

Santander UK Group Holdings plc

Investor Update Q1 2016 Results

April 2016

**Simple
Personal
Fair**

What a bank should be



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This presentation provides a summary of the unaudited business and financial trends for the three months ended 31 March 2016 for Santander UK Group Holdings plc and its subsidiaries (Santander UK), including its principal subsidiary Santander UK plc. Unless otherwise stated, references to Santander UK and other general statements refer to the business results of the same period in 2015.

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Santander UK is a frequent issuer in the debt capital markets and regularly meets with investors via formal roadshows and other ad hoc meetings. In line with Santander UK's usual practice, over the coming quarter it expects to meet with investors globally to discuss the updates and results contained in this presentation as well as other matters relating to Santander UK.

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Source: Santander UK Q1 2016 results Quarterly Management Statement for the three months ended 31 March 2016 or Santander UK Group Holdings Management Information (MI), unless otherwise stated. Santander has a standard listing of its ordinary shares on the London Stock Exchange and Santander UK plc continues to have its preference shares listed on the London Stock Exchange. Further information in relation to Santander UK can be found at: www.santander.co.uk/uk/about-santander-uk. Neither the content of Santander UK's website nor any website accessible by hyperlinks on Santander UK's website is incorporated in, or forms part of, this presentation.

Q1'16 results highlights

- Solid Q1'16 results with PBT of £532m, up 13% versus Q1'15 with strong business flows
- Growth in total retail current account balances of £3.6bn; continue to make net gains in the current account switcher market
- Banking NIM of 1.78%, impacted by continued asset margin pressure and SVR attrition
- Lending growth in all customer business segments; improved NPL ratio of 1.53%
- Good progress in Commercial Banking with deeper relationships driving growth in ancillary services
- Cost discipline has resulted in stable operating expenses for the last six quarters, with digitalisation and product simplification supporting operational efficiency
- Improved adjusted RoTE of 11.0%, CET 1 ratio of 11.6% and leverage ratio of 4.0%

2018 strategy creating value for all our stakeholders

1| Customer loyalty and market share growth

Customers

2| Operational and digital excellence

Shareholders

3| Consistent and growing profitability and a strong balance sheet

People

4| Live The Santander Way through our behaviours

Communities

5| Support communities through skills, knowledge and innovation

On track to deliver on our 2016-18 commitments

	FY'15	Q1'16	2018 target
Customers	Loyal retail customers	3.7 million	4.7 million
	Loyal SME and Corporate customers ¹	266,000	308,000
	Retail customer satisfaction ('FRS')	62.9%	Top 3
	Digital customers ¹	3.9 million	6.5 million
Shareholders	Return on tangible equity ('RoTE')	8.2%	12-14%
	Cost-to-income ratio ('CIR')	53%	< 50%
	CET 1 capital ratio	11.6% ³	c. 12%
	Non performing loan ('NPL') ratio	1.54%	< 1.50%
	Dividend payout ratio	50%	50%

For notes see Appendix 1 to the Santander UK Group Holdings plc Quarterly Management Statement for the three months ended 31 March 2016 . A glossary of the main terms used in the Quarterly Management Statement is available on our website at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary

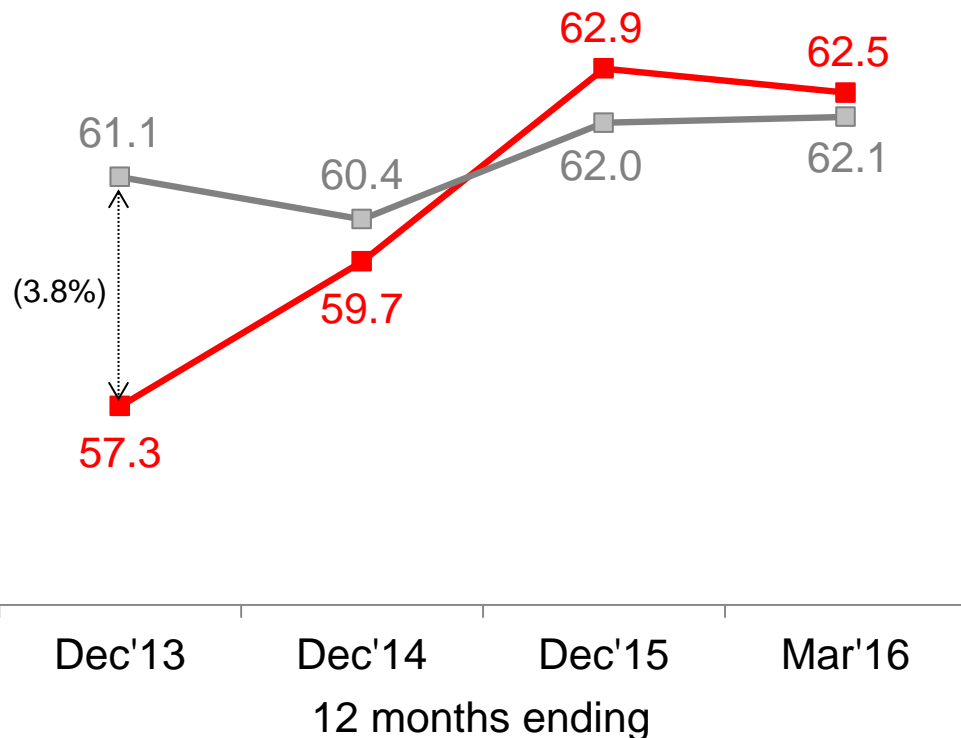
1. Including Business Banking customers | 2. Adjusted for the FSCS / UK Bank Levy phasing. Statutory RoTE was 12.5% | 3. 2015 CET 1 capital ratio excluding £450m PPI, including Plevin, provision charge would have been 11.9%

2016 outlook

- Expect the improving trend in UK lending growth seen in 2015 to continue
- Conscious of prevailing market volatility, uncertainty on policy interest rates and the UK/EU referendum
- Expect the Banking NIM for 2016 to decline further, from 1.80% at Q4'15 predicated on no change to the Bank of England base rate in 2016, increased lending market liquidity, competitive pressures on new asset margins and continued SVR attrition
- Offsetting net interest income pressure, we are confident we can drive fee income growth
- Expect net mortgage lending to grow in line with the market, with slightly slower decline in SVR mortgage balances.
- Building on the strong foundations, we are well positioned as the only full service scale challenger, to deliver on our refined strategy and continue to give value to customers

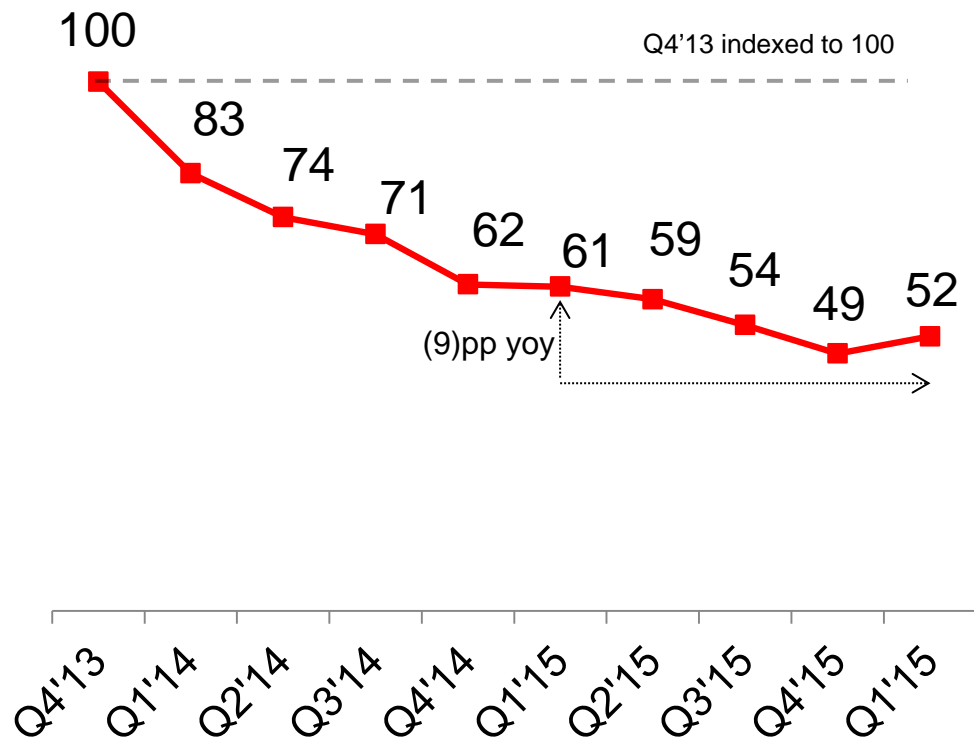
Continued improvement in retail customer experience

Retail customer satisfaction (%)¹



■ Santander UK ■ Average of 3 highest performing peers

Retail complaints received (indexed)²

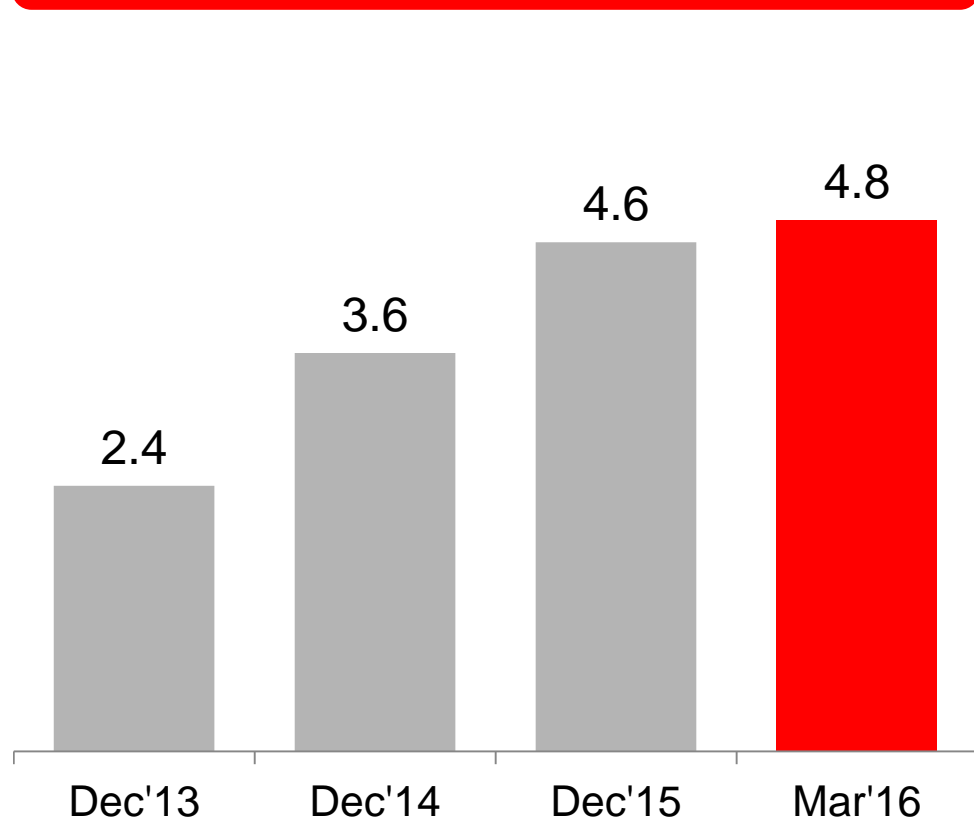


1. As measured by FRS. Refer to Appendix 1 in the Q1'16 Quarterly Management Statement for a full definition and glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary | 2. Source: Santander UK management information. All unique core complaints included. Those relating to legacy issues e.g. PPI and advice related complaints are not included

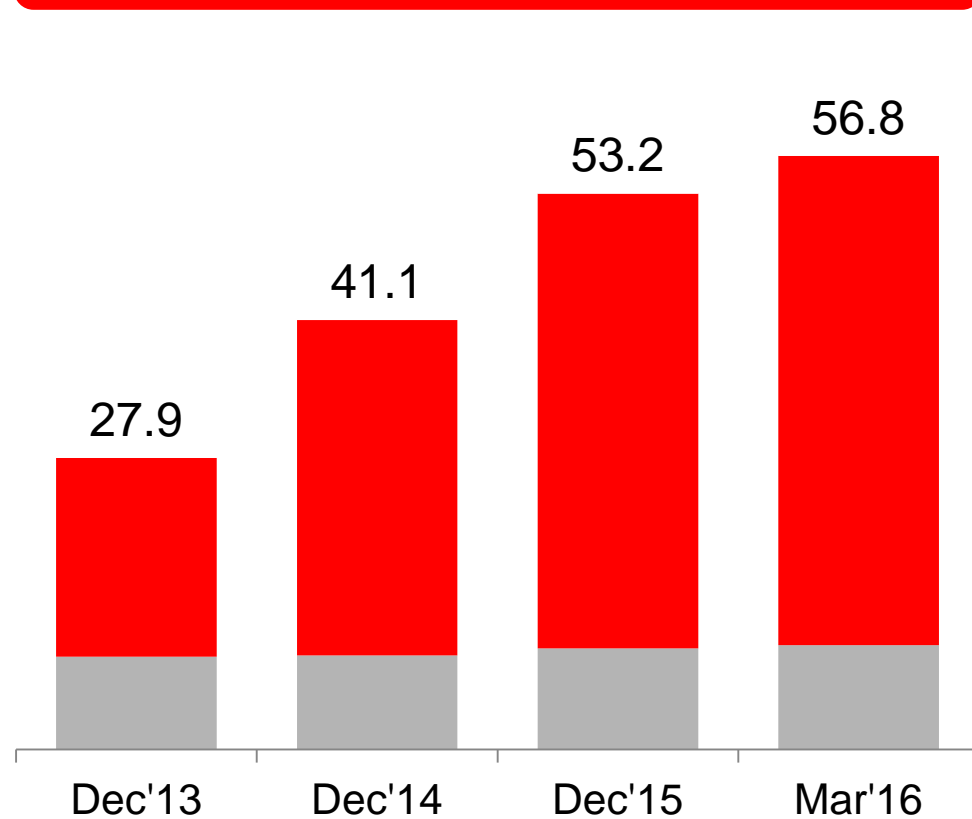


131,000 new 11213 World customers in Q1'16

11213 World customers (million)



Retail Banking current account balances (£bn)



of which 11213 Current Account balances (adult accounts only)

