Santander United Kingdom

First Quarter 2011

London, 28th April 2011

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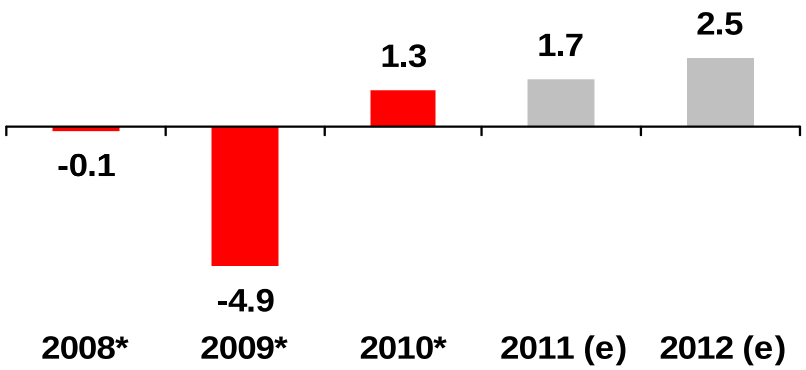
Agenda

- **Market Environment**
- **First Quarter 2011**
  - **- Business Update**
  - **- Results**

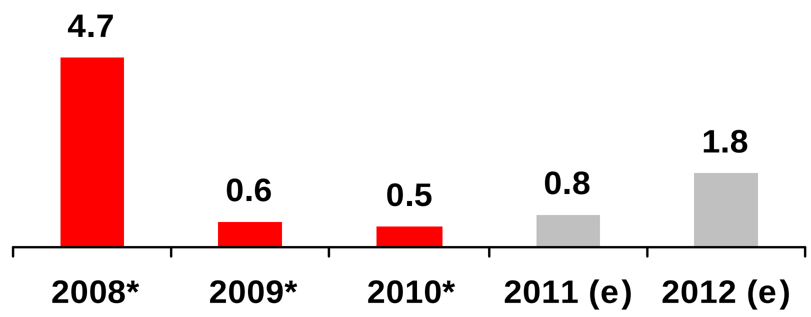
Market Environment

GDP expectations softening to 1.7% growth in 2011

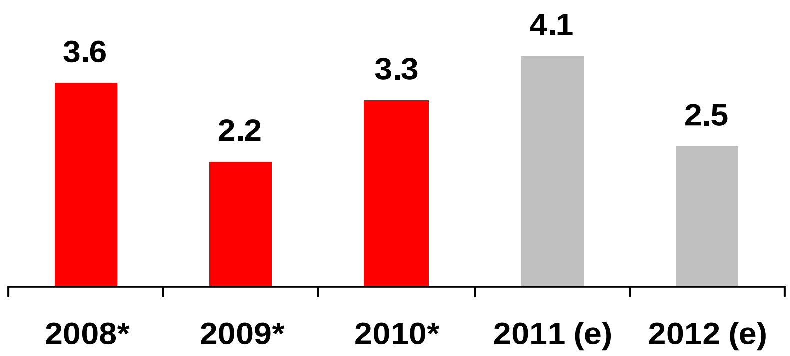
Annual GDP Growth (%, annual average)



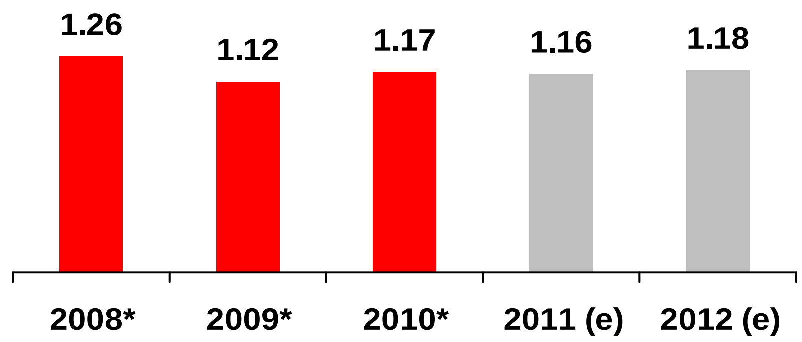
Interest Rates (%, annual average)



Annual CPI inflation rate (%, annual average)



GBP : Euro exchange rates (annual average)



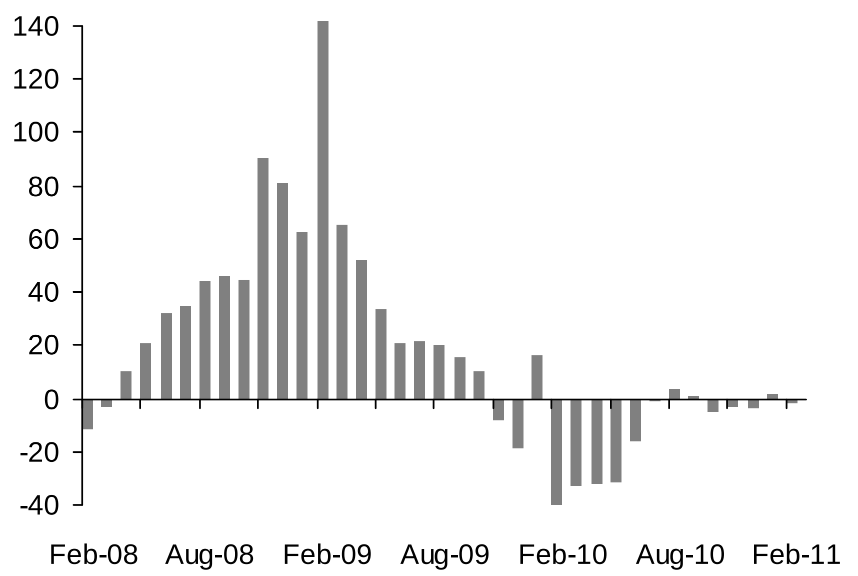
*Source - Office for National Statistics & Bank of England

(e) Estimated by Santander UK Plc, March 2011

Market Environment

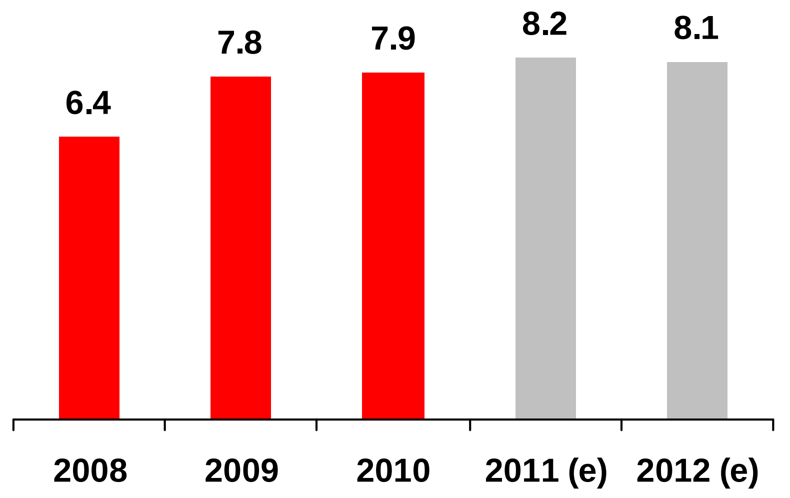
Unemployment has stabilised but is expected to increase

Monthly change in claimant count unemployment (000's)



Source – Office for National Statistics

Unemployment rate (ILO definition, end year, %)

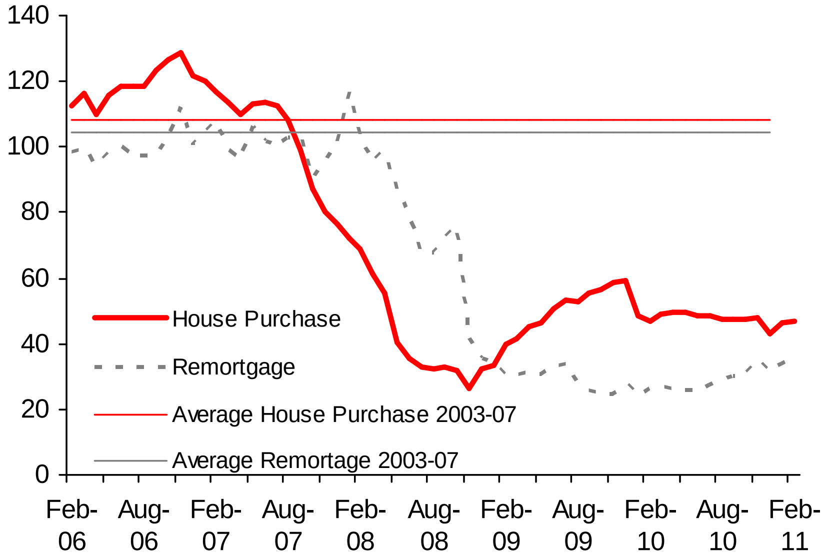


(e) Estimated by Santander UK Plc, March 2011

Market Environment

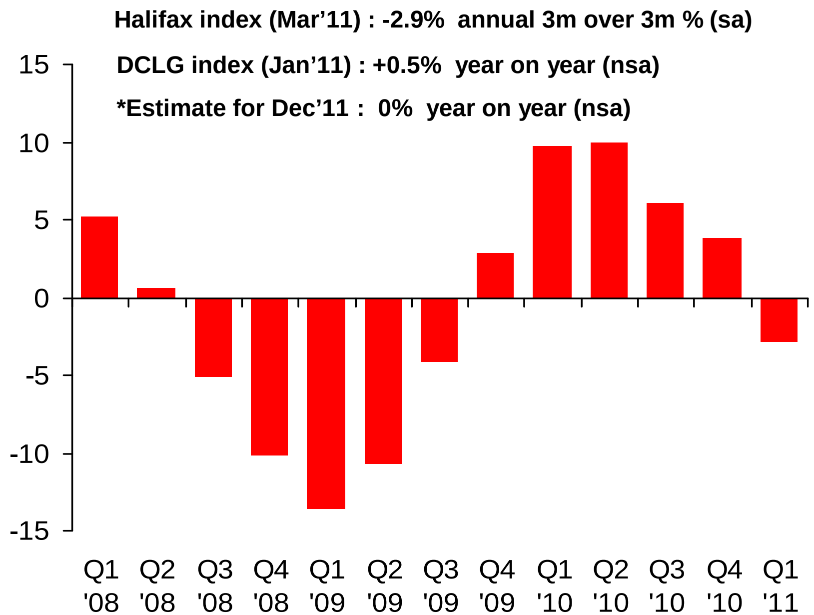
Housing market volumes have remained flat, with house prices stalling

House Purchase and Remortgage Approvals (000s, sa)



Source – Bank of England

UK house price inflation (annual %, nsa)



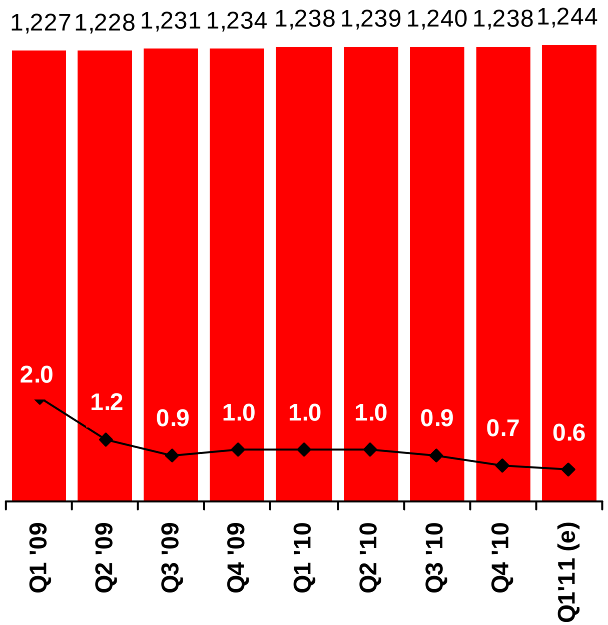
Source – Department for Communities and Local Government.

