the arrangements described, collateral is also received from counterparties in the normal course of derivative business. At 31 December 2023, £888m (2022: £1,758m) of such collateral in the form of cash had been received by Santander UK and is included in the table.

### Lending activities

In addition to the collateral held as security for assets, Santander UK may obtain a charge over a customer's property in connection with its lending activities. Details of these arrangements are set out in the 'Credit risk' section of the Risk review.

## 36. SHARE-BASED COMPENSATION

The Santander UK group operates share schemes and arrangements for eligible employees. The main current schemes are the Sharesave Schemes, the Deferred Shares Bonus Plan, the Partnership Shares scheme and the Transformation Incentive Plan. All the share options and awards relate to shares in Banco Santander SA.

The amount charged to the income statement in respect of share-based payment transactions is set out in Note 6.

At 31 December 2023, the carrying amount of liabilities arising from share-based payment transactions, excluding any cash element was £14.7m (2022: £6.6m), of which £1.1m had vested at 31 December 2023 (2022: £0.1m).

### a) Sharesave Schemes

The Santander UK group launched its sixteenth HM Revenue & Customs approved Sharesave invitation under Banco Santander SA sponsorship in September 2023. Sharesave invitations have been offered since 2008 under broadly similar terms. Under the Sharesave Scheme's HMRC-approved savings limits, eligible employees may enter into contracts to save between £5 and £500 per month. For all schemes, at the end of a fixed term of three or five years after the grant date, the employees can use these savings to buy shares in Banco Santander SA at a discount, calculated in accordance with the rules of the scheme. The option price is calculated as the average middle market quoted price of Banco Santander SA shares over the first three dealing days prior to invitation and discounted by up to 20%. This year a 10% discount was applied. The vesting of awards under the scheme depends on continued employment with the Banco Santander group. Participants in the scheme have six months from the date of vesting to exercise the option.

The table below summarises movements in the number of options, and changes in weighted average exercise price over the same period.

	2023		2022	
	Number of options '000	Weighted average exercise price £	Number of options '000	Weighted average exercise price £
<b>Outstanding at 1 January</b>	<b>29,988</b>	<b>2.00</b>	25,993	2.25
Granted	7,175	2.78	13,068	1.89
Exercised	(5,980)	1.70	(242)	1.69
Forfeited/expired	(4,044)	2.53	(8,831)	2.59
<b>Outstanding at 31 December</b>	<b>27,139</b>	<b>2.19</b>	29,988	2.00
<b>Exercisable at 31 December</b>	<b>868</b>	<b>1.84</b>	3,439	3.22

The weighted average share price at the date the options were exercised was £3.22 (2022: £2.34).

The following table summarises the range of exercise prices and weighted average remaining contractual life of the options at 31 December 2023 and 2022.

Range of exercise prices	2023		2022	
	Weighted average remaining contractual life Years	Weighted average exercise price £	Weighted average remaining contractual life Years	Weighted average exercise price £
£1 to £2	3	1.84	3	1.79
£2 to £3	3	2.65	2	2.56
£3 to £4	0	3.46	1	3.46
£4 to £5	0	—	0	4.02

The fair value of each option at the date of grant is estimated using an analytical model that also reflects the correlation between EUR and GBP. This model uses assumptions on the share price, the EUR/GBP FX rate, the EUR/GBP risk-free interest rate, dividend yields, the expected volatilities of both the underlying shares and EUR/GBP for the expected lives of options granted. The weighted average grant-date fair value of options granted during the year was £0.33 (2022: £0.23).

### b) Deferred shares bonus plan

Deferred bonus awards are designed to align employee performance with shareholder value and encourage increased retention of senior employees. Those employees who are designated as Material Risk Takers receive part of their annual bonus as a deferred award comprising 50% in shares and 50% in cash. Either 40% (for any variable pay award of less than £500,000) or 60% (for any variable pay award greater than £500,000) is deferred over a four-, five- or seven- year period from the anniversary of the initial award. Deferred bonus awards in shares or share options are subject to an additional one-year retention period from the point of delivery. Any deferred awards are dependent on continued employment and subject to Santander UK's discretion, and the vesting of deferred bonus awards is subject to potential performance adjustment.

### c) Partnership Shares scheme

A Partnership Shares scheme is operated for eligible employees under the Share Incentive Plan (SIP) umbrella. Participants can choose to invest up to £1,800 per tax year (or no more than 10% of an employee's salary for the tax year) from pre-tax salary to buy Banco Santander SA shares. Shares are held in trust for the participants. There are no vesting conditions attached to these shares, and no restrictions as to when the shares can be removed from the trust. However, if a participant chooses to sell the shares before the end of five years, they will be liable for the taxable benefit received when the shares are taken out of the trust. The shares can be released from trust after five years free of income tax and national insurance contributions. 3,937,473 shares were outstanding at 31 December 2023 (2022: 3,974,698 shares).

### d) Transformation Incentive Plan

This one-off long-term incentive plan was designed to recognise the achievement of financial targets and an enhanced customer experience, whilst maintaining appropriate conduct controls and risk management, over the course of our transformation period.

Awards under the plan were granted in 2021, 2022 and 2023 with performance assessed over the period 1 January 2021 to 31 December 2023. Awards for Material Risk Takers were granted half in cash and half in share based awards (linked to the Banco Santander SA share price), and will vest in accordance with regulatory requirements. The total value of share-based awards granted in 2023 was £1.3m (2022: £1m) and the liability arising from share-based payment transactions, excluding any cash element was £3.8m (2022: £1.8m).

## 37. TRANSACTIONS WITH DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL

The Directors of Santander UK Group Holdings plc did not receive any remuneration in respect of their services to the Company. The remuneration disclosures in these financial statements reflect their remuneration in respect of the Santander UK plc group.

### a) Remuneration of Directors and Other Key Management Personnel

The remuneration of the Directors and Other Key Management Personnel (KMP) of the Santander UK group is set out in aggregate below.

	2023	2022	2021
	£	£	£
Directors' remuneration			
Salaries and fees	4,008,772	4,037,116	3,828,333
Performance-related payments	1,002,607	3,701,569	3,431,294
Other fixed remuneration (pension and other allowances & non-cash benefits)	222,538	906,201	806,103
Expenses	—	13,004	3,705
<b>Total remuneration</b>	<b>5,233,917</b>	<b>8,657,890</b>	<b>8,069,435</b>
	2023	2022	2021
	£	£	£
Directors' and Other Key Management Personnel compensation			
Short-term employee benefits	13,235,757	15,641,669	18,831,380
Post-employment benefits	611,769	740,333	913,842
Compensation for loss of office <sup>(1)</sup>	—	1,540,400	—
<b>Total compensation</b>	<b>13,847,526</b>	<b>17,922,402</b>	<b>19,745,222</b>

(1) Compensation for loss of office was not paid to Directors or KMPs in 2023 (2022: three KMPs, £1,540,400; 2021: nil).

In 2023, the remuneration, excluding pension contributions, of the highest paid Director, was £2,640,491 (2022: £3,510,441, 2021: £3,740,810) of which £1,002,607 (2022: £1,900,506, 2021: £1,864,320) was performance related. In 2023, the accrued defined benefit pension relating to the highest paid director was £nil (2022: £nil, 2021: £22,119 per annum for a different individual).

### b) Retirement benefits

Defined benefit pension schemes are provided to certain employees. See Note 30 for details of the schemes and the related costs and obligations. No director has a deferred pension benefit accruing under a defined benefit scheme. Ex-gratia pensions paid to former Directors of Santander UK plc in 2023, which have been provided for previously, amounted to £327,462 (2022: £379,945; 2021: £370,668). Since the Company became part of the Banco Santander group, the Board has not awarded any new ex-gratia pensions.

### c) Transactions with Directors, Other Key Management Personnel and each of their connected persons

Directors, Other KMP (defined as the Executive Committee of Santander UK plc who served during the year) and their connected persons have undertaken the following transactions with the Santander UK group in the ordinary course of business.

	2023		2022	
	No.	£000	No.	£000
Secured loans, unsecured loans and overdrafts				
<b>At 1 January</b>	<b>6</b>	<b>647</b>	<b>4</b>	<b>27</b>
Net movements	—	244	2	620
<b>At 31 December</b>	<b>6</b>	<b>891</b>	<b>6</b>	<b>647</b>
Deposit, bank and instant access accounts and investments				
<b>At 1 January</b>	<b>16</b>	<b>2,995</b>	<b>16</b>	<b>6,427</b>
Net movements	(3)	(1,819)	—	(3,432)
<b>At 31 December</b>	<b>13</b>	<b>1,176</b>	<b>16</b>	<b>2,995</b>

In 2023 and 2022, no Director held any interest in the shares of any company in the Santander UK group and no Director exercised or was granted any rights to subscribe for shares in any company in the Santander UK group. In addition, in 2023 and 2022, no Directors exercised share options over shares in Banco Santander SA, the ultimate parent company of the Company.

Secured loans, unsecured loans and overdrafts are made to Directors, Other KMP and their connected persons, in the ordinary course of business, with terms prevailing for comparable transactions and on the same terms and conditions as applicable to other employees in the Santander UK group. Such loans do not involve more than the normal risk of collectability or present any unfavourable features. Amounts deposited by Directors, Other KMP and their connected persons earn interest at the same rates as those offered to the market or on the same terms and conditions applicable to other employees in the Santander UK group. Deposits, bank and instant access accounts and investments are entered into by Directors, Other KMP and their connected persons on normal market terms and conditions, or on the same terms and conditions as applicable to other employees in Santander UK group.

In 2023, loans were made to one Directors (2022: four Directors), with a principal amount of £312,846 outstanding at 31 December 2023 (2022: £332,426). In 2023, loans were made to five Other KMP (2022: two), with a principal amount of £578,568 outstanding at 31 December 2023 (2022: £314,667).

In 2023 and 2022, there were no other transactions, arrangements or agreements with Santander UK in which Directors, Other KMP or their connected persons had a material interest. In addition, in 2023 and 2022, no Director had a material interest in any contract of significance with Santander UK other than a service contract or appointment letter, as appropriate.

## 38. RELATED PARTY DISCLOSURES

### a) Parent undertaking and controlling party

The Company's immediate and ultimate parent and controlling party is Banco Santander SA, a company incorporated in Spain. The smallest and largest groups into which the Santander UK group's results are included are the group accounts of Banco Santander SA, copies of which may be obtained from Shareholder Relations, 2 Triton Square, Regent's Place, London NW1 3AN.

### b) Transactions with related parties

Transactions with related parties during the year and balances outstanding at the year-end:

	Interest, fees and other income received						Interest, fees and other expenses paid			Amounts owed by related parties		Amounts owed to related parties	
	2023			2022			2021			2023		2022	
	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	
Ultimate parent	(12)	(863)	(210)	475	47	34	903	1,423	(2,250)	(1,732)			
Fellow subsidiaries	(28)	(60)	(47)	194	171	151	26	31	(251)	(278)			
Joint ventures	(183)	(77)	(34)	55	17	4	4,486	4,151	(781)	(973)			
	(223)	(1,000)	(291)	724	235	189	5,415	5,605	(3,282)	(2,983)			

For more on this, see 'Balances with other Banco Santander group members' in the Risk review, Note 13. Loans and advances to customers, Note 23. Deposits by customers and Note 33. Other Equity Instruments. In addition, transactions with pension schemes operated by the Santander UK group are described in Note 30.

The above transactions were made in the ordinary course of business, on substantially the same terms as for comparable transactions with third party counterparties, and within limits acceptable to the PRA. Such transactions do not involve more than the normal risk of collectability or present any unfavourable features.

In 2021, SCUUK sold its entire 50% shareholding in PSA Finance UK Limited to PSA Financial Services Spain EFC SA, a joint venture between Santander Consumer Finance SA, a fellow subsidiary of Banco Santander SA, and Banque PSA Finance SA.

In 2021, a significant part of the CIB business of Santander UK was transferred to the London branch of Banco Santander SA by way of a Part VII banking business transfer scheme. For more details, see Note 42.

In 2021, we sold our then head office site in Triton Square, London to Santander UK Investments Ltd, a wholly owned subsidiary of our ultimate parent. Santander UK occupies space within the building and paid fees of £9m (2022: £6m) under an occupational licence arrangement.

In November 2022, Santander (UK) Group Pension Scheme Trustees Limited entered into an unsecured committed liquidity facility with Santander UK plc for £600m with a maturity date of 31 December 2024. This facility provides an alternate source of short-term liquidity for day-to-day operational needs. At the balance sheet date, no drawings had been made from this facility and the entire facility remained undrawn.

## 39. FINANCIAL INSTRUMENTS

### a) Fair value measurement and hierarchy

#### (i) Fair value measurement

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which Santander UK has access at that date. The fair value of a liability reflects its non-performance risk.

#### Financial instruments valued using observable market prices

If a quoted market price in an active market is available for an instrument, the fair value is calculated as the current bid price multiplied by the number of units of the instrument held.

#### Financial instruments valued using a valuation technique

In the absence of a quoted market price in an active market, management uses internal models to make its best estimate of the price that the market would set for that financial instrument. In order to make these estimations, various techniques are employed, including extrapolation from observable market data and observation of similar financial instruments with similar characteristics. Wherever possible, valuation parameters for each product are based on prices directly observable in active markets or that can be derived from directly observable market prices. Chosen valuation techniques incorporate all the factors that market participants would take into account in pricing transactions.

Santander UK manages certain groups of financial assets and liabilities on the basis of its net exposure to either market risks or credit risk. As a result, it has elected to use the exception under IFRS 13 which permits the fair value measurement of a group of financial assets and financial liabilities on the basis of the price that would be received to sell a net long position for a particular risk exposure or paid to transfer a net short position for a particular risk exposure in an orderly transaction between market participants at the measurement date under current market conditions.

#### (ii) Fair value hierarchy

Santander UK applies the following fair value hierarchy that prioritises the inputs to valuation techniques used in measuring fair value. The hierarchy establishes three categories for valuing financial instruments, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three categories are: quoted prices in active markets (Level 1), internal models based on observable market data (Level 2) and internal models based on other than observable market data (Level 3). If the inputs used to measure an asset or a liability fall to different levels within the hierarchy, the classification of the entire asset or liability will be based on the lowest level input that is significant to the overall fair value measurement of the asset or liability.



Santander UK categorises assets and liabilities measured at fair value within the fair value hierarchy based on the inputs to the valuation techniques as follows:

- Level 1 Unadjusted quoted prices for identical assets or liabilities in an active market that Santander UK can access at the measurement date. Active markets are assessed by reference to average daily trading volumes in absolute terms and, where applicable, by reference to market capitalisation for the instrument.
- Level 2 Quoted prices in inactive markets, quoted prices for similar assets or liabilities, recent market transactions, inputs other than quoted market prices for the asset or liability that are observable either directly or indirectly for substantially the full term, and inputs to valuation techniques that are derived principally from or corroborated by observable market data through correlation or other statistical means for substantially the full term of the asset or liability.
- Level 3 Significant inputs to the pricing or valuation techniques are unobservable. These unobservable inputs reflect the assumptions that market participants would use when pricing assets or liabilities and are considered significant to the overall valuation.

Changes in the observability of significant valuation inputs during the reporting period may result in a transfer of assets and liabilities within the fair value hierarchy. The Santander UK group recognises transfers between levels of the fair value hierarchy when there is a significant change in either its principal market or the level of observability of the inputs to the valuation techniques at the end of the reporting period.

### b) Valuation techniques

The main valuation techniques employed in internal models to measure the fair value of the financial instruments at 31 December 2023 and 2022 are set out below. In substantially all cases, the principal inputs into these models are derived from observable market data. Santander UK did not make any material changes to the valuation techniques and internal models it used in 2023, 2022 and 2021.

- A In the valuation of financial instruments requiring static hedging (for example interest rate, currency derivatives and property derivatives) and in the valuation of loans and advances and deposits, the 'present value' method is used. Expected future cash flows are discounted using the interest rate curves of the applicable currencies or forward house price index levels, as well as credit spreads. The interest rate curves are generally observable market data and reference yield curves derived from quoted interest rates in appropriate time bandings, which match the timings of the cash flows and maturities of the instruments.
- B In the valuation of equity financial instruments requiring dynamic hedging (principally equity securities, options and other structured instruments), proprietary local volatility and stochastic volatility models are used. These types of models are widely accepted in the financial services industry. Observable market inputs used in these models include the bid-offer spread, foreign currency exchange rates, volatility and correlation between indices. In limited circumstances, other inputs may be used in these models that are based on unobservable market data, such as the Halifax's UK HPI volatility, HPI forward growth, HPI spot rate, mortality, mean reversion and contingent litigation risk.
- C In the valuation of financial instruments exposed to interest rate risk that require either static or dynamic hedging (such as interest rate futures, caps and floors, and options), the present value method (futures), Black's model (caps/floors) and the Hull/White and Markov functional models (Bermudan options) are used. These types of models are widely accepted in the financial services industry. The significant inputs used in these models are observable market data, including appropriate interest rate curves, volatilities, correlations and exchange rates. In limited circumstances, other inputs may be used in these models that are based on unobservable market data, such as HPI volatility, HPI forward growth, HPI spot rate and mortality.
- D In the valuation of linear instruments such as credit risk and fixed-income derivatives, credit risk is measured using dynamic models similar to those used in the measurement of interest rate risk. In the case of non-linear instruments, if the portfolio is exposed to credit risk such as credit derivatives, the probability of default is determined using the credit default spread market. The main inputs used to determine the underlying cost of credit of credit derivatives are quoted credit risk premiums and the correlation between the quoted credit derivatives of various issuers.

The fair values of the financial instruments arising from Santander UK's internal models take into account, among other things, contract terms and observable market data, which include such factors as bid-offer spread, interest rates, credit risk, exchange rates, the quoted market price of equity securities, volatility and prepayments. In all cases, when it is not possible to derive a valuation for a particular feature of an instrument, management uses judgement to determine the fair value of the particular feature. In exercising this judgement, a variety of tools are used including proxy observable data, historical data and extrapolation techniques. Extrapolation techniques take into account behavioural characteristics of equity markets that have been observed over time, and for which there is a strong case to support an expectation of a continuing trend in the future. Estimates are calibrated to observable market prices when they become available.

Santander UK believes its valuation methods are appropriate and consistent with other market participants. Nevertheless, the use of different valuation methods or assumptions, including imprecision in estimating unobservable market inputs, to determine the fair value of certain financial instruments could result in different estimates of fair value at the reporting date and the amount of gain or loss recorded for a particular instrument. Most of the valuation models are not significantly subjective, because they can be tested and, if necessary, recalibrated by the internal calculation of and subsequent comparison to market prices of actively traded securities, where available.

### c) Control framework

Fair values are subject to a control framework designed to ensure that they are either determined or validated by a function independent of the risk-taker. To this end, ultimate responsibility for the determination of fair values lies with the Risk Department. For all financial instruments where fair values are determined by reference to externally quoted prices or observable pricing inputs to models, independent price determination or verification is utilised. In inactive markets, direct observation of a traded price may not be possible. In these circumstances, Santander UK will source alternative market information to validate the financial instrument's fair value, with greater weight given to information that is considered to be more relevant and reliable.

The factors that are considered in this regard include:

- The extent to which prices may be expected to represent genuine traded or tradeable prices
- The degree of similarity between financial instruments
- The degree of consistency between different sources
- The process followed by the pricing provider to derive the data
- The elapsed time between the date to which the market data relates and the balance sheet date
- The manner in which the data was sourced.

The source of pricing data is considered as part of the process that determines the classification of the level of a financial instrument. Consideration is given to the quality of the information available that provides the current mark-to-model valuation and estimates of how different these valuations could be on an actual trade, taking into consideration how active the market is. For spot assets that cannot be sold due to illiquidity, forward estimates are discounted to estimate a realisable value over time. Adjustments for illiquid positions are regularly reviewed to reflect changing market conditions.

For fair values determined using a valuation model, the control framework may include as applicable, independent development and / or validation of: (i) the logic within the models; (ii) the inputs to those models; and (iii) any adjustments required outside the models. Internal valuation models are validated independently within the Risk Department. A validation report is produced for each model-derived valuation that assesses the mathematical assumptions behind the model, the implementation of the model and its integration within the trading system.

#### d) Fair values of financial instruments carried at amortised cost

The following tables analyse the fair value of the financial instruments carried at amortised cost at 31 December 2023 and 2022, including their levels in the fair value hierarchy - Level 1, Level 2 and Level 3. Cash and balances at central banks, which consist of demand deposits with the Bank of England, together with cash in tills and ATMs, have been excluded from the table as the carrying amount is deemed an appropriate approximation of fair value.

	2023					2022					Group	
	value			Fair	Carrying	Fair value			Fair	Carrying		
	Level 1	Level 2	Level 3	value	value	Level 1	Level 2	Level 3	value	value		
£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	
<b>Assets</b>												
Loans and advances to customers	—	—	209,641	209,641	211,222	—	—	216,451	216,451	223,840		
Loans and advances to banks	—	1,216	—	1,216	1,216	—	1,105	—	1,105	1,105		
Reverse repurchase agreements - non trading	—	12,470	—	12,470	12,468	—	7,341	—	7,341	7,348		
cost	144	—	—	144	152	144	—	—	144	156		
	144	13,686	209,641	223,471	225,058	144	8,446	216,451	225,041	232,449		
<b>Liabilities</b>												
Deposits by customers	—	76	194,831	194,907	195,149	—	52	197,228	197,280	197,313		
Deposits by banks	—	20,371	37	20,408	20,357	—	27,997	54	28,051	28,543		
Repurchase agreements - non trading	—	8,413	—	8,413	8,411	—	7,982	—	7,982	7,982		
Debt securities in issue	11,511	22,710	1,154	35,375	35,778	4,988	28,685	1,582	35,255	36,420		
Subordinated liabilities	871	1,669	209	2,749	2,386	19	2,268	224	2,511	2,332		
	12,382	53,239	196,231	261,852	262,081	5,007	66,984	199,088	271,079	272,590		

The carrying value above of any financial assets and liabilities that are designated as hedged items in a portfolio (or macro) fair value hedge relationship excludes gains and losses attributable to the hedged risk, as this is included as a separate line item on the balance sheet.

#### Valuation methodology for financial instruments carried at amortised cost

The valuation approach to specific categories of financial instruments is described below.

##### Assets:

##### Loans and advances to customers

The approach to estimating the fair value of loans and advances to customers has been determined by discounting expected cash flows to reflect either current market rates or credit spreads relevant to the specific industry of the borrower. The determination of their fair values is an area of considerable estimation and uncertainty as there is no observable market and values are significantly affected by customer behaviour.

##### i) Advances secured on residential property

The fair value of the mortgage portfolio is calculated by discounting contractual cash flows by different spreads for each LTV Band, after taking account of expected customer prepayment rates. The spread is based on new business interest rates derived from publicly available competitor market information.

##### ii) Corporate loans

The determination of the fair values of performing loans is calculated by discounting the contractual cash flows and also deducting other costs relating to expected credit losses, cost of capital, credit risk capital, operational risk capital, cost of funding and operating costs.

##### iii) Other loans

These consist of unsecured personal loans, credit cards, overdrafts and consumer (auto) finance. The weighted average lives of these portfolios are typically short and relate to relatively new business. For unsecured personal loans and consumer (auto) finance loans, a small surplus or deficit has been recognised based on the differential between existing portfolio margins and the current contractual interest rates.

##### Loans and advances to banks

These comprise secured loans, short-term placements with banks including collateral and unsettled financial transactions. The secured loans have been valued based on a discounted spread for the term of the loans using valuation technique A as described above. The carrying amount of the other items is deemed a reasonable approximation of their fair value, as the transactions are very short-term in duration.

##### Reverse repurchase agreements - non-trading

The fair value of the reverse repurchase agreements - non trading has been estimated using valuation technique A as described above, using a spread appropriate to the underlying collateral.

##### Other financial assets at amortised cost

These consist of asset backed securities and debt securities. The asset backed securities can be complex products and in some instances are valued with the assistance of an independent, specialist valuation firm. These fair values are determined using industry-standard valuation techniques, including discounted cash flow models. The inputs to these models used in these valuation techniques include quotes from market makers, prices of similar assets, adjustments for differences in credit spreads, and additional quantitative and qualitative research. The debt security investments consist of a portfolio of government debt securities. The fair value of this portfolio has been determined using quoted market prices.

**Liabilities:****Deposits by customers**

The majority of deposit liabilities are payable on demand and therefore can be deemed short-term in nature with the fair value equal to the carrying value. Certain of the deposit liabilities are at a fixed rate until maturity. The deficit/surplus of fair value over carrying value of these liabilities has been estimated by reference to the market rates available at the balance sheet date for similar deposit liabilities of similar maturities. The fair value of such deposit liabilities has been estimated using valuation technique A as described above.

**Deposits by banks**

The fair value of deposits by banks, including repos, has been estimated using valuation technique A as described above, discounted at the appropriate credit spread.

**Repurchase agreements - non trading**

The fair value of the repurchase agreements - non trading has been estimated using valuation technique A as described above, discounted at a spread appropriate to the underlying collateral.

**Debt securities in issue and subordinated liabilities**

Where reliable prices are available, the fair value of debt securities in issue and subordinated liabilities has been calculated using quoted market prices. Where reliable prices are not available, internal models have been used to determine fair values, which take into account, among other things, contract terms and observable market data, which include such factors as interest rates, credit risk and exchange rates. In all cases, when it is not possible to derive a valuation for a particular feature of an instrument, management uses judgement to determine the fair value of the particular feature. In exercising this judgement, a variety of tools are used including proxy observable data.

**e) Fair values of financial instruments measured at fair value**

The following tables summarise the fair values of the financial assets and liabilities accounted for at fair value at 31 December 2023 and 31 December 2022, analysed by their levels in the fair value hierarchy - Level 1, Level 2 and Level 3.

		2023				2022				Group
		Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Valuation
		£m	£m	£m	£m	£m	£m	£m	£m	technique
<b>Assets</b>										
Derivative financial instruments	Exchange rate contracts	—	1,129	—	1,129	—	2,049	—	2,049	A
	Interest rate contracts	—	2,227	1	2,228	—	2,406	7	2,413	A & C
	Equity and credit contracts	—	127	35	162	—	103	47	150	B & D
	Netting	—	(2,047)	—	(2,047)	—	(2,173)	—	(2,173)	
		—	1,436	36	1,472	—	2,385	54	2,439	
Other financial assets at FVTPL	Loans and advances to customers	—	309	46	355	—	294	45	339	A
	Debt securities	—	168	49	217	—	13	72	85	A, B & D
	Equity securities	—	—	30	30	—	—	10	10	B
		—	477	125	602	—	307	127	434	
Financial assets at FVOCI	Debt securities	8,293	188	—	8,481	5,996	28	—	6,024	D
		8,293	188	—	8,481	5,996	28	—	6,024	
<b>Total assets at fair value</b>		<b>8,293</b>	<b>2,101</b>	<b>161</b>	<b>10,555</b>	<b>5,996</b>	<b>2,720</b>	<b>181</b>	<b>8,897</b>	
<b>Liabilities</b>										
Derivative financial instruments	Exchange rate contracts	—	533	—	533	—	489	—	489	A
	Interest rate contracts	—	2,379	1	2,380	—	2,662	4	2,666	A & C
	Equity and credit contracts	—	16	9	25	—	18	8	26	B & D
	Netting	—	(2,047)	—	(2,047)	—	(2,173)	—	(2,173)	
		—	881	10	891	—	996	12	1,008	
Other financial liabilities at FVTPL	Debt securities in issue	—	369	—	369	—	372	3	375	A
	Structured deposits	—	426	—	426	—	321	—	321	A
	Zero Amortising Guaranteed Notes	—	104	—	104	—	107	—	107	D
		—	899	—	899	—	800	3	803	
<b>Total liabilities at fair value</b>		<b>—</b>	<b>1,780</b>	<b>10</b>	<b>1,790</b>	<b>—</b>	<b>1,796</b>	<b>15</b>	<b>1,811</b>	

**Transfers between levels of the fair value hierarchy**

In 2023 there were £22m (2022: no significant) transfers of financial instruments between levels of the fair value hierarchy.

## f) Fair value adjustments

The internal models incorporate assumptions that Santander UK believes would be made by a market participant to establish fair value. Fair value adjustments are adopted when Santander UK considers that there are additional factors that would be considered by a market participant that are not incorporated in the valuation model.

Santander UK classifies fair value adjustments as either 'risk-related' or 'model-related'. The fair value adjustments form part of the portfolio fair value and are included in the balance sheet values of the product types to which they have been applied.

The fair value adjustments are set out in the following table:

	2023	Group 2022
	£m	£m
Risk-related:		
- Bid-offer and trade specific adjustments	(6)	(12)
- Uncertainty	29	27
- Credit risk adjustment	(2)	(1)
- Funding fair value adjustment	1	1
	<b>22</b>	<b>15</b>
Day One profit	(1)	(1)
	<b>21</b>	<b>14</b>

### Risk-related adjustments

Risk-related adjustments are driven, in part, by the magnitude of Santander UK's market or credit risk exposure, and by external market factors, such as the size of market spreads.

#### (i) Bid-offer and trade specific adjustments

Portfolios are marked at bid or offer, as appropriate. Valuation models will typically generate mid-market values. The bid-offer adjustment reflects the cost that would be incurred if substantially all residual net portfolio market risks were closed using available hedging instruments or by disposing of or unwinding the position. For debt securities, the bid-offer spread is based on a market price at an individual security level. For other products, the major risk types are identified. For each risk type, the net portfolio risks are first classified into buckets, and then a bid-offer spread is applied to each risk bucket based upon the market bid-offer spread for the relevant hedging instrument.

#### (ii) Uncertainty

Certain model inputs may be less readily determinable from market data, and/or the choice of model itself may be more subjective. In these circumstances, a range of possible values exists that the financial instrument or market parameter may assume, and an adjustment may be needed to reflect the likelihood that in estimating the fair value of the financial instrument, market participants would adopt more conservative values for uncertain parameters and/or model assumptions than those used in the valuation model.

#### (iii) Credit risk adjustment

Credit risk adjustments comprise credit and debit valuation adjustments. The credit valuation adjustment (CVA) is an adjustment to the valuation of OTC derivative contracts to reflect within fair value the possibility that the counterparty may default, and Santander UK may not receive the full market value of the transactions. The debit valuation adjustment (DVA) is an adjustment to the valuation of the OTC derivative contracts to reflect within the fair value the possibility that Santander UK may default, and that Santander UK may not pay full market value of the transactions.

Santander UK calculates a separate CVA and DVA for each Santander UK legal entity, and within each entity for each counterparty to which the entity has exposure. Santander UK calculates the CVA by applying the probability of default of the counterparty to the expected positive exposure to the counterparty, and multiplying the result by the loss expected in the event of default i.e. LGD. Conversely, Santander UK calculates the DVA by applying the PD of the Santander UK group, to the expected positive exposure of the counterparty to Santander UK and multiplying the result by the LGD. Both calculations are performed over the life of the potential exposure.

For most products Santander UK uses a simulation methodology to calculate the expected positive exposure to a counterparty. This incorporates a range of potential exposures across the portfolio of transactions with the counterparty over the life of the portfolio. The simulation methodology includes credit mitigants such as counterparty netting agreements and collateral agreements with the counterparty.

#### (iv) Funding fair value adjustment (FFVA)

The FFVA is an adjustment to the valuation of OTC derivative positions to include the net cost of funding uncollateralised derivative positions. This is calculated by applying a suitable funding cost to the expected future funding exposure of any uncollateralised component of the OTC derivative portfolio.

### Model-related adjustments

Models used for portfolio valuation purposes may be based upon a simplifying set of assumptions that do not capture all material market characteristics. Additionally, markets evolve, and models that were adequate in the past may require development to capture all material market characteristics in current market conditions. In these circumstances, model limitation adjustments are adopted. As model development progresses, model limitations are addressed within the core revaluation models and a model limitation adjustment is no longer needed.

### Day One profit adjustments

Day One profit adjustments are adopted where the fair value estimated by a valuation model is based on one or more significant unobservable inputs. Day One profit adjustments are calculated and reported on a portfolio basis.

The timing of recognition of deferred Day One profit and loss is determined individually. It is deferred until either the instrument's fair value can be determined using market observable inputs or is realised through settlement. The financial instrument is subsequently measured at fair value, adjusted for the deferred Day One profit and loss. Subsequent changes in fair value are recognised immediately in the Income Statement without immediate reversal of deferred Day One profits and losses.

**g) Internal models based on information other than market data (Level 3)**

The table below provides an analysis of financial instruments valued using internal models based on information other than market data together with further details on the valuation techniques used for each type of instrument. Each instrument is initially valued at transaction price:

Balance sheet line item	Category	Financial instrument product type	Balance sheet value		Fair value movements recognised in profit/(loss)			Group
			2023	2022	2023	2022	2021	
			£m	£m	£m	£m	£m	
1. Derivative assets	Equity and credit contracts	Reversionary property interests	35	30	12	(8)	—	
2. FVTPL assets	Loans and advances to customers	Roll-up mortgage portfolio	24	28	(2)	(18)	(5)	
3. FVTPL assets	Loans and advances to customers	Other loans	22	17	4	(4)	(2)	
4. FVTPL assets	Debt securities	Reversionary property securities	49	70	(3)	—	5	
5. FVTPL assets	Equity securities	Unlisted equity shares	30	10	27	(10)	1	
			160	155	38	(40)	(1)	
<b>Other Level 3 assets</b>			1	26	7	17	(6)	
<b>Other Level 3 liabilities</b>			(10)	(15)	(1)	2	6	
<b>Total net assets</b>			151	166				
<b>Total income/(expense)</b>					44	(21)	(1)	

**Valuation techniques****1. Derivative assets – Equity and credit contracts**

These are valued using a probability weighted set of HPI forward prices, which are assumed to be a reasonable representation of the increase in value of the Santander UK group's reversionary interest portfolio underlying the derivatives. The probability used reflects the likelihood of the homeowner vacating the property and is calculated from mortality rates and acceleration rates which are a function of age and gender, obtained from the relevant mortality tables. Indexing is felt to be appropriate due to the size and geographical dispersion of the reversionary interest portfolio. These are determined using HPI Spot Rates adjusted to reflect estimated forward growth. Non-seasonally adjusted (NSA) national and regional HPI are used in the valuation model to avoid any subjective judgement in the adjustment process, which is made by Markit, which publishes the Halifax House Price Index.

The inputs used to determine the value of the reversionary property derivatives are HPI spot, HPI forward growth and mortality rates. The principal pricing parameter is HPI forward growth.

**2. FVTPL assets – Loans and advances to customers – roll-up mortgage portfolio**

These represent roll-up mortgages (sometimes referred to as lifetime mortgages), which are an equity release scheme under which a property owner takes out a loan secured against their home. The owner does not have to make any interest payments during their lifetime in which case the fixed interest payments are rolled up into the mortgage. The loan or mortgage (capital and rolled-up interest) is repaid upon the owner's vacation of the property and the value of the loan is only repaid from the value of the property. This is known as a 'no negative equity guarantee'. Santander UK suffers a loss if the sale proceeds from the property are insufficient to repay the loan, as it is unable to pursue the homeowner's estate or beneficiaries for the shortfall.

The value of the mortgage 'rolls up' or accretes until the owner vacates the property. In order to value the roll-up mortgages, Santander UK uses a probability-weighted set of European option prices (puts) determined using the Black-Scholes model, in which the 'no negative equity guarantee' are valued as short put options. The probability weighting applied is calculated from mortality rates and acceleration rates as a function of age and gender, taken from mortality tables.

The inputs used to determine the value of these instruments are HPI spot, HPI forward growth, HPI volatility, mortality rates and repayment rates. The principal pricing parameter is HPI forward growth. The HPI forward growth rate used is unobservable and is the same as used in the valuation of Instrument 1 above. The other parameters do not have a significant effect on the value of the instruments.

**3. FVTPL assets – Loans and advances to customers – other loans**

These relate to loans to transport and education companies. The fair value of these loans is estimated using the 'present value' model based on a credit curve derived from current market spreads. Loan specific credit data is unobservable, so a proxy population is applied based on industry sector and credit rating.