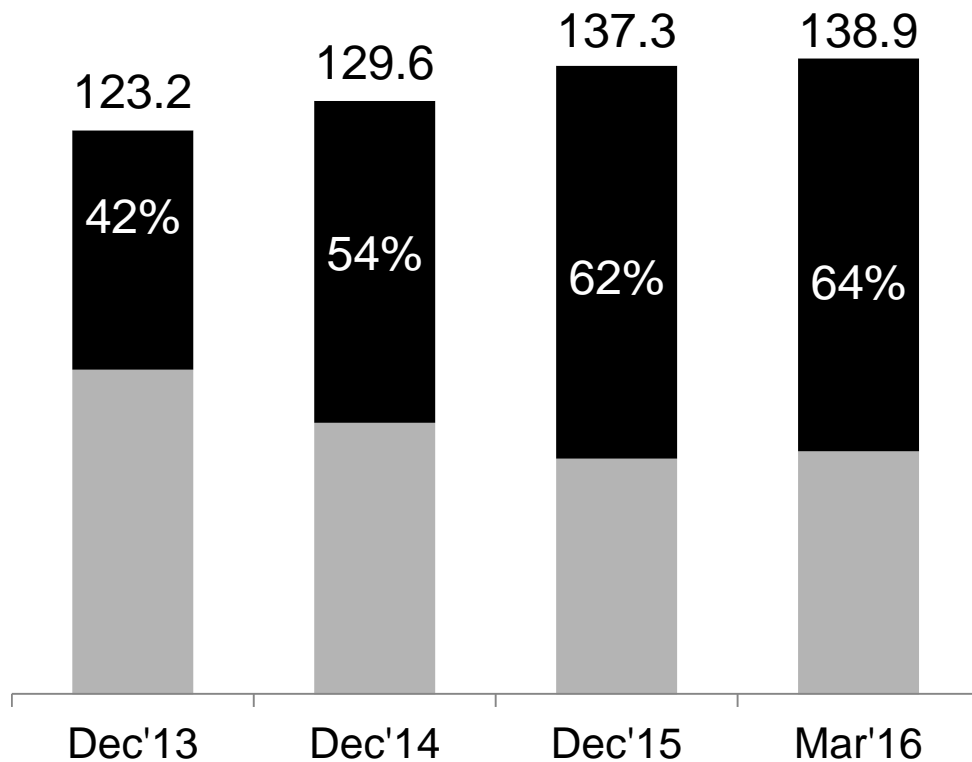
1I2I3 World is transforming our customer profile

	Non 1I2I3 Current Account	1I2I3 Current Account ¹	Main benefits of 1I2I3 Current Account
Loyal customers ²	23%	70%	▪ Deepening relationships; improved customer profile
Select and Affluent ³	6%	35%	▪ Improved liquidity stability; fee paying account
Products per customer	1.5	2.2	▪ Simple and transparent product
Ave. account balance ⁴	1.0x	5.3x	▪ Better savings mix; less rate sensitive money
Customer satisfaction ⁵	63%	77%	▪ More satisfied customers; high staff advocacy ⁶

1. Adult accounts only | 2. Loyal customers are primary current account customers (credit turnover >= £500 per month and at least two direct debits on the current account) who hold an additional product | 3. Refer to Appendix 1 in the Q1'16 Quarterly Management Statement for a full definition and glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary | 4. Average account balances are combined savings and banking liability balances | 5. GfK FRS Main Current Account Satisfaction, 12 months ending March 2016 | 6. Santander UK management information

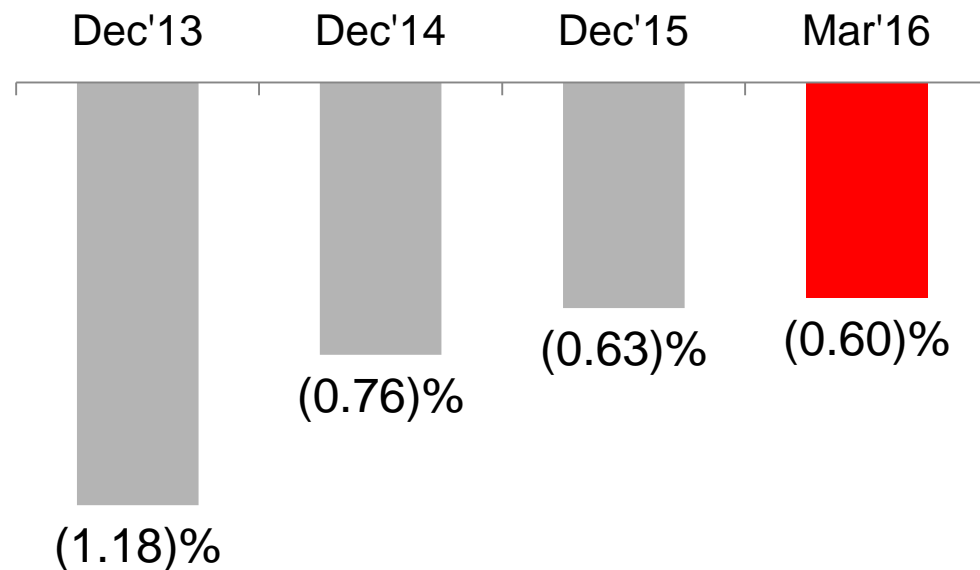
Improved retail customer primacy and liability spread

Retail Banking deposits (£bn)



■ Banking and savings balances of customers with a primary 11213 Current Account or other primary current account

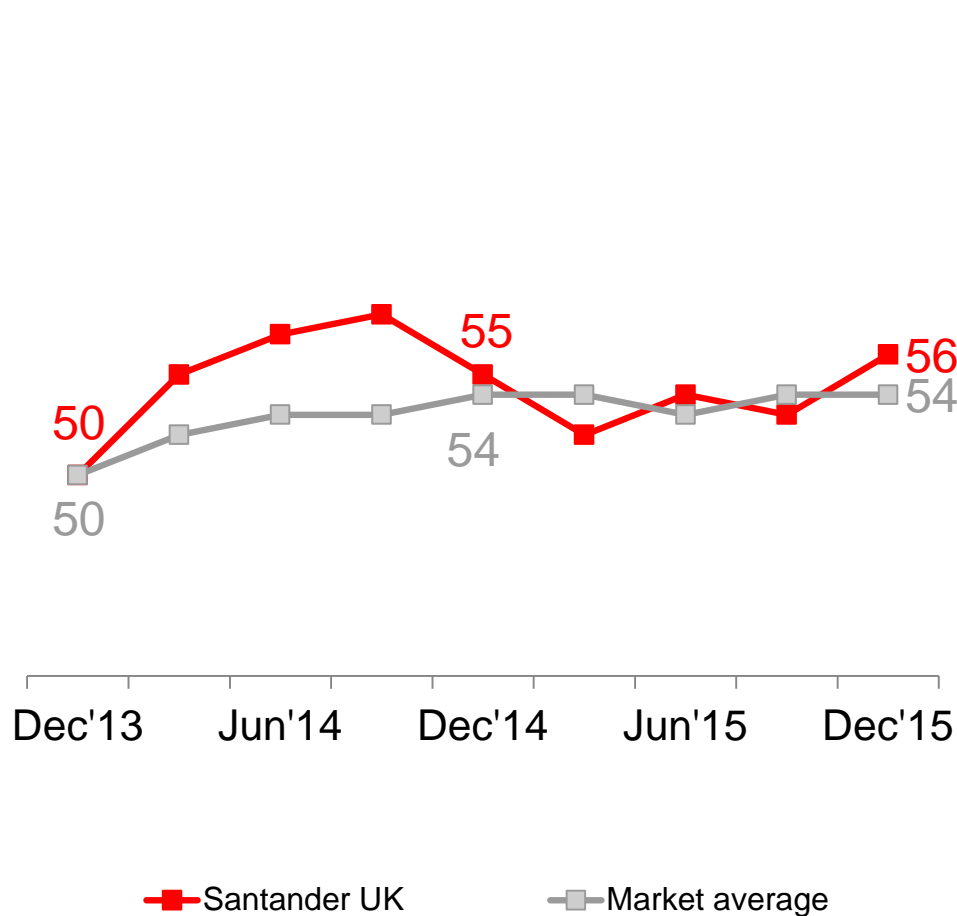
Retail Banking deposits spread (%)¹



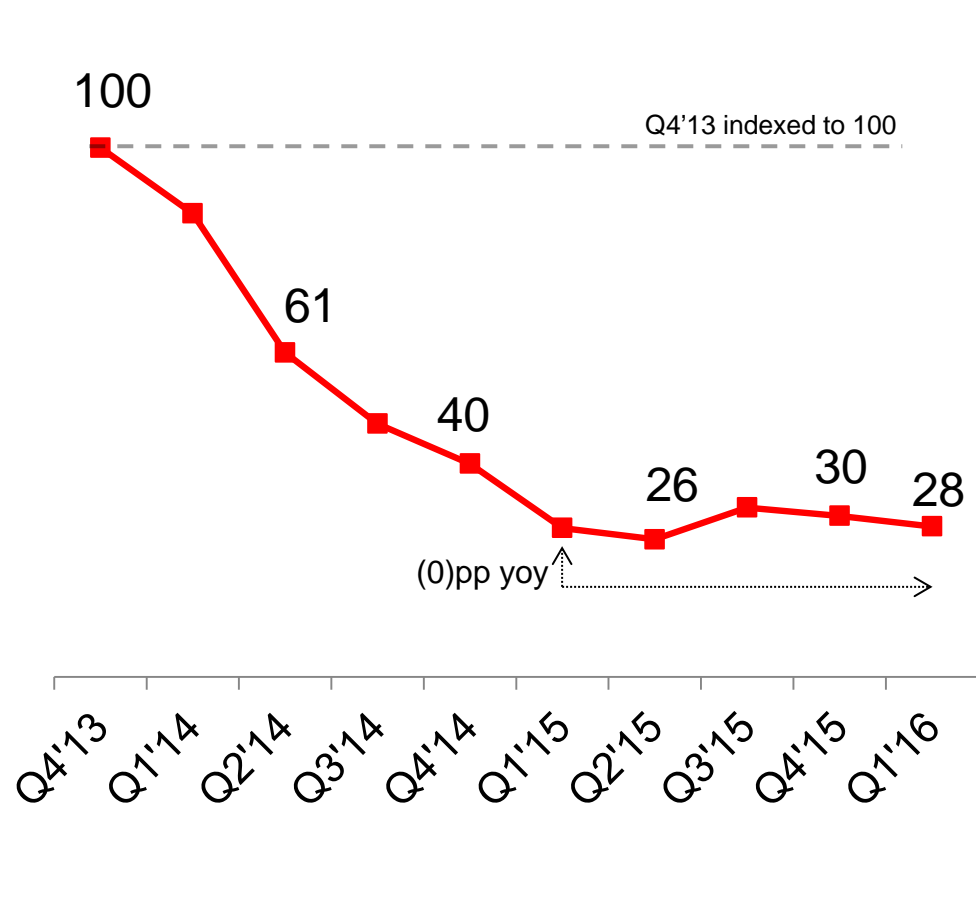
1. Retail Banking customer deposit spreads against the relevant swap rate or LIBOR. Retail Banking customer deposits include savings and bank accounts for personal and business banking customers, includes Jersey and Cater Allen

Improving corporate customer experience

Corporate customer satisfaction (%)¹



Corporate complaints received (indexed)²



1. Source: Charterhouse Business Banking Survey. Refer to Appendix 1 in the Q1'16 Quarterly Management Statement for a full definition and glossary at www.santander.co.uk/uk/about-santander-uk/investor-relations-glossary | 2. Source: Santander UK management information. Complaints relate to our commercial and corporate banking businesses



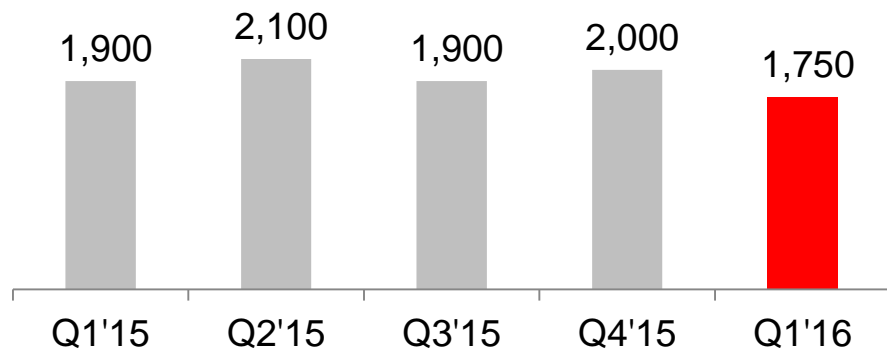
Utilising full service corporate and commercial offering

	Customers	Customer loans
SME > £250k - £50m	71,700	£13.5bn
Mid corporates > £50m - £500m	1,400	£7.7bn
Large corporates > £500m	340	£6.3bn

Expanded footprint to be closer to our customers

	2012	Q1'16
Relationship Managers	503	726
Corporate Business Centres	34	69

Commercial Banking bank account openings



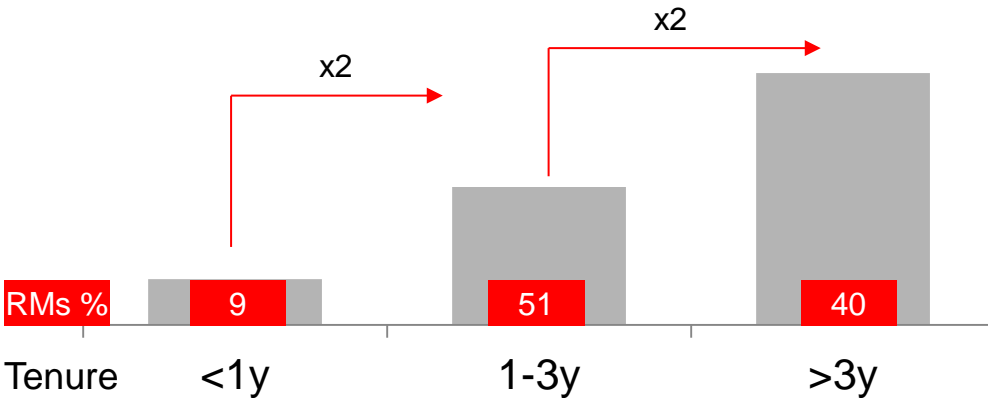
International expertise and differentiated offering

BREAK THROUGH



Growing portfolios and improving productivity

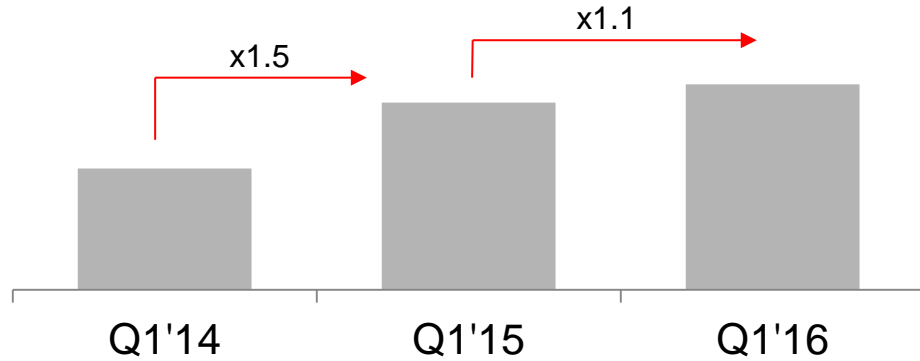
SME assets per Relationship Manager



Enhancing the customer value proposition

- RMs responsible for c.50 clients, a small portfolio which enables **better client service**
- Offering **international solutions** for development and management of clients businesses
- **Pioneering Breakthrough programme** continues to help UK SME's achieve their ambitions

