

London 29th & 30th September 2011 **INTERING PROFITABLE GROWTH**

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We have a unique position in the UK



Santander UK has one of the largest customer bases and distribution networks in the UK and is a market leader in mortgages & savings

- 1,404 branches

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- 23,963 employees
- 25 million customers C.10% core market shares in UK
 - 2nd in retail mortgages
 - 2nd in retail deposits



Our business model includes **some** of Santander Group's **core strengths**...

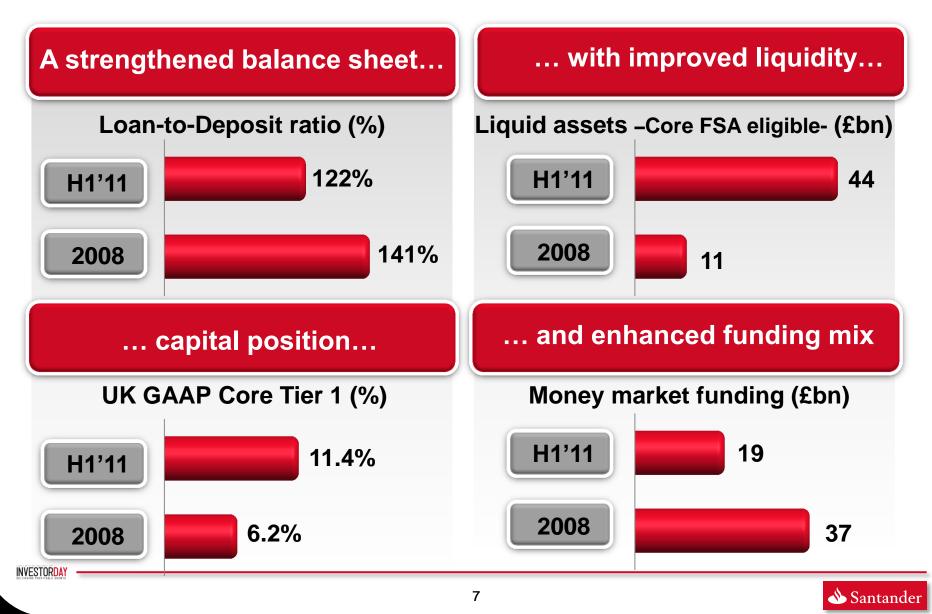


Prudent risk management

- Mortgages H1'11 NPL ratio 1.4% vs. 2.1% industry
- Since 2008:
 - Corporate non-core -46%
 - Treasury run-down portfolio -80%



...and financial strength: Overall, Santander UK is one of the strongest financial institutions in the UK



However, despite progress, there is huge unlocked potential

- We are still the combination of 3 building societies
- Product driven vs. customer driven
- Close gap in service and customer satisfaction
- Develop product and systems capability for SMEs / Corporate

... the next 3 years focus will be on the integration of the business acquired from RBS, which will be at the core of our investment to achieve our commercial turnaround



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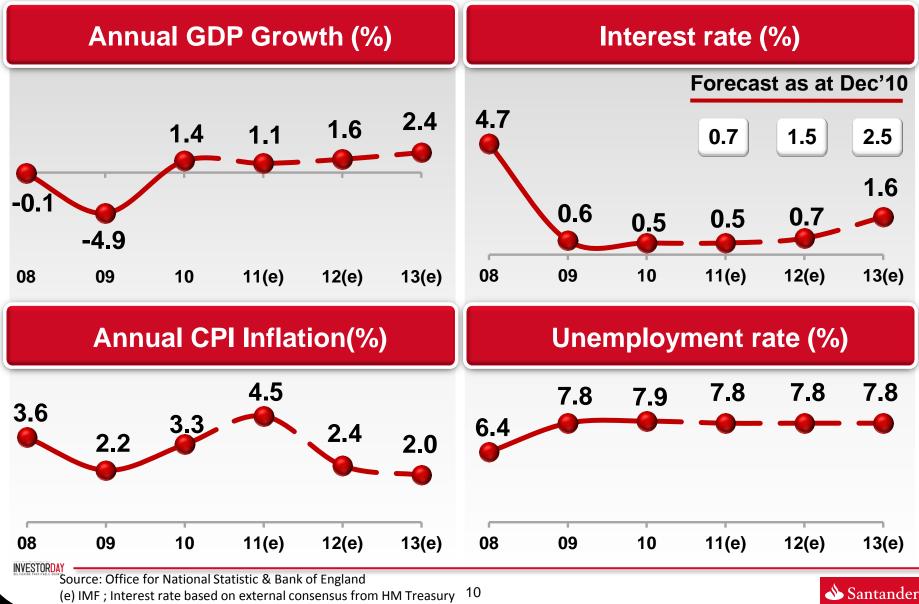
Commercial turnaround of Santander UK

