ABBEY NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS

Registered in England and Wales
No. 3002815

ANNUAL REPORT AND ACCOUNTS

FOR THE YEAR ENDED
31 DECEMBER 2014

ABBEY NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS
COMPANY NUMBER: 3002815

STRATEGIC REPORT

The Directors submit the strategic report together with their directors' report and the audited financial statements for the year ended 31 December 2014.

Fair review of the Company's Business

The principal activity of Abbey National Treasury Services Overseas Holdings (the "Company") is to act as an investment company.

The Santander UK plc group (the "Group") manages its operations on a divisional basis. For this reason, the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the divisions of Santander UK Plc., which include the Company, are discussed in the Group's Annual Report which does not form part of this Report.

The purpose of this Report is to provide information to the members of the Company and as such it is only addressed to those members. The Report may contain certain forward-looking statements with respect to the operations, performance and financial condition of the Company. By their nature, these statements involve inherent risks and uncertainties since future events, circumstances and other factors can cause results and developments to differ materially from the plans, objectives, expectations and intentions expressed in such forward-looking statements. Members should consider this when relying on any forward-looking statements. The forward-looking statements reflect knowledge and information available at the date of preparation of this Report and the Company undertakes no obligation to update any forward-looking statement during the year. Nothing in this Report should be construed as a profit forecast.

Principal risks and uncertainties facing the Company

The Company's principal risks and uncertainties together with the processes that are in place to monitor and mitigate those risks where possible can be found in Note 2.

By Order of the Board

For and on behalf of
Santander Secretariat Services Limited, Secretary

14 May 2015

Registered Office Address: 2 Triton Square, Regent's Place, London NW1 3AN

ABBEY NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS
COMPANY NUMBER: 3002815

REPORT OF THE DIRECTORS

The Directors submit their report together with the strategic report and audited financial statements for the year ended 31 December 2014.

Principal activity

The principal activity of the Company is to act as an investment company.

Likely Future Developments

The Directors do not expect any significant change in the level of business in the foreseeable future.

Results and dividends

The profit for the year on ordinary activities after taxation amounted to £8,804,408 (2013: £14,807,320). The Directors do not recommend the payment of a final dividend (2013: £nil).

Directors

The Directors who served throughout the year and to the date of this report were as follows:

David M Green
Mark C Jackson
Richard C Truelove

Statement of Directors' responsibilities

The Directors are responsible for preparing the report and the financial statements in accordance with applicable laws and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records which are sufficient to show and explain the Company's transactions and which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of Going Concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out above. The financial position of the Company, its cash flows, liquidity position and borrowing facilities are set out in the financial statements. In addition, notes 18 and 2 to the financial statements include the Company's objectives, policies and processes for managing its capital; its financial risk management objectives and its exposures to liquidity risk, credit risk and market risk.

The Company has adequate financial resources. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual report and accounts.

ABBEY NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS
COMPANY NUMBER: 3002815

REPORT OF THE DIRECTORS (continued)

Financial instruments

The Company's risks are managed on a Group level by the intermediate UK parent company, Santander UK plc.

The financial risk management objectives of and policies of the Group; the policy for hedging each major type of forecasted transaction for which hedge accounting is used; and the exposure of the Group to price risk, credit risk, liquidity risk and cash-flow risk are outlined in the Group financial statements.

Further disclosures regarding financial risk management objectives and policies and the Company's exposure to principal risks can be found in note 2.

Qualifying Third Party Indemnities

Enhanced indemnities are provided to the Directors of the Company by Santander UK plc against liabilities and associated costs which they could incur in the course of their duties to the Company. All of the indemnities remain in force as at the date of this Report and Accounts. A copy of each of the indemnities is kept at the registered office address of Santander UK plc.

Auditor

Each of the Directors at the date of approval of this report has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

In accordance with Sections 485 and 487 of the Companies Act 2006, Deloitte LLP are deemed to have been re-appointed as auditor of the Company.

By Order of the Board

For and on behalf of
Santander Secretariat Services Limited, Secretary

14 May 2015

Registered Office Address: 2 Triton Square, Regent's Place, NW1 3AN

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABBEY NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS

We have audited the financial statements of Abbey National Treasury Services Overseas Holdings (the "Company") for the year ended 31 December 2014 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement, the Balance Sheet and the related notes 1 to 20. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' Responsibilities Statement the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Separate opinion in relation to IFRSs as issued by the IASB

As explained in Note 1 to the financial statements, the company in addition to applying IFRSs as adopted by the European Union, has also applied IFRSs as issued by the International Accounting Standards Board (IASB).