Non asset income¹



Innovation in the SME Finance Sector



Best International Solution Provider



Best Business Current Account Provider

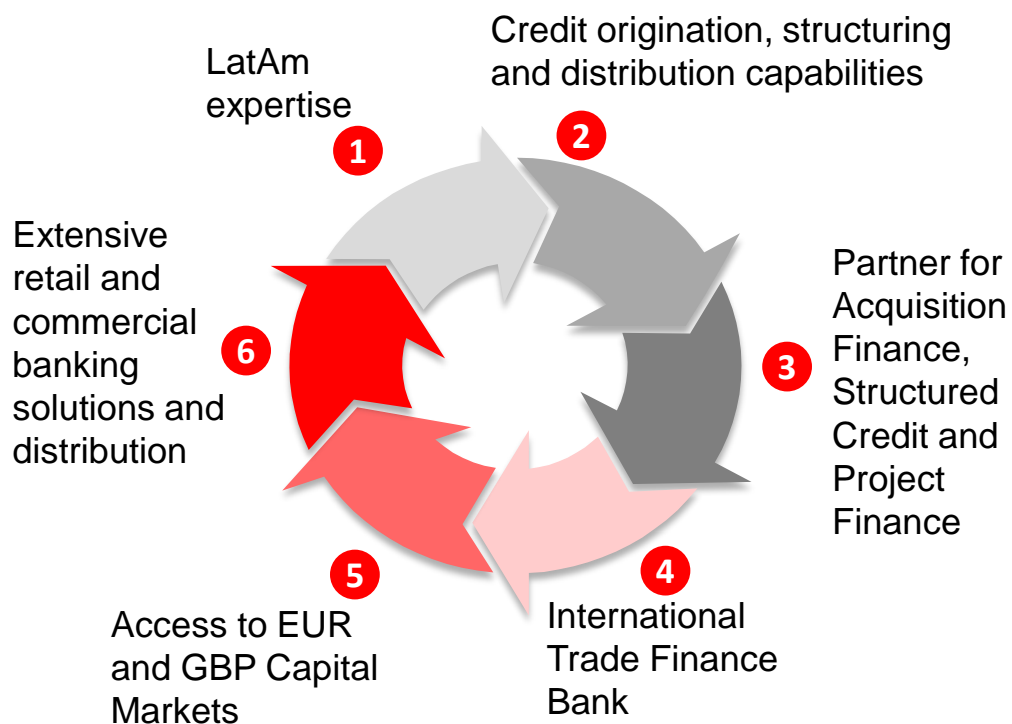


Business Bank of the Year

1. Includes SME and mid-corporate customers

Continued investment in the GCB UK franchise

Our competitive advantage



Our strategy and key actions

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

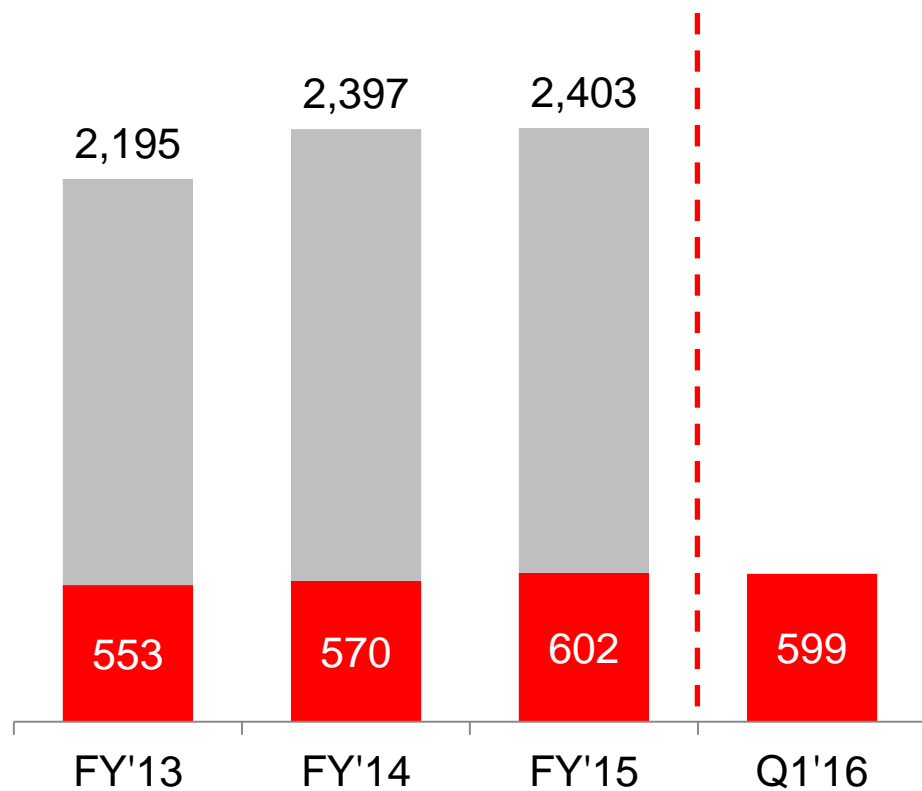
Strong credentials in chosen businesses

	2013	Q1'16
UK corporate bonds investment grade (£) ¹	#5	#4
UK housing associations bonds ²	#1	#2
UK syndicated loans MLA ¹	#6	#5
Arranger of UK renewable loans ³	#9	#5

1. Source: Dealogic, Ranking by Apportioned Amount | 2. Source: Dealogic and Santander UK. #2 as at 2015 as no housing association issuance in Q1'16 | 3. Source: Clean Energy and Santander UK

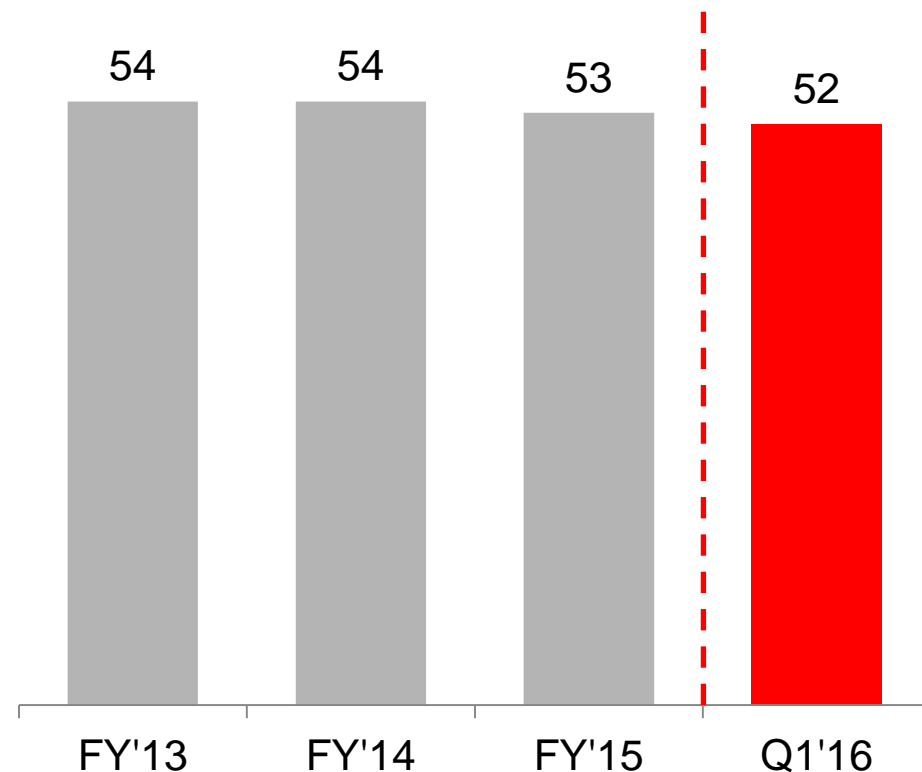
Operational efficiency absorbing ongoing investment

Operating expenses (£m)



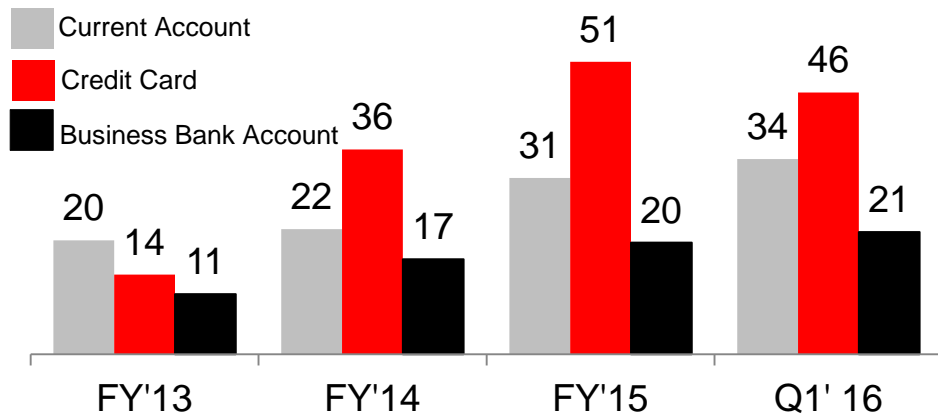
■ First quarter

Cost-to-income ratio (%)



Accelerating our digital transformation

Digital openings (% of total openings)



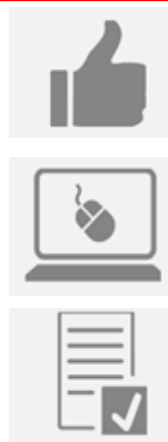
Impact of new digital functionality¹

- 1,400 new active mobile users every day
- Over 40% of mortgages retained online
- +36% business bank account online sales
- 1 in 3 bank accounts sold online

Save and retrieve online application

Future digital developments for account openings

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



Key digital developments for 2016

- First to introduce voice banking SmartBank app
- Link-up with Kabbage, an innovative SME lending platform
- Bringing new and innovative financial solutions partnering with best in industry start-ups, fintechs and technology providers

1. Digital volumes growth rates Q1'16 vs Q1'15

Six areas of focus for enhanced digital experience

Credentials



Auto issuance of credentials, **instant access/re-access** for customers

See



Customers can **see all products, balances and payments** in one place

Service



Customers can **self serve basic transactions** via increased digital functionality

Buy



Simple for customers to apply for a new account; streamlined processes delivering improved conversion

Mobile



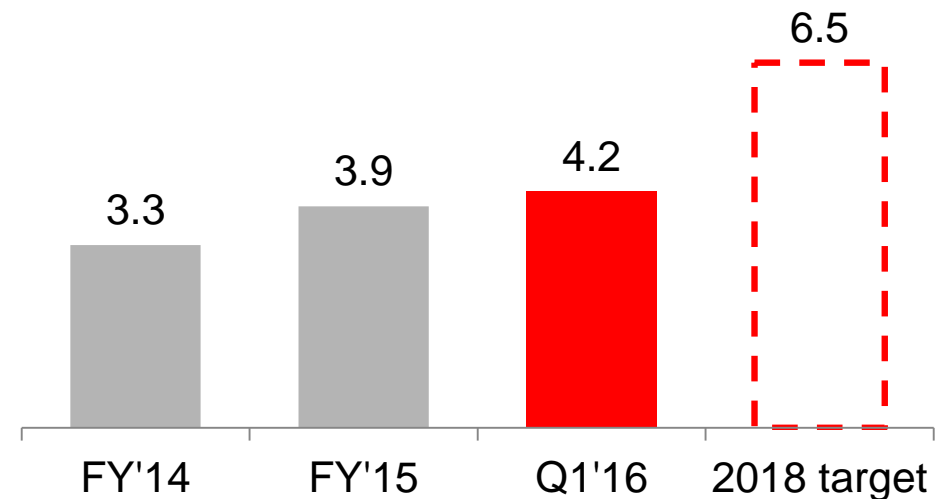
Customers have **access to a wider range of digital services** on the move

Analytics



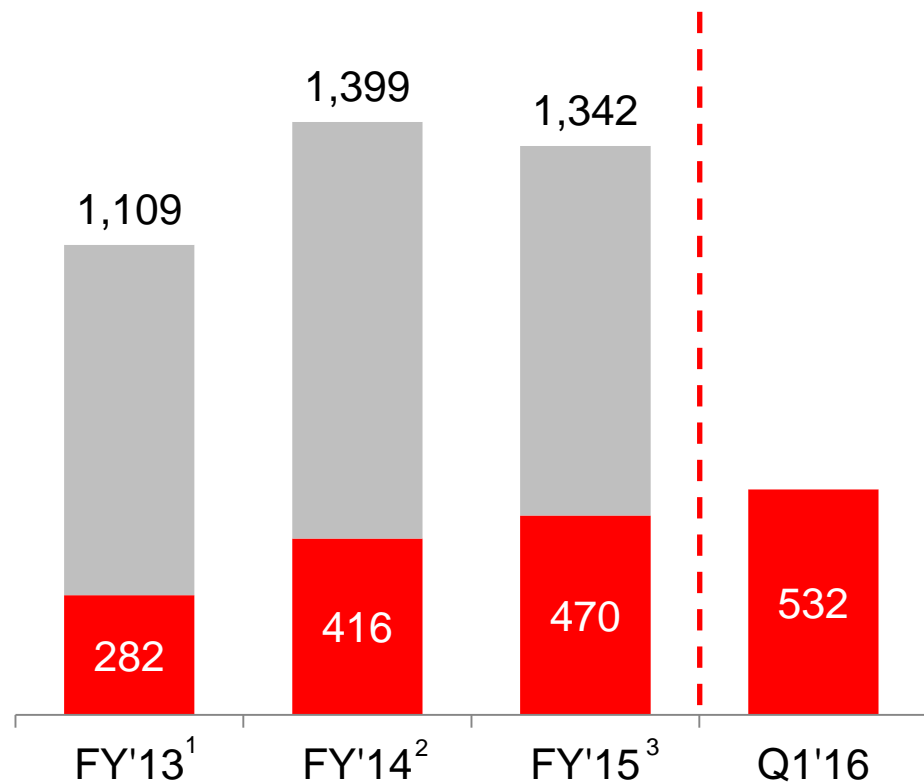
Improved analytics and insight to optimise the digital journey

Total digital customers¹ (m)