Three year outlook

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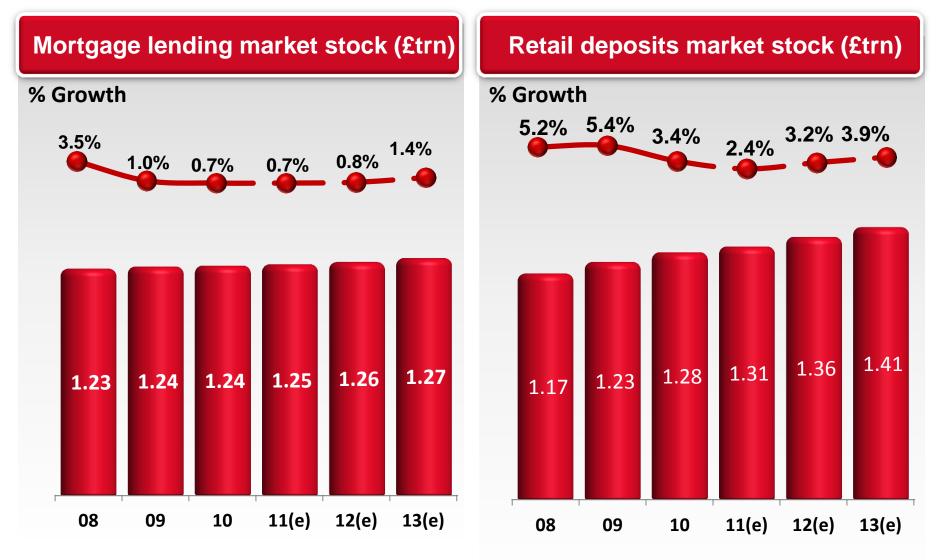


Modest GDP growth ahead and lower interest rates will remain for longer than expected



(e) IMF ; Interest rate based on external consensus from HM Treasury 10

Retail deposits growth expected to exceed mortgage growth

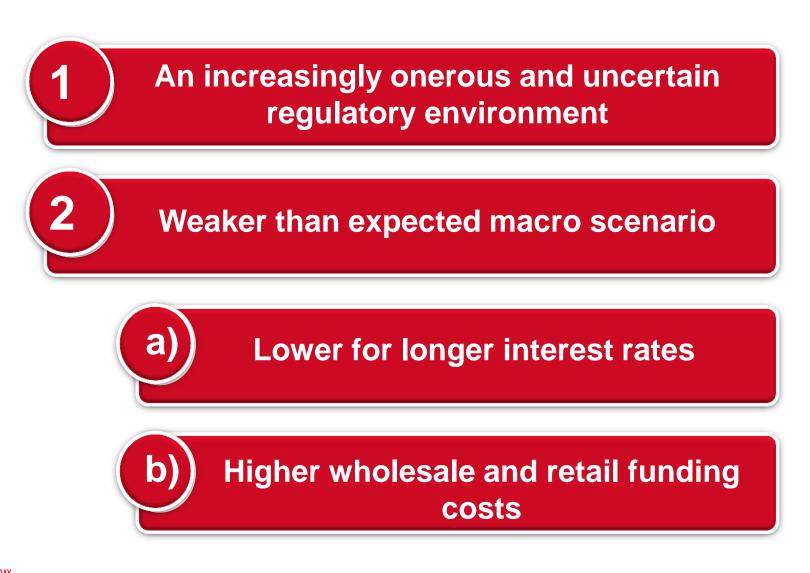


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Source: Office for National Statistics & Bank of England (e) HM Treasury latest UK economy forecast (August 2011)