(e) Estimated by Santander UK Plc, January 2011, end period data

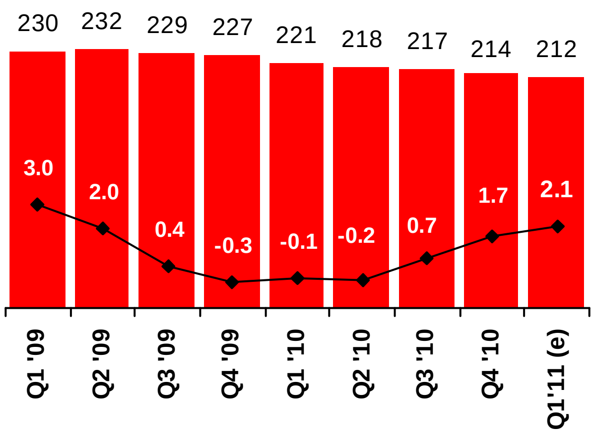
Market Environment

Retail lending market growth relatively stagnant…

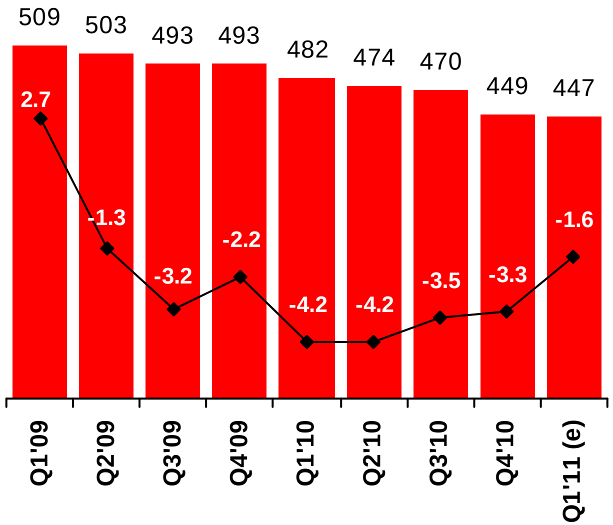
Mortgage lending market stock [1] (£bn)



Consumer credit market stock* (£bn)



Corporate lending [2] (£bn)



Source – Bank of England (e) Estimated by Santander UK Plc, March 2011 annual growth rates (%)

…whilst lending to corporate continued to decline

1 Growth rates are calculated using the Bank of England's methodology - this expresses period net lending as a percentage of the prior period stock.

2 Sterling Lending to Private Non-financial Companies. M4 lending adjusted for the effect of securitisations, seasonally adjusted data.

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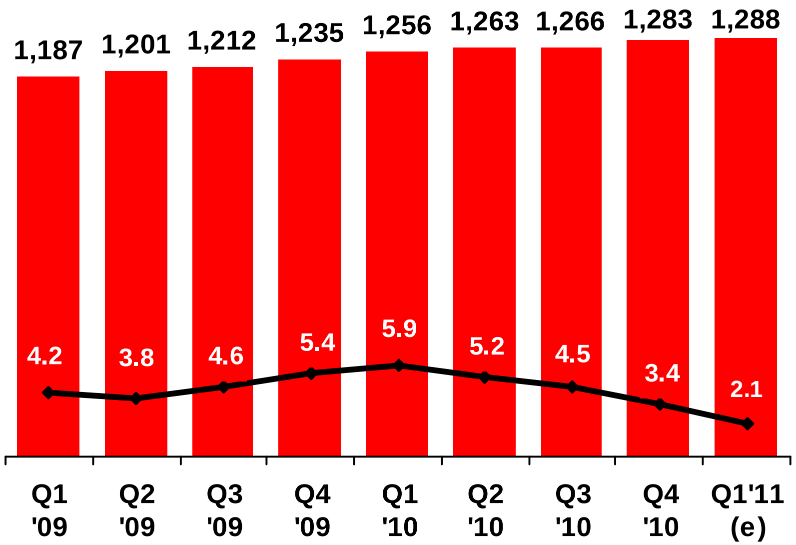
Market Environment

Retail deposits growth continues to slow

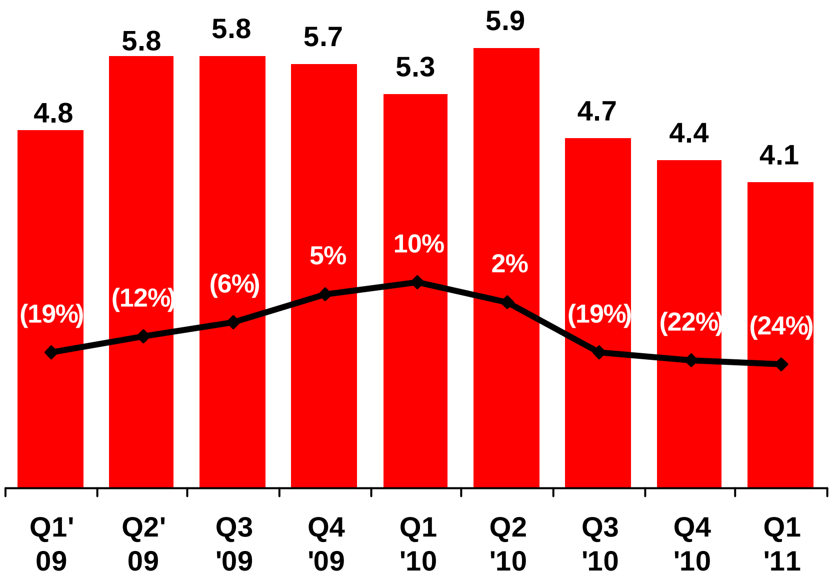
Retail deposits (incl. current accounts) (£bn)



Source – Bank of England

annual growth rates (%)

Bancassurance Investment new business market [1]



Source – estimated based on data from Investment Managers Association / ABI / Structuredretailproducts.com.

Quarter vs. previous year same quarter growth rates (%)

(1) The source of the market bancassurance (IMA) market have changed their reporting measures. All historical data has been restated to reflect this

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Santander UK serving 25 million customers

Core market shares in the UK around 10%, but average product holdings still lower than the UK clearers

	31/03/2010	31/03/2011	Q1'11 v Q1'10
Commercial Deposits (£bn)	146.9	153.4	4%
Residential Mortgages [1] (£bn)	161.9	165.1	2%
UPLs (£bn)	4.0	3.2	(20%)
Corporate Banking [2] (£bn)	25.6	27.1	6%
SME Lending Stock (£bn)	7.0	9.1	29%
Total Commercial Lending [3] (£bn)	195.0	198.8	2%
Estimated retail market shares: [4]			
Mortgage stock	13.6%	13.9%	0.3 p.p.
SME lending stock	3.0%	3.7%	0.7 p.p.
Deposits / Savings stock	10.2%	10.2%	0.0 p.p.
Bank account stock	8.9%	9.1%	0.2 p.p.
UPL's stock	7.2%	7.3%	0.1 p.p.
Branches	1,327	1,412[5]	6.4%
Branch market share	10%	11%	1 p.p.

(1) Excludes Social Housing, which is included in Corporate Banking
(2) Includes Commercial Mortgages and Social Housing
(3) Excludes Santander Consumer Finance (if included Q1'11 £201.8bn)
(4) Based on Santander's estimate of market size
(5) Includes ex-Halifax agencies that Santander acquired in December 2010 and head office location

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Agenda

- Market Environment

- **First Quarter 2011**

  - Business Update

  - Results

Becoming a full service commercial bank

Profitability headlines

- good first quarter performance with a positive contribution from all businesses and attributable profit increasing by £44m relative to the fourth quarter, albeit down £9m compared to the first quarter 2010
- profitability being adversely impacted by regulatory factors in the UK, persistent low interest rates and higher cost of term funding - as a result revenues declined by 7% versus the first quarter 2010 but increased excluding structural impacts
- costs held broadly stable, but revenue pressure resulting in a cost: income ratio at 43% - excluding regulatory impacts the ratio would be c. 40%
- arrears performance continues to better than expected
- further improvement in the net funding position in the UK

Improving funding position

- gross lending of £4.2bn with an estimated gross lending market share of around 14.4%, in line with our stock share of c.14%. Negative net lending in the quarter reflecting the pipeline from Q4 where margins became less attractive
- customer deposit balances broadly stable in the quarter, but with funding jaws of 2% driven by commercial deposit growth of 4% to £153.4bn ahead of commercial loans growing by 2% to £198.8bn(1), of which SME balances were up 29%
- standard variable rate asset increased further, albeit slightly less than expected
- raised over £7bn of medium-term funding at attractive rates

High quality, low risk portfolio

- a UK-focused commercial bank with c. 90% of assets UK-based
- robust balance sheet, predominantly made up of secured retail lending representing around 85% of commercial assets, with no self-certified or sub-prime mortgages and only c. 1% buy to let
- provisions 50% lower than the previous year with a significant improvement in arrears performance in relation to the mortgage and unsecured portfolios, and strong coverage maintained (secured over 22%, commercial unsecured portfolio above 100%)
- arrears / PIPs continued to be significantly better than CML average

(1) Excludes Santander Consumer Finance (if included Q1'11 £201.8bn)

Business Update

Becoming a full service commercial bank

Developing commercial franchise against backdrop of tougher regulation

- bank account balances up 4% compared with same point last year as quality of openings improve
- investment flows impacted by a smaller market
- SME lending up 29%, with market share up by 0.7p.p. to c.3.7%
- the Global businesses continue to support the UK operations including provision of retail structured products for retail customers and treasury solutions for our Corporate and SME customers. In addition, the Cards operations and asset management operations continue to work with the Retail channels to enhance our offering to customers
- an additional 1,000 customer facing staff have now been recruited as announced last year and customer satisfaction levels have improved over the twelve months to March 2011 as measured by a monthly survey of 20,000 customers. Over 80% of complaints are now resolved within 48 hours and complaints reported to the FSA were down 20% in 2010 (second half compared to the first half)
- work is progressing in relation to the integration of the customers and branches being acquired from the RBS Group - an important strategic step, especially in SME

