

**SANTANDER EQUITY INVESTMENTS LIMITED**

**Registered in England and Wales  
Company Number 03053574**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED  
31 DECEMBER 2023**

## STRATEGIC REPORT

The Directors submit the Strategic Report together with their Report of the Directors and the audited financial statements for the year ended 31 December 2023.

### Fair review of the Company's business

The principal activity of Santander Equity Investments Limited (the "Company") is to act as an investment company.

During the year there were no changes to the business operations of the Company. The £47,493,548 profit generated for the period was mainly driven by net trading and other income £64,396,818, mainly as a result of revaluation of financial assets at fair value through profit or loss, net of the associated tax liability. The Company results can be found on page 8.

At 31 December 2023, the Company held net assets of £60,057,647 (2022: £30,064,527). The Company's balance sheet position at 31 December 2023 can be found on page 9.

The Santander UK Group Holdings plc group (the "Santander UK Group") manages its operations on a divisional basis. The performance of the divisions of Santander UK Group Holdings plc, which include the Company, are discussed in the Santander UK Group's Annual Report which does not form part of this Report. For this reason, the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

The purpose of this report is to provide information to the members of the Company and as such it is only addressed to those members. The report may contain certain forward-looking statements with respect to the operations, performance and financial condition of the Company. By their nature, these statements involve inherent risks and uncertainties since future events, circumstances and other factors can cause results and developments to differ materially from the plans, objectives, expectations and intentions expressed in such forward-looking statements. Members should consider this when relying on any forward-looking statements. The forward-looking statements reflect knowledge and information available at the date of preparation of this report and the Company undertakes no obligation to update any forward-looking statement during the year. Nothing in this report should be construed as a profit forecast.

### Section 172 statement

The Santander UK Group is committed to ensuring that stakeholder interests continue to be embedded in all aspects of decision-making across the Santander UK Group, at both Board and management level. The Santander Corporate Governance Office has taken steps to promote awareness and understanding of what is expected of Directors under section 172 of the Companies Act 2006. This includes briefing Directors on their statutory duties, as well as educating the business on ensuring the information they present to boards and management committees draws out the crucial points that will enable Directors to make fully informed decisions which factor in all relevant stakeholder impacts.

As a subsidiary of the Santander UK Group Holdings plc, the Company applies policies and standards which are consistent with those adopted by the Santander UK Group Holdings plc Board. This supports efficiency and ensures a consistent approach with regards to engagement with stakeholders on issues and decisions which have an impact across the wider Santander UK Group. You can find out more about the engagement undertaken with key stakeholder groups during the year and how their interests were considered as part of the Santander UK Group Holdings plc Board's deliberations and decision making in the Santander UK Group Holdings plc 2023 Annual Report, which does not form part of this report.

The Directors of the Company are fully aware of their responsibilities under section 172 of the Companies Act 2006 and take all appropriate steps to ensure they consider the likely impact of their decisions in the long-term, as well as the interests of the Company's stakeholders. In discharging its responsibility for the overall oversight of the Santander Equity Investment Limited business, the Board has continued to pay due regard to its duty to promote the long-term success of the Company for the benefit of its shareholder, by ensuring its decisions are in accordance with the agreed Santander UK Group strategy. The Board also regularly reviews management information on the progress made by the Company in delivering on this strategy, as well as reporting on business, financial and operational performance and key risks and compliance issues which supports the Directors in staying sighted on stakeholder outcomes and feedback.

The Santander UK Group Holdings plc Board, along with the Company's Board, has identified the shareholder as its key stakeholder whose interests and needs it regularly considers.

### Principal risks and uncertainties facing the Company

The Company's principal risks and uncertainties together with the processes that are in place to monitor and mitigate those risks where possible can be found in note 2.

Strategic and Business Risk is managed at the Santander UK Group level, with the focus on maintaining a low to medium risk appetite; review of risks to ensure the Company stays within its risk appetite range; mitigation of risk through having a clear and consistent strategy and an effective planning process; and through risk monitoring and management. Further information can be found within the Santander UK Group Holdings plc Annual Report.

## STRATEGIC REPORT (*continued*)

### Uncertain macroeconomic and geopolitical environment

Risks arising in these areas remain in the top ranked areas of concern for the wider Santander UK Group. UK political risks increased significantly in 2023, as the focus is drawn to an upcoming General Election. Key areas of policy focus for the Company include: related markets (rates) and economic impacts and taxation (including bank specific related).

2024 is also an Election year in the US and the Company 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.

The Company is closely following these developments and the potential for any material impacts, which may need to be taken into consideration in its business plans and intends to take a coordinated approach with the other members of the Santander UK Group.

### By order of the Board



**SD Affleck**  
Director

18 September 2024  
Registered office: 2 Triton Square, Regent's Place, London NW1 3AN

## REPORT OF THE DIRECTORS

The Directors submit their report together with the strategic report and the audited financial statements for the year ended 31 December 2023.

### Principal activities

The principal activity of Santander Equity Investments Limited (the "Company") is that of an investment company. The Company's primary source of income is interest earned on amounts due from related group entities.

### Results and dividends

The profit for the year after taxation amounted to £47,493,548 (2022: £4,342,825).

The Company paid an interim dividend of £23,000,000 in 2023 (2022: £nil). The Directors do not recommend the payment of a final dividend (2022: £nil).

### Post Balance Sheet Events

There were no post balance sheet events.

### Future developments

The Company continues to act as an investment entity and future investment opportunities will be considered by the Directors as they arise.

### Directors

The Directors who served throughout the year and to the date of this report were as follows:

SD Affleck  
JS Colabella  
SP Cooke (appointed 5 June 2024)  
WD Powell (appointed 5 June 2024)  
JE Wright (resigned 31 May 2024)

### Statement of directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with UK-adopted international accounting standards.

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

### Statement of disclosure of information to auditors

In the case of each Director in office at the date the Directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

## REPORT OF THE DIRECTORS (*continued*)

### Statement of Going Concern and Financial Management

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The financial position of the Company, its cash flows, liquidity position and borrowing facilities are set out in the financial statements. In addition, notes 2 and 18 to the financial statements include the Company's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposures to credit risk, liquidity risk and market risk.

The Directors regularly perform a review of the financial performance of the Company, capital position, liquidity and funding profile, and top and emerging risks that could impact the Company. The Company has adequate financial resources and, as a consequence, the Directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least the period of 12 months from the date the financial statements are authorised for issue. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual report and financial statements.

### Financial Instruments

The Company's risks are managed on a group level by the UK parent company, Santander UK Group Holdings plc.

The financial risk management objectives and policies of the Santander UK group and the exposure of the Santander UK group to credit risk, market risk, currency risk, liquidity risk and Interest rate risk are outlined in the Santander UK Group Holdings plc financial statements.

Further disclosures regarding financial risk management objectives and policies and the Company's exposure to principal risks can be found in note 2.

