

Specified Securities Information

Santander UK Group Holdings plc

SPECIFIED SECURITIES INFORMATION

Type of Information:	Specified Securities Information
Date of Announcement:	7 December 2015
Issuer Name:	Santander UK Group Holdings plc (the " Issuer ")
Name and Title of Representative:	William Perkins Head of Medium Term Funding
Address of Head Office:	2 Triton Square, Regent's Place, London, NW1 3AN United Kingdom
Telephone:	+44-(0)207-756-4797
Contact Person:	Attorney-in-Fact: Hironori Shibata, Attorney-at-law Hiroto Ando, Attorney-at-law Nobuhiro Ito, Attorney-at-law Seiya Kai, Attorney-at-law Anderson Mori & Tomotsune Address: Akasaka K-Tower 2-7, Motoakasaka 1-chome Minato-ku, Tokyo Telephone: +81-3-6888-1000
Type of Securities:	Notes (the " Notes ")
Total Issuance Value of Securities or Total Sale Value of Securities:	JPY 3,000,000,000 0.557 per cent. Notes due December 2018: ¥3,000,000,000 JPY 27,000,000,000 0.787 per cent. Notes due December 2020: ¥27,000,000,000
Contents of Program Information:	
Date of Announcement:	5 October 2015
Scheduled Issuance Period:	5 October 2015 to 4 October 2016
Maximum Outstanding Issuance Amount:	€30,000,000,000
Matters related to Financial Instruments Exchange Market, etc.:	Not Applicable
Address of Website for Announcement:	http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html
Status of Submission of Annual Securities Reports:	None
Name of Arranger (for the purpose of this Specified Securities Information):	Mizuho International plc Nomura International plc
Notes to Investors:	

1. The TOKYO PRO-BOND Market is a market for professional investors, etc. (*Tokutei Toushika tou*) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of

1948, as amended, the "FIEA") (the "**Professional Investors, Etc.**"). Notes listed on the market ("**Listed Notes**") may involve high investment risk. Investors should be aware of the listing eligibility and timely disclosure requirements that apply to issuers of Listed Notes on the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices and shall bear responsibility for their investments. Prospective investors should make investment decisions after having carefully considered the contents of this Specified Securities Information.

2. Where this Specified Securities Information (a) contains any false statement on important matters, or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content, a person who, at the time of announcement of this Specified Securities Information, is an officer (meaning an officer stipulated in Article 21, Paragraph 1 of the FIEA (meaning a director (*torishimari-yaku*), accounting advisor (*kaikai-sanyo*), corporate auditor (*kansa-yaku*) or executive officer (*shikkou-yaku*), or a person equivalent to any of these) (each an "**Officer**") of the Issuer) that announced this Specified Securities Information shall be liable to compensate persons who acquired the Notes for any damage or loss arising from the false statement or lack of information in accordance with the provisions of Article 21, Paragraph 1, Item 1 of the FIEA applied mutatis mutandis in Article 27-33 of the FIEA and of Article 22 of the FIEA applied mutatis mutandis in Article 27-34 of the FIEA. However, this shall not apply to cases where the person who acquired the Notes was aware of the existence of the false statement or the lack of information at the time of subscription for acquisition of the Notes. Additionally, such Officer shall not be required to assume the liability prescribed above, where he/she proves that he/she was not aware of, and was unable to obtain knowledge of, even with due care, the existence of the false statement or the lack of information.
3. The regulatory framework for the TOKYO PRO-BOND Market is different in fundamental aspects from the general regulatory framework applicable to other exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on Japan Exchange Group, Inc. website.
4. Tokyo Stock Exchange, Inc. does not express opinions or issue guarantees, etc. regarding the content of this Specified Securities Information (including but not limited to, whether this Specified Securities Information (a) contains a false statement or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content) and shall not be liable for any damage or loss.
5. All terms in this Specified Securities Information and not otherwise defined herein shall have the same meaning herein as set forth in the Program Information dated 5 October 2015, as amended.

PRICING SUPPLEMENT

4 December 2015

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC (AS AMENDED) FOR THE ISSUE OF NOTES DESCRIBED BELOW. THE UK LISTING AUTHORITY HAS NEITHER APPROVED NOR REVIEWED THIS PRICING SUPPLEMENT AND THIS PRICING SUPPLEMENT SHALL NOT FORM PART OF THE BASE PROSPECTUS APPROVED BY THE UK LISTING AUTHORITY.

