

FINAL TERMS

12 February 2026

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 (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU 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 EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK 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 United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, varied, superseded or substituted from time to time (“**EUWA**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of

Business Sourcebook, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "**Securities Act**") and may not be offered or sold in the United States or to, or for the benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")) unless the Notes are registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available. See "*Form of the Notes*" for a description of the manner in which Notes will be issued. Notes are subject to certain restrictions on transfer, see "*Subscription and Sale and Transfer and Selling Restrictions*".

SANTANDER UK GROUP HOLDINGS PLC

Legal entity identifier (LEI): 549300F5XIFGNNW4CF72

**Issue of EUR 750,000,000 Senior Fixed Rate Reset Notes due 16 February 2034
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 of the Notes (the "**Conditions**") set forth in the Prospectus dated 4 April 2025 and the supplements to it dated 30 April 2025, 30 July 2025, 29 August 2025 and 4 February 2026 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus, as supplemented, in order to obtain all the relevant information. The Prospectus and the supplements to it have been published on the website <https://www.santander.co.uk/about-santander/investor-relations>.

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| 1. | Issuer: | Santander UK Group Holdings plc |
| 2. | (i) Series Number: | B5017 |
| | (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 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
	(ii)	Calculation Amount (in relation to calculation of interest in global form, see Conditions):	EUR 1,000
7.	(i)	Issue Date:	16 February 2026
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	16 February 2034
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 Clean-up Call (see paragraphs 17, 20 and 21 below)
13.	(i)	Status of the Notes:	Senior
	(ii)	Date of Board approval for issuance of Notes obtained:	13 October 2022

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:	3.649 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 Reset Date.

For the avoidance of doubt, if the Notes are not redeemed on the Optional Redemption Date, the Reset Rate of Interest will apply in respect of the Reset Period

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| (ii) | Interest Payment Date(s): | 16 February in each year commencing on 16 February 2027 and ending on the Maturity Date |
| (iii) | 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 Reset Date: | EUR 36.49 per Calculation Amount |
| (iv) | Broken Amount(s) in respect of definitive Fixed Rate Reset Notes: | Not Applicable |
| (v) | Day Count Fraction: | Actual/Actual (ICMA), unadjusted |
| (vi) | Business Day Convention: | Following Business Day Convention |
| (vii) | Business Day(s): | London and TARGET Business Day |
| (viii) | Additional Business Centre(s): | Not Applicable |
| (ix) | Reset Date: | 16 February 2033 |
| (x) | Reset Determination Date: | Condition 4(d) applies |
| (xi) | Determination Time: | Approximately 11.00 hours (London time) |
| (xii) | Reset Rate: | Mid-Swap Rate |
| (xiii) | Margin: | 1.00 per cent. per annum |
| (xiv) | Relevant Screen Page: | Bloomberg Screen "EUSA1 BGN Currency" |
| (xv) | Mid-Swap Rate: | Single Mid-Swap Rate |
| (xvi) | Mid-Swap Floating Leg Original Benchmark Rate: | 1 Year EURIBOR |

(xvii)	Relevant Currency:	EUR
16.	Floating Rate Note Provisions:	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
17.	Issuer Call:	Applicable
(i)	Optional Redemption Date:	16 February 2033
(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
18.	Regulatory Capital Event Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	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 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
21.	Clean-up Redemption Option:	Applicable
(i)	Clean-up Percentage:	80 per cent.
(ii)	Optional Clean-up 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)

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| (iii) | Notice periods: | Minimum period: 5 calendar days
Maximum period: 60 calendar days |
| 22. | 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) |
| 23. | Substitution or Variation: | Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | 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. |
| 25. | New Global Note: | Yes |
| 26. | Calculation Agent: | Citibank N.A., London Branch
13th Floor, Citigroup Centre
Canada Square
London E14 5LB
United Kingdom |
| 27. | U.S. Selling Restrictions: | Reg. S. Compliance Category 2; TEFRA D |

THIRD PARTY INFORMATION

The descriptions of the ratings in Part B, paragraph 2 of these Final Terms have been extracted from the respective websites of S&P, Moody's and Fitch (each as defined below). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, Moody's and Fitch (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

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 main market and listing on the Official List of the Financial Conduct Authority with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 6,350

2. RATINGS

Ratings: The Notes are expected to have the following ratings:
S&P Global Ratings UK Limited ("**S&P**"): BBB
Moody's Investors Service Ltd ("**Moody's**"): Baa1
Fitch Ratings Ltd ("**Fitch**"): A

Obligations rated 'BBB' by S&P exhibit adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation..¹

Obligations rated 'Baa1' by Moody's are judged to be medium grade and subject to moderate credit risk; and as such may possess certain speculative characteristics. The modifier '1' indicates that the obligation ranks in the higher end of its generic rating category.²

Obligations rated 'A' by Fitch denote expectations of low credit risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.³

Each of S&P, Moody's and Fitch is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European

¹ <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>

² <https://ratings.moody's.io/ratings>

³ <https://www.fitchratings.com/research/fund-asset-managers/rating-definitions-24-04-2023>

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to Banco Santander, S.A., Barclays Bank PLC, Deutsche Bank AG, London Branch, Natixis, NatWest Markets Plc and Société Générale (together, 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 respective 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: 3.649 per cent. per annum

The yield is calculated at the Issue Date as the yield to the Reset Date on the basis of the Issue Price. It is not an indication of future yield.

5. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) | Reasons for the offer: | See “ <i>Use of Proceeds</i> ” in the Prospectus |
| (ii) | Estimated net proceeds: | EUR 747,937,500 |

6. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS3295826559 |
| (ii) | Common Code: | 329582655 |
| (iii) | CUSIP Code: | Not Applicable |
| (iv) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking SA 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 |

(vii)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
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7. DISTRIBUTION

Prohibition of Sales to Belgium Consumers:	Applicable
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Singapore Sales to Institutional Investors and Accredited Investors only:	Applicable
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8. UK BENCHMARKS REGULATION

UK Benchmarks Regulation – Article 29(2) statement on benchmarks:	Applicable: Amounts payable under the Notes following the Reset Date will be calculated by reference to the Single Mid-Swap Rate which is provided by ICE Benchmark Administration Limited and may in certain circumstances be calculated by reference to EURIBOR which is provided by the European Money Markets Institute.
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As at the date of these Final Terms, each of ICE Benchmark Administration Limited and the European Money Markets Institute is included in the register of administrators established and maintained by the Financial Conduct Authority pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of domestic law by virtue of the EUWA (the “**UK Benchmarks Regulation**”).