De-leveraging actions ahead of expectations

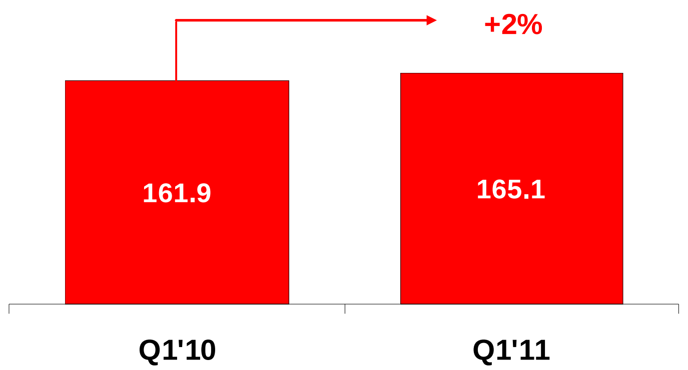
- UPL balances (1) reduced by 20% since March 2010 to £3.2bn, albeit gross lending is broadly stable
- Corporate run-down assets reduced by a further £0.2bn in the first quarter to £4.2bn, and by 38% since December 2008
- the Treasury asset portfolio has been reduced by a further £1.7bn in the first quarter alone, to £3.4bn, and is now 78% lower than at December 2008

(1) Includes unsecured personal loans and excludes credit cards and overdrafts

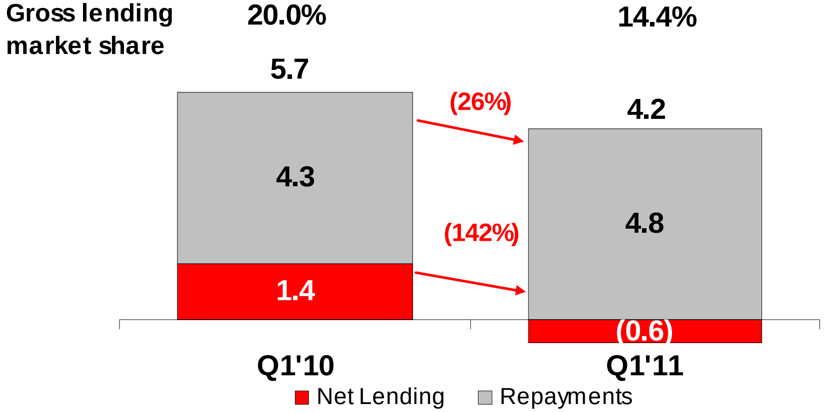
Business Update - Lending

Commercial lending performance

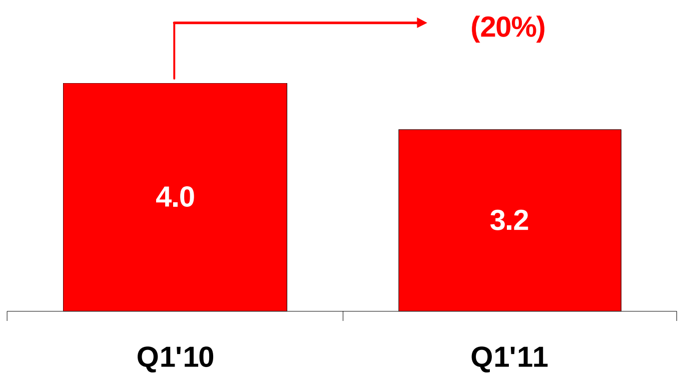
Mortgage Stock (£bn)



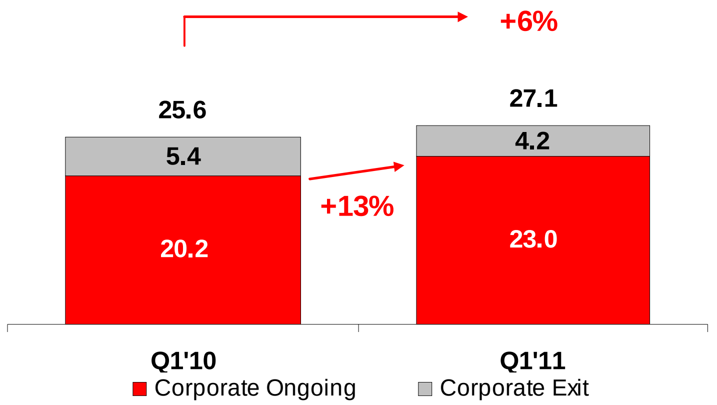
Mortgage Flows (£bn)



UPL Stock (£bn)



Corporate Stock (£bn) (1) (2)



(1) Includes Social Housing and Commercial Mortgages

(2) Within Corporate ongoing, SME lending was up 29%

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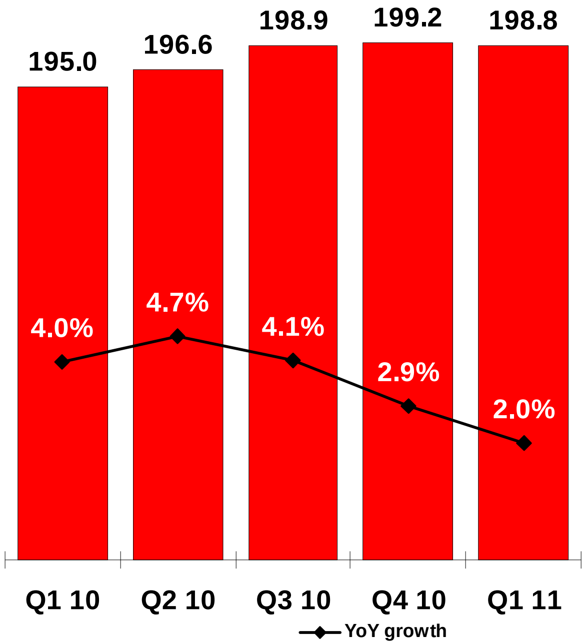
Business Update - Lending

Focus on mortgage and SME customers

Total Residential mortgages (£bn)

Q1 10	Q2 10	Q3 10	Q4 10	Q1 11	
161.9	163.9	165.7	165.8	165.1	Residential retail mortgage stock
6.3	6.3	6.4	6.6	6.8	Social Housing stock
168.3	170.2	172.1	172.4	171.8	Total Residential mortgages
13.6%	13.7%	13.9%	13.9%	13.9%	Santander UK market share (%)



	Q1'11	Q1'11 v Q1'10	Q1'11 v Q4'10
Residential Retail mortgages	165.1	1.9%	(0.4%)
UPLs	3.2	(20.0%)	(2.7%)
Overdraft & Other	0.7	(8.7%)	(2.7%)
Corporate Banking [(1)]	27.1	6.0%	2.1%
Santander Cards	2.8	2.7%	(3.4%)
Total commercial loans [(2)]	**198.8**	**2.0%**	**(0.2%)**

(1) Corporate Banking includes Social Housing and Commercial Mortgages

(2) Excludes Santander Consumer Finance (if included Q1'11 £201.8bn)

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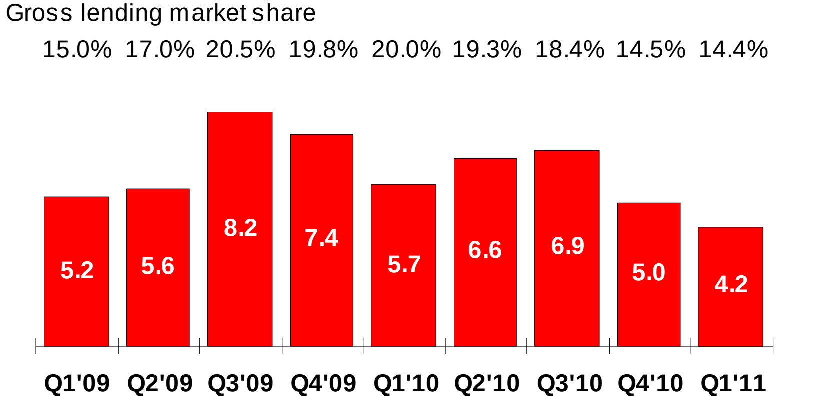
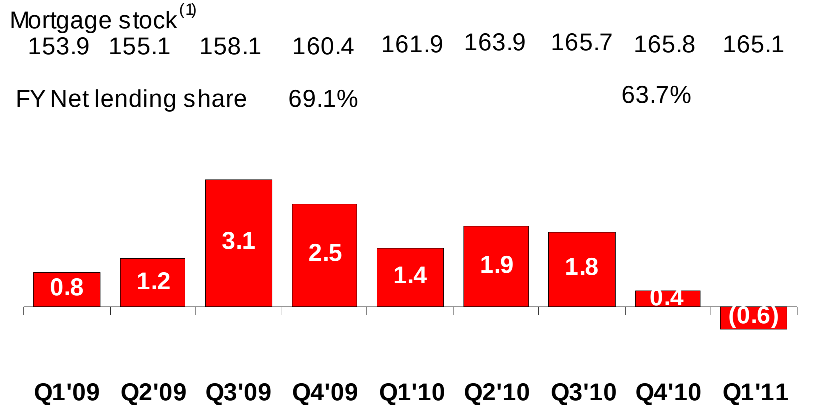
Business Update - Lending

Maintaining mortgage market share in a competitive environment

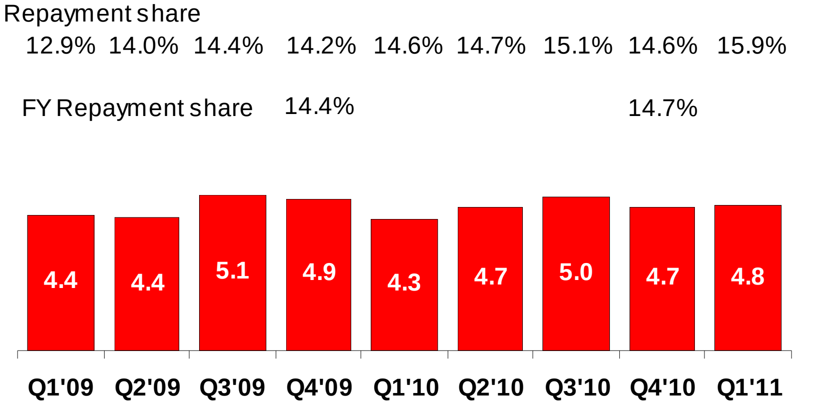
Total residential mortgage gross lending (£bn)



Residential mortgage stock and net lending (£bn)



Total residential mortgage repayments (£bn)



