

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
BUSINESS LIST (ChD)
FINANCIAL SERVICES AND REGULATORY

Mr Justice Hildyard

12 June 2018



IN THE MATTER OF SANTANDER UK PLC

and

IN THE MATTER OF ABBEY NATIONAL TREASURY SERVICES PLC

and

**IN THE MATTER OF PART VII
OF THE FINANCIAL SERVICES AND MARKETS ACT 2000**

ORDER

UPON THE APPLICATION by Part 8 Claim Form issued on 25 January 2018 of the above-named Santander UK plc ("**Santander UK**") (registered number 02294747) and Abbey National Treasury Services plc ("**ANTS**") (registered number 02338548) (together, the "**Companies**"), both of which are members of the Banco Santander group (the "**Santander Group**"), for sanction of a ring-fencing transfer scheme (the "**RFTS**") under Part VII of the Financial Services and Markets Act 2000 ("**FSMA**");

AND UPON Banco Santander, S.A. by Counsel for the Companies, being its Counsel for this purpose, undertaking to be bound by the RFTS hereinafter sanctioned;

AND UPON the Companies having previously applied for provisional directions to assist them in the preparation of the RFTS, in particular, in relation to their proposed communications plan in respect of the RFTS (Claim No. CR-2017-003469);

AND UPON the Court having given initial provisional directions by order dated 26 May 2017 requiring the Companies to give individual notice of the RFTS to any and all customers of the

Companies' group or consumers (within the meaning of section 1G of FSMA) who might wish to allege that they would be adversely affected by the carrying out of the RFTS;

AND UPON the Court having given further provisional directions by order dated 27 October 2017 in relation to the giving by the Companies of notice of the RFTS to various groups of customers and stakeholders of the Santander Group;

AND UPON the Court having given directions by order dated 5 February 2018 (the "**February Order**") in relation to: (i) the giving by the Companies of notice of the RFTS to various groups of customers and stakeholders of the Santander Group; and (ii) making the guidance note (substantially in the form included at Schedule 2 to the February Order) available on the Companies' ring-fencing microsite (santanderringfencing.co.uk) for persons alleging that they would be adversely affected by the carrying out of the RFTS and who wish to make a written statement of representations under section 110(5) of FSMA;

AND UPON the Court having given directions by order dated 25 May 2018 in relation to the process to be followed at the hearing of the Companies' application for the RFTS to be sanctioned;

AND UPON HEARING Martin Moore QC and Stephen Horan, Counsel for the Companies, and Rory Phillips QC and Sophie Mallinckrodt, Counsel for the Prudential Regulation Authority ("**PRA**") and the Financial Conduct Authority ("**FCA**"), and Charlotte Eborall, Counsel for John Cole, the skilled person appointed to report on the RFTS under section 109A of FSMA;

AND UPON reading the Claim Form and the evidence and the third witness statement of Antonio Roman dated 4 June 2018 (the "**AR Witness Statement**") and the second witness statement of José García Cantera dated 4 June 2018;

AND UPON the Court being satisfied that the appropriate certificates have been obtained as referred to in section 111(2)(ab) of FSMA;

AND UPON the Court approving the amendments made to the RFTS;

AND UPON the Court approving the attachment of the summary of the RFTS in Schedule 2 to this Order, such summary providing a synopsis of the main features of the RFTS, which is not to be relied upon in the place of the RFTS itself;

THE COURT HEREBY SANCTIONS, pursuant to section 111 of FSMA, the RFTS as set out in Schedule 1 of this Order;

AND IT IS ORDERED:

- (1) That all the terms of the RFTS shall as and from the dates and times therein provided take effect under section 112 of FSMA without further act or instrument as if each were separately set out in this Order. Without prejudice to the generality of the foregoing: (i) the transfer of the ANTS Prohibited Business, ANTS Permitted Business and Santander UK Prohibited Business provided for by paragraph 3 and 22 of the RFTS take effect pursuant to section 112(1)(a) of FSMA and transfer and vest as provided for by section 112(3) of FSMA as a result

of this Order; (ii) the provisions in paragraph 15 of the RFTS relating to the conduct of legal and regulatory proceedings take effect pursuant to section 112(1)(c) of FSMA; (iii) the provisions in paragraph 4 of the RFTS relating to the termination of the cross-guarantees between Santander UK and ANTS take effect pursuant to section 112(1)(d) of FSMA; and (iv) the other provisions of the RFTS, to the extent not already mentioned, take effect pursuant to section 112(1)(d) of FSMA.

- (2) There be liberty to apply on appropriate notice to the PRA and FCA.
- (3) The Companies shall, in accordance with section 112(10) of FSMA, deposit two office copies of this Order with the PRA and shall do so within 10 days of the making of this Order, unless the PRA shall extend that period. On receipt of such copies, the PRA shall in, accordance with section 112ZA of FSMA, without delay, give a copy of the Order to the FCA.

Service of this Order: Copies to the solicitors for the serving parties: Slaughter and May, One Bunhill Row, London EC1Y 8YY, marked "FAO ADJ".