PLEASE CAREFULLY READ THE PROSPECTUS AND THE RISK FACTORS IN THE PROSPECTUS. EACH INVESTOR SHOULD CONSULT ITS OWN FINANCIAL AND LEGAL ADVISORS ABOUT THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE NOTES AND THE SUITABILITY OF AN INVESTMENT IN THE NOTES IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES.

SANTANDER UK GROUP HOLDINGS PLC

**Issue of JPY 3,000,000,000 0.557 per cent. Notes due December 2018
under the €30,000,000,000
Euro Medium Term Note Programme**

PART A - CONTRACTUAL TERMS

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Prospectus dated 4 September 2015 and the supplement to it dated 30 October 2015 (the "**Prospectus**"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Prospectus. Copies of the Prospectus may be obtained from <http://www.aboutsantander.co.uk/investors.aspx>.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Prospectus.

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| 1. | Issuer: | Santander UK Group Holdings plc |
| 2. | (i) Series Number: | P5002 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |

3.	Specified Currency or Currencies:	Japanese Yen ("JPY")
4.	Nominal Amount:	
	(i) Tranche:	JPY 3,000,000,000
	(ii) Series:	JPY 3,000,000,000
5.	Issue Price of Tranche:	100.00 per cent. of the Nominal Amount
6.	(i) Specified Denominations:	JPY 100,000,000
	(ii) Calculation Amount	JPY 100,000,000
7.	(i) Issue Date:	10 December 2015
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
8.	Maturity Date:	10 December 2018 subject to adjustment in accordance with the Business Day Convention set out in paragraph 14(iii) below
9.	Interest Basis:	0.557 per cent. Fixed Rate (See paragraph 14 below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(ii) Date of Board approval for issuance of Notes obtained:	27 July 2015

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	0.557 per cent. per annum payable semi- annually in arrear on each Interest Payment

		Date
(ii)	Interest Payment Date(s):	10 June and 10 December in each year commencing on 10 June 2016 and ending on the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 14(iii) below
(iii)	Business Day Convention:	Modified Following Business Day Convention
(iv)	Business Day(s): Additional Business Centre(s):	London, Tokyo Not Applicable
(v)	Fixed Coupon Amount(s) in respect of definitive Fixed Rate Notes:	JPY 278,500 per Calculation Amount
(vi)	Broken Amount(s) in respect of definitive Fixed Rate Notes:	Not Applicable
(vii)	Day Count Fraction:	30/360, unadjusted
(viii)	Determination Date(s):	Not Applicable
(ix)	Other terms relating to the method of calculating interest for Fixed Rate Notes which are Exempt Notes:	None
15.	Fixed Rate Reset Note Provisions	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon/Discount Note Provisions	Not Applicable
18.	Variable Interest Note Provisions	Not Applicable
19.	Convertible Interest Basis Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Issuer Call	Not Applicable
21.	Regulatory Capital Event Call	Not Applicable
22.	Investor Put	Not Applicable

23. Final Redemption Amount: The outstanding aggregate nominal amount of Notes in JPY (if Notes are represented by a Global Note) JPY 100,000,000 per Calculation Amount (if Notes are in definitive form)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Bearer Notes:
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes on 60 days' notice given only upon an Exchange Event at the expense of the Issuer

25. New Global Note: Yes

26. Calculation Agent: Not Applicable

27. Determination Agent: Not Applicable

28. U.S. Selling Restrictions: Reg. S. Compliance Category 2; TEFRA D

29. Other terms or special conditions: Additional Selling Restrictions:

Japan:

(1) The Notes may not be sold, transferred or otherwise disposed to any person other than the Professional Investors, Etc. (*Tokutei Touseika tou*) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "FIEA") (the "**Professional Investors, Etc.**"), except for the transfer of the Notes to the following:

- (a) the Issuer or the Officer (meaning directors, corporate auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by**

All the Shareholders, Etc." (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a controlled juridical person, etc. (*Hi-Shihai Houjin Tou*) (excluding the Issuer) of such Specified Officer (as defined in Article 11-2, Paragraph 3 of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No. 14 of 1993, as amended)); or