**4. FVTPL assets – Debt securities**

These consist of reversionary property securities and are an equity release scheme, where the property owner receives an upfront lump sum in return for paying a fixed percentage of the sales proceeds of the property when the owner vacates the property. These reversionary property securities are valued using a probability-weighted set of HPI forward prices which are assumed to be a reasonable representation of the increase in value of Santander UK's reversionary interest portfolio underlying the derivatives. The probability weighting used reflects the probability of the homeowner vacating the property through death or moving into care and is calculated from mortality rates and acceleration factors which are a function of age and gender, obtained from the relevant mortality table.

The inputs used to determine the value of these instruments are HPI spot, HPI forward growth and mortality rates. The principal pricing parameter is HPI forward growth. Discussion of the HPI spot rate, HPI forward growth rate and mortality rates for this financial instrument is the same as Instrument 1 above. An adjustment is also made to reflect the specific property risk. Specific property risk is from the difference between the specific properties in the portfolio, and the average price as expressed in the regionally weighted house price index.

**5. FVTPL assets - Equity securities**

These consist of unquoted equity investments in companies providing infrastructure services to the financial services industry. Observable market inputs to valuation models used include equity prices and foreign currency exchange rates. The significant unobservable input is contingent litigation costs and related expenses in respect of convertible preferred stock in Visa Inc, as described in Note 31. This is estimated by reference to best estimates received from third party legal counsel.



**Reconciliation of fair value measurement in Level 3 of the fair value hierarchy**

The following table sets out the movements in Level 3 financial instruments in 2023:

	Assets						Group
	Derivatives	Other financial assets at FVTPL	Financial assets at FVOCI	Total	Derivatives	Other financial liabilities at FVTPL	Liabilities
							Total
	£m	£m	£m	£m	£m	£m	£m
<b>At 1 January 2023</b>	<b>54</b>	<b>127</b>	<b>—</b>	<b>181</b>	<b>(12)</b>	<b>(3)</b>	<b>(15)</b>
Total gains/(losses) recognised:							
Fair value movements <sup>(2)</sup>	18	27	—	45	(1)	—	(1)
Foreign exchange and other movements	—	(7)	—	(7)	—	—	—
Purchases	—	1	—	1	—	—	—
Transfers out	(22)	—	—	(22)	—	—	—
Netting <sup>(1)</sup>	—	(3)	—	(3)	—	—	—
Settlements	(14)	(20)	—	(34)	3	3	6
<b>At 31 December 2023</b>	<b>36</b>	<b>125</b>	<b>—</b>	<b>161</b>	<b>(10)</b>	<b>—</b>	<b>(10)</b>
Gains/(losses) recognised in profit or loss/other comprehensive income relating to assets and liabilities held at the end of the year <sup>(2)</sup>	18	20	—	38	(1)	—	(1)
<b>At 1 January 2022</b>	<b>56</b>	<b>235</b>	<b>18</b>	<b>309</b>	<b>(32)</b>	<b>(6)</b>	<b>(38)</b>
Total gains/(losses) recognised:							
Fair value movements <sup>(2)</sup>	5	(28)	—	(23)	2	—	2
Foreign exchange and other movements	—	(2)	—	(2)	—	1	1
Transfers in	—	—	—	—	(2)	—	(2)
Transfers out	—	(28)	—	(28)	—	—	—
Netting <sup>(1)</sup>	—	(8)	—	(8)	—	—	—
Sales	—	(5)	—	(5)	—	—	—
Settlements	(7)	(37)	(18)	(62)	20	2	22
<b>At 31 December 2022</b>	<b>54</b>	<b>127</b>	<b>—</b>	<b>181</b>	<b>(12)</b>	<b>(3)</b>	<b>(15)</b>
Gains/(losses) recognised in profit or loss/other comprehensive income relating to assets and liabilities held at the end of the year <sup>(2)</sup>	5	(30)	—	(25)	2	1	3

- (1) This relates to the effect of netting on the fair value of the credit linked notes due to a legal right of set-off between the principal amounts of the senior notes and the associated cash deposits. For more, see 'ii) Credit protection entities' in Note 19
- (2) Fair value movements relating to derivatives and other financial assets at FVTPL are recognised in other operating income in the income statement.

**Effect of changes in significant unobservable assumptions to reasonably possible alternatives (Level 3)**

As discussed above, the fair value of financial instruments are, in certain circumstances, measured using valuation techniques that incorporate assumptions that are not evidenced by prices from observable current market transactions in the same instrument and are not based on observable market data and, as such require the application of a degree of judgement. Changing one or more of the inputs to the valuation models to reasonably possible alternative assumptions would change the fair values significantly. The following table shows the sensitivity of these fair values to reasonably possible alternative assumptions.

Favourable and unfavourable changes are determined on the basis of changes in the value of the instrument as a result of varying the levels of the unobservable input as described in the table below. The potential effects do not take into effect any hedged positions.

	Fair value	Significant unobservable input			Sensitivity		Group	
		Assumption description	Assumption value		Shift	Favourable changes		Unfavourable changes
			Range <sup>(1)</sup>	Weighted average				
<b>2023</b>	£m							
<b>1. Derivative assets – Equity and credit contracts:</b>	<b>35</b>	HPI Forward growth rate	<b>-5% to 5%</b>	<b>(0.20)%</b>	<b>1.0%</b>	<b>2</b>	<b>(2)</b>	
– Reversionary property derivatives		HPI Spot rate <sup>(2)</sup>	<b>n/a</b>	<b>513</b>	<b>10.0%</b>	<b>2</b>	<b>(4)</b>	
<b>2. FVTPL – Loans and advances to customers:</b>	<b>24</b>	HPI Forward growth rate	<b>-5% to 5%</b>	<b>1.31 %</b>	<b>1.0%</b>	<b>—</b>	<b>—</b>	
– Roll-up mortgage portfolio								
<b>3. FVTPL – Loans and advances to customers:</b>	<b>22</b>	Credit spreads	<b>0.13% - 2.54%</b>	<b>0.97 %</b>	<b>20.0%</b>	<b>—</b>	<b>—</b>	
– Other loans								
<b>4. FVTPL – Debt securities:</b>	<b>49</b>	HPI Forward growth rate	<b>-5% to 5%</b>	<b>(0.20)%</b>	<b>1.0%</b>	<b>—</b>	<b>—</b>	
– Reversionary property securities		HPI Spot rate <sup>(2)</sup>	<b>n/a</b>	<b>513</b>	<b>10.0%</b>	<b>2</b>	<b>(2)</b>	
<b>5. FVTPL – equity securities:</b>	<b>30</b>	Contingent litigation risk	<b>0% - 100%</b>	<b>39.00 %</b>	<b>20.0%</b>	<b>3</b>	<b>(3)</b>	
– Unlisted equity shares								
<b>2022</b>								
<b>1. Derivative assets – Equity and credit contracts:</b>	<b>30</b>	HPI Forward growth rate	<b>-5% to 5%</b>	<b>0.53 %</b>	<b>1.0%</b>	<b>4</b>	<b>(4)</b>	
– Reversionary property derivatives		HPI Spot rate <sup>(2)</sup>	<b>n/a</b>	<b>513</b>	<b>10.0%</b>	<b>4</b>	<b>(4)</b>	
<b>2. FVTPL – Loans and advances to customers:</b>	<b>28</b>	HPI Forward growth rate	<b>-5% to 5%</b>	<b>1.39 %</b>	<b>1.0%</b>	<b>1</b>	<b>(1)</b>	
– Roll-up mortgage portfolio								
<b>3. FVTPL – Loans and advances to customers:</b>	<b>17</b>	Credit spreads	<b>0.19% to 2.04%</b>	<b>0.98 %</b>	<b>20.0%</b>	<b>—</b>	<b>—</b>	
– Other loans								
<b>4. FVTPL – Debt securities:</b>	<b>70</b>	HPI Forward growth rate	<b>-5% to 5%</b>	<b>0.53 %</b>	<b>1.0%</b>	<b>1</b>	<b>(1)</b>	
– Reversionary property securities		HPI Spot rate <sup>(2)</sup>	<b>n/a</b>	<b>513</b>	<b>10.0%</b>	<b>3</b>	<b>(3)</b>	
<b>5. FVTPL – equity securities:</b>	<b>10</b>	Contingent litigation risk	<b>0% to 100%</b>	<b>0.95 %</b>	<b>20.0%</b>	<b>7</b>	<b>(7)</b>	
– Unlisted equity shares								
<b>6. Derivative liabilities – Equity contracts:</b>	<b>(8)</b>	HPI Forward growth rate	<b>-5% to 5%</b>	<b>-0.92 %</b>	<b>1.0%</b>	<b>1</b>	<b>(1)</b>	
– Property-related options and forwards		HPI Spot rate <sup>(2)</sup>	<b>n/a</b>	<b>491</b>	<b>10.0%</b>	<b>2</b>	<b>(3)</b>	

(1) The range of actual assumption values used to calculate the weighted average disclosure.

(2) The HPI spot rate in the weighted average column represents the HPI spot rate index level at 31 December 2023 and 2022.

No sensitivities are presented for FVTPL assets – Debt securities (credit linked securities) or FVTPL liabilities - Financial guarantees, as the terms of these instruments are fully matched. As a result, any changes in the valuation of the credit linked notes would be offset by an equal and opposite change in the valuation of the financial guarantees.

**h) Maturities of financial liabilities and off-balance sheet commitments**

The table below analyses the maturities of the undiscounted cash flows relating to financial liabilities and off-balance sheet commitments of Santander UK based on the remaining period to the contractual maturity date at the balance sheet date. Deposits by customers largely consist of retail deposits. This table is not intended to show the liquidity of Santander UK.

						Group
	On demand	Not later than 3 months	Later than 3 months and not later than 1 year	Later than 1 year and not later than 5 years	Later than 5 years	Total
	£m	£m	£m	£m	£m	£m
<b>2023</b>						
<b>Financial liabilities</b>						
Derivative financial instruments	1	221	53	480	236	991
Other financial liabilities at fair value through profit or loss	—	8	7	538	520	1,073
Deposits by customers	181,492	4,826	5,987	2,946	286	195,537
Deposits by banks	1,479	806	1,518	18,087	—	21,890
Repurchase agreements – non trading	—	8,418	8	—	—	8,426
Debt securities in issue	—	7,500	3,835	21,708	8,597	41,640
Subordinated liabilities	—	27	83	876	2,470	3,456
Lease liabilities	—	—	30	73	25	128
<b>Total financial liabilities</b>	<b>182,972</b>	<b>21,806</b>	<b>11,521</b>	<b>44,708</b>	<b>12,134</b>	<b>273,141</b>
Off-balance sheet commitments given	3,805	15,205	1,408	7,399	3,622	31,439
<b>2022</b>						
<b>Financial liabilities</b>						
Derivative financial instruments	—	224	120	501	302	1,147
Other financial liabilities at fair value through profit or loss	—	—	98	443	437	978
Deposits by customers	181,744	4,969	7,927	2,471	332	197,443
Deposits by banks	2,067	948	659	26,140	—	29,814
Repurchase agreements – non trading	—	7,984	3	—	—	7,987
Debt securities in issue	—	6,678	2,101	23,076	6,830	38,685
Subordinated liabilities	—	35	691	1,149	1,400	3,275
Lease liabilities	—	—	32	82	28	142
<b>Total financial liabilities</b>	<b>183,811</b>	<b>20,838</b>	<b>11,631</b>	<b>53,862</b>	<b>9,329</b>	<b>279,471</b>
Off-balance sheet commitments given	19,111	787	898	7,508	3,554	31,858

As the above table is based on contractual maturities, no account is taken of call features related to subordinated liabilities. In addition, the repayment terms of debt securities may be accelerated in line with relevant covenants. Further, no account is taken of the possible early repayment of Santander UK's mortgage-backed non-recourse finance which is redeemed by Santander UK as funds become available from redemptions of the residential mortgages. Santander UK has no control over the timing and amount of redemptions of residential mortgages.

## 40. OFFSETTING FINANCIAL ASSETS AND LIABILITIES

The following table shows the impact of netting arrangements on:

- All financial assets and liabilities that are reported net on the balance sheet
- All derivative financial instruments and repurchase agreements and other similar secured lending and borrowing agreements that are subject to enforceable master netting arrangements or similar agreements, but do not qualify for balance sheet netting.

The table identifies the amounts that have been offset in the balance sheet and also those amounts that are covered by enforceable netting arrangements (offsetting arrangements and financial collateral) but do not qualify for netting under the requirements described above.

For derivative contracts, the 'Financial instruments' column identifies financial assets and liabilities that are subject to set off under netting agreements, such as the ISDA Master Agreement or derivative exchange or clearing counterparty agreements, whereby all outstanding transactions with the same counterparty can be offset and close-out netting applied across all outstanding transactions covered by the agreements if an event of default or other predetermined events occur. Financial collateral refers to cash and non-cash collateral obtained, typically daily or weekly, to cover the net exposure between counterparties by enabling the collateral to be realised in an event of default or if other predetermined events occur. For repurchase and reverse repurchase agreements and other similar secured lending and borrowing, the 'Financial instruments' column identifies financial assets and liabilities that are subject to set off under netting agreements, such as global master repurchase agreements and global master securities lending agreements, whereby all outstanding transactions with the same counterparty can be offset and close-out netting applied across all outstanding transactions covered by the agreements if an event of default or other predetermined events occur. Financial collateral typically comprises highly liquid securities which are legally transferred and can be liquidated if a counterparty defaults.

Santander UK engages in a variety of counterparty credit mitigation strategies in addition to netting and collateral arrangements. Therefore, the net amounts presented in the tables below do not purport to represent Santander UK's actual credit exposure.

	Amounts subject to enforceable netting arrangements							Assets not subject to enforceable netting arrangements <sup>(2)</sup>	Balance sheet total <sup>(3)</sup>
	Effects of offsetting on balance sheet			Related amounts not offset					
	Gross amounts	Amounts offset	Net amounts on balance sheet	Financial instruments	Financial collateral <sup>(1)</sup>	Net amount			
2023	£m	£m	£m	£m	£m	£m	£m	£m	
<b>Assets</b>									
Derivative financial assets	3,469	(2,047)	1,422	(479)	(823)	120	50	1,472	
Reverse repurchase, securities borrowing & similar agreements:									
- Amortised cost banks <sup>(4)</sup>	15,625	(3,157)	12,468	(118)	(12,350)	—	—	12,468	
	5,565	(805)	4,760	—	(180)	4,580	207,678	212,438	
	24,659	(6,009)	18,650	(597)	(13,353)	4,700	207,728	226,378	
<b>Liabilities</b>									
Derivative financial liabilities	2,911	(2,047)	864	(479)	(226)	159	27	891	
Repurchase, securities lending & similar agreements:									
- Amortised cost	11,568	(3,157)	8,411	(118)	(8,293)	—	—	8,411	
Deposits by customers and banks <sup>(4)</sup>	2,370	(805)	1,565	—	—	1,565	213,941	215,506	
	16,849	(6,009)	10,840	(597)	(8,519)	1,724	213,968	224,808	
<b>2022</b>									
<b>Assets</b>									
Derivative financial assets	4,557	(2,173)	2,384	(526)	(1,720)	138	55	2,439	
Reverse repurchase, securities borrowing & similar agreements:									
- Amortised cost	8,826	(1,478)	7,348	(9)	(7,339)	—	—	7,348	
banks <sup>(4)</sup>	5,144	(908)	4,236	—	—	4,236	220,709	224,945	
	18,527	(4,559)	13,968	(535)	(9,059)	4,374	220,764	234,732	
<b>Liabilities</b>									
Derivative financial liabilities	3,142	(2,173)	969	(526)	(158)	285	39	1,008	
Repurchase, securities lending & similar agreements:									
- Amortised cost	9,460	(1,478)	7,982	(9)	(7,973)	—	—	7,982	
Deposits by customers and banks <sup>(4)</sup>	3,265	(908)	2,357	—	—	2,357	223,499	225,856	
	15,867	(4,559)	11,308	(535)	(8,131)	2,642	223,538	234,846	

(1) Financial collateral is reflected at its fair value but has been limited to the net balance sheet exposure so as not to include any over-collateralisation.

(2) This column includes contractual rights of set-off that are subject to uncertainty under the laws of the relevant jurisdiction.

(3) The balance sheet total is the sum of 'Net amounts reported on the balance sheet' that are subject to enforceable netting arrangements and 'Amounts not subject to enforceable netting arrangements'.

(4) The amounts offset within loans and advances to customers/banks or deposits by customers/banks relate to offset mortgages which are classified as either and that are subject to netting.

## 41. INTEREST RATE BENCHMARK REFORM

Santander UK continues to work with customers and counterparties to transition any remaining agreements referencing 3-month synthetic LIBOR before that setting ends on 31 March 2024. At 31 December 2023, these represent an insignificant element of Santander UK's exposures and there are no remaining exposures which reference other LIBOR settings.

The following tables show the notional amounts of assets, liabilities and off-balance sheet commitments at 31 December 2023 and 31 December 2022 affected by IBOR reform that have yet to transition to an alternative benchmark interest rate.

			Group
	GBP LIBOR £m	USD LIBOR £m	Total £m
<b>2023</b>			
<b>Assets</b>			
Financial assets at amortised cost	6	—	6
	6	—	6
<b>2022</b>			
<b>Assets</b>			
Derivatives	—	1,665	1,665
Financial assets at amortised cost	76	245	321
	76	1,910	1,986
<b>Liabilities</b>			
Derivatives	66	1,846	1,912
Financial liabilities at amortised cost	—	2,491	2,491
	66	4,337	4,403
Off-balance sheet commitments given	2	—	2



## 42. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

### Discontinued operations

#### Transfer of the CIB Business

Santander UK plc transferred a significant part of its CIB business to the London branch of Banco Santander SA under a Part VII banking business transfer scheme, which completed on 11 October 2021. The residual parts of the CIB business were wound down or transferred to other segments. For the periods prior to its sale, the CIB business met the requirements for presentation as discontinued operations.

The financial performance and cash flow information relating to the discontinued operations were as follows:

#### For the year ended 31 December

	2023	2022	2021
	£m	£m	£m
Net interest income	—	—	33
Net fee and commission income	—	—	34
Other operating income	—	—	2
<b>Total operating income</b>	<b>—</b>	<b>—</b>	<b>69</b>
<b>Operating expenses before credit impairment (charges)/write-backs, provisions and charges</b>	<b>—</b>	<b>—</b>	<b>(32)</b>
Credit impairment (charges)/write-backs	—	—	11
Provisions for other liabilities and charges	—	—	(4)
<b>Total operating credit impairment (charges)/write-backs, provisions and charges</b>	<b>—</b>	<b>—</b>	<b>7</b>
<b>Profit from discontinued operations before tax</b>	<b>—</b>	<b>—</b>	<b>44</b>
Tax on profit from discontinued operations	—	—	(12)
<b>Profit from discontinued operations after tax</b>	<b>—</b>	<b>—</b>	<b>32</b>

There were no gains or losses recognised on the measurement to fair value less costs to sell or on the disposal of the asset groups constituting the discontinued operations.

In 2023, the net cash flows attributable to the operating activities in respect of discontinued operations were £nil outflow (2022: £nil outflow, 2021: £3,612m outflow). There were no investing or financing activities in respect of discontinued operations.

### Assets held for sale

#### Sale of property

Management considered the sale of part of Santander House (Milton Keynes) under a proposed transaction with the developer for the construction of Unity Place and Buckingham House (Bletchley), to be highly probable at the balance sheet date. As such, the Santander UK group classified these properties, which are included in the Corporate Centre segment and carried at their sales prices, as held for sale. The sale is expected to complete in 2024 with no gain or loss.

At 31 December 2023, assets held for sale comprised:

	2023	2022
	£m	£m
<b>Assets</b>		
Property, plant and equipment	13	49
<b>Total assets held for sale</b>	<b>13</b>	<b>49</b>

## 43. EVENTS AFTER THE BALANCE SHEET DATE

There have been no significant events between 31 December 2023 and the date of approval of these financial statements which would require a change to or additional disclosure in the financial statements.

## 44. COMPANY FINANCIAL DATA

### Company Balance Sheet

At 31 December 2023

	Notes	2023 £m	2022 £m
<b>Assets</b>			
Other financial assets at fair value through profit or loss	4	9,591	7,888
Loans and advances to banks	5	1,816	4,800
Other financial assets at amortised cost	6	1,633	942
Interests in other entities	7	13,640	13,640
Current tax assets		22	19
Other assets		4	2
<b>Total assets</b>		<b>26,706</b>	<b>27,291</b>
<b>Liabilities</b>			
Other financial liabilities at fair value through profit or loss	8	9,591	7,888
Debt securities in issue	10	1,911	4,898
Subordinated liabilities	11	1,633	942
<b>Total liabilities</b>		<b>13,135</b>	<b>13,728</b>
<b>Equity</b>			
Share capital	14	7,060	7,060
Other equity instruments	15	2,196	2,196
Retained earnings		4,315	4,307
<b>Total shareholders' equity</b>		<b>13,571</b>	<b>13,563</b>
<b>Total liabilities and equity</b>		<b>26,706</b>	<b>27,291</b>

The accompanying Notes form an integral part of these Financial Statements.

## Company Cash Flow Statement

For the year ended 31 December

	2023 £m	2022 £m
<b>Cash flows from operating activities</b>		
Profit before tax	1,675	1,202
<b>Adjustments for:</b>		
Non-cash items included in profit	—	9
Net change in operating assets and liabilities	3,558	363
Effects of exchange rate differences	(513)	980
<b>Net cash flows from operating activities</b>	<b>4,720</b>	<b>2,554</b>
<b>Cash flows from investing activities</b>		
Purchase of financial assets at amortised cost and financial assets at fair value	(2,394)	(3,802)
Investments in other entities	—	(50)
<b>Net cash flows from investing activities</b>	<b>(2,394)</b>	<b>(3,852)</b>
<b>Cash flows from financing activities</b>		
Issue of other equity instruments	—	750
Issue of debt securities and subordinated notes	2,582	3,898
Repayment of debt securities	(3,230)	(1,446)
Repurchase of other equity instruments	—	(750)
Issuance costs of debt securities and subordinated notes	(4)	(9)
Dividends paid on ordinary shares	(1,538)	(1,013)
Dividends paid on other equity instruments	(133)	(143)
<b>Net cash flows from financing activities</b>	<b>(2,323)</b>	<b>1,287</b>
<b>Change in cash and cash equivalents</b>	<b>3</b>	<b>(11)</b>
Cash and cash equivalents at beginning of the year	41	52
<b>Cash and cash equivalents at the end of the year</b>	<b>44</b>	<b>41</b>

The accompanying Notes form an integral part of these Financial Statements.

## Company Statement of Changes in Equity

For the year ended 31 December

	Share capital £m	Other equity instruments £m	Retained earnings £m	Total £m
<b>At 1 January 2023</b>	<b>7,060</b>	<b>2,196</b>	<b>4,307</b>	<b>13,563</b>
Total comprehensive income: <sup>(1)</sup>				
Profit after tax	—	—	1,679	1,679
Dividends on ordinary shares	—	—	(1,538)	(1,538)
Dividends on other equity instruments	—	—	(133)	(133)
<b>At 31 December 2023</b>	<b>7,060</b>	<b>2,196</b>	<b>4,315</b>	<b>13,571</b>
<b>At 1 January 2022</b>	<b>7,060</b>	<b>2,191</b>	<b>4,262</b>	<b>13,513</b>
Total comprehensive income: <sup>(1)</sup>				
Profit after tax	—	—	1,206	1,206
Issue of other equity instruments	—	750	—	750
Repurchase of other equity instruments	—	(745)	(5)	(750)
Dividends on ordinary shares	—	—	(1,013)	(1,013)
Dividends on other equity instruments	—	—	(143)	(143)
<b>At 31 December 2022</b>	<b>7,060</b>	<b>2,196</b>	<b>4,307</b>	<b>13,563</b>

(1) Total comprehensive income comprises only the profit for the year; no statement of comprehensive income has been shown for the Company, as permitted by Section 408 of the UK Companies Act 2006.

The accompanying Notes form an integral part of these Financial Statements.

## Company Income Statement

For the year ended 31 December

	Notes	2023 £m	2022 £m	2021 £m
Interest and similar income		176	192	221
Interest expense and similar charges		(179)	(196)	(225)
<b>Net interest expense</b>		<b>(3)</b>	<b>(4)</b>	<b>(4)</b>
Dividend income		1,685	1,212	1,497
Other operating income		—	—	8
<b>Total operating income</b>		<b>1,682</b>	<b>1,208</b>	<b>1,501</b>
<b>Operating expenses before credit impairment charges, provisions and charges</b>	2	<b>(7)</b>	<b>(6)</b>	<b>(6)</b>
<b>Profit before tax</b>		<b>1,675</b>	<b>1,202</b>	<b>1,495</b>
Tax on profit		4	4	4
<b>Profit after tax</b>		<b>1,679</b>	<b>1,206</b>	<b>1,499</b>

## 44.1. ACCOUNTING POLICIES

These financial statements are prepared for Santander UK Group Holdings plc (the Company) under the Companies Act 2006. The principal activity of the Company is a financial services holding company. Santander UK Group Holdings plc is a public limited company incorporated in England and Wales having a registered office in England.

### Compliance with International Financial Reporting Standards

The Company's financial statements comply with UK-adopted international accounting standards. The financial statements are also prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB), including interpretations issued by the IFRS Interpretations Committee, as there are no applicable differences from IFRSs as issued by the IASB for the periods presented.

### Climate change

Management specifically also considered the potential impact of climate change and the transition to a low carbon economy on its Investment in Santander UK plc. Estimates underpinning the determination of whether or not the cost of the investment is impaired are partly based on forecast business performance beyond the time horizon for management's detailed plans.

### Critical judgements and accounting estimates

The preparation of the financial statements requires management to make judgements and accounting estimates that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of income and expenses during the reporting period. Management evaluates its judgements and accounting estimates, which are based on historical experience and on various other factors that are believed to be reasonable under the circumstances, on an ongoing basis. Actual results may differ from these accounting estimates under different assumptions or conditions. In preparing the financial statements, no significant judgements have been made in the process of applying the accounting policies, other than those involving estimations about interests in other entities.

### Interests in other entities - Investment in subsidiaries

The carrying amount of investments in subsidiaries is based on the application of judgements including the basis of the cost of investment impairment calculation assumptions. Santander UK undertakes an annual assessment to evaluate whether the carrying amount of investments in subsidiaries is impaired, carrying out this assessment more frequently if reviews identify indicators of impairment or when events or changes in circumstances dictate.

<b>Key judgements:</b>	<ul style="list-style-type: none"> <li>– Determining the basis of investment impairment testing methodology, including the need for planning assumptions and internal capital allocations</li> </ul>
<b>Key estimates:</b>	<ul style="list-style-type: none"> <li>– Forecast cash flows for investments, including estimated allocations of regulatory capital</li> <li>– Growth rate beyond initial cash flow projections</li> <li>– Discount rates which factor in risk-free rates and applicable risk premiums</li> </ul> <p>All of these variables are subject to fluctuations in external market rates and economic conditions beyond management's control</p>

The estimation of future cash flows and the level to which they are discounted is inherently uncertain and requires significant judgement and is subject to potential change over time. For more on these assumptions, including changes in the assumptions that would trigger an impairment, see Note 7.

## 44.2. OPERATING EXPENSES BEFORE CREDIT IMPAIRMENT CHARGES, PROVISIONS AND CHARGES

These comprise wages and salaries of £7m (2022: £6m) recharged by the operating company, Santander UK plc. In 2023 and 2022, the Company had no full-time staff as they are all employed by Santander UK plc.

## 44.3. DIVIDENDS ON ORDINARY SHARES

Dividends on ordinary shares declared and paid during the year are set out in Note 10 to the Consolidated Financial Statements.

## 44.4. OTHER FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 £m	2022 £m
Debt securities	9,591	7,888
	9,591	7,888

Other financial assets at FVTPL comprised £9,591m (2022: £7,888m) of financial assets mandatorily held at FVTPL. In 2023, as part of MREL requirements, the Company issued £1,481m (2022: £3,991m) debt securities, which were subsequently downstreamed to Santander UK plc.



## 44.5. LOANS AND ADVANCES TO BANKS

Loans and advances to banks comprise mainly amounts due from Santander UK group undertakings. The fair values of loans and advances to banks are equal to their carrying amounts. In 2023 and 2022, there were no material expected credit losses. All of our senior debt issued out of Santander UK Group Holdings plc is downstreamed to our principal operating company Santander UK plc.

## 44.6. OTHER FINANCIAL ASSETS AT AMORTISED COST

These consist of investments in subordinated notes and have a maturity of 10 years.

## 44.7. INTERESTS IN OTHER ENTITIES

	2023 £m	2022 £m
Interests in ordinary shares of subsidiaries	11,635	11,635
£500m Fixed Rate Reset Perpetual AT1 Capital Securities	495	495
£750m Fixed Rate Reset Perpetual AT1 Capital Securities	750	750
£500m Fixed Rate Reset Perpetual AT1 Capital Securities	210	210
£500m Fixed Rate Reset Perpetual AT1 Capital Securities	500	500
£450m Fixed Rate Reset Perpetual AT1 Capital Securities	50	50
	<b>13,640</b>	13,640

Details of subsidiaries and joint ventures are set out in the Shareholder information section. For information on AT1 Capital Securities, see Note 33 to the Consolidated Financial Statements. The Company has no interests in joint ventures or associates.

Interests in other entities mainly relate to investments in 100% of the ordinary share capital of Santander UK plc, Santander Financial Services plc and Santander Equity Investments Limited, as well as holdings of AT1 Capital Securities issued by Santander UK plc.

Interests in subsidiaries are held at cost subject to impairment.

The Company's interests in subsidiaries were as follows:

	Cost £m	Impairment £m	Carrying amount £m
<b>At 31 December 2023</b>	<b>11,645</b>	<b>(10)</b>	<b>11,635</b>
<b>At 31 December 2022</b>	11,645	(10)	11,635

### Impairment testing

Interests in other entities are tested for impairment annually at 31 December. Interests in other entities are otherwise tested for impairment if reviews identify an indicator of impairment or when events or changes in circumstances dictate. Impairment is required where the carrying value of an investment exceeds its recoverable amount.

#### Basis of the recoverable amount

The recoverable amount of all interests in other entities was determined based on a value in use (VIU) methodology at each testing date. For each investment, the VIU is calculated by discounting management's cash flow projections for the investment. The cash flow projections also take account of increased internal capital allocations needed to achieve internal and regulatory capital targets including the leverage ratio. The key assumptions used in the VIU calculation for each investment are set out below.

#### Carrying amount of investments and key assumptions in the VIU calculation

Investment	Carrying amount of investment		Discount rate		Growth rate beyond initial cash flow projections	
	2023 £m	2022 £m	2023 %	2022 %	2023 %	2022 %
Santander UK plc	11,268	11,268	16.7	16.9	1.6	1.6
Santander Financial Services plc	337	337	17.9	16.7	1.6	1.6
Other	30	30				
	<b>11,635</b>	11,635				

*Management's judgement in estimating the cash flows of an investment*

The VIU calculation uses cash flow projections derived from the latest 3-year plan presented to the Board. For more details, see Note 20 to the Consolidated Financial Statements.

Cash flow projections for the purpose of impairment testing do not take account of any adverse outcomes arising from contingent liabilities (see Note 31 to the Consolidated Financial Statements), whose existence will be confirmed by uncertain future events or where any obligation is not probable or otherwise cannot be measured reliably, nor do they take account of the benefits arising from Santander UK's transformation plans that had not yet been implemented or committed at 31 December 2023.

*Discount rate*

The rate used to discount the cash flows is based on the cost of equity assigned to each investment, which is derived using a CAPM. The CAPM depends on a number of inputs reflecting financial and economic variables, including the risk-free rate and a premium to reflect the inherent risk of the investment being evaluated. These variables are based on the market's assessment of the economic variables and management's judgement. In determining the discount rate, management have identified the cost of equity associated with market participants that closely resemble our investments and adjusted them for tax to arrive at the pre-tax equivalent rate.

*Growth rate beyond initial cash flow projections*

The growth rate for periods beyond the initial cash flow projections is used to extrapolate the cash flows in perpetuity because of the long-term perspective of the business. In line with the accounting requirements, management uses the UK Government's official estimate of the UK long-term average GDP growth rate, as this is lower than management's estimate of the long-term average growth rate of the business.

**Investments in Santander UK plc and Santander Financial Services plc**

The VIU of each investment remains higher than the carrying value of the investment. The VIU review at 31 December 2023 did not indicate the need for an impairment in the Company's investments in Santander UK plc and Santander Financial Services plc. Management considered the reduction in headroom and the uncertainty relating to the respective estimates of the VIU for those investments, but determined that there was a sufficient basis to conclude that no impairment was required.

Sensitivities of key assumptions in calculating the VIU of the investment in Santander UK plc

At 31 December 2023 and 2022, the VIU was sensitive to reasonably possible changes in the key assumptions similar to those applied in determining the recoverable amount of goodwill recognised in the Santander UK plc group (see Note 20 to the Consolidated Financial Statements).

At 31 December 2023 and 2022, a reasonably possible change in the following key assumptions in relation to the VIU calculation for the Company's investment in Santander UK plc would have resulted in a reduction in headroom, as shown in the table below. The sensitivity analysis presented below has been prepared on the basis that a change in each key assumption would not have a consequential impact on other assumptions used in the impairment review. However, due to the interrelationships between some of the assumptions, a change in one of the assumptions might impact one or more of the other assumptions and could result in a larger or smaller overall impact.

Subsidiary	Reasonably possible change	Reduction in headroom	
		2023 £m	2022 £m
Santander UK plc	Cash flow projections decrease by 10% (2022: 5%)	(1,261)	(773)
	Discount rate increases by 100 basis points (2022: 100 basis points)	(1,026)	(1,212)
	GDP growth rate decreases by 10 basis points (2022: 10 basis points)	(24)	(42)

The decrease in cash flow projections in the table above includes the impact of holding back the required capital to support the growth of the business. Under current regulatory capital regulations as they apply to Santander UK plc, the calculation is not sensitive overall to the UK long-term average GDP growth rate assumption as the increased profit after tax generated by growth of the business is mostly offset by the need to retain more profit to meet increased regulatory capital requirements driven by the growth in assets.

*Sensitivity of VIU changes to current assumptions to achieve nil headroom*

Although there was no impairment of the Company's investment in Santander UK plc at 31 December 2023 and 2022, the test remains sensitive to some of the assumptions used, as described above. In addition, the changes in assumptions detailed below for the discount rate and cash flow projections would eliminate the current headroom. As a result, there is a risk of impairment in the future should business performance or economic factors diverge from forecasts.

The sensitivity analysis presented below has been prepared on the basis that a change in each key assumption would not have a consequential impact on other assumptions used in the impairment review. However, due to the interrelationships between some of the assumptions, a change in one of the assumptions might impact one or more of the other assumptions and could result in a larger or smaller overall impact.

2023 Subsidiary	Carrying value	Value in use	Headroom	Increase in post tax discount rate	Decrease in cash flows
	£m	£m	£m	bps	%
Santander UK plc	11,268	12,610	1,342	135	11
2022					
Santander UK plc	11,268	15,461	4,193	450	27

Sensitivities of key assumptions in calculating the VIU of the investment in Santander Financial Services plc

At 31 December 2023 and 2022, the VIU was sensitive to reasonably possible changes in the key assumptions for the discount rate and cash flows similar to those applied in determining the recoverable amount of goodwill recognised in the Santander UK plc group (see Note 20 to the Consolidated Financial Statements). In line with the position for Santander UK plc, the VIU is not sensitive to the UK long-term average GDP growth rate assumption overall as the increased profit after tax generated by growth of the business is mostly offset by the need to retain more profit to meet increased regulatory capital requirements driven by the growth in assets.