Comments

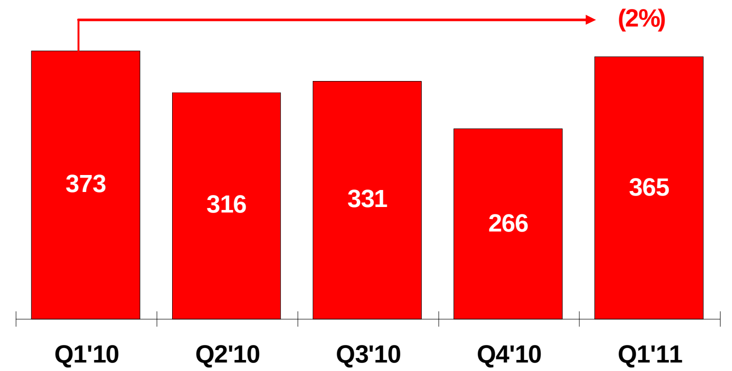
- Mortgage net lending was £0.6bn negative in the first quarter, reflecting the weaker pipeline from the last quarter 2010 during which market pricing became less attractive
- Gross mortgage lending was £4.2bn, £1.5bn lower than to the first quarter 2010 but still an estimated market share of c14.4% in line with our natural stock share
- Margins have improved during the first quarter of 2011 and the pipeline of new business carried forward to the second quarter is more positive

(1) Excludes Social Housing

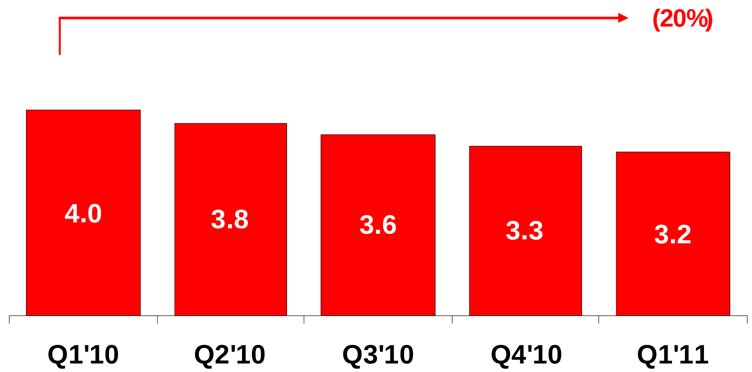
Business Update - Lending

Robust UPL new business focusing on high quality segments

Total UPL gross lending (£m)

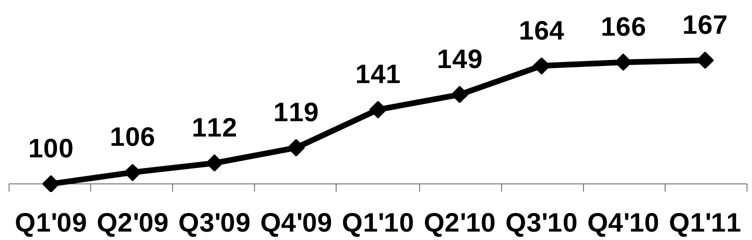


Total UPL stock (£bn)



Total quarterly margin growth

(Q1'09 rebase to 100)



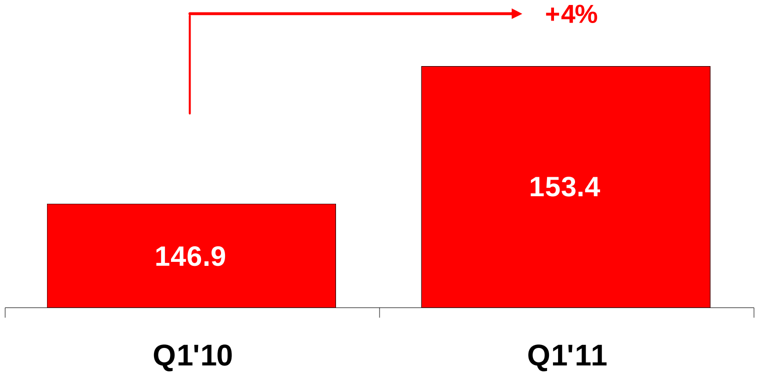
Comments

- We continue to drive value by focusing on unsecured lending only to high quality customer segments, in particular those with an existing relationship with the bank and an established credit history
- Gross UPL lending reduced by 2% compared to the prior year with new lending written at attractive margins
- Downward stock trend continuing although at a slower rate – balances down by 20% compared to March 2010

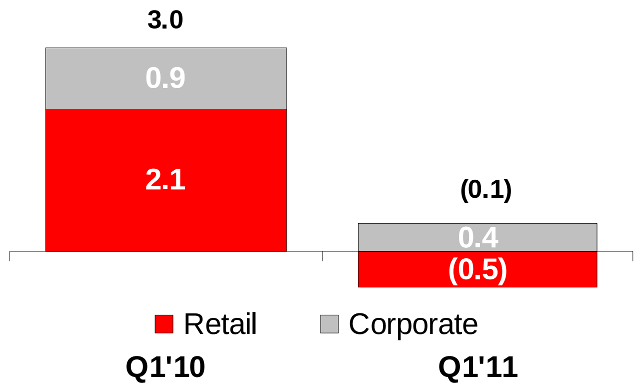
Business Update - Deposits

Commercial deposit performance

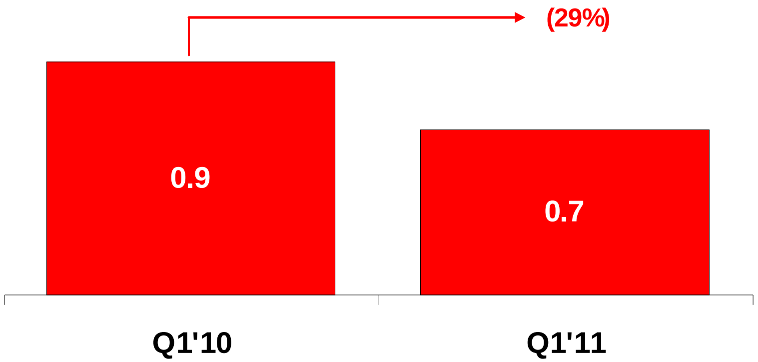
Commercial deposit stock (£bn)



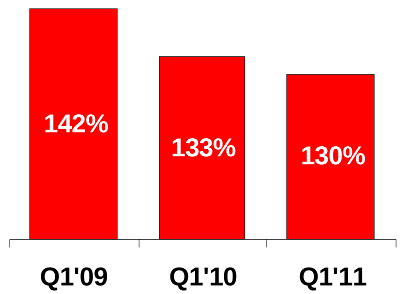
Commercial deposit flows (£bn)



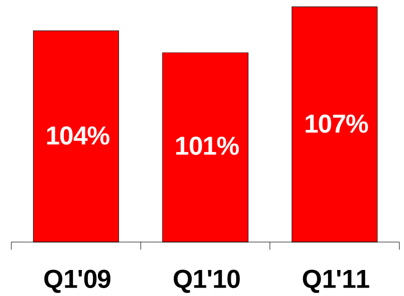
Investment flow API (£bn) (1)



Loan:deposit ratio (2)



Deposits + MTF / loans (3)



(1) API: Annual Premium Income measures the new business flows that impact revenue and commissions, excluding redemptions and market movements
(2) Commercial loans / commercial deposits. Excl. Santander Consumer Finance (if incl. 132% in Q1'11)
(3) (Commercial deposits + Medium Term Funding) / Commercial loans. Excl. Santander Consumer Finance (if incl. 106% in Q1'11)

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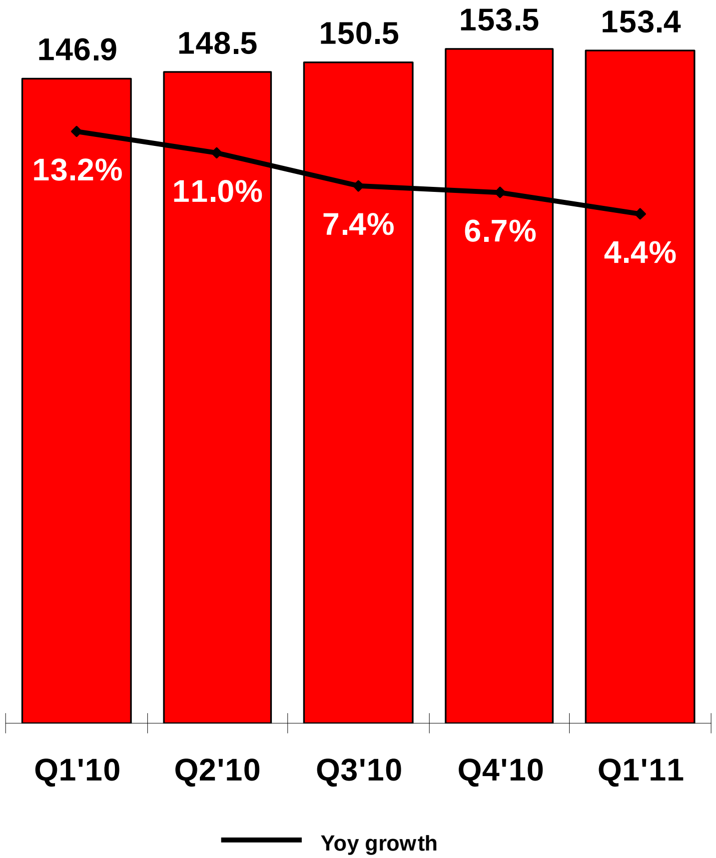
Business Update: Deposits

Deposit market slowing and experiencing significant competitive pressure



	Q1'11	Q1'11 v Q1'10	Q1'11 v Q4'10
Retail Banking	132.1	3.1%	(0.4%)
Other businesses (1)	21.3	13.2%	2.0%
Total commercial deposits	**153.4**	**4.4%**	**(0.1%)**
FUM (2)	6.0	39.6%	7.4%
Total funds under management	**159.4**	**5.4%**	**0.2%**

(1) Other businesses includes Corporate Banking, cahoot and others

(2) Managed through Santander Asset Management

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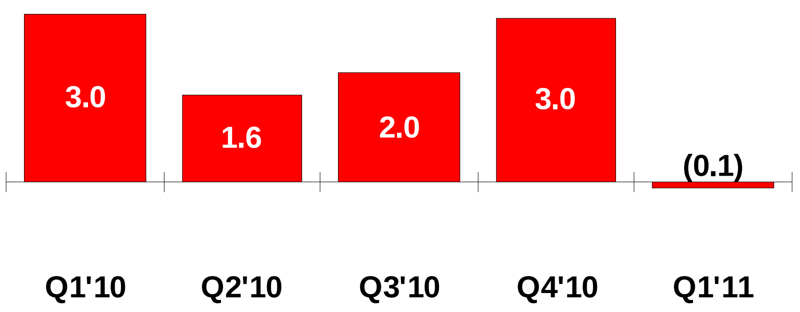
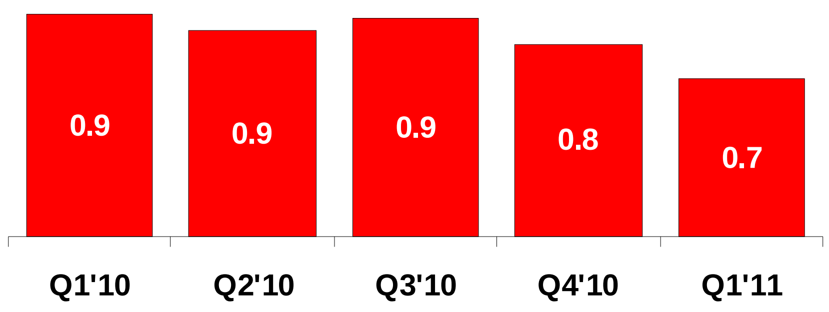
Business Update - Deposits

