

MATERIAL FACT

Further to the notification of Material Facts no. 64179, published on 17th February 2006, no. 171949, published on 3rd August 2012, no. 177432, published on 19th November 2012 and no. 194069, published on 17th October 2013, concerning an agreement reached among certain shareholders, Banco Santander hereby announces that it has been formally advised that the Presidency of such Syndicate is now held by Mr. Francisco Javier Botín-Sanz de Sautuola y O'Shea, the new Chairman of the Botín Foundation Trust. Likewise, the information given in due course with respect to the list of shares contained in the syndicate is hereby updated, being as stated below as of this date:

Shares included in the syndication

The syndication involves a total of 79,491,112 shares of the Bank (0.663% of its share capital) as per the following breakdown:

Inheritance (not yet vested) of Mr. Emilio Botín-Sanz de Sautuola y García de los Ríos	6,552,426
Ms. Ana Patricia Botín-Sanz de Sautuola O'Shea ⁽¹⁾	13,154,682
Mr. Emilio Botín-Sanz de Sautuola O'Shea ⁽²⁾	16,873,709
Mr. Francisco Javier Botín-Sanz de Sautuola O'Shea ⁽³⁾	16,286,265
Ms. Paloma Botín-Sanz de Sautuola O'Shea ⁽⁴⁾	7,835,293
Ms. Carmen Botín-Sanz de Sautuola O'Shea	8,635,814
PUENTEPUMAR, S.L.	0
LATIMER INVERSIONES, S.L. ⁽⁵⁾	553,508
CRONJE, S.L., Unipersonal	4,024,136
NUEVA AZIL, S.L.	5,575,279
TOTAL	79,491,112

(1) Indirectly 7,971,625 BS shares through Bafimar, S.L.

(2) Indirectly 7,800,332 BS shares through Puente San Miguel, S.L.U.

(3) Indirectly 4,652,747 BS shares through Inversiones Zulu, S.L. and 6,794,391 shares through Agropecuaria El Castaño, S.L.U.

(4) Indirectly 6,628,291 BS shares through Bright Sky 2012, S.L.

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

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

Boadilla del Monte (Madrid), 3rd October 2014