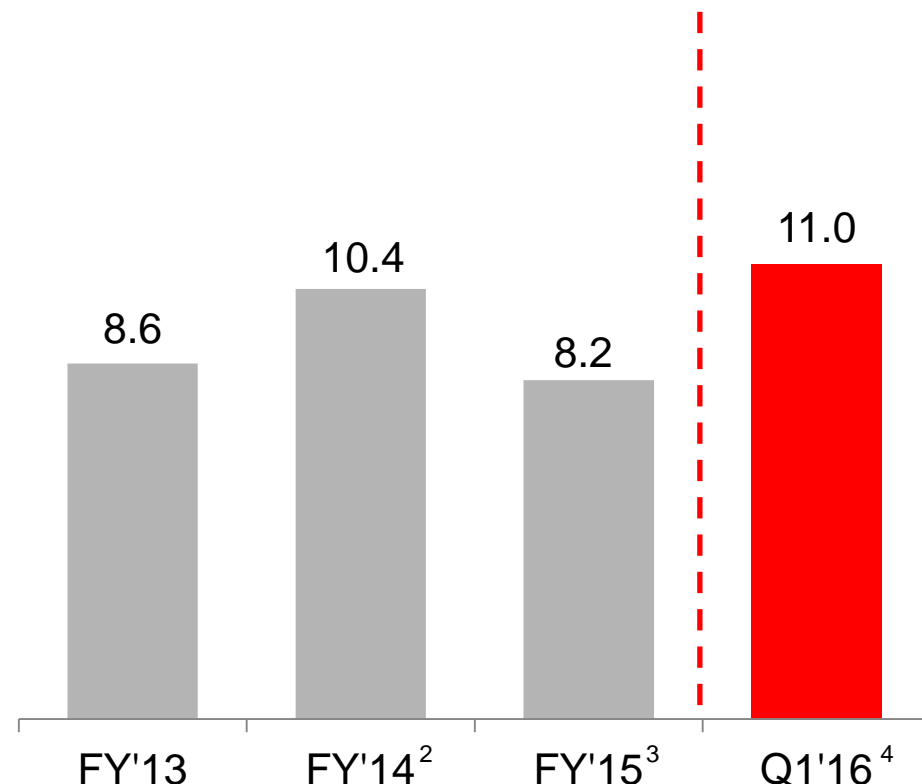


Consistently profitable, sustainable business

Profit before tax (£m)



Return on tangible equity ('RoTE') (%)

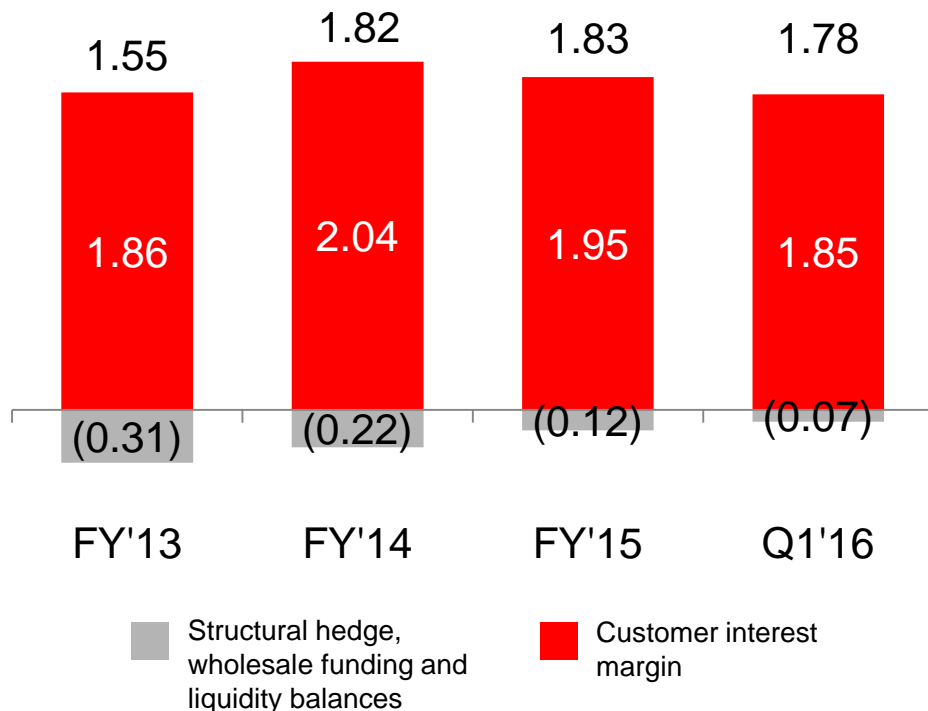


■ First quarter

1. Excludes discontinued operations | 2. 2014 PBT and 2014 RoTE excluding £95m PPI provision charge would have been £1,494m and 11.1% respectively | 3. 2015 PBT and 2015 RoTE excluding £450m PPI, including Plevin, provision charge would have been £1,792m and 12.0% respectively | 4. Adjusted RoTE of 11.0% is annualised and adjusted for the UK Bank Levy and FSCS phasing that in 2015 was £101m and £76m, respectively and for the biannual dividend payments. Statutory RoTE was 12.5%. See Appendix 1 in the Q1'16 Quarterly Management Statement

Margin under pressure from continued SVR attrition

Banking NIM¹ (%)



Banking NIM pressures

- Increased lending market liquidity
- Competitive pressures on new asset margins
- Continued SVR attrition

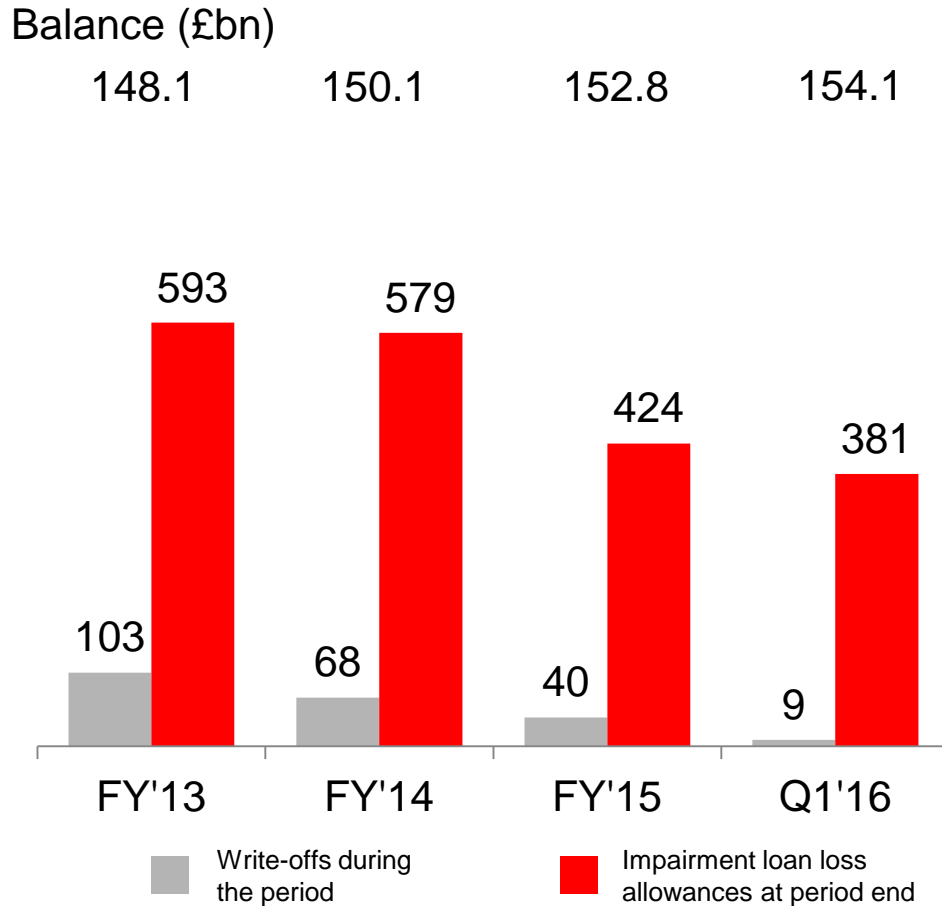
Offsetting net income pressure

- Opportunities across all customer business segments
- Full service commercial offering
- 1|2|3 Current Account and Credit Card fee changes
- International trade fees

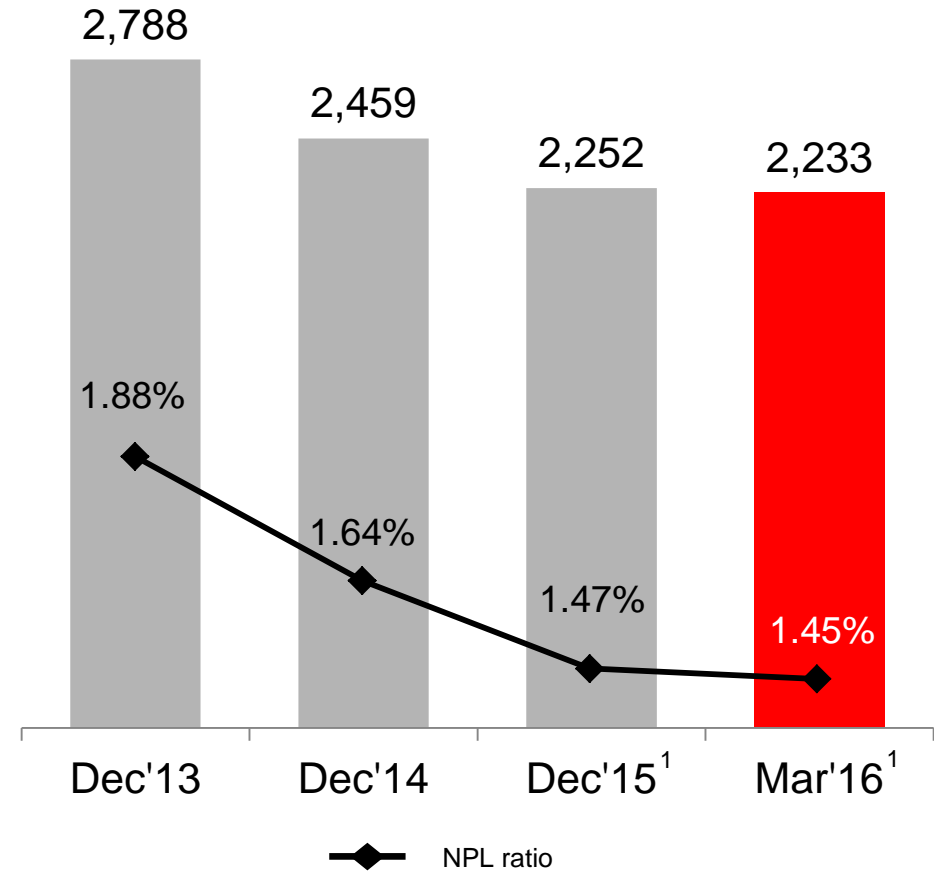
1. Banking NIM is calculated as annualised net interest income divided by average customer loans

Robust residential mortgage credit performance

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



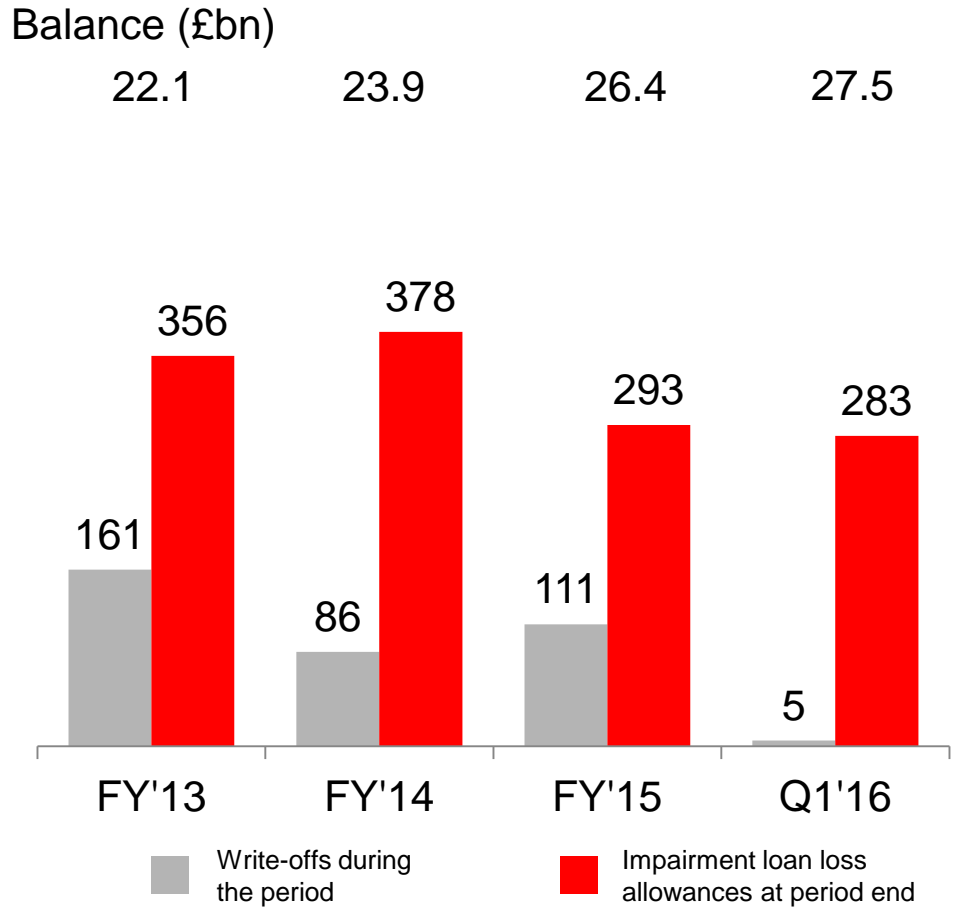
Mortgage NPLs (£m)