The market environment is adversely impacting UK bank earnings, including Santander UK



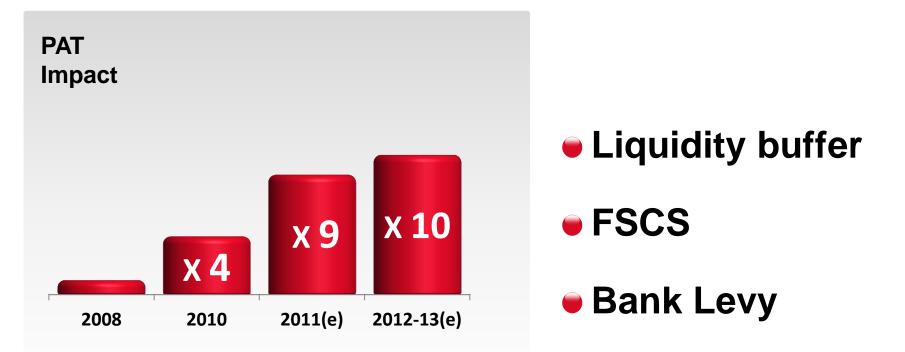




An increasingly onerous and uncertain regulatory environment



UK regulatory requirements will continue to impact on Santander UK

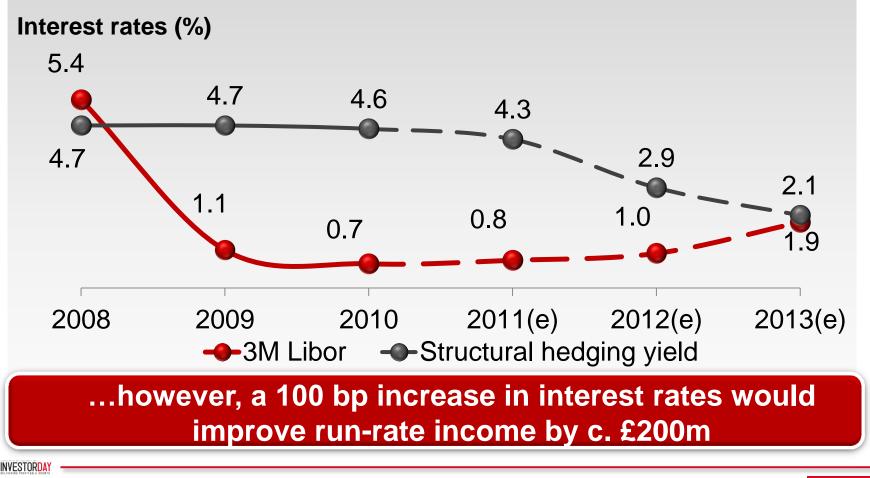


...with further significant resourcing costs due to broader regulatory demands





Interest rates expected to remain low Hedging strategy protected financial margins, but from 2012 sustained lower interest rates will impact earnings further...

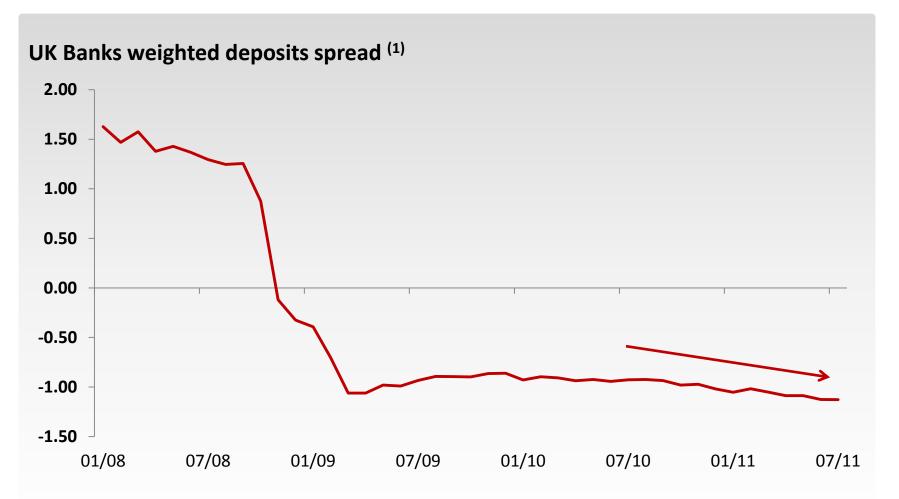






Higher retail and wholesale funding costs Negative spread has widened in recent months in retail deposits