### Qualifying third party indemnities

Enhanced indemnities are provided to certain Directors of the Company by Santander UK Group Holdings plc against liabilities and associated costs which they could incur in the course of their duties to the Company. All of the indemnities were qualifying third party indemnities. All of the indemnities were in force during the financial year and at the date of approval of the Annual Report and financial statements. A copy of each of the indemnities is kept at the registered office address of Santander UK Group Holdings plc.

### Independent Auditors

In accordance with Sections 485 and 487 of the Companies Act 2006, PricewaterhouseCoopers LLP are re-appointed as auditors of the Company.

### On behalf of the Board



**SD Affleck**  
Director

18 September 2024  
Registered office: 2 Triton Square, Regent's Place, London, NW1 3AN

# Independent auditors' report to the members of Santander Equity Investments Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, Santander Equity Investments Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2023 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the balance sheet as at 31 December 2023; the income statement and statement of comprehensive income, the statement of changes in equity and the cash flow statement for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

## Strategic report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Report of the Directors for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Report of the Directors.

## Responsibilities for the financial statements and the audit

### Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to applicable tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries and management bias in accounting estimates or judgements (in particular the use of unobservable inputs in unquoted equity instruments in respect of the convertible preferred stock in Visa Inc). Audit procedures performed by the engagement team included:

- Discussions with management and communication with those charged with governance in relation to known or suspected instances of non-compliance with laws and regulation and fraud;
- Reviewing minutes of meetings of those charged with governance;
- Identifying and testing journal entries based on specified risk parameters
- Incorporated unpredictability into the nature, timing and/or extent of our testing
- Reviewed the key assumptions and inputs to the valuation model
- Engaged our internal valuation experts to review the methodology adopted by management and assess the reasonableness of the inputs/adjustments to the model

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

## Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

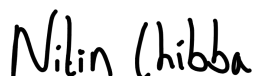
## Other required reporting

### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Nitin Chibba (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

18-09-2024



**INCOME STATEMENT**

For the year ended 31 December 2023

	Note	2023 £	2022 £
Interest income	4	4,775,942	1,117,704
Interest expense	5	(3,839,842)	(1,884,840)
Impairment of interest in other entities	12	(2,593)	0
Credit impairment gains	9	116,623	472,837
Operating expenses	6	(3,977,040)	(1,626,921)
Net trading and other income	7	64,396,818	7,726,128
<b>Profit before tax</b>		<b>61,469,908</b>	<b>5,804,908</b>
Tax	8	(13,976,360)	(1,462,083)
<b>Profit for the year</b>		<b>47,493,548</b>	<b>4,342,825</b>

The accompanying notes form an integral part of the financial statements.

**STATEMENT OF COMPREHENSIVE INCOME**

For the year ended 31 December 2023

	2023 £	2022 £
<b>Profit for the year</b>	<b>47,493,548</b>	<b>4,342,825</b>
Other comprehensive income/(expense) that may be reclassified to profit or loss subsequently:		
Cash Flow hedges:		
-Effective portions of changes in fair value	7,332,762	53,219
-Taxation	(1,833,190)	(13,308)
<b>Total comprehensive income for the year</b>	<b>52,993,120</b>	<b>4,382,736</b>

The accompanying notes form an integral part of the financial statements.

**STATEMENT OF CHANGES IN EQUITY**

For the year ended 31 December 2023

	Share Capital £	Accumulated (losses)/Retained earnings £	Cash flow hedge reserve £	Total equity £
Balance as at 1 January 2022	33,005,000	(9,541,498)	2,218,289	25,681,791
Profit and total comprehensive income for the year	-	4,342,825	39,911	4,382,736
Balance as at 31 December 2022	33,005,000	(5,198,673)	2,258,200	30,064,527
<b>Balance as at 1 January 2023</b>	<b>33,005,000</b>	<b>(5,198,673)</b>	<b>2,258,200</b>	<b>30,064,527</b>
<b>Profit and total comprehensive income for the year</b>	<b>-</b>	<b>47,493,548</b>	<b>5,499,572</b>	<b>52,993,120</b>
<b>Dividends</b>		<b>(23,000,000)</b>		<b>(23,000,000)</b>
<b>Balance as at 31 December 2023</b>	<b>33,005,000</b>	<b>19,294,875</b>	<b>7,757,772</b>	<b>60,057,647</b>

The accompanying notes form an integral part of the financial statements.

**CASH FLOW STATEMENT**

For the year ended 31 December 2023

	Note	2023 £	Restated 2022 £
<b>Net cash flows generated from operating activities</b>	15	<b>8,314,854</b>	<b>13,490,946</b>
<b>Net cash flow used in financing activities</b>			
Dividends paid		(23,000,000)	-
<b>Net cash flows generated from investing activities</b>	15	<b>47,989,056</b>	<b>3,356,779</b>
Net increase in cash and cash equivalents		33,303,910	16,847,725
Cash and cash equivalents at beginning of the year	15	82,199,392	65,351,668
<b>Cash and cash equivalents at end of the year</b>	15	<b>115,503,302</b>	<b>82,199,393</b>

The accompanying notes form an integral part of the financial statements.

**BALANCE SHEET**

As at 31 December 2023

	Note	2023 £	2022 £
<b>Non-current assets</b>			
Interest in other entities	12	638,166	641,860
Derivative financial instruments	11	26,184,521	16,113,495
Deferred tax asset	8	-	520,215
<b>Total non-current assets</b>		<b>26,822,687</b>	<b>17,275,570</b>
<b>Current assets</b>			
Cash and cash equivalents	15	1,264,112	16,689,050
Financial assets at amortised cost	9	137,129,428	83,509,038
Other assets		27,942	27,942
Financial assets at fair value through profit or loss	10	30,116,687	9,476,272
Derivative financial instruments	11	3,020,092	3,738,925
<b>Total current assets</b>		<b>171,558,261</b>	<b>113,441,227</b>
<b>Total assets</b>		<b>198,380,948</b>	<b>130,716,797</b>
<b>Non-current liabilities</b>			
Derivative financial instruments	11	(194,378)	(1,142,228)
Deferred tax liability	8	(4,728,076)	-
<b>Total non-current liabilities</b>		<b>(4,922,454)</b>	<b>(1,142,228)</b>
<b>Current liabilities</b>			
Financial liabilities at amortised cost	13	(85,597,645)	(73,717,395)
Other liabilities	20	(32,987,824)	(25,628,510)
Derivative financial instruments	11	(4,306,431)	(17,834)
Current tax liabilities		(10,508,947)	(146,303)
<b>Total current liabilities</b>		<b>(133,400,847)</b>	<b>(99,510,042)</b>
<b>Total liabilities</b>		<b>(138,323,301)</b>	<b>(100,652,270)</b>
<b>Net assets</b>		<b>60,057,647</b>	<b>30,064,527</b>
<b>Equity</b>			
Share capital	14	33,005,000	33,005,000
Cash flow hedge reserve		7,757,772	2,258,200
Accumulated profit/(loss)		19,294,875	(5,198,673)
<b>Total equity</b>		<b>60,057,647</b>	<b>30,064,527</b>

The accompanying notes form an integral part of the financial statements.

