



## **SHARE REGISTRATION DOCUMENT**

**BANCO SANTANDER, S.A.**

4 JULY 2017

**ANNEX I OF COMMISSION REGULATION (EC) 809/2004 OF 29 APRIL 2004**

*This Share Registration Document was officially filed with the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) on 4 July 2017.*

## EXPLANATORY NOTE ON THE CONTENT OF THIS DOCUMENT

This Share Registration Document (SRD) has been drawn up in accordance with the terms of Annex I of Regulation (EC) No 809/2004 and should be read in conjunction with the cross references contained in this SRD to the following reports:

- Audit report and consolidated financial statements for 2016.
- Directors' Report for 2016.
- Annual corporate governance report for 2016.
- Balance sheet and income statement of Banco Santander, S.A. for 2016.
- Annual directors' remuneration report for 2016.

Attached to this SRD are copies of all the aforementioned documents, which can also be found on the Group's website: [www.santander.com](http://www.santander.com). This SRD also includes various direct links to referenced information contained in the aforementioned documents.

The following documents are incorporated by reference (not as enclosed documents) and can be found on the Group's website ([www.santander.com](http://www.santander.com)), and on the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)). Links to these documents are as follows:

- [Audit report and consolidated financial statements for 2015.](#)
- [Audit report and consolidated financial statements for 2014.](#)
- [Directors' Report for 2015.](#)
- [Directors' Report for 2014.](#)
- [Additional information in response to CNMV requirements in relation to the 2015 and 2014 financial statements.](#)
- [Additional information in response to CNMV requirements in relation to the annual corporate governance report for 2015.](#)
- [Material fact containing earnings estimates at 30 June 2017](#)

REQUIREMENTS OF ANNEX I OF (EC) REGULATION 809/2004	Page
--------------------------------------------------------	------

<b>RISK FACTORS.....</b>	<b>8</b>
<b>CHAPTER 1.....</b>	<b>39</b>
<b>PERSONS RESPONSIBLE .....</b>	<b>39</b>
1.1 PERSONS RESPONSIBLE FOR THE CONTENT OF THE REGISTRATION DOCUMENT ...	39
1.2 STATEMENT OF RESPONSIBILITY FOR THE REGISTRATION DOCUMENT .....	39
<b>CHAPTER 2.....</b>	<b>39</b>
<b>AUDITORS .....</b>	<b>39</b>
2.1 AUDITOR'S NAME AND ADDRESS .....	39
2.2 AUDITORS' RESIGNATION.....	39

<b>CHAPTER 3.....</b>	<b>41</b>
<b>FINANCIAL INFORMATION .....</b>	<b>41</b>
3.1 SELECTED HISTORICAL INFORMATION.....	41
3.2 INTERIM FINANCIAL INFORMATION SELECTED.....	42
<b>CHAPTER 4.....</b>	<b>43</b>
<b>CHAPTER 5.....</b>	<b>43</b>
<b>INFORMATION ABOUT THE ISSUER.....</b>	<b>43</b>
5.1 ISSUER'S HISTORY AND DEVELOPMENT .....	43
5.1.1 <i>Legal and commercial name</i> .....	43
5.1.2 <i>Place and number of registration</i> .....	43
5.1.3 <i>Date of incorporation and length of activity</i> .....	43
5.1.4 <i>Domicile, legal form, legislation under which it operates, country of incorporation, address and telephone number of registered office</i> .....	43
5.1.5 <i>Important events in the development of the business</i> .....	44
5.2 INVESTMENTS .....	46
5.2.1 <i>Main investments made by the issuer</i> .....	46
5.2.2 <i>Main investments made in the current year</i> .....	47
5.2.3 <i>Future investments for which firm commitments have already been made</i> .....	47
<b>CHAPTER 6.....</b>	<b>47</b>
<b>BUSINESS DESCRIPTION .....</b>	<b>47</b>
6.1 MAIN ACTIVITIES .....	47
6.1.1 <i>General description of the operating areas</i> .....	47
6.1.2 <i>Significant new products and/or services</i> .....	56
6.2 MAIN MARKETS.....	57
6.3 EXCEPTIONAL FACTORS AFFECTING ACTIVITY OR THE MAIN MARKET .....	57
6.4 DEPENDENCY ON PATENTS, LICENCES OR SIMILAR INSTRUMENTS .....	57
6.5 BASIS FOR ANY STATEMENTS MADE BY THE ISSUER REGARDING ITS COMPETITIVE POSITION .....	57
<b>CHAPTER 7 .....</b>	<b>58</b>
<b>ORGANISATIONAL STRUCTURE.....</b>	<b>58</b>
7.1 DESCRIPTION OF THE GROUP AND ISSUER'S POSITION WITHIN THE GROUP.....	58
7.2 MOST SIGNIFICANT GROUP COMPANIES.....	58
<b>CHAPTER 8.....</b>	<b>58</b>
<b>PROPERTY, PLANT AND EQUIPMENT.....</b>	<b>58</b>
8.1 TANGIBLE ASSETS.....	58
8.2 ENVIRONMENTAL ISSUES.....	59