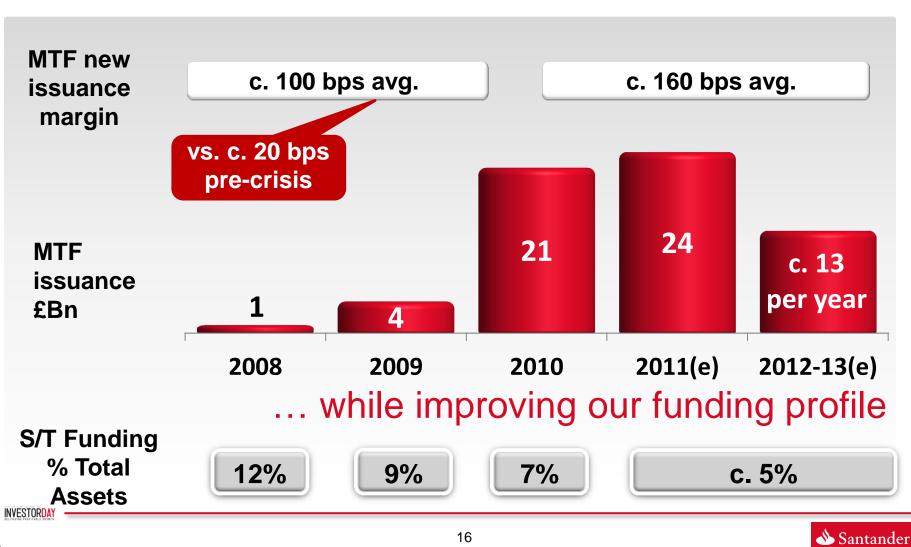






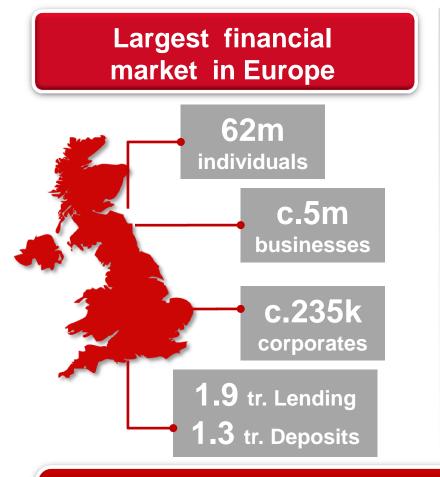
Higher retail and wholesale funding costs Impact of increase on medium-term funding costs in 2012/13





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In spite of the strong headwinds, the UK market continues to be a unique opportunity for Santander UK



- 2nd player in the profitable mortgage business
- High value savings franchise (£85bn) in a "normalised" interest rate scenario
- Becoming an incumbent player in the SME & Corporate market with business acquired from RBS
- And better positioned than peers:
 - No legacy issues
 - Best in class efficiency

Our challenge is the internal transformation to the Santander Group model



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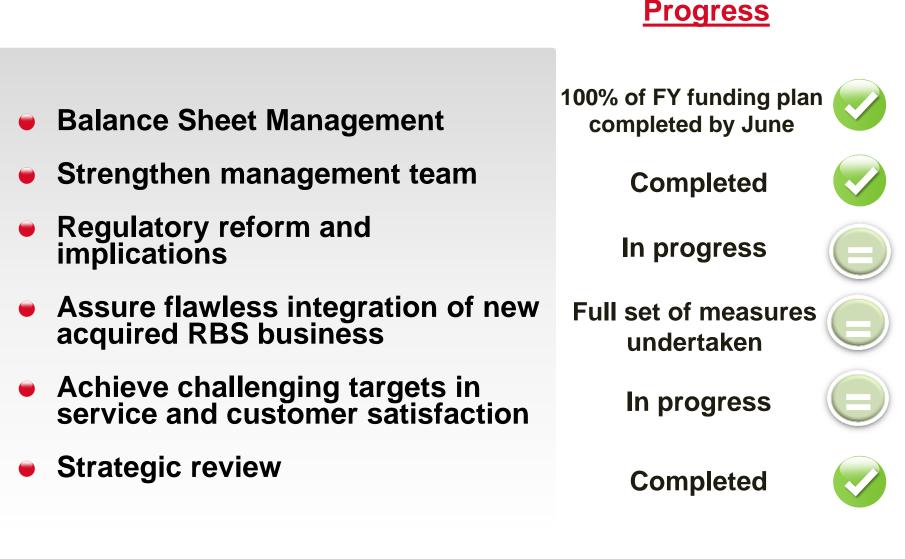


