

SUPPLEMENT DATED 20 MARCH 2013
TO THE PROSPECTUSES SET OUT IN THE SCHEDULE HERETO



Abbey National Treasury Services plc

(incorporated in England and Wales with limited liability, registered number 2338548)

Unconditionally guaranteed by

Santander UK plc

(incorporated in England and Wales with limited liability, registered number 2294747)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the Prospectuses dated 5 April 2012, 18 April 2012 and 27 June 2012, listed in the Schedule hereto (each as supplemented at the date hereof) (the "**Prospectuses**") (each of 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**"). Terms defined in the Prospectuses have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Prospectuses and any other supplements to the Prospectuses prepared by Abbey National Treasury Services plc, as issuer (the "**Main Issuer**") on the EMTN Programme, the German Debt Issuance Programme and the SGBM Note, Certificate and Warrant Programme, and Santander UK plc who is also an issuer under the EMTN Programme (the "**EMTN Issuer**") (each as defined in the Schedule hereto).

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), 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 each of the programmes described in the Prospectuses.

Each of the Main Issuer and the EMTN Issuer (each an "**Obligor**") accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Obligor (each 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 Prospectuses certain sections of the 2012 annual report of both the Issuer and Santander UK plc.

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 Prospectuses, 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 Prospectuses by this Supplement and (b) any other statement in or incorporated by reference in the Prospectuses prior to the date of this Supplement, the statement in (a) above will prevail.

If any documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Prospectuses 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 Prospectuses to which this Supplement relates.

Save as disclosed in this Supplement and the Prospectuses, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectuses has arisen or been noted, as the case may be, since the publication of the Prospectuses.

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 wholesalemarketslegal@santandergbm.com.

PUBLICATION OF ANNUAL FINANCIAL STATEMENTS

1. On 15 March 2013, Santander UK plc published:

- (a) its audited consolidated annual financial statements and auditors report for the financial year ended 31 December 2012, which appears on pages 199 to 309;
- (b) its audited risk management report which appears on pages 62 to 162, except as marked unaudited in the Non-Financial Risks sections on pages 135 to 139 and on pages 63, 70, 71, 73, 119 and 120;
- (c) its audited information in the “Director’s Report” on pages 184 and 185;
- (d) the section entitled “UK Government Schemes” on pages 57 to 58; and
- (e) the section entitled “Material Contracts” on page 326,

of Santander UK plc’s Annual Report and Accounts for the year ended 31 December 2012 and the relevant sections of the documents listed above are incorporated in, and form part of, each of the relevant Prospectuses.

2. On 19 March 2013, the Issuer published:

- (a) its audited consolidated annual financial statements and auditors report for the financial year ended 31 December 2012, which appears on pages 110 to 189;
- (b) its audited risk management report which appears on pages 28 to 98, except as marked unaudited in the Non-Financial Risks sections on pages 79 to 83 and on pages 29, 36, 38, 39, 65 and 66;
- (c) the section entitled “Sources and uses of funding and liquidity” on page 25; and
- (d) the section entitled “Material Contracts” on page 206,

of the Issuer’s Annual Report and Accounts for the year ended 31 December 2012 and the relevant sections of the documents listed above are incorporated in, and form part of, each of the relevant Prospectuses.

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>.

The date of this Supplement is 20 March 2013.

SCHEDULE

LIST OF PROSPECTUSES

EMTN PROGRAMME PROSPECTUS

1. Prospectus dated 18 April 2012 relating to the US\$20,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") and the supplements to it dated 11 May 2012, 25 May 2012, 19 June 2012, 26 July 2012, 31 August 2012, 5 November 2012 and 14 February 2013.

GERMAN DEBT ISSUANCE PROGRAMME PROSPECTUS

2. Prospectus dated 27 June 2012 relating to the €2,000,000,000 German Note and Certificate Programme (the "**German Debt Issuance Programme**") and the supplements to it dated 26 July 2012, 31 August 2012, 5 November 2012 and 14 February 2013.

SGBM NOTE, CERTIFICATE AND WARRANT PROGRAMME PROSPECTUS

3. Prospectus dated 5 April 2012 relating to the Note, Certificate and Warrant Programme (the "**SGBM Note, Certificate and Warrant Programme**") and the supplements to it dated 25 May 2012, 19 June 2012, 26 July 2012, 31 August 2012, 5 November 2012 and 14 February 2013.