In our opinion the financial statements comply with IFRSs as issued by the IASB.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors' report; or
- we have not received all the information and explanations we require for our audit.

Tom Millar (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
14 May 2015

ABBEY NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS
COMPANY NUMBER: 3002815

FINANCIAL STATEMENTS
For the year ended 31 December 2014

Income Statement
For the year ended 31 December 2014

	Notes	2014 £	2013 £
Continuing operations			
Interest income	3	637	637
Gains on disposal of shares		611,319	-
Investment income	5	4,030,723	10,470,107
Profit before tax		4,642,679	10,470,744
Tax	6	4,161,729	4,336,576
Net profit attributable to equity holders of the Company		8,804,408	14,807,320

The accompanying notes form an integral part of the financial statements.

Statement of Comprehensive Income
For the year ended 31 December 2014

	2014 £	2013 £
Profit for the year	8,804,408	14,807,320
Total comprehensive income for the year	8,804,408	14,807,320
Attributable to equity holders of the Company	8,804,408	14,807,320

The accompanying notes form an integral part of the financial statements.

Statement of Changes in Equity
For the year ended 31 December 2014

	Share Capital £	Distributable Capital Reserve £	Capital Contribution Reserve £	Retained Earnings £	Total £
Balance at 1 January 2013	868,350,000	150,000,000	875,088	56,100,573	1,075,325,661
Comprehensive income – profit for the year	-	-	-	14,807,320	14,807,320
Balance at 31 December 2013	868,350,000	150,000,000	875,088	70,907,893	1,090,132,981
Balance at 1 January 2014	868,350,000	150,000,000	875,088	70,907,893	1,090,132,981
Comprehensive income – profit for the year	-	-	-	8,804,408	8,804,408
Balance at 31 December 2014	868,350,000	150,000,000	875,088	79,712,301	1,098,937,389

The accompanying notes form an integral part of the financial statements.

ABBEY NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS
COMPANY NUMBER: 3002815

FINANCIAL STATEMENTS
For the year ended 31 December 2014

Cash Flow Statement
For the year ended 31 December 2014

	Note	2014 £	2013 £
Net cash generated from/(used in) from operating activities	16	2,495,321	(446,524)
Net increase/(decrease) in cash and cash equivalents		2,495,321	(446,524)
Cash and cash equivalents at beginning of year		749,164	1,195,688
Cash and cash equivalents at end of year		3,244,485	749,164

The accompanying notes form an integral part of the financial statements.

Balance Sheet
At 31 December 2014

	Notes	2014 £	2013 £
Non-current assets			
Interest in other entities	7	1,807,500	2,662,500
Financial assets designated at fair value through profit and loss	8	657,733,921	748,246,844
Loans and receivables	9	12,759	12,732
Deferred tax assets	10	138,288	276,576
		659,692,468	751,198,652
Current assets			
Cash		3,244,485	749,164
Financial assets designated at fair value through profit and loss	8	428,286,044	409,290,073
Loans and receivables	9	12,932,605	16,969,146
		444,463,134	427,008,383
Total assets		1,104,155,602	1,178,207,035
Current liabilities			
Derivatives held at fair value through profit or loss	12	(3,163,632)	(88,074,054)
Trade and other payables	11	(2,054,581)	-
		(5,218,213)	(88,074,054)
Net assets		1,098,937,389	1,090,132,981
Equity			
Capital and Reserves			
Share capital	13	868,350,000	868,350,000
Distributable capital reserve	14	150,000,000	150,000,000
Capital contribution reserve	15	875,088	875,088
Retained earnings		79,712,301	70,907,893
Total equity attributable to equity holders of the Company		1,098,937,389	1,090,132,981

The accompanying notes form an integral part of the financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 14 May 2015. They were signed on its behalf by: M. Jackson

M. L. Jackson.

Director

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2014

1. Accounting policies

The principal accounting policies adopted in the presentation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted for use in the European Union that are effective or available for early adoption at the Company's reporting date. The Company, in addition to complying with its legal obligation to comply with IFRSs as adopted for use in the European Union, has also complied with the IFRSs as issued by the International Accounting Standards Board. The financial statements have been prepared under the historical cost convention, except for the revaluation of financial instruments, as modified by the revaluation of financial assets held at fair value through profit or loss and all derivative contracts and on the going concern basis as disclosed in the Directors' Statement of Going Concern set out in the Report of the Directors.