Robust deposit and investment performance in a very competitive market

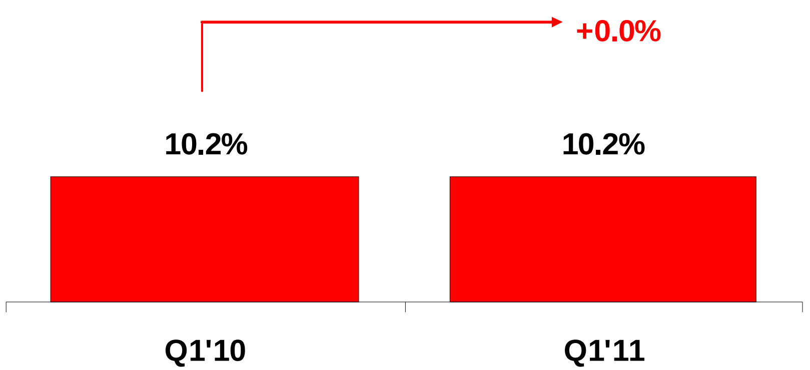
Commercial deposit flows (£bn)



Investment new business sales - API [1] (£bn)



Deposit market share [2]



Comments

- Slower acquisition of deposits reflects a net reduction in the size of the UK market and negative pricing and margins by competitors
- Includes a c. £0.5bn reduction in corporate deposits that were less attractive given new liquidity constraints
- Despite lower balances in Retail and Private Banking, Corporate deposits, have increased with improved quality and term
- Overall Investments & Pensions' performance is down 29% delivering £0.7bn API in the quarter, relative to a market which has declined c. 24% since the first quarter of 2010

(1) API: Annual Premium Income measures the new business flows that impact revenue and commissions, excluding redemptions and market movements

(2) Includes A&L business banking and retail structured product deposits

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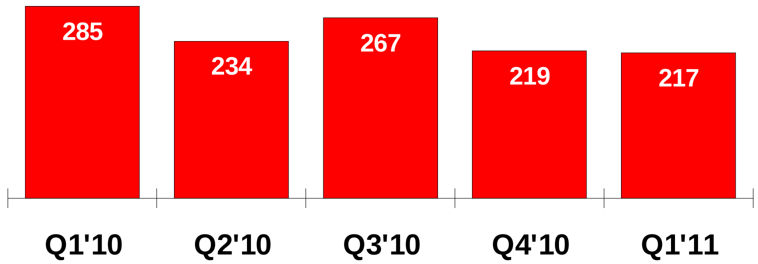
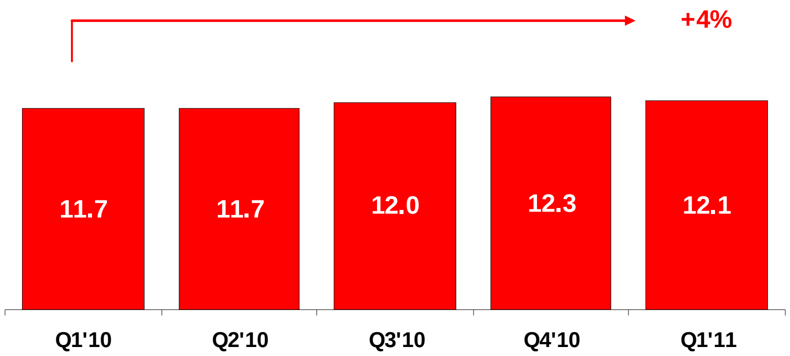
Business Update – Bank accounts

Key focus on increasing high-value current account openings

Bank account openings (000s)



Current account liability (£bn)



Comments

- More than 200,000 bank accounts opened so far this year
- Builds on the success of the last 2 years where more than 1 million accounts were opened in each year

Comments

- Strong bank account balance growth of around 4% was a result of not only the larger stock of accounts but also a focus on increasing the quality and primacy of openings

Agenda

- Market Environment

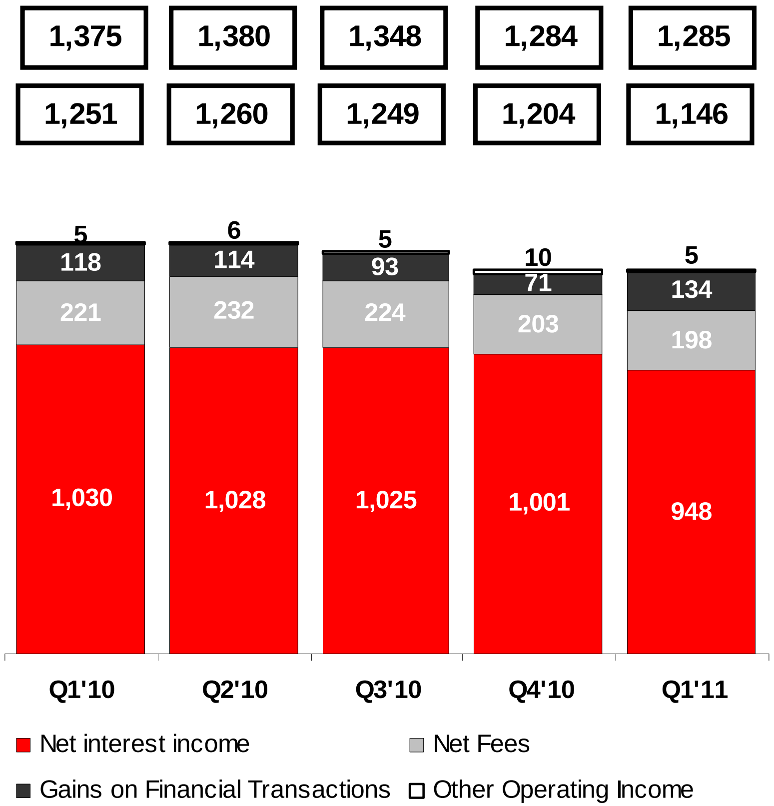
- **First Quarter 2010**

  - Business Update

  - **Results**

Results: Gross Income

Regulatory liquidity costs negatively impacting headline revenues



Total Gross Income £m

Total Commercial Margin £m

£m	Q1'11	Q1'11 v Q1'10	Q1'11 v Q4'10
Net interest income	948	(8%)	(5%)
Net Fees	198	(10%)	(3%)
Total Commercial Margin	**1,146**	**(8%)**	**(5%)**
Gains on Financial Transactions	134	13%	90%
Other Operating Income	5	(3%)	(48%)
Gross Income	**1,285**	**(7%)**	**0%**

- Higher lending margins have been offset by increased deposit acquisition margins and the impact of regulatory liquidity costs
- In line with the sector, lower Retail Banking fees have impacted total fee income
- Gains on financial transactions improved due to losses reported in 2010 relating to the Treasury Asset Portfolio and improved customer flow in Global Banking and Markets

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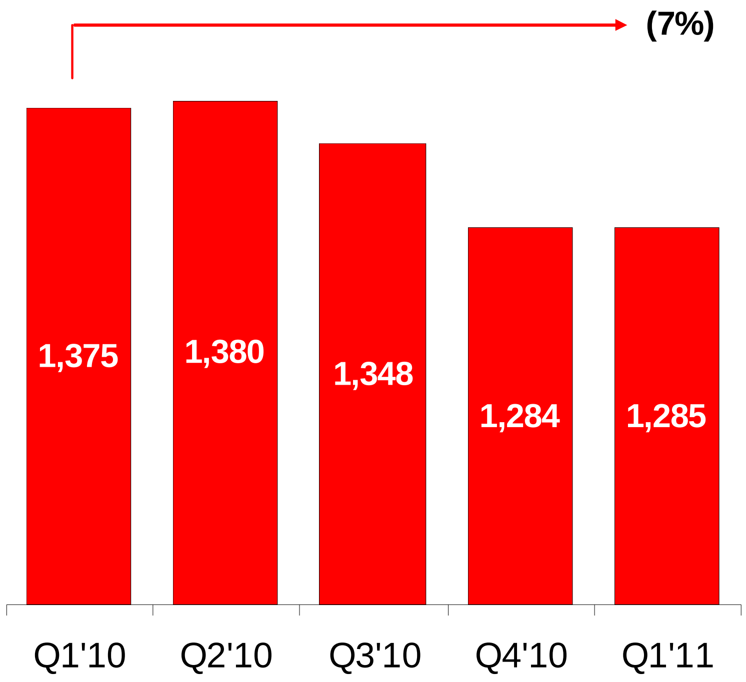
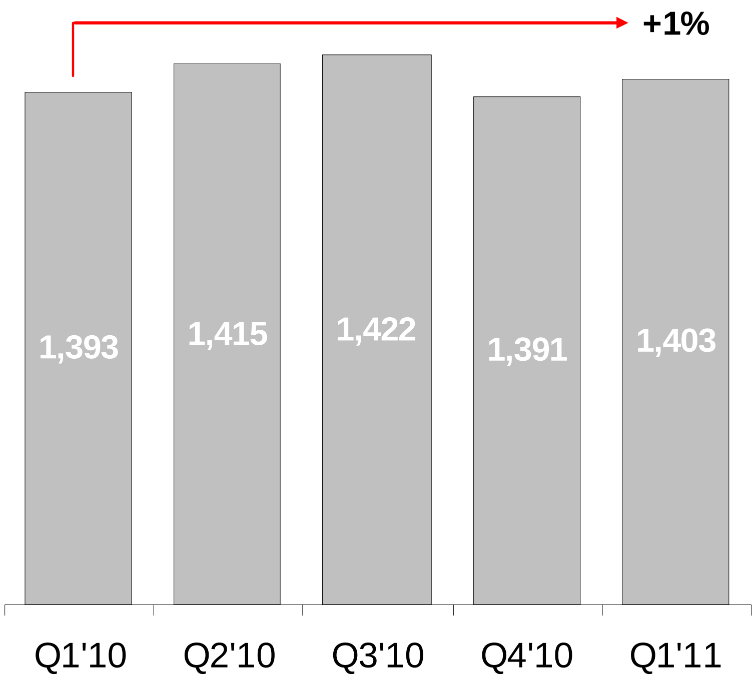
Results: Gross Income