The financial statements on pages 8 to 29 were approved by the board of directors, and signed on its behalf by:



**SD Affleck**  
Director

18 September 2024

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

### 1. ACCOUNTING POLICIES

These financial statements are prepared for Santander Equity Investments Limited under the Companies Act 2006.

#### General information

Santander Equity Investments Limited is a private company limited by shares, incorporated and domiciled in England and Wales. The registered office is 2 Triton Square, Regent's Place, London, NW1 3AN.

#### Basis of preparation

The Company's financial statements have been prepared in accordance with UK-adopted international accounting standards (IAS).

The financial statements have been prepared under the historical cost convention, except for certain financial assets and liabilities measured at fair value, and on a going concern basis as disclosed in the Directors' statement of going concern set out in the Report of the Directors.

The financial statements are presented in Pound Sterling, which is also the functional currency of the Company.

#### Recent accounting developments

The Company applied the amendment to IAS 1 'Presentation of Financial Statements', which requires disclosure of material rather than their significant accounting policies, in preparing the financial statements for the year ended 31 December 2023.

No other significant new or revised pronouncements, which became effective from 1 January 2023, impacted these financial statements.

#### Future accounting developments

At 31 December 2023, for the Company, there were no other 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.

Certain amendments to accounting standards have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the company. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

#### Material accounting policy information

The following material accounting policies have been applied in preparing these financial statements. These policies have been consistently applied to all years presented, unless otherwise stated.

Those material accounting policies which involves the application of judgements or accounting estimates that are determined to be critical to the preparation of these financial statements are set out in the section headed "Critical judgements and accounting estimates".

#### Revenue/expense recognition

Interest income on financial assets that are classified at amortised cost and interest expense on financial liabilities is determined using the effective interest rate method. The effective interest rate is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the future cash flows are estimated after considering all the contractual terms of the instrument but not future credit losses. The calculation includes all amounts paid or received by the Company that are an integral part of the overall return, direct incremental transaction costs related to the acquisition, issue or disposal of a financial instrument and all other premiums or discounts.

#### Income taxes, including deferred income taxes

Income tax payable on profits, based on the applicable tax law in each jurisdiction is recognised as an expense in the period in which profits arise. The tax effects of income tax losses available to carry forward are recognised as an asset when it is probable that future taxable profits will be available, against which these losses can be utilised.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

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.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**1. ACCOUNTING POLICIES (continued)****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, net loans and advances to banks, amounts due from other banks, short term investments in securities and bank overdrafts repayable on demand.

**Financial instruments****a) Initial recognition and measurement**

Financial assets and liabilities are initially recognised when the Company becomes a party to the contractual terms of the instrument. The Company 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 fair value through profit or loss 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 is a purchase 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 of financial assets classified as loans and receivables, issues of equity or financial liabilities measured at amortised cost are recognised on settlement date; all other regular way purchases and issues are recognised on trade date.

**b) Financial assets and liabilities***i) Classification and subsequent measurement*

The Company has applied IFRS 9 Financial Instruments and 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.

**a) 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 Company manages the assets in order to generate cash flows and, specifically, whether the Company'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.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**1. ACCOUNTING POLICIES (continued)****Financial instruments (continued)****b) Financial assets and liabilities (continued)***i) Classification and subsequent measurement (continued)***a) Financial assets: debt instruments (continued)***SPPI*

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the assets' cash flows represent SPPI. In making this assessment, the Company 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 Company 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 9. 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 or financial liabilities 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 on the instrument's amortised cost 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 'Net trading and other income/(expenses)'.
- 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 'Net trading and other income/(expenses)' in the period in which it arises. The Company reclassifies financial assets 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.

**b) 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, except where management has elected, at initial recognition, to irrevocably designate an equity investment at FVOCI. 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 the 'Net trading and other income' line in the income statement.

**c) Financial liabilities**

Financial liabilities are classified as subsequently measured at amortised cost, except for:

- Financial liabilities at fair value through profit or loss: this classification is applied to derivatives, financial liabilities held for trading and other financial liabilities designated as such at initial recognition. Gains or losses on financial liabilities designated at fair value through profit or loss are presented partially in the income statement (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 the income statement (the remaining amount of change in the fair value of the liability), and
- 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

*ii) Impairment of debt instrument financial assets*

The Company assesses on a forward-looking basis the ECL associated with its debt instrument assets carried at amortised cost and. The Company 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.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**1. ACCOUNTING POLICIES (continued)****Interest in other entities**

Investment in other entities is carried at cost less any provision for impairment.

**Separate financial statements**

The Company is a subsidiary of Santander UK Group Holdings plc, a Company registered in England and Wales, which produces consolidated financial statements available for public use and complies with International Financial Reporting Standards. Accordingly, the Company has taken advantage of the exemption in paragraph 4(a) of IFRS 10, Consolidated Financial Statements and not prepared consolidated financial statements.

**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.

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 Company 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.

Derivatives may be embedded in hybrid contracts, such as the conversion option in a convertible bond. If the hybrid contract contains a host that is a financial asset, then the 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 within net trading and other income.

**Hedge accounting**

The Company applies hedge accounting to represent, to the maximum possible extent permitted under accounting standards, the economic effects of its risk management strategies.

At the time a financial instrument is designated as a hedge (i.e. at the inception of the hedge), the Company 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 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 Company 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 Company 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 Company applies cash flow hedge accounting, but not hedging of a net investment in a foreign operation or fair value hedge accounting.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**1. ACCOUNTING POLICIES (continued)****- 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 Company is exposed to equity price risk arising from the Company operating the Employee Sharesave scheme. Cash flow hedging is used to hedge the variability in cash flows arising from these risks.

**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 company (for 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 are accounted for as cash-settled share-based payment transactions.

The fair value of the services received is measured by reference to the fair value of the shares or share options initially on the date of the grant for both the cash and equity settled share-based payments and then subsequently at each reporting date for the cash-settled share-based payments. The cost of the employee services received in respect of the shares or share options granted is recognised in the income statement in operating expenses over the period that the services are received i.e. the vesting period.

A liability equal to the portion of the services received is recognised at the fair value determined at each balance sheet date for cash-settled share-based payments.

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. Vesting conditions included in the terms of the grant are not taken into account in estimating fair value, except for those that include terms related to market conditions. Non-market vesting conditions are taken into account by adjusting the number of shares or share options included in the measurement of the cost of employee service so that, ultimately, the amount recognised in the income statement reflects the number of vested shares or share options. Where vesting conditions are related to market conditions, the charges for the services received are recognised regardless of whether or not the market-related vesting conditions are met, provided that the non-market vesting conditions are met.

Where an award has been modified, as a minimum, the expense of the original award continues to be recognised as if it had not been modified. Where the effect of a modification is to increase the fair value of an award or increase the number of equity instruments, the incremental fair value of the award or incremental fair value of the modification of the award is recognised in addition to the expense of the original grant, measured at the date of modification, over the modified vesting period.