Recent accounting developments

In 2014, the Company adopted the following amendments to standards which became effective for financial years beginning on 1 January 2014.

a) IAS 32 'Financial Instruments: Presentation' - In December 2011, the IASB issued amendments to IAS 32 entitled 'Offsetting Financial Assets and Financial Liabilities' which clarified the requirements for offsetting financial instruments and addressed inconsistencies in current practice when applying the offsetting criteria in IAS 32 'Financial Instruments: Presentation'. The amendments are effective for annual periods beginning on or after 1 January 2014 with early adoption permitted and are required to be applied retrospectively. The amendments did not have a material effect on the Company's financial statements.

b) There are a number of other changes to IFRS that were effective from 1 January 2014. Those changes did not have a significant impact on the Company's financial statements.

Future accounting developments

The Company has not yet adopted the following significant new or revised standards and interpretations, and amendments thereto, which have been issued but which are not yet effective for the Company:

a) IFRS 9 'Financial Instruments' ('IFRS 9') – In July 2014, the IASB issued the final version of IFRS 9 which includes the completion of all phases of the project to replace IAS 39 'Financial Instruments: Recognition and Measurement' as discussed below.

Phase 1: Classification and measurement of financial assets and financial liabilities. Financial assets are classified on the basis of the business model within which they are held and their contractual cash flow characteristics. The standard also introduces a 'fair value through other comprehensive income' measurement category for particular simple debt instruments. The requirements for the classification and measurement of financial liabilities were carried forward unchanged from IAS 39, however, the requirements relating to the fair value option for financial liabilities were changed to address own credit risk and, in particular, the presentation of gains and losses within other comprehensive income.

Phase 2: Impairment methodology. IFRS 9 fundamentally changes the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit. It is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, an entity always accounts for expected credit losses, and changes in those expected credit losses. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition.

Phase 3: Hedge accounting. These requirements align hedge accounting more closely with risk management and establish a more principle-based approach to hedge accounting. Dynamic hedging of open portfolios is being dealt with as a separate project and until such time as that project is complete, entities can choose between applying the hedge accounting requirements of IFRS 9 or to continue to apply the existing hedge accounting requirements in IAS 39. The revised hedge accounting requirements in IFRS 9 are applied prospectively.

The effective date of IFRS 9 is 1 January 2018. For annual periods beginning before 1 January 2018, an entity may elect to early apply only the requirements for the presentation of gains and losses on financial liabilities designated at fair value through profit or loss. At the date of publication of the Company's financial statements the standard is awaiting EU endorsement and the impact of the standard is currently being assessed. It is not yet practicable to quantify the effect of IFRS 9 on these financial statements.

1. Accounting policies (continued)

b) IFRS 15 'Revenue from Contracts with Customers' ('IFRS 15') – In May 2014, the IASB issued IFRS 15. The effective date of IFRS 15 is 1 January 2017. The standard establishes the principles that shall be applied in connection with revenue from contracts with customers including the core principle that the recognition of revenue must depict the transfer of promised goods or services to customers in an amount that reflects the entitlement to consideration in exchange for those goods and services. IFRS 15 applies to all contracts with customers but does not apply to lease contracts, insurance contracts, financial instruments and certain non-monetary exchanges. At the date of publication of these financial statements the standard is awaiting EU endorsement. Whilst it is expected that a significant proportion of the Company's revenue will be outside the scope of IFRS 15, the impact of the standard is currently being assessed. It is not yet practicable to quantify the effect of IFRS 15 on these financial statements.

c) There are a number of other standards which have been issued or amended that are expected to be effective in future periods. However, it is not practicable to provide a reasonable estimate of their effects on the Company's financial statements until a detailed review has been completed.

Foreign currency translation

Items included in the financial statements of the entity are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that Company ("the functional currency"). The financial statements are presented in Pounds Sterling, which is the functional currency of the immediate parent.