At 31 December 2023 and 2022, a reasonably possible change in the following key assumptions in relation to the VIU calculation for the Company's investment in Santander Financial Services plc would have resulted in a reduction in headroom, as shown in the table below. The sensitivity analysis presented below has been prepared on the basis that a change in each key assumption would not have a consequential impact on other assumptions used in the impairment review. However, due to the interrelationships between some of the assumptions, a change in one of the assumptions might impact one or more of the other assumptions and could result in a larger or smaller overall impact.

Subsidiary	Reasonably possible change	Reduction in headroom	
		2023 £m	2022 £m
Santander Financial Services plc	Cash flow projections decrease by 10% (2022: 5%)	(50)	(18)
	Discount rate increases by 100 basis points (2022: 100 basis points)	(34)	(29)

The decrease in cash flow projections in the table above includes the impact of holding back the required capital to support the growth of the business.

#### *Sensitivity of VIU changes to current assumptions to achieve nil headroom*

Although there was no impairment of the Company's investment in Santander Financial Services plc at 31 December 2023 and 2022, the test remains sensitive to some of the assumptions used, as described above. In addition, the changes in assumptions detailed below for the discount rate and cash flow projections would eliminate the current headroom. As a result, there is a risk of impairment in the future should business performance or economic factors diverge from forecasts.

The sensitivity analysis presented below has been prepared on the basis that a change in each key assumption would not have a consequential impact on other assumptions used in the impairment review. However, due to the interrelationships between some of the assumptions, a change in one of the assumptions might impact one or more of the other assumptions and could result in a larger or smaller overall impact.

2023 Subsidiary	Carrying value	Value in use	Headroom	Increase in post tax discount rate	Decrease in cash flows
	£m	£m	£m	bps	%
Santander Financial Services plc	337	497	160	720	32
2022					
Santander Financial Services plc	337	359	22	75	6

## 44.8. OTHER FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 £m	2022 £m
Medium-term notes	9,591	7,888
	<b>9,591</b>	<b>7,888</b>

Other financial liabilities at FVTPL comprised £9,591m (2022: £7,888m) of other financial liabilities designated at FVTPL. In 2023, as part of MREL requirements, the Company issued £1,481m (2022: £3,991m) of debt securities, which were then downstreamed to Santander UK plc. See Note 4.

Gains and losses arising from changes in the credit spread of securities issued by the Santander UK group reverse over the contractual life of the debt, provided that the debt is not repaid at a premium or a discount. The cumulative net gain or loss at 31 December 2023, and net gain or loss for the year attributable to changes in the Santander UK group's own credit risk on the above securities was £nil (2022: £nil) and has been included in profit and loss to offset credit risk on internal MREL assets held which are required to be recorded at FVTPL in accordance with IFRS 9.

At 31 December 2023, the amount that would be required to be contractually paid at maturity of the securities above was £197m higher (2022: £755m higher) than the carrying value.

## 44.9. DEPOSITS BY BANKS

These consist of amounts due to subsidiaries under loan agreements and are repayable on demand.

## 44.10. DEBT SECURITIES IN ISSUE

The Company issues notes in the US from time to time pursuant to a shelf registration statement on Form F-3 filed with the SEC in 2021.

	2023	2022
	£m	£m
Medium-term notes:		
– Euro 30bn Euro Medium Term Note Programme	1,123	2,387
– US SEC-registered Debt Programme – Santander UK Group Holdings plc	788	2,511
	<b>1,911</b>	<b>4,898</b>

The funding from the Euro 30bn Euro Medium Term Note Programme and the US SEC-registered Debt Programme in the name of Santander UK Group Holdings plc has predominantly been downstreamed to our operating company Santander UK plc.

Debt securities in issue did not include any amounts due from Santander UK group undertakings.

## 44.11. SUBORDINATED LIABILITIES

	2023	2022
	£m	£m
Dated subordinated liabilities		
	Maturity	
4.75% Subordinated notes	2025	608
5.625% Subordinated notes	2045	334
8.296% Subordinated notes	2033	—
7.869% Subordinated notes	2033	—
	<b>1,633</b>	<b>942</b>

## 44.12. NOTES TO CASH FLOWS

### Changes in liabilities arising from financing activities

In addition to the changes in equity arising from financing activities, as set out in the Company Statement of Changes in Equity, the table below shows the changes in liabilities arising from financing activities.

	2023						2022					
	Balance sheet line item					Total	Balance sheet line item					Total
	Debt securities in issue	Other liabilities at FVTPL <sup>(1)</sup>	Subordinated liabilities	Other equity instruments	Dividends paid		Debt securities in issue	Other liabilities at FVTPL <sup>(1)</sup>	Subordinated liabilities	Other equity instruments	Dividends paid	
£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	
<b>At 1 January</b>	4,898	7,888	942	2,196	—	15,924	6,013	4,190	838	2,191	—	13,232
Proceeds from issue of debt securities	—	1,528	—	—	—	1,528	—	3,889	—	—	—	3,889
Repayment of debt securities	(2,870)	—	—	—	—	(2,870)	(1,446)	—	—	—	—	(1,446)
Proceeds from issue of subordinated liabilities	—	—	1,050	—	—	1,050	—	—	—	—	—	—
Repayment of subordinated liabilities	—	—	(360)	—	—	(360)	—	—	—	—	—	—
Issue of other equity instruments	—	—	—	—	—	—	—	—	—	750	—	750
Repurchase of other equity instruments	—	—	—	—	—	—	—	—	—	(750)	—	(750)
Dividends paid	—	—	—	—	(1,671)	(1,671)	—	—	—	—	(1,156)	(1,156)
Liability-related other changes	(23)	558	30	—	—	565	(14)	(191)	1	5	—	(199)
Non-cash changes:												
– Unrealised foreign	(99)	(383)	(32)	—	—	(514)	339	—	103	—	—	442
– Other changes	5	—	3	—	1,671	1,679	6	—	—	—	1,156	1,162
<b>At 31 December</b>	<b>1,911</b>	<b>9,591</b>	<b>1,633</b>	<b>2,196</b>	<b>—</b>	<b>15,331</b>	<b>4,898</b>	<b>7,888</b>	<b>942</b>	<b>2,196</b>	<b>—</b>	<b>15,924</b>

(1) Liability-related other changes for Other liabilities at FVTPL are not part of the changes in liability arising from financing activities.

### Footnotes to the cash flow statement

Net cash flows from operating activities includes interest received of £197m (2022: £202m), interest paid of £130m (2022: £159m) and dividends received of £1,685m (2022: £1,212m).

## 44.13. CONTINGENT LIABILITIES AND COMMITMENTS

### Capital support arrangements

At 31 December 2023, Santander UK Group Holdings plc, Santander Financial Services plc and Santander Equity Investments Limited were party to a capital support deed entered into on 17 December 2021 and effective from 1 January 2022 (the Non-RFB Sub-Group Capital Support Deed). These parties were permitted by the PRA to form a core UK group as defined in the PRA Rulebook, a permission which expires on 31 December 2024. Exposures of Santander Financial Services plc, the regulated entity, to other members of the core UK group are exempt from large exposure limits that would otherwise apply and these exposures are risk-weighted at 0%. Where applicable this permission also provides for intra-group exposures to be excluded from the leverage exposure measure. The purpose of the Non-RFB Sub-Group Capital Support Deed is to facilitate the prompt transfer of available capital resources from, or repayment of liabilities by, the non-regulated parties to the regulated party in the event that the regulated party breached or was at risk of breaching its capital resources or risk concentrations requirements.

## 44.14. SHARE CAPITAL

Details of the Company's share capital are set out in Note 32 to the Consolidated Financial Statements.

## 44.15. OTHER EQUITY INSTRUMENTS

Details of the Company's other equity instruments are set out in Note 33 to the Consolidated Financial Statements.

## 44.16. TRANSACTIONS WITH DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL

The Directors of Santander UK Group Holdings plc did not receive any remuneration in respect of their services to the Company. The remuneration disclosures in respect of the Santander UK group are set out in Note 37 to the Consolidated Financial Statements.

## 44.17. RELATED PARTY TRANSACTIONS

The Company's transactions with related parties during the year and balances outstanding at the year-end:

	Interest, fees and other income received			Interest, fees and other expenses paid			Amounts owed by related parties		Amounts owed to related parties	
	2023	2022	2021	2023	2022	2021	2023	2022	2023	2022
	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m
Ultimate parent	—	—	—	36	—	—	—	—	(1,092)	—
Subsidiaries	(990)	(192)	—	7	656	—	15,004	15,597	—	(3)
	(990)	(192)	—	43	656	—	15,004	15,597	(1,092)	(3)

- Dividend income from subsidiaries of £1,685m (2022: £1,212m, 2021: £1,497m),
- Dividends on ordinary shares declared and paid during the year are set out in Note 10 to the Consolidated Financial Statements.
- Loans and advances to banks include £1,772m due from Santander UK group undertakings,
- Other financial assets at amortised cost, see Note 6, all of which are securities issued by Santander UK plc,
- Other financial liabilities at fair value through profit or loss, see Note 8, all of which are securities subscribed for by Santander UK plc,
- Deposits by banks, see Note 9,
- Debt securities, see Note 10.

## 44.18. EVENTS AFTER THE BALANCE SHEET DATE

See Note 43 to the Consolidated Financial Statements.

## 44.19. INTEREST RATE BENCHMARK REFORM

At 31 December 2023, the Company had no remaining exposures which reference LIBOR settings. At 31 December 2022 the company held, £2,491m of USD LIBOR-linked Financial liabilities at amortised cost that were affected by IBOR reform and have yet to transition to an alternative benchmark interest rate as provided internally to key management personnel.

Further details of the significant interest rate benchmarks to which hedging relationships are exposed, the extent of risk exposure that is affected by IBOR reform, the effect of IBOR reform on interest rate risk management and how Santander UK's transition to alternative benchmark interest rates is being managed, are disclosed in Note 41 to the Consolidated Financial Statements.

# Welcome to the Shareholder information

## Shareholder information

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## Subsidiaries and related undertakings

In accordance with Section 409 of the Companies Act 2006, details of the Company's subsidiaries and related undertakings at 31 December 2023 are set out below.

### Subsidiaries

All subsidiaries are owned 100% and consolidated by Santander UK.

#### Incorporated and registered in England and Wales:

Name of subsidiary	Registered office <sup>(1)</sup>	Direct/Indirect ownership	Share class through which ownership is held	Proportion of ownership interest %
2 & 3 Triton Limited	A	Indirect	Ordinary £1	—
A & L CF June (2) Limited (In Liquidation)	E	Indirect	Ordinary £1	—
A & L CF June (3) Limited	A	Indirect	Ordinary £1	—
A & L CF March (5) Limited (In Liquidation)	E	Indirect	Ordinary £1	—
A & L CF September (4) Limited	A	Indirect	Ordinary £1	—
Abbey National Beta Investments Limited	A	Indirect	Ordinary £1	—
Abbey National Business Office Equipment Leasing Limited	A	Indirect	Ordinary £1	—
Abbey National Nominees Limited	A	Indirect	Ordinary £1	—
Abbey National PLP (UK) Limited	A	Indirect	Ordinary £1	—
Abbey National Property Investments	A	Indirect	Ordinary £1	—
Abbey National Treasury Services Investments Limited	A	Indirect	Ordinary £1	—
Abbey National Treasury Services Overseas Holdings	A	Indirect	Ordinary £1	—
Abbey National UK Investments	A	Indirect	Ordinary €0.1524 Ordinary £1	—
Abbey Stockbrokers (Nominees) Limited	A	Indirect	Ordinary £1	—
Abbey Stockbrokers Limited	A	Indirect	Ordinary £1	—
Alliance & Leicester Cash Solutions Limited	A	Indirect	Ordinary £1	—
Alliance & Leicester Commercial Bank Limited	A	Indirect	Ordinary £1	—
Alliance & Leicester Investments (Derivatives) Limited	A	Indirect	Ordinary £1	—
Alliance & Leicester Investments (No.2) Limited	A	Indirect	Ordinary £1	—
Alliance & Leicester Investments Limited (In Liquidation)	E	Indirect	Ordinary £1	—
Alliance & Leicester Limited	F	Indirect	Ordinary £0.50	—
Alliance & Leicester Personal Finance Limited	A	Indirect	Ordinary £1	—
AN (123) Limited	A	Indirect	Ordinary £0.10	—
ANITCO Limited	A	Indirect	Ordinary £1	—
Athena Corporation Limited	A	Indirect	Ordinary £1	—
Cater Allen Holdings Limited	A	Indirect	Ordinary £1	—
Cater Allen International Limited	A	Indirect	Ordinary £1	—
Cater Allen Limited	A	Indirect	Ordinary £1	—
Cater Allen Lloyd's Holdings Limited (In Liquidation)	E	Indirect	Ordinary £1	—
Cater Allen Syndicate Management Limited	A	Indirect	Ordinary £1	—
First National Motor plc	B	Indirect	Ordinary £1	—
First National Tricity Finance Limited	A	Indirect	Ordinary £1	—
Insurance Funding Solutions Limited	A	Indirect	Ordinary £1	—
Liquidity Limited	A	Indirect	Ordinary A.£0.10	—

Name of subsidiary	Registered office <sup>(1)</sup>	Direct/Indirect ownership	Share class through which ownership is held	Proportion of ownership interest %
Santander (CF Trustee Property Nominee) Limited	A	Trust relationship	Ordinary £1	—
Santander (CF Trustee) Limited	A	Trust relationship	Ordinary £1	—
Santander (UK) Group Pension Scheme Trustees Limited	A	Direct	Ordinary £1	100
Santander Asset Finance (December) Limited	A	Indirect	Ordinary £1	—
Santander Asset Finance plc	A	Indirect	Ordinary £0.10	—
Santander Cards Limited	A	Indirect	Ordinary £1	—
Santander Cards UK Limited	A	Indirect	Ordinary £1	—
Santander Consumer (UK) plc	B	Indirect	Ordinary £1	—
Santander Consumer Credit Services Limited	A	Indirect	Ordinary £1	—
Santander Equity Investments Limited	A	Direct	Ordinary £1	100
Santander Estates Limited	F	Indirect	Ordinary £1	—
Santander Financial Services plc	A	Direct	Ordinary £1	100
Santander Global Consumer Finance Limited	A	Indirect	Ordinary £0.0001	—
Santander Guarantee Company	A	Indirect	Ordinary £1	—
Santander Lending Limited	A	Indirect	Ordinary £1	—
Santander Mortgage Holdings Limited	A	Indirect	Ordinary £1	—
Santander Private Banking UK Limited	A	Indirect	Ordinary £1	—
Santander Secretariat Services Limited	A	Direct	A Ordinary US\$0.01	100
Santander UK Operations Limited	A	Indirect	Ordinary £1	—
Santander UK (Structured Solutions) Limited	A	Indirect	Ordinary £0.01	—
			Preference £0.01	—
Santander UK plc	A	Direct	Ordinary £0.10	100
Santander UK Technology Limited	A	Indirect	Ordinary £1	—
Sheppards Moneybrokers Limited	A	Indirect	Ordinary £1	—
Solarlaser Limited (In Liquidation)	E	Indirect	Ordinary £1	—
SCF Eastside Locks GP Limited	A	Trust relationship	Ordinary £1	—
The Alliance & Leicester Corporation Limited	A	Indirect	Ordinary £1	—
Time Retail Finance Limited (In liquidation)	E	Indirect	Ordinary £1	—
			Ordinary £0.0001	—
Tuttle and Son Limited (In Liquidation)	E	Indirect	Ordinary £1	—

(1) Refer to the key at the end of this section for the registered office address.

#### Incorporated and registered outside England and Wales:

Name of subsidiary	Registered office <sup>(1)</sup>	Direct/Indirect ownership	Share class through which ownership is held	Proportion of ownership interest %
A & L CF (Guernsey) Limited	N	Indirect	Ordinary £1	—
Abbey Business Services (India) Private Limited	M	Indirect	Ordinary INR 10	—
Abbey National International Limited	O	Indirect	Ordinary £1	—
Santander Cards Ireland Limited	H	Indirect	Ordinary €1	—
			Ordinary €1.27	—
Santander ISA Managers Limited	G	Indirect	Ordinary £1	—
Sovereign Spirit Limited	L	Indirect	Ordinary BMD 1	—

(1) Refer to the key at the end of this section for the registered office address, including the country.

### Other subsidiary undertakings

All entities are registered in England and Wales except for Motor Securities 2018-1 Designated Activity Company which is registered in Ireland.

The Company and its subsidiaries do not own directly, or indirectly, any of the share capital of any of the entities, however they are consolidated by the Santander UK group because the substance of the relationship indicates control, as described in Note 1 to the Consolidated Financial Statements.

Name of entity	Registered office <sup>(1)</sup>	Name of entity	Registered office <sup>(1)</sup>
Abbey Covered Bonds (Holdings) Limited	D	Holmes Master Issuer plc	A
Abbey Covered Bonds (LM) Limited	D	Holmes Trustees Limited	A
Abbey Covered Bonds LLP	A	MAC No.1 Limited	A
Fosse (Master Issuer) Holdings Limited	C	Motor 2016-1 Holdings Limited	C
Fosse Funding (No.1) Limited	C	Motor 2016-1 plc	C
Fosse Master Issuer plc	C	Motor 2017-1 Holdings Limited	C
Fosse Trustee (UK) Limited	A	Motor Securities 2018-1 Designated Activity Company (in liquidation)	J
Holmes Funding Limited	A	Repton 2023-1 Limited	C
Holmes Holdings Limited	A		

(1) Refer to the key at the end of this section for the registered office address.

### Related undertakings

All of these entities, which are registered in England and Wales, are accounted for by the equity method of accounting, with 50% ownership being held.

Name of entity	Registered office <sup>(1)</sup>	Direct/Indirect ownership	Share class through which ownership is held	Proportion of ownership interest %
Hyundai Capital UK Limited	I	Indirect	Ordinary £1	—
Volvo Car Financial Services UK Limited	K	Indirect	Ordinary £1	—

(1) Refer to the key at the end of this section for the registered office address.

### Overseas branches

The Company has no overseas branches. Santander Financial Services plc, a subsidiary, has branch offices in Jersey and the Isle of Man.

### Key of registered office addresses

- A 2 Triton Square, Regent's Place, London NW1 3AN
- B Santander House, 86 Station Road, Redhill RH1 1SR
- C 1 Bartholomew Lane, London EC2V 2AX
- D Wilmington Trust SP Services (London) Limited, 1 Kings Arms Yard, London EC2R 7AF
- E Griffins Tavistock House North, Tavistock Square, London, WC1H 9HR
- F Carlton Park, Narborough, Leicester LE19 0AL
- G 287 St. Vincent Street, Glasgow, Scotland G2 5NB
- H 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland
- I London Court, 39 London Road, Reigate RH2 9AQ
- J Trinity House, Charleston Road, Ranelagh, Dublin 6, Dublin, Ireland
- K Scandinavia House, Norreys Drive, Maidenhead, Berkshire SL6 4FL
- L Clarendon House, 2 Church Street, Hamilton HM11, Bermuda
- M The Residency, 7th Floor, 133/1 Residency Road, Bangalore, KA 560 025, India
- N Suite 1 North, 1st Floor, Albert House, St. Peter Port, Guernsey GY1 1AJ
- O 13-15 Charing Cross, St. Helier, Jersey JE2 3RP

# Forward-looking statements

The Company and its subsidiaries (together Santander UK) may from time to time make written or oral forward-looking statements. The Company makes written forward-looking statements in this Annual Report and may also make forward-looking statements in its periodic reports to the SEC on Forms 20-F and 6-K, in its offering circulars and prospectuses, in press releases and in other written materials and in oral statements made by its officers, directors or employees to third parties. Examples of such forward-looking statements include, but are not limited to:

- projections or expectations of revenues, costs, profit (or loss), earnings (or loss) per share, dividends, capital structure or other financial items or ratios
- statements of plans, objectives or goals of Santander UK or its management, including those related to products or services
- statements of future economic performance, and
- statements of assumptions underlying such statements

Words such as 'believes', 'anticipates', 'expects', 'intends', 'aims', 'plans', 'targets' and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements.

By their very nature, forward-looking statements are not statements of historical or current facts; they cannot be objectively verified, are speculative and involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Santander UK cautions readers that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements made by Santander UK or on its behalf. Some of these factors, which could affect Santander UK's business, financial condition and/or results of operations, are considered in detail in the Risk review, and include:

- the effects of regional conflicts and wars
- the effects of UK economic conditions and disruptions in the global economy and global financial markets
- the effects of the UK's withdrawal from the European Union
- the effects of climate change
- the effects of competition from other financial institutions, including new entrants into the financial services sector
- Santander UK's ability to maintain its competitive position depending, in part, on the success of new products and services it offers its customers and its ability to continue offering products and services from third parties
- the extent to which Santander UK's loan portfolio is subject to risk of prepayment
- the risk of damage to Santander UK's reputation
- the risk that Santander UK is unable to manage the growth of its operations
- the extent to which regulatory capital, liquidity and leverage requirements, and any changes to these requirements may affect Santander UK
- liquidity constraints and Santander UK's ability to access funding on acceptable financial terms
- the effects of an adverse movement in external credit ratings assigned to Santander UK or any of its debt securities
- the effects of any changes in the pension liabilities and obligations of Santander UK
- the effects of fluctuations in interest rates and other market risks
- the extent to which Santander UK may be required to record negative changes in positions recorded at fair value for its financial assets due to changes in market conditions
- Santander UK's ability to control the level of non-performing or poor credit quality loans and whether Santander UK's loan loss reserves are sufficient to cover loan losses
- the risk that the value of the collateral, including real estate, securing Santander UK's loans may not be sufficient and that Santander UK may be unable to realise the full value of the collateral securing its loan portfolio
- the effects of the financial services laws, regulations, government oversight, administrative actions and policies and any changes thereto in each location or market in which Santander UK operates
- the risk that Santander UK may become subject to the provisions of the Banking Act 2009, including the bail-in and write-down powers thereunder
- the effects of any failure to comply with laws and regulations relating to anti-money laundering, anti-terrorism, anti-bribery and corruption, sanctions and preventing the facilitation of tax evasion, or the risk of any failure to prevent, detect or deter any illegal or improper activities
- the effects of taxation (and any changes to tax), in each location in which Santander UK operates
- Santander UK's exposure to any risk of loss and damage from civil litigation and/or criminal legal and regulatory proceedings
- the risk of failing to successfully apply or to improve Santander UK's credit risk management systems
- the risk that Santander UK's data management policies and procedures are not sufficiently robust
- the effect of cybersecurity on Santander UK's business
- the risks arising from any non-compliance with Santander UK's regulations, policies, from any employee misconduct, human error, negligence and deliberate acts of harm or dishonesty, including fraud
- the risk of failing to effectively manage changes in Santander UK's information technology infrastructure and management information systems in a timely manner
- Santander UK's exposure to unidentified or unanticipated risks despite its risk management policies, procedures and methods and Santander UK's exposure to risks related to errors in its risk modelling
- the risks arising from Santander UK's reliance on third parties for important infrastructure support, products and services
- the ability of Santander UK to recruit, retain and develop appropriate senior management and skilled personnel
- the effects of any inaccuracy within the judgements and accounting estimates which underpin aspects of the financial statements, and the consequent risk of any material misstatement of Santander UK's financial results
- the effect of any change in accounting standards

Please refer to our latest filings with the SEC (including, without limitation, the Risk Factors section in this Annual Report on Form 20-F for the year ended 31 December 2023) for a discussion of certain risk factors and forward-looking statements. Undue reliance should not be placed on forward-looking statements when making decisions with respect to any Santander UK member and/or its securities. Investors and others should take into account the inherent risks and uncertainties of forward-looking statements and should carefully consider the foregoing non-exhaustive list of important factors. Forward-looking statements speak only as of the date on which they are made and are based on the knowledge, information available and views taken on the date on which they are made; such knowledge, information and views may change at any time. Santander UK does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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# Risk factors

An investment in Santander UK Group Holdings plc (the Company) and its subsidiaries (us, we or Santander UK) involves a number of risks, the material ones of which are set out below.

## Geopolitical and macroeconomic risks

### Regional conflicts and wars have had and could continue to have a material adverse effect on our operations and financial position

In February 2022, Russia launched a large-scale military action against Ukraine and in October 2023, conflict escalated in the Middle East between Israel and Hamas, which threatens to spread to other Middle Eastern countries. The war in Ukraine and the escalation of the armed conflict between Israel and Hamas have caused ongoing humanitarian crises in Europe and the Middle East. The war in Ukraine has also significantly impacted global commodity and financial markets, leading to supply chain disruptions and increases in the prices of energy, oil, gas and raw materials. This has led to heightened inflation, which has created further challenges for monetary authorities and our customers. The armed conflict between Israel and Hamas, especially if it spreads to other Middle Eastern countries, and/ or other future regional conflicts and wars that have a global impact, may also further adversely impact global commodity and financial markets.

We do not have a presence in Russia, Ukraine or the Middle East and our direct exposure to markets and assets in Russia, Ukraine and the Middle East is negligible. However, the effect of these regional wars on global commodity and financial markets and general macroeconomic conditions remains uncertain, and there is a risk that the economic effects of these regional wars will continue to affect the global economic outlook, which would adversely affect our businesses, results of operations and financial position.

The continuation or escalation of the conflicts between Russia and Ukraine or between Israel and Hamas, including the extension of the conflicts to other countries in the regions, and/or the emergence of other future regional conflicts and wars that have a global impact, could lead to further increases in energy prices (particularly gas prices, if supplies to Europe remain interrupted) and heightened inflationary pressures. This could lead to further increases in interest rates, impact financial market stability in the Eurozone and worsen the current cost of living crisis our customers are facing. Such developments would negatively affect the payment capacity of some of our customers, whose likely need for increased support will place additional pressures on the staff in our financial support and call centres.

In response to the Russian military action against Ukraine, the United States (US), the European Union (EU), the United Kingdom (UK) and other UN member states and jurisdictions, have imposed, and may impose additional, severe financial and economic sanctions and export controls against Russia, Belarus and certain regions in Ukraine. Such sanctions have included freezing/blocking assets, targeting major Russian banks, the Russian Central Bank, and certain Russian companies and individuals, imposing import and export controls against Russia and Russian interests, as well as disconnecting certain Russian banks from the SWIFT system (Society for Worldwide Interbank Financial Telecommunication). In addition, the sanctions imposed also include a ban on trading in Russian sovereign debt and other securities. Russia has implemented certain countermeasures in response. The scale of sanctions is unprecedented, complex and rapidly evolving, and poses continuously increasing operational and compliance risks to Santander UK. Our corporate framework and policies are designed to ensure compliance with applicable laws, regulations and economic sanctions, including US, UK, EU and UN economic sanctions, in the countries in which we operate. Such sanctions and other measures, as well as the existing and potential further responses from Russia or other countries to such sanctions, tensions and military actions, have resulted in an increasingly fragmented macroeconomic, trade and regulatory environment. Currently, we do not have any loans, credits or contingencies affected by the recent sanctions imposed on Russia. However, we cannot predict whether any of the countries in which we operate will enact additional economic sanctions or trade restrictions in response to the Russian military action against Ukraine or the impact such additional sanctions or restrictions may have on us which may include increased costs and regulatory burdens associated with compliance with the evolving and complex sanctions landscape. There is also an increasing risk that the US, the UK, the EU, the UN and other jurisdictions will begin imposing restrictions on countries, such as China or Turkey, who are viewed as supportive of Russian military action or who are aiding circumvention of existing sanctions on Russia. Compliance with any such restrictions imposed on China, Turkey or other jurisdictions, would pose a regulatory and cost burden and would greatly increase our exposure to sanctions risks. The heightened regulatory, political and media focus on our response to this crisis, the Israel-Hamas armed conflict or other future regional conflicts and wars that have a global impact may also increase our exposure to conduct and reputational risks.

Furthermore, the disruption and volatility in the global financial markets caused by the war in Ukraine and further intensified by the Israel-Hamas armed conflict and the potential of further tightening of financial market conditions due to the regional wars or other future regional conflicts and wars have had and could continue to have a material adverse effect on Santander UK's ability to access funding, capital and liquidity on financial terms acceptable to it and result in an increase in Santander UK's cost of funding due to widening of credit spreads. This could have a material adverse effect on Santander UK's operations, financial condition and prospects.

In addition, the risk of cyberattacks on companies and institutions could increase as a result of geopolitical turmoil. For example, Santander UK has faced a heightened risk of cyberattacks as a result of Russia's military action against Ukraine, and the Israel-Hamas armed conflict and/or other future regional conflicts and wars that have a global impact serve to further heighten such risk. Such attacks could adversely affect our ability to maintain or enhance our cybersecurity and data protection measures. While we continue to see increasing ransomware attacks across sectors driven by supply chain tool compromises, and expect this trend to continue, we have not experienced any notable information or cybersecurity incidents as a result of these regional wars. We continue to actively monitor the situations in Ukraine, the Middle East and globally and assess their potential impacts on our business.

### Santander UK's operations, financial condition and prospects are materially impacted by economic conditions in the UK and disruptions in the global economy and global financial markets

Santander UK's business activities are concentrated in the UK, where it offers a range of banking and financial products and services to UK retail and corporate customers. As a consequence, Santander UK's operations, financial condition and prospects are significantly affected by general economic conditions in the UK.

Although the UK economy has recovered to pre-pandemic growth levels, the UK's economic growth in 2023 stagnated. As such, there remains a risk that the UK economy will fall into a period of economic contraction as the effects of higher interest rates, Brexit, and higher and more persistent inflation continue to affect supply chains and business and household confidence and finances. Interest rates have risen sharply since 2022 and although it is predicted that the peak has been reached there remains a risk that further increases will be needed particularly if rising energy inflation returns. This would put further pressure on household finances for some of our customers due to a sharp rise of the costs for refinancing their mortgage and significantly higher costs of borrowing overall. Higher mortgage rates could dampen demand in the housing market, leading to further drops in new business or steeper falls in house prices, reducing the value of the collateral we hold against mortgages. These risks could create further downward pressure on the economy; for example: a large surge in business failures with knock-on effects for the labour market resulting in high rates of unemployment that affect the ability of customers to pay their debts, which could also contribute to negative multiplier effects through delayed investment and spending; and a stronger push towards protectionism as governments look to protect home industries. This could also lead to a longer-term turn in the credit cycle with a broader contraction of credit as lenders attempt to protect themselves from increased losses.



In particular, Santander UK faces, among others, the following risks in this period of economic uncertainty (including the effect of those risks on gross domestic product, inflation, unemployment and house prices):

- Reduced demand for Santander UK's products and services - particularly the potential for reduced mortgage market volumes.
- Inability of Santander UK's borrowers to make payments on their loans in full or on time.
- The degree of uncertainty concerning economic conditions may adversely affect the accuracy of Santander UK's estimates, which may, in turn, impact the reliability of the IFRS 9 model and process to determine the sufficiency of Santander UK's loan loss allowances.
- Lower house or other asset prices, reducing the value of collateral Santander UK holds on mortgage and other lending.
- Higher and more persistent inflation, reducing Santander UK's profitability and increasing the cost of living for Santander UK's borrowers.
- The value and liquidity of the portfolio of investment securities that Santander UK holds may be adversely affected.

Santander UK is also exposed to:

- Broader geopolitical issues, which remain heightened with the potential for a further pushback against globalism. Further moves towards unilateralism may also cause increased tension and/or hostilities between nations, which could negatively impact the global economy and financial markets. In addition, Russia's invasion of Ukraine has impacted the UK economy, in particular by pushing up energy and oil prices and increasing inflation further and the armed conflict between Israel and Hamas, including the risk of the conflict spreading more broadly in the region, could escalate geopolitical tensions, which may continue to adversely affect the global economy and financial markets;
- Further waves or new strains of Covid-19 or unforeseen new diseases or infections, which could cause social disruption and a material economic downturn in the UK and globally;
- Climate change risks which could result in material damage to our customers' property or businesses or have a material impact on our customers' business models under a transition to a low carbon economy; and
- Social unrest as a result of severe economic disruption.

Adverse changes in the credit quality of Santander UK's borrowers or counterparties or a general deterioration in UK economic conditions could reduce the recoverability and value of Santander UK's assets and require an increase in its level of provisions for expected credit losses. There can be no assurance that Santander UK will not have to increase its provisions for loan losses in the future as a result of increases in non-performing loans or for other reasons beyond its control. Material increases in Santander UK's provision for loan losses and write-off or charge-offs have had and could again have a material adverse effect on its operations, financial condition and prospects. Any significant reduction in the demand for Santander UK products and services, a sustained downturn in the UK economy or changes in central bank interest rates could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Inflation peaked in October 2022 and since then the growth rate has continually fallen and should be near the target level in 2024. Monetary policy in the UK remains tight and whilst peak interest rates may have been reached, interest rates are likely to remain high throughout 2024. Economic instability and downturns beyond the UK may also impact the UK economy as a whole. Europe's manufacturing base is heavily dependent upon natural gas, and restriction in supply and significantly increased costs are expected to have a material adverse impact on the Eurozone economy, which could lead to disruption and volatility in the global financial markets, as a result of debt sustainability concerns. This could have a material adverse impact on Santander UK, including Santander UK's ability to access capital and liquidity on financial terms acceptable to Santander UK, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

A recessionary economic environment could also lead to rating downgrades affecting the UK, Santander UK or its customers, investments and/or instruments, causing capital impacts due to increased RWAs, an increase in the volatility of wholesale markets and the cost of funding.

### **The UK's withdrawal from the European Union (Brexit) has had and could continue to have a material adverse effect on Santander UK's operations, financial condition and prospects**

On 31 January 2020 the UK ceased to be a member of the EU and a limited trade deal was agreed between the UK and the EU with the relevant new regulations coming into force on 1 January 2021.

The trade deal, however, does not include agreements on certain areas such as financial services and data adequacy. The European Commission (the Commission) will decide in 2024 whether to extend the data adequacy decision(s) for the UK for a further period up to a maximum of another four years. If the Commission does not extend the decisions, then the decisions will expire on 27 June 2025. As a result, Santander UK has, and will continue to have, a limited ability to provide cross-border services to EU customers and to trade with EU counterparties.

Following a consultation on the optimal structure for UK financial services post-Brexit, the Financial Services and Markets Act 2023 (FSMA 2023) received royal assent on 29 June 2023. FSMA 2023 establishes a framework for HM Treasury (HMT) to revoke EU-derived financial services legislation and for it to be replaced by Financial Conduct Authority (FCA) and Prudential Regulation Authority (PRA) rules, with the intention of delivering a "comprehensive FSMA model of regulation" under which the regulators have extensive rule-making powers. This process of revoking and replacing retained EU law may result in material changes to the UK regulatory regime and the impact of these reforms on Santander UK is difficult to predict.

The wider and continuing impact of Brexit on financial markets through market fragmentation, reduced access to finance and funding, and a lack of access to certain financial market infrastructure, may affect Santander UK's operations, financial condition and prospects and those of its customers.

Residual risks remain around the impact on the UK's economy. Brexit has contributed to global Covid-19 pandemic-related supply and labour market constraints and reduced economic output and exports as businesses attempt to adapt the new cross-border procedures and rules applicable in the UK and in the EU to their activities, products, customers and suppliers.

While the long-term effects of the UK's withdrawal from the EU are difficult to assess, this has also been hampered by overlay of and development of economic risks from the Covid-19 pandemic, the Russian invasion of Ukraine and the armed conflict between Israel and Hamas. Further, there is ongoing political and economic uncertainty, such as increased friction with the EU and EU countries, which could negatively affect Santander UK's customers and counterparties and have a material adverse effect on Santander UK's operations, financial condition and prospects.

### **Santander UK faces risks from the impact of climate change, which could materially affect Santander UK's business operations, reputation, clients and customers, as well as the creditworthiness of its counterparties**

Climate risk is a risk that manifests through other principal risks, primarily enterprise risk, credit risk and operational risk. Climate change could expose Santander UK to financial risk either through its physical (e.g., climate or weather-related events) or transitional (e.g., changes in climate policy or in the regulation of financial institutions and corporates with respect to climate change risks) effects. Transition risks could be further accelerated by the occurrence of changes in the physical climate.