Regulatory liquidity costs have had a material impact on income growth

Gross income including regulatory liquidity costs

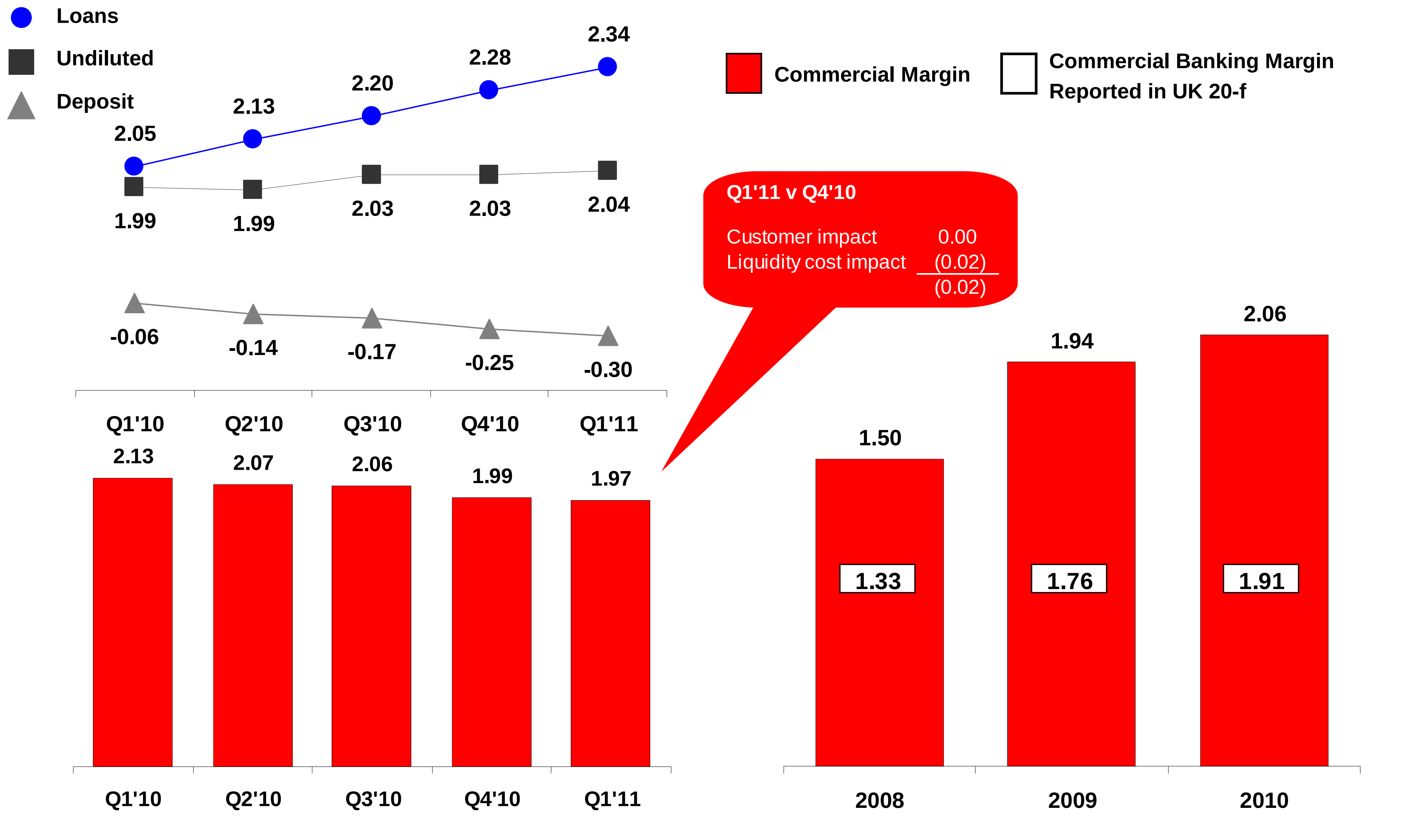


Gross income excluding regulatory liquidity costs



Results: Commercial Banking Margin

Wider loan spreads being partly offset by higher regulatory liquidity requirements and increased funding costs



Commercial Banking Margin is calculated as 'total net interest income over total customer assets' and therefore includes the cost of Wholesale and Medium Term Funding.
Undiluted Margin is the sum of Asset Margin and Deposit Margin

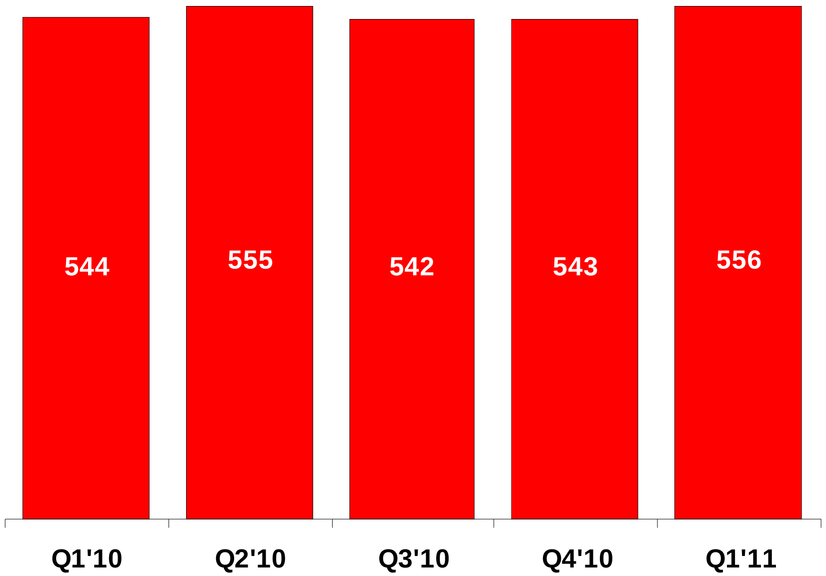
Santander

Results: Operating Expenses

Flat costs and continuing investment in the business

	Q1'10	Q2'10	Q3'10	Q4'10	Q1'11
Group FTE	22,374	22,409	22,586	23,118	24,030

Growth in FTE in Q1 2011 is largely the finalisation of recruiting the additional 1,000 customer-facing FTE announced in Q3 2010

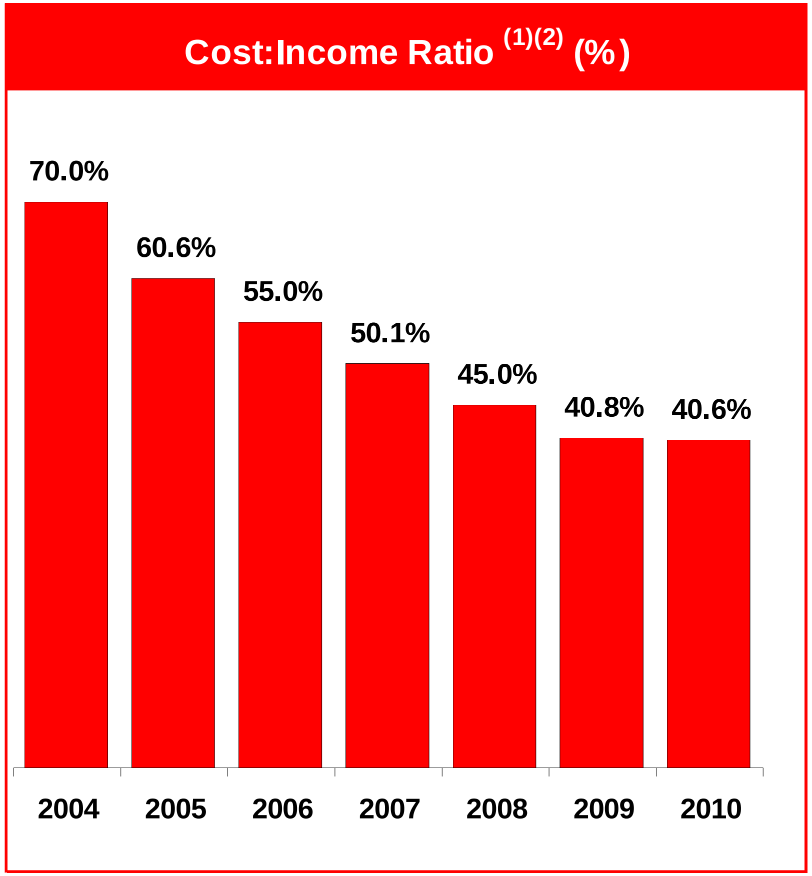


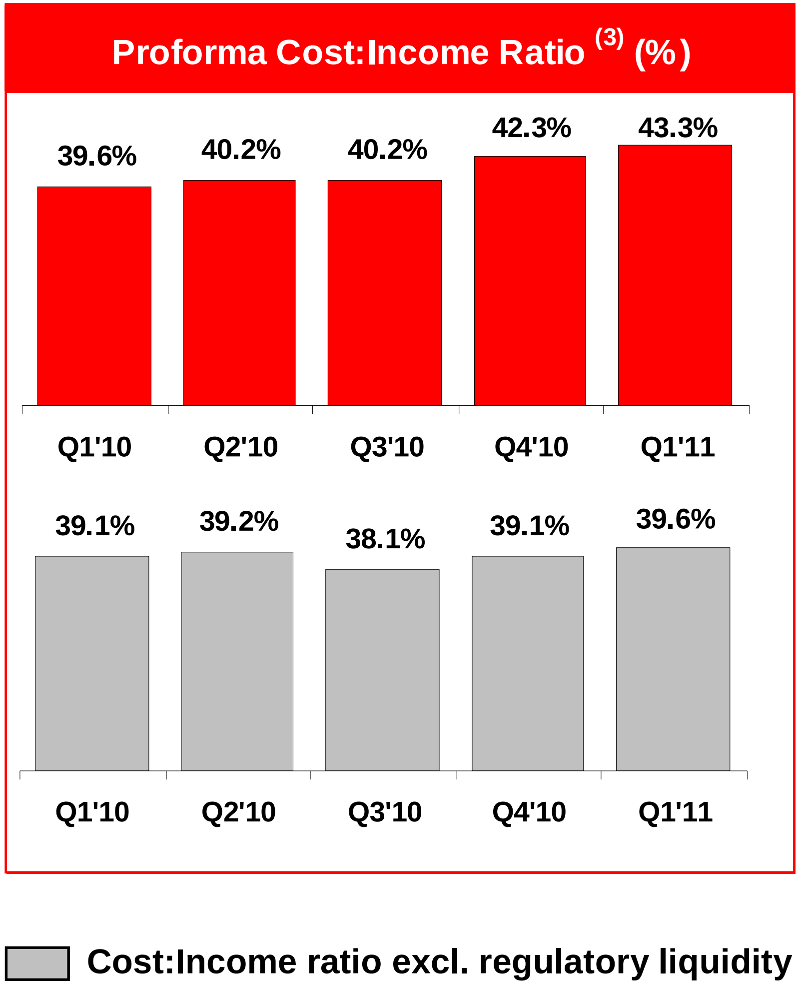
£m	Q1'11	Q1'11 v Q1'10	Q1'11 v Q4'10
General & administrative expenses	478	0%	1%
Depreciation & amortisation	77	15%	15%
Operating Expenses	**556**	**2%**	**2%**

- Operating expenses were broadly flat as a result of our prudent and ongoing cost management focus. Within this framework the continued synergy benefits realised from the A&L integration are being re-invested to fund growth initiatives across the bank
- The targeted cost savings of £180m from the acquisition of A&L remain on course to be achieved in 2011