Foreign currency transactions are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Revenue recognition

Investment income comprises all gains and losses from changes in the fair value of financial assets held at fair value through profit or loss, together with related income, expense and dividends. Changes in fair value of derivatives are also recognised in investment income.

Interest income is accrued daily, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise balances with less than three months maturity from the date of acquisition including cash and non-restricted balances with central banks, treasury bills and other eligible bills, loans and advances to banks, amounts due from other banks and short-term investments in securities.

Interest in other entities

Interest in other entities is carried at cost less any provision for impairment.

Financial assets

The Company classifies its financial assets in the following categories: financial assets at fair value through profit or loss account and loans and receivables. Management determines the classification of its investments at initial recognition.

Financial assets classified as fair value through profit or loss are designated as held at fair value on inception. The assets are recognised initially at fair value and transaction costs are taken directly to the income statement. Gains and losses arising from changes in fair value are included directly in the income statement as investment income. The assets are derecognised when the rights to receive cash flows have expired or the entity has transferred substantially all the risks and rewards of ownership.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money or services directly to a customer with no intention of trading the loan. Loans and receivables are initially recognised at fair value including direct and incremental transaction costs. They are subsequently measured at amortised cost, using the effective interest method, described above. They are derecognised when the rights to receive cash flows have expired or the Company has transferred substantially all of the risks and rewards of ownership. The carrying value of financial assets is a fair approximation of their fair value.

1. Accounting policies (continued)

Derivative financial instruments

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at their fair value. Fair values are obtained from quoted market prices in active markets, including recent market transactions, and valuation techniques, including discounted cash flow models and option pricing models as appropriate. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative with the fair value movement going to the income statement.

Impairment of financial assets

At each balance sheet date the entity assesses whether, because of one or more events occurring after initial recognition, there is objective evidence that a financial asset or group of financial assets has become impaired. Evidence of impairment may include indications that the borrower or group of borrowers have defaulted, are experiencing significant financial difficulty, or the debt has been restructured to reduce the burden to the borrower.

Financial assets carried at amortised cost
Impairment losses are assessed individually for the financial assets that are individually significant and individually or collectively for assets that are not individually significant. For individually assessed assets, the Company measures the amount of the loss as the difference between the carrying amount of the asset or group of assets and the present value of the estimated future cash flows from the asset or group of assets discounted at the original effective interest rate of the asset.

In making collective assessment for impairment, financial assets are assessed for each portfolio segmented by similar risk characteristics. For each risk segment, future cash flows from these portfolios are estimated through the use of historical loss experience. The historical loss experience is adjusted for current observable data, to reflect the effects of current conditions not affecting the period of historical experience. The loss is discounted at the effective interest rate, except where portfolios meet the criteria for short-term receivables. The impact of the discounting is reported through interest receivable within the income statement and represents the unwind of the discount.

Once an impairment loss has been recognised on a financial asset or group of financial assets, interest income is recognised on an effective interest rate basis.

Impairment losses are recognised in the income statement and the carrying amount of the financial asset or group of financial assets is reduced by establishing an allowance for impairment losses. If in a subsequent period the amount of the impairment loss reduces and the reduction can be ascribed to an event after the impairment was recognised, the previously recognised loss is reversed by adjusting the allowance.

A write-off is made when all collection procedures have been completed and is charged against previously established provisions for impairment.

Valuation of financial instruments

Financial instruments that are classified at fair value through profit or loss and available-for-sale are stated at fair value. The fair value of such financial instruments is the estimated amount at which the instrument could be exchanged in a current transaction between willing, knowledgeable parties, other than in a forced or liquidation sale.

Initial measurement
The best evidence of the fair value of a financial instrument at initial recognition is the transaction price unless the instrument is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique whose variables include significant data from observable markets. Any difference between the transaction price and the value based on a valuation technique where the inputs are not based on data from observable current markets is not recognised in profit or loss on initial recognition. Subsequent gains or losses are only recognised to the extent that they arise from a change in a factor that market participants would consider in setting a price.