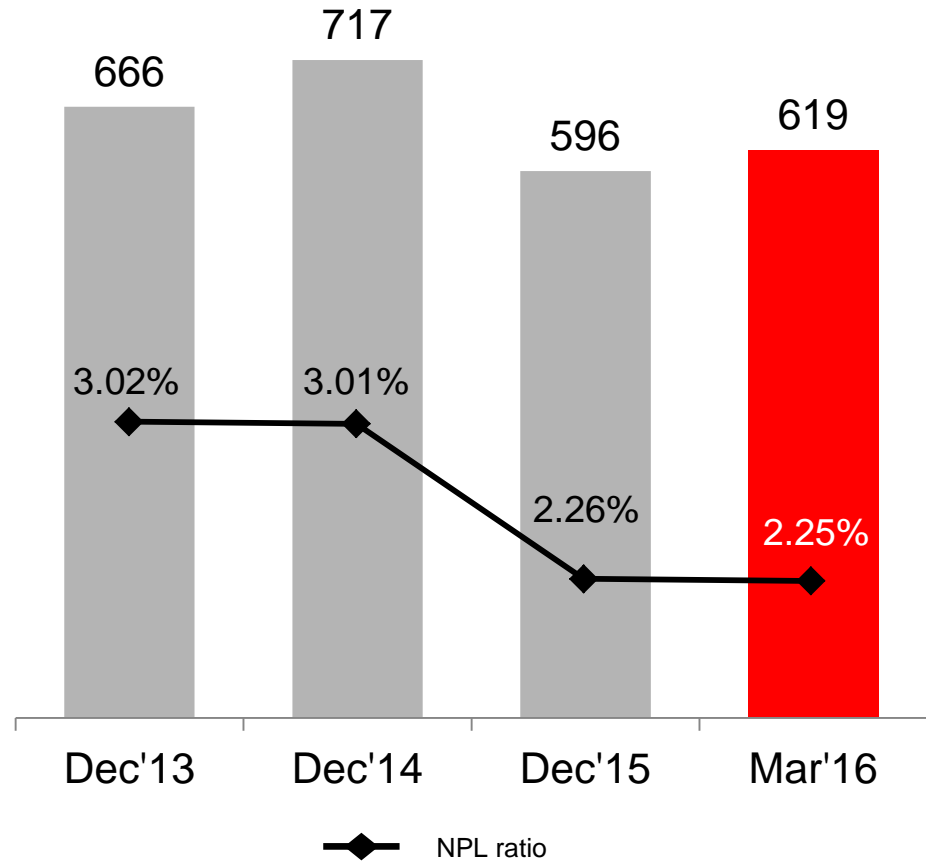
1. Residential mortgages NPL ratio for Dec'15 and Mar'16 includes PIPs. Prior periods have not been restated

Strong growth with prudent profile in corporate lending

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

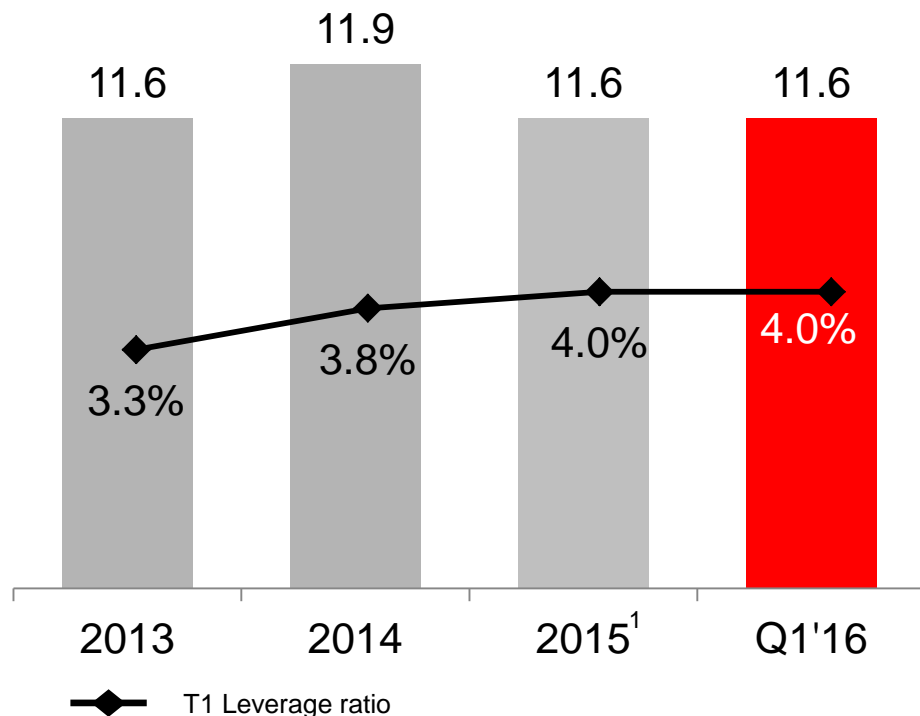


Corporate NPL (£m)

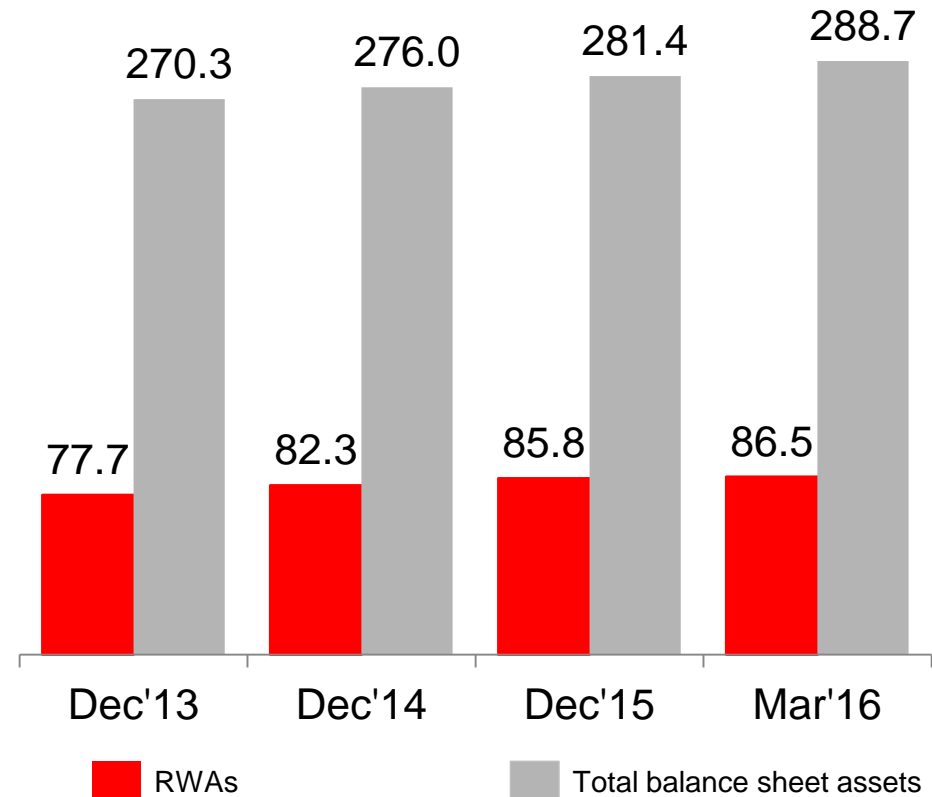


Maintaining capital and leverage levels

CET1 and leverage ratio (%)



Risk weighted assets and balance sheet assets (£bn)

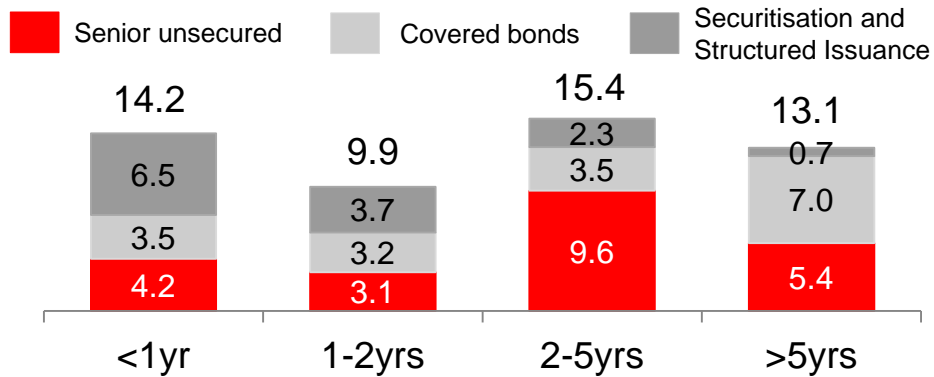


1. 2015 CET 1 capital ratio and PRA end point Tier 1 leverage ratio excluding £450m PPI, including Plevin, provision charge would have been 11.9% and 4.1%, respectively

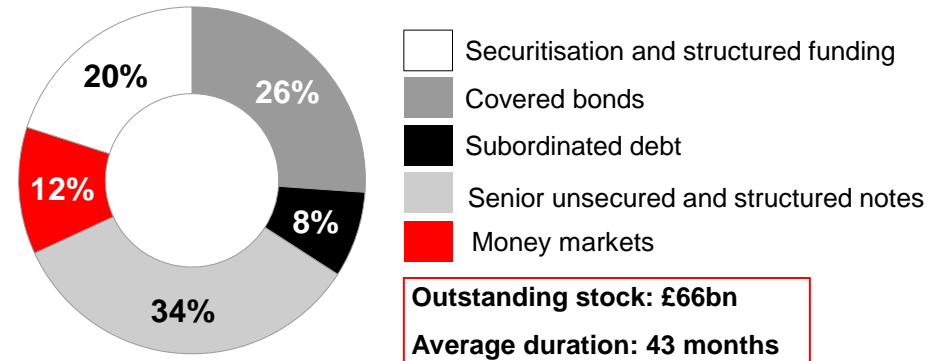
Fixed income information

Improved funding profile with reduced encumbrance

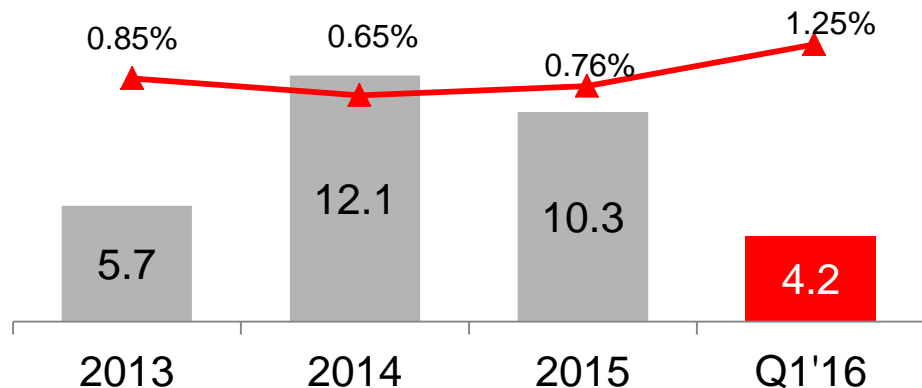
MTF maturities (£bn, Mar'16)



Wholesale funding stock (Mar'16)

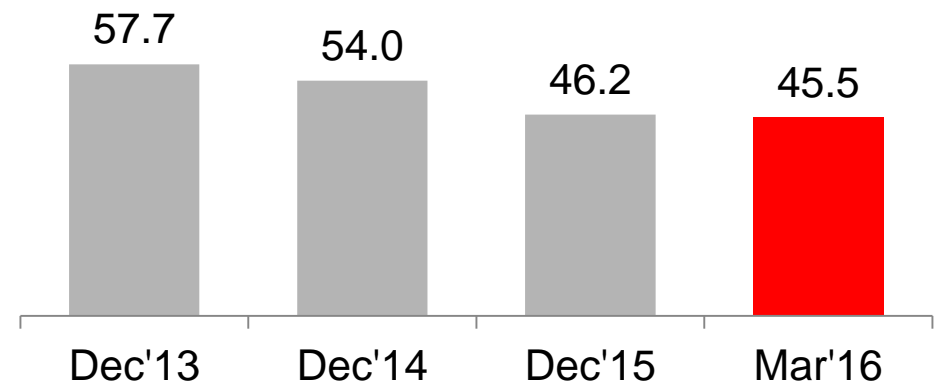


MTF issuance (£bn) and spread¹



▲ Weighted average spread of primary issuance above 3M LIBOR

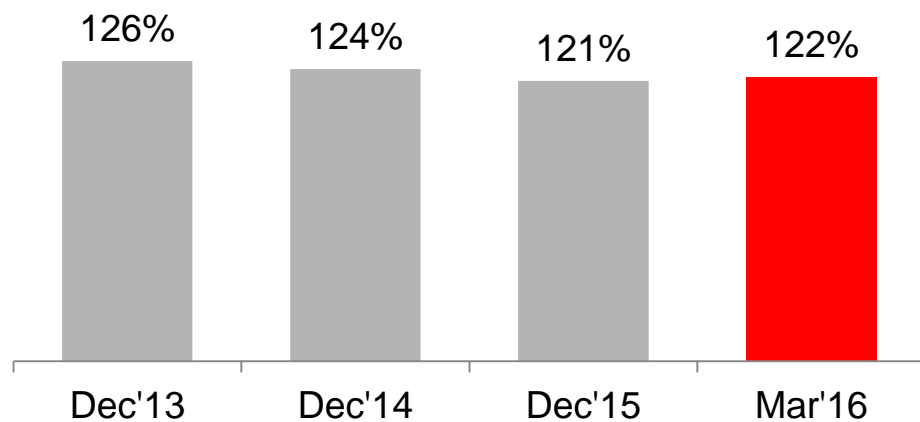
Medium term funding encumbrance² (£bn)



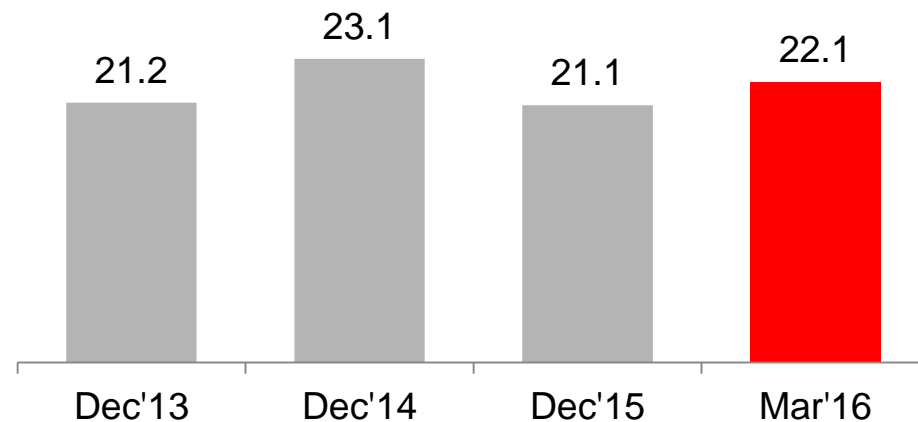
1. Weighted average spread at time of issuance above GBP 3M LIBOR | 2. Mortgage encumbrance includes all mortgages assigned to Fosse, Holmes, Langton and ANTS covered bond programmes

