

Banco Popular agrees to sell majority stake in its real estate asset portfolio to Blackstone

Agreement reached after European Competition Authorities approve Banco Santander's acquisition of Banco Popular

- Portfolio includes approximately €30 billion in real estate properties and loans, as well the full share capital of Banco Popular's real estate management company, Aliseda.
- The valuation attributed to the Spanish assets of the business is approximately €10 billion. This is consistent with the valuation and provisions made by Santander during the acquisition of Popular and does not, therefore, result in any material capital gain or loss.
- The assets will be transferred to a new company that will be 51% owned by Blackstone and 49% owned by Banco Popular.
- The deconsolidation of assets from the balance sheet will have a positive impact on Santander's CET1 fully loaded capital ratio of 12 basis points. Moreover, five basis points of capital consumption which resulted from the acquisition of 51% of Aliseda by Banco Popular will be released.

Madrid, August 8 2017 – PRESS RELEASE

Banco Popular S.A. ('Popular') has today approved the sale of a majority stake in its real estate portfolio to Blackstone Real Estate Partners Europe V ('Blackstone'). The agreement has been reached following a competitive process in which three international companies with long track records in the management of real estate assets presented offers. Blackstone was selected as the successful bidder after submitting the best offer in terms of both its value and management plan.

The agreement was confirmed after the European Union Directorate General for Competition today approved the acquisition of Popular by Banco Santander S.A. ('Santander') with no restrictions.

The transaction will involve the creation of a company to which Banco Popular will transfer assets with an aggregate gross book value of approximately €30 billion, as well as 100% of the share capital of Banco Popular's real estate management company, Aliseda.

The valuation attributed to the Spanish assets of the business (e.g. properties, loans and tax assets, not including Aliseda) is approximately €10 billion. This is consistent with the valuation and provisions made by Santander during the acquisition of Popular and does not, therefore, result in any material capital gain or loss for Santander or Popular. The final valuation is subject to change depending on the assets remaining within the business at closure and following the integration of Aliseda.

Blackstone will own a majority 51% stake in the new company while also assuming management responsibilities, while Banco Popular will own the remaining 49% stake. As a result, the aforementioned assets will no longer be consolidated on Banco Popular's balance sheet.

Chairman of Santander Spain, Rodrigo Echenique, said: "We are very pleased to enter into this partnership with Blackstone. The agreement significantly reduces our real estate exposures and further strengthens our balance sheet, allowing us to focus all our efforts on supporting customers. It is an important step in the integration process and demonstrates the quality of our execution capabilities.

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The interest generated in this transaction among international investors is also a clear sign of confidence in the Spanish economy and we are grateful to all bidders who participated”.

Jon Gray, Global Head of Real Estate at Blackstone, said: “This significant investment reflects our continued confidence in the robust recovery of the Spanish economy. We are delighted to partner with Santander to maximise the long term value of the portfolio.”

The deconsolidation of assets from the balance sheet will have a positive impact on Santander’s CET1 fully loaded capital ratio of 12 basis points. Moreover, five basis points of capital consumption which resulted from the acquisition of 51% of Aliseda by Banco Popular will be released.

The transaction, which is subject to regulatory approvals and the usual adjustments associated with transactions of this nature, is expected to close in the first quarter of 2018. The process has been supervised by Pedro Pablo Villasante, Independent Director of Banco Popular. Morgan Stanley has been advisor to the seller.

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About Santander

Banco Santander (SAN SM, STD US, BNC LN) is a leading retail and commercial bank, founded in 1857 and headquartered in Spain. It has a meaningful market share in 10 core countries in Europe and the Americas, and is among the world’s top banks by market capitalization. At the end of June 2017, Banco Santander had EUR 1.65 trillion in managed funds, 131 million customers, 13,800 branches and 200,000 employees. Banco Santander made attributable profit of EUR 3.6 billion in the first half of 2017, an increase of 24% compared to the same period last year.

About Blackstone Real Estate

Blackstone is a global leader in real estate investing. Blackstone’s real estate business was founded in 1991 and has approximately \$104 billion in investor capital under management. Blackstone’s real estate portfolio includes hotel, office, retail, industrial and residential properties in the US, Europe, Asia and Latin America. Major holdings include Hilton Worldwide, Invitation Homes (single family homes) and prime office buildings in the world’s major cities. Blackstone real estate also operates one of the leading real estate finance platforms, including management of the publicly traded Blackstone Mortgage Trust.

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