

MATERIAL FACT

Further to the notification of Material Fact nº. 64179, published on 16th February 2006, concerning an agreement reached among certain shareholders, Banco Santander hereby announces that it has been formally advised of the modification of such shareholders' agreement with respect to the persons subscribing to it, the present composition being as follows:

Shares included in the syndication

The syndication involves a total of 79,086,605 shares of the Bank (0.803% of its share capital) as per the following breakdown:

Mr. Emilio Botín-Sanz de Sautuola y García de los Ríos ⁽¹⁾	32,592,664
Ms. Ana Patricia Botín-Sanz de Sautuola O'Shea	5,228,254
Mr. Emilio Botín-Sanz de Sautuola O'Shea	9,042,777
Mr. Francisco Javier Botín-Sanz de Sautuola O'Shea ⁽²⁾	9,482,579
Ms. Paloma Botín-Sanz de Sautuola O'Shea	1,013,545
Ms. Carmen Botín-Sanz de Sautuola O'Shea	8,606,592
SIMANCAS, S.A.	5,266,945
PUENTE SAN MIGUEL, S.A.	3,275,605
PUENTEPUMAR, S.L.	0
LATIMER INVERSIONES, S.L. ⁽³⁾	553,508
CRONJE, S.L., Unipersonal	4,024,136
TOTAL	79,086,605

(1) Indirectly, 14,755,743 shares through Agropecuaria El Castaño, S.A.; 1,500,000 shares through Jardín Histórico Puente San Miguel, S.A.; 2,000,000 shares through Azil, S.L. and 7,971,625 acciones a través de Bafimar, S.L.

(2) Indirectly, 4,652,747 shares through Inversiones Zulú, S.L.

(3) The bare ownership of 553,508 shares corresponds to the Marcelo Botín Foundation, but the voting rights are assigned to Latimer Inversiones, S.L. as beneficial owner.

In all other aspects, the aforementioned syndication agreement remains unaltered.

Boadilla del Monte (Madrid), 3rd August 2012