Cancellations in the vesting period are treated as an acceleration of vesting and recognised immediately for the amount that would otherwise have been recognised for services over that period.

**Critical accounting judgements and key sources of estimation uncertainty**

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 the course of preparing the financial statements, the directors believe that the only significant judgements made in relation to accounting estimates relate to the unquoted equity investments.

The unquoted equity investments comprise of investments in companies providing infrastructure services to the financial services industry. In the valuation of equity financial instruments requiring dynamic hedging, 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 equity prices, bid-offer spread, foreign currency exchange rates. The significant unobservable input is contingent litigation costs and related expenses in respect of convertible preferred stock in Visa Inc has been estimated by reference to best estimates received from third party legal counsel and has been included in note 18.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

### 2. FINANCIAL RISK MANAGEMENT

As a result of its normal business activities, the Company is exposed to a variety of risks, the most significant of which are credit risk, liquidity risk and market risk. The Company manages its risk in line with the central risk management function of Santander UK Group Holdings plc (the Santander UK Group). Santander UK Group's Risk Framework ensures that risk is managed and controlled on behalf of shareholders, customers, depositors, employees and the Santander UK Group's regulators.

Effective and efficient risk governance and oversight provide management with assurance that the Santander UK Group's business activities will not be adversely impacted by risks that could have been reasonably foreseen. This in turn reduces the uncertainty of achieving the Santander UK Group's strategic objectives.

Authority flows from the Santander UK Group Board to the Chief Executive Officer and from him to specific individuals. Formal standing committees are maintained for effective management of oversight. Their authority is derived from the person they are intended to assist. Further information can be found in the Santander UK Group Holdings plc annual report which does not form part of this report.

#### **Credit risk**

Credit risk is the risk that counterparties will not meet their financial obligations and may result in the Company losing the principal amount lent, the interest accrued and any unrealised gains, less any security held. It occurs in intercompany assets held by the Company.

Maximum exposure to credit risk without taking into account collateral or credit enhancements can be found in note 9 and 10 to the financial statements.

The Directors do not consider the credit risk to be significant given the immediate parent entity, Santander UK Group Holdings plc, is an A rated counterparty.

As at 31 December 2023 there were no assets that were past due but there was an impairment recorded in relation to subsidiaries of Santander Equity Investments Limited which amounted to £21,271,704 (2022: £21,388,326).

#### **Liquidity risk**

Liquidity risk is the potential that, although remaining solvent, the Company does not have sufficient liquid financial resources to enable it to meet its obligations as they fall due or can secure them only at excessive cost.

The Company manages liquidity risk by maintaining sufficient liquid resources to ensure it can meet its obligations as they fall due.

#### **Market risk**

Market risk is the potential for loss of income or decrease in the value of net assets caused by movements in the levels and prices of financial instruments. The majority of market risk arises as a result of foreign currency rates and interest rates.

#### **Interest rate risk**

The Company's income is exposed to movements in UK base rates on receivables and payables from/to group companies.

#### *Interest rate sensitivity analysis*

A 50 basis point upwards movement in interest rates would result in an increase in revenue of £369,397 (2022: £60,255) a 50 basis point downwards movement in interest rates would result in a decrease in revenue of £369,397 (2022: £60,255).



**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**2. FINANCIAL RISK MANAGEMENT (continued)****Currency risk**

The main operating or "functional" currency of the Company's operations is Pound Sterling. There are also balances in Euro and US dollars. As the Company prepares its financial statements in Pound sterling, these will be affected by movements in the Euro/Pound Sterling and US dollar/Pound Sterling exchange rates. The exposure to this risk is mitigated by the use of currency matched funding. Taking this into account, the Company did not have a material financial exposure to foreign exchange gains and losses in either the year ended 31 December 2023 or the year ended 31 December 2022.

In the table below are only the Company's assets and liabilities that are denominated in foreign currency at the balance sheet date.

	2023 Euro £	2023 US Dollars £	2022 Euro £	2022 US Dollars £
Interest in other entities	100	9,128	100	9,128
Financial assets at fair value through profit or loss *	(14,895,592)	38,181,777	(36,160,163)	38,465,923
Financial assets at amortised cost	43,407,898	5,309,553	50,915,350	1,167,931
Derivative financial instruments	-	-	-	374,087
<b>Total assets</b>	<b>28,512,406</b>	<b>43,500,458</b>	<b>14,755,287</b>	<b>40,017,069</b>
Financial liabilities at amortised cost	(28,508,012)	(40,071,220)	(17,266,859)	(39,988,417)
Derivative financial instruments	(15,364)	(4,283,319)	(10,923)	-
<b>Total liabilities</b>	<b>(28,523,376)</b>	<b>(44,354,539)</b>	<b>(17,277,782)</b>	<b>(39,988,417)</b>

\* The negative balance represents a litigation provision against the shares owned in Visa inc.

A 10% adverse movement in USD exchange rates would result in a fall in revenue of £77,644 (2022: £1,837) a 10% favourable movement in USD exchange rates would result in an increase in revenue of £77,644 (2022: £1,837).

A 10% adverse movement in Euro exchange rates would result in a fall in revenue of £997 (2022: £231,421) a 10% favourable movement in Euro exchange rates would result in an increase in revenue of £977 (2022: £231,421).

**3. PROFIT FROM OPERATIONS**

No Directors were remunerated for their services to the Company. Directors' emoluments are borne by Santander UK plc. The Directors' services to the Company are an incidental part of their duties. No emoluments were paid by the Company to the Directors during the year (2022: £nil).

The Company had no employees in the current or previous financial year.

**4. INTEREST INCOME**

	2023 £	2022 £
Interest received from ultimate parent company	271,683	232,567
Interest received from Santander UK Group Holdings subsidiaries	4,442,247	836,054
Interest received from 3 <sup>rd</sup> parties	62,012	49,083
	<b>4,775,942</b>	<b>1,117,704</b>

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**5. INTEREST EXPENSE**

	2023	2022
	£	£
Interest paid to fellow group company	3,805,754	1,820,609
Interest paid to subsidiaries	-	2,821
Interest paid to 3 <sup>rd</sup> parties	34,088	61,410
	<b>3,839,842</b>	<b>1,884,840</b>

**6. OPERATING EXPENSES**

	2023	2022
	£	£
Cost of managing the share save scheme	3,850,793	1,326,408
External audit fees	40,080	124,860
Outsourced service costs	81,542	76,271
Legal fees	4,625	99,382
	<b>3,977,040</b>	<b>1,626,921</b>

Included in external audit fees are amounts relating to Santander Equity Investments Limited of £31,200 (2022: £31,800) and amounts relating to subsidiaries of £8,880 (2022: £93,060). They are payable to the Company's auditors for the statutory audit of the Company's annual financial statements.