Commercial turnaround of Santander UK

Three year outlook



Priorities and achievements in 2011



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With our strong balance sheet, now is the time for the "commercial turnaround" of Santander UK

Core principles Commercial turnaround

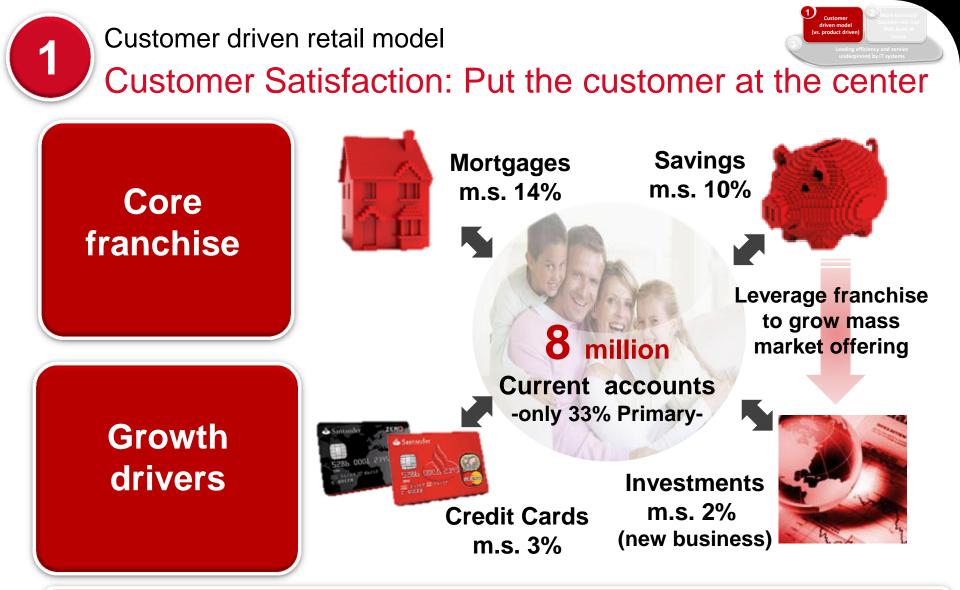
- Profitable growth vs. market share approach
- Full-service, diversified, customercentered franchise

1 Customer driven model (vs. product driven) 2 More balanced business mix and SME bank of choice 3 Leading efficiency and service

underpinned by IT systems

A top bank to work for and a step change in customer satisfaction





Opportunity: Segmentation of 25 M customers

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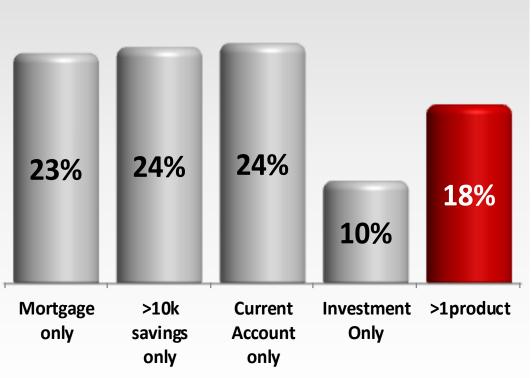


Customer driven retail model



Opportunity to grow primary relationship with 25 million customers

82% of highest potential customers have "mono" category holdings





+c. £100m revenues





Customer driven retail model



Simple products that add value. Reward existing customers primary relationship

Up to £300 when you switch your current account.





