

Written Assurance regarding Program Listing

2 October 2015

To
President & CEO, Tokyo Stock Exchange, Inc.

Address of Main Office of Business:


2 Triton Square, Regent's Place

London, NW1 3AN United Kingdom

Name of Applicant:

Santander UK Group Holdings plc

Name (signature) and Title of Representative:



William Perkins

Head of Medium Term Funding

Santander UK Group Holdings plc ("applicant") hereby confirms the following matters, with regard to the submission of program information to Tokyo Stock Exchange, Inc. ("TSE").

1. Documents submitted by the applicant to TSE in the course of submission of program information, initial listing application based on said program information, and examination/confirmation of listing eligibility contain the necessary descriptions without omissions and all the descriptions are true.
2. Of the Business Regulations, the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities, any other rules and regulations, and the provisions related to their enforcement, etc. currently set forth and to be set forth or revised by TSE in future (hereinafter the "Rules and Regulations, etc."), the applicant shall comply with all the rules and regulations applicable to itself and the bonds to be listed based on said program information (hereinafter the "listed bonds").
3. The applicant shall comply with measures, including delisting of the listed bonds and trading halts, taken by TSE in accordance with the Rules and Regulations, etc.
4. Any lawsuit between the applicant of the listed bonds and TSE which arises from this confirmation letter or with respect to the listed bonds shall fall within the exclusive jurisdiction of the Tokyo District Court as the court of first instance.