**7. NET TRADING AND OTHER INCOME**

	2023	2022
	£	£
Net trading and funding of other items by the trading book	(13,645,710)	8,572,407
Net gains/(losses) on other financial assets at fair value through profit or loss	69,951,301	(6,278,282)
Management fees for managing the share save scheme	6,855,592	5,325,563
Other	1,235,635	106,440
	<b>64,396,818</b>	<b>7,726,128</b>

Net trading and funding of other items by the trading books includes net losses of derivatives on equity shares.

Net gains/(losses) on other financial assets at fair value through profit and loss results from revaluations relating to Visa Inc. shares and Euroclear shares.

**8. TAX**

	2023	2022
	£	£
<b>Current tax:</b>		
UK corporation tax for the year	10,508,947	152,268
Overseas withholding tax on distributions	32,317	140,891
Adjustments in respect of prior years	19,995	489,366
<b>Total current tax</b>	<b>10,561,259</b>	<b>782,525</b>
<b>Deferred tax:</b>		
Origination and reversal of temporary differences	3,210,195	516,464
Change in rate of UK Corporation tax	204,906	163,094
<b>Total deferred tax</b>	<b>3,415,101</b>	<b>679,558</b>
<b>Tax charge for the year</b>	<b>13,976,360</b>	<b>1,462,083</b>

UK corporation tax is calculated at 23.50% (2022: 19.00%) of the estimated taxable income for the year.

The enacted tax rate for 2024 is expected to be 25% for corporation tax. This rate has therefore been applied in determining both the opening and closing balance sheet positions for deferred tax. On 20 June 2023, Finance (No.2) Act 2023 was substantively enacted in the UK to implement the OECD Pillar Two model rules which introduces a global minimum effective tax rate of 15% with effect from 1 January 2024. It is not anticipated that the rules will impact the Company.

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the Company as follows:

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**8. TAX (continued)**

	2023 £	2022 £
<b>Profit before tax from continuing operations:</b>	<b>61,469,908</b>	<b>5,804,908</b>
Tax calculated at a tax rate of 23.50% (2022: 19.00%)	14,445,428	1,102,932
Non-deductible expenses	(17,350)	(115,466)
Non-taxable income	(708,936)	(318,734)
Effect of change in tax rate on deferred tax provision	204,906	163,094
Overseas withholding tax	32,317	140,891
Adjustments in respect of prior years' provisions	19,995	489,366
<b>Tax charge for the year</b>	<b>13,976,360</b>	<b>1,462,083</b>

**Deferred tax:**

The table below shows the deferred tax assets/(liabilities) including the movement in the deferred tax account during the year:

	Cash flow hedges £	Other temporary differences £	Total £
<b>At 1 January 2023</b>	<b>(752,737)</b>	<b>1,272,952</b>	<b>520,215</b>
Income statement credit	-	(3,415,101)	(3,415,101)
Credited to other comprehensive income	(1,833,190)	-	(1,833,190)
<b>At 31 December 2023</b>	<b>(2,585,927)</b>	<b>(2,142,149)</b>	<b>(4,728,076)</b>

	Cash flow hedges £	Other temporary differences £	Total £
<b>At 1 January 2022</b>	<b>(739,429)</b>	<b>1,952,510</b>	<b>1,213,081</b>
Income statement charge	-	(679,558)	(679,558)
Charged to other comprehensive income	(13,308)	-	(13,308)
<b>At 31 December 2022</b>	<b>(752,737)</b>	<b>1,272,952</b>	<b>520,215</b>

The deferred tax assets above have been recognised on the basis that sufficient future taxable profits are forecast within the Santander UK group in 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.

**9. FINANCIAL ASSETS AT AMORTISED COST**

	2023 £	2022 £
<b>Current:</b>		
Amounts due from group companies	132,161,025	82,520,242
Amounts due from 3 <sup>rd</sup> parties	4,968,403	988,796
	<b>137,129,428</b>	<b>83,509,038</b>

The Directors consider that the carrying amount of receivables approximates to their fair value. There are no significant expected credit losses relating to the amounts due from 3<sup>rd</sup> parties.

Amounts due from group companies are repayable on demand. The table presents a breakdown of the receivables balance by interest rates used to calculate interest income.

	2023 £	2022 £
EUR overnight floating rate	43,363,962	50,955,159
GBP floating based on UK base rate	88,738,127	32,838,222
GBP Fixed rate	2,109,264	1,958,399
Revolving facility - GBP fixed rate	14,948,038	14,213,511
USD Federal funds 1-month floating rate	4,288,530	-
Interest bearing loans	153,447,921	99,965,291
Non-interest bearing	4,931,271	4,918,463
Accrued interest	21,940	13,610
Impairment provision	(21,271,704)	(21,388,326)
	<b>137,129,428</b>	<b>83,509,038</b>

The amounts due from group companies are presented net of an ECL provision of £1,124,000 (2022: £1,742,200) in relation to amounts due from Liquidity Limited; an ECL provision of £19,643,194 (2022: £19,645,686) in relation to amounts due from Santander Mortgage Holdings Limited; an ECL provision of £355,275 (2022: £nil) in relation to Abbey Business Services (India) Private Limited; and an ECL provision of £149,235 (2022: £nil) in relation to Antico Limited. Net gain in impairment provision in 2023 is £116,183 (2022: £472,837).

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	2023 £	2022 £
At 1 January	9,476,272	50,132,045
Fair value movements	68,629,471	(19,206,959)
Disposals	(46,657,059)	(22,449,095)
FX movements	(1,331,997)	1,000,281
<b>Total at 31 December</b>	<b>30,116,687</b>	<b>9,476,272</b>

The Company has designated its equity investments as fair value through profit and loss on the basis that doing so significantly reduces a measurement inconsistency that would otherwise arise from measuring these assets on a different basis from the derivatives that economically hedge the investments.

**11. DERIVATIVE FINANCIAL INSTRUMENTS**

	2023 Notional amount £	2023 Fair value Assets £	2023 Fair value Liabilities £	2022 Notional amount £	2022 Fair value Assets £	2022 Fair value Liabilities £
<b>Assets</b>						
<b>Derivatives held for trading:</b>						
Equity index swaps and similar products	44,760,951	10,085,072	4,500,809	51,970,712	11,603,299	17,834
<b>Derivatives held for hedging:</b>						
Equity derivative contracts	59,108,872	19,119,541	-	51,321,074	8,249,121	1,142,228
<b>Total derivatives</b>	<b>103,869,823</b>	<b>29,204,613</b>	<b>4,500,809</b>	<b>103,291,786</b>	<b>19,852,420</b>	<b>1,160,062</b>

**Cashflow hedges****Equity risk on cash settled share-based transactions**

The Company offers employees the chance to buy shares in Banco Santander SA at a discount under Share save schemes. This exposes the Company to equity price risk. The equity risk is managed by purchasing share options which allow the Company 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 by comparing the changes in fair value of the share options with changes in the fair value of the employee share options by using a hypothetical derivative method.