Results: Efficiency

Santander UK efficiency remains a competitive advantage relative to UK peers…





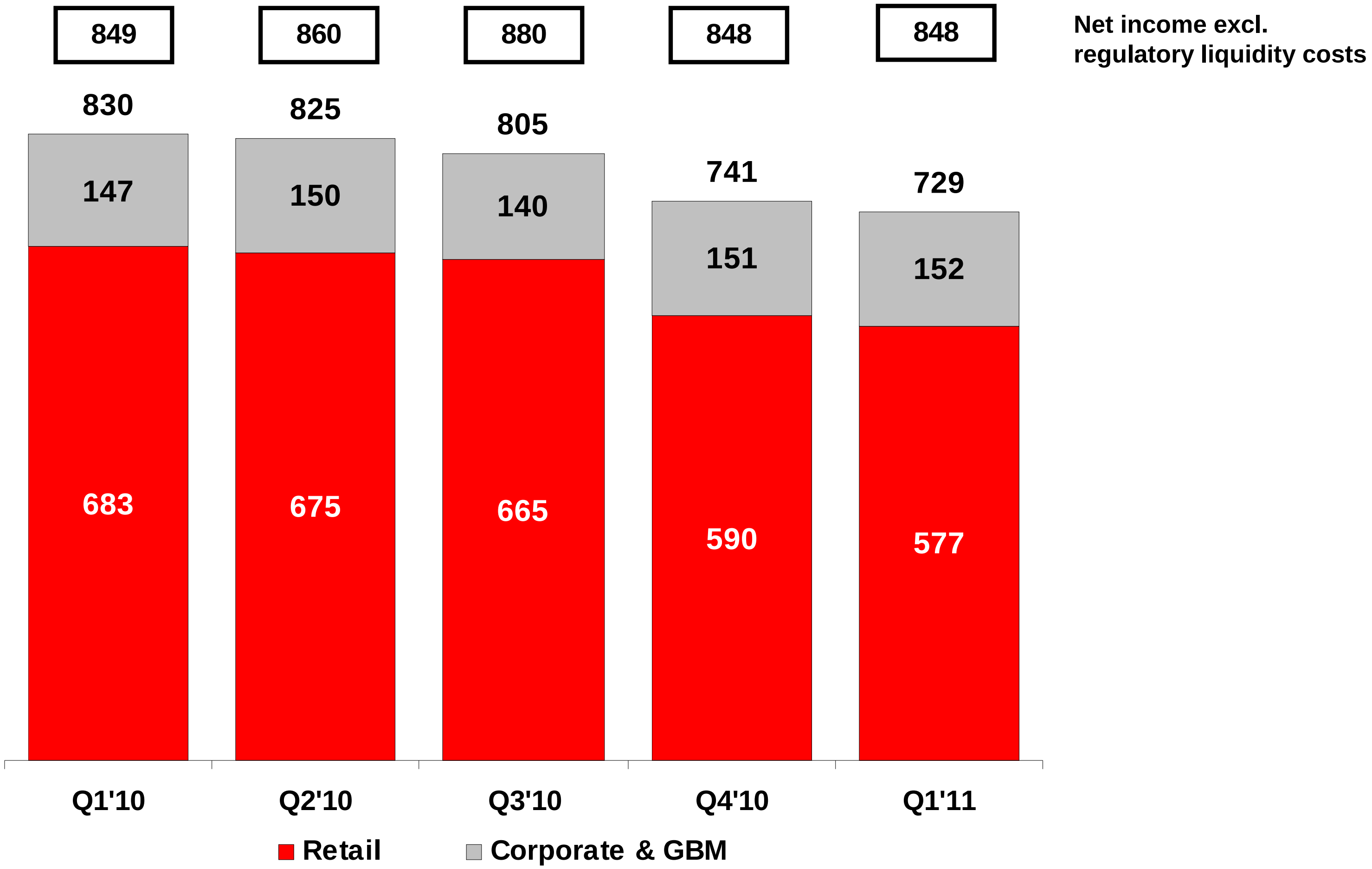
(1) FY'08 and FY'09 data includes depreciation & amortisation and B&B; FY'10 includes Santander Cards

(2) FY05 is based on a UK view

(3) All quarters include Santander Cards

Results: Net Income

…but regulatory pressures have driven a decrease in net income



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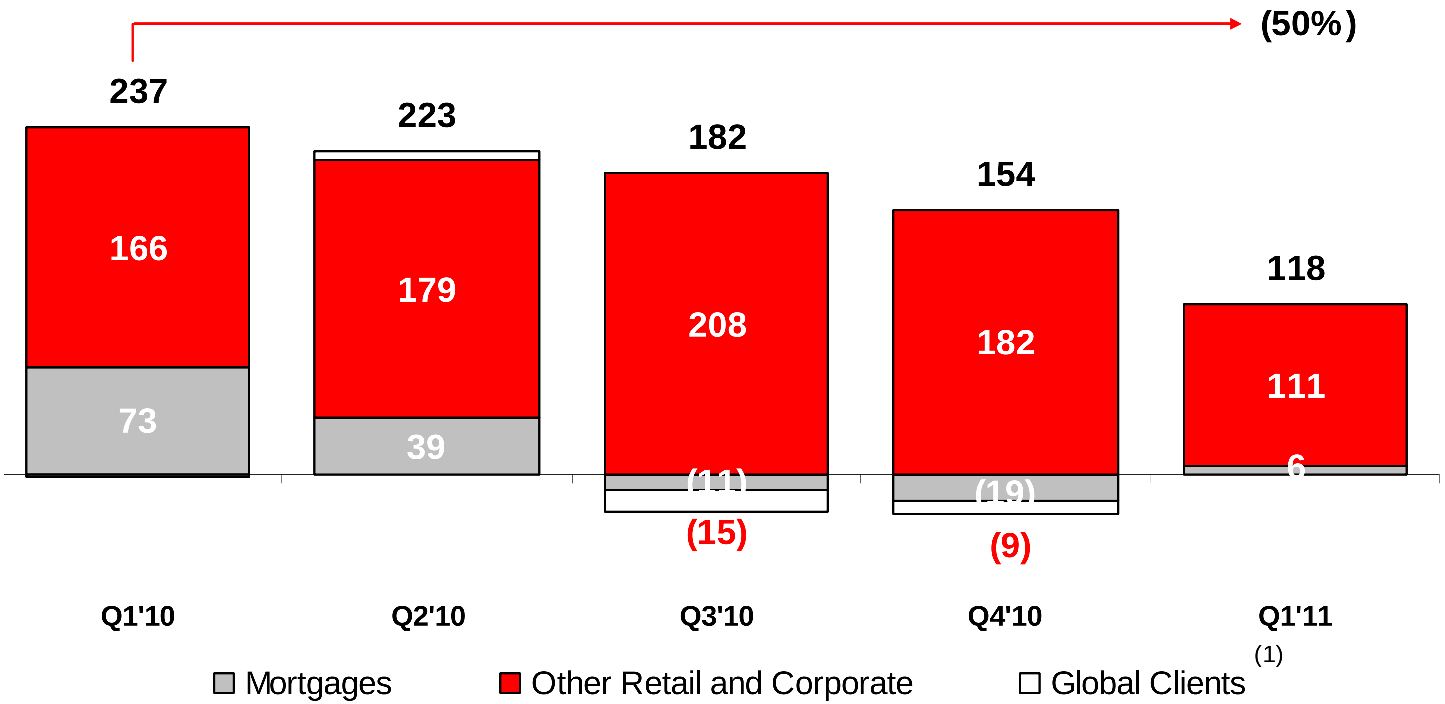
Results: Provisions and Credit Quality

Provisions down for four consecutive quarters…

Net loan loss provisions (£m)



(1) Generic provisions under Bank of Spain regulations, relating to global client corporate portfolios

Santander

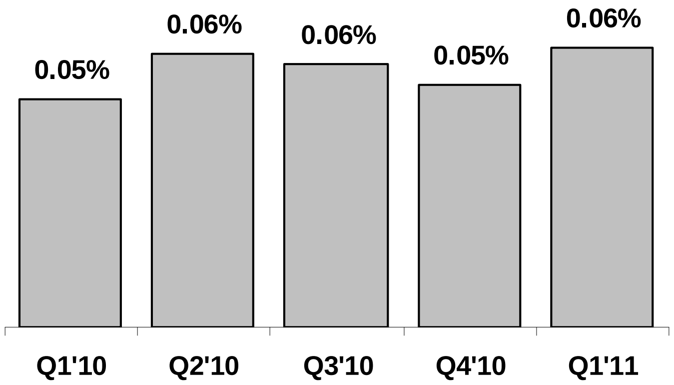
Results: Provisions and Credit Quality

…with strong coverage levels maintained and arrears stabilising

PIPs as a % of stock

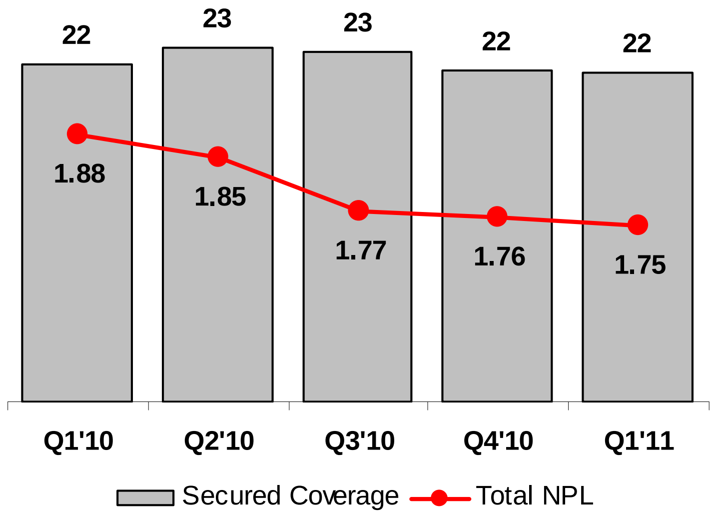
CML PIPs

0.13%	0.12%	0.12%	0.11%	n/a[1]



Coverage ratio and NPL

	Q1'10	Q2'10	Q3'10	Q4'10	Q1'11
% secured NPLs of total:	66%	65%	65%	63%	64%
Total coverage:	46%	46%	48%	46%	45%
Mortgage NPLs					
Santander UK	1.43%	1.42%	1.36%	1.29%	1.35%
CML (2)	2.22%	2.17%	2.15%	2.11%	n/a[1]