Physical risks from climate change arise from climate and weather-related events, such as heatwaves, droughts, floods, landslides, storms, sea level rise, coastal erosion and subsidence. These risks could impact our customers in the form of lower revenues due to transport problems, supply chain disruption and other impacts that strain production and lower revenues and higher costs for our customers owing to workers' health, safety, absenteeism and other workforce-related

problems. These risks could also lead to damage to our customers' property or operations, which could impair asset values and the creditworthiness of customers leading to increased default rates, delinquencies, write-offs and impairment charges in Santander UK's portfolios. In addition, Santander UK's premises and resilience may also suffer physical damage due to weather-related events leading to increased costs for Santander UK.

Transition risks arise from the process of adjustment towards a low-carbon economy. Santander UK may face significant and rapid developments in stakeholder expectations, policy, law and regulation which could impact the lending activities Santander UK undertakes, as well as the risks associated with its lending portfolios, and the value of Santander UK's financial assets. Reputation risk could arise from a failure to meet changing societal, investor or regulatory demands. In particular, the last year has seen an increase in upcoming climate-related disclosure requirements that Santander UK and Banco Santander SA (as the ultimate parent of Santander UK) will need to comply with (for example, the IFRS Sustainability Disclosure Standards as developed by the International Sustainability Standards Board (ISSB), the European Banking Authority's (EBA) Environmental, Social, and Governance (ESG) Pillar 3 disclosures rules and the EU Corporate Sustainability Reporting Directive (CSRD)).

Banco Santander SA is a founding member of the UN-convened Net Zero Banking Alliance committing Santander UK Group Holdings plc to set and disclose decarbonisation targets for most greenhouse gas intensive sectors and to becoming a net zero bank by 2050. As such, Santander UK Group Holdings plc is implementing and reporting at a group level (including Santander UK plc) against the TCFD recommendations and has disclosed targets to manage climate-related risks and opportunities. We continue to enhance our disclosures to ensure they become fully aligned with the TCFD recommendations. In order to fulfil these ambitions and reach the relevant targets or any other climate-related ambitions or targets Santander UK may commit to in the future, Santander UK continues to embed climate considerations into its strategy, business model, the products and services it provides to customers and its financial and non-financial risk management processes (including processes to measure and manage the various financial and non-financial risks Santander UK faces as a result of climate change). Failure to adequately embed risks associated with climate change into its risk framework to appropriately measure, manage and disclose the various financial and operational risks it faces as a result of climate change, or failure to adapt Santander UK's strategy and business model to the changing regulatory requirements and market expectations on a timely basis, may have a material and adverse impact on Santander UK's level of business growth, competitiveness, profitability, capital requirements, cost of funding, and financial condition. Achieving Santander UK's climate-related ambitions and targets will also depend on a number of factors outside its control, including (among other things) availability of data to measure and assess the climate impact on Santander UK's customers, advancements of low-carbon transition technologies and public policies to support the energy transition in the markets where Santander UK operates. We continue to assess this as part of our transition planning process. If these external factors and other changes do not occur, or do not occur on a timely basis, Santander UK may fail to achieve its climate-related ambitions and targets and this could have a material adverse effect on Santander UK's business growth, competitiveness, profitability, financial condition and reputation.

For further details on Santander UK's approach to climate change see "Sustainability & Responsible Banking – Taskforce on Climate-related Financial Disclosures (TCFD)" in the Santander UK Group Holdings plc Annual Report on Form 20-F.

## Business model risks

### **Santander UK is exposed to competition from other financial institutions, including new entrants into the financial services sector**

The markets for UK financial services are very competitive and Santander UK has seen strong competition from banks, building societies and other established financial service providers. In addition, Santander UK faces competition from a number of new entrants, non-banks and other providers, including technology companies and large retail companies with strong brand recognition, particularly in payments.

The UK government and regulators are actively supporting the emergence of new entrants into the UK financial services market. The internet and mobile technologies are also changing customer behaviour and the competitive environment. There has been a steep rise in customer use of mobile banking in recent years and the Covid-19 pandemic accelerated the strong trends towards customer digital adoption, commercial and customer uptake of Open Banking which is a data sharing initiative making certain customer account balance and transaction data available to third parties through use of application programming interfaces, and regulatory and industry initiatives to develop commercial variable recurring payments, Open Finance which extends the Open Banking ecosystem to enable data sharing related to additional financial services products and services and Smart Data which will establish data sharing initiatives in various sectors outside of financial services, are likely to significantly change the technological and competitive landscape.

Santander UK is investing in a multi-year transformation programme, including digitalisation of channels and services and automation of physical channels, to both meet customer preferences and protect its competitive position. There can be no assurance that the transformation programme will deliver the benefits sought from it.

Management expects such competition to continue or intensify as a result of customer behaviour and trends, technological changes, competitor behaviour, the growth in digital banking, new lending models and changes in regulation including the expansion of Open Banking. As a result of any restructuring or evolution in the market, there may emerge one or more new viable competitors in the UK banking market or a material strengthening of one or more of Santander UK's existing competitors in that market, limiting Santander UK's ability to increase its customer base and expand its operations, increasing competition for investment opportunities and potentially reducing Santander UK's market share.

Any of these competition-related factors or a combination thereof could result in a significant reduction in the profit of Santander UK. Santander UK gives consideration to the competitive position in its management actions, such as pricing, product decisions and our business model. Increasing competition could mean that Santander UK increases rates offered on deposits or lowers the rates it charges on loans, or changes its cost base, any of which could have a material adverse effect on its operations, financial condition and prospects.

The rising rate environment and cost of living crisis may result in competitors reacting quite differently in relation to, amongst other factors, loan pricing, availability, deposit pricing and investment decisions. This has already had, and will continue to have, an impact on the competitive environment and future decisions of Santander UK.

### **Santander UK's ability to maintain its competitive position depends, in part, on the success of new products and services it offers its customers and its ability to continue offering products and services from third parties**

The success of Santander UK's operations and its profitability depends, in part, on the success of new products and services it offers to customers and the way in which it offers and provides its products and services. The increasing availability of a wide range of digital or online products and services for customers requires banks like Santander UK to enhance their offerings in order to retain and attract customers. However, Santander UK cannot guarantee that its products and services or the way in which it offers or provides its products and services will continue to meet the needs or preferences of Santander UK's customers which may change over time, and Santander UK may not take appropriate action to change or withdraw products when they become obsolete, outdated or unattractive. Santander UK may not be able to develop new products that meet its customers' changing needs in a timely manner. As Santander UK expands the range of its products and services, some of which may be at an early stage of development in the UK market, it will be exposed to known, new and potentially increasingly complex risks, including conduct risk, and development expenses. Santander UK's employees and risk management systems, as well as its experience and that of its partners, may not be sufficient or adequate to enable it to properly handle or manage such risks. In addition, the cost of developing products that are not launched is likely to affect its operating results.

Any or all of the above factors, individually or collectively, could have a material adverse effect on Santander UK's operations, financial condition and prospects.

#### **Santander UK's loan portfolio is subject to risk of prepayment**

Santander UK's loan portfolio is subject to prepayment risk resulting from the ability of a borrower or issuer to prepay a debt obligation prior to maturity. As a result, Santander UK could be required to amortise net premiums into income over a shorter period of time, thereby reducing the corresponding asset yield and net interest income and there is a risk that Santander UK is not able to accurately forecast amortisation schedules for these purposes which may affect its profitability. Prepayment risk also has a significant adverse impact on credit card and mortgage loans, since prepayments could shorten the weighted average life of these assets, which may result in a mismatch with Santander UK's funding obligations and reinvestment at lower yields. The risk of prepayment and its impact on Santander UK's ability to accurately forecast amortisation schedules is inherent in Santander UK's commercial activity and an increase in prepayments or a failure to accurately forecast amortisation schedules could have a material adverse effect on Santander UK's operations, financial condition and prospects.

#### **Damage to Santander UK's reputation could cause harm to its business prospects**

Maintaining a positive reputation is critical to attracting and retaining customers, investors and employees and conducting business transactions with counterparties. Damage to Santander UK's reputation could materially and adversely affect Santander UK's perception among current and potential clients, investors, vendors, partners, regulators and other third parties, which in turn could have a material adverse effect on Santander UK's operating results, financial condition, and prospects as well as damage Santander UK's customers' and investors' confidence and the market price of Santander UK's securities. Damage to the reputation of Santander UK or Banco Santander SA (as the ultimate parent of Santander UK), the reputation of affiliates operating under the 'Santander' brand or any of its other brands could therefore cause significant harm to Santander UK's business and prospects. Harm to Santander UK's reputation can arise directly or indirectly from numerous sources, including, among others, employee misconduct (including the possibility of employee fraud), litigation, regulatory interventions and enforcement action, failure to deliver minimum standards of service and quality, loss or compromise of customer data, disruption to service due to a cyberattack, wider IT failures, compliance failures, third-party fraud, financial crime, breach of legal or regulatory requirements, unethical behaviour (including adopting inappropriate sales and trading practices), and the activities of customers, suppliers and counterparties and the perception of the financial services industry as a whole. Further, negative publicity regarding Santander UK, whether true or not, may result in harm to Santander UK's operations, financial condition and prospects. Santander UK's reputation could also suffer if we are the subject of negative coverage in the media, whether it has merit or not.

#### **If Santander UK is unable to manage the growth of its operations, this could have a material adverse impact on its profitability**

Santander UK allocates management and planning resources to develop strategic plans for organic growth, and to identify possible acquisitions and disposals and areas for restructuring its businesses when necessary. From time to time, Santander UK evaluates acquisition, disposal, and partnership opportunities that it believes could offer additional value to its shareholders and customers and are consistent with its business strategy. However, Santander UK may not be able to identify suitable acquisition or partnership candidates and may not be able to acquire promising targets or form partnerships on favourable terms, or at all. Furthermore, preparations for acquisitions that Santander UK does not complete can be disruptive. Santander UK bases its assessment of potential acquisitions and partnerships on limited and potentially inexact information and on assumptions with respect to value, operations, profitability and other matters that may prove to be incorrect. Santander UK's ability to benefit from any such acquisitions and partnerships will depend in part on its successful integration of those businesses. Such integration entails significant risks such as challenges in retaining the customers and employees of the acquired businesses, unforeseen difficulties in integrating operations and systems and unexpected liabilities or contingencies relating to the acquired businesses, including legal claims and regulatory investigations. Moreover, the success of the acquisition or venture will at least in part be subject to a number of political, economic and other factors that are beyond Santander UK's control. Santander UK can give no assurances that its expectations with regard to integration and synergies will materialise.

Santander UK cannot provide assurance that it will, in all cases, be able to manage its growth effectively or to implement its strategic growth decisions, including its ability to:

- Manage efficiently the operations and employees of expanding businesses
- Maintain or grow its existing customer base
- Successfully execute its strategy
- Fully due diligence and assess the value, strengths and weaknesses of investment or acquisition candidates
- Finance strategic opportunities, investments or acquisitions
- Fully integrate strategic investments, or newly-established entities or acquisitions, in line with its strategy
- Align its current information technology systems adequately with those of an enlarged group
- Apply its risk management policy effectively to an enlarged group

Any or all of these factors, individually or collectively, could have a material adverse effect on Santander UK's operations, financial condition and prospects.

## Capital and liquidity risk

**Santander UK is subject to regulatory capital, liquidity and leverage requirements that could limit its operations, and changes to these requirements may further limit and could have a material adverse effect on Santander UK's operations, financial condition and prospects**

### Capital Requirements Regulation and Capital Requirements Directive IV

Santander UK is subject to capital adequacy requirements applicable to banks and banking groups under retained EU law and as adopted by the PRA in the UK. Santander UK is required to maintain a minimum ratio of Common Equity Tier 1 (CET1) capital to risk-weighted assets, Tier 1 capital to risk-weighted assets, total capital to risk-weighted assets and Tier 1 capital (leverage) to total adjusted assets for leverage purposes. Any failure by Santander UK to maintain such ratios above prescribed regulatory minimum levels may result in administrative actions or sanctions. These could potentially include requirements on Santander UK to cease all or certain lines of new business, to raise new capital resources or, in certain circumstances, a requirement for Santander UK's existing capital instruments (potentially including Santander UK's debt securities) to be subjected to bail-in or write-down (for more information, see the risk factor entitled 'Santander UK may become subject to the provisions of the Banking Act 2009 (the Banking Act), including bail-in and write-down powers').

The EU Capital Requirements Directive IV (CRD IV Directive) and the Capital Requirements Regulation (the CRR and together with the CRD IV Directive, CRD IV) implemented changes proposed by the Basel Committee on Banking Supervision (the Basel Committee) to the capital adequacy framework, known as 'Basel III' in the EU. The CRR has been amended through a series of EU regulations, including the Capital Requirements Regulation 2 (CRR 2) and the CRD IV Directive amended by the Capital Requirements Directive V (CRD V Directive). The European Union (Withdrawal) Act 2018 converted the directly applicable elements of CRD IV into UK law on 31 December 2020 and preserved existing UK law implementing the CRD IV directive. Certain elements of the CRR which were 'onshored' in this way have now been transposed into the PRA rules.

In implementing CRD IV and the revised versions of CRD IV, the PRA has required the capital resources of UK banks to be maintained at levels which exceed the base capital requirements prescribed by CRD IV and to cover relevant risks in their business. In addition, a series of capital buffers have been established under CRD IV and PRA rules to ensure a bank can withstand a period of stress. Though the results of the Bank of England (BoE) 2022/23 stress test (the most recent exercise undertaken to set UK bank capital buffers) did not impact on the level of capital that Santander UK is required to hold, the PRA could, in the future, as a result of stress testing exercises and as part of the exercise of UK macro-prudential capital regulation tools, or through supervisory actions, require Santander UK to increase its capital resources further, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

### Liquidity Coverage Ratio (LCR) and Net Stable Funding Ratio (NSFR)

The LCR is intended to ensure that a bank maintains an adequate level of unencumbered, high quality liquid assets which can be used to offset the net cash outflows the bank could encounter under a short-term significant liquidity stress scenario. The current minimum requirement for LCR is set at 100%. Santander UK is also required to maintain available stable funding equal to at least 100% of its required stable funding under the NSFR. Santander UK's current liquidity position is in excess of the minimum requirements set by the PRA, however there can be no assurance that future changes to the applicable liquidity requirements would not have an adverse effect on Santander UK's financial performance.

### Leverage ratios

The Financial Services Act 2012 (the FS Act) also provides the Financial Policy Committee (FPC) of the BoE with certain macro-prudential tools for the management of systemic risk including quarterly setting of the countercyclical capital buffer rate and powers of direction relating to leverage ratios. All major UK banks and banking groups (including Santander UK) are required to hold enough Tier 1 capital (75% of which must be CET1 capital) to satisfy a minimum leverage ratio requirement of 3.25% and enough CET1 capital to satisfy a countercyclical leverage ratio buffer of 35% of each bank's institution-specific countercyclical capital buffer rate. The PRA requires UK globally systemically important banks (G-SIBs) and Ring Fenced Bodies to hold enough CET1 capital to meet an Additional Leverage Ratio Buffer (ALRB) of 35% of the institution-specific G-SIB buffer rate or Other Systemically Important Institutions (O-SII) buffer rate following the implementation of the CRD V Directive on 28 December 2020 (previously the Systemic Risk Buffer rate) and for consolidated groups which include a Ring Fenced Body (as defined in the Financial Services and Markets Act 2000 (FSMA)) to hold enough CET1 capital to meet the ALRB. The FPC can also direct the PRA to adjust capital requirements in relation to particular sectors through the imposition of sectoral capital requirements. Action taken in the future by the FPC in exercise of any of its powers could result in the regulatory capital requirements applied to Santander UK being further increased, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

### Further regulatory changes

Regulators in the UK and worldwide have proposed that additional loss absorbency requirements should be applied to systemically important institutions to ensure that there is sufficient loss absorbing and recapitalisation capacity available in resolution. The BoE is required to set the Minimum Requirement for Eligible Liabilities (MREL) for all institutions. The BoE required most banks, since 1 January 2022, to be in compliance with the end-state MREL requirements, which Santander UK plc and Santander UK Group Holdings plc are.

Regulators and legislators in the UK have produced a range of proposals for future legislative and regulatory reform which could force Santander UK to comply with certain operational restrictions or take steps to raise further capital or increase Santander UK's expenses and could therefore have a material adverse effect on Santander UK's operations, financial condition and prospects. These changes, which could affect Santander UK as a whole, include the UK's implementation of the remaining Basel III standards. The Basel Committee on Banking Supervision has approved a series of significant changes to the Basel regulatory capital framework subsequent to Basel III from 7 December 2017, colloquially known as Basel IV or Basel 3.1 which revise the process for determining capital requirements. On 30 November 2022, the PRA published a consultation paper (CP 16/22) on the implementation of the Basel IV standards (which the PRA refers to as Basel 3.1) in the UK, which on 12 December 2023 was followed by a Policy Statement (PS17/23) and the first of two sets of new near-final rules. The remaining rules are expected to be published in the second quarter of 2024 and together these new rules will revise the CRD IV framework already implemented in the UK. The PRA has proposed a four-and-a-half-year transitional period for implementation that will commence on 1 July 2025. CRD IV requirements adopted in the UK may change further and there may be further changes to the way in which the PRA continues to interpret and apply these requirements to UK banks (including with regard to individual model approvals or otherwise).

There is a risk that changes to the UK's capital adequacy regime (including any increase to minimum leverage ratios) may result in increased minimum capital requirements, which could reduce available capital for new business purposes and adversely affect Santander UK's cost of funding, profitability and ability to pay dividends, or other discretionary payments on its capital instruments, continued organic growth (including increased lending), or pursue acquisitions or other strategic opportunities. Alternatively, Santander UK could be required to restructure its balance sheet to reduce capital charges incurred pursuant to the PRA's rules or raise additional capital, but at increased cost and subject to prevailing market conditions. In addition, any changes to the eligibility criteria for Tier 1 and Tier 2 capital may affect Santander UK's ability to raise Tier 1 and Tier 2 capital and impact the recognition of existing Tier 1 and Tier 2 capital resources in the calculation of Santander UK's capital position. Furthermore, increased capital requirements may negatively affect Santander UK's return on equity and other financial performance indicators.

Santander UK's business could be affected if its capital is not managed effectively or if these measures limit Santander UK's ability to manage its balance sheet and capital resources effectively or to access funding on commercially acceptable terms. Effective management of Santander UK's capital position is important to Santander UK's ability to operate its business, to continue to grow organically and to pursue its business strategy. There is a risk that implementing and maintaining existing and new liquidity requirements, such as through enhanced liquidity risk management systems, may incur significant costs, and more stringent



requirements to hold liquid assets may materially affect Santander UK's lending business as more funds may be required to acquire or maintain a liquidity buffer, thereby reducing future profitability. This could in turn adversely impact Santander UK's operations, financial condition and prospects.

**Liquidity and funding risks are inherent in Santander UK's business and could have a material adverse effect on Santander UK's operations, financial condition and prospects**

Liquidity risk is the risk that Santander UK either does not have available sufficient financial resources to meet its obligations as they fall due or can secure them only at excessive cost. This risk is inherent in any retail and commercial banking business and can be heightened by a number of factors such as over-reliance on a particular source of funding, changes in credit ratings or market-wide phenomena such as market dislocation. Santander UK performs comprehensive internal stress testing in order to ensure that it maintains funding profiles and holds a liquid asset buffer in order to manage this risk. However, unforeseen systemic market factors like those experienced during the last financial crisis make it difficult to eliminate these risks completely. There can be no assurance that such circumstances will not reoccur or that they will occur in the same way, but past experience and comprehensive stress testing regimes help Santander UK to consider and manage the potential impacts on its liquidity position. Liquidity constraints may affect Santander UK's operations and its ability to meet regulatory liquidity requirements or may limit growth possibilities. Disruption and volatility in the global financial markets could have a material adverse effect on Santander UK's ability to access capital and liquidity on financial terms acceptable to it and in addition to increased funding costs, may result in a shortening in the term of funding it raises.

Santander UK's cost of funding is related to prevailing interest rates and to its credit spreads. Increases in interest rates and Santander UK's credit spreads can significantly increase the cost of its funding. Changes in Santander UK's credit spreads can be market-driven or idiosyncratic in nature and may be influenced by perceptions of its creditworthiness rather than any underlying change in Santander UK's financial position. Changes to interest rates and Santander UK's credit spreads occur continuously and may be unpredictable and highly volatile. Market predictions of future central bank policy rate paths may impact Santander UK's cost of funding, even if central bank actions do not ultimately follow market predictions.

If wholesale markets financing ceases to be available, or becomes excessively expensive, Santander UK may be forced to raise the rates it pays on deposits, with a view to attracting more customers and/or to sell assets, potentially at depressed prices or to reduce growth plans. Santander UK's cost of funding might also be impacted by increased competition for retail and corporate deposits.

In response to the Covid-19 pandemic, the BoE introduced the Term Funding Scheme with additional incentives for Small and Medium-Sized Enterprises (TFSME). Santander UK has begun repaying drawings ahead of the 2025 contractual maturities and as at 31 December 2023, Santander UK had £17bn of drawings outstanding having repaid £8bn in 2023. Santander UK will have to replace these remaining drawings via wholesale market issuance or through management of the customer funding gap.

Each of the factors described above could have a material adverse effect on Santander UK, including its ability to access capital and liquidity on financial terms acceptable to it and, more generally, on its operations, financial condition and prospects.

Further, Santander UK aims for a funding structure that is consistent with its assets, avoids excessive reliance on short-term wholesale funding, attracts enduring retail and commercial deposits and provides diversification in products and tenor. Santander UK therefore relies, and will continue to rely, on retail and commercial deposits to fund a significant proportion of lending activities. The on-going availability of this type of funding is sensitive to a variety of factors outside Santander UK's control, such as general economic conditions and the confidence of depositors in the economy and in the financial services industry in general, confidence in Santander UK specifically, Santander UK's credit rating and the availability and extent of deposit guarantees, as well as competition between banks for deposits or competition with other products, such as mutual funds or, if launched, central bank digital currency. A change in any of these factors could significantly increase the amount of commercial deposit withdrawals in a short period of time, thereby reducing its ability to access deposit funding on appropriate terms, or at all, in the future, and therefore have a material adverse effect on Santander UK's operations, financial condition and prospects.

Santander UK's liquidity planning assumes that customers will continue to make a volume of deposits with Santander UK (particularly demand deposits and short-term time deposits), and Santander UK intends to maintain its emphasis on the use of deposits as a source of funds. The short-term nature of some deposits could cause liquidity problems for Santander UK in the future if deposits are not made in the volumes anticipated or are withdrawn at short notice or are not renewed. If a substantial number of depositors withdraw their demand deposits or do not roll over their time deposits upon maturity, there may be a material adverse effect on Santander UK's operations, financial condition and prospects. This might increase Santander UK's requirements for wholesale funding or require the execution of contingent options to raise additional liquidity, including the potential curtailing of growth plans.

**An adverse movement in Santander UK's external credit rating would likely increase its cost of funding, require Santander UK to post additional collateral or take other actions under some of its derivative contracts and adversely affect Santander UK's operations, financial condition and prospects**

Credit ratings affect the cost and other terms upon which Santander UK is able to obtain funding. Credit rating agencies regularly evaluate Santander UK, and their credit ratings of Santander UK and Santander UK's issued debt are based on a number of factors, including Santander UK's financial strength, the strength of the UK economy and conditions affecting the financial services industry generally.

Any downgrade in the external credit ratings assigned to Santander UK or any of Santander UK's debt securities could have an adverse impact on Santander UK. In particular, a downgrade in Santander UK's credit ratings could increase its borrowing costs and could require it to post additional collateral or take other actions under some of its derivatives, loan facilities or other financial contracts, and could limit its access to capital markets and have a material adverse effect on its operations, financial condition and prospects. For example, a credit rating downgrade could have a material adverse effect on Santander UK's ability to sell or market certain products, engage in certain longer-term or derivatives transactions and retain its customers or investors, particularly those who need a minimum rating threshold in order to transact or invest.

Any of these effects of a credit rating downgrade could, in turn, result in outflows and reduce Santander UK's liquidity and have an adverse effect on Santander UK, including its operations, financial condition and prospects. For example, Santander UK estimates that at 31 December 2023, if Fitch, Moody's and Standard & Poor's were concurrently to downgrade the long-term credit ratings of Santander UK plc by one notch, and thereby trigger a short-term credit rating downgrade, this could result in an outflow of £1.2bn of cash and collateral. A hypothetical two notch downgrade would result in a further outflow of £0.8bn of cash and collateral at 31 December 2023. Under the LCR we hold sufficient liquidity to cover these potential outflows. However, while certain potential impacts are contractual and quantifiable, the full consequences of a credit rating downgrade are inherently uncertain, as they depend upon numerous dynamic, complex and inter-related factors and assumptions, including market conditions at the time of any downgrade, whether any downgrade of a firm's long-term credit rating precipitates downgrades to its short-term credit rating, whether any downgrade precipitates changes to the way that the financial institutions sector is rated, and assumptions about the ratings of other financial institutions and the potential behaviours of various customers, investors and counterparties. Actual outflows will also depend upon certain other factors including any management or restructuring actions that could be taken to reduce cash outflows and the potential liquidity impact from a loss of unsecured funding (such as from money market funds) or loss of secured funding capacity.

There can be no assurance that the credit rating agencies will maintain Santander UK's current credit ratings or outlooks. A failure to maintain favourable credit ratings or outlooks could increase Santander UK's cost of funding, adversely affect Santander UK's interest margins, and reduce its ability to secure both long-term and short-term funding. If a downgrade of a Santander UK member's long-term credit ratings were to occur, it could also impact the short-term credit ratings

of other members of Santander UK. The occurrence of any of these events could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Negative changes to the UK sovereign credit rating, or the perception that further negative changes may occur, could have a material adverse effect on Santander UK's operations, financial condition, prospects and the marketability and trading value of its securities. This might also have an impact on Santander UK's own credit rating, borrowing costs and ability to secure funding. Negative changes to the UK sovereign credit rating, or the perception that further negative changes may occur, could also have a material effect in depressing consumer confidence, restricting the availability, and increasing the cost, of funding for individuals and companies, further depressing economic activity, increasing unemployment and reducing asset prices, which could in turn have a material adverse effect on Santander UK's operations, financial condition and prospects.

### **Changes in Santander UK's pension liabilities and obligations could have a materially adverse effect on Santander UK's operations, financial condition and prospects**

The majority of current employees are provided with pension benefits through defined contribution arrangements. Under these arrangements Santander UK's obligation is limited to the cash contributions paid. Santander UK provides retirement benefits for many of its former and current employees in the UK through a defined benefit pension scheme established under trust. Santander UK plc is the principal employer under this scheme, but it has only limited control over the rate at which it pays into the scheme. Under the UK statutory pension funding requirements employers are usually required to contribute to the schemes at the rate they agree with the scheme trustees although, if they cannot agree, the rate can be set by the Pensions Regulator. The scheme trustees may, in the course of discussions about future valuations, seek higher employer contributions. The scheme trustees' power in relation to the payment of pension contributions depends on the terms of the trust deed and rules governing the scheme, but, in some cases, the trustees may have the unilateral right to set the employer's relevant contribution.

The Pensions Regulator has the power to issue a financial support direction to companies within a group in respect of the liability of employers participating in UK defined benefit pension schemes where, amongst other things, that employer is 'insufficiently resourced' (as defined for the purposes of the relevant legislation). Such a financial support direction could require the companies to guarantee or provide security for the pension liabilities of those employers or could require additional amounts to be paid into the relevant pension schemes in respect of them.

The Pensions Regulator can also issue contribution notices if it is of the opinion that an employer has taken actions, or failed to take actions, deliberately designed to avoid meeting its pension promises or which are materially detrimental to the scheme's ability to meet its pension promises. A contribution notice can be issued to any company or individual that is connected with or an associate of such employer in circumstances where the Pensions Regulator considers it reasonable to issue it and multiple notices could be issued to connected companies or individuals for the full amount of the debt. The risk of a contribution notice being imposed may inhibit Santander UK's freedom to restructure or to undertake certain corporate activities. There is a risk that Santander UK could incur an obligation to make a contribution to the scheme by virtue of section 75 or 75A of the Pensions Act 1995 as a result of a reorganisation or disposal of Santander UK's businesses.

Should the value of assets to liabilities in respect of the defined benefit schemes operated by Santander UK record a deficit or an increased deficit (as appropriate), due to either a reduction in the value of the pension scheme assets (depending on the performance of financial markets) not matched by a fall in the pension scheme liabilities and/or an increase in the pension scheme liabilities (for example due to changes in legislation, mortality assumptions, discount rate assumptions, inflation, or other factors) not matched by an increase in the pension scheme assets, this could result in Santander UK having to make increased contributions to reduce or satisfy the deficits which would divert resources from other areas of Santander UK's business and reduce its capital resources. Changes in inflation and interest rates in particular pose significant risks to the pension scheme as liabilities would be adversely impacted by an increase in long-term inflation or reduction in interest rates, and it is inherently problematic to find assets that exactly match inflation and interest rate movements in the liabilities. The pension scheme assets are also invested in illiquid assets consisting primarily of unlisted credit, private equity and property. The value of these investments can only be known when they are realised. The value in the accounts is an estimate of the fair value of these investments but the final realised value could be materially different. Although the trustee of the scheme is obliged to consult with Santander UK before changing the pension scheme's investment strategy, the trustee has the final say and the ultimate responsibility for investment strategy rests with the trustee. A change in the actual or perceived strength of the employer's covenant could also result in Santander UK having to make increased contributions to the scheme. While Santander UK can control a number of the above factors, there are some over which Santander UK has no or limited control.

Changes in UK legislation and regulation through the Pension Schemes Act 2021 to address perceived failings in pension protection following recent high profile company insolvencies with large pension deficits may also affect Santander UK's position. Specific areas where concerns have been raised are levels of dividends where there is a pension scheme with a deficit and the length of time taken to address deficits. These changes in legislation or regulation could result in Santander UK having to make increased contributions to reduce or satisfy the deficits which would divert resources from use in other areas of its business and reduce its capital resources.

Any increase in Santander UK's pension liabilities and obligations as a result of the foregoing factors could have a material adverse effect on Santander UK's operations, financial conditions and prospects. There is also a risk of reputational damage if the scheme fails to comply with legislation or if there are any issues with members or the trustee being dissatisfied.

## **Market risks**

### **Santander UK is subject to fluctuations in interest rates and other market risks, which could have a material adverse effect on Santander UK's operations, financial condition and prospects**

Market risk refers to the probability of variations in Santander UK's net interest income or in the market value of its assets and liabilities due to volatility of interest rates, credit spreads, exchange rates or equity prices.

Changes in interest rates would affect the following areas, among others, of Santander UK's business:

- Net interest income
- The value of Santander UK's derivatives transactions
- The value of Santander UK's securities holdings
- The value of Santander UK's loans and deposits
- The volume of loans originated

Interest rates are highly sensitive to many factors beyond Santander UK's control, including increased regulation of the financial sector, inflation, monetary policies, domestic and international economic and political conditions. Variations in interest rates could affect the interest earned on Santander UK's assets and the interest paid on its borrowings, thereby affecting its net interest income, which comprises the majority of its revenue, reducing its growth rate and profitability and potentially resulting in losses. In addition, costs Santander UK incurs putting into place strategies to reduce interest rate exposure could increase in the future, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.



Increases in interest rates may reduce the volume of loans originated by Santander UK. Sustained high interest rates have historically discouraged customers from borrowing and have resulted in increased delinquencies in outstanding loans and deterioration in the quality of assets.

Reductions in interest rates could lead to margin compression if such changes are passed on to customer liabilities to a lesser extent than they are passed on to customer assets.

Changes in interest rates may also affect the ability of Santander UK's customers to prepay or refinance fixed-rate loans, affect the value of its financial assets and reduce gains or require Santander UK to record losses on sales of Santander UK's loans or securities, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

### **Negative changes in positions recorded at fair value could have a material adverse effect on Santander UK's operations, financial condition and prospects**

Santander UK has material exposures to securities, derivatives and other investments that are recorded at fair value and are therefore exposed to potential negative market changes. A widening of market credit spreads, reflecting the prevailing market conditions would negatively impact asset valuations in future periods and may result in negative changes in the fair values of Santander UK's financial assets. A tightening of Santander UK's own credit spreads would increase the magnitude of liabilities, thereby reducing net assets.

In addition, the value ultimately realised by Santander UK on disposal of assets and liabilities recorded at fair value may be lower than their current fair value; for example, during the last global financial crisis, financial markets were subject to periods of significant stress resulting in steep falls in perceived or actual financial asset values, particularly due to volatility in global financial markets and the resulting widening of credit spreads.

Santander UK is also exposed to changes in the market value of credit and funding spreads for the valuation of certain derivative contracts, the estimated value of which is negatively exposed to increases in the Credit Valuation Adjustment (CVA) spread and the Funding Fair Valuation Adjustment (FVA) spread over the lifetime of the transaction.

Any of these factors could require Santander UK to record negative changes in fair value which could have a material adverse effect on its operations, financial condition and prospects.

Santander UK is also exposed to changes in UK residential house price index levels, future index growth assumptions and house price index volatility. These impact the valuations of the portfolios of home reversion plans, lifetime mortgages and associated hedges held by Santander UK. In addition, the home reversion assets and mortgages are exposed to any changes in underlying mortality assumptions as maturity dates on these are not fixed and are driven by the vacation of the underlying property on a permanent basis by the plan holder. Specific property risk exists for each individual asset versus the indexed growth assumption at the point of maturity. Lifetime mortgages additionally have prepayment risk which is managed via a FVA based on historic data.

In addition, to the extent that fair values are determined using financial valuation models, such values may be inaccurate or subject to change, as the data used by such models may not be available or may become unavailable due to changes in market conditions, particularly for illiquid assets and in times of economic instability. In such circumstances, Santander UK's valuation methodologies require it to make assumptions, judgements and estimates in order to establish fair value.

Reliable assumptions are difficult to make and are inherently uncertain. Moreover, valuation models are complex, making them inherently imperfect predictors of actual results. Any consequential impairments or write-downs could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Santander UK invests in debt securities of the UK government largely for liquidity management purposes. At 31 December 2023, approximately 5% of Santander UK's total assets and 7% of Santander UK's securities portfolio were comprised of debt securities issued by the UK government. Any failure by the UK government to make timely payments under the terms of these securities, or a significant decrease in their market value, could have a material adverse effect on Santander UK's operations, financial condition and prospects.

## **Credit risks**

### **If the level of non-performing loans increases or the credit quality of Santander UK's loans deteriorates in the future, or if Santander UK's loan loss reserves are insufficient to cover loan losses, this could have a material adverse effect on Santander UK's operations, financial condition and prospects**

Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of Santander UK's businesses. Non-performing or low credit quality loans have in the past, and could continue to, have a material adverse effect on Santander UK's operations, financial condition and prospects.

In particular, the amount of Santander UK's reported non-performing loans may increase in the future as a result of growth in Santander UK's total loan portfolio, including as a result of loan portfolios that Santander UK may acquire in the future (the credit quality of which may turn out to be worse than Santander UK had anticipated), or factors beyond Santander UK's control, such as adverse changes in the credit quality of Santander UK's borrowers and counterparties, a general deterioration in the UK or global economic conditions (including without limitation, rising interest rates), the impact of political events, events affecting certain industries or events affecting financial markets and global economies. Broader inflationary pressures that impact a customer's ability to service debt payments could also lead to increased arrears in both unsecured and secured products.