- (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

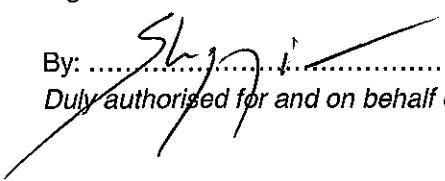
(2) When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made:

- (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;
- (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
- (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person (i)

agreeing to comply with the restriction on transfer of the Notes as set forth in (1) above, (in the case of a solicitation of an offer to acquire the Notes to be newly issued), or (ii) entering into an agreement providing for the restriction on transfer of the Notes as set forth in (1) above with the person making such Solicitation of the Note Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Notes already issued);

- (d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, Paragraph 2 of the FIEA;
- (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> or any successor website), in accordance with Rules 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of Tokyo Stock Exchange, Inc.; and
- (f) the Issuer Information, Etc. will be provided to the holders of the Notes or made public pursuant to Article 27-32 of the FIEA.

Signed on behalf of the Issuer:

By: 

Duly authorised for and on behalf of the Issuer

PART B - OTHER INFORMATION

1. LISTING

Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the Global Exchange Market of the Irish Stock Exchange and the TOKYO PRO-BOND Market of the Tokyo Stock Exchange, Inc. with effect from the Issue Date and one business day following the Issue Date, respectively.

2. RATINGS

Ratings:	The Notes are expected to have the following ratings:
	S & P: BBB
	Moody's: Baa1
	Fitch: A

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to Mizuho International plc and Nomura International plc (the "Managers"), no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD (*Fixed Rate Notes only*)

Indication of yield:	0.557 per cent. per annum (semi-annual)
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5. OPERATIONAL INFORMATION

(i)	ISIN Code:	XS1331975240
(ii)	Common Code:	133197524
(iii)	CUSIP Code:	Not Applicable
(iv)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

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| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is held under the New Safekeeping Structure for registered global securities. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
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6. DISTRIBUTION

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | Mizuho International plc
Nomura International plc |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (v) | Additional selling restrictions: | See Part A, paragraph 29 above |

PRICING SUPPLEMENT

4 December 2015

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC (AS AMENDED) FOR THE ISSUE OF NOTES DESCRIBED BELOW. THE UK LISTING AUTHORITY HAS NEITHER APPROVED NOR REVIEWED THIS PRICING SUPPLEMENT AND THIS PRICING SUPPLEMENT SHALL NOT FORM PART OF THE BASE PROSPECTUS APPROVED BY THE UK LISTING AUTHORITY.

PLEASE CAREFULLY READ THE PROSPECTUS AND THE RISK FACTORS IN THE PROSPECTUS. EACH INVESTOR SHOULD CONSULT ITS OWN FINANCIAL AND LEGAL ADVISORS ABOUT THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE NOTES AND THE SUITABILITY OF AN INVESTMENT IN THE NOTES IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES.

SANTANDER UK GROUP HOLDINGS PLC

**Issue of JPY 27,000,000,000 0.787 per cent. Notes due December 2020
under the €30,000,000,000
Euro Medium Term Note Programme**

PART A - CONTRACTUAL TERMS

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Prospectus dated 4 September 2015 and the supplement to it dated 30 October 2015 (the "**Prospectus**"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Prospectus. Copies of the Prospectus may be obtained from <http://www.aboutsantander.co.uk/investors.aspx>.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Prospectus.

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| 1. | Issuer: | Santander UK Group Holdings plc |
| 2. | (i) Series Number: | P5001 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |

3.	Specified Currency or Currencies:	Japanese Yen ("JPY")
4.	Nominal Amount:	
	(i) Tranche:	JPY 27,000,000,000
	(ii) Series:	JPY 27,000,000,000
5.	Issue Price of Tranche:	100.00 per cent. of the Nominal Amount
6.	(i) Specified Denominations:	JPY 100,000,000
	(ii) Calculation Amount	JPY 100,000,000
7.	(i) Issue Date:	10 December 2015
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
8.	Maturity Date:	10 December 2020 subject to adjustment in accordance with the Business Day Convention set out in paragraph 14(iii) below
9.	Interest Basis:	0.787 per cent. Fixed Rate (See paragraph 14 below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(ii) Date of Board approval for issuance of Notes obtained:	27 July 2015

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	0.787 per cent. per annum payable semi-annually in arrear on each Interest Payment