**Possible sources of hedge ineffectiveness**

Possible sources of hedge ineffectiveness for each type of hedge relationship are set out below:

- Hedging derivatives with a non-zero fair value at date of initial designation
- Differences in timing of cash flows between hedged item and hedging instrument
- Changes in the expected number of Share save options to be exercised

Cash flow hedge ineffectiveness recognised in net trading and other income amounted to £89,306 (2022: £nil).

**Maturity profile and average price/rate of hedging instruments**

The following table sets out the maturity profile of the hedging instruments used in the Company's hedging strategies:

	Less than one month £	Later than one month and not later than three months £	Later than three months and not later than one year £	Later than one year and not later than five years £	Later than five years £	Total £
<b>Equity derivative contracts</b>						
- Notional amount: 2023	-	-	6,635,343	50,759,791	1,713,738	59,108,872
- Notional amount: 2022	-	-	6,032,288	27,590,602	17,698,184	51,321,074

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**12. INTEREST IN OTHER ENTITIES**

	2023	2022
	£	£
At 1 January	641,860	3,998,639
Impairment	(2,593)	-
Disposal/Liquidations	(1,101)	(3,356,779)
<b>At 31 December</b>	<b>638,166</b>	<b>641,860</b>

At 31 December 2023 and 31 December 2022 the Company has a direct interest in the shareholdings of the following subsidiaries:

Name of subsidiary	Registered office	Place of incorporation ownership	Shareholdings In ordinary shares
A & L CF (Guernsey) Limited	B	Guernsey	100%
A & L CF June (2) Limited	A	England and Wales	100%
A & L CF March (5) Limited	A	England and Wales	100%
Alliance & Leicester Limited	G	England and Wales	100%
Abbey National Beta Investments Limited	A	England and Wales	100%
Abbey National Business Office Equipment Leasing Limited	A	England and Wales	100%
A N (123) Limited	A	England and Wales	100%
Abbey National PLP (UK) Limited	A	England and Wales	100%
Abbey National Treasury Services Investments Limited	A	England and Wales	100%
Abbey National Treasury Services Overseas Holdings	A	England and Wales	100%
Abbey National UK Investments	A	England and Wales	100%
Abbey Stockbrokers Limited	A	England and Wales	100%
Alliance & Leicester Cash Solutions Limited	A	England and Wales	100%
Alliance & Leicester Commercial Bank Limited	A	England and Wales	100%
Alliance & Leicester Investment (Derivatives) Limited	A	England and Wales	100%
Alliance & Leicester Investments (No. 2) Limited	A	England and Wales	100%
Alliance & Leicester Investments Limited	A	England and Wales	100%
ANITCO Limited	A	England and Wales	100%
Cater Allen Holdings Limited	A	England and Wales	100%
Cater Allen International Limited	A	England and Wales	100%
Cater Allen Lloyd's Holdings Limited	A	England and Wales	100%
Cater Allen Syndicate Management Limited	A	England and Wales	100%
First National Motor plc	E	England and Wales	100%
Insurance Funding Solutions Limited	A	England and Wales	100%
Liquidity Limited	A	England and Wales	100%
Santander Mortgage Holdings Limited	A	England and Wales	100%
Sheppard's Moneybrokers Limited	A	England and Wales	100%
Solarlaser Limited	A	England and Wales	100%
Sovereign Spirit Limited	C	Bermuda	100%
Tuttle & Son Limited	F	England and Wales	100%

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**12. INTEREST IN OTHER ENTITIES (continued)**

Investments in subsidiary companies are shown at cost less provision for impairment. The Company has exercised the exemption under Section 400 of the Companies Act 2006, which dispenses with the requirement to prepare group financial statements. This is also in accordance with the exemption in IAS 27 *Consolidated and Separate Financial Statements*.

During the year there was an impairment recognised against the company's subsidiaries of £2,593 (2022: £nil). During the year, the Company disposed of its investments in First National Motor Business Limited and First National Motor Contracts Limited, with Tuttle & Son Limited in the process of being liquidated.

At 31 December 2023 the Company has an indirect interest in the shareholdings of the following subsidiaries:

Name of subsidiary	Registered office	Place of incorporation ownership	Shareholdings
			In ordinary shares
Abbey Stockbrokers (Nominees) Limited	A	England and Wales	100%
Abbey Business Services (India) Private Limited	D	India	100%
Athena Corporation Limited	A	England and Wales	100%

At 31 December 2022 the Company has an indirect interest in the shareholdings of the following subsidiaries:

Name of subsidiary	Registered office	Place of incorporation ownership	Shareholdings
			In ordinary shares
Abbey Stockbrokers (Nominees) Limited	A	England and Wales	100%
Abbey Business Services (India) Private Limited	D	India	100%
Athena Corporation Limited	A	England and Wales	100%

At 31 December 2023 and 31 December 2022 the Company has no direct interest in the shareholdings of any joint ventures.

**Key of registered office addresses**

A - 2 Triton Square, Regent's Place, London NW1 3AN

B - Suite 1 North, 1st Floor, Albert House, St Peter Port, Guernsey, GY1 1AJ

C - Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

D - The Residency, 7th Floor, 133/1 Residency Road, Bangalore, KA 560 025, India

E - Santander House, 86 Station Road, Redhill, Surrey, RH1 1SR

F - Tavistock House South, Tavistock Square, London, WC1H 9LG

G - Carlton Park, Narborough, Leicester, LE19 0AL

**13. FINANCIAL LIABILITIES AT AMORTISED COST**

	2023	2022
	£	£
Amounts due to group companies	85,597,645	73,717,395

The Directors consider that the carrying amount of payables approximates to their fair value.

Amounts due to group companies are repayable on demand, with interest being calculated based as per the table below:

	2023	2022
	£	£
USD overnight floating rate	40,071,220	39,988,417
GBP floating based on UK base rate	1,669,175	1,666,328
GBP 3-month	15,345,148	14,612,674
EUR overnight floating rate	28,508,012	17,433,557
Interest bearing loans	85,593,555	73,700,976
Accrued interest	4,090	16,419
	85,597,645	73,717,395

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**14. SHARE CAPITAL**

	2023 £	2022 £
<b>Issued and fully paid:</b>		
33,005,000 (2022: 33,005,000) ordinary shares of £1 each	<b>33,005,000</b>	33,005,000

**15. NOTE TO THE CASH FLOW STATEMENT**

	2023 £	Restated 2022 £
Profit for the year	<b>47,493,548</b>	4,342,825
Add back tax charge	<b>13,976,360</b>	1,462,083
<b>Profit before tax from continuing operations</b>	<b>61,469,908</b>	5,804,908
<b>Non-cash adjustments</b>		
Fair value adjustment to cashflow hedge reserve	<b>5,499,572</b>	39,911
Fair value and FX adjustment to financial assets at fair value through profit or loss	<b>(68,629,470)</b>	40,655,773
Impairment of interest in other entities	<b>2,593</b>	-
Disposal of interest in other entities	<b>1,101</b>	-
Changes in other assets	-	6,037,933
Changes in financial assets at amortised cost	<b>(4,891,542)</b>	(1,613,418)
Changes in current tax liability	<b>(3,613,716)</b>	-
Changes in deferred tax asset/liability	<b>5,248,291</b>	692,866
Changes in derivative financial instruments – assets	<b>(9,352,193)</b>	(7,858,232)
Changes in derivative financial instruments – liabilities	<b>3,340,747</b>	(3,478,733)
Changes in payables	<b>19,239,563</b>	(26,790,062)
<b>Net cash generated from operating activities</b>	<b>8,314,854</b>	13,490,946
<b>Net disposals of subsidiary undertaking</b>	-	3,356,779
<b>Net disposals of investments</b>	<b>47,989,056</b>	-
<b>Cash generated from investing activities</b>	<b>47,989,056</b>	3,356,779

Where tax liabilities have been group relieved, they are accounted for as operating payables.

