

Amendment to Program Information

Santander UK Group Holdings plc

AMENDMENT TO PROGRAM INFORMATION

Type of Information:	Amendment to Program Information
Date of Announcement:	17 June 2016
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 Aina Ono, 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 ")
Address of Website for Announcement:	http://www.jpix.co.jp/english/equities/products/tpbm/announcement/index.html
Information on initial Program Information:	
Date of Filing:	5 October 2015
Scheduled Issuance Period:	5 October 2015 to 4 October 2016
Maximum Outstanding Issuance Amount:	€30,000,000,000

This amendment, consisting of this cover page and the Supplements dated 27 January 2016, 2 March 2016, 27 April 2016, and 10 June 2016 to the Base Prospectus dated 4 September 2015, is filed to update the information included in the Program Information dated 5 October 2015 as amended by the amendment dated 27 November 2015 (the "**Program Information**"). This constitutes an integral part of the Program Information and shall be read together with it.

To the extent that there is any inconsistency between (a) any statement in this amendment and (b) any other statement in the Program Information (and its amendments, if any) prior to the date of this amendment, the statement in (a) above will prevail.

SUPPLEMENT DATED 27 JANUARY, 2016
TO THE PROSPECTUS SET OUT IN THE SCHEDULE HERETO



Santander UK Group Holdings plc

(incorporated in England and Wales with limited liability, registered number 08700698)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the prospectus dated 4 September 2015, listed in the Schedule hereto (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus prepared by Santander UK Group Holdings plc, as issuer (the "**Issuer**") under the EMTN Programme (as defined in the Schedule hereto).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of instruments under the EMTN Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purpose of incorporating by reference into the Prospectus the unaudited quarterly management statement for the year ended 31 December 2015 (the "**Quarterly Management Statement**"), as described in further detail below.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus, to which this Supplement relates.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Any information in the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is not relevant for investors or is contained elsewhere in the Prospectus to which this Supplement relates.

Save as disclosed in this Supplement and the Prospectus, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

In circumstances where Sections 87Q(4) – (6) of the FSMA apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to wholesalemarketslegal@santandergbm.com.

PUBLICATION OF QUARTERLY MANAGEMENT STATEMENT

On 27 January 2016, the Issuer published its Quarterly Management Statement.

Such Quarterly Management Statement, except for the contents of Appendix 3 appearing on page 25, is hereby incorporated in, and forms part of the Prospectus.

A copy of the Quarterly Management Statement has been submitted to the National Storage Mechanism (available for viewing at: <http://www.morningstar.co.uk/uk/NSM>).

The Quarterly Management Statement is also available for viewing at: <http://www.santander.co.uk/uk/about-santander-uk/investor-relations/santander-uk-plc/>.

GENERAL

This Supplement will be published on the website of the London Stock Exchange at the following link: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

SCHEDULE

EMTN PROGRAMME PROSPECTUS

1. Prospectus dated 4 September 2015 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") and the supplement to it dated 30 October 2015.

SUPPLEMENT DATED 2 MARCH, 2016
TO THE PROSPECTUS SET OUT IN THE SCHEDULE HERETO



Santander UK Group Holdings plc

(incorporated in England and Wales with limited liability, registered number 08700698)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the prospectus dated 4 September 2015, listed in the Schedule hereto (as supplemented at the date hereof) (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus prepared by Santander UK Group Holdings plc, as issuer (the "**Issuer**") under the EMTN Programme (as defined in the Schedule hereto).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of instruments under the EMTN Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purpose of incorporating by reference into the Prospectus certain sections of the Santander UK Group Holdings 2015 Annual Report and Accounts (as defined below).

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus, to which this Supplement relates.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

~~If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.~~

Any information in the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is not relevant for investors or is contained elsewhere in the Prospectus to which this Supplement relates.

Save as disclosed in this Supplement and the Prospectus, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

In circumstances where Sections 87Q(4) – (6) of the FSMA apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or

entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to wholesalemarketslegal@santandergbm.com.

PUBLICATION OF ANNUAL REPORT AND ACCOUNTS

On 25 February 2016, the Issuer published its Annual Report and Accounts for the year ended 31 December 2015 (the “**Santander UK Group Holdings 2015 Annual Report and Accounts**”). The following is incorporated in, and forms part of, the Prospectus:

Santander UK Group Holdings 2015 Annual Report and Accounts (which include the audited consolidated annual financial statements of the Issuer), excluding the sections entitled “Risk factors” on pages 329 to 349 inclusive thereof and “Contact and other information” on page 350.

GENERAL

Copies of the Santander UK Group Holdings 2015 Annual Report and Accounts have been submitted to the National Storage Mechanism (available for viewing at: www.hemscott.com/nsm.do). This Supplement will be published on the website of the London Stock Exchange at the following link:
<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>

The relevant sections of the Santander UK Group Holdings 2015 Annual Report and Accounts referred to above are also available at: <http://www.santander.co.uk/uk/about-santander-uk/investor-relations/santander-uk-plc/>.