The 123 Cashback Credit Card that pays you to do your shopping.



cashback at supermaniet

contrack of petrol stations lonsport up to (30) per monthi

An ennuel fee applies. It's what you might call a wi win-win situation

Ask here today, call 0800 XXX XXX or visit santander.co.uk

Driven to do better.



3 million new current accounts in 3 years

From 1.4m to 3m credit cards in 2013





Customer driven retail model



Focus on primary relationships (current acc., cards...), will drive revenue growth...

Outlook for 2011-14 Mortgages & Savings Outlook for 2011-14 Balance sheet growth broadly flat Mortgages and savings revenue pressured by new business margins and limited scope for back-book repricing Other retail products CAGR of c. 9%

...otherwise heavily impacted by regulatory + market environment

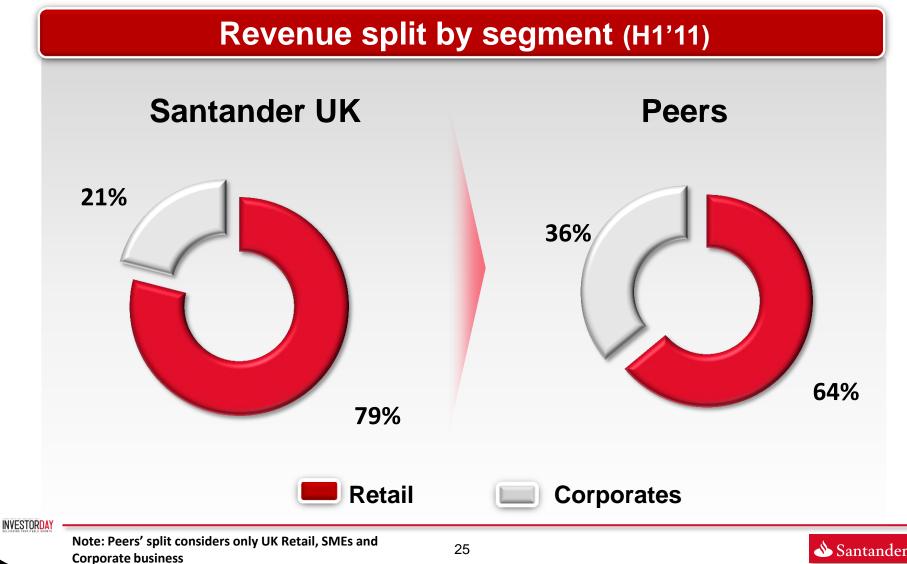






Attractive opportunity in the SME and

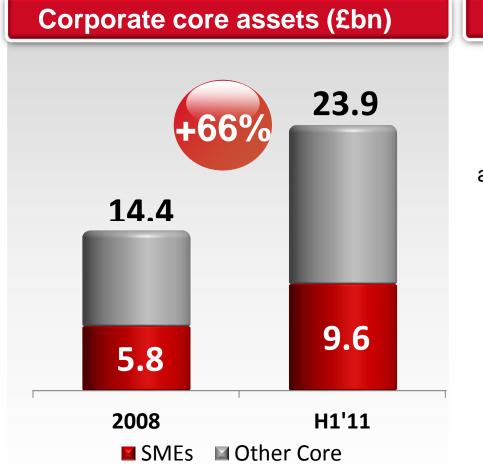
Corporate segments







Successful growth in SMEs/Corporates thanks to relationship banking



The Santander model

Case Study B&W Bowers & Wilkins

"We needed a bank that understood we aren't just a standard consumer electronics firm and that we care about high-quality products. When we met Santander, they showed a real ability to think outside the box. The service we have received has been impressive, combining a "can do" attitude with invaluable commercial acumen"