<b>CHAPTER 9</b> .....	<b>60</b>
<b>OPERATING AND FINANCIAL ANALYSIS</b> .....	<b>60</b>
9.1 FINANCIAL SITUATION .....	60
9.2 OPERATING INCOME .....	60
<b>CHAPTER 10</b> .....	<b>61</b>
<b>CAPITAL RESOURCES</b> .....	<b>61</b>
10.1 ISSUER'S CAPITAL RESOURCES (CURRENT AND NON-CURRENT) .....	61
10.2 ISSUER'S CASH FLOWS .....	62
10.3 ISSUER'S FUNDING STRUCTURE .....	62
10.4 RESTRICTIONS ON THE USE OF CAPITAL RESOURCES .....	62
10.5 FUNDING FOR EXPECTED INVESTMENTS .....	66
<b>CHAPTER 11</b> .....	<b>67</b>
<b>RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES</b> .....	<b>67</b>
<b>CHAPTER 12</b> .....	<b>67</b>
<b>TRENDS</b> .....	<b>67</b>
12.1 MOST SIGNIFICANT RECENT TRENDS .....	67
12.2 KNOWN TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS LIKELY TO HAVE AN EFFECT ON THE ISSUER'S PROSPECTS .....	68
<b>CHAPTER 13</b> .....	<b>69</b>
<b>PROFIT FORECASTS OR ESTIMATES</b> .....	<b>69</b>
<b>CHAPTER 14</b> .....	<b>69</b>
<b>GOVERNING, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT</b> .....	<b>69</b>
14.1 GOVERNING, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT .....	69
14.1.1 <i>Members of the board of directors</i> .....	69
14.1.2 <i>Directors and other senior management personnel of BANCO SANTANDER, S.A.</i> .....	72
14.1.3 <i>Committees of the board of directors</i> .....	72
14.1.4 <i>Management qualifications and expertise of members of the board of directors and senior                     management. Nature of any family relationships between those persons</i> .....	73
14.1.5 <i>Activities performed by current directors and senior management outside the Bank</i> .....	81
14.1.6 <i>Any convictions in relation to fraudulent offences for at least the previous five years</i> .....	84
14.1.7 <i>Details of any bankruptcies, suspension of payments or liquidation involving members of the                     Bank's governing bodies or senior management over the previous five years</i> .....	84
14.1.8 <i>Details of any official public incrimination and/or sanctions of such person by statutory or                     regulatory authorities (including designated professional bodies) and whether such person has ever                     been disqualified by a court from acting as a member of the governance, management or supervisory                     bodies of an issuer or from acting in the management of the affairs of an issuer for at least the                     previous five years</i> .....	84

