

FINAL TERMS

3 May, 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, "MIFID 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 GBP 500,000,000 Fixed Rate Reset Senior Notes due 2026
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, 1 March, 2018 and 24 April, 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-5008
	(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:	Pounds Sterling ("GBP")
4.	Nominal Amount:	
	(i) Tranche:	GBP 500,000,000
	(ii) Series:	GBP 500,000,000
5.	Issue Price of Tranche:	100.00 per cent. of the Nominal Amount
6.	(i) Specified Denominations:	GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000. No Notes in definitive form will be issued with a denomination above GBP 199,000
	(ii) Calculation Amount (in relation to calculation of interest in global form, see Conditions):	GBP 1,000
7.	(i) Issue Date:	8 May, 2018
	(ii) Interest Commencement Date (if different from the Issue Date):	Not Applicable
8.	Maturity Date:	8 May, 2026
9.	Interest Basis:	Fixed Rate Reset (See paragraph 15 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
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

14.	Fixed Rate Note Provisions	Not Applicable
15.	Fixed Rate Reset Note Provisions	Applicable
	(i) Initial Rate of Interest:	2.920 per cent. per annum payable annually in arrear on each Interest Payment Date in respect of the period from (and including) the Interest Commencement Date to (but excluding) the First Reset Date
		For the avoidance of doubt, if the Notes are not redeemed on the Optional Redemption Date, the First Reset Rate of Interest will apply in respect of the First Reset Period
	(ii) First Margin:	1.375 per cent. per annum
	(iii) Subsequent Margin:	Not Applicable
	(iv) Interest Payment Date(s):	8 May in each year commencing on 8 May, 2019 and ending on the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 15(xvii) below
	(v) Fixed Coupon Amount(s) in respect of definitive Fixed Rate Reset Notes in respect of the period from (and including) the Interest Commencement Date to (but excluding) the First Reset Date:	GBP 29.20 per Calculation Amount
	(vi) Broken Amount(s) in respect of definitive Fixed Rate Reset	Not Applicable

Notes:

(vii)	First Reset Date:	8 May, 2025
(viii)	Second Reset Date:	Not Applicable
(ix)	Subsequent Reset Date(s):	Not Applicable
(x)	Reset Rate:	Mid-Swap Rate
(xi)	Relevant Screen Page:	Bloomberg Screen "BPSW1 Curncy"
(xii)	Mid-Swap Rate:	Single Mid-Swap Rate
(xiii)	Mid-Swap Maturity:	1 Year
(xiv)	Day Count Fraction:	Actual/Actual ICMA, unadjusted
(xv)	Determination Time:	Approximately 11.00 hours (London time)
(xvi)	Determination Date(s):	8 May in each year
(xvii)	Business Day Convention:	Following Business Day Convention
(xviii)	Relevant Currency:	GBP
(xix)	Business Day(s):	London
	Additional Business Centre(s):	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:	Applicable
(i)	Optional Redemption Date(s):	Interest Payment Date falling on or nearest to 8 May, 2025
(ii)	Optional Redemption Amount(s):	The outstanding aggregate nominal amount of Notes in GBP (if Notes are represented by a Global Note), GBP 1,000 per Calculation Amount (if Notes are in definitive form)

(iii)	If redeemable in part:	Not Applicable
(iv)	Notice periods:	Minimum period: 5 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: 5 calendar days Maximum period: 60 calendar days
(ii)	Loss Absorption Disqualification Redemption Amount(s):	The outstanding aggregate nominal amount of Notes in GBP (if Notes are represented by a Global Note), GBP 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 GBP (if Notes are represented by a Global Note); GBP 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:	Citibank N.A. Global Agency and Trust 14 th 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 4,560.00 plus VAT |

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: | XS1816338914 |
| (ii) | Common Code: | 181633891 |
| (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 |