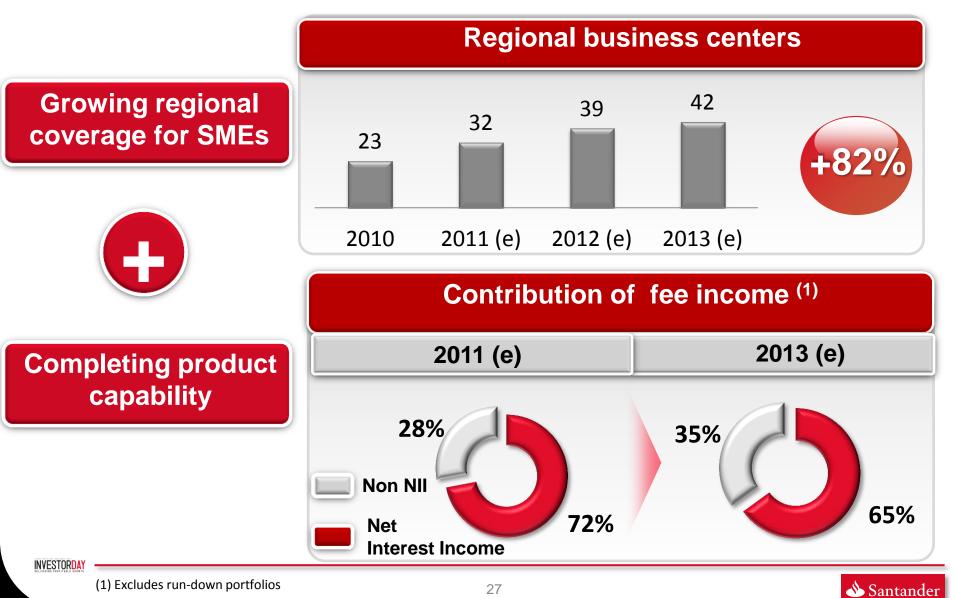
Geoff Edwards, Executive Vice President Operations, B&W Group Ltd.







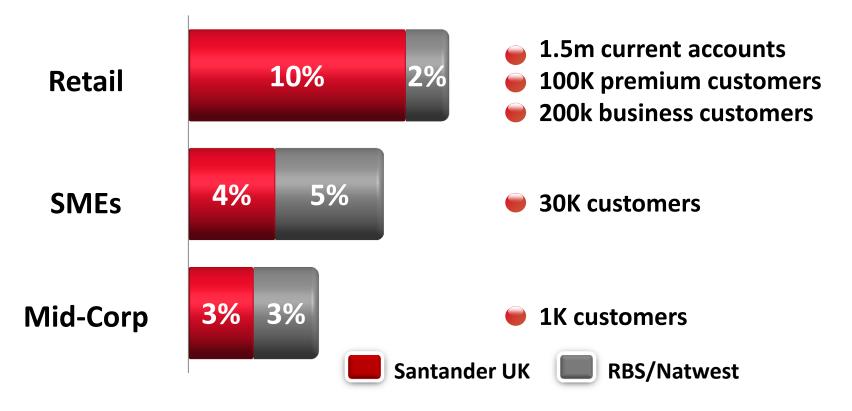
Continuing to grow organically in SMEs/Corporates







The acquisition of RBS businesses is transformational



The RBS transaction* is expected to be completed in Q4 2012

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*Pending the necessary authorizations

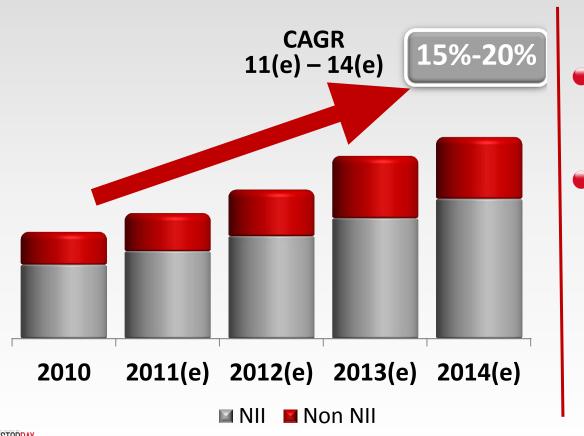






Successful growth driven by more extensive footprint and better product capabilities/fees