14.2 CONFLICTS OF INTEREST IN GOVERNANCE, MANAGEMENT AND SUPERVISORY BODIES .....	85
14.2.1 Conflicts of interest .....	85
14.2.2 Arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any person referred to in chapter 14.1 was selected as a member of the governing body or senior management.....	86
14.2.3 Details of any restrictions agreed by the persons referred to in chapter 14.1 on the disposal within a certain period of time of their holdings in the issuer's securities .....	87
<b>CHAPTER 15.....</b>	<b>88</b>
<b>REMUNERATION AND BENEFITS .....</b>	<b>88</b>
15.1 REMUNERATION PAID TO THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT 88	
15.2 PENSION, RETIREMENT OR SIMILAR BENEFITS .....	89
<b>CHAPTER 16.....</b>	<b>90</b>
<b>MANAGEMENT PRACTICES .....</b>	<b>90</b>
16.1 END DATE OF CURRENT TERM OF OFFICE.....	90
16.2 INFORMATION ABOUT MEMBERS OF THE GOVERNANCE, MANAGEMENT OR SUPERVISORY BODIES' SERVICE CONTRACTS WITH THE BANK OR ANY GROUP SUBSIDIARIES PROVIDING FOR BENEFITS UPON TERMINATION OF EMPLOYMENT, OR AN APPROPRIATE NEGATIVE STATEMENT.....	90
<b>CHAPTER 17.....</b>	<b>106</b>
<b>EMPLOYEES .....</b>	<b>106</b>
17.1 NUMBER OF EMPLOYEES.....	106
17.2 SHARES AND SHARE OPTIONS .....	107
17.3 DESCRIPTION OF EMPLOYEE SHARE SCHEMES AND SIMILAR ARRANGEMENTS...	109
17.3.1 Description of share-based compensation systems .....	109
<b>CHAPTER 18.....</b>	<b>110</b>
<b>MAIN SHAREHOLDERS .....</b>	<b>110</b>
18.1 SIGNIFICANT SHAREHOLDINGS IN THE COMPANY'S CAPITAL .....	110
18.2 VOTING RIGHTS OF MAIN SHAREHOLDERS .....	110
18.3 DECLARATION AS TO WHETHER THE ISSUER IS UNDER THE CONTROL OF ANOTHER 110	
18.4 EXISTENCE OF CONTROLLING AGREEMENTS.....	110
<b>CHAPTER 19.....</b>	<b>110</b>
<b>RELATED-PARTY TRANSACTIONS .....</b>	<b>110</b>
<b>CHAPTER 20.....</b>	<b>112</b>
<b>FINANCIAL INFORMATION ON THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFIT AND LOSS .....</b>	<b>112</b>
20.1 HISTORICAL FINANCIAL INFORMATION .....	112

– Audit report and consolidated financial statements for 2015.....	113
– Audit report and consolidated financial statements for 2014.....	113
– Directors' Report for 2015.....	113
– Directors' Report for 2014.....	113
– Additional information relating to the 2015 accounts in response to CNMV requirements.....	113
– Additional information relating to the 2014 accounts in response to CNMV requirements.....	113
20.2 PRO-FORMA FINANCIAL INFORMATION.....	113
20.3 FINANCIAL STATEMENTS .....	113
20.4 AUDIT OF HISTORICAL ANNUAL FINANCIAL INFORMATION .....	113
20.4.1 Declaration that the financial information has been audited .....	113
20.4.2 Other audited information.....	113
20.4.3 Non-audited financial information.....	113
20.5 AGE OF THE MOST RECENT FINANCIAL INFORMATION .....	113
20.6 INTERIM INFORMATION AND OTHER FINANCIAL INFORMATION .....	114
20.6.1 Results of the Santander Group at 31 March 2017.....	117
20.6.2 Key figures on the Santander Group balance sheet at 31 March 2017 .....	118
20.6.3 Own funds at 31 March 2017 .....	121
20.6.4 Credit risk at 31 March 2017 .....	122
20.7 DIVIDEND POLICY .....	124
20.8 LEGAL PROCEEDINGS .....	124
20.8.1 Tax-related litigation.....	126
20.8.2 Non-tax-related proceedings.....	130
20.9 SIGNIFICANT CHANGES IN THE FINANCIAL AND COMMERCIAL POSITION OF THE ISSUER.....	133
<b>CHAPTER 21 .....</b>	<b>133</b>
<b>ADDITIONAL INFORMATION.....</b>	<b>133</b>
21.1 SHARE CAPITAL.....	133
21.1.1 Issued capital.....	133
21.1.2 Non-capital shares .....	134
21.1.3 Number, carrying amount and nominal value of shares held by the issuer or its subsidiaries .....	134
21.1.4 Convertible and/or exchangeable bonds.....	134
21.1.5 Rights and obligations relating to authorised capital yet to be issued or decisions to increase capital.....	136
21.1.6 Information on the capital of any Group member subject to option.....	137
21.1.7 Share capital record.....	137
21.2 BYLAWS AND DEED OF INCORPORATION .....	137