Reconciliation of cash and cash equivalents:

	2023 £	2022 £
Cash and cash equivalents (excluding bank overdrafts)	<b>1,264,112</b>	16,689,050
Financial assets at amortised cost	<b>114,239,190</b>	65,510,343
<b>Cash and cash equivalents</b>	<b>115,503,302</b>	82,199,393

In 2023, certain balances included in financial assets at amortised cost within the cash and cash equivalents portion of the cash flow statement had a maturity of greater than 3 months. The restatement to 2022 figures has removed those balances in order to arrive at the cash and cash equivalents value.

**16. RELATED PARTY TRANSACTIONS****Trading transactions**

The trading transactions with related parties relate to interest received on amounts due by related group entities.

Related party transactions at balance date are as follows:

	Income		Expenses		Amounts due from related parties		Amounts due to related parties	
	2023 £	2022 £	2023 £	2022 £	2023 £	2022 £	2023 £	2022 £
Ultimate parent company	<b>24,777,886</b>	3,881,430	<b>10,789,384</b>	1,561,907	<b>29,204,613</b>	19,478,333	<b>29,000,645</b>	19,008,888
Fellow group company	<b>10,347,261</b>	5,557,831	<b>3,056,649</b>	1,884,173	<b>112,486,837</b>	64,175,636	<b>72,965,997</b>	72,757,048
Subsidiaries	<b>863,766</b>	836,054	<b>641,983</b>	745,419	<b>19,702,130</b>	18,372,548	<b>2,066,285</b>	2,066,144
<b>Total</b>	<b>35,988,913</b>	10,275,315	<b>14,488,016</b>	4,191,499	<b>161,393,580</b>	102,026,517	<b>104,032,927</b>	93,832,080

The Company paid an interim dividend of £23,000,000 (2022: £nil) to its parent undertaking, Santander UK Group Holdings plc.

There were no transactions during the year, or existing at the balance sheet date, with the Company's or parent company's key management personnel.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**17. FINANCIAL INSTRUMENTS****a) Measurement basis of financial assets and liabilities**

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. Note 1 describes how the classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised.

**b) 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 the Company 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.

**(ii) Fair value hierarchy**

The Company 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. The Company 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 the Company can access at the measurement date.
- 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 2 positions include equity and credit derivatives.
- 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. Level 3 positions include equity and credit derivatives, equity securities, financial assets at amortised cost and financial liabilities at amortised cost.

The Company does not directly employ valuation techniques to determine the valuation of its derivatives or the hedging as set out in the next section (below). This is undertaken by Santander UK plc in accordance with Group policy.

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 Company 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 as at the end of the reporting period. There were no transfers during either year presented.

**c) 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 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.



**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**17. FINANCIAL INSTRUMENTS (continued)****c) Valuation techniques (continued)**

The Company 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.

**d) 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 validation is utilised. In inactive markets, direct observation of a traded price may not be possible. In these circumstances, the Company 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. The results of the independent valuation process and any changes to the fair value adjustments methodology are approved in line with the model risk framework and policy.

**e) 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. It does not include fair value information for financial assets and financial liabilities carried at amortised cost if the carrying amount is a reasonable approximation of fair value.

Balance sheet category	Level 1 £	Level 2 £	Level 3 £	Total £	2023 Carrying value £
<b>Assets</b>					
Financial assets at amortised cost (note 9)	-	112,998,971	24,130,457	137,129,428	137,129,428
	-	112,998,971	24,130,457	137,129,428	137,129,428
<b>Liabilities</b>					
Financial liabilities at amortised cost (note 13)	-	28,508,012	57,089,633	85,597,645	85,597,645
	-	28,508,012	57,089,633	85,597,645	85,597,645

Balance sheet category	Level 1 £	Level 2 £	Level 3 £	Total £	2022 Carrying value £
<b>Assets</b>					
Financial assets at amortised cost (note 9)	-	522,357	82,986,681	83,509,038	83,509,038
	-	522,357	82,986,681	83,509,038	83,509,038
<b>Liabilities</b>					
Financial liabilities at amortised cost (note 13)	-	-	73,717,395	73,717,395	73,717,395
	-	-	73,717,395	73,717,395	73,717,395

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**17. FINANCIAL INSTRUMENTS (continued)****e) Fair values of financial instruments carried at amortised cost (continued)****Valuation methodology for financial instruments carried at amortised cost**

The fair value exposures set out in the tables above are managed by using a combination of hedging derivatives and offsetting on balance sheet positions. The valuation approach to specific categories of financial instruments is described below.

**Assets:****Financial assets at amortised cost**

The carrying amount of the other items is deemed a reasonable approximation of their fair value.

**Liabilities:****Financial liabilities at amortised cost**

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.

**f) 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 2022, analysed by their levels in the fair value hierarchy – Level 1, Level 2 and Level 3.

Balance sheet category	2023				2022			
	Level 1 £	Level 2 £	Level 3 £	Total £	Level 1 £	Level 2 £	Level 3 £	Total £
<b>Assets</b>								
Derivative financial instruments (note 11)	-	29,204,613	-	29,204,613	-	-	19,852,420	19,852,420
Other financial assets at FVTPL (note 10)	-	-	30,116,687	30,116,687	-	-	9,476,272	9,476,272
	-	29,204,613	30,116,687	59,321,300	-	-	29,328,692	29,328,692
<b>Liabilities</b>								
Derivative financial instruments (note 11)	-	4,500,809	-	4,500,809	-	-	1,160,062	1,160,062
	-	4,500,809	-	4,500,809	-	-	1,160,062	1,160,062

**Transfers between levels of the fair value hierarchy**

During the reporting period there has been a transfer of the Derivative financial instruments from Level 3 to Level 2. For the existing staff options schemes Share Save and Phantom Shares, it was determined during the year that the unobservable forex-stock correlation is not significant in the valuation, resulting in a change in levelling decision from Level 3 to level 2.