Subsequent measurement
The Company applies the following fair value hierarchy that prioritises the inputs to valuation techniques used in measuring fair value. The hierarchy establishes three categories for valuing financial instruments, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three categories are: quoted prices in active markets (Level 1) and, internal models based on observable market data (Level 2) and internal models based on other than observable market data (Level 3). If the inputs used to measure an asset or a liability fall to different levels within the hierarchy, the classification of the entire asset or liability will be based on the lowest level input that is significant to the overall fair value measurement of the asset or liability.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2014

1. Accounting policies (continued)

Valuation of financial instruments (continued)

The Company categorises assets at fair value within the fair value hierarchy based on the inputs to the valuation techniques as follows:

Level 1: Unadjusted quoted prices for identical assets or liabilities in an active market that the Group has the ability to access at the measurement date. Level 1 position includes equity securities and derivatives.

Level 2: Quoted prices in markets that are not active, quoted prices for similar assets or liabilities, recent market transactions, inputs other than quoted market prices for the asset or liability that are observable either directly or indirectly for substantially the full term, and inputs to valuation techniques that are derived principally from or corroborated by observable market data through correlation or other statistical means for substantially the full term of the asset or liability.

Level 3: Inputs to the pricing or valuation techniques that are significant to the overall fair value measurement of the asset are unobservable.

Financial liabilities

The Company classifies its financial liabilities, including intercompany financial liabilities, as deposits and payables which are held at amortised cost unless designated as held at fair value through profit and loss. The carrying value of financial liabilities is a fair approximation of their fair values.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Income taxes, including deferred income taxes

Income tax payable on profits based on the applicable tax law in each jurisdiction is recognised as an expense in the period in which profits arise. The tax effects of income tax losses available to carry forward are recognised as an asset when it is probable that future taxable profits will be available against which these losses can be utilised.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

Deferred and current tax assets and liabilities are only offset when they arise in the same tax reporting group and where there is both the legal right and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Dividends

Dividends on ordinary shares are recognised in equity in the period in which they are declared and approved.

Share capital

Incremental external costs directly attributable to the issue of new shares, other than on a business combination, are deducted from equity net of any related income taxes.

Shares are recognised in accordance with the substance of the transaction. Shares which have a contractual obligation to deliver cash or other financial assets to the preference shareholders are classified as debt. Otherwise, they are classified as equity instruments.

2. Financial risk management

As a result of its normal business activities, the Company is exposed to a variety of risks, the most significant of which are liquidity risk, credit risk and market risk. The Company manages its risk in line with the central risk management function of the Santander UK Group. Santander UK Group's Risk Framework ensures that risk is managed and controlled on behalf of shareholders, customers, depositors, employees and the Santander UK Group's regulators. Effective and efficient risk governance and oversight provide management with assurance that the Santander UK Group's business activities will not be adversely impacted by risks that could have been reasonably foreseen. This in turn reduces the uncertainty of achieving the Santander UK Group's strategic objectives.

Authority flows from the Santander UK plc Board to the Chief Executive Officer and from her to specific individuals. Formal standing committees are maintained for effective management of oversight. Their authority is derived from the person they are intended to assist. Further information can be found in the Santander UK plc Annual Report which does not form part of this Report.

Liquidity risk

Liquidity risk is the potential that although remaining solvent the Company does not have sufficient liquid financial resources to enable it to meet its obligations as they fall due or can secure them only at excessive cost.

The Company manages liquidity risk by maintaining sufficient liquid resources to ensure it can meet its obligations as they fall due.

The contractual maturities of financial liabilities are detailed as follows:

At 31 December 2014	Demand £	Up to 3 months £	3 – 12 months £	1 – 5 years £	Over 5 years £	Total £
Derivative financial instruments	-	-	-	3,163,632	-	3,163,632
Trade and other payables	2,054,581	-	-	-	-	2,054,581
Total financial liabilities	2,054,581	-	-	3,163,632	-	5,218,213

At 31 December 2013	Demand £	Up to 3 months £	3 – 12 months £	1 – 5 years £	Over 5 years £	Total £
Derivative financial instruments	-	-	88,074,054	-	-	88,074,054
Trade and other payables	-	-	-	-	-	-
Total financial liabilities	-	-	88,074,054	-	-	88,074,054

Credit risk

Credit risk is the risk that counterparties will not meet their financial obligations and may result in the Company losing the principal amount lent, the interest accrued and any unrealised gains, less any security held.

The Company is exposed to credit risk on its loans and receivables relating to amounts receivable from its immediate parent company and fellow subsidiaries. The maximum exposure to credit risk without taking into account collateral or credit enhancements can be found in notes 8 and 9 to the financial statements.