<b>CHAPTER 22.....</b>	<b>144</b>
<b>SIGNIFICANT CONTRACTS.....</b>	<b>144</b>
22.1 BRIEF OUTLINE OF ANY MATERIAL CONTRACTS -BEYOND THOSE ENTERED INTO AS PART OF THE NORMAL COURSE OF BUSINESS- TO WHICH THE ISSUER OR ANY MEMBER OF ITS GROUP IS PARTY AND WHICH WERE ARRANGED DURING THE TWO YEARS IMMEDIATELY PRIOR TO THE PUBLICATION OF THE REGISTRATION DOCUMENT .....	144
22.2 BRIEF OUTLINE OF ANY OTHER CONTRACT (BEYOND THOSE ENTERED INTO AS PART OF THE NORMAL COURSE OF BUSINESS) ARRANGED BY ANY GROUP COMPANY THROUGH TO THE PUBLICATION OF THE REGISTRATION DOCUMENT WHEREBY ANY GROUP COMPANY HAS AN OBLIGATION OR RIGHT DEEMED MATERIAL FOR THE GROUP.....	144
<b>CHAPTER 23.....</b>	<b>144</b>
<b>INFORMATION ON THIRD PARTIES, EXPERT OPINIONS AND DECLARATIONS OF INTERESTS.....</b>	<b>144</b>
23.1 INFORMATION REGARDING THE REPORT OF THE INDEPENDENT EXPERT .....	145
23.2 THIRD PARTY INFORMATION.....	145
<b>CHAPTER 24.....</b>	<b>145</b>
<b>DOCUMENTS FOR FURTHER READING.....</b>	<b>145</b>
<b>CHAPTER 25.....</b>	<b>145</b>
<b>INFORMATION ON SHAREHOLDINGS .....</b>	<b>145</b>
<b>CHAPTER 26.....</b>	<b>146</b>
<b>GLOSSARY OF ALTERNATIVE PERFORMANCE MEASURES (APM) .....</b>	<b>146</b>
<b>APPENDICES:.....</b>	<b>152</b>
– Audit report and consolidated financial statements for 2016. ....	152
– Directors' Report for 2016.....	152
– Annual corporate governance report for 2016. ....	152
– Balance sheet and income statement of Banco Santander, S.A. for 2016. ....	152
– Annual directors' remuneration report for 2016.....	152

## RISK FACTORS

Banco Santander, S.A. declares that the instructions and recommendations received, where appropriate, from the prudential supervisors -European Central Bank and Banco de España- and which may have some impact on the financial statements and risks described below, have been taken into account in the preparation of the information contained in this Registration Document.

If any of the described risks materialises, the business, results and financial position of the Bank or of any of the entities in the company group of which the Bank is the parent may be adversely and materially affected. Likewise, it is to be noted that those risks may have an adverse effect on the Bank's share price, which may lead to a loss of all or part of the investment made.

These risks are not the only risks which the Bank may face. In future there might materialise other risks that are currently unknown or not regarded as significant. For the purposes of the risk factors described below, all references to the Bank are to be construed as also encompassing all companies within the Group.