SCHEDULE

EMTN PROGRAMME PROSPECTUS

1. Prospectus dated 4 September 2015 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "EMTN Programme") and the supplements to it dated 30 October 2015 and 27 January 2016.

**SUPPLEMENT DATED 27 APRIL, 2016
TO THE PROSPECTUS SET OUT IN THE SCHEDULE HERETO**



Santander UK Group Holdings plc

(incorporated in England and Wales with limited liability, registered number 08700698)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the prospectus dated 4 September 2015, listed in the Schedule hereto as supplemented at the date hereof (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus prepared by Santander UK Group Holdings plc, as issuer (the "**Issuer**") under the EMTN Programme (as defined in the Schedule hereto).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of instruments under the EMTN Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purpose of incorporating by reference into the Prospectus the unaudited quarterly management statement of the Issuer in respect of the three months ended 31 March 2016 (the "**Quarterly Management Statement**"), as described in further detail below.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus, to which this Supplement relates.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Any information in the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is not relevant for investors or is contained elsewhere in the Prospectus to which this Supplement relates.

Save as disclosed in this Supplement and the Prospectus, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

In circumstances where Sections 87Q(4) – (6) of the FSMA apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or

entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to wholesalemarketslegal@santandergbm.com.

PUBLICATION OF QUARTERLY MANAGEMENT STATEMENT

On 27 April 2016, the Issuer published its Quarterly Management Statement.

Such Quarterly Management Statement, except for the contents of Appendix 4 appearing on page 24, is hereby incorporated in, and forms part of the Prospectus.

A copy of the Quarterly Management Statement has been submitted to the National Storage Mechanism (available for viewing at: <http://www.morningstar.co.uk/uk/NSM>).

The Quarterly Management Statement is also available for viewing at: <http://www.santander.co.uk/uk/about-santander-uk/investor-relations/santander-uk-plc/>.

GENERAL

This Supplement will be published on the website of the London Stock Exchange at the following link: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

SCHEDULE

EMTN PROGRAMME PROSPECTUS

1. Prospectus dated 4 September 2015 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") and the supplements to it dated 30 October 2015, 27 January 2016 and 2 March 2016.

SUPPLEMENT DATED 10 JUNE, 2016
TO THE PROSPECTUS RELATING TO THE €30,000,000,000 EURO MEDIUM TERM NOTE
PROGRAMME OF:



Santander UK Group Holdings plc
(incorporated in England and Wales with limited liability, registered number 08700698)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the prospectus dated 4 September 2015 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**"), as previously supplemented on 30 October 2015, 27 January 2016, 2 March 2016 and 27 April 2016 (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**").

Unless otherwise defined herein, capitalised terms used in this Supplement have the meanings given to them in the Prospectus.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus prepared by Santander UK Group Holdings plc, as issuer (the "**Issuer**") under the EMTN Programme.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of instruments under the EMTN Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to amend the Conditions of the Senior Notes.

1. TERMS AND CONDITIONS OF THE SENIOR NOTES

In the second paragraph of the section headed "TERMS AND CONDITIONS OF THE NOTES" on page 110 of the Prospectus, the words "(the "**Trust Deed**")" shall, by virtue of this Supplement, be deleted and replaced with the words "(such Trust Deed, as modified and/or supplemented and/or restated from time to time, the "**Trust Deed**")".

The following condition shall, by virtue of this Supplement, be added as a new condition 3(d) of the Conditions on page 118 of the Prospectus:

"(d) Set-off, etc. (Senior Notes)

Subject to applicable law, no holder of the Senior Notes and the relative Coupons (if any) may exercise, claim or plead any right of set-off, compensation or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Senior Notes and each holder of the Senior Notes and the relative Coupons (if any) shall, by virtue of being the holder of any Senior Note and the relative Coupons (if any), be deemed to have waived all such rights of set-off, compensation or retention. Notwithstanding the preceding sentence, if any of the amounts owing to any holder of the Senior Notes and the relative Coupons (if any) by the Issuer is discharged by set-off, such holder

shall, unless such payment is prohibited by law, immediately pay an amount equal to the amount of such discharge to the Issuer or, in the event of its winding-up or administration, the liquidator or administrator, as appropriate of the Issuer, and, until such time as payment is made, shall hold an amount equal to such amount in trust for the Issuer, or the liquidator or administrator, as appropriate of the Issuer and accordingly any such discharge shall be deemed not to have taken place.”

2. GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statement in (a) above will prevail.

If any document which is incorporated by reference itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

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Save as disclosed in this Supplement and the Prospectus, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

In circumstances where Sections 87Q(4) – (6) of the FSMA apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to treasurylegal@santander.co.uk.

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