There can be no assurance that Santander UK will be able to effectively control the level of impaired loans in, or the credit quality of, its total loan portfolio, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Interest rates payable on a significant portion of Santander UK's outstanding mortgage loan products fluctuate over time due to, among other factors, changes in the BoE base rate. As a result, borrowers with variable interest rate mortgage loans are exposed to increased monthly payments when the related mortgage interest rate adjusts upward. Similarly, borrowers of mortgage loans with fixed or introductory rates adjusting to variable rates after an initial period are exposed to the risk of increased monthly payments at the end of this period. Over the last two years, interest rates attached to both variable and fixed rate mortgages have increased from historic lows. Customers with variable rates or those whose fixed rate terms have ended during this time period have faced increased monthly payments. These events, alone or in combination, may contribute to higher delinquency rates and losses for Santander UK, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Santander UK's current loan loss reserves may not be adequate to cover an increase in the amount of non-performing loans or any future deterioration in the overall credit quality of Santander UK's total loan portfolio. Santander UK's loan loss reserves are based on Santander UK's current assessment of various factors affecting the quality of its loan portfolio, including its borrowers' financial condition, repayment abilities, the realisable value of any collateral, the prospects for support from any guarantor, government macroeconomic policies, interest rates and the legal and regulatory environment. Many of these factors are beyond

Santander UK's control. As a result, there is no precise method for predicting loan and credit losses, and no assurance can be provided that Santander UK's current or future loan loss reserves will be sufficient to cover actual losses.

If Santander UK's assessment of and expectations concerning the above-mentioned factors differ from actual developments Santander UK may need to increase its loan loss reserves, which may adversely affect Santander UK's operations, financial condition and prospects. Additionally, in calculating its loan loss reserves, Santander UK employs qualitative tools and statistical models which may not be reliable in all circumstances and which are dependent upon data that may not be complete. If Santander UK is unable to control or reduce the level of its non-performing or poor credit quality loans, this could have a material adverse effect on Santander UK's operations, financial condition and prospects.

**The value of the collateral, including real estate, securing Santander UK's loans may not be sufficient, and Santander UK may be unable to realise the full value of the collateral securing Santander UK's loan portfolio**

The value of the collateral securing Santander UK's loan portfolio may significantly fluctuate or decline due to factors beyond Santander UK's control, including macroeconomic factors affecting the UK's economy. Santander UK's residential mortgage loan portfolio is one of its principal assets, comprising 85% of Santander UK's loan portfolio at 31 December 2023. As a result, Santander UK is highly exposed to developments in the residential property market in the UK. Following the peak in aggregate UK house prices in 2022, these fell slightly in 2023 with ongoing uncertainty in the outlook for house prices for 2024 and beyond. UK experience of other episodes of house price declines as well as the continuing uncertainty as to the extent and sustainability of any UK economic downturn and recovery, will mean that losses could be incurred on high LTV (loan to value) loans should they go into possession.

The value of the collateral securing Santander UK's loan portfolio may also be adversely affected by force majeure events such as natural disasters like floods or landslides exacerbated by climate change trends. Any force majeure event may cause widespread damage and could have an adverse impact on the economy of the affected region and may therefore impair the asset quality of Santander UK's loan portfolio in that area.

Santander UK may also not have sufficiently up-to-date information on the value of collateral, which may result in an inaccurate assessment for impairment losses on loans secured by such collateral.

If any of the above events were to occur, Santander UK may need to make additional provisions to cover actual impairment losses of its loans, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

## Legal and regulatory risks

**Santander UK is subject to substantial and evolving regulation and governmental oversight**

As a financial services group, Santander UK is subject to extensive financial services laws, regulations, administrative actions and policies in the UK, and in each other location in which Santander UK operates. For a discussion of the principal laws and regulations to which Santander UK is subject, see 'Regulation of the Santander UK group'. The sector continues to face unprecedented levels of government and regulatory intervention and scrutiny, and changes to the regulations governing financial institutions and the conduct of business. In addition, regulatory and governmental authorities have continued to consider further enhanced or new legal or regulatory requirements intended to reduce the probability and impact of future crises (or otherwise assure the stability and operational resilience of institutions under their supervision), enhance consumer protection, address climate change risks, the risk of greenwashing and environmental, social and governance risks generally, and improve controls in relation to financial crime-related risks. For example, Santander UK is now a participant lender in the UK government's Mortgage Charter initiative, which was launched in June 2023, by HMT in light of the pressures on households following interest rate rises and the cost of living crisis pursuant to which Santander UK has agreed to take additional steps to support residential mortgage borrowers experiencing financial difficulties. Santander UK expects regulatory and government intervention in the banking sector to remain high for the foreseeable future. An intensive approach to supervision is maintained in the UK by the BoE as resolution authority, the PRA, the FCA, the Competition and Markets Authority (CMA), the Payment Systems Regulator (PSR), the Information Commissioner's Office (ICO), the Serious Fraud Office (SFO) and the Lending Standards Board (LSB).

As well as being subject to UK regulation, as part of the Banco Santander group, Santander UK is also affected by other regulators such as the Banco de España (the Bank of Spain) and the European Central Bank (ECB), as well as various legal and regulatory regimes (including the US) that have extra-territorial effect. Extensive legislation and implementing regulations affecting the financial services industry have recently been adopted in regions that directly or indirectly affect Santander UK's business, including Spain, the US, the EU and other jurisdictions. Because Santander UK is subject to oversight by multiple regulators or government bodies related to the same conduct or activity, this can increase business uncertainty and the amount of resources needed to ensure Santander UK's compliance with the different legal and regulatory regimes.

The manner in which financial services laws, regulations and policies are applied to the operations of financial institutions has gone through great change which is still being implemented and reviewed. Recent proposals and measures taken by governmental, tax and regulatory authorities and further future changes in supervision and regulation (in particular in the UK), are beyond Santander UK's control and could materially affect Santander UK's business.

Changes in UK legislation and regulation applicable to the financial sector may also affect Santander UK's competitive position, particularly if such changes are implemented before international consensus is reached on key issues affecting the industry. For example, in December 2022, the chancellor of the exchequer announced a package of financial services regulatory reforms – known as the Edinburgh Reforms – designed to strengthen the international competitiveness of the UK's financial services sector and drive economic growth. Furthermore, as set out above (see, 'The UK's withdrawal from the European Union (Brexit) has had and could continue to have a material adverse effect on Santander UK's operations, financial condition and prospects'), FSMA 2023 enables HMT to revoke retained EU legislation and empowers the PRA and the FCA to replace it with their own rules. Further, in July 2023 HMT began to set out its programme of secondary legislation to replace repealed retained EU law as part of its intention to deliver a "Smarter Regulatory Framework" for financial services tailored to the UK. There is a risk that this initiative results in UK financial services regulation materially diverging from EU regulation, and accordingly that the strategy of Santander UK and the group in relation to products/initiatives that have a cross-border element could be materially impacted.

To the extent these laws, regulations and policies apply to it, Santander UK may face higher compliance costs and the need to carefully manage capacity to readily respond to multiple regulatory or government policy changes simultaneously. Any legislative or regulatory actions and any required changes to Santander UK's business operations resulting from such laws, regulations and policies as well as any deficiencies in Santander UK's compliance with such laws, regulations and policies could result in significant loss of revenue, could have an impact on Santander UK's strategy, limit its ability to pursue business opportunities in which Santander UK might otherwise consider engaging, limit Santander UK's ability to provide certain products and services and/or result in enforcement action (including the imposition of financial and other penalties). They may also affect the value of assets that Santander UK holds, requiring Santander UK to increase its prices thereby reducing demand for Santander UK's products or otherwise have a material adverse effect on its operations, financial condition and prospects. Accordingly, there can be no assurance that future changes in laws, regulations and policies or in their interpretation or application by Santander UK or by regulatory authorities will not adversely affect Santander UK.

Specific examples of areas where regulatory changes and increased regulatory scrutiny could have a material adverse effect on Santander UK's operations, financial condition and prospects include, but are not limited to, the following:

- **Banking Reform:** In accordance with the provisions of the Financial Services (Banking Reform) Act 2013 UK banking groups that hold significant retail deposits (more than £25 billion of “core deposits”), including Santander UK, were required to separate or ‘ring-fence’ their retail banking activities from their wholesale banking activities by 1 January 2019. Santander UK completed its ring-fencing plans in advance of the legislative deadline of 1 January 2019. However, given the complexity of the ring-fencing regulatory regime and the material impact on the way Santander UK conducts its business operations in the UK, there is a risk that Santander UK and/or Santander UK plc may be found to be in breach of one or more ring-fencing requirements. This might occur, for example, if prohibited business activities are found to be taking place within the ring-fence, mandated retail banking activities are found being carried on in a UK entity outside the ring-fenced part of the group or Santander UK breached a PRA ring-fencing rule. If Santander UK were found to be in breach of any of the ring-fencing requirements placed upon it under the ring-fencing regime, it could be subject to supervisory or enforcement action by the PRA, the consequences of which might include substantial financial penalties, imposition of a suspension or restriction on Santander UK’s UK activities or, in the most serious of cases, the forced restructuring of the UK group, entitling the PRA (subject to the consent of the UK government) to require the sale of a Santander ring-fenced bank or other parts of the UK group. Following the publication of the final report of the Independent Panel on Ring-Fencing and Proprietary Trading on 15 March 2022, HMT announced its intention to implement certain limited reforms to the ring-fencing regime, including increasing the ring-fencing core deposit threshold from £25 billion to £35 billion, introducing a de minimis threshold to allow ring-fenced banks to incur an exposure to relevant financial institutions (RFIs) of up to £100,000 per RFI at any one time, and allowing ring-fenced banks to establish operations outside of the UK or the European Economic Area, have exposure to RFIs that qualify as small and medium sized enterprises (SMEs) and undertake a wider range of activities such as market standard trade finance activities or inflation swaps. In September 2023, HMT published a consultation on the reforms, as well as draft secondary legislation which the government intends to lay before Parliament in early 2024. These proposed reforms of the ring-fencing regime may lead to further review or amendment of Santander UK’s operational and compliance arrangements in relation to the regime.
- **Competition:** Competition authorities (which in the UK include the CMA, the FCA and the PSR) can run reviews and investigations into any aspect of Santander UK’s operations or the functioning of any markets in which Santander UK operates, which could lead to Santander UK being required to change the markets in which it operates. In addition, the CMA’s widening focus on market outcomes may also result in increased reviews by the CMA of the markets in which Santander UK operates. On 25 April 2023, the UK government introduced the draft Digital Markets, Competition and Consumers Bill (DMCC) to the UK Parliament, which proposes significant reforms to the powers of competition authorities in relation to the aforementioned investigations, including substantial new fining powers. The DMCC also introduces other wide-ranging reforms to the UK’s competition, consumer protection and digital markets regulatory landscape some of which could impact Santander UK’s business. For instance, the DMCC grants the CMA the power to directly determine whether certain consumer protection laws have been infringed without needing to go through the courts.
- **Payments:** Santander UK has been required to make systems changes and update processes to comply with a number of new payment regulations at a European as well as domestic UK level. Within the UK, the PSR has mandated Santander UK to build systems and processes for both Confirmation of Payee as well as the Contingent Reimbursement Model Code (CRM) which both aim to reduce the level of customer fraud (particularly through our customers’ manipulation into making payments known as ‘Authorised Push Payment’ (APP) fraud). Under these standards, Santander UK assumes responsibility for certain categories of customer losses and any inherent failing in system design may lead to fines from regulators and/or compensation being paid to customers. Further, from October 2024 Santander UK will be subject to the PSR’s reimbursement requirement, requiring it to reimburse APP scam victims subject to certain exceptions, excesses and maximums, adding to Santander UK’s obligations in this space. Santander UK also expects to see significant developments in the key UK payment systems architecture - with systems update of the high value Clearing House Automated Payment System (CHAPS) system through the Real Time Gross Settlement (RTGS) renewal as well as the ‘New Payments Architecture’ for faster payments, BACS and the other lower value retail payment schemes. Transitioning to the ‘New Payments Architecture’ will generate short-term challenges, including in successfully adopting the ISO20022 messaging standard while ensuring payment message completeness in alignment with regulatory requirements. PSD2 has been implemented and transposed into UK legislation in the Payment Services Regulations 2017 and the UK continues to build upon the requirements within the EBA Regulatory Technical Standards via the Open Banking API industry standard and build. Open Banking and PSD2 both have shown that they have the potential to exacerbate a number of existing risks including data loss/data protection, cybersecurity, fraud and wider financial crime risk, which in turn could give rise to increased costs, litigation risk and risk of regulatory investigation and enforcement activity.
- **Data Privacy:** In connection with its processing of personal data, Santander UK is subject to data protection laws and regulations – in particular, the UK GDPR (as defined and interpreted in accordance with the Data Protection Act 2018) and the Data Protection Act 2018 (DPA). In the event Santander UK breaches any such data protection laws, it could face significant enforcement action and/or financial penalties as well as reputational damage, which could ultimately have a material adverse effect on Santander UK’s operations, financial condition and prospects. The Data Protection and Digital Information (No 2) Bill (DPDI Bill 2) was introduced on 8 March 2023 and proposes a number of changes to the UK GDPR and the DPA. As at January 2024, the DPDI Bill 2 is being considered by the House of Lords. Whilst the final form of the DPDI Bill 2 remains subject to change as it progresses through the legislative process, if it becomes law, it may result in Santander UK having to make changes to its current data protection compliance programme which could result in compliance and operational costs. The proposed reforms set out in the DPDI Bill 2 may also pose a risk to the EU Commission’s adequacy decision for the UK. This is because the European Commission may consider that the UK’s data protection laws are no longer essentially equivalent to those of the EU. If the EU Commission’s adequacy decision for the UK is withdrawn, this could impact personal data flows from entities in the EU to Santander UK in the UK. In the event this occurs, it may result in additional costs to Santander UK in order to facilitate those data flows, to the extent those data flows are impacted, with the UK being subject to EU transfer rules as a non-adequate jurisdiction.
- **Cybersecurity:** Santander UK is subject to cybersecurity regulations and cybersecurity incident reporting requirements. Cybersecurity incident reporting often require short timeframes and there is a risk that Santander UK will fail to meet the reporting deadlines for any given cybersecurity incident. There will be legal, reputational and regulatory risks in the event we, or the third-party providers we work with, are found to be out of compliance with these regulations and reporting requirements.
- **Consumer Duty:** The FCA’s rules and guidance on a broad consumer duty that firms undertaking regulated activities with retail clients must observe (the Consumer Duty) have been in force for open products and services since 31 July 2023. The Consumer Duty has three elements: (i) a “Consumer Principle”, which reflects the overall standards of behaviour the FCA expects from firms (a firm must act to deliver good outcomes for retail customers), (ii) three cross-cutting rules that articulate the standards of conduct expected under the Consumer Principle (firms must act in good faith towards retail customers, avoid causing foreseeable harm to retail customers and enable and support retail customers to pursue their financial objectives), and (iii) four outcomes that build on the Consumer Principle and cross-cutting rules, comprising a suite of rules and guidance setting more detailed expectations for a firm’s conduct in four areas that represent the key elements of the firm-consumer relationship (product design and governance, price and value, consumer understanding and consumer support). The expectations of the Consumer Duty require firms to end unfair charges and fees, make it as easy to switch or cancel products as it was to take them out in the first place, provide helpful and accessible customer support, act quickly to respond to customer queries, provide timely, clear and easily understandable information to customers regarding products and services, provide products and services that are appropriate for their customers, and focus on the real and diverse needs of their customers, including those in vulnerable circumstances, at every stage and in each interaction. The Consumer Duty also requires firms to monitor, evidence and report against many of the requirements. Santander UK has completed the first phase of the implementation of the Consumer Duty, which required a review of, and changes to, Santander UK’s products, services, policies, systems and procedures against the FCA requirements. The second phase of the implementation of the Consumer Duty is due by 31 July 2024, being the date on which the Consumer Duty applies to closed products and services, and accordingly focuses on such products and services. The Consumer Duty affects elements of Santander UK’s business model and strategy, the products and services it offers and the pricing or costs of those products and services, which may in turn affect the revenue and profits that Santander UK is able to generate. It may result in an increase in civil litigation or claims to the Financial Ombudsman Service (FOS) by customers alleging a



breach of the standards of the Consumer Duty or in regulatory action by the FCA. The FCA has indicated that an early area of focus for them will be to look at firms' complaints data in order to identify where the FOS uphold high numbers of complaints, and that it will hold firms accountable to ensure complaints are dealt with fairly and that robust mechanisms are in place to learn from the root causes of complaints. The FCA will continue to work across sectors to test how the Consumer Duty has been implemented and embedded within firms and will be looking for changes in culture across firms and evidence on how firms ensure customers receive good outcomes at any point when they interact with a firm. Where the FCA identifies serious breaches of the Consumer Duty, it has stated that it will take robust action, including interventions, investigations and possibly disciplinary sanctions. If Santander UK is not able to demonstrate continuous learning and improvement when it comes to customer experience and outcomes, and compliance with the Consumer Duty more broadly, it could lead to regulatory actions by the FCA and reputational damage arising from adverse publicity.

- **Insolvency:** Changes to the UK corporate insolvency regime were introduced through the Corporate Insolvency and Governance Act 2020, including a pre-insolvency moratorium process for corporates in financial difficulty to give a period of time to seek a rescue or restructure and a new restructuring plan insolvency procedure to enable debt restructures. The Finance Act 2020 re-established certain tax debts owed by corporates as secondary preferential debts, ranking ahead of debts owed to floating charge holders. The Debt Respite Scheme (Breathing Space Moratorium and Mental Health Crisis Moratorium) (England and Wales) Regulations 2020 (Breathing Space Regulations) (which came into force on 4 May 2021) give eligible individuals in England and Wales the ability to apply for a breathing space or mental health crisis moratorium during which creditors may not demand payment of interest or fees that accrue or enforce a debt owed by the applicant. The impact these changes will have in relation to the collection and recovery of loans to retail and corporate customers who are in financial difficulty or default continues to evolve.
- **Outsourcing and Third-Party Risk Management:** In March 2021, the PRA published Supervisory Statement 2/21 on outsourcing and third-party risk management (SS2/21). SS2/21 is the primary source of reference for Santander UK when interpreting and complying with its requirements on outsourcing and third-party risk management, although it should be read alongside the EBA guidelines on outsourcing arrangements, and PRA and FCA rules and guidance on outsourcing. The scope of contracts required to meet the PRA requirements on outsourcing and third-party risk management extends beyond that set out in the EBA guidelines on outsourcing and also captures material non-outsourcing. SS2/21 also requires that intragroup outsourcing be subject to the same requirements and expectations as external outsourcing and should not be treated as being inherently less risky. If Santander UK is unable to meet the PRA or FCA requirements on outsourcing and third-party risk management, it may face supervisory measures, which could in turn have a material adverse effect on Santander UK's operations, financial condition and prospects.
- **Operational Resilience:** In March 2021, the PRA and the FCA published Supervisory Statement 1/21 (SS1/21) and Policy Statement 21/3 (PS21/3), which set out their final rules and guidance intended to strengthen operational resilience in the financial services sector. The operational resilience rules require Santander UK to identify its 'important business services', being those services which, if disrupted, could cause intolerable harm to clients or pose a risk to that firm's safety and soundness or to the stability of the UK financial system. Once Santander UK has identified these, it must set impact tolerances for all important business services and ensure it is able to remain within these tolerances in severe but plausible disruption scenarios. Santander UK must comply with these requirements by no later than the end of a three-year transitional period on 31 March 2025. If Santander UK is unable to meet the PRA and FCA requirements relating to operational resilience, it may face supervisory measures, which could in turn have a material adverse effect on Santander UK's operations, financial condition and prospects.
- **Climate Change:** The UK government has announced its intention to roll out new sustainability disclosure requirements, which will expand on those required under the TCFD framework, including transition plans to align to net-zero, as well as a new UK green taxonomy. Santander UK Group Holdings plc is implementing the recommendations of TCFD on a group level: further reporting will require additional gathering of data and digitalisation of reporting and there will be legal, reputational and regulatory risks should Santander UK Group Holdings plc fail to adequately report, or to demonstrate appropriate capabilities to transition and support its customers to transition to a low carbon economy.
- **National Security and Investment Act:** The National Security and Investment Act 2021 (NSIA) came into force on 4 January 2022 in the UK, introducing a new national security screening regime with mandatory suspensory notifications required for corporate and financial transactions in certain sectors which meet the prescribed thresholds. The NSIA also grants the UK government wide-ranging powers to intervene in transactions on national security grounds, even where the transaction is outside of the scope of the mandatory notification regime. The UK government can impose heavy criminal and civil penalties under the NSIA for non-compliance. In the event that the UK government intervenes in any of Santander UK's transactions and/or imposes any related penalties on Santander UK, this could result in reputational damage and could have a material adverse effect on Santander UK's operations, financial condition and prospects.
- **Access to Cash:** FSMA 2023 grants the BoE supervisory powers to regulate the UK wholesale cash distribution market, including powers to impose fines and empowers HMT to designate firms to be subject to FCA oversight for the purpose of ensuring the reasonable provision of cash access (including free cash access). We expect Santander UK to be a designated firm for these purposes. The FCA intends to make rules to ensure the reasonable provision of cash withdrawal and deposit facilities and in its consultation paper (CP23/29) outlined how it intends to use its powers, for example, by limiting the availability of designated firms to close cash facilities, including bank branches, until any additional cash services identified as needed are available. The new access to cash regime is likely to have implications for Santander UK's business decisions and strategy, in particular in relation to our branch network and our participation in the wholesale cash distribution market generally. The new access to cash regime is expected to be finalised in 2024. In the event that the BoE imposes any fines with respect to Santander UK's participation in the wholesale cash distribution market or the FCA imposes requirements on Santander UK in relation to retail cash access, this could result in reputational damage and have a material adverse effect on Santander UK's operations, financial condition and prospects.
- **Financial Crime:** The UK financial crime legislative framework has been updated significantly in recent years and is subject to regular change. The Economic Crime (Transparency and Enforcement) Act 2022 (ECTEA) significantly streamlined the process of making sanctions and empowered the Office of Financial Sanctions Implementation (OFSI) to enforce sanctions on a strict liability basis. ECTEA also introduced a Register of Overseas Entities at Companies House with the aim of providing greater transparency in the UK property market by requiring overseas entities to register with Companies House. ECTEA was followed by the Economic Crime and Corporate Transparency Act 2023 (ECCTA). ECCTA includes reforms to Companies House over a multi-year period, a reform of the identification doctrine (broadening the scope of corporate criminal liability by making corporates criminally liable for the conduct of senior managers acting within the scope of their authority), the introduction of a new offence of failure to prevent fraud and the expansion creation of inter-bank information sharing for the purposes of detecting and preventing economic crime. Many of these provisions are due to come into force in 2024. 2024 may also see a number of other financial services legal and regulatory changes. These include changes to the treatment of domestic politically exposed persons, as set out in FSMA 2023, new proposals for a 'Suspended Accounts Scheme' as set out in the Criminal Justice Bill 2023-24, possible changes to account closure rules, mandatory APP scam reimbursement rules (as mentioned above under "Payments") and potential changes to the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (MLRs). The UK government is also expected to continue to take forward a series of non-legislative reforms that will impact the financial crime landscape, as committed to in keynote strategic publications, such as the Economic Crime Plan 2 and Fraud Strategy. The expansion of criminal liability under these reforms brings with it financial risk in the form of penalties and reputational risk, while continued compliance with the changing UK financial crime framework may expose Santander UK to increased operational and compliance costs, each of which would in turn have a material adverse effect on Santander UK's operations, financial condition and prospects.

**Santander UK may become subject to the provisions of the Banking Act, including bail-in and write-down powers**

The special resolution regime set out in the Banking Act provides HMT, the BoE, the PRA and the FCA with a variety of powers for dealing with UK deposit taking institutions (and, in certain circumstances, their holding companies) that are failing or likely to fail, including: (i) to take a bank or bank holding company into temporary public ownership; (ii) to transfer all or part of the business of a bank to a private sector purchaser; or (iii) to transfer all or part of the business of a bank to a 'bridge bank'. The special resolution regime also comprises a separate insolvency procedure and administration procedure each of which is of specific application to banks. These insolvency and administration measures may be invoked prior to the point at which an application for insolvency proceedings with respect to a relevant institution could be made.

If an instrument or order were made under the Banking Act in respect of an entity in Santander UK, such instrument or order (as the case may be) may, among other things: (i) result in a compulsory transfer of shares or other securities or property of such entity; (ii) have an impact on the rights of the holders of shares or other securities issued by Santander UK or such entity or result in the nullification or modification of the terms and conditions of such shares or securities; or (iii) result in the de-listing of the shares and/or other securities of such entity. In addition, such an order may affect matters in respect of Santander UK or such entity and/or other aspects of the shares or other securities of Santander UK or such entity, which may negatively affect the ability of Santander UK or such entity to meet its obligations in respect of such shares or securities.

Further, amendments to the Insolvency Act 1986 and secondary legislation have introduced changes to the treatment and ranking of certain debts with the result that certain eligible deposits will rank in priority to the claims of ordinary (i.e. non-preferred) unsecured creditors in the event of an insolvency. This may negatively affect the ability of unsecured creditors to recover sums due to them in an insolvency scenario.

If a 'bail-in' order were made under the Banking Act as amended by The Financial Services (Banking Reform) Act 2013 (see further 'Regulation of Santander UK - The Banking Act 2009'), such an order would be based on the principle that any creditors affected by the 'bail-in' order should receive no less favourable treatment than they would have received had the bank entered into insolvency immediately before the coming into effect of the bail-in power. The bail-in power includes the power to cancel or write-down (in whole or in part) certain liabilities or to modify the terms of certain contracts for the purposes of reducing or deferring the liabilities of a bank under resolution and the power to convert certain liabilities into shares (or other instruments of ownership) of the bank. The bail-in power under the Banking Act may potentially be exercised in respect of any unsecured debt securities issued by a bank under resolution or an entity in Santander UK, regardless of when they were issued. Accordingly, the bail-in power under the Banking Act could be exercised in respect of Santander UK's debt securities. Public financial support would only be used as a last resort, if at all, after having assessed and utilised, to the maximum extent practicable, the resolution tools including the bail-in tool and the occurrence of circumstances in which bail-in powers would need to be exercised in respect of Santander UK or any entity in Santander UK would have a material adverse effect on Santander UK's operations, financial condition and prospects.

The PRA also has the power to make rules requiring a parent undertaking of a bank to make arrangements to facilitate the exercise of resolution powers, including a power to require a member of a banking group to issue debt instruments. The exercise of such powers could have an impact on the liquidity of Santander UK's debt instruments and could materially increase Santander UK's cost of funding.

In addition, the resolution authorities have the power to require institutions and groups to make structural changes to ensure legal and operational separation of 'critical functions' from other functions where necessary, or to require institutions to limit or cease existing or proposed activities in certain circumstances. As a result, Santander UK is required to identify such 'critical functions' as part of its resolution and recovery planning. If used in respect of Santander UK, these ex ante powers could have a material adverse effect on Santander UK's operations, financial condition and prospects.

**Santander UK must comply with laws and regulations relating to anti-money laundering, anti-terrorism, anti-bribery and corruption, sanctions and preventing the facilitation of tax evasion. Failure to prevent, detect or deter any illegal or improper activities could have a material adverse effect on Santander UK's operations, financial condition or prospects**

Santander UK is required to comply with applicable laws and regulations relating to anti-money laundering (AML), counter-terrorism financing (CTF), anti-bribery and corruption, sanctions, preventing the facilitation of tax evasion and other laws and regulations in the jurisdictions in which Santander UK operates. These laws and regulations require Santander UK, among other things, to conduct customer due diligence (including in respect of sanctions and politically-exposed person screening), ensure customer and transaction information is appropriately recorded, monitored and kept up to date and implement effective financial crime policies and procedures detailing what is required from those responsible in order to counter financial crime risks with the aim to prevent the facilitation of bribery, tax evasion and fraud by its employees or associated persons. Santander UK's staff are obligated to report suspicious transactions and activity to appropriate law enforcement. The policies and procedures require the implementation and embedding of effective controls and monitoring within the businesses of Santander UK, which in turn requires ongoing changes to systems, technology and operational activities.

Santander UK is also required to conduct financial crime training for its staff. Comprehensive and risk based financial crime training at a group-wide and business unit level is a key element of effective controls, with the FCA providing guidance on expectations within its Financial Crime Guide and the Joint Money Laundering Steering Group (JMLSG) providing guidance on the practical interpretation of UK AML and CTF legislation. Financial crime is continually evolving and this requires proactive and adaptable responses from Santander UK so that it is able to deter, detect and disrupt threats and criminality effectively. Even known threats can never be fully eliminated, and there may be instances where Santander UK could be used by other parties to engage in money laundering and other illegal or improper activities. Santander UK's staff, whom Santander UK rely heavily upon to identify such activities and report them, have varying degrees of experience in recognising criminal tactics, making effective, bank-wide mandatory and specialist training provided by the Santander UK Economic Crime Academy more pertinent.

Where Santander UK outsources any of its customer due diligence, customer screening or anti-financial crime operations, it remains responsible and accountable for full compliance and any breaches. If Santander UK is unable to apply the necessary scrutiny and oversight, or if such oversight proves insufficient to detect illegal or improper activities, there remains a risk of regulatory breach and this could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Over the last decade, laws and regulations relating to financial crime have become, and may continue to become, increasingly complex and detailed. Consequently, financial crime risk has become the subject of enhanced regulatory scrutiny and supervision by regulators globally which continues to intensify. To manage regulatory scrutiny, Santander UK continues to improve its systems, adopt more sophisticated monitoring and enhance the skill set of its compliance personnel. Navigating the increasing complexity of financial crime regulation is a significant challenge, involving overlapping requirements between different legislation, and, in some instances, conflicts of laws. The divergence of policy approaches between the EU, UK and US in the area of economic sanctions and the evolving financial and trade sanctions imposed on Russia and Belarus due to the war in Ukraine, require additional immediate and longer-term sanctions risk management and compliance efforts for Santander UK.

UK AML and CTF legislation continues to change (for instance through the enactment of the ECCTA, the introduction of requirements regarding proliferation financing as introduced by the UK's money laundering regulations and regular updates to the UK's list of third countries identified as high-risk countries), recent updates to beneficial ownership discrepancy reporting requirements detailed in the UK's money laundering regulations, or the recent launch of the Register of Overseas Entities and the associated compliance regime, which is reflected where appropriate within Santander UK's AML and CTF policies and procedures, with additional training and guidance required for employees. While legislative changes can offer opportunities to increase effectiveness and efficiency in the overall anti-financial crime system, there are also risks of divergence from Banco Santander group, legislative and regulatory requirements via Banco Santander and the

EU. Significant change could adversely impact Santander UK's business by increasing its operational and compliance costs and reducing the value of its assets and operations, which would in turn have a material adverse effect on Santander UK's operations, financial condition and prospects.

If Santander UK is unable to fully comply with applicable laws, regulations and expectations, its regulators and relevant law enforcement agencies have the ability and authority to pursue civil and criminal proceedings against it, to impose significant fines and other penalties on it, including requiring a complete review of Santander UK's business systems, day-to-day supervision by external consultants, imposing restrictions on the conduct of Santander UK's business and operations and ultimately the revocation of Santander UK's banking licence. The reputational damage to its business and brand could be severe if Santander UK was found to have materially breached AML, CTF, anti-bribery and corruption, anti-tax evasion or sanctions requirements. Santander UK's reputation could also suffer if it were unable to protect its customers or its business from being used by criminals for illegal or improper purposes. Criminal penalties could be imposed upon individuals employed by Santander UK. Any of these outcomes could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Santander UK has been, and may in the future be, subject to negative coverage in the media about Santander UK or Santander UK's clients, including with respect to alleged conduct such as failure to detect and/or prevent any financial crime activities or comply with financial crime compliance regulations. Negative media coverage of this type about Santander UK, whether it has merit or not, could materially and adversely affect Santander UK's reputation and perception among current and potential clients, investors, vendors, partners, regulators and other third parties, which in turn could have a material adverse effect on Santander UK's operating results, financial condition and prospects as well as damage Santander UK's customers' and investors' confidence and the market price of Santander UK's securities.

At an operational level, geopolitical, economic, social and technological changes can provide opportunities to financial criminals and alter the risks posed to banks. Effective intelligence and monitoring systems within strengthened public/private partnerships supported by improved national capabilities to share knowledge on emerging risks and information pre-suspicion are required to help manage these risks. However, there can be no guarantee that any intelligence shared by public authorities or other financial institutions will be accurate or effective in helping Santander UK to combat financial crime, and if, despite such efforts, Santander UK fails to combat financial crime effectively then this could have a material adverse effect on Santander UK's operations, financial condition and prospects.

In addition, while Santander UK reviews its relevant counterparties' internal policies and procedures (for example, under its correspondent banking relationships) with respect to such matters, Santander UK, to a large degree, requires relevant counterparties to maintain and properly apply their own appropriate anti-financial crime procedures to reduce the risk of being used as a conduit for money laundering without its knowledge. There are also risks that other third parties, such as suppliers and those considered 'associated parties' under the UK Bribery Act, could be involved in financial crime. If Santander UK is associated with, or even accused of being associated with, financial crime (or a business involved in financial crime), then its reputation could suffer and it could become subject to civil or criminal proceedings that could result in penalties, sanctions and legal enforcement (including being added to 'black lists' that would prohibit certain parties from engaging in transactions with it), any one of which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

#### **Santander UK is subject to tax-related risks**

Santander UK is subject to the substance and interpretation of UK tax laws and is subject to routine review and audit by tax authorities in relation thereto. Santander UK's interpretation or application of these tax laws may differ from those of the relevant tax authorities. While Santander UK provides for potential tax liabilities that may arise on the basis of the amounts expected to be paid to the tax authorities, the amounts ultimately paid may differ materially from the amounts provided depending on the ultimate resolution of such matters. In general, changes to tax laws and tax rates, including as a result of policy changes by governments and/or regulators, and penalties for failing to comply with such changes, could have a material adverse effect on Santander UK's operations, financial condition and prospects. Some of these changes may be specific to the banking/financial services sectors and therefore result in Santander UK incurring an additional tax burden when compared to other industry sectors.

#### **Santander UK is exposed to risk of loss and damage from civil litigation and/or criminal legal and regulatory proceedings**

Santander UK faces various legal and regulatory issues that have given rise and may give rise to civil or criminal litigation, arbitration, and/or criminal, tax, administrative and/or regulatory investigations, inquiries or proceedings. Failure to adequately manage the risks arising in connection with legal and regulatory issues, including Santander UK's obligations under existing applicable laws and regulations or its contractual obligations, including arrangements with its customers and suppliers, or failure to properly implement applicable laws and regulations could result in significant loss or damage including reputational damage, all of which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Additionally, the current regulatory environment, with the continuing heightened supervisory focus, combined with the forthcoming regulatory change initiatives, will lead to material operational and compliance costs. Relevant risks include:

- Regulators, agencies and authorities with jurisdiction over Santander UK, including the BoE, the PRA and the FCA, HMT, HM Revenue & Customs (HMRC), the CMA, the Information Commissioner's Office, the FOS, the PSR, the SFO, the National Crime Agency (NCA), OFSI or the courts, may determine that certain aspects of Santander UK's business have not been or are not being conducted in compliance with applicable laws or regulations (or that policies and procedures are inadequate to ensure compliance), or, in the case of the FOS, with what is fair and reasonable in the FOS's opinion. Changes in policy, laws and regulations including in relation to SME dispute resolution and liability for APP fraud and unauthorised payment fraud, may have significant consequences and lead to material implementation, operational and compliance costs.
- An adverse finding by a regulator, agency or authority could result in the need for extensive changes in systems and controls, business policies, and practices coupled with suspension of sales, restrictions on conduct of business and operations, withdrawal of services, customer redress, fines and reputational damage.
- The increased focus on competition law in financial services and concurrent competition enforcement powers for the FCA and PSR may increase the likelihood of competition law related inquiries or investigations initiated by either the CMA or these authorities. Santander UK may be liable for damages to third parties harmed by Santander UK's conduct of business. For competition law, there are efforts by governments across Europe to promote private enforcement as a means of obtaining redress for harm suffered as a result of competition law breaches. Under the Consumer Rights Act 2015, there is scope for class actions to be used to allow the claims of a whole class of claimants to be heard in a single action in both follow-on and standalone competition cases. The UK has seen a sharp increase in recent years in the number of class action claims being issued in the Competition Appeals Tribunal on this basis.
- The alleged historical or current mis-selling of, or misconduct in relation to, financial products, including the alleged mis-selling of Payment Protection Insurance (PPI), the alleged overcharging of interest, the alleged inappropriate sale of interest-only mortgages, the alleged unfair use of the standard variable rate in connection with mortgages, the alleged non-disclosure of commission, including auto finance related commission giving rise to an alleged unfair relationship, or alleged misconduct as a result of having sales practices and/or rewards structures that are deemed to have been inappropriate, has given rise to and may in the future give rise to a risk of complaints to FOS and/or civil litigation (including claims management company driven legal or complaints campaigns)(see Note 31 to the Consolidated Financial Statements for legal actions and regulatory matters). Such matters may in the future give rise to the risk of regulatory enforcement action requiring Santander UK to amend sales processes, withdraw products or provide restitution to affected customers, any of which may require additional provisions to be recorded in Santander UK's financial statements and could adversely impact future revenues from affected products.
- Santander UK may have held and may continue to hold bank accounts for entities or have relationships with entities such as third parties that might be or are subject to scrutiny from various regulators and authorities, including the SFO, the NCA and regulators in the US and elsewhere, which has led and could in the future lead to Santander UK's conduct being reviewed as part of any such scrutiny.