Optimised liquidity position

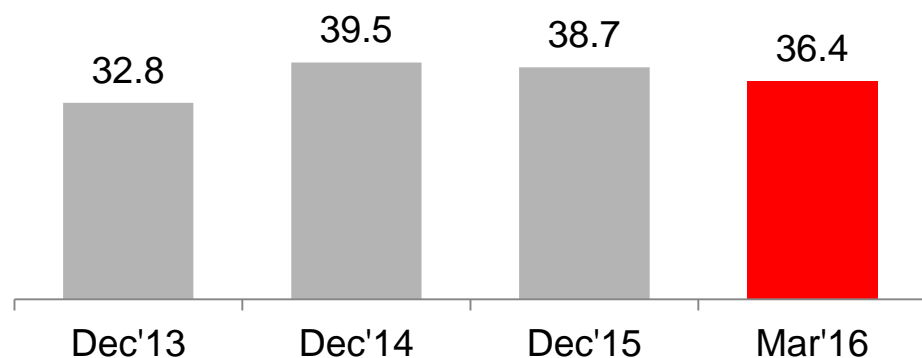
Loan-to-deposit ratio



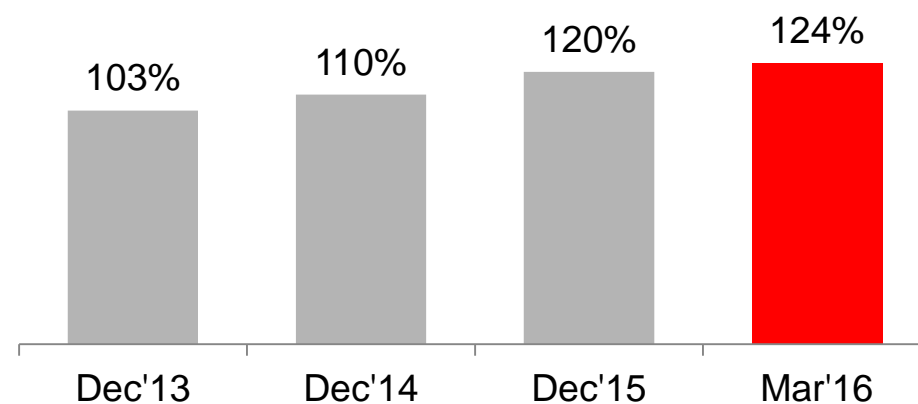
Wholesale funding with a residual maturity of less than 1 year (£bn)



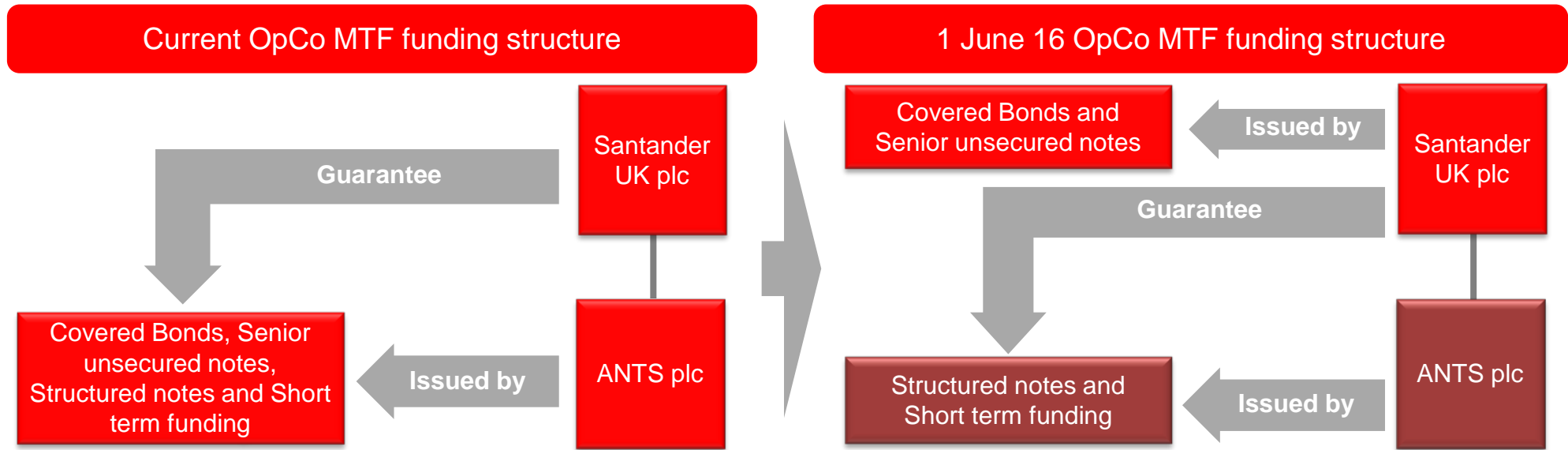
LCR eligible liquidity pool (£bn)



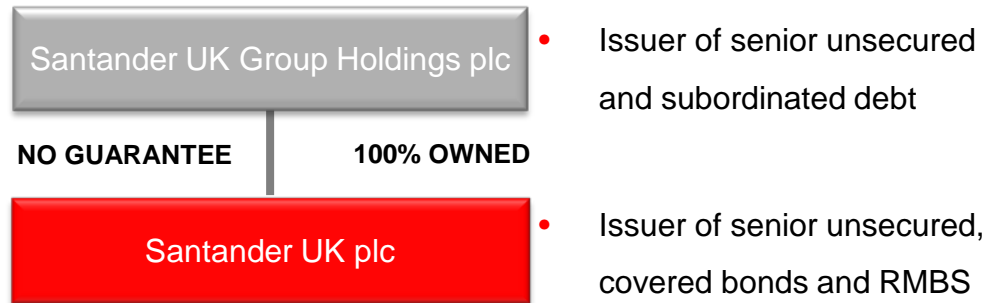
Liquidity coverage ratio ('LCR')



Medium term funding issuance model



MTF and Capital issuance model from 1 June 16

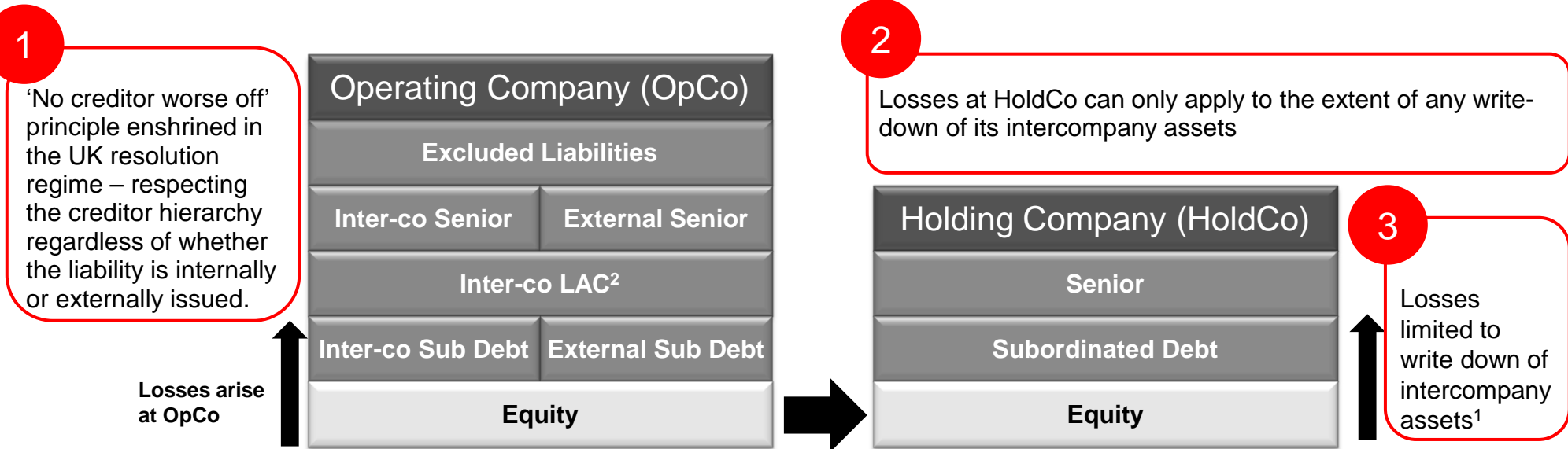


- As of 1 June 16, Santander UK plc will become the issuer in respect of the outstanding notes which were issued by ANTS under its wholesale funding programmes and some standalone securities¹
- Going forward Santander UK plc will be the Opco issuer in the Santander UK Group and will issue senior unsecured and covered bonds. Santander UK Group Holdings plc will be the issuer of subordinated debt and MREL / TLAC eligible senior unsecured debt

1. The Abbey National Treasury Services (ANTS) wholesale programme is: US \$30 billion Euro Medium Term Note Programme (EMTN), €35 billion Global Covered Bond Programme and its U.S. Registered Debt Shelf Programme. The standalone notes are: €60 million Guaranteed Step-Down Fixed / Inverse Floating Rate Notes due 2019 and £166,995,000 Zero Coupon Amortising Guaranteed Notes due 2038



UK resolution regime approach



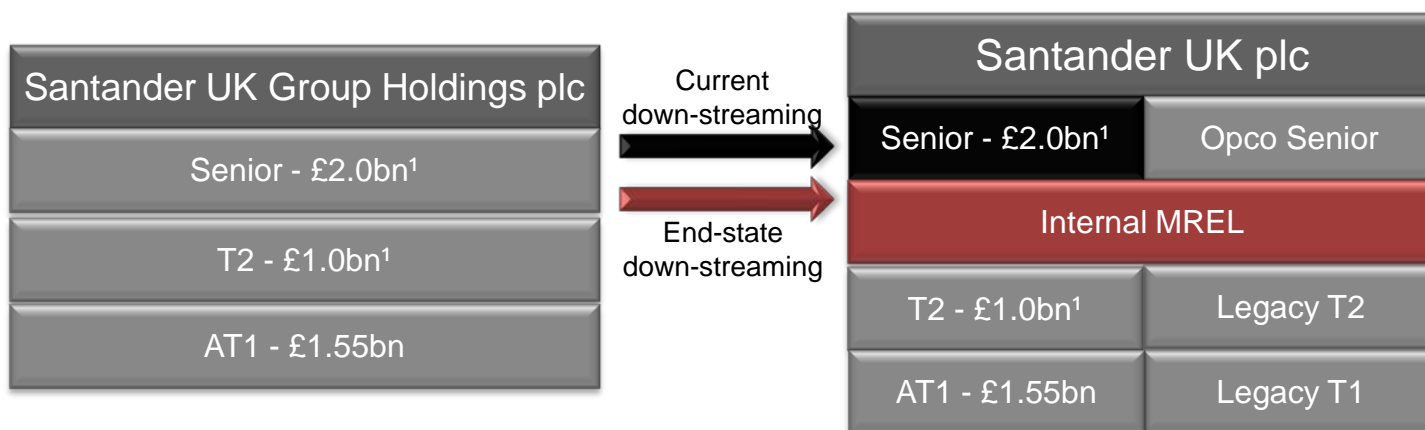
It is important that HoldCo investors understand the nature of the down-streaming arrangements. We are committed to providing transparent disclosure around how external Santander UK Group Holdings plc debt is down-streamed to Santander UK plc

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

Transparent HoldCo debt down-streaming model

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

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

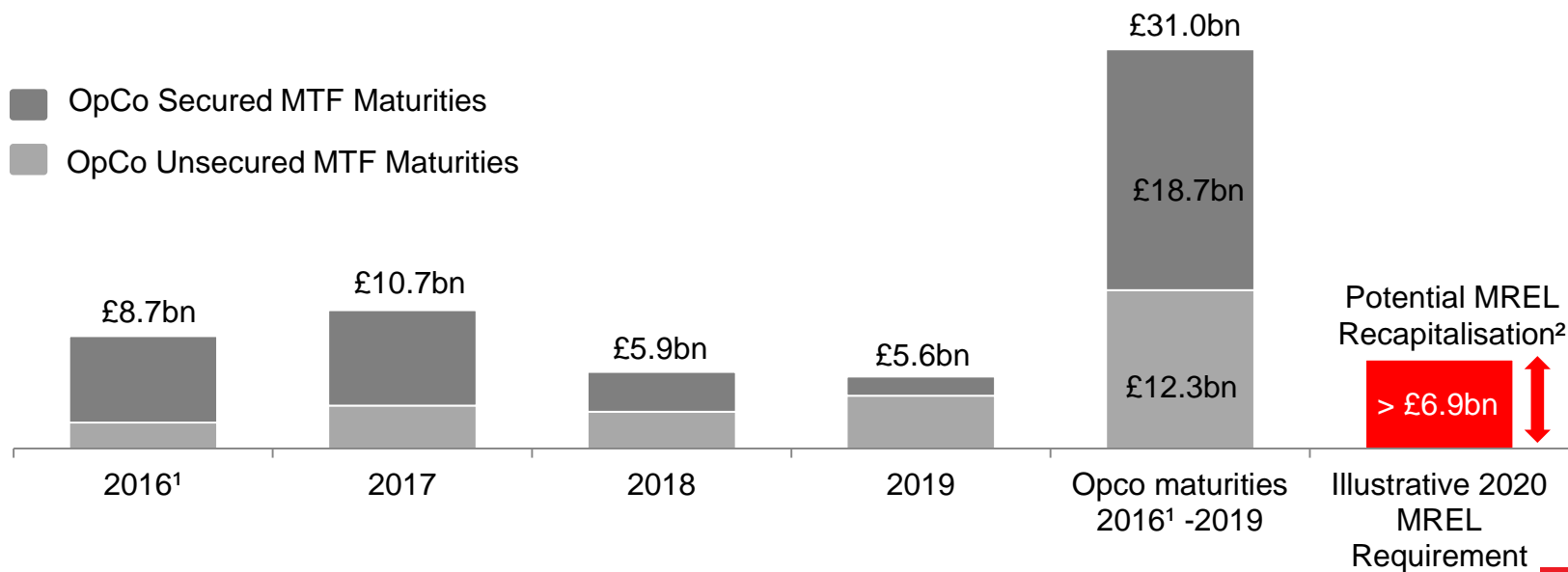


Currently all of our HoldCo debt is down-streamed into Santander UK plc ('OpCo') on an equivalent basis. Under the end-state MREL / TLAC regime HoldCo senior unsecured debt will be down-streamed in a form that is subordinated to OpCo senior unsecured debt but senior to subordinated capital instruments