### ***1. Macroeconomic and political risks***

#### ***1.1. The growth, asset quality and profitability of the Group may be adversely affected by volatile macroeconomic and political environments.***

The Group's loan portfolio is mainly concentrated in Continental Europe (in particular, Spain), the United Kingdom, Latin America and the United States. At 31 December 2016, Continental Europe accounted for 38% of the total loan portfolio of the Group (Spain accounted for 19%), while the United Kingdom (primarily residential mortgages) for 32%, Latin America for 19% (where Brazil represents 10% of the total loan portfolio) and the United States for 11%. Accordingly, the recoverability of these loans and the Group's ability to increase its lending portfolio, operating income and overall financial situation, depend to a significant extent on the level of economic activity in Continental Europe (particularly Spain), the United Kingdom, Latin America and the United States. The Group is also exposed to sovereign debt in these areas (for more information on risk relating to exposure to sovereign debt in the eurozone, see [risk factor 1.4.](#) and information on the Group's exposure to sovereign debt in [notes 51.d\)](#) and [54.c\) 4.4](#) to the financial statements). If the economies of Continental Europe (especially Spain), the UK, and some of the Latin American countries where the Group operates, or the United States, were to fall back into recession, or if the recession in Brazil is prolonged, this is likely to have a significant adverse impact on the Group's loan portfolio, and consequently, on its financial position, cash flows and operating income.

Group income is also subject to the risk of losses stemming from unfavourable political situations, social instability and changes in governmental policies, including expropriation, nationalisation, international ownership legislation, interest-rate caps and tax policies.

The economies of some of the countries where the Group operates have been affected in the past twelve months by a series of political events, including the result of the UK EU membership referendum in June 2016, which caused a large amount of volatility (see [risk factor 1.2.](#)) and has given rise to increasing anti-EU sentiment and populist movements in other EU member states. There can be no assurance that the European and global economic environments will not continue to be affected by political developments.

The economies of some of the countries where the Group operates, particularly in Latin America, have experienced significant volatility in recent decades. This volatility has led to fluctuations in the levels of deposits and undermined the relative economic strength of the different segments to which the Group lends. In addition, some of these countries are affected by commodities price fluctuations, which in turn may affect financial market conditions through exchange rate fluctuations and volatile interest rates and deposits. Negative and volatile economic conditions, such as slowing or negative growth and



a changing interest rate environment, impact Group profitability by causing lending margins to decrease and credit quality to decline and lead to falling demand for higher margin products and services. For instance, Brazil has high inflation rates and high (and rising) interest rates, lower consumer spending and climbing unemployment, which is having, and may continue to have, a significant adverse impact on the country's economy, and consequently on the Group's financial situation and revenue in Brazil. At 31 December 2016, Brazil contributed 22% of the profit attributable to the parent from all operating areas and 10% of total loans to customers. Likewise, the business in Brazil will continue to be adversely affected by recessionary conditions and political instability.

There is uncertainty over the long-term effects of the monetary and fiscal policies that have been adopted by the central banks and financial authorities of some of the world's leading economies, including China. Furthermore, financial turmoil in emerging markets tends to adversely affect share prices and the price of debt in other emerging markets as investors move their money to more stable and developed markets. Continued or increased perceived risks associated with investing in emerging economies in general, or the emerging market economies where the Group operates in particular, could further dampen capital flows into these economies and negatively affect them, which in turn may have an adverse impact Group's businesses, financial situation and income statement.

The recent fall and subsequent fluctuation in oil prices could lead to volatility in the global financial markets and further economic instability in oil-dependent regions, including emerging markets, to which the Group is exposed. In addition, customers in, or exposed to, the oil sector may be affected by these price fluctuations.

Additionally, the results of the 2016 United States presidential and congressional elections triggered volatility in the global capital and currency markets and have created uncertainty about the relationship between the United States and Mexico and, to a lesser extent, other Latin American countries in which the Group has operations. Any continued volatility in the Mexican peso or any material change to United States trade and immigration policy with respect to Mexico or other Latin American countries could have a significant adverse impact on the economies of those countries and materially impact the Group's businesses, financial situation and income statement. At 31 December 2016, Santander Mexico accounted for 5% of total Group assets and 8% of attributable profit from operating areas.

### ***1.2. Political events unfolding in the UK, including the negotiations for the country's exit from the European Union, could have a material adverse impact on the Group.***

On 23 June 2016, the United Kingdom held a non-binding referendum on its membership in the European Union, in which a majority voted for the UK to leave the EU. Immediately following the result of such referendum, the UK and global stock and foreign exchange markets became highly volatile, and pound sterling devalued sharply, in addition to which there is now continuing uncertainty relating to the process, timing and negotiation of the UK's exit from, and future relationship with, the EU.