- Santander UK is (and will continue from time to time to be) subject to certain legal or regulatory investigations, inquiries and proceedings, both civil and criminal including in connection with Santander UK's lending and payment activities, treatment of customers, relationships with Santander UK's employees, financial crime, and other commercial or tax matters (see Note 31 to the Consolidated Financial Statements for legal actions and regulatory matters). These may be brought against Santander UK under UK legal or regulatory processes, or under legal or regulatory processes in other jurisdictions, such as the EU and the US, in circumstances where overseas regulators and authorities may have jurisdiction by virtue of its activities or operations.
- In view of the inherent difficulty of predicting the outcome of legal or regulatory proceedings, particularly where opportunistic claimants seek very large or indeterminate damages, cases present novel legal theories, involve a large number of parties or are in the early stages of discovery, or where the approaches of regulators or authorities to legal or regulatory issues and sanctions applied are subject to change, Santander UK cannot state with confidence what the eventual outcome of any pending matters will be and any such pending matters are not disclosed by name because they are under assessment. Santander UK's provisions in respect of any pending legal or regulatory proceedings are made in accordance with relevant accounting requirements. These provisions are reviewed periodically. However, in light of the uncertainties involved in such legal or regulatory proceedings, there can be no assurance that the ultimate resolution of these matters will not exceed the provisions currently accrued by Santander UK. As a result, the outcome of a particular matter (whether currently provided or otherwise) could have a material adverse effect on Santander UK's operations, financial condition and prospects.
- The developing legal and regulatory regime in which Santander UK operates requires it to be compliant across all aspects of its business, including the training, authorisation and supervision of personnel and the development of systems, processes and documentation. If Santander UK fails to be compliant with relevant law or regulation, there is a risk of an adverse impact on its business from more proactive regulatory intervention (including by any overseas regulator which establishes jurisdiction), investigation and enforcement activity leading to sanctions, fines, civil or criminal penalties, or other action imposed by or agreed with the regulatory authorities, as well as increased costs associated with responding to regulatory inquiries and defending regulatory actions. Customers of financial services institutions, including Santander UK's customers, may seek redress if they consider that they have suffered loss for example as a result of the misselling of a particular product, or through incorrect application or enforcement of the terms and conditions of a particular product or in connection with a competition law infringement and Santander UK's rights under a contract with its customers may in certain circumstances be unenforceable or otherwise impaired.
- The Financial Services and Markets Act 2000 (Designated Consumer Bodies) Order 2013 (the Designated Consumer Bodies Order) was made on 16 December 2013 and came into force on 1 January 2014. The Designated Consumer Bodies Order designates the National Association of Citizens Advice Bureaux, the Consumers' Association, the General Consumer Council for Northern Ireland and the National Federation of Self Employed and Small Businesses as consumer bodies that may submit a 'super-complaint' to the FCA. A 'super-complaint' is a complaint made by any of these designated consumer bodies to the FCA on behalf of consumers of financial services where it considers that a feature, or a combination of features, of the market for financial services in the UK is seriously damaging the interests of these customers. Complaints about damage to the interests of individual consumers will continue to be dealt with by the FOS. If a 'super-complaint' were to be made against a Santander UK entity by a designated consumer body under the Designated Consumer Bodies Order, any response published or action taken by the FCA could have a material adverse effect on Santander UK's operations, financial condition and prospects.

Given the: (i) requirement for compliance with an increasing volume of relevant laws and regulations; (ii) more proactive regulatory intervention and enforcement and more punitive sanctions and penalties for infringement; (iii) inherent unpredictability of litigation; (iv) evolution of the jurisdiction of FOS and CMA and related impacts; (v) development of a voluntary dispute resolution service to oversee the resolution of historic complaints from SMEs that meet the relevant eligibility criteria and new complaints from SMEs that would be outside the FOS' proposed revised jurisdiction; (vi) introduction of a voluntary code to enhance protection for customers who are victims of APP fraud; and (vii) high volume of new regulations or policy changes from multiple regulators and authorities which Santander UK is mandated to implement within compressed timescales; it is possible that related costs or liabilities could have a material adverse effect on Santander UK's operations, financial condition and prospects.

## Operational risks

### **Failure to successfully apply or to improve Santander UK's credit risk management systems could have a material adverse effect on Santander UK's operations, financial condition and prospects**

As a commercial banking group, one of the main types of risks inherent in Santander UK's business is credit risk. For example, an important feature of Santander UK's credit risk management system is to employ Santander UK's own credit rating system to assess the particular risk profile of a customer. This system is primarily generated internally, but, in the case of counterparties with a global presence, also builds off the credit assessment assigned by other Banco Santander group members. As this process involves detailed analysis of the customer or credit risk, taking into account both quantitative and qualitative factors, it is subject to human and IT systems errors. Where exercising their judgement on current or future credit risk behaviour of Santander UK's customers, Santander UK's employees may not always be able to assign a correct credit rating, which may result in a larger exposure to higher credit risks than indicated by Santander UK's risk rating system. Santander UK may not be able to detect all possible risks before they occur, or its employees may not be able to effectively apply its credit policies and guidelines due to limited tools available to Santander UK, which may increase its credit risk.

Any failure to effectively apply, consistently monitor and refine Santander UK's credit risk management systems may result in an increase in the level of non-performing loans and higher losses than expected, which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

### **Santander UK's business is subject to risks related to data and adverse impacts on operations if data management policies and procedures are not sufficiently robust**

Santander UK's operations rely on the effective use of data to manage and grow its business and deliver the overall strategy. Santander UK uses data to serve its customers, satisfy its regulatory requirements and run its operations. If Santander UK's data is not accurate and timely, this could impact its ability to serve customers, operate with resiliency or meet regulatory requirements. From a business perspective, accurate and detailed customer data is critical for delivering customer expectations in terms of new and improved products and services. Lack of good quality data could also result in competitive disadvantages by increasing costs in terms of manual interventions, adjustments, and reconciliations. Investment is continuously being made in data tools and in maturing a strong data culture across the organisation to address some of the data challenges and prepare a strong foundation for the future. Any such failure to effectively use data or maintain effective data management policy and procedures could have a material adverse effect on Santander UK's operations, financial condition and prospects.

### **Santander UK's business is subject to risks related to cybersecurity**

Santander UK's systems, software and networks may be vulnerable to unauthorised access, misuse, computer viruses or other malicious code and other events that could have a security impact. The interception, misuse or mishandling of personal, confidential or proprietary information sent to or received from a client, vendor, service provider, counterparty or third party could result in legal liability, regulatory action and reputational harm, and therefore have a material adverse impact on Santander UK's operations, financial condition and prospects.

In particular, in recent years the computer systems of companies and organisations have been targeted by cyber criminals, activists and nation-state-sponsored groups. Like other financial institutions, Santander UK manages and holds confidential personal information of customers in the conduct of its banking operations, as well as a large number of assets. Consequently, Santander UK has been, and continues to be, subject to a range of cybersecurity threats, such as ransomware, malware via the supply chain, phishing and denial of service.

Cybersecurity incidents could result in the loss of significant amounts of customer data and other sensitive information, as well as significant levels of liquid assets (including cash). In addition, cybersecurity incidents could give rise to the disablement of Santander UK's digital systems used to service its customers. Any material disruption or degradation of Santander UK's systems could cause information, including data related to customer requests, to be lost or to be delivered to Santander UK's clients with delays or errors, which could reduce demand for Santander UK's services and products. As attempted attacks continue to evolve in both scope and sophistication, Santander UK may incur significant costs to modify or enhance its protective measures against such attacks, or to investigate or remediate any vulnerability or resulting breach, or in communicating any cybersecurity incidents to its customers. If Santander UK fails to effectively manage its cybersecurity risk, by, for example, failing to adhere to its cybersecurity policies, procedures or controls, the impact could be significant and may include harm to Santander UK reputation and make Santander UK liable for the payment of customer compensation, regulatory penalties and fines. Factors such as failing to apply critical security patches from its technology providers, to manage out obsolete technology or to update Santander UK's processes in response to new threats could also give rise to these consequences, which, if they occur, could have a material adverse effect on Santander UK's operations, financial condition and prospects. This might also include significant increases in the premiums paid on cyber insurance policies or changes to policy limits and cover.

In addition, Santander UK may also be affected by cybersecurity incidents against national critical infrastructures in the UK or elsewhere, for example, the telecommunications network or cloud computing service providers used by Santander UK. In common with other financial institutions Santander UK is dependent on such networks to provide digital banking services to its customers, connect its systems to suppliers and counterparties, and allow its staff to work remotely. Any cybersecurity incidents against these networks could negatively affect its ability to service its customers. As Santander UK does not operate these networks it has limited ability to protect Santander UK's business from the adverse effects of cybersecurity incidents against it or against its counterparties and key national and financial market infrastructure. Further, the domestic and global financial services industry, including key financial market infrastructure, may be the target of cybersecurity disruption and attack by cyber criminals, activists or geopolitical activists looking to cause economic instability.

**Santander UK is exposed to risk from potential non-compliance with regulations, policies, employee misconduct, human error, negligence and deliberate acts of harm or dishonesty, including fraud**

Santander UK is exposed to risk from potential non-compliance with policies, employee misconduct, human error, negligence and deliberate acts of harm or dishonesty, including fraud. It is not always possible to deter or prevent employee misconduct or non-compliance with policies and such errors, acts, omissions and failures and the precautions Santander UK takes to detect and prevent this activity may not always be effective. Any instances could result in regulatory sanctions and cause reputational or financial harm, and therefore have a material adverse effect on Santander UK's operations, financial condition and prospects.

**Any failure to effectively manage changes in Santander UK's information technology infrastructure and management information systems in a timely manner could have a material adverse effect on Santander UK's operations, financial condition and prospects**

Santander UK's businesses and its ability to remain competitive depends to a significant extent upon the functionality of its information technology systems and on its ability to upgrade, evolve and expand the capacity of its information technology infrastructure on a timely and cost-effective basis. The proper functioning of Santander UK's financial control, risk management, credit analysis and reporting, accounting, customer service, financial crime, conduct and compliance and other information technology systems, as well as the communication networks between branches and main data processing centres, are critical to its customers, businesses and its ability to compete. Investments and improvements in Santander UK's information technology infrastructure are regularly reviewed with a view to retain competitive advantage and to ensure that resilience remains within acceptable levels. Conversely any failure to effectively improve, evolve, expand or upgrade its information technology infrastructure and management information systems in a timely manner could have a material adverse effect on Santander UK's operations, financial condition and prospects, and could cause reputational damage to Santander UK.

From time-to-time Santander UK is required to migrate information relating to its customers to new information technology systems. Any failure to manage such migration effectively and efficiently could have a negative impact on Santander UK's ability to provide services to its customers and could cause financial and reputational damage to Santander UK, along with regulatory scrutiny and potential enforcement action.

Santander UK expects changes to its programmes of systems to have an impact on its risk profile, from a technology, environmental, social and corporate governance and regulatory perspective. Whether it is the opportunities from adoption of cloud technology, systems to support important regulatory initiatives, or the desire to identify, prioritise and remove obsolete systems from operations, the operational risk associated with changes to programmes of systems is likely to increase and this will therefore remain an area of key focus in Santander UK's risk management. While internal controls aim to reduce the risk to acceptable levels, there can be no assurance that Santander UK will not suffer material losses from such operational risks in the future, which could have a material adverse impact on Santander UK's operations, financial condition and prospects.

**Santander UK may be exposed to unidentified or unanticipated risks despite its risk management policies, procedures and methods and may be exposed to risk related to errors in Santander UK's risk modelling**

The management of risk is an integral part of Santander UK's activities. Santander UK seeks to monitor and manage its risk exposure through a variety of risk reporting systems. For a further description of our risk management framework see the 'Risk review'. While Santander UK employs a broad and diversified set of risk monitoring and risk mitigation techniques and strategies, they may not be fully effective in mitigating Santander UK's risk exposure in all economic market environments or against all types of risk, including risks that Santander UK fails to identify or anticipate.

Some of Santander UK's tools and metrics for managing risk are based upon its use of observed historical market behaviour. Santander UK applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. These tools and metrics may fail to predict future risk exposures. These risk exposures could, for example, arise from factors Santander UK did not anticipate or correctly evaluate in its statistical models. This would limit its ability to manage its risks. Santander UK's losses thus could be significantly greater than the historical measures indicate. In addition, Santander UK's quantified modelling does not take all risks into account. Santander UK's more qualitative approach to managing those risks could prove insufficient, exposing it to material, unanticipated losses. Santander UK could face adverse consequences as a result of decisions, which may lead to actions by management, based on models that include errors or are otherwise inadequately developed, implemented or used, or as a result of the modelled outcome being misunderstood. If existing or potential customers or counterparties believe its risk management is inadequate, they could take their business elsewhere or seek to limit their transactions with Santander UK. These occurrences could have a material adverse effect on Santander UK's operations, financial condition and prospects.

**Santander UK relies on third parties for important infrastructure support, products and services**

Third-party providers provide key components of Santander UK's business infrastructure such as loan and deposit servicing systems, back office and business process support, information technology production and support, internet connections and network access. Relying on these third-party providers is a source of operational risk, including with respect to security breaches affecting our third parties and other parties that interact with these providers. As the use and depth of Santander UK's relationship with third parties increases, including the use of artificial intelligence and cloud-based services, Santander UK increasingly faces the risk of operational failure with respect to its systems. Santander UK may be required to take steps to protect the integrity of its operational systems, thereby increasing its operational costs. In addition, any problems caused by these third parties, including as a result of them not providing Santander UK their services for any reason, or performing their services poorly, could adversely affect Santander UK's ability to deliver products and services to customers and otherwise conduct its business, which could lead to reputational damage, litigation and regulatory investigations and intervention. Replacing these third-party vendors or affiliates could also entail significant delays and expense. Further, the operational and regulatory risk Santander UK faces as a result of these arrangements may be

increased to the extent that it restructures such arrangements. Any restructuring could involve significant expense to Santander UK and entail significant delivery and execution risk which could have a material adverse effect on Santander UK's operations, financial condition and prospects.

#### **Santander UK relies on recruiting, retaining and developing appropriate senior management and skilled personnel**

Santander UK's continued success depends in part on the continued service of key members of its senior executive team and other key employees. The ability to continue to attract, develop, train, motivate and retain highly qualified and talented professionals is a key element of Santander UK's strategy. The successful implementation of Santander UK's strategy depends on the availability of skilled and appropriate management, both at Santander UK's head office and in each of its business units. There is also an increasing demand for Santander UK to hire individuals with STEM skills. Such individuals are very sought after by all organisations, not just the banking industry, and thus Santander UK's ability to attract and hire this talent will determine how quickly the bank is able to respond to technological change. In light of a shortage of skills currently being seen across the UK, it is increasingly challenging to recruit and retain talent for all roles, with subject matter expert and technology roles offering the biggest challenges.

If Santander UK fails to staff its operations appropriately or loses one or more of its key senior executives or other key employees and fails to replace them in a satisfactory and timely manner, it could have a material adverse effect on Santander UK's operations, financial condition and prospects.

In addition, the financial services industry has and may continue to experience more stringent regulation of employee compensation, which could have an adverse effect on Santander UK's ability to hire or retain the most qualified employees. If Santander UK fails or is unable to attract and appropriately develop, motivate and retain qualified professionals, it could have a material adverse effect on Santander UK's operations, financial condition and prospects.

## **Financial reporting risk**

#### **Santander UK's financial statements are based in part on judgements and accounting estimates which, if inaccurate, could cause material misstatement of Santander UK's future financial results and financial condition.**

The preparation of Santander UK's consolidated financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions in applying the accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based on amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There has been no change in the inherent sensitivity of the areas of judgement in the period. Management has considered the impact of developments in principal risks and uncertainties, as set out in the Risk review, on critical judgements and accounting estimates.

The significant judgements, apart from those involving estimation, made by management in applying Santander UK's accounting policies in these financial statements (key judgements) and the key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year (key estimates), which together are considered critical to Santander UK's results and financial position, are set out in Note 1 to the Consolidated Financial Statements in 'Critical judgements and accounting estimates'. Any material differences between estimates and actual results reported in any given financial period, or any material adjustments to the carrying amount of assets and liabilities, could result in reputational damage to Santander UK and could have a material adverse effect on its future financial results and financial condition.

#### **Changes in accounting standards could affect reported earnings**

The accounting standard setters and other regulatory bodies periodically change the financial accounting and reporting standards that govern the preparation of Santander UK's Consolidated Financial Statements. These changes can materially affect how Santander UK records and reports its financial condition and financial results. In some cases, Santander UK could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements. Any change in reported earnings as a result of the foregoing could have a material adverse effect on Santander UK's future financial results and financial condition.

# Regulation of the Santander UK group

As a financial services group, Santander UK is subject to extensive financial services laws, regulations, administrative actions and policies in the UK and in each other location in which Santander UK operates. This intensive approach to supervision is maintained in the UK by the PRA and the FCA. As well as being subject to UK regulation, as a result of forming part of the Banco Santander group, Santander UK is also affected by other regulators, such as the Banco de España and the ECB, as well as various legal and regulatory regimes (including in the US) that have extra-territorial effect. Extensive legislation and implementing regulations affecting the financial services industry have recently been adopted in regions that directly or indirectly affect Santander UK's business, including Spain, the US, the EU and other jurisdictions. In the UK and elsewhere, there is continuing political, competitive and regulatory scrutiny of the banking industry. Political involvement in the regulatory process, in the behaviour and governance of the UK banking sector and in the major financial institutions in which the UK government has a direct financial interest is likely to continue.

## Approach of the FCA

As per FSMA, the FCA's strategic objective is to ensure that the relevant markets function well. In support of this, the FCA has three operational objectives: to secure an appropriate degree of protection for consumers, to protect and enhance the integrity of the UK financial system and to promote effective competition in the interests of consumers. Following the entry into force of FSMA 2023, the FCA also has a secondary competitiveness and growth objective, to facilitate the international competitiveness and medium- to long-term growth of the UK economy.

The FCA Handbook sets out rules and guidance across a range of issues with which financial institutions are required to comply including high level principles of business and detailed conduct of business standards and reporting standards.

## Approach of the PRA

As per FSMA, the PRA's general objective is to promote the safety and soundness of the firms which it regulates (with respect to insurance, the PRA also has a second objective of contributing to the securing of an appropriate degree of protection for policyholders). The PRA also has a secondary objective to facilitate effective competition in the markets for services provided by PRA authorised firms and, following the entry into force of FSMA 2023, is subject to the same secondary competitiveness and growth objective as the FCA.

The PRA Rulebook includes rules relating to capital adequacy and liquidity, among several other things.

## US regulation

Within the Dodd-Frank Act, the so-called Volcker Rule, prohibits 'banking entities', including the Santander UK group, from engaging in certain forms of proprietary trading or from sponsoring or investing in certain covered funds, in each case subject to certain exemptions, including exemptions permitting foreign banking entities to engage in trading and fund activities that take place solely outside of the US. The Volcker Rule also contains exclusions and certain exemptions for market-making, hedging, underwriting, trading in US government and agency obligations as well as certain foreign government obligations, and also permits ownership interests in certain types of funds to be retained such as new exclusions for credit funds, venture capital funds, family wealth management vehicles and client facilitation vehicles. The Santander UK group has policies, procedures and controls in place designed to achieve compliance with the Volcker Rule.

## The Banking Act 2009

The special resolution regime set out in the Banking Act 2009 provides HMT, the BoE, the PRA and the FCA with a variety of powers for dealing with UK deposit taking institutions (and, in certain circumstances, their holding companies) that are failing or likely to fail, including: (i) to take a bank or bank holding company into temporary public ownership; (ii) to transfer all or part of the business of a bank to a private sector purchaser; or (iii) to transfer all or part of the business of a bank to a bridge bank. The special resolution regime also comprises a separate insolvency procedure and administration procedure each of which is of specific application to banks. These insolvency and administration measures may be invoked prior to the point at which an application for insolvency proceedings with respect to a relevant institution could be made.

The Financial Services (Banking Reform) Act 2013 further amended the Banking Act 2009 to introduce a UK 'bail-in power' to implement the BRRD, which contains a bail-in power similar to that contained in the Banking Act and requires EU Member States to provide resolution authorities with the power to write-down the claims of unsecured creditors of a failing institution and to convert unsecured claims to equity (subject to certain parameters). The UK bail-in power is an additional power available to the UK resolution authorities under the special resolution regime provided for in the Banking Act 2009. This enables them to recapitalise a failed institution by allocating losses to such institution's shareholders and unsecured creditors, subject to the rights of such shareholders and unsecured creditors to be compensated under a bail-in compensation order.

## Competition

The CMA is the UK's main competition authority responsible for ensuring that competition and markets work well for consumers. In addition, under the Banking Reform Act, as of 1 April 2015, the FCA has the power to enforce against breaches of the Competition Act 1998 and to refer markets to the CMA for in-depth investigation in the areas of financial services in the UK. As of 1 April 2015, the PSR also has an objective and powers equivalent to those of the FCA to promote competition in the payments industry.

## Payments

Within the UK the PSR has mandated that Santander UK builds systems and processes for both Confirmation of Payee as well as the Contingent Reimbursement Model Code (CRM) both of which aim to reduce the level of customer fraud (particularly through our customers' manipulation into making payments known as 'Authorised Push Payment' (APP) fraud). These standards have been implemented by Santander UK. From October 2024, Santander UK will also be subject to the PSR's mandatory reimbursement requirement, requiring it to reimburse APP scam victims subject to certain exceptions, excesses and maximums. Under these standards and rules, Santander UK assumes responsibility for certain categories of customer losses, and inherent failings in system design may lead to fines from regulators and/or compensation being paid to customers.

Santander UK also expects to see significant developments in the key UK payment systems architecture, with systems update of the high value CHAPS system through Real Time Gross Settlement (RTGS) renewal as well as the 'New Payments Architecture' for FPS, BACS and the other lower value retail payment schemes. The Payment Services Regulation 2017 (PSR 2017) has been implemented within the UK and Santander UK has built open access to third-party providers via the Open Banking API industry standard.

Finally, Santander UK remains within the SEPA Payment Scheme and continues to send SEPA Euro Payments via Madrid to EEA beneficiaries. However, as it is not domiciled in the EU, it has needed to exit the other (high value) Euro payment schemes, such as EURO1 and Target 2. It has negotiated arrangements to access those systems via Madrid and an agreement has been agreed and is operational.



## Financial crime

On 9 July 2018, Directive (EU) 2018/843 (MLD5), amending the Fourth Money Laundering Directive (EU) 2015/849 (MLD4), entered into force. MLD5 brought in increased corporate transparency rules, introduced the application of AML rules to firms providing services associated with virtual currencies and further extended enhanced due diligence (EDD) requirements to all transactions with natural persons or legal entities established in third countries identified as high-risk countries (HRTCs).

The UK transposed MLD5 into UK law on 20 December 2019, amending the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (MLRs) through the Money Laundering and Terrorist Financing (Amendment) Regulations 2019. The latter came into effect on 10 January 2020 and, among other changes, introduced a requirement to report beneficial ownership discrepancies to Companies House. Further amendments to the MLRs were made by, among other instruments the Money Laundering and Terrorist Financing (Amendment) (EU Exit) Regulations 2020.

On 26 March 2021, a new statutory instrument published by HMT, the Money Laundering and Terrorist Financing (Amendment) (High Risk Countries) Regulations 2021 entered into force, amending the MLRs by replacing references to the European Commission's list of HRTCs (in respect of which EDD and additional specific EDD measures must be taken under the MLRs) with a UK list identified in a new Schedule 3ZA to the MLRs. This was the first exercise of the powers in section 49 of the Sanctions and Anti-Money Laundering Act 2018 (SAML). Following the entry into force of the Money Laundering and Terrorist Financing (High-Risk Countries) (Amendment) Regulations 2024 on 23 January 2024, the UK no longer maintains this separate list of HRTCs. Instead, the MLRs definition of an HRTC implements, and is updated automatically with reference to, two lists published by the Financial Action Task Force (FATF) being the "High-Risk Jurisdictions subject to a Call for Action" and the "Jurisdictions under Increased Monitoring".

In July 2021, the UK government launched two consultations on the MLRs. The first targeted specific changes to align the UK's AML/CTF regime with amendments to FATF standards and to introduce certain technical changes. The second was a 'Call for Evidence' examining the effectiveness and future state of the UK's AML/CTF regime. Both consultations closed in October 2021. On 24 June 2022, the UK government published a forward-looking review of the UK's AML/CTF regime in response to the 'Call for Evidence' focusing on systemic effectiveness, regulatory effectiveness and supervisory effectiveness. Following the publication of the Money Laundering and Terrorist Financing (Amendment) Regulations 2022 which came into force on 9 March 2022 and served to make certain time-sensitive updates to ensure the UK continued to meet international standards, the UK government published the Money Laundering and Terrorist Financing (Amendment) (No. 2) Regulations 2022 in response to their 2021 consultation, which came into force on 1 September 2022, (with specific measures coming into force on 1 April 2023). These amendments include, amongst others, specific obligations in respect of addressing proliferation financing risk and amendments to the beneficial ownership discrepancy reporting regime, including discrepancy reporting obligations in respect of the Register of Overseas Entities introduced by ECCTA, which came into force on 15 March 2022. Additional key changes introduced by ECCTA included strengthening aspects of the unexplained wealth orders (UWO) regime, streamlining the process of making sanctions and introducing 'strict liability' for breaches of sanctions. On 26 October 2023, ECCTA gained royal assent. ECCTA aims to deliver long-awaited reforms to tackle economic crime and improve transparency over corporate entities, such as reforms to Companies House over a multi-year period, reform of the identification doctrine (broadening the scope of corporate criminal liability), the introduction of an offence of failure to prevent and the expansion of intra-private sector information sharing rules for the purposes of preventing and detecting of economic crime. Many of ECCTA's provisions are due to come into force in 2024.

Further legal and regulatory changes are expected during 2024, including the management of domestic politically exposed persons and their associates, as set out in FSMA 2023, new proposals for a 'Suspended Accounts Scheme' as set out in the Criminal Justice Bill 2023-24, possible changes to account closure rules, mandatory APP scam reimbursement rules, and potential changes to the MLRs. The government is expected to also continue to take forward a series of non-legislative reforms that will impact the financial crime landscape, as committed to in keynote strategic publications such as the Economic Crime Plan 2 and Fraud Strategy.

To ensure regulatory continuity post-Brexit, the government introduced SAML to provide a legal framework through which it can impose and update sanctions following the UK's departure from the EU. SAML grants the UK government the authority to introduce statutory instruments to enable compliance with United Nations (UN) sanctions and other international obligations, and to meet defined discretionary purposes such as promoting national and international peace and security. SAML broadly mirrors the EU sanctions regime but enables the UK to act independently by imposing sanctions regulations swiftly without the need to reach a consensus with other EU member states.

The US government has continued to actively apply and enforce sanctions against individuals, entities and countries. US sanctions are subject to change without warning and may affect Santander UK's ability to transact with certain individuals and entities and to operate in certain jurisdictions.

The UK, EU and US are expected to continue to use sanctions to pursue their foreign policy interests and objectives, and the imposition of new, additional, and/or enhanced sanctions is and will remain unpredictable. Any changes in UK, EU and/or US sanctions could affect Santander UK's business.

The banking sector in the UK continues to be subject to the Suspicious Activity Reporting (SAR) regime laid out in the Proceeds of Crime Act 2002. The regime is one of the key tools to inform law enforcement agencies and the National Crime Agency of suspicious (potentially money laundering or terrorist financing) activity. In 2018, the UK government asked the Law Commission to conduct a review of the legislation underpinning the regime. The review was completed in July 2019 and concluded that the breadth of the legal framework, including the pressure to submit SARs that is driven by individual criminal liability for failing to submit one when 'suspicious', means that the SARs regime suffers from very large reporting volumes.

The UK's SARs Reform Programme, which operates within the confines of the government's Economic Crime Plans (1 and 2), has increased staff in the UK Financial Intelligence Unit (UKFIU) and Regional Organised Crime Units and delivered the release of the SAR Portal which opened to all firms during September 2023, replacing the SARs Online System. The SARs Reform Programme also aims to enhance UKFIU's analytical capabilities, and to increase engagement with and feedback to the private sector.

Anti-corruption continues to be a key focus of the UK government's approach to economic crime. ECCTA contains provisions which seek to tackle corruption through increased transparency of overseas ownership of UK land and real estate and the strengthening of UWOs. The UK government's previous anti-corruption strategy lasted from 2017 to 2022, and it may release a new strategy in 2024.

Anti-corruption remains a topic of global focus, as illustrated by President Biden's 'Protecting Democracy' summit in December 2021 during which the US released its first strategy on Countering Corruption and more recently US National Security Advisor Jake Sullivan's speech at the December 2022 International Anti-Corruption Conference (IACC). Sullivan reiterated President Biden and the US administration's commitment to working with other countries to champion democracy and fight corruption. To implement the US anti-corruption strategy, the US Department of State issued the US Strategy on Countering Corruption Implementation Plan, further strengthening President Biden's commitment to the anti-corruption agenda.



### Consumer Duty

The FCA has introduced a new Consumer Duty that aims to enhance and improve consumer protections. The Consumer Duty has three elements: (i) a “Consumer Principle” which reflects the overall standards of behaviour the FCA expects from firms (a firm must act to deliver good outcomes for retail customers), (ii) three cross-cutting rules that articulate the standards of conduct expected under the Consumer Principle (firms must act in good faith towards retail customers, avoid causing foreseeable harm to retail customers and enable and support retail customers to pursue their financial objectives) and (iii) four outcomes that build on the Consumer Principle and cross-cutting rules, comprising a suite of rules and guidance setting more detailed expectations for a firm’s conduct in four areas that represent the key elements of the firm-consumer relationship (product design and governance, price and value, consumer understanding and consumer support). Since 31 July 2023, the Consumer Duty has applied to all open products and services offered by firms, banks and financial institutions. For closed products and services, the Consumer Duty rules come into force on 31 July 2024.

# Articles of Association

The following is a summary of the Articles of Association (the Articles) of the Company.

Santander UK Group Holdings plc is a public limited company incorporated and registered in England and Wales under the Companies Act 2006, with registered number 8700698. The Articles do not specifically state or limit the objects of the Company which are therefore unrestricted.

A Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Directors in respect of any contract in which he has an interest, except if no conflict of interest could reasonably be expected to arise from that interest, or any resolution of the Directors concerning his own appointment, or the settlement or variation of the terms or the termination of his or her appointment. Directors are entitled to such remuneration as the directors determine for their services to the Company as directors and for any other service which they undertake for the Company. Directors may delegate to a person or committee the determination of any fee, remuneration or other benefit which may be paid or provided to any Director. No Director is required to retire by reason of his or her age, nor do any special formalities apply to the appointment or re-election of any Director who is over any age limit. No shareholding qualification for Directors is required.

The Company may issue shares with such rights or restrictions as may be determined by ordinary resolution or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Directors may decide. The Company may by ordinary resolution declare dividends, and the Directors may decide to declare or pay interim dividends. No dividend may be declared or paid unless it is in accordance with shareholders' respective rights. If dividends are unclaimed for twelve years, the right to the dividend ceases. All dividends or other sums which are payable in respect of shares, and unclaimed after having been declared or become payable, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

Ordinary shares are transferable. Holders of ordinary shares are entitled to receive notice of and to attend any general meeting of the Company. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, or any suspension or any abrogation of special rights, as set out in the Articles of Association, on a show of hands every member who is present in person at a general meeting of the Company shall have one vote and every proxy present who has been duly appointed by a member shall have one vote. On a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

The Company pays dividends on its ordinary shares only out of its distributable profits and not out of share capital. Dividends are determined by the Board.

The Company's Articles of Association authorise it to issue redeemable shares, but the Company's ordinary shares are not redeemable. There are no sinking fund provisions. Where the shares are partly paid, the Board may make further calls upon the holders in respect of any sum whether in respect of nominal value or premium that is unpaid on their shares. There are no provisions discriminating against any existing or prospective shareholder as a result of such shareholder owning a substantial number of shares of any class. If the Company's share capital is split into different classes of shares, subject to the provisions of the UK Companies Act 2006, all or any of the rights attached to any class of shares (whether or not the Company is being wound up) may be varied with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of those shares. Additional quorum and voting requirements apply to such meeting.

General meetings shall be called by at least 14 clear days' notice (that is, excluding the day of the general meeting and the day on which the notice is given). A general meeting may be called by shorter notice if it is so agreed, in the case of an annual general meeting, by all the shareholders having a right to attend and vote, or in other cases, by a majority in number of the shareholders having a right to attend and vote, being a majority together holding not less than 95% in nominal value of the shares giving the right. The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted.

There are no restrictions on the rights to own securities for either resident or non-resident shareholders, other than those to which they may be subject as a result of laws and regulations in their home jurisdiction.

# Board of Directors

## 1 William Vereker

### Chair

Appointed on 1 November 2020 (Board Chair), previously Independent Non-Executive Director from 1 October 2020.

### Skills and experience

William is an experienced banker, previously having served as Global Head of Investment Banking for UBS (2013 – 2018), and prior to that holding a number of leadership roles at Nomura, Lehman Brothers and Morgan Stanley. From 2018 to 2019, he served as the Prime Minister's Business Envoy. He was a Vice Chairman at JP Morgan until October 2020.

### Other principal appointments

Chair of the Board of Santander UK plc\*. Non-Executive Director of the London Stock Exchange Group Plc. Member of the UK Prime Minister's Investment Council. Member and Special Advisor of the Investment Committee at Delancey Credit and Income Fund GP. William sits on the Advisory Board of Celonis GmbH and also chairs the Advisory Board of Gonville & Caius College, Cambridge.

### Board Committee memberships

Board Nomination & Governance Committee (Chair).

## 2 Mike Regnier

### Executive Director and Chief Executive Officer

Appointed Chief Executive Officer on 1 April 2022.

### Skills and experience

Mike joined Santander UK from Yorkshire Building Society, where he was a Board member since 2014 and Chief Executive since 2017. He previously held the posts of Chief Commercial Officer and Chief Customer Officer. Mike began his career in strategic management consulting with a focus on Retail and Retail Financial Services. After management positions at Asda, he joined the banking sector and held a number of senior positions at Lloyds Banking Group, including Personal Current Accounts and Credit Cards Director, and Products and Marketing Director for TSB.

Mike has served as a Board Director of Visa UK, and Chairman of the merchant acquirer LTSB Cardnet. He was also Chair of the Building Societies Association from 2019 – 2021. Mike holds an MEng in Engineering, Economics & Management from Oxford University, together with an MBA from INSEAD.

### Other principal appointments

Chief Executive Officer and Executive Director of Santander UK plc\*.