Well placed to meet end-point MREL requirement

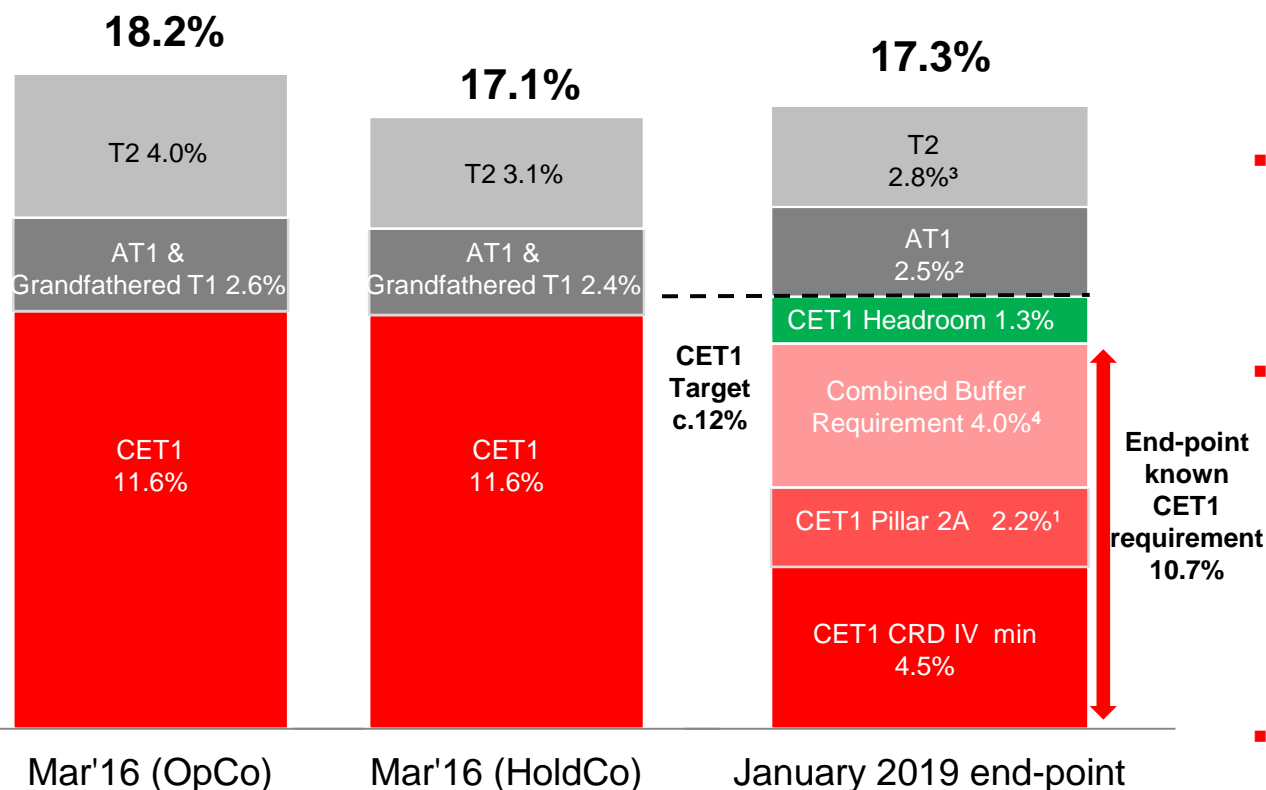
It is Santander UK's current intention to meet a portion of any regulatory loss absorbing capital requirement through issuance of senior unsecured debt from HoldCo which is down-streamed transparently in a regulatory LAC compliant form

- In Dec'15 the Bank of England released its consultation on the minimum requirement for own funds and eligible liabilities (MREL), the consultation suggests that MREL requirements over and above any regulatory capital minimum will be applicable from 1 January 2020
- Based on Santander UK's £86.5bn of RWAs at Mar'16, an 8% MREL recapitalisation amount would equal £6.9bn, our final MREL requirement is expected to be communicated to us later in 2016. The precise make up of the MREL stack will be dependent amongst other things on capital levels vs. capital requirements. MREL requirement will not be additive to wholesale funding requirements
- Our MREL requirement will be satisfied via a gradual refinancing of existing OpCo maturities into new HoldCo issuance



1. 2016 includes maturities post 31 March 2016 | 2. £6.9bn represents 8% of Santander UK's 31 March 2016 RWA

Well placed to meet end-point capital requirement



- HoldCo and OpCo total capital difference is driven by the recognition of minority interests
- 18.2% of RWAs is the total subordination available to senior OpCo bondholders
- The FPC has indicated that it judges the current level of capital in UK banking system to be near to appropriate levels, and expects the impact of the Basel Committee revisions to be offset by reductions in Pillar 2A capital levels for UK banks
- As at 31 December 2015, Santander Group Holdings plc had £4.2bn of distributable reserves

1. Santander UK's Pillar 2A requirement was 4.0% as at 1 January 2016, Pillar 2A guidance is a point in time assessment | 2. Current minimum AT1 regulatory requirement is Pillar 1 1.5% and Pillar 2A 0.8%, however Santander UK expects to issue up to its leverage ratio eligible amount which is currently equal to 2.5% of RWA | 3. Current minimum T2 requirement is Pillar 1 2.0% and Pillar 2A 1.0%, however 0.2% of the T2 requirement will be satisfied from 0.2% of the 2.5% AT1 issuance | 4. Combined Buffer Requirement of 4% is made up of a 2.5% capital conservation buffer, a 1% systemic risk buffer (note this applicable from 2019 for the ring-fence bank) and a 0.5% countercyclical buffer applicable from March 2017

Credit ratings – April 2016

		S&P	Moody's	Fitch
Santander UK Group Holdings plc	Senior Unsecured	BBB	Baa1	A
	Tier 2	BB+	Baa1	A-
	Additional Tier 1	B+	Ba2	BB+
	Outlook	stable	stable	positive
Santander UK plc	Senior Unsecured	A	A1	A
	Short-term	A-1	P-1	F-1
	Outlook	stable	positive	positive
	Standalone rating	bbb+	a3	baa1

Notable recent developments

- Apr'16: Moody's improved the outlook on the San UK plc rating from 'stable' to 'positive' and upgraded the bank's long term deposit rating to Aa3 from A1
- Jan'16: S&P rating improved the outlook on the San UK plc rating from 'negative' to 'stable', following the successful senior unsecured debt issuances

Other information

Well positioned as the only full service scale challenger

Unique position with meaningful scale and opportunity...

...a full-service retail and commercial bank...

...successfully challenging the big banks



Retail Banking

853 branches

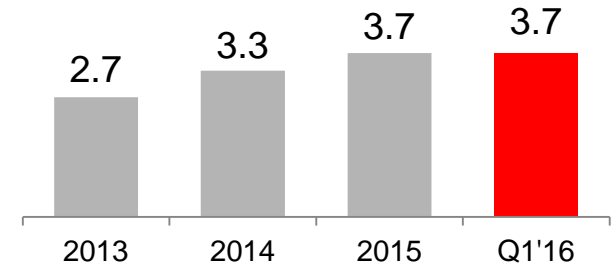
c.80% market coverage

Commercial Banking

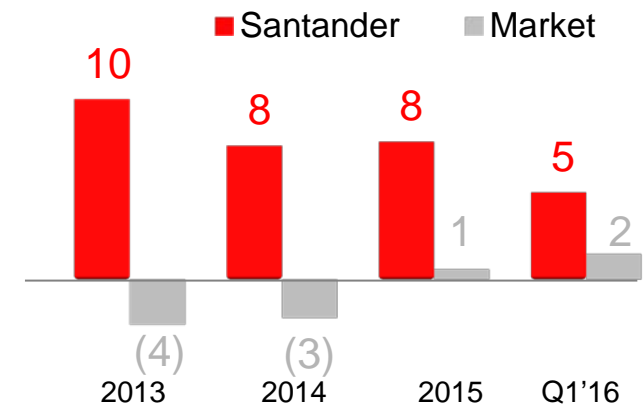
69 Corporate Business Centres

726 Relationship Managers

Loyal retail customers



SME lending¹ (% YoY growth)



14m active customers

£138.9bn retail liabilities

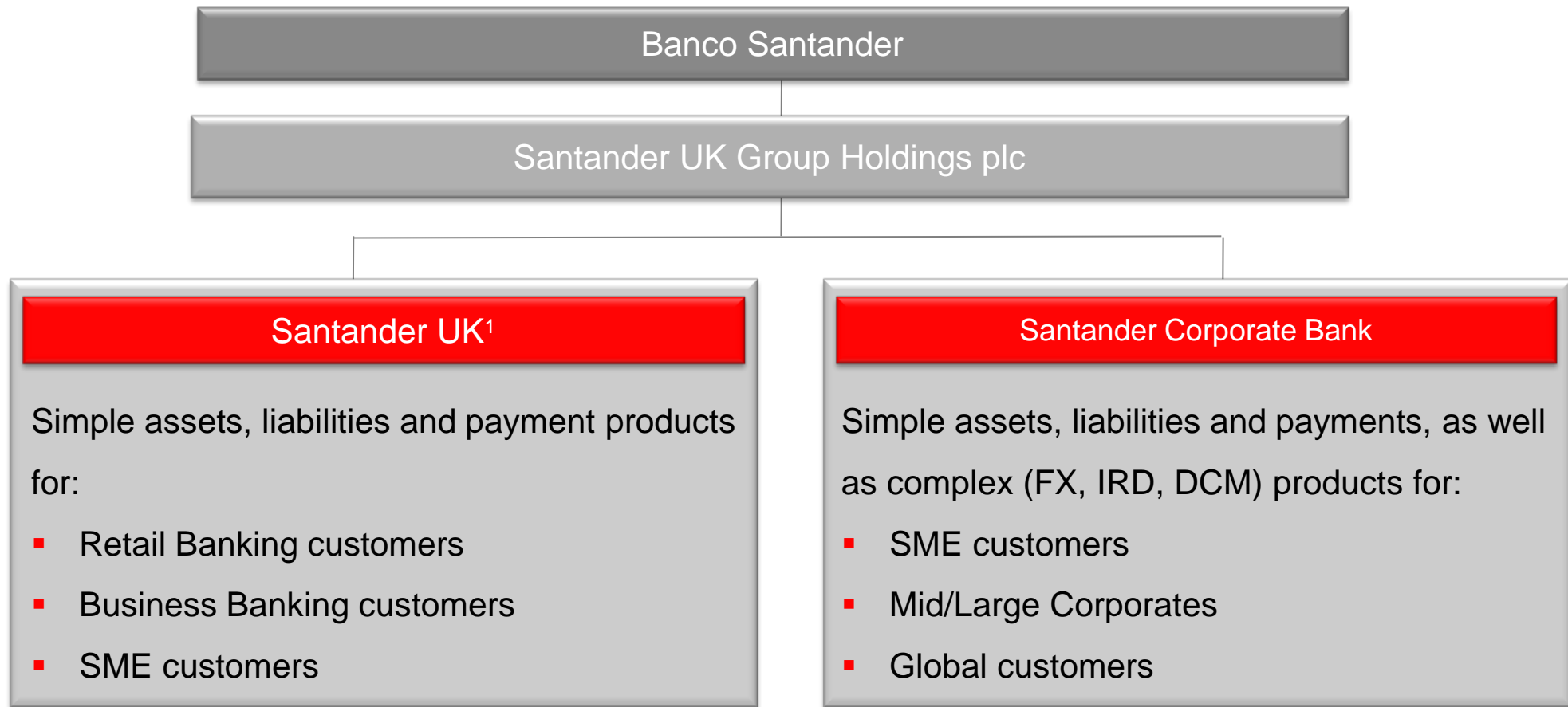
£154.1bn mortgages

£27.5bn corporate assets



1. Source market: Bank of England (February 2016), Q1'16 vs Q1'15

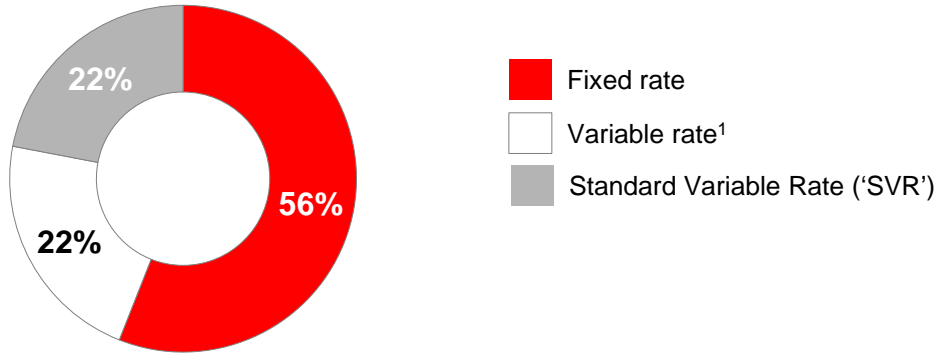
Our proposed ring-fencing business model



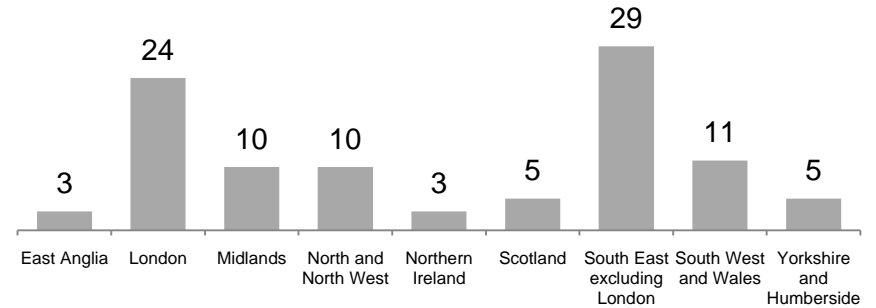
A retail and small business bank and a dedicated corporate bank will meet the distinct needs of the differing segments of our customer base

Prime residential mortgage book of £154.1bn

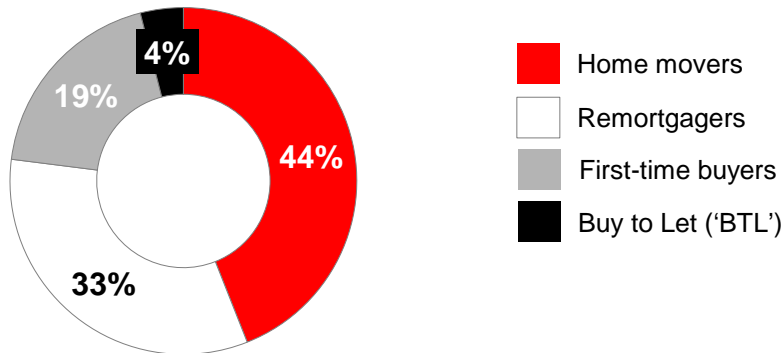
Mortgage product profile (stock, Mar'16)



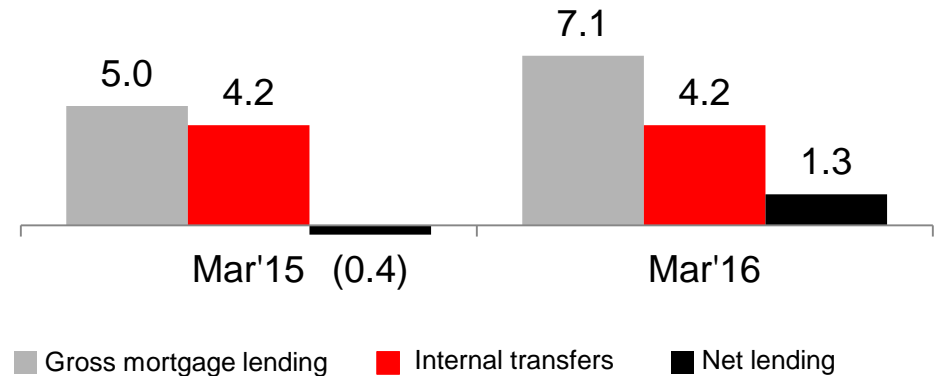
Geographical distribution (stock %, Mar'16)