Corporate Banking organic revenue growth



Asset quality is a priority

 RBS branches will start to materially contribute additional revenue in 2013

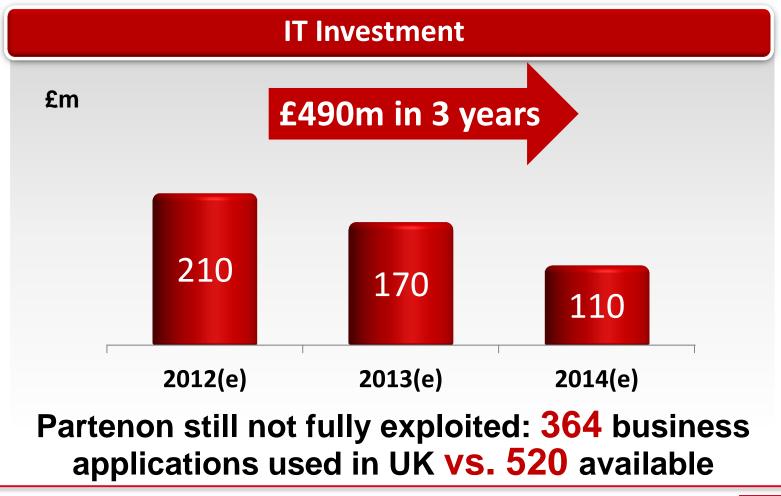




Systems driven efficiency and service quality



Our commercial turnaround leverages Santander Group IT systems and proven commercial models



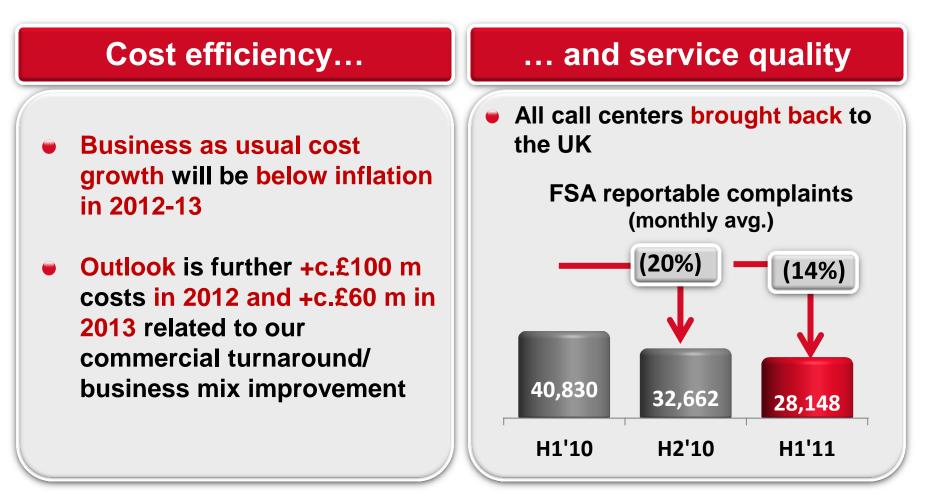




Systems driven efficiency and service quality



Our IT allows for low costs and high quality service at the core of our business model..





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Commercial turnaround of Santander UK

Three year outlook

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2011(e)	2012 / 2013	MT target >2014	2013 peer consensus ⁽¹⁾
c. 45%	48% - 50%	<44%	54%
c. 15% (Ex-PPI)	>11%	>16%	11%
c. 2%	Best in class		c. 4%
	с. 45% с. 15% (Ex-PPI)	2011(6) 2013 c. 45% 48% - 50% c. 15% >11% (Ex-PPI) >11%	2013 >2014 c. 45% 48% - 50% <44% c. 15% >11% >16%

Group view, objectives based on outlined macro scenario and do not include potential Independent Commission on Banking (ICB) impacts

(1) UK Banks include RBS, LBG and Barclays. Consensus based on broker research pre-interim results

(2) UK view (trading)

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Concluding remarks

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- Our Plan to 2014 implies an investment period in 2012-2013, with payback and higher profitability starting in 2014
- Within the outlined macro scenario, in the period to 2013 efficiency and profitability will still be better than or in line with peers
- By 2014, after absorbing systemic and structural impacts, SAN UK will be as efficient and profitable as it is today
- However, this profitability will be based on new/more satisfied, more loyal customers, and thus as more sustainable business model...
- …and with a stronger balance sheet in terms of capital, liquidity and funding mix

By 2014, Santander UK will be the leading UK bank in efficiency and profitability