## 3 Angel Santodomingo

### Executive Director and Chief Financial Officer

Appointment subject to regulatory approval<sup>(i)</sup>

### Skills and experience

Angel joined the Banco Santander group in 2005 as Head of International Development in the Asset Management unit, and subsequently became Head of Investor Relations. In 2014, he became CFO and Investor Relations Officer of Banco Santander Brazil, a role he held for nine years, as well as Board Director. In 2023, Angel returned to Spain, becoming Group Head of Strategy and Chief of Staff to the Banco Santander Group Executive Chair, President of CFA Spain, and authored a series of books and articles about Markets, Finance Analysis and Equity Valuation.

Angel is an experienced board director, having held positions as a Board Director of a number of commercial entities including Credito de la Casa, PSA Banque Brazil (Chairman) and Getnet Brazil. He has a Bachelor's degree in Economics & Finance and is a Chartered Financial Analyst (CFA).

### Other principal appointments

Chief Financial Officer and Executive Director of Santander UK plc\*<sup>(i)</sup>. Board Director of Banco Santander Brazil\*.

<sup>(i)</sup> Angel's appointment as Executive Director and Chief Financial Officer is subject to approval by the Financial Conduct Authority.

## 4 Pedro Castro e Almeida

### Banco Santander Nominated Non-Executive Director

Appointed 1 September 2023.

### Skills and experience

Pedro joined Banco Santander Totta SA (also known as Banco Santander (Portugal)) in 1993, holding senior roles in various areas. From 2007 to 2009, he was a member of the boards of Banco Santander Totta and Banco Santander de Negócios Portugal. Since 2009, Pedro has been a member of the Banco Santander (Portugal) Executive Committee, and since 2010, he has been a member of the Board of Banco Santander (Portugal). In January 2019, he was appointed CEO of Banco Santander (Portugal) and Vice Chairman of its Board. He is also Regional Head of Europe for Banco Santander SA.

### Other principal appointments

Non-Executive Director of Santander UK plc\*. Director of PagoNxt SL\*.

## 5 Lisa Fretwell

### Independent Non-Executive Director

Appointed Independent Non-Executive Director on 1 January 2022.

#### Skills and experience

Lisa has 25 years' experience within the financial services, technology, retail, and manufacturing industries in both business and consulting roles. She holds a first-class honours degree in Chemical engineering from the University of Birmingham and an MBA from Cranfield Business School. She was awarded Business Leader of the Year by Women in Credit in 2020. Lisa joined Santander from Experian, where she was Managing Director of Experian UK's Data Business from 2019 - 2021. Prior to this, she held various senior roles at Cisco for over 10 years, including Vice President of Software and Operations and Managing Director of Consulting Services and Internet Business Solutions. Lisa also held roles at Capgemini and Procter & Gamble before joining Cisco.

#### Other principal appointments

Independent Non-Executive Director of Santander UK plc\*. Non-Executive Director at Restore plc since 20 April 2022 (and Chair of its Board Risk Committee, ESG Committee and Remuneration Committee, and member of its Audit Committee and Nomination Committee). Member of the Council at the University of Birmingham (and member of its Audit Committee). Senior Advisor at Tresmares Capital.

#### Board Committee memberships

Board Audit Committee, Board Risk Committee, Board Responsible Banking Committee, and Board Remuneration Committee.

## 6 Ed Giera

### Independent Non-Executive Director and Senior Independent Director

Appointed Independent Non-Executive Director on 19 August 2015 and Senior Independent Non-Executive Director on 15 October 2020.

#### Skills and experience

Ed's executive career was with JP Morgan Securities, the investment banking affiliate of JP Morgan Chase & Co., where he held positions as Global Head of Pension Advisory, Head of Capital Markets for the EMEA region, and other senior roles. Ed is currently a Partner and Manager of Boscobel Place Capital LLC, a private investment partnership focused on the global financial services sector, and Principal of E.J. Giera LLC, providing corporate finance advisory and fiduciary services. Ed was formerly a Non-Executive Director at the Pension Corporation Group Limited, a holding company for the Pension Insurance Corporation Holdings Limited, where he chaired the Board Audit & Risk Committee. He has also served as a Non-Executive Director for ICBC Standard Bank plc; for the Renshaw Bay Real Estate Fund and Renshaw Bay Structured Finance Opportunity Fund; and for NovaTech LLC.

#### Other principal appointments

Independent Non-Executive Director of Santander UK plc\*. Non-Executive Director (and Chair of the Risk Committee, member of the Audit Committee, and member of the Nomination Committee) of Rothesay Life Plc. Director of Rothesay Limited. Partner of Boscobel Place Capital LLC and Founder and Principal of E.J. Giera LLC.

#### Board Committee memberships

Board Audit Committee, Board Nomination & Governance Committee, Board Responsible Banking Committee, Board Risk Committee (Chair), and Board Remuneration Committee.

## 7 Michelle Hinchliffe

### Independent Non-Executive Director and Whistleblowers' Champion

Appointed on 1 June 2023.

#### Skills and experience

Michelle has extensive experience in the financial services sector, with particular focus on Banking and Capital Markets, following a 37-year career with KPMG, including being Lead Partner for Barclays, ANZ, Standard Chartered Bank, HSBC, Investment Banking & Markets, and Citigroup UK. Michelle qualifies as the Board Audit Committee financial expert as defined in item 16A of Form 20-F and by reference to the NYSE listing standards.

#### Other principal appointments

Independent Non-Executive Director of Santander UK plc\*. Independent Non-Executive Director of BHP Group Limited, Macquarie Group Limited and Macquarie Bank Limited.

#### Board Committee memberships

Board Audit Committee (Chair), Board Responsible Banking Committee, Board Risk Committee, and Board Nomination & Governance Committee.

## 8 Mark Lewis

### Independent Non-Executive Director

Appointed on 1 January 2024.

#### Skills and experience

Mark brings a track record of digital transformation and growth across multiple consumer businesses and sectors. He was CEO of Moneysupermarket Group plc, operating regulated marketplaces across financial services, travel and home services, and helping UK households save over £7bn from their bills.

Prior to this, Mark sat on the John Lewis Management Board as Retail Director, responsible for sales and operations across 48 UK department stores and online channels serving 37 countries. He previously served as Managing Director of eBay UK and CEO of Collect+.

#### Other principal appointments

Independent Non-Executive Director of Santander UK plc\*. Mark is Group Chairman of Iamproperty, Independent Non-Executive Director of Direct Line Insurance Group plc, and Non-Executive Director of Santander Consumer (UK) plc\*.

#### Board Committee memberships

Board Audit Committee, Board Remuneration Committee (Chair), Board Responsible Banking Committee, Board Risk Committee, and Board Nomination & Governance Committee.

## 9 Dirk Marzluf

### Banco Santander Nominated Non-Executive Director

Appointed on 1 January 2024.

#### Skills and experience

Dirk joined Banco Santander as Group Head of Technology and Operations in September 2018. He joined Banco Santander from AXA Group, where he served as Group Chief Information Officer, leading the insurance group's technology and information security transformation, and overseeing its overall project portfolio and acting as co-sponsor of its digital strategy. His global technology leadership roles include previous work at Accenture, Daimler Chrysler and Winterthur Group. As Banco Santander Group Head of Technology and Operations, Dirk leads the information technology and operations function and its strategic development.

#### Other principal appointments

Independent Non-Executive Director of Santander UK plc\*. Chairman of Santander Global Technology and Operations SL\*, Director of PagoNxt Merchant Solutions SL\*, Director of PagoNxt Trade Solutions SL\*, Director of Ebury Partners Limited\*, Director of Santander Digital Assets SL\* and Santander Consumer Holding GmbH\*, and Director of Gravity Cloud Technology SI\*.

## 10 The Rt Hon. the Baroness Morgan of Cotes (Nicola (Nicky) Morgan)

### Independent Non-Executive Director

Appointed on 1 January 2024.

#### Skills and experience

Former MP, Cabinet Minister and Chair of the House of Commons Treasury Committee and a member of the House of Lords. She is a qualified solicitor and before being elected to Parliament, spent 16 years with City law firms, focused on mergers and acquisitions and advisory work. Nicky possesses significant experience as a senior leader of high-profile large organisations, responsible for setting and overseeing implementation of strategy, and communicating the organisation's narrative and capabilities. She brings a wealth of experience from both a public and private perspective of the financial services sector, communications and media, and digital & technology.

#### Other principal appointments

Independent Non-Executive Director of Santander UK plc\*. Non-Executive Director of the Financial Services Compensation Scheme, Chair of the Careers & Enterprise Company, and Chair of the Association of British Insurers.

#### Board Committee memberships

Board Audit Committee, Board Responsible Banking Committee (Chair), Board Risk Committee, and Board Nomination & Governance Committee.

## 11 José María Roldán

### Independent Non-Executive Director

Appointed on 1 June 2023.

#### Skills and experience

José María has extensive depth of knowledge and expertise in banking supervision, financial stability and public policy. He was Chairman and CEO of the Spanish Banking Association (2014-2022) and spent 13 years as Director-General at the Banking Regulation and Financial Stability department of the Bank of Spain and member of its Executive Board. He was also a Board Member and Vice-President to the European Banking Federation; founded and Chaired the Committee of European Banking Supervisors (CEBS) (the forerunner of the European Banking Authority); was President of the Financial Action Task Force on Money Laundering (FATF); and chaired the former Banking Advisory Committee of the EU.

#### Other principal appointments

Independent Non-Executive Director of Santander UK plc\*. Non-Executive Director and Chair of Cater Allen Limited\*. Independent Non-Executive Director of EBN Banco de Negocios SA\*.

#### Board Committee memberships

Board Risk Committee and Board Responsible Banking Committee.

## 12 Pamela Walkden

### Banco Santander Nominated Non-Executive Director

Appointed on 1 October 2021.

#### Skills and experience

Pamela has served in a number of senior management positions predominantly at Standard Chartered Bank, including as Group Head of Human Resources, Chief Risk Officer, Group Treasurer, Group Head of Asset and Liability Management and Regional Markets, Group Head of Internal Audit, Group Head of Corporate Affairs and Group Manager of Investor Relations. She also served as an independent member of the UK Prudential Regulation Authority Regulatory Reform Panel and as a member of the European Banking Authority Stakeholder Group.

#### Other principal appointments

Non-Executive Director of Santander UK plc\*. Independent Non-Executive Director and Chair of the Audit Committee in Banco Santander SA\*. Member of the Advisory Board at JD Haspel Limited.

#### Board Committee memberships

Board Risk Committee and Board Nomination & Governance Committee.

\* Part of the Banco Santander group.



# New York Stock Exchange (NYSE) Corporate Governance – differences in UK and NYSE corporate governance practice

The Company issues notes in the US from time to time pursuant to a shelf registration statement filed with the SEC. As these notes are listed on the NYSE, the Company is required to comply with NYSE corporate governance standards. Under the NYSE corporate governance standards, the Company must disclose any significant ways in which its corporate governance practices differ from those followed by US companies under the NYSE corporate governance standards. We believe the following to be the significant differences between our current corporate governance practices and those applicable to US companies under the NYSE corporate governance standards.

Under the NYSE corporate governance standards, independent Directors must comprise a majority of the Board. As at 31 December 2023, our Board was comprised of a Chair, (who is also a Non-Executive Director), one Executive Director and six Non-Executive Directors. The Chair, William Vereker, and four of the other Non-Executive Directors, (Lisa Fretwell, Ed Giera, Michelle Hinchliffe and José María Roldán), were independent as defined in the NYSE corporate governance standards. The other two Non-Executive Directors (Pedro Castro e Almeida and Pamela Walkden) were not independent according to NYSE corporate governance standards as they are representatives of the ultimate parent company, Banco Santander SA. Michelle Hinchliffe and José María Roldán were appointed as independent Non-Executive Directors on 1 June 2023. Pedro Castro e Almeida was appointed as Non-Executive Director on 1 September 2023.

The NYSE corporate governance standards require that listed US companies have a nominating or corporate governance committee composed entirely of independent Directors and with a written charter addressing certain corporate governance matters. Applicable UK rules do not require companies without equity shares listed on the London Stock Exchange, such as the Company, to have a nominating committee. However, the Company has a Board Nomination & Governance Committee, which leads the process for Board appointments. This Committee has written Terms of Reference setting out its role to identify and nominate candidates for Board and Board Committee appointments. As at 31 December 2023, the following Directors made up the Board Nomination & Governance Committee: William Vereker (Chair), Ed Giera, Michelle Hinchliffe and Pamela Walkden. Three of the Directors were independent according to NYSE corporate governance standards. The other Director (Pamela Walkden) was not independent according to NYSE corporate governance standards as she is a representative of the ultimate parent company, Banco Santander SA.

In addition, the Board is responsible for monitoring the effectiveness of the Company's governance practices and making changes as needed to ensure the alignment of the Company's governance system with current best practices. The Board monitors and manages potential conflicts of interest of management, Board members, shareholders, external advisers and other service providers, including misuse of corporate assets and abuse in related party transactions.

The NYSE corporate governance standards require that listed US companies have a compensation committee composed entirely of independent directors and with a written charter addressing certain corporate governance matters. Under its written Terms of Reference, the Company's Board Remuneration Committee is primarily responsible for overseeing and supervising Santander UK's policies and frameworks covering remuneration and reward. As at 31 December 2023, the following Directors were on the Board Remuneration Committee: Lisa Fretwell (Chair) and Ed Giera. Both Directors were independent according to NYSE corporate governance standards.

The NYSE corporate governance standards require that listed US companies have an audit committee that satisfies the requirements of Rule 10A-3 under the US Securities Exchange Act of 1934, as amended (Rule 10A-3), with a written charter addressing certain corporate governance matters, and having a minimum of three members who are all independent as defined in Rule 10A-3. As a wholly-owned subsidiary of a parent that satisfies the requirements of Rule 10A-3(c)(2), the Company is exempt from the requirements of Rule 10A-3. However, the Company does have a Board Audit Committee. As at 31 December 2023, the Board Audit Committee was made up of three Non-Executive Directors: Michelle Hinchliffe (Chair), Lisa Fretwell and Ed Giera. All members were independent in 2023 as defined in Rule 10A-3.

The scope of the Board Audit Committee's Terms of Reference as well as the duties and responsibilities of such committee are more limited than that required of audit committees under the NYSE corporate governance standards. For example, the Board Audit Committee does not provide an audit committee report as required by the NYSE corporate governance standards to be included in the Company's annual proxy statement.

The NYSE corporate governance standards require that listed US companies adopt and disclose corporate governance guidelines, including with respect to the qualification, training and evaluation of their Directors. The NYSE corporate governance standards also require that the Board conducts a self-evaluation at least annually to determine whether it and its committees are functioning effectively. The Board has undertaken regular reviews of Board effectiveness primarily through an internal process led by the Chair. During the year the Board considered feedback gained from the 2023 Board effectiveness review, which concluded that the performance of the Board and its Committees continues to be effective.

A CEO of a US company listed on the NYSE must annually certify that he or she is not aware of any violation by the company of NYSE corporate government standards. In accordance with NYSE corporate governance standards applicable to foreign private issuers, our CEO is not required to provide the NYSE with such an annual compliance certification.

## Other information

### Designated agent

The designated agent for service of process on Santander UK in the United States is C T Corporation System, 111 Eighth Avenue, New York, New York.

### Trustee/paying agent

The names and addresses of the Trustee/paying agent for each class of security registered with the US Securities and Exchange Commission (the SEC) are set out below:

- Senior: Citibank NA, 388 Greenwich Street, New York, New York 10013, United States
- Subordinated: Citibank NA, 388 Greenwich Street, New York, New York 10013, United States
- Capital: Bank of New York Mellon, 240 Greenwich Street, Floor 7E, New York, New York 10286

### Documents on display

The Company is subject to the information requirements of the US Securities Exchange Act of 1934. In accordance with these requirements, the Company files its Annual Report and other related documents with the SEC, and which may be accessed at the SEC's website. Information on the operation of the public reference rooms can be obtained by calling the SEC on +1-202-551-8090 or by looking at the SEC's website. The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with it. This is accessible at the website: <http://www.sec.gov>.

None of the websites referred to in this Annual Report on Form 20-F for the year ended 31 December 2023 (the Form 20-F), including where a link is provided, nor any of the information contained on such websites is incorporated by reference in the Form 20-F.

### Legal proceedings

We are party to various legal proceedings in the ordinary course of business. See Notes 29 and 31 the Consolidated Financial Statements.

### Material contracts

We are party to various contracts in the ordinary course of business. For the two years immediately preceding publication of this annual report, there have been no material contracts entered into outside the ordinary course of business.

### Audit fees

See Note 7 to the Consolidated Financial Statements.

### Accounting developments under IFRS

See Note 1 to the Consolidated Financial Statements.

### Share capital

Details of the Company's share capital are set out in the Notes to the Consolidated Financial Statements.

### Major shareholders

At 31 December 2023, the Company was a subsidiary of Banco Santander SA and Santusa Holding SL. On 23 September 2013, the Company was incorporated with the issuance of two ordinary shares of £1 each which formed the initial share capital of the Company and were held by Banco Santander SA from 11 December 2013. On 10 January 2014, pursuant to a Board resolution dated 10 January 2014, the Company issued 11,267,503,000 ordinary shares of £1 each to Banco Santander SA and Santusa Holding SL in exchange for acquiring all of the ordinary shares of Santander UK plc. On 24 March 2015, the Company cancelled and extinguished 4,207,503,002 ordinary shares. On 25 March 2015, the Company became a public limited company and changed its name from Santander UK Group Holdings Limited to Santander UK Group Holdings plc.

### Exchange controls

There are no UK laws, decrees or regulations that restrict our export or import of capital, including the availability of cash and cash equivalents for use by us, or that affect the remittance of dividends or other shareholder payments to non-UK holders of Company shares, except as outlined in the section on Taxation for US Investors below.

# Additional balance sheet and cash flow analysis

## SECURITIES

Securities are classified in the consolidated balance sheet as other financial assets at fair value through profit or loss, other financial assets at amortised cost and financial assets at fair value through other comprehensive income.

### Debt securities at amortised cost - Yields

The following table shows the weighted average yields for debt securities not held at fair value at 31 December 2023.

	Not later than one year	Later than one year and not later than five years	Later than five years and not later than ten years	Later than ten years	Total
	%	%	%	%	%
Weighted average yield					
– Debt securities at amortised cost	—	—	3.52	—	3.52

Weighted average yield is calculated using Total clean price x yield for each maturity bucket / Total clean price for each maturity bucket.

## LOANS AND ADVANCES TO BANKS

Loans and advances to banks are classified in the consolidated balance sheet as financial assets at amortised cost and in the following tables also include loans and advances to banks classified as reverse repurchase agreements – non trading.

### Reconciliation to classifications in the consolidated balance sheet

	Note	2023 £m	2022 £m
Financial assets at amortised cost:			
– Loans and advances to banks		1,216	1,105
– Reverse repurchase agreements - non trading	16	2,397	885
		3,613	1,990

### Maturity analysis

The following table shows loans and advances to banks by maturity at 31 December 2023.

	Not later than one year	Later than one year and not later than five years	Later than five years and not later than fifteen years	Later than fifteen years	Total
	£m	£m	£m	£m	£m
Fixed interest rate	3,159	—	—	—	3,159
Variable interest rate	442	4	8	—	454
	3,601	4	8	—	3,613

## LOANS AND ADVANCES TO CUSTOMERS

Loans and advances to customers are classified in the consolidated balance sheet as financial assets at fair value through profit or loss, financial assets at amortised cost (including loans and advances to customers classified as reverse repurchase agreements – non trading) and financial assets at fair value through other comprehensive income. Reverse repurchase agreements represent business with professional non-bank customers as part of the liquidity risk management function. The balances below are stated before deducting impairment loss allowances and RV and voluntary termination provisions.

### Reconciliation to classifications in the consolidated balance sheet

	Note	2023 £m	2022 £m
Financial assets at fair value through profit or loss:			
– Other financial assets at fair value through profit or loss	12	355	339
Financial assets at amortised cost:			
– Loans and advances to customers	13	211,222	223,840
– Reverse repurchase agreements – non trading	16	10,071	6,463
Financial assets at fair value through other comprehensive income			
		<b>221,648</b>	<b>230,642</b>

### Maturity analysis

The following table shows financial assets at amortised cost: Loans and advances to customers by maturity at 31 December 2023. Overdrafts are included as 'on-demand'. Loans and advances are included at their contractual maturity; no account is taken of a customer's ability to repay early where it exists.

	Not later than one year £m	Later than one year and not later than five years £m	Later than five years and not later than fifteen years £m	Later than fifteen years £m	Total £m
Loans secured on residential properties	1,202	8,408	43,810	123,075	176,495
Corporate loans	2,985	11,647	3,386	436	18,454
Finance leases	1,286	3,193	51	—	4,530
Other unsecured advances	3,528	2,924	750	30	7,232
Accrued interest and other adjustments	19	93	233	615	960
Amounts due from fellow subsidiaries and joint ventures	2,157	—	—	2,331	4,488
Loans and advances to customers	<b>11,177</b>	<b>26,265</b>	<b>48,230</b>	<b>126,487</b>	<b>212,159</b>

We manage our balance sheet on a behavioural basis, rather than on the basis of contractual maturity. Many loans are repaid before their legal maturity, particularly advances secured on residential property.

### Interest rate sensitivity

The following table shows the interest rate sensitivity of Financial assets at amortised cost: Loans and advances to customers due after one year at 31 December 2023.

	Fixed rate £m	Variable rate £m	Total £m
Loans secured on residential properties	157,086	19,409	176,495
Corporate loans	2,385	16,069	18,454
Finance leases	4,529	1	4,530
Other unsecured advances	4,619	2,613	7,232
Accrued interest and other adjustments	785	175	960
Amounts due from fellow subsidiaries and joint ventures	4,482	6	4,488
Loans and advances to customers	<b>173,886</b>	<b>38,273</b>	<b>212,159</b>

## SUMMARY OF LOAN LOSS EXPERIENCE

Loans accounted for on a non-accrual basis are credit impaired loans. We define a loan as in default (i.e. credit impaired) for purposes of calculating ECL if it is more than three months past due, or if we have data to make us doubt they can keep up with their payments i.e. they are unlikely to pay. We classify credit impaired loans as Stage 3. For details of loans classified as Stage 3, see the 'Credit risk' section of the Risk review. Interest income on financial assets that have become credit-impaired (or Stage 3) is calculated by applying the effective interest rate to their amortised cost (i.e. net of the ECL provision).

In 2023 and 2022 there were no material credit impairment charges on loans and advances to banks, non-trading reverse repurchase agreements, other financial assets at amortised cost and financial assets at FVOCI. As a result, the following tables present Loans and Advances to customers only.

The following tables show additional ratios and the components used in their calculation for the years ended 31 December 2023, 2022, and 2021.

	2023	2022
	£m	£m
<b>Allowance for credit losses to total loans</b>	<b>0.45 %</b>	0.43 %
Allowance for credit losses	937	955
Total loans outstanding	206,700	219,700
<b>Non-accrual loans to total loans</b>	<b>1.45 %</b>	1.14 %
Non-accrual loans outstanding	3,000	2,500
Total loans outstanding	206,700	219,700
<b>Allowance for credit losses to non-accrual loans</b>	<b>31.23 %</b>	38.20 %
Allowance for credit losses	937	955
Non-accrual loans outstanding	3,000	2,500

	2023	2022	2021
	£m	£m	£m
<b>Loans secured on residential properties</b>	<b>0.01 %</b>	— %	— %
Net charge-off during the period	11	3	5
Average amount outstanding	181,586	185,303	173,779
<b>Corporate loans</b>	<b>0.36 %</b>	0.13 %	— %
Net charge-off during the period	68	24	58
Average amount outstanding	18,756	19,170	21,876
<b>Finance leases</b>	<b>0.50 %</b>	0.44 %	— %
Net charge-off during the period	23	19	25
Average amount outstanding	4,612	4,281	5,235
<b>Other unsecured advances</b>	<b>1.74 %</b>	1.28 %	1.00 %
Net charge-off during the period	130	110	103
Average amount outstanding	7,452	8,574	9,787
<b>Amounts due from immediate parent</b>	<b>— %</b>	— %	— %
Net charge-off during the period	—	—	—
Average amount outstanding	—	780	—
<b>Amounts due from fellow subsidiaries and joint ventures</b>	<b>— %</b>	— %	— %
Net charge-off during the period	—	—	—
Average amount outstanding	4,327	3,623	2,665
<b>Loans and advances to customers</b>	<b>0.11 %</b>	0.07 %	0.09 %
Net charge-off during the period	232	156	191
Average amount outstanding	216,733	221,731	213,342

### Discussion of the factors driving material changes in the ratios above or their components

The factors driving significant changes are discussed as follows:

- Allowance for credit losses, exposures, expected credit losses, Stage 3 exposures and related ratios at a consolidated Santander UK group level can be found in the commentary sections in 'Credit performance', 'Credit quality' 'Stage 2 analysis' in 'Santander UK group level - credit risk review' in the Risk review
- More detailed discussion by business segment can be found in the 'Retail & Business Banking: Mortgages - credit risk review', 'Retail & Business Banking: Everyday Banking - credit risk review', 'Corporate & Commercial Banking - credit risk review' and 'Corporate Centre - credit risk review' sections of the Risk review.



## DEPOSITS BY CUSTOMERS

The following table shows the average balances and interest rates for deposits by customers by product for the years ended 31 December 2023, 2022, and 2021.

	2023		2022		2021	
	Average Balance	Average Interest Rate <sup>(1)</sup>	Average Balance	Average Interest Rate <sup>(1)</sup>	Average Balance	Average Interest Rate <sup>(1)</sup>
	£m	%	£m	%	£m	%
Demand deposits (including savings and current accounts)	166,834	1.44	175,918	0.37	177,508	0.12
Time deposits	24,210	3.66	12,816	1.37	12,199	0.92
Other deposits	12,136	3.91	12,543	1.01	16,683	0.03
Total average balance <sup>(1)</sup>	203,180	1.85	201,277	0.47	206,390	0.16

(1) Calculated using monthly data.

Some deposits by customers are covered by depositor guarantee arrangements, as follows:

Scheme	Definition
Financial Services Compensation Scheme (FSCS)	The FSCS is the UK's independent statutory compensation fund for customers of PRA authorised financial services firms and pays compensation, up to certain limits, if a firm is unable, or likely to be unable to pay claims against it, for example by depositors. The FSCS is funded by levies on the industry, and recoveries and borrowings where appropriate.
Isle of Man and Jersey Bank Depositor Compensation Schemes (DCSs)	The Isle of Man branch of Santander Financial Services plc is a participant in the Isle of Man Depositors' Compensation Scheme and the Jersey branch of Santander Financial Services plc is a participant in the Jersey Bank Depositors Compensation Scheme. These DCSs are independent statutory compensation funds for customers of Isle of Man and Jersey banks and pay compensation, up to certain limits, if a bank is unable to pay claims against it. The DCSs are funded, if and when required, by contributions from covered banks in the Isle of Man or Jersey that are participants in

The following table shows the amounts of insured and uninsured total deposits and time deposits excluding intercompany deposits at 31 December 2023 and 2022. The table also shows the amount of time deposits that are uninsured, either because they exceed depositor guarantee scheme compensation limits or because they are otherwise uninsured.

	2023 £m	2022 £m
Insured deposits	131,307	131,820
Uninsured deposits	62,884	64,340
Total deposits	194,191	196,160
of which:		
Insured time deposits	18,536	9,242
Uninsured time deposits	11,116	8,272
– Excess over guaranteed limit	5,328	5,202
– Otherwise uninsured	5,788	3,070
Total time deposits	29,652	17,514

For the proportion of Retail & Business Banking customer deposits covered by the FSCS, see the Funding risk management section of the Risk review.

The following table shows the maturity of uninsured time deposits at 31 December 2023.

	Under 3 months £m	3 to 6 months £m	6 to 12 months £m	Over 12 months £m	Total £m
Deposits by customers	5,629	1,385	2,708	1,394	11,116

## DEPOSITS BY BANKS

Deposits by banks are classified in the consolidated balance sheet as financial liabilities at amortised cost and include deposits by banks classified as repurchase agreements – non trading.

### Reconciliation to classifications in the consolidated balance sheet

	Note	2023 £m	2022 £m
Financial liabilities at amortised cost:			
- Deposits by banks	24	20,357	28,543
- Repurchase agreements - non trading	25	551	50
		<b>20,908</b>	28,593

The following table shows the average balances of and interest rates for deposits by banks for the years ended 31 December 2023, 2022, and 2021.

	2023		2022		2021	
	Average Balance	Average Interest Rate <sup>(1)</sup>	Average Balance	Average Interest Rate <sup>(1)</sup>	Average Balance	Average Interest Rate <sup>(1)</sup>
	£m	%	£m	%	£m	%
Deposits by banks	27,906	4.43	35,098	1.44	24,051	0.10

(1) Calculated using monthly data.

At 31 December 2023 deposits by foreign banks were £2,039m (2022: £2,211m, 2021: £1,179m).

All bank deposits are uninsured, as depositor guarantee arrangements do not cover deposits by financial institutions.

The following table shows the maturity of uninsured deposits by banks at 31 December 2023.

	Under 3 months £m	3 to 6 months £m	6 to 12 months £m	Over 12 months £m	Total £m
Deposits by banks	3,645	15	11	17,237	20,908

## INTEREST RATE SENSITIVITY

Interest rate sensitivity is the relationship between interest rates and net interest income caused by the periodic repricing of assets and liabilities. Our largest administered rate items are residential mortgages and retail deposits, many of which bear interest at variable rates.

We mitigate the impact of interest rate movements on net interest income by repricing our variable rate mortgages and variable rate retail deposits separately, subject to competitive pressures. We also offer fixed-rate mortgages and savings products on which the interest rate is fixed for an agreed period at the start of the contract. We manage the margin on fixed-rate products by using derivatives matching the fixed-rate profiles. We reduce the risk of prepayment by imposing early termination charges if the customers end their contracts early.

We manage the risks from movements in interest rates as part of our overall non-trading position. We do this within limits as set out in the Risk review.

### Changes in net interest income – volume and rate analysis

The following table shows changes in interest income, interest expense and net interest income, and is presented using asset and liability classifications in the Consolidated Balance Sheet. It allocates the effects between changes in volume and changes in rate. Volume and rate changes have been calculated on the movement in the average balances and the change in the interest rates on average interest-earning assets and average interest-bearing liabilities. The changes caused by movements in both volume and rate have been allocated to rate changes.

	2023 / 2022			2022 / 2021		
	Total change	Changes due to		Total change	Changes due to	
		Volume	Rate		Volume	Rate
	£m	£m	£m	£m	£m	£m
Interest income						
Loans and advances to customers	3,419	(54)	3,473	1,283	53	1,230
of which reverse repurchase agreements	385	48	337	114	(11)	125
Loans and advances to banks	1,305	(37)	1,342	597	2	595
of which reverse repurchase agreements	91	17	74	—	(2)	2
Debt securities and other interest earning assets	307	29	278	112	(6)	118
<b>Total interest income</b>	<b>5,031</b>	<b>(62)</b>	<b>5,093</b>	<b>1,992</b>	<b>49</b>	<b>1,943</b>
Interest expense						
Deposits by customers - demand	1,745	(34)	1,779	433	(2)	435
Deposits by customers - time	711	156	555	63	6	57
Deposits by customers - other	351	(4)	355	117	(1)	118
of which repurchase agreements	351	28	323	117	(1)	118
Deposits by banks	738	(104)	842	473	11	462
of which repurchase agreements	67	—	67	—	—	—
Debt securities	1,092	64	1,028	349	(19)	368
Commercial paper	137	(13)	150	74	(1)	75
Subordinated liabilities	61	2	59	16	(4)	20
Other interest-bearing financial liabilities	1	—	1	(8)	(6)	(2)
<b>Total interest expense</b>	<b>4,836</b>	<b>67</b>	<b>4,769</b>	<b>1,517</b>	<b>(16)</b>	<b>1,533</b>
<b>Net interest income</b>	<b>195</b>	<b>(129)</b>	<b>324</b>	<b>475</b>	<b>65</b>	<b>410</b>

## AVERAGE BALANCE SHEET

Year-end balances may not reflect activity throughout the year, so we present average balance sheets below, using asset and liability classifications from the Consolidated Balance Sheet. They show averages for our significant categories of assets and liabilities, and the related interest income and expense.

	2023			2022			2021		
	Average balance <sup>(1)</sup> £m	Interest £m	Average rate %	Average balance <sup>(1)</sup> £m	Interest £m	Average rate %	Average balance <sup>(1)</sup> £m	Interest £m	Average rate %
<b>Assets</b>									
Loans and advances to customers <sup>(2)</sup>	228,203	9,415	4.13	230,289	5,996	2.60	227,720	4,713	2.07
of which reverse repurchase agreements	11,470	527	4.59	8,558	142	1.66	14,378	28	0.19
Loans and advances to banks	45,599	1,963	4.30	48,321	658	1.36	46,416	61	0.13
of which reverse repurchase agreements	2,763	98	3.55	816	7	0.86	1,138	7	0.62
Debt securities and other interest earning assets	8,590	475	5.53	7,314	168	2.30	8,174	56	0.69
Total average interest-earning assets, interest income	282,392	11,853	4.20	285,924	6,822	2.39	282,310	4,830	1.71
Credit impairment loss allowances and RV &VT	(1,091)	—	—	(1,057)	—	—	(1,325)	—	—
Derivatives and other non-interest-earning assets	7,686	—	—	8,509	—	—	10,738	—	—
Other financial assets at FVTPL	585	—	—	549	—	—	765	—	—
Total average assets	289,572	—	—	293,925	—	—	292,488	—	—
<b>Liabilities</b>									
Deposits by customers - demand	(166,834)	(2,396)	1.44	(175,918)	(651)	0.37	(177,508)	(218)	0.12
Deposits by customers - time	(24,210)	(886)	3.66	(12,816)	(175)	1.37	(12,199)	(112)	0.92
Deposits by customers - other	(11,754)	(472)	4.02	(12,192)	(121)	0.99	(16,387)	(4)	0.02
of which repurchase agreements	(10,567)	(471)	4.46	(8,568)	(120)	1.40	(12,372)	(3)	0.02
Deposits by banks	(27,336)	(1,234)	4.51	(34,561)	(496)	1.44	(23,580)	(23)	0.10
of which repurchase agreements	(1,445)	(67)	4.64	(5)	—	—	(6)	—	—
Debt securities	(31,843)	(1,805)	5.67	(29,201)	(713)	2.44	(30,774)	(364)	1.18
Commercial paper	(4,312)	(219)	5.08	(5,121)	(82)	1.60	(6,013)	(8)	0.13
Subordinated liabilities	(2,022)	(169)	8.36	(1,991)	(108)	5.42	(2,076)	(92)	4.43
Other interest-bearing liabilities	(133)	(5)	3.76	(143)	(4)	2.80	(308)	(12)	3.90
Total average interest-bearing liabilities, interest expense	(268,444)	(7,186)	2.68	(271,943)	(2,350)	0.86	(268,845)	(833)	0.31
Derivatives and other non interest-bearing liabilities	(4,672)	—	—	(4,701)	—	—	(5,579)	—	—
Other financial liabilities at FVTPL	(854)	—	—	(833)	—	—	(1,050)	—	—
Equity	(15,602)	—	—	(16,448)	—	—	(17,014)	—	—
Total average liabilities and equity	(289,572)	—	—	(293,925)	—	—	(292,488)	—	—

(1) Average balances are based on monthly data.

(2) Loans and advances to customers include Stage 3 assets. See the 'Credit risk' section of the Risk review.

### Margin and average spread

	2023	2022	2021
	%	%	%
Interest spread <sup>(1)</sup>	1.52	1.53	1.40
Net interest margin <sup>(2)</sup>	1.65	1.56	1.42
Average spread <sup>(3)</sup>	105	105	105

(1) Interest spread is the difference between the rate of interest earned on average interest-earning assets and the rate of interest paid on average interest-bearing liabilities.