On 29 March 2017, the UK gave notice under Article 50(2) of the Treaty on European Union of the UK's intention to withdraw from the EU. This has triggered a two-year period of negotiation which will determine the new terms of the UK's relationship with the EU. After this period, the UK will cease to belong to the EU. These negotiations are expected to run in parallel to standalone bilateral negotiations with the numerous individual countries and multilateral counterparties with which the UK currently has trading arrangements by virtue of its membership of the EU. The timing of, and process for, these negotiations and the resulting terms of the UK's future economic, trading and legal relationships are uncertain.

While the longer term effects of the UK EU membership referendum are difficult to predict, these are likely to include further financial instability and slower economic growth as well as higher unemployment and inflation, in the UK, continental Europe and the global economy, at least in the short

to medium term. For instance, the UK could lose access to the single EU market and to the global trade deals negotiated by the EU on behalf of its members and this could affect the attractiveness of the UK as a global investment centre and, as a result, have a detrimental impact on growth. Potential further decreases in interest rates by the Bank of England or sustained low or negative interest rates would put further pressure on Group's financial margins and adversely affect its profitability and outlook.

The UK EU membership referendum has also given rise to calls for certain UK regions to preserve their place in the EU by separating from the UK, as well as the potential for other EU Member States to consider withdrawal. For example, the outcome of the UK EU membership referendum was not supported by the majority of voters in Scotland, who voted in favour of remaining in the EU. This has revived the political debate on a second referendum on Scottish independence. These developments, or the perception that any of them could occur, may have a material adverse effect on economic conditions and the stability of the financial markets, and could significantly reduce market liquidity and restrict the ability of key participants to operate in certain financial markets.

Asset valuations, currency exchange rates and credit ratings may be particularly subject to increased market volatility. The major credit rating agencies have downgraded the UK's sovereign credit rating and changed their outlook to negative following the referendum. In addition, S&P Global Ratings and Moody's Investors Service affirmed their long-term credit ratings and changed their ratings outlooks for the operating companies of most major UK banks to reflect the medium term impact of political and market uncertainty (see [risk factor 2.3.2](#) for more information).

This Group is also subject to substantial EU-derived regulation and oversight. There is now significant uncertainty as to the respective legal and regulatory environments in which the UK subsidiaries will operate when the UK is no longer a member of the EU, causing potentially divergent national laws and regulations across Europe should EU laws be replaced, in whole or in part, by UK laws on the same (or substantially similar) issues. The UK subsidiaries are in the process of implementing a key restructuring strategy consisting in the ring-fencing of their retail banking activities, which is being carried out throughout this period of significant uncertainty. This may impact the prospects for successful execution. Operationally, the Group's UK subsidiaries and other financial institutions may no longer be able to rely on the European passporting framework for financial services and could be required to apply for authorisation in multiple EU jurisdictions, the costs, timing and viability of which are uncertain. This uncertainty, and any actions taken as a result of this uncertainty, as well as new or amended rules, may have a significant impact on Group operations, profitability and businesses. In addition, the lack of clarity of the impact of the UK EU membership referendum on foreign nationals' long term residency rights in the UK may make it challenging for subsidiaries to retain and recruit adequate staff in that country, which could have adverse impact on their business activities.

The political developments in the UK described above, along with any further changes in government structure and policies, may lead to further market volatility and changes to the Group's fiscal, monetary and regulatory landscape and could have a negative effect on the availability and terms of funding, and, more generally, on the Group's business activities, financial position and operations.

At 31 December 2016, Santander UK accounted for 27% of total Group assets and 21% of attributable profit from operating areas.

### ***1.3. The Group is vulnerable to disruptions and volatility in the global financial markets.***

In the past nine years, financial systems worldwide have experienced difficult credit and liquidity conditions and disruptions leading to less liquidity and greater volatility (such as volatility in interest rate spreads). Global economic conditions deteriorated significantly between 2007 and 2009, and several of the countries in which the Group operates fell into recession. Although most countries have begun to recover, this recovery may not be sustainable. Many major financial institutions, including some of the world's largest global commercial banks, investment banks, mortgage market participants and insurance

companies experienced, and some continue to experience, significant difficulties. There have been runs on deposits at several financial institutions around the world, numerous entities have sought additional capital or have been bailed out by governments, and many lenders and institutional investors have reduced or ceased providing funding to borrowers (including to other financial institutions).