The Company does not use credit derivatives to hedge credit exposure. There has been no cumulative change in the fair value of loans and receivables attributable to changes in credit risk and there has been no change in the current period.

Market risk

Market risk is the potential for loss of income or decrease in the value of net assets caused by movements in the levels and prices of financial instruments. Market risk arises as a result of interest rates and exposures to changes in equity markets.
The Company's income is exposed to increments in the LIBOR interest rate on receivables relating to amounts due by group companies.

A 50 basis point adverse movement in interest rates would result in a reduction in operating profit of £3,248,615 (2013: £3,430,826) and a corresponding reduction in net assets. A 50 basis point positive movement in interest rates would result in an increase in operating profit of £3,248,615 (2013: £3,430,826) and a corresponding increase in net assets.

Investments held at fair value through profit and loss are subject to movements in quoted market prices. The Company has entered into a put/call option to manage the exposure to movements in market prices. Available-for-sale investments are non-interest bearing and have been written down to £nil and therefore have no market risk exposure.

2. Financial risk management (continued)

Fair value estimation
Equity investments held at fair value through profit or loss are valued based on quoted market prices. In the valuation of amounts due from parent company, the 'present value' method is used. Expected future cash flows are discounted using the interest rate curves of the applicable currencies. The interest rate curves are generally observable market data and reference yield curves derived from the quoted interest rates in appropriate time bandings , which match the timings of the cashflows and maturities of the instruments.

3. Interest

	2014 £	2013 £
Interest received from group companies	637	637

4. Profit from operations

No Directors were remunerated for their services to the Company. Directors' emoluments are borne by the intermediate UK parent company, Santander UK plc. No emoluments were paid by the Company to the Directors during the year (2013: £nil).

The Company had no employees in the current or previous financial year.

The statutory audit fee for the current and prior year has been paid on the Company's behalf by the intermediate UK parent company, Santander UK plc, in accordance with Company policy, for which no recharge has been made. The statutory audit fee for the current year is £31,179 (2013: £30,695).

5. Investment income

	2014 £	2013 £
Dividends received from subsidiary	-	3,504,603
Net gain on investments held at fair value through profit or loss	25,648,028	66,525,366
Net loss on derivatives	(21,617,305)	(59,559,862)
	4,030,723	10,470,107

6. Tax

	2014 £	2013 £
Current tax:		
UK corporation tax on profit of the year	(4,593,192)	(4,557,340)
Adjustments in respect of prior year	293,175	20,247
Total current tax	(4,300,017)	(4,537,093)
Deferred tax:		
Origination and reversal of temporary differences	148,659	160,760
Change in rate of UK Corporation tax	(10,371)	39,757
Total deferred tax	138,288	200,517
Tax credit on profit for the year	(4,161,729)	(4,336,576)

UK corporation tax is calculated at 21.5% (2013: 23.25%) of the estimated assessable profits for the year. The standard rate of UK corporation tax was reduced from 23% to 21% with effect from 1 April 2014.

The Finance Act 2013, which provides for a reduction in the main rate of UK corporation tax to 20% effective from 1 April 2015, was enacted on 17 July 2013.

As the change in rates were substantively enacted prior to 31 December 2014, they have been reflected in the deferred tax asset at 31 December 2014.

6. Tax (continued)

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the Company as follows:

	2014 £	2013 £
Profit before tax:	4,642,679	10,470,744
Tax calculated at tax rate of 21.5% (2013: 23.25%)	998,176	2,434,448
Non-deductible expenses	14,948	17,813
Non-taxable income	(1,978,564)	(3,382,942)
Capital losses surrendered to group companies	(3,347,659)	(3,465,899)
Non taxable (gain)/non-deductible loss on sale of subsidiary undertakings	(131,434)	-
Effect of change in tax rate on deferred tax provision	(10,371)	39,757
Adjustment to prior year provisions	293,175	20,247
Tax credit for the year	(4,161,729)	(4,336,576)

7. Interest in other entities

	2014 £	2013 £
Balance at 1 January	2,662,500	85,929,725
Disposals during the year	(855,000)	(83,267,225)
Balance at 31 December	1,807,500	2,662,500

During the year, the Company disposed of its holdings in Egmere Airfield Solar Park Ltd, Parley Court Solar Park Ltd and Penare Farm Solar Park Ltd.