Unsecured Personal Loans coverage remains at >100%

(1) CML March 2011 data not available at time of reporting

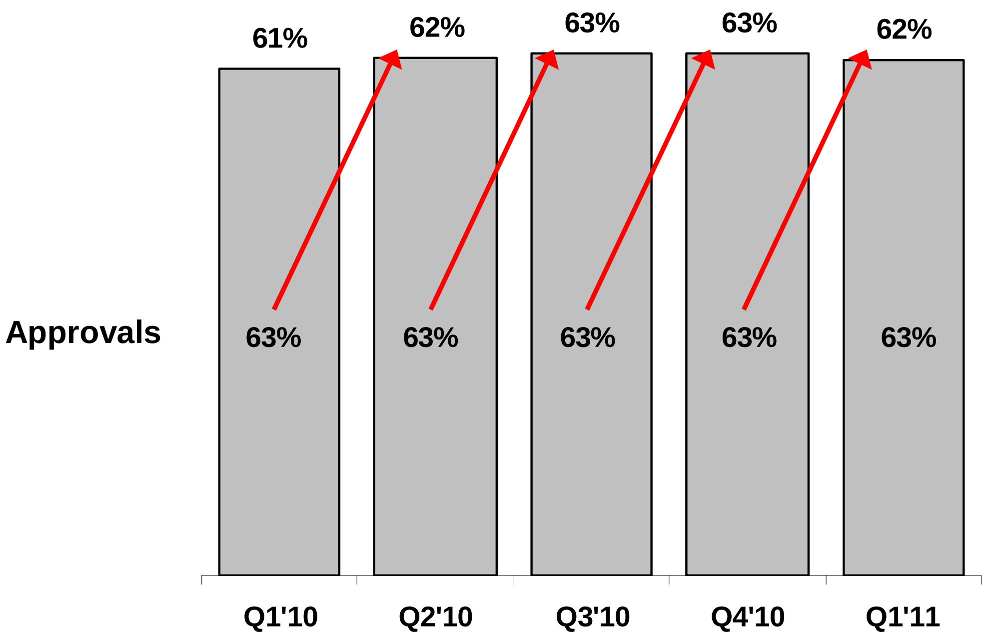
(2) CML NPL relates to the UK banking sector's residential mortgages on a volume basis

Santander

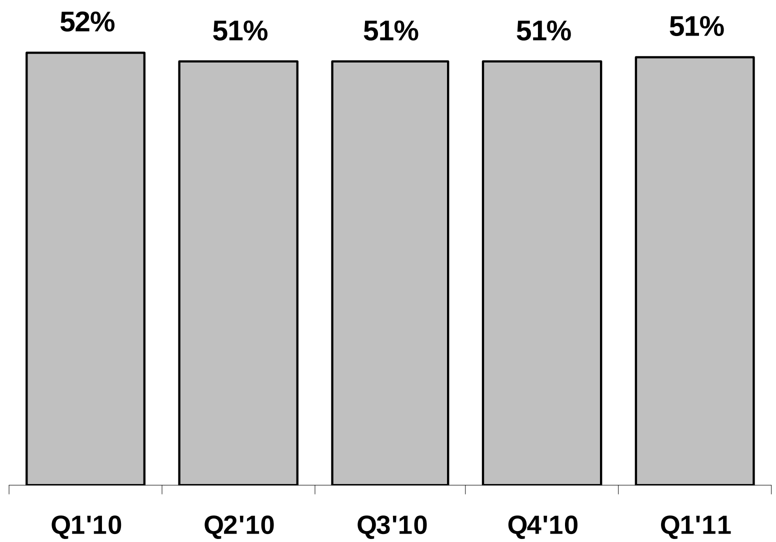
Results: Provisions and Credit Quality

New business and stock LTV underpins our strong credit quality

Average new business mortgage LTV (%) (1)



Average indexed mortgage LTV on stock (%)



(1) Based on completions

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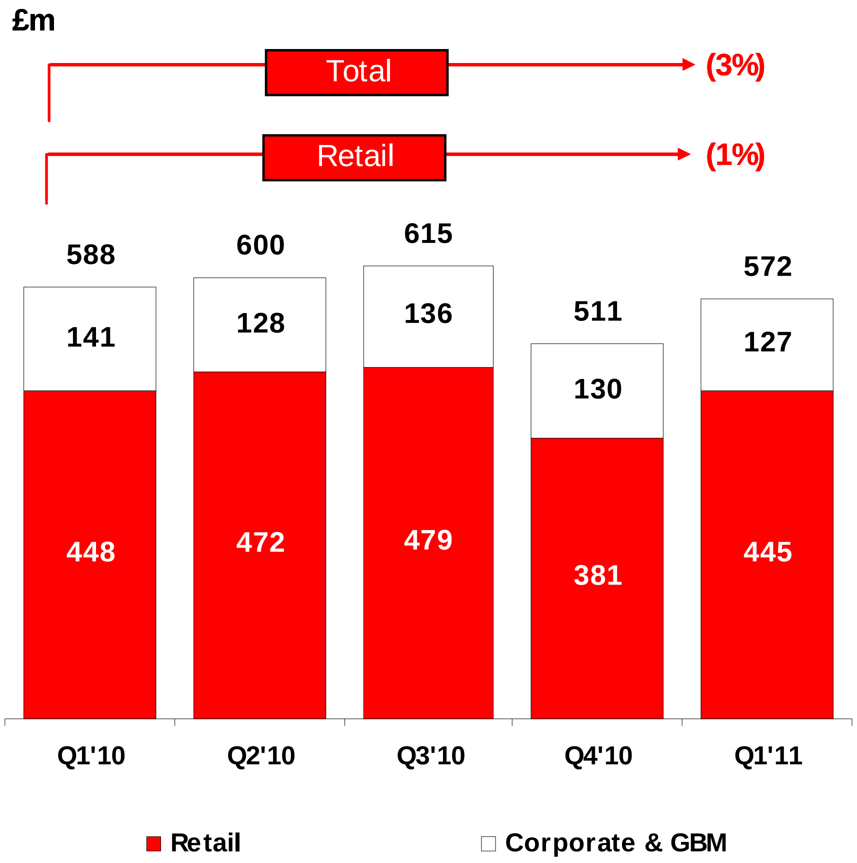
Results: Profit before taxes

Profit before taxes growing at 14% excluding regulatory liquidity costs



£m	Q1'11	Q1'11 v Q1'10	Q1'11 v Q4'10
PBT	572	(3%)	12%
Provisions for income tax	(154)	(4%)	13%
Profit after tax	**419**	**(2%)**	**12%**

APPENDIX

- Financial Results
- Balance Sheet

Financial Results

Financial Results: Profit and Loss

£ million

	Q1'11	Q1'10	Variation Amount	Variation %
Net interest income	**948**	**1,030**	**(83)**	**(8.0%)**
Net fees	198	221	(23)	(10.5%)
Gains (losses) on financial transactions	134	118	16	13.5%
Other operating income*	5	5	(0)	(2.6%)
Gross income	**1,285**	**1,375**	**(90)**	**(6.5%)**
Operating expenses	(556)	(544)	(11)	2.1%
General administrative expenses	(478)	(477)	(1)	0.2%
Personnel	*(292)*	*(272)*	*(20)*	7.2%
Other administrative expenses	*(186)*	*(205)*	*18*	(9.0%)
Depreciation and amortisation	(77)	(67)	(10)	15.1%
Net income	**729**	**830**	**(101)**	**(12.2%)**
Net loan loss provisions	(118)	(237)	120	(50.4%)
Other income	(39)	(5)	(34)	n/a
Profit before taxes (w/o capital gains)	**572**	**588**	**(16)**	**(2.7%)**
Tax on profit	(154)	(160)	6	(4.0%)
Profit from continuing operations (w/o capital gains)	**419**	**428**	**(9)**	**(2.2%)**
Net profit from discontinued operations	—	—	—	0.0%
Consolidated profit (w/o capital gains)	**419**	**428**	**(9)**	**(2.2%)**
Minority interests	—	—	—	0.0%
Attributable profit to the Group (w/o capital gains)	**419**	**428**	**(9)**	**(2.2%)**

* Including dividends, income from equity- accounted method and other operating income/expenses

Financial Results: UK Profit and Loss

£ million

	Q1'10	Q2'10	Q3'10	Q4'10	Q1'11
Net interest income	**1,030**	**1,028**	**1,025**	**1,001**	**948**
Net fees	221	232	224	203	198
Gains (losses) on financial transactions	118	114	93	71	134
Other operating income*	5	6	5	10	5
Gross income	**1,375**	**1,380**	**1,348**	**1,284**	**1,285**
Operating expenses	(544)	(555)	(542)	(543)	(556)
General administrative expenses	(477)	(487)	(481)	(476)	(478)
Personnel	(272)	(286)	(279)	(273)	(292)
Other administrative expenses	(205)	(201)	(202)	(203)	(186)
Depreciation and amortisation	(67)	(68)	(61)	(67)	(77)
Net income	**830**	**825**	**805**	**741**	**729**
Net loan loss provisions	(237)	(223)	(182)	(154)	(118)
Other income	(5)	(1)	(8)	(76)	(39)
Profit before taxes (w/o capital gains)	**588**	**600**	**615**	**511**	**572**
Tax on profit	(160)	(153)	(180)	(136)	(154)
Profit from continuing operations (w/o capital gains)	**428**	**447**	**435**	**375**	**419**
Net profit from discontinued operations	—	—	—	—	—
Consolidated profit (w/o capital gains)	**428**	**447**	**435**	**375**	**419**
Minority interests	—	—	—	—	—
Attributable profit to the Group (w/o capital gains)	**428**	**447**	**435**	**375**	**419**

* Including dividends, income from equity- accounted method and other operating income/expenses

Balance Sheet

Financial Results: Balance Sheet

£ million			Variation	
	31.03.11	31.03.10	Amount	%
Loans and credits*	202,268	198,528	3,740	1.9
Trading portfolio (w/o loans)	36,202	41,000	(4,798)	(11.7)
Available-for-sale financial assets	32	808	(776)	(96.0)
Due from credit institutions*	29,145	29,640	(495)	(1.7)
Intangible assets and property and equipment	1,991	1,270	721	56.8
Other assets	41,989	20,567	21,422	104.2
Total assets/liabilities & shareholders' equity	**311,627**	**291,813**	**19,814**	**6.8**
Customer deposits*	159,404	150,091	9,313	6.2
Marketable debt securities*	55,624	53,796	1,828	3.4
Subordinated debt	6,497	7,744	(1,247)	(16.1)
Insurance liabilities	1	2	(1)	(50.0)
Due to credit institutions*	55,810	47,461	8,349	17.6
Other liabilities	23,292	26,136	(2,844)	(10.9)
Shareholders' equity**	10,999	6,584	4,415	67.1
Off-balance-sheet funds	**311,627**	**291,813**	**19,814**	**6.8**
Mutual funds	12,552	10,609	1,944	18.3
Pension funds	—	—	—	—
Managed portfolios	—	—	—	—
Savings-insurance policies	—	—	—	—
Customer funds under management	**234,077**	**222,239**	**11,838**	**5.3**
Commercial Loans included above***	**198,839**	**194,990**	**3,849**	**2.0**
Commercial deposits included above	**153,394**	**146,920**	**6,474**	**4.4**

* Includes all stock of concept classified in the balance sheet
** Not including profit of the year
*** Excludes Santander Consumer Finance (if included Q1'11 £201.8bn)

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