In particular, some of the risks faced by the Group in relation to the economic downturn are:

- Reduced demand for its products and services.
- Increased regulation of its industry. Compliance with regulations will continue to increase costs and may affect the pricing of products and services, increase the risk of non-compliance with regulations and limit its ability to pursue business opportunities.
- Borrowers may fail to timely or fully comply with their existing obligations. Macroeconomic shocks may negatively impact the household income of the Group's retail customers and may adversely affect the recoverability of its retail loans, resulting in increased non-performing loans rate.
- The process used to estimate losses related to credit exposure requires complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of borrowers to repay their loans. The degree of uncertainty concerning economic conditions may adversely affect the accuracy of these estimates, which may, in turn, impact the reliability of the process and the sufficiency of loan loss allowances.
- The value and liquidity of the Group's portfolio of investment securities may be adversely affected.
- Any worsening of global economic conditions may delay the recovery of the international financial industry and impact the Group's results of operations and financial situation.

Despite recent improvements in certain segments of the global economy, uncertainty persists over the future economic environment. This economic uncertainty could have a negative impact on the Group's business activities and operating income. A slowing or failing of the economic recovery would be likely to aggravate the adverse effects of these difficult economic and market conditions for the Group and other financial institutions.

Increased volatility in the global financial markets could materially and adversely affect the Group, including the Group's ability to access capital and liquidity on acceptable financial terms. If capital market funding ceases to become available, or becomes excessively expensive, the Group may be forced to raise the rates paid on deposits to attract more customers, which could ultimately make it unable to meet certain of its commitments upon maturity. Any such increase in funding costs or in the difficulty in accessing the capital markets, or higher deposit rates could have a material adverse effect on net interest income and liquidity.

If all or some of the foregoing risks were to materialise, this could have a significant adverse effect on the Group's funding capacity and terms, and more generally, on its businesses, financial situation and income statement.

#### ***1.4. The Group could suffer adverse effects as a result of economic and sovereign debt tensions in the eurozone.***

Conditions in the capital markets and the economy generally in the eurozone continue to show signs of fragility and volatility, with political tensions in Europe being particularly heightened in the past twelve months. In addition, interest rate spreads among eurozone countries are affecting government funding and borrowing rates in those economies. These factors could have an adverse effect on the Group's businesses, financial situation and income statement.

The UK EU membership referendum caused significant volatility in the global stock and foreign exchange markets. It has also encouraged anti-EU and populist parties in other member states, raising the potential for other countries to seek to conduct referenda with respect to their continuing membership of the EU. On 16 December 2016, voters in Italy rejected constitutional reform proposals put forward by the Italian Prime Minister by way of referendum (the Italian referendum), which was generally regarded as portraying an anti-EU sentiment. Following the results of the UK EU referendum and the Italian referendum, the risk of further instability in the eurozone cannot be excluded.

In the past, the European Central Bank (ECB) and European Council have taken actions with the aim of reducing the risk of contagion in the eurozone and beyond and improving economic and financial stability. Despite these measures, a significant number of European financial institutions are exposed to sovereign debt issued by eurozone countries (and others) that could experience financial difficulties. Any default on debt by any of these countries or a widening of interest rate spreads could have a negative impact on the main European financial institutions and banking systems, which could have an adverse effect on the general economy. Net direct exposure to sovereign debt stood at 127,930 million euros at 31 December 2016 (9.6% of the Bank's total balance at that date), of which the main exposures in Europe corresponded to Spain and the UK, with 45,893 million euros and 17,639 million euros, respectively. For more information, see [notes 51.d\)](#) and [54.c\) 4.4](#) to the financial statements. The higher exposure in the UK in 2016 (from 5,163 million euros in 2015) is the result of the purchase of UK sovereign debt as part of the management of the balance of the ALCO's activities (Asset-Liability Committee).