**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	Balance sheet value		Fair value movements recognised in profit/(loss)	
		2023 £	2022 £	2023 £	2022 £
Derivative assets	Equity and credit contracts	-	19,852,420	-	(862,503)
FVTPL assets	Equity securities	30,116,687	9,476,272	68,830,655	(19,206,959)
Derivative liabilities	Equity and credit contracts	-	(1,160,062)	-	(3,795)
		30,116,687	28,168,630	68,830,655	(20,073,257)

Derivative assets and liabilities have been reclassified under Level 2 in 2023.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**17. FINANCIAL INSTRUMENTS (continued)****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 and 2022:

Balance sheet category	Assets			Liabilities	
	Derivatives £	Financial assets at FVTPL £	Total £	Derivatives £	Total £
<b>At 1 January 2023</b>	19,852,420	9,476,272	29,328,692	(1,160,062)	(1,160,062)
Total losses recognised in profit or loss:					
– Fair value movements	4,502,012	68,629,471	73,131,483	(97,437)	(97,437)
– Foreign exchange and other movements	-	(1,331,997)	(1,331,997)	-	-
– Sales	-	(46,657,059)	(46,657,059)	-	-
– Transfers in/(out)	(24,354,432)		(24,354,432)	1,257,499	1,257,499
<b>At 31 December 2023</b>	-	<b>30,116,687</b>	<b>30,116,687</b>	-	-
Gains/(Losses) recognised in profit or loss relating to assets and liabilities held at the end of the year	4,502,012	68,629,471	73,131,483	(97,437)	(97,437)

Balance sheet category	Assets			Liabilities	
	Derivatives £	Financial assets at FVTPL £	Total £	Derivatives £	Total £
<b>At 1 January 2022</b>	11,994,188	50,132,045	62,126,233	(143,795)	(143,795)
Total gains/(losses) recognised in profit or loss:					
– Fair value movements	(862,503)	(19,206,959)	(20,069,462)	(3,795)	(3,795)
– Foreign exchange and other movements	-	1,000,281	1,000,281	-	-
– Transfers out	8,720,735	(22,449,095)	(13,728,360)	(1,012,472)	(1,012,472)
<b>At 31 December 2022</b>	19,852,420	9,476,272	29,328,692	(1,160,062)	(1,160,062)
Gains/(Losses) recognised in profit or loss relating to assets and liabilities held at the end of the year	(862,503)	(19,206,959)	(20,069,462)	(3,795)	(3,795)

**Effect of changes in significant unobservable assumptions to reasonably possible alternatives (Level 3)**

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.

	Significant unobservable inputs		Sensitivity				
	Fair value £	Assumption description	Assumption value Range	Weighted average	Shift	Favourable changes £	Unfavourable changes £
<b>2023</b>							
Derivative assets*	29,204,613	Equity/FX implied correlation	-	-	-	-	-
FVTPL equity securities	30,116,686	Contingent litigation risk	0% - 100%	39%	20%	2,979,119	(2,979,119)
*Transferred to Level 2							
<b>2022</b>							
Derivative assets	19,852,420	Equity/FX implied correlation	(100)% - 100%	(18)%	10%	259,070	(259,070)
FVTPL equity securities	9,476,272	Contingent litigation risk	0% - 100%	20%	20%	7,290,947	(7,290,947)

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**17. FINANCIAL INSTRUMENTS (continued)****h) Maturity of Financial Liabilities.**

The following table analyses the maturities of the undiscounted cash flows relating to the financial liabilities of Santander Equity Investments Ltd based on the remaining period of the contractual maturity date as at the balance sheet date. Financial Liabilities at Amortised Cost mainly consist of intergroup balances. The table is not intended to show the liquidity of Santander Equity Investments Ltd.

**2023**

	On demand £	Later than one month and not later than three months £	Later than three months and not later than one year £	Later than one year and not later than five years £	Later than five years £	Total £
Financial Liabilities at Amortised Cost	28,508,114	41,742,301	15,080,851	283,892	-	85,615,158
Derivative Financial Instruments	23,111	4,283,320	-	160,083	34,295	4,500,809
Other Liabilities	32,981,180	-	-	-	-	32,981,180
<b>Total Financial Liabilities</b>	<b>61,512,405</b>	<b>46,025,621</b>	<b>15,080,851</b>	<b>443,975</b>	<b>34,295</b>	<b>123,097,147</b>

**2022**

	On demand £	Later than one month and not later than three months £	Later than three months and not later than one year £	Later than one year and not later than five years £	Later than five years £	Total £
Financial Liabilities at Amortised Cost	17,963,039	41,130,264	78,274	14,545,969	-	73,717,546
Derivative Financial Instruments	17,834	-	-	1,211,095	132,563	1,361,492
Other Liabilities	25,628,510	-	-	-	-	25,628,510
<b>Total Financial Liabilities</b>	<b>43,609,383</b>	<b>41,130,264</b>	<b>78,274</b>	<b>15,757,064</b>	<b>132,563</b>	<b>100,707,548</b>

**18. CAPITAL MANAGEMENT AND RESOURCES**

The Company's UK parent, Santander UK Group Holdings plc (the Santander UK Group) adopts a centralised capital management approach, based on an assessment of both regulatory requirements and the economic capital impacts of businesses in the Santander UK Group. The Company has no non-centralised process for managing its own capital. Disclosures relating to the Santander UK Group's capital management can be found in the Santander UK Group Holdings plc annual report and financial statements.

Capital held by the Company and managed centrally as part of the Santander UK Group, comprises share capital and reserves which can be found in the Balance Sheet on page 10.

**19. PARENT UNDERTAKING AND CONTROLLING PARTY**

The Company's immediate parent company is Santander UK Group Holdings plc, a company registered in England and Wales.

The Company's ultimate parent undertaking and controlling party is Banco Santander SA, a company registered in Spain. Banco Santander SA is the parent undertaking of the largest group of undertakings for which group Financial Statements are drawn up and of which the Company is a member. Santander UK Group Holdings plc is the parent undertaking of the smallest group of undertakings for which the group Financial Statements are drawn up and of which the Company is a member.

Copies of all sets of group Financial Statements, which include the results of the Company, are available from the Corporate Governance Office, Santander UK plc, 2 Triton Square, Regent's Place, London NW1 3AN.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 31 December 2023

**20. SHARE-BASED COMPENSATION**

The Santander UK group operates share schemes and arrangements for eligible employees. The main current schemes are the Sharesave Schemes, the Long-Term Incentive Plan (the LTIP), the Deferred Shares Bonus Plan and the Partnership Shares scheme. 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). At 31 December 2023, there was a deferred income balance of £18.2m (2022: £18.9m) relating to the management of the Sharesave scheme.

**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		2023	2022
	Number of options 000's	Weighted average exercise price £		Number of options 000's	Weighted average exercise price £
Outstanding at 1 January	29,988	2.00		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
Outstanding at 31 December	27,139	2.19		29,988	2.00
Exercised at 31 December	868	1.84		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.

	2023	2022		2023	2022
	Weighted average remaining contractual life years	Weighted average exercise price £		Weighted average remaining contractual life years	Weighted average exercise price £
Range of exercise prices					
£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.

**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

For the year ended 31 December 2023

**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).

**21. CONTINGENT LIABILITIES****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.