(2) NIM is calculated as net interest income divided by average interest earning assets

(3) Average spread is the ratio of average interest-earning assets to interest-bearing liabilities

## SUMMARISED CONSOLIDATED CASH FLOW STATEMENT

	2023	2022
	£m	£m
Net cash flows from operating activities	594	(5,467)
Net cash flows from investing activities	(2,755)	(206)
Net cash flows from financing activities	(1,731)	2,711
<b>Change in cash and cash equivalents</b>	<b>(3,892)</b>	<b>(2,962)</b>

A more detailed Consolidated Cash Flow Statement is contained in the Consolidated Financial Statements.

The major activities and transactions that affected cash flows in 2023 and 2022 were as follows:

In 2023, the net cash inflows from operating activities of £594m resulted from inflows generated from a decrease in loans and advances to banks and customers, partially offset by cash outflows from a decrease in deposits by banks and customers and an increase in reverse repurchase agreements. The net cash outflows from investing activities of £2,755m mainly reflected the net purchase of certain asset backed securities and debt securities as part of normal liquid asset portfolio management. The net cash outflows from financing activities mainly reflected net cash flows relating to debt securities in issue. These resulted in cash and cash equivalents decreasing by £3,892m in the year.

In 2022, the net cash outflows from operating activities of £5,467m resulted from outflows generated from an increase in loans and advances to banks and customers, and a decrease in repurchase agreements, partially offset by net cash inflows from a decrease in reverse repurchase agreements and the effects of exchange rate differences. The net cash outflows from investing activities of £206m mainly reflected the net disposal of certain asset backed securities as part of normal liquid asset portfolio management. The net cash inflows from financing activities mainly reflected net cash inflows relating to debt securities in issue. These resulted in cash and cash equivalents decreasing by £2,962m in the year.

### Cash flow requirements

For details of our cash flow requirements over the next 12 months and in the longer term and how we plan to meet them, see the Liquidity risk section of the Risk review.

### Material cash requirements

Our material commitments under commercial contracts at 31 December 2023 were as follows:

- For cash flows and maturities relating to Derivatives, Deposits by customers, Deposits by banks, Debt securities in issue, Subordinated liabilities and Lease obligations, see Note 39 to the Consolidated Financial Statements. The maturities of financial liabilities and off-balance sheet commitments table analyses the maturities of the cash flows based on the remaining period to the contractual maturity date at the balance sheet date. In practice, the behavioural profiles of many liabilities show more stability and longer maturity than their contractual maturity. This is especially true of many types of retail and corporate deposits that, while they may be repayable on demand or at short notice, have shown good stability even in times of stress. For further details, see the Liquidity risk section of the Risk review.
- For details of cash flows and maturities relating to Retirement benefit obligations including employer contributions and funding, see Note 30 to the Consolidated Financial Statements.
- Purchase obligations: We have entered into outsourcing contracts where, in some cases, there is no minimum specified spending requirement. In these cases, anticipated spending volumes have been included in purchase obligations. Total purchase obligations, all of which are due within 1 year, were £385m.

# Taxation for US investors

The following is a summary, under current law, of the main UK tax considerations relating to the beneficial ownership by a US taxpayer of the shares of the Company. This summary is provided for general guidance and does not address investors that are subject to special rules or that do not hold the shares as capital assets. US residents should consult their local tax advisers, particularly in connection with any potential liability to pay US taxes on disposal, lifetime gift or bequest of their shares.

## UK taxation on dividends

Under UK law, income tax is not withheld from dividends paid by UK companies. Shareholders, whether resident in the UK or not, receive the full amount of the dividend actually declared.

## UK taxation on capital gains

Under UK law, when you sell shares you may be liable to pay either capital gains tax or corporation tax on chargeable gains. However, if you are either:

- An individual who is not resident in the UK or
- A company which is not resident in the UK,

you will not be liable to UK tax on any capital gains made on disposal of your shares. The exception is if the shares are held in connection with a trade or business that is conducted in the UK through a branch or agency (for capital gains tax purposes) or a permanent establishment (for corporation tax purposes).

## UK inheritance tax

Under the current estate and gift tax convention between the US and the UK, shares held by an individual shareholder who is:

- Domiciled for the purposes of the convention in the US and
- Is not for the purposes of the convention a national of the UK will not be subject to UK inheritance tax on:
  - The individual's death or
  - On a gift of the shares during the individual's lifetime.

The exception is if the shares are part of the business property of a permanent establishment of the individual in the UK or, in the case of a shareholder who performs independent personal services, pertain to a fixed base situated in the UK.



# Glossary of financial services industry terms

Term	Definition
<b>Active customers</b>	Active customers are defined as those having an open account, with more than a set minimum balance along with certain specified transactions in the prior month.
<b>Adjusted cost to income ratio</b>	Adjusted total operating expenses before credit impairment charges and provisions for other liabilities and charges as a percentage of adjusted total operating income.
<b>Adjusted RoTE</b>	The adjusted profit after tax attributable to equity holders of the parent divided by average shareholders' equity less non-controlling interests, other equity instruments and average goodwill and intangible assets.
<b>Alternative performance measures (APMs)</b>	A financial measure of historical or future financial performance, financial position or cashflows, other than a financial measure defined or specified under International Financial Reporting Standards.
<b>Anti-Money Laundering (AML)</b>	A set of policies and practices to ensure that financial institutions and other regulated entities prevent, detect, and report financial crime and especially money laundering activities
<b>Arrears</b>	Customers are said to be in arrears when they are behind in fulfilling their obligations with the result that an outstanding loan is unpaid or overdue. Such a customer is also said to be in a state of delinquency. When a customer is in arrears, his entire outstanding balance is said to be delinquent, meaning that delinquent balances are the total outstanding loans on which payments are overdue.
<b>Asset Backed Securities (ABS)</b>	Securities that represent an interest in an underlying pool of referenced assets. The referenced pool can comprise any assets which attract a set of associated cash flows but are commonly pools of residential or commercial mortgages but could also include leases, credit card receivables, motor vehicles or student loans.
<b>Balance weighted Loan to Value (LTV) ratio</b>	$\frac{(\text{Loan 1 balance} \times (\text{Loan 1 Balance}/\text{Loan 1 latest property valuation}) + (\text{Loan 2 balance} \times (\text{loan 2 balance}/\text{Loan 2 latest property valuation}) + \dots)}{(\text{Loan 1 balance} + \text{Loan 2 balance} + \dots)}$
<b>UK Bank Levy</b>	The government levy that applies to certain UK banks, UK building societies and the UK operations of foreign banks from 1 January 2011. The levy is payable based on a percentage of the chargeable equity and liabilities of the bank at the balance sheet date.
<b>Banking NIM</b>	Banking net interest margin. Net interest income divided by average gross customer assets.
<b>Basel III</b>	In December 2010, the Basel Committee on Banking Supervision issued the Basel III rules text, which presents the details of strengthened global regulatory standards on bank capital adequacy and liquidity. The standards were implemented in the EU in January 2014.
<b>Basis point (bp)</b>	One hundredth of a per cent (i.e. 0.01%), so 100 basis points is 1%. Used in quoting movements in interest rates or yields on securities.
<b>Brexit</b>	The withdrawal of the United Kingdom from the European Union.
<b>Business Banking</b>	Division, managed under Retail & Business Banking, serving enterprises with a turnover of up to £6.5m per annum.
<b>Colleague engagement</b>	Colleague engagement is measured on annual basis in the Group Engagement Survey (GES), conducted by Mercer for Banco Santander. Results are benchmarked against other firms in the UK financial sector and other high performing firms.
<b>Commercial Paper</b>	An unsecured promissory note issued to finance short-term credit needs. It specifies the face amount paid to investors on the maturity date. Commercial paper can be issued as an unsecured obligation of Santander UK and is usually issued for periods ranging from one week up to nine months. However, the depth and reliability of some CP markets means that issuers can repeatedly roll over CP issuance and effectively achieve longer term funding. CP can be issued in a range of denominations and can be discounted or interest-bearing.
<b>Commercial Real Estate (CRE)</b>	Lending to UK customers, primarily on tenanted property assets, with a focus on the office, retail, industrial and residential sectors.
<b>Common Equity Tier 1 (CET1) capital</b>	The called-up share capital and eligible reserves less deductions calculated in accordance with the CRD IV implementation rules as per the PRA Policy Statement PS7/13. CET1 capital ratio is CET1 capital as a percentage of risk-weighted assets.
<b>CET1 capital ratio</b>	CET1 capital as a percentage of risk-weighted assets.
<b>Consumer Finance</b>	Provides prime auto consumer financing for individuals, businesses, and automotive distribution networks.
<b>Contractual maturity</b>	The final payment date of a loan or other financial instrument, at which point all the remaining outstanding principal will be repaid and interest is due to be paid.
<b>Corporate Centre</b>	Provides treasury services for asset and liability management of our balance sheet, as well as management of non-core and legacy portfolios.
<b>Corporate &amp; Commercial Banking (CCB)</b>	Provides banking products and services to SMEs, mid-sized and larger corporates, typically with annual turnovers of between £2m and £500m, as well as to Local Authorities and Housing Associations.
<b>Cost of risk</b>	Cost of risk is credit impairment charge for the 12 month period as a percentage of average gross customer loans. This is a useful measure of the relationship between the size of the credit impairment charge and the book size which investors use as a proxy to compare relative credit risk.
<b>Countercyclical capital buffer</b>	A capital buffer required under Basel III to ensure that capital requirements take account of the macro-financial environment in which banks operate.
<b>Counterparty credit risk</b>	The risk that the counterparty to a transaction may default before completing the satisfactory settlement of the transaction.
<b>Covered bonds</b>	Debt securities backed by a portfolio of mortgages that is segregated from the issuer's other assets solely for the benefit of the holders of the covered bonds. The Santander UK group issues covered bonds as part of its funding activities.
<b>Credit Default Swap (CDS)</b>	A credit derivative contract where the protection seller receives premium or interest-related payments in return for contracting to make payments to the protection buyer in the event of a defined credit event. Credit events normally include bankruptcy, payment default on a reference asset or assets, or downgrades by a rating agency.
<b>Credit spread</b>	The yield spread between securities with the same coupon rate and maturity structure but with different associated credit risks, with the yield spread rising as the credit rating worsens. It is the premium over the benchmark or risk-free rate required by the market to accept a lower credit quality.

Term	Definition
<b>Credit Valuation Adjustment (CVA)</b>	Adjustments to the fair values of derivative assets to reflect the creditworthiness of the counterparty.
<b>Capital Requirements Directive IV (CRD IV)</b>	An EU legislative package covering prudential rules for banks, building societies and investment firms.
<b>Currency swap</b>	An arrangement in which two parties exchange specific principal amounts of different currencies at inception and subsequently interest payments on the principal amounts. Often, one party will pay a fixed interest rate, while the other will pay a floating exchange rate (though there are also fixed-fixed and floating-floating arrangements). At the maturity of the swap, the principal amounts are usually re-exchanged.
<b>Customer funding gap</b>	Customer loans less customer deposits.
<b>Debt restructuring</b>	This occurs when the terms and provisions of outstanding debt agreements are changed. This is often done in order to improve cash flow and the ability of the borrower to repay the debt. It can involve altering the repayment schedule as well as reducing the debt or interest charged on the loan.
<b>Debt securities</b>	Transferable instruments creating or acknowledging indebtedness. They include debentures, bonds, certificates of deposit, notes and commercial paper. The holder of a debt security is typically entitled to the payment of principal and interest, together with other contractual rights under the terms of the issue, such as the right to receive certain information. Debt securities are generally issued for a fixed term and redeemable by the issuer at the end of that term. Debt securities can be secured or unsecured.
<b>Debt securities in issue</b>	Transferable certificates of indebtedness of the Santander UK group to the bearer of the certificates. These are liabilities of the Santander UK group and include commercial paper, certificates of deposit, bonds, and medium-term notes.
<b>Default</b>	Financial assets in default represent those that are at least 90 days past due in respect of principal or interest and/or where the assets are otherwise considered to be unlikely to pay, including those that are credit impaired.
<b>Default at proxy origination</b>	IFRS 9 requires us to compare lifetime probability of default at origination with our view of lifetime probability of default now. If we do not have data at origination, then a proxy origination is defined.
<b>Defined benefit obligation</b>	The present value of expected future payments required to settle the obligations of a defined benefit plan resulting from employee service.
<b>Defined benefit plan</b>	A pension plan that defines an amount of pension benefit to be provided, usually as a function of one or more factors such as age, years of service or compensation. The employer's obligation can be more or less than its contributions to the fund.
<b>Defined contribution plan</b>	A pension plan under which the Santander UK group pays fixed contributions as they fall due into a separate entity (a fund) and will have no legal or constructive obligations to pay further contributions, i.e. the employer's obligation is limited to its contributions to the fund.
<b>Derivative</b>	A contract or agreement whose value changes with changes in an underlying index such as interest rates, foreign exchange rates, share prices or indices and which requires no initial investment or an initial investment that is smaller than would be required for other types of contracts with a similar response to market factors. The principal types of derivatives are: swaps, forwards, futures and options.
<b>Digital customers</b>	Digital customers reflect the number of customers who have logged onto Retail or Business online banking or mobile app(s) (Retail Mobile includes SanWallet & OnePayFX) at least once in the month.
<b>Distributable items</b>	Equivalent to distributable profits under the Companies Act 2006.
<b>Economic capital</b>	An internal measure of the minimum equity and preference capital required for the Santander UK group to maintain its credit rating based upon its risk profile.
<b>Effective tax rate</b>	The tax on profit/(losses) on ordinary activities as a percentage of profit/(loss) on ordinary activities before taxation.
<b>Energy performance certificate (EPC)</b>	A scheme to summarise the energy efficiency of buildings and apply a rating between A – G.
<b>Everyday Banking</b>	Provides banking services and unsecured lending to individuals and small businesses as well alongside wealth management for high-net-worth clients.
<b>Expected credit loss (ECL)</b>	Represents what the credit risk is likely to cost us either over the next 12 months on qualifying exposures, or defaults over the lifetime of the exposure where there is evidence of a significant increase in credit risk since origination.
<b>Expected loss</b>	The product of the probability of default, exposure at default and loss given default. We calculate each factor in accordance with CRD IV and include direct and indirect costs. We base them on our risk models and our assessment of each customer's credit quality.
<b>Exposure at default (EAD)</b>	The maximum loss that a financial institution might suffer if a borrower, counterparty or group defaults on their obligations or assets and off-balance sheet positions have to be realised.

Term	Definition
<b>Fair value adjustment</b>	An adjustment to the fair value of a financial instrument which is determined using a valuation technique (level 2 and level 3) to include additional factors that would be considered by a market participant that are not incorporated within the valuation model.
<b>Financial Conduct Authority (FCA)</b>	The Financial Conduct Authority is a financial regulatory body in the United Kingdom.
<b>Financial Services Compensation Scheme (FSCS)</b>	The Financial Services Compensation Scheme is the UK's statutory deposit insurance and investors compensation scheme for customers of authorised financial services firms.
<b>Financially empowered people</b>	The number of people we are supporting who are unbanked, underbanked or in a situation of vulnerability to get access to the financial system, receive tailored finance and increase their knowledge and resilience through financial education.
<b>First / Second Charge</b>	First charge (also known as first lien): debt that places its holder first in line to collect compensation from the sale of the underlying collateral in the event of a default on the loan. Second charge (also known as second lien): debt that is issued against the same collateral as a higher charge debt but that is subordinate to it. In the case of default, compensation for this debt will only be received after the first charge has been repaid and thus represents a riskier investment than the first charge.
<b>Follow-on Rate (FoR)</b>	A mortgage product that tracks and is directly linked to the Bank of England base rate.
<b>Forbearance</b>	Forbearance takes place when a concession is made on the contractual terms of a loan in response to an obligor's financial difficulties.
<b>Full time equivalent</b>	Full time equivalent employee units are the on-job hours paid for employee services divided by the number of ordinary-time hours normally paid for a full-time staff member when on the job (or contract employee where applicable).
<b>Government lending schemes</b>	Lending provided by banks with some element of government guarantee, including Bounce Back Loan Scheme (BBLS), Coronavirus Business Interruption Loan Scheme (CBILS) and Coronavirus Large Business Interruption Loan Scheme (CLBILS).
<b>Impairment loss allowance (Loan loss allowance)</b>	An impairment loss allowance held on the balance sheet as a result of the raising of a charge against profit for an expected credit loss in the lending book. An impairment loss allowance may be either individual or collective.
<b>Individually assessed loan impairment provisions</b>	Impairment is measured individually for assets that are individually significant. For these assets, the Santander UK group measures the amount of the impairment loss as the difference between the carrying amount of the asset or group of assets and the present value of the estimated future cash flows from the asset or group of assets discounted at the original effective interest rate of the asset.
<b>Internal Capital Adequacy Assessment Process (ICAAP)</b>	The Santander UK group's own assessment of its regulatory capital requirements, as part of CRD IV. It takes into account the regulatory and commercial environment in which the Santander UK group operates, the Santander UK group's Risk Appetite, the management strategy for each of the Santander UK group's material risks and the impact of appropriate adverse scenarios and stresses on the Santander UK group's capital requirements.
<b>Internal Liquidity Adequacy Assessment Process (ILAAP)</b>	The Santander UK group's own assessment of the prudent level of liquidity that is consistent with the Santander UK group's LRA. It documents and demonstrates the Santander UK group's overall liquidity adequacy – an appropriate level of liquid resources, a prudent funding profile and comprehensive management and control of liquidity and funding risks.
<b>Internal ratings-based approach (IRB)</b>	The Santander UK group's method, under the CRD IV framework, for calculating credit risk capital requirements using the Santander UK group's internal Probability of Default models but with supervisory estimates of Loss Given Default and conversion factors for the calculation of Exposure at Default.
<b>International Financial Reporting Standards (IFRS)</b>	A set of international accounting standards developed and issued by the International Accounting Standards Board, consisting of principles-based guidance.
<b>Investment grade</b>	A debt security, treasury bill or similar instrument with a credit rating measured by external agencies of AAA to BBB.
<b>ISDA Master agreement</b>	Standardised contract developed by ISDA (International Swaps and Derivatives Association) used as an umbrella under which bilateral derivatives contracts are entered into.
<b>Judgemental Adjustments</b>	Adjustments made to the ECL estimate outside of the ECL models to reflect management judgements.

Term	Definition
<b>Level 1</b>	The fair value of these financial instruments is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Santander UK group has the ability to access at the measurement date.
<b>Level 2</b>	The fair value of these financial instruments is based on quoted prices in markets that are not active or quoted prices for similar assets or liabilities, recent market transactions, inputs other than quoted market prices for the asset or liability that are observable either directly or indirectly for substantially the full term, and inputs to valuation techniques that are derived principally from or corroborated by observable market data through correlation or other statistical means for substantially the full term of the asset or liability.
<b>Level 3</b>	The fair value of these financial instruments is based on inputs to the pricing or valuation techniques that are significant to the overall fair value measurement of the asset or liability are unobservable.
<b>Liquid assets coverage of wholesale funding of less than one year</b>	LCR eligible liquidity pool divided by wholesale funding with a residual maturity of less than one year.
<b>Liquidity Coverage Ratio (LCR)</b>	The LCR is intended to ensure that a bank maintains an adequate level of unencumbered, high quality liquid assets which can be used to offset the net cash outflows the bank could encounter under a short-term significant liquidity stress scenario.
<b>LCR eligible liquidity pool</b>	Assets eligible for inclusion in the LCR as high-quality liquid assets. The LCR eligible liquidity pool also covers both Pillar 1 and Pillar 2 risks.
<b>Loan to value ratio (LTV)</b>	The amount of a first mortgage charge as a percentage of the total appraised value of real property. The LTV ratio is used in determining the appropriate level of risk for the loan and therefore the price of the loan to the borrower. LTV ratios may be expressed in a number of ways, including origination LTV and indexed LTV.
<b>Loss Given Default (LGD)</b>	The fraction of Exposure at Default that will not be recovered following default. LGD comprises the actual loss (the part that is not recovered), together with the economic costs associated with the recovery process. It is calculated as the expected loss divided by EAD for each month of the forecast period. We base LGD on factors that impact the likelihood and value of any subsequent write-offs, which vary according to whether the product is secured or unsecured. If the product is secured, we take into account collateral values as well as the historical discounts to market/book values due to forced sales type.
<b>Loyal customers</b>	Loyal customers are defined as primary banking current account customers who hold an additional product.
<b>Master netting agreement</b>	An industry standard agreement which facilitates netting of transactions (such as financial assets and liabilities including derivatives) in jurisdictions where netting agreements are recognised and have legal force. The netting arrangements do not generally result in an offset of balance sheet assets and liabilities for accounting purposes, as transactions are usually settled on a gross basis.
<b>Maximum Distributable Amount (MDA)</b>	The amount of interim or year-end profits not yet incorporated in CET1.
<b>Medium-Term Funding (MTF)</b>	Shown at a sterling equivalent value. Consists of senior debt issuance, asset-backed issuance (including securitisation and covered bond issuance) and structured issuance (including firm financing repurchase agreements).
<b>Medium-Term Notes (MTNs)</b>	Corporate notes (or debt securities) continuously offered by a company to investors through a dealer. Investors can choose from differing maturities, ranging from nine months to 30 years. They can be issued on a fixed or floating coupon basis or with an exotic coupon; with a fixed maturity date (non-callable) or with embedded call or put options or early repayment triggers. MTNs are most generally issued as senior, unsecured debt.
<b>Minimum requirement for own funds and eligible liabilities (MREL)</b>	A requirement under the Bank Recovery and Resolution Directive for EU resolution authorities to set a minimum requirement for own funds and eligible liabilities for banks, implementing the Financial Stability Board's Total Loss Absorbing Capacity (TLAC) standard. The purpose of MREL is to help ensure that when banks, building societies and investment firms fail, that failure can be managed in an orderly way while minimising risks to financial stability, disruption to critical economic functions, and risks to public funds.
<b>Mortgages</b>	Refers to residential and buy to let retail mortgages only and excludes Social Housing and commercial mortgage properties.
<b>Mortgage-Backed Securities (MBS)</b>	Securities that represent interests in groups of mortgages, which may be on residential or commercial properties. Investors in these securities have the right to cash received from future mortgage payments (interest and / or principal). When the MBS references mortgages with different risk profiles, the MBS is classified according to the highest risk class.
<b>Net fee and commission income</b>	Fee and commission income minus other fees paid that are not an integral part of the effective interest rate. For retail and corporate products, fee and commission income consists principally of collection services fees, commission on foreign currencies, commission and other fees received from retailers for processing credit card transactions, fees received from other credit card issuers for providing cash advances for their customers through the Santander UK group's branch and ATM networks, annual fees payable by credit card holders and fees for non-banking financial products.
<b>Net interest income</b>	The difference between interest received on assets and interest paid on liabilities.
<b>Net Interest Margin (NIM)</b>	Net interest income as a percentage of average interest-earning assets.
<b>Net Promoter Score – Business and corporate</b>	Measured by the MarketVue Business Banking from Savanta. This is an ongoing telephone-based survey designed to monitor usage and attitude of UK businesses towards banks. Structured telephone interviews are conducted each year among businesses of all sizes from new start-ups to large corporates and are weighted by region and turnover to be representative of businesses in Great Britain.
<b>Net Promoter Score – Retail</b>	The Financial Research Survey (FRS) is a monthly personal finance survey of around 5,000 consumers prepared by the independent market research agency, IPSOS MORI based on mortgages, savings, main current accounts, home insurance, UPLs and credit cards.

Term	Definition
<b>Net Stable Funding Ratio (NSFR)</b>	The ratio of available stable funding resources to stable funding requirements over a one-year time horizon, assuming a stressed scenario. The Basel III rules require this ratio to be over 100%.
<b>Over the counter (OTC) derivatives</b>	Contracts that are traded (and privately negotiated) directly between two parties, without going through an exchange or other intermediary. They offer flexibility because, unlike standardised exchange-traded products, they can be tailored to fit specific needs.
<b>Own credit</b>	The effect of the Santander UK group's own credit standing on the fair value of financial liabilities.
<b>Past due</b>	A financial asset such as a loan is past due when the counterparty has failed to make a payment when contractually due.
<b>Payment holiday</b>	A period in which a customer has relief from making repayments on a loan. Also known as a payment deferral.
<b>People Supported</b>	People supported through our charity partnerships and sponsored programmes. Employee volunteer activities are organised through our flagship Discovery Project programme, the Santander Foundation and Santander Universities.
<b>Pillar 1</b>	The first pillar of the Basel III approach which provides the approach to the calculation of the minimum capital requirements. This is 8% of the bank's risk-weighted assets.
<b>Pillar 2</b>	The part of the CRD IV Accord which sets out the process by which a bank should review its overall capital adequacy and the processes under which the supervisors evaluate how well financial institutions are assessing their risks and take appropriate actions in response to the
<b>Pillar 3</b>	The part of the CRD IV Accord which sets out the disclosure requirements for firms to publish details of their risks, capital and risk management. The aims are greater transparency and strengthening market discipline.
<b>Prime / prime mortgage loans</b>	A description for mortgages granted to the most creditworthy category of borrowers.
<b>Probability of default (PD)</b>	The likelihood of a borrower defaulting in the following month, assuming it has not closed or defaulted since the reporting date. For each month in the forecast period, we estimate the monthly PD from a range of factors. These include the current risk grade for the exposure, which becomes less relevant further into the forecast period, as well as the expected evolution of the account risk with maturity and factors for changing economics. We support this with historical data analysis.
<b>Prudential Regulation Authority (PRA)</b>	The UK financial services regulator formed as one of the successors to the FSA. The PRA is part of the Bank of England and is responsible for the prudential regulation and supervision of banks, building societies, credit unions, insurers and major investment firms. It sets standards and supervises financial institutions at the level of the individual firm.
<b>Regulatory capital</b>	The amount of capital that the Santander UK group holds, determined in accordance with rules established by the UK PRA for the consolidated Santander UK group and by local regulators for individual Santander UK group companies.
<b>Repurchase agreement (Repo)</b>	In a sale and repurchase agreement one party, the seller, sells a financial asset to another party, the buyer, under commitments to reacquire the asset at a later date. The buyer at the same time agrees to resell the asset at the same later date. From the seller's perspective such agreements are securities sold under repurchase agreements (repos) and from the buyer's securities purchased under commitments to resell (reverse repos).
<b>Residential Mortgage-Backed Securities (RMBS)</b>	Securities that represent interests in a group of residential mortgages. Investors in these securities have the right to cash received from future mortgage payments (interest and / or principal).
<b>Retail deposit spread</b>	Retail & Business Banking customer deposit spreads against the relevant swap rate or LIBOR. Retail & Business Banking customer deposits include savings and bank accounts for personal and business banking customers.
<b>Risk Appetite</b>	The level of risk (types and quantum) that the Santander UK group is willing to accept (or not accept) to safeguard the interests of shareholders whilst achieving business objectives.
<b>Risk-weighted assets (RWA)</b>	A measure of a bank's assets adjusted for their associated risks. Risk weightings are established in accordance with the Basel Capital Accord as implemented by the PRA.
<b>Securitisation</b>	A process by which a group of assets, usually loans, are aggregated into a pool, which is used to back the issuance of new securities. A company sells assets to a structured entity which then issues securities backed by the assets, based on their value. This allows the credit quality of the assets to be separated from the credit rating of the original company and transfers risk to external investors. Assets used in securitisations include mortgages to create mortgage-backed securities. Santander UK has established securitisation structures as part of its funding and capital management activities.

Term	Definition
<b>Significant increase in credit risk (SICR)</b>	Assessed by comparing the risk of default of an exposure at the reporting date to the risk of default at origination (after considering the passage of time).
<b>SME 1</b>	SME 1 supports any business with turnover of up to £6.5m who have up to 2 Directors/Shareholders/Partners or who have simple banking needs such as current account, savings or unsecured lending of up to £25,000.
<b>Sovereign exposures</b>	Exposures to local and central governments, and government guaranteed counterparties.
<b>Stage 1</b>	Assets have not experienced a significant increase in credit risk since origination. A loss allowance equal to a 12-month ECL is applied.
<b>Stage 2</b>	Assets have experienced a significant increase in credit risk since origination, but no credit impairment has materialised. A loss allowance equal to the lifetime ECL is applied.
<b>Stage 3</b>	Assets that are in default and considered credit impaired. A loss allowance equal to the lifetime ECL is applied. Objective evidence of credit impairment is required.
<b>Standardised approach</b>	In relation to credit risk, a method for calculating credit risk capital requirements under CRD IV, using External Credit Assessment Institutions ratings and supervisory risk weights. The Standardised approach is less risk-sensitive than IRB (see 'IRB' above). In relation to operational risk, a method of calculating the operational capital requirement under CRD IV, by the application of a supervisory defined percentage charge to the gross income of eight specified business lines.
<b>Stress testing</b>	Stress testing is a management tool that facilitates a forward-looking perspective on risk management, strategic planning, capital, and liquidity and funding planning.
<b>Structured entity</b>	An entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements.
<b>Structured finance/notes</b>	A structured note is an instrument which pays a return linked to the value or level of a specified asset or index and sometimes offers capital protection if the value declines. Structured notes can be linked to a range of underlying assets, including equities, interest rates, funds, commodities and foreign currency.
<b>Subordinated liabilities</b>	Liabilities which, in the event of insolvency or liquidation of the issuer, are subordinated to the claims of depositors and other creditors of the
<b>Sub-prime</b>	Loans to borrowers typically having weakened credit histories that include payment delinquencies and potentially more severe problems such as court judgements and bankruptcies. They may also display reduced repayment capacity as measured by credit scores, high debt-to-income ratios, or other criteria indicating heightened risk of default.
<b>Supranational</b>	An international organisation where member states transcend national boundaries or interests to share in decision-making and vote on issues relating to the organisation's geographical focus.
<b>Standard Variable Rate (SVR)</b>	A mortgage product managed by Santander and not directly linked to the Bank of England base rate.
<b>Term Funding Scheme with additional incentives for SMEs (TFSME)</b>	The TFSME allows eligible banks and building societies to access four-year funding at rates very close to Bank Rate.
<b>Tier 1 capital</b>	A measure of a bank's financial strength defined by the PRA. It captures Core Tier 1 capital plus other Tier 1 securities in issue but is subject to a deduction in respect of material holdings in financial companies.
<b>Tier 2 capital</b>	Defined by the PRA. Broadly, it includes qualifying subordinated debt and other Tier 2 securities in issue, eligible collective impairment allowances, unrealised available for sale equity gains and revaluation reserves. It is subject to deductions relating to the excess of expected loss over regulatory impairment allowance, securitisation positions and material holdings in financial companies.
<b>Top 10 company to work for</b>	In line with Banco Santander's aspiration, we will aim to achieve the accreditation of a Top 10 company to work for, as measured by an industry-wide benchmarking survey, over the medium-term.
<b>Total loss absorbing capacity (TLAC)</b>	An international standard for TLAC issued by the Financial Stability Board, which requires global systemically important banks (G-SIBs) to have sufficient loss-absorbing and recapitalisation capacity available in resolution, to minimise impacts on financial stability, maintain the continuity of critical functions and avoid requiring taxpayer support.
<b>Total wholesale funding</b>	Comprises the sum of all outstanding debt securities, structured issuance (including firm financing repurchase agreements), subordinated debt and capital issuance, TFS and noncustomer deposits. Total wholesale funding excludes any collateral received as part of the FLS.
<b>Trading book</b>	Positions in financial instruments held either with trading intent or in order to hedge other elements of the trading book, which must be free of restrictive covenants on their tradability or ability to be hedged.
<b>Unencumbered assets</b>	Assets on our balance sheet not used to secure liabilities or otherwise pledged.
<b>UK leverage ratio</b>	CRD IV end-point Tier 1 capital divided by exposures as defined by the European Commission Delegated Regulation 2015/62 of October 2014. In July 2016, the definition was amended to exclude from the calculation for total exposure those assets held against central banks that are matched by deposits in the same currency and of equal or longer maturity. This is a key prudential regulatory measure which provides useful information to investors.
<b>Value at Risk (VaR)</b>	An estimate of the potential loss which might arise from market movements under normal market conditions, if the current positions were to be held unchanged for one business day, measured to a confidence level.
<b>Wholesale funding with a residual maturity of less than one year</b>	Wholesale funding which has a residual maturity of less than one year at the balance sheet date.
<b>Write-down</b>	After an advance has been identified as impaired and is subject to an impairment allowance, the stage may be reached whereby it is concluded that there is no realistic prospect of further recovery. Write-downs will occur when, and to the extent that, the whole or part of a debt is considered irrecoverable.



# Disclosure pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, which added Section 13(r) to the Securities Exchange Act of 1934, as amended (the Exchange Act), an issuer is required to disclose in its annual or quarterly reports, as applicable, whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with individuals or entities designated pursuant to certain Executive Orders. Disclosure is generally required even where the activities, transactions or dealings were conducted in compliance with applicable law.

The following activities are disclosed in response to Section 13(r) with respect to the Santander UK group and its affiliates in the Banco Santander group. During the period covered by this report:

- (a) Santander UK holds seven blocked accounts for five customers that are currently designated by the US under the Specially Designated Global Terrorist (SDGT) sanctions programme. Revenues and profits generated by Santander UK on these accounts in the year ended 31 December 2023 were negligible relative to the overall profits of Banco Santander SA.
- (b) Santander Consumer Finance, SA holds through its Belgian branch seven blocked correspondent accounts for an Iranian bank that is currently designated by the US under the SDGT sanctions programme. The accounts have been blocked since 2008. No revenues or profits were generated by the Belgian branch on these accounts in the year ended 31 December 2023.
- (c) Santander Brasil holds three blocked accounts for three customers with domicile in Brazil designated by the US under the SDGT sanctions programme. Revenues and profits generated by Santander Brasil on these accounts in the year ended 31 December 2023 were negligible relative to the overall profits of Banco Santander SA.
- (d) The Banco Santander group also has certain legacy performance guarantees for the benefit of an Iranian bank that is currently designated by the US under the SDGT sanctions programme (stand-by letters of credit to guarantee the obligations – either under tender documents or under contracting agreements – of contractors who participated in public bids in Iran) that were in place prior to 27 April 2007.

In the aggregate, all of the transactions described above resulted in gross revenues and net profits in the year ended 31 December 2023 which were negligible relative to the overall revenues and profits of the Banco Santander group. The Banco Santander group has undertaken significant steps to withdraw from the Iranian market such as closing its representative office in Iran and ceasing all banking activities therein, including correspondent relationships, deposit taking from Iranian entities and issuing export letters of credit, except for the legacy transactions described above. The Banco Santander group is not contractually permitted to cancel these arrangements without either (i) paying the guaranteed amount (in the case of the performance guarantees), or (ii) forfeiting the outstanding amounts due to it (in the case of the export credits). As such, Banco Santander group intends to continue to provide the guarantees and hold these assets in accordance with company policy and applicable laws.

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\* Not required for an Annual Report.

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## Exhibits<sup>1</sup>

1.1	<a href="#">Articles of Association</a>
2.1	<a href="#">Description of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934</a>
8.1	<a href="#">List of Subsidiaries - the list of subsidiaries that are consolidated can be found in 'Subsidiaries and related undertakings' in the Shareholder information section of the Form 20-F. Details of subsidiaries that are not consolidated can be found in Note 19 'Interests in other entities' in the Financial Statements section of the Form 20-F.</a>
12.1	<a href="#">CEO Certificate pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
12.2	<a href="#">CFO Certificate pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
13.1	<a href="#">Certificate pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
15.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
97.1	<a href="#">Policy for the Recovery of Erroneously Awarded Compensation</a>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
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101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

<sup>1</sup> Documents concerning Santander UK Group Holdings plc referred to in the 2023 Annual Report on Form 20-F may be inspected at 2 Triton Square, Regent's Place, London NW1 3AN, its principal executive offices and registered address.

# SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

SANTANDER UK GROUP HOLDINGS plc

By: /s/ Mike Regnier

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Mike Regnier

Chief Executive Officer

Dated: 5 March, 2024