The Group is directly and indirectly exposed to the financial and economic conditions of the eurozone economies. Concerns over sovereign debt defaults and a full or partial break-up of the European Monetary Union, including the risk of redenomination, have grown significantly on the back of the aforementioned political and economic factors. A deterioration of the economic and financial environment could have a material adverse impact on the whole financial sector, creating new challenges in sovereign and corporate lending, and resulting in significant disruptions in financial activities at both wholesale and retail level.

This could materially and adversely affect the Group's businesses, financial situation and income statement.

## ***2. Risks relating to Group business***

### ***2.1. Risks deriving from the acquisition of Banco Popular Español, S.A.***

#### ***2.1.1. Banco Santander's acquisition of the entire share capital of Banco Popular Español, S.A. could give rise to all types of appeals or claims being filed that could have a significantly adverse impact at Group level.***

Banco Santander's acquisition of the entire share capital of Banco Popular Español, S.A. ("Banco Popular Español" or "Banco Popular") took place through the execution of the resolution of the FROB Steering Committee of 7 June 2017, adopting the measures required to implement the Decision of the Single Resolution Board, in its Extended Executive Session of 7 June 2017, concerning the adoption of the resolution scheme in respect of Banco Popular, in compliance with article 29 of Regulation (EU) 806/2014 of the European Parliament and Council of 15 July 2014, establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) 1093/2010 (the "FROB resolution"). For further information, see [chapter 5.1.5](#).

Pursuant to the FROB resolution: (a) Banco Popular share capital outstanding prior to the date of this decision were written down to create a non-distributable voluntary reserve; (b) a capital increase was made without pre-emptive subscription rights to convert all the Additional Tier 1 capital instruments into share capital; (c) share capital was reduced to zero through the write-down of the shares deriving

from the conversion described in point (b) to create a non-distributable voluntary reserve; (d) a capital increase without pre-emptive subscription was agreed to convert all the Tier 2 capital instruments into newly issued Banco Popular shares; and (e) all the newly issued Banco Popular shares deriving from the conversion described in point (d) were transferred to Banco Santander for a total price of one euro.

Since Banco Popular's declaration of resolution, the write-down and conversion of its capital instruments, and the subsequent transfer to Banco Santander of the shares deriving from such conversion as part of the execution of the resolution tool involving the sale of the entity's business -all of which was made within the framework of the single resolution framework mentioned above-, have no precedent in Spain or in any other EU member state, appeals against the FROB's decisions cannot be ruled out, or claims against Banco Popular Español, Banco Santander or other Santander Group entities as a result of, or related to, the acquisition of Banco Popular. Since the acquisition of Banco Popular by Banco Santander, several investors, counsels and financial operators have announced their intention to explore and, in some cases, have confirmed, the interposition of claims of diverse nature relating to such acquisition. Regarding these potential appeals and claims, it is impossible to foresee their specific terms, or their financial implications (particularly when it is possible that the objectives of such claims may not be quantified, or they may contain new legal interpretations or involve a large number of parties). Estimates of these appeals or claims could affect the acquisition of Banco Popular, including the payment of compensation or settlements, causing a significant adverse impact on the results and financial situation of the Santander Group.

It is also possible that after the acquisition of Banco Popular Español, that entity, its directors, managers or employees and those of entities controlled by Banco Popular could be the subject of all types of claims, including, but not limited to, claims relating to the acquisition by investors of Banco Popular shares or capital instruments prior to the FROB Resolution (specifically, but also not limited to, shares acquired in the context of the capital increase with pre-emptive subscription rights made in 2016), which could have a negative impact on the Santander Group's results and financial situation. In this context, on 3 April 2017, Banco Popular submitted a material fact notice to the Comisión Nacional del Mercado de Valores (CNMV) detailing a series of corrections that its internal audit unit had identified in relation to several figures in its financial statements for the year ended 31 December 2016. The board of directors of Banco Popular Español, as responsible for the aforementioned accounts, following a report from the audit committee, considered that the factors identified did not, separately or as a whole, represent a significant impact that would justify the restatement of the entity's financial statements at 31 December 2016. Likewise, Banco Popular also announced that the auditors, assuming the correctness and accuracy of the estimