

EXECUTION VERSION

FINAL TERMS

23 March, 2018

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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MI FID II**”); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

SANTANDER UK GROUP HOLDINGS PLC

**Issue of EUR 750,000,000 Floating Rate Senior Notes due 2024
under the €30,000,000,000
Euro Medium Term Note Programme**

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the “**Conditions**”) set forth in the Prospectus dated 30 August, 2017 and the supplements to it dated 14 September, 2017, 26 October, 2017, 7 February, 2018 and 1 March, 2018 which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus, as supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus, as supplemented. The Prospectus and the supplements to it have been published on the website <http://www.santander.co.uk/uk/about-santander-uk/investor-relations>.

1. Issuer: Santander UK Group Holdings plc

2. (i) Series Number: B-5007
 - (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: Euro (“**EUR**”)
4. Nominal Amount:
 - (i) Tranche: EUR 750,000,000
 - (ii) Series: EUR 750,000,000
5. Issue Price of Tranche: 100.00 per cent. of the Nominal Amount
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
- (ii) Calculation Amount (in relation to calculation of interest in global form, see Conditions): EUR 1,000
7. (i) Issue Date: 27 March, 2018
- (ii) Interest Commencement Date (if different from the Issue Date): Not Applicable
8. Maturity Date: Interest Payment Date falling on or nearest to 27 March, 2024
9. Interest Basis: 3 month EURIBOR +0.85 per cent. Floating Rate

(See paragraph 16 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 per cent. of their nominal amount

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| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Issuer Call |
| | | Loss Absorption Disqualification Event Call |
| | | (See paragraphs 20 and 23 below) |
| 13. | (i) Status of the Notes: | Senior |
| | (ii) Restrictive Events of Default: | Applicable |
| | (iii) Date of Board approval for issuance of Notes obtained: | 24 July 2017 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Fixed Rate Reset Note Provisions | Not applicable |
| 16. | Floating Rate Note Provisions | Applicable |
| | (i) Straight Floating Rate: | Applicable |
| | (ii) Inverse Floating Rate: | Not Applicable |
| | (iii) Leveraged Floating Rate: | Not Applicable |
| | (iv) Leveraged Inverse Floating Rate: | Not Applicable |
| | (v) Interest Period(s)/ Interest Payment Dates: | Interest will be payable quarterly in arrear on 27 March, 27 June, 27 September and 27 December in each year, commencing 27 June, 2018 up to and including the Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention specified below. |
| | (vi) Business Day Convention: | Modified Following Business Day Convention |
| | (vii) Business Day(s):
Additional Business Centre(s): | London and TARGET2 Settlement Day
None |
| | (viii) Manner in which the Rate of Interest and Interest Amount | Screen Rate Determination |

is to be determined:

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| (ix) | Screen Rate Determination: | Applicable |
| (A) | Reference Rate: | 3 month EURIBOR |
| (B) | Interest Determination Date(s): | The second TARGET2 Settlement Day prior to the start of each Interest Period |
| (C) | Relevant Screen Page: | Reuters Screen EURIBOR01 Page, or its successor page |
| (D) | Interpolation for Stub Period: | Not Applicable |
| (E) | Reference Currency: | Not Applicable |
| (F) | Relevant Centre: | Not Applicable |
| (G) | Designated Maturity: | Not Applicable |
| (H) | Determination Time: | Not Applicable |
| (I) | CMS Rate Fixing Centre(s): | Not Applicable |
| (x) | ISDA Determination: | Not Applicable |
| (xi) | Margin(s): | plus 0.85 per cent. per annum |
| (xii) | Minimum Rate of Interest: | Not Applicable |
| (xiii) | Maximum Rate of Interest: | Not Applicable |
| (xiv) | Day Count Fraction: | Actual/360, adjusted |
| (xv) | Determination Date(s): | 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:	Applicable
	(i) Optional Redemption Date(s):	Interest Payment Date falling on or nearest to 27 March, 2023
	(ii) Optional Redemption Amount(s):	The outstanding aggregate nominal amount of Notes in EUR (if Notes are represented by a Global Note), EUR 1,000 per Calculation Amount (if Notes are in definitive form)
	(iii) If redeemable in part:	Not Applicable
	(iv) Notice periods:	Minimum period: 30 calendar days Maximum period: 60 calendar days
21.	Regulatory Capital Event Call:	Not Applicable
22.	Investor Put:	Not Applicable
23.	Loss Absorption Disqualification Event Call:	Applicable
	(i) Notice periods:	Minimum period: 30 calendar days Maximum period: 60 calendar days
	(ii) Loss Absorption Disqualification Redemption Amount(s):	The outstanding aggregate nominal amount of Notes in EUR (if Notes are represented by a Global Note), EUR 1,000 per Calculation Amount (if Notes are in definitive form)
	(iii) Basis of exclusion on amendment or change in Loss Absorption Regulation:	Fully or partially excluded
24.	Final Redemption Amount:	The outstanding aggregate nominal amount of Notes in EUR (if Notes are represented by a Global Note); EUR 1,000 per Calculation Amount (if Notes are in definitive form).

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is
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exchangeable for definitive Bearer Notes only upon an Exchange Event at the expense of the Issuer.

26. New Global Note:

Yes

27. Calculation Agent:

Citibank N.A.

Global Agency and Trust
14th Floor, Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB

28. Determination Agent:

Not Applicable

29. U.S. Selling Restrictions:

Reg. S. Compliance Category 2; TEFRA D

Signed on behalf of the Issuer:

By:
Duly authorised for and on behalf of the Issuer

PART B - OTHER INFORMATION

1. LISTING

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| (i) | Listing and Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and listing on the Official List of the UK Listing Authority with effect on or about the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 3,650.00 |

2. RATINGS

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| Ratings: | The Notes are expected to have the following ratings:
S & P: BBB
Moody's: Baa1
Fitch: A |
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead 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. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS1799039976 |
| (ii) | Common Code: | 179903997 |
| (iii) | CUSIP Code: | Not Applicable |
| (iv) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. 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