		Date
(ii)	Interest Payment Date(s):	10 June and 10 December in each year commencing on 10 June 2016 and ending on the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 14(iii) below
(iii)	Business Day Convention:	Modified Following Business Day Convention
(iv)	Business Day(s): Additional Business Centre(s):	London, Tokyo Not Applicable
(v)	Fixed Coupon Amount(s) in respect of definitive Fixed Rate Notes:	JPY 393,500 per Calculation Amount
(vi)	Broken Amount(s) in respect of definitive Fixed Rate Notes:	Not Applicable
(vii)	Day Count Fraction:	30/360, unadjusted
(viii)	Determination Date(s):	Not Applicable
(ix)	Other terms relating to the method of calculating interest for Fixed Rate Notes which are Exempt Notes:	None
15.	Fixed Rate Reset Note Provisions	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon/Discount Note Provisions	Not Applicable
18.	Variable Interest Note Provisions	Not Applicable
19.	Convertible Interest Basis Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Issuer Call	Not Applicable
21.	Regulatory Capital Event Call	Not Applicable
22.	Investor Put	Not Applicable

23. Final Redemption Amount: The outstanding aggregate nominal amount of Notes in JPY (if Notes are represented by a Global Note) JPY 100,000,000 per Calculation Amount (if Notes are in definitive form)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Bearer Notes:
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes on 60 days' notice given only upon an Exchange Event at the expense of the Issuer

25. New Global Note: Yes

26. Calculation Agent: Not Applicable

27. Determination Agent: Not Applicable

28. U.S. Selling Restrictions: Reg. S. Compliance Category 2; TEFRA D

29. Other terms or special conditions: Additional Selling Restrictions:
Japan:
(1) The Notes may not be sold, transferred or otherwise disposed to any person other than the Professional Investors, Etc. (*Tokutei Touseika tou*) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**FIEA**") (the "**Professional Investors, Etc.**"), except for the transfer of the Notes to the following:
(a) the Issuer or the Officer (meaning directors, corporate auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by**

All the Shareholders, Etc." (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a controlled juridical person, etc. (*Hi-Shihai Houjin Tou*) (excluding the Issuer) of such Specified Officer (as defined in Article 11-2, Paragraph 3 of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No. 14 of 1993, as amended)); or

- (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

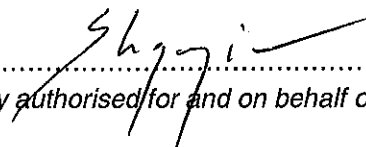
(2) When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made:

- (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;
- (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
- (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person (i)

agreeing to comply with the restriction on transfer of the Notes as set forth in (1) above, (in the case of a solicitation of an offer to acquire the Notes to be newly issued), or (ii) entering into an agreement providing for the restriction on transfer of the Notes as set forth in (1) above with the person making such Solicitation of the Note Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Notes already issued);

- (d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, Paragraph 2 of the FIEA;
- (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> or any successor website), in accordance with Rules 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of Tokyo Stock Exchange, Inc.; and
- (f) the Issuer Information, Etc. will be provided to the holders of the Notes or made public pursuant to Article 27-32 of the FIEA.

Signed on behalf of the Issuer:

By: 
Duly authorised for and on behalf of the Issuer

PART B - OTHER INFORMATION

1. LISTING

Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the Global Exchange Market of the Irish Stock Exchange and the TOKYO PRO-BOND Market of the Tokyo Stock Exchange, Inc. with effect from the Issue Date and one business day following the Issue Date, respectively.

2. RATINGS

Ratings:	The Notes are expected to have the following ratings:
	S & P: BBB
	Moody's: Baa1
	Fitch: A

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to Mizuho International plc and Nomura International plc (the "Managers"), no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD (*Fixed Rate Notes only*)

Indication of yield:	0.787 per cent. per annum (semi-annual)
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5. OPERATIONAL INFORMATION

(i)	ISIN Code:	XS1331974607
(ii)	Common Code:	133197460
(iii)	CUSIP Code:	Not Applicable
(iv)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

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| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is held under the New Safekeeping Structure for registered global securities. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
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6. DISTRIBUTION

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | Mizuho International plc
Nomura International plc |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (v) | Additional selling restrictions: | See Part A, paragraph 29 above |