On 25th March 2015 the company disposed of its holdings in Broxted Solar Company, Blue Energy Ridgewind Investments Limited and Middlewick Wind Farm Holdings Limited.

8. Financial assets designated at fair value through profit and loss

	2014 £	2013 £
Non Current		
Amount due from parent company	657,733,921	748,246,844
Current		
Amount due from subsidiary company	101,561,594	-
Equity investments	326,724,450	409,290,073
Total	1,086,019,965	1,157,536,917

The Company has designated its equity investments as fair value through profit or loss on the basis that doing so significantly reduces a measurement inconsistency that would otherwise arise from measuring these assets on a different basis from the derivatives that economically hedge the investments.

The fair value of equity investments is based on the quoted market price and they are revalued on a regular basis throughout the year. On this basis, they are classified as level 1 under the IFRS 7 hierarchy.

Amounts due from parent company of £657,733,921, bear a variable rate based on LIBOR and are receivable within five years (2013: £748,246,844 bear a variable rate based on LIBOR and are receivable within five years) and are classified as level 2 under the IFRS 7 hierarchy.

Amounts due from subsidiary company are non-interest bearing and repayable on demand. They are classified as level 2 under the IFRS 7 hierarchy.

Certain assets included in equity investments are lent under stock lending agreements. The balance amounted to £326,724,450 (2013: £393,138,448).

9. Loans and receivables

	2014 £	2013 £
Current		
Amounts due from fellow subsidiaries	4,284,644	3,610,401
Amounts due with respect to group relief	8,647,961	13,358,745
	12,932,605	16,969,146
Non-current		
Amounts due from fellow subsidiaries	12,759	12,732
Total	12,945,364	16,981,878

£12,759 (2013: £12,732) preference shares entitle the holder to a 5% annualised non-cumulative dividend.

The preference shares are classified as loans and receivables and are held at amortised cost.

The Directors consider that the carrying amount of loans and receivables approximates to their fair value.

Amounts due from fellow subsidiaries of £4,284,644 (2013: £3,610,401) are non-interest bearing and repayable on demand. Amounts due from immediate parent company – group relief was non-interest bearing and repayable on demand.

The loans and receivables are classified as level 2 under the IFRS 7 hierarchy.

10. Deferred tax assets

Deferred taxes are calculated on temporary differences under the liability method using the tax rates expected to apply when the liability is settled or the asset is realised. The movement on the deferred tax account was as follows:

	2014 £	2013 £
At 1 January	276,576	477,093
Income statement charge	(138,288)	(200,517)
At 31 December	138,288	276,576

The deferred tax assets scheduled above have been recognised in the Company on the basis that sufficient future taxable profits are forecast within the foreseeable future in excess of the profits arising from the reversal of existing taxable temporary differences to allow for the utilisation of the assets as they reverse.

11. Trade and other payables

	2014 £	2013 £
Amounts due to group entities	2,054,581	-

12. Derivatives held at fair value through profit or loss

	2014 £	2013 £
Net derivatives liabilities held at fair value	3,163,632	88,074,054

The Company enters into a variety of derivative contracts, predominately with a view to hedge market risk exposure. At balance sheet date, the derivatives held are as follows:

At 31 December 2014	Contract/notional amount £	Fair value assets £	Fair value liabilities £
Interest rate swap	635,995,258	-	2,949,135
Equity contracts:			
Options	649,990,456	-	214,497
Total	1284,985,714	-	3,163,632

At 31 December 2013	Contract/notional amount £	Fair value assets £	Fair value liabilities £
Interest rate swap	300,103,709	-	7,598,470
Equity contracts:			
Options	600,207,418	-	80,475,584
Total	900,311,127	-	88,074,054

The derivatives are classified as level 2 under the IFRS 7 hierarchy.

13. Share capital

	2014 £	2013 £
Issued and fully paid:		
50,000 minority shares of £1 each	50,000	50,000
335,000,000 non-redeemable preference shares of £1 each	335,000,000	335,000,000
533,300,000 Ordinary shares of £1 each	533,300,000	533,300,000
	868,350,000	868,350,000

The authorised share capital is £1,350,050,000 of which £868,350,000 was issued and fully paid.

The holders of preference shares are not entitled to receive any dividends. On a return of capital on a winding-up, the holders of preference shares are entitled to £1 per share in priority to holders of ordinary shares. No voting rights are attached to these shares unless a resolution is proposed affecting the rights of this class of shareholders.

