EXECUTION COPY

FINAL TERMS

6 September, 2016

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 EUR 1,000,000,000 1.125% Senior Notes due 2023
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 31 August 2016, which constitutes 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. 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. The Prospectus has 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-5003
	(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 1,000,000,000
	(ii)	Series:	EUR 1,000,000,000
5.	Issue Price of Tranche:		99.519 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:	EUR 1,000
7.	(i)	Issue Date:	8 September, 2016
	(ii)	Interest Commencement Date (if different from the Issue Date):	Not Applicable
8.	Maturity Date:		8 September, 2023
9.	Interest Basis:		1.125 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:	1.125 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	8 September in each year, commencing on 8 September, 2017 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:	Following Business Day Convention
	(iv)	Business Day(s): Additional Business	London and TARGET 2 Settlement Day Not Applicable

		Centre(s):	
	(v)	Fixed Coupon Amount(s) in respect of definitive Fixed Rate Notes:	EUR 11.25 per Calculation Amount
	(vi)	Broken Amount(s) in respect of definitive Fixed Rate Notes:	Not Applicable
	(vii)	Day Count Fraction:	Actual/Actual (ICMA) unadjusted
	(viii)	Determination Date(s):	8 September in each year
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.	Loss Absorption Disqualification Event Call:	Not Applicable
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 exchangeable for definitive Bearer Notes only upon an Exchange Event at the expense of the Issuer.
26.	New Global Note:	Yes
27.	Calculation Agent:	Not Applicable
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

(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

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 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. YIELD

Indication of yield:	1.197 per cent. per annum (annual)

5. OPERATIONAL INFORMATION

(i)	ISIN Code:	XS1487315860
(ii)	Common Code:	148731586
(iii)	CUSIP Code:	Not Applicable
(iv)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme	Not Applicable

	and the relevant identification number(s):	
(v)	Delivery:	Delivery against payment
(vi)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable