

## **Amendment to Program Information**

**Santander UK Group Holdings plc**

## AMENDMENT TO PROGRAM INFORMATION

Type of Information:	Amendment to Program Information
Date of Announcement:	28 April 2017
Issuer Name:	Santander UK Group Holdings plc (the " <b>Issuer</b> ")
Name and Title of Representative:	Tom Ranger Treasurer
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 " <b>Notes</b> ")
Address of Website for Announcement:	<a href="http://www.jpix.co.jp/english/equities/products/tpbm/announcement/index.html">http://www.jpix.co.jp/english/equities/products/tpbm/announcement/index.html</a>
Information on initial Program Information:	
Date of Filing:	5 October 2016
Scheduled Issuance Period:	5 October 2016 to 4 October 2017
Maximum Outstanding Issuance Amount:	€30,000,000,000

This amendment, consisting of this cover page and the Supplement dated 26 April 2017 to the Base Prospectus dated 31 August 2016, is filed to update the information included in the Program Information dated 5 October 2016 as amended by the amendments dated 28 October 2016, 2 February 2017 and 3 March 2017 (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 26 APRIL 2017  
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 31 August 2016, listed in the Schedule hereto as supplemented at the date hereof relating to the €30,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**"), (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.

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 2017 (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 [treasurylegal@santander.co.uk](mailto:treasurylegal@santander.co.uk).

## **PUBLICATION OF QUARTERLY MANAGEMENT STATEMENT**

On 26 April 2017, the Issuer published its Quarterly Management Statement.

Such Quarterly Management Statement, except for the contents of Appendix 4 appearing on page 22, 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-group-holdings-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 31 August 2016 relating to the €30,000,000,000 Euro Medium Term Note Programme (the "EMTN Programme") and the supplement to it dated 26 October 2016, 31 January 2017 and 23 February 2017.