The minority shares represent a class of ordinary share capital and do not represent a minority interest. On a return of capital on a winding-up, the holders of minority shares carry the same rights as the holders of ordinary shares. The minority shares carry limited voting rights. The Company holds a call option over the minority shares which can be exercised at any time.

14. Distributable capital reserve

	2014 £	2013 £
Distributable capital reserve	150,000,000	150,000,000

The distributable capital reserve represents the value of ordinary shares cancelled.

15. Capital contribution reserve

	2014 £	2013 £
Capital contribution reserve	875,088	875,088

The capital contribution reserve represents the amount of cash contributed to the Company by the immediate parent company, Santander UK plc.

16. Cash generated from operations

Reconciliation of profit before tax to net cash flow from operating activities:

	2014 £	2013 £
Profit before tax	4,642,679	10,470,744
Changes in operating assets and liabilities:		
Increase in investments	(12,538,470)	(8,002,808)
Decrease in loans and receivables	4,036,515	6,956,822
Increase/(decrease) in trade and other payables	6,354,597	(9,871,282)
Net cash flow generated from/(used in) operating activities	2,495,321	(446,524)

Where tax assets have been group relieved, they are accounted for as operating assets/operating payables.

17. Related party transactions

The transactions with related parties relate to interest received and dividends from related group entities.

Related party transactions at balance date are as follows:

	Income		Amounts due from related parties		Amounts due to related parties	
	2014 £	2013 £	2014 £	2013 £	2014 £	2013 £
Immediate parent	(2,254,816)	(56,111,106)	661,797,767	775,767,501	-	89,755,859
Fellow subsidiary	(13,916,335)	3,505,240	111,521,724	3,623,133	4,224,083	-
	(16,171,151)	(52,605,866)	773,319,491	779,390,634	4,224,083	89,755,859

No Director or management personnel received any remuneration (2013: £nil).

There were no related party transactions during the year or existing at the balance sheet date with the Company's or parent company's key management personnel.

18. Capital management and resources

The Company's intermediate UK parent, Santander UK plc, adopts a centralised capital management approach, based on an assessment of both regulatory requirements and the economic capital impacts of businesses in the Santander UK Group. The Company has no non-centralised process for managing its own capital. Disclosures relating to the Group's capital management can be found in the Santander UK Annual Report and Accounts.

Capital held by the Company and managed centrally as part of the Santander UK Group, comprises share capital and reserves which can be found in the Balance Sheet on page 6.

19. Contingent liability

The Company, along with certain other subsidiaries of Santander UK plc, is a party to a capital support deed dated 14 December 2012 with Santander UK plc, Abbey National Treasury Services plc and Cater Allen Limited (each a "regulated entity"). The Capital Support Deed supports a core UK group for the purposes of section 10 of the Prudential Sourcebook for Banks, Building Societies and Investment Firms ("BIPRU") of the FSA Handbook. Under section 10.8 of BIPRU, exposures of each regulated entity to other members of the core UK group, including the Company, are exempt from large exposure limits that would otherwise apply. The purpose of the Capital Support Deed is to facilitate the prompt transfer of available capital resources or repayment of liabilities to a regulated entity to ensure that a regulated entity continues to comply with requirements relating to capital resources and risk concentrations. The amount of any transfer is limited to the sum of the Company's capital resources which would not cause the value of its liabilities to exceed the value of its assets, taking into account all of its contingent and prospective liabilities. The Capital Support Deed also provides that, in certain circumstances, funding received by the Company from other parties to the Capital Support Deed becomes repayable on demand, such repayment being limited to the Company's available resources.

20. Parent undertaking and controlling party

The Company's immediate parent company is Santander UK plc, a company registered in England and Wales. Before the transfer, the Company's immediate parent company was Abbey National Treasury Services Plc., a company registered in England and Wales.

The Company's ultimate parent undertaking and controlling party is Banco Santander, S.A., a company registered in Spain. Banco Santander, S.A. is the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the Company is a member. Santander UK plc is the parent undertaking of the smallest group of undertakings for which the group accounts are drawn up and of which the Company is a member.

Copies of all sets of group accounts, which include the results of the Company, are available from Secretariat, Santander UK Plc., 2 Triton Square, Regent's Place, London, NW1 3AN.