Mortgage borrower profile (stock, Mar'16)



Mortgage lending (£bn)



36% interest only mortgages (Dec'14: 38%)²

c. 80% of refinancing customers retained³

1. Variable rate includes tracker and base rate linked products | 2. Full interest only loans and the element of part-and-part attribution to interest only balances | 3. Refer to Appendix 1 in the Q1'16 Quarterly Management Statement for a full definition

Consistently prudent mortgage lending criteria

Mortgage loan distribution

Dec'15

Mar'16

Loan size distribution (stock)

Less than £0.25m	75.0%	73.8%
£0.25m - £0.5m	19.0%	19.7%
£0.5m - £1m	5.2%	5.6%
£1m - £2m	0.7%	0.8%
Over £2m	0.1%	0.1%

Average loan size distribution (new business)

London and South East	£248k	£266k
Rest of UK	£136k	£141k
All UK	£186k	£202k

Loan-to-income multiple¹ 3.10 3.12

Loan to value ('LTV')

Dec'15

Mar'16

Simple average LTV²

new lending	65%	65%
stock	45%	45%

Indexed LTV distribution (stock)

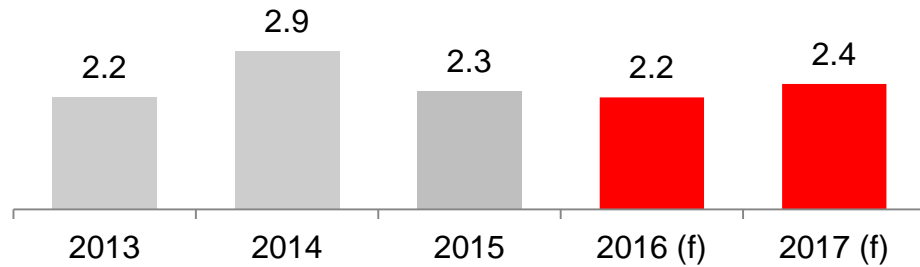
> 85% - 100%	6%	5%
> 100%	2%	2%

New lending % with LTV > 85% 16% 15%

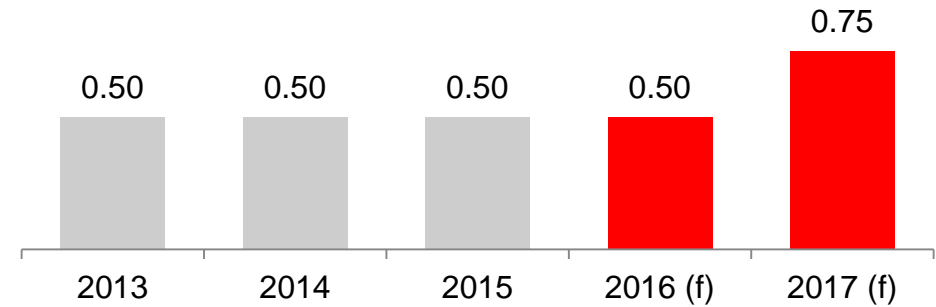
5,700 first-time buyers (£0.9bn gross lending)
5,300 BTL mortgages (average LTV of 71%)

Continued growth of UK economy

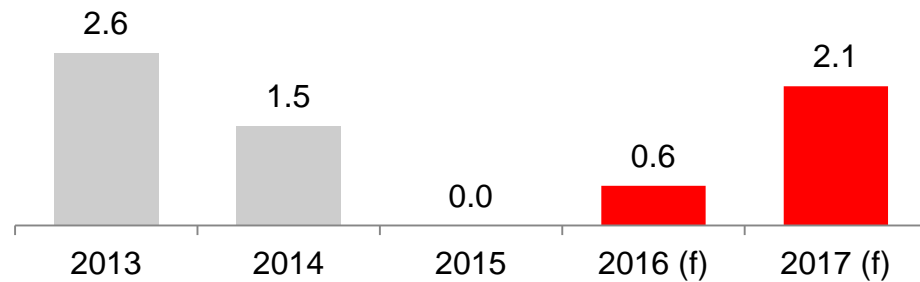
Annual GDP¹ growth (% , annual average)



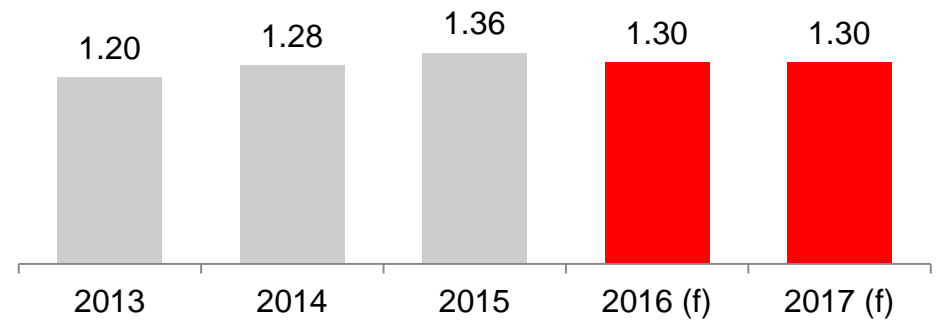
Bank of England base rate (% , year end)



Annual CPI² inflation rate (% , annual average)

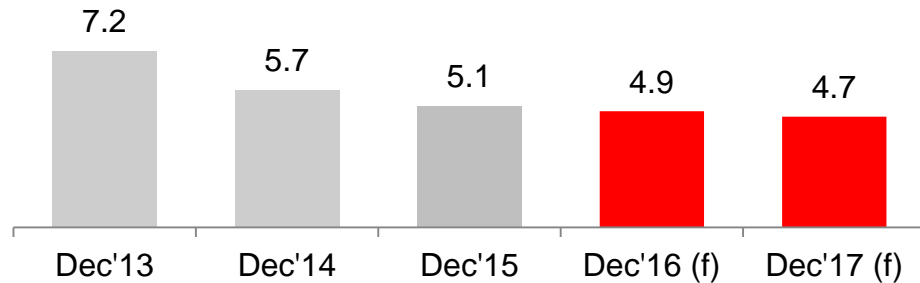


GBP/Euro exchange rates (year end)

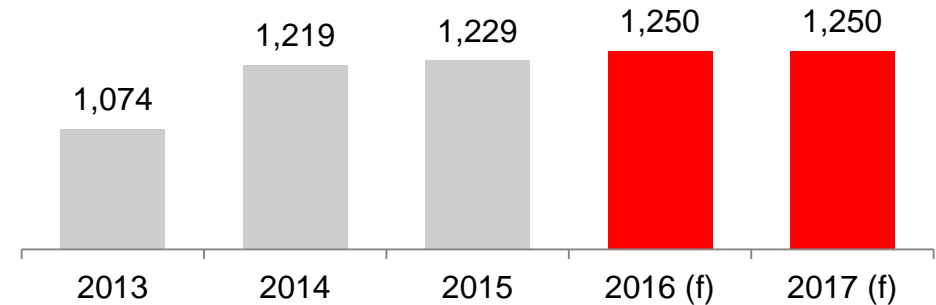


Housing and labour market indicators improved in 2015

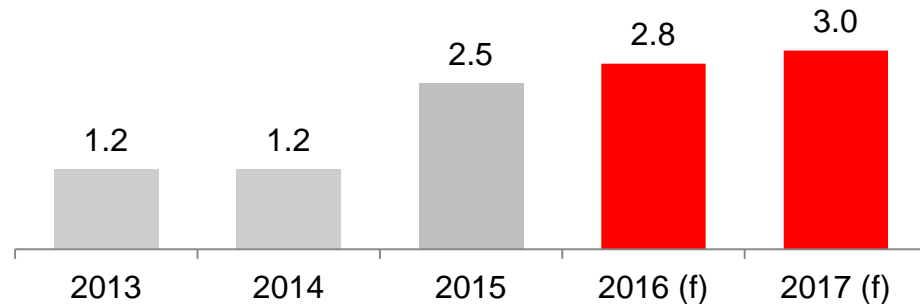
Unemployment rate (ILO¹)



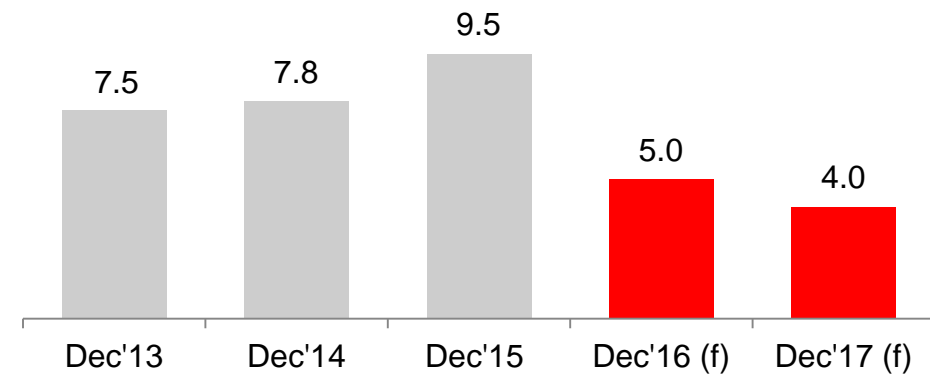
Property transactions (sa², 000s)



Average weekly earnings (annual, % inc. bonuses)

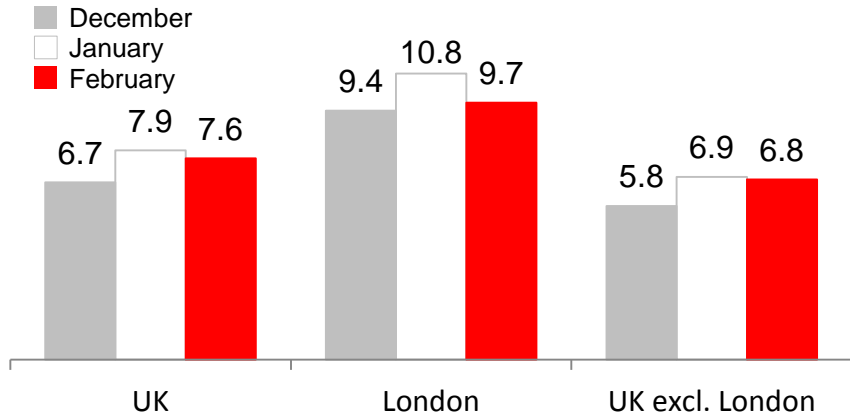


House prices increase³ (%)

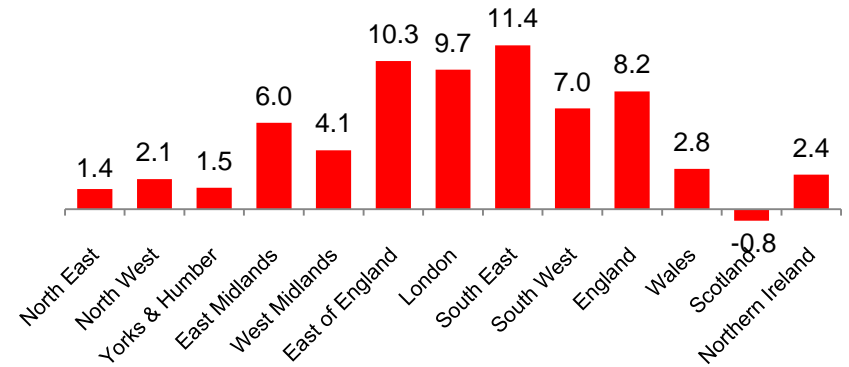


Housing market continued to improve

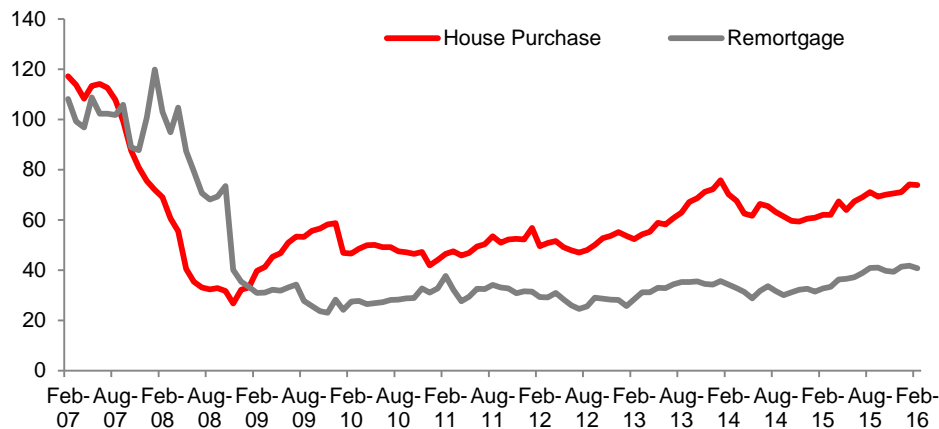
House price change
(annual %, nsa¹)



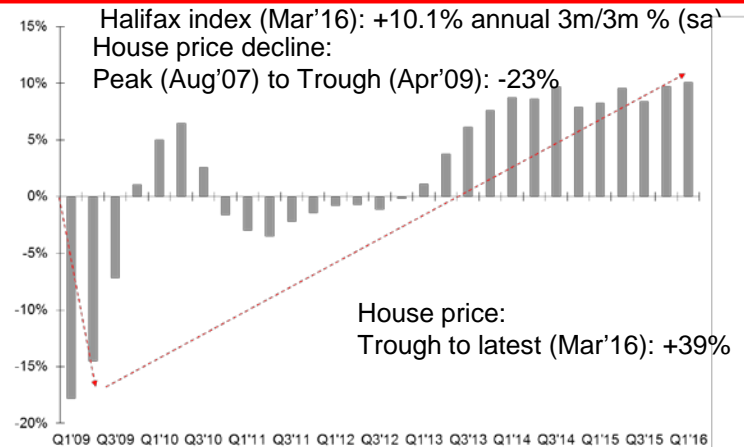
House price change by region
Feb'16 (annual %, nsa¹)



House purchase and remortgage approvals
(000s, sa²)



House price inflation
(annual %, sa²)



Sources: House price change and House price change by region Feb'16 (annual %, nsa): Office for National Statistics. House purchase and remortgage approvals to Feb'16 (000s, sa): Bank of England. House price inflation (annual %, sa): Halifax (Lloyds Banking Group)
1. nsa: not seasonally adjusted | 2. sa: seasonally adjusted

www.aboutsantander.co.uk

▪ **Results and Presentations**

Quarterly, half yearly and annual financial results and presentations

▪ **Debt Investors**

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

▪ **Glossary**

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

▪ **Key dates**

Q2'16 results: 27 July 2016
Q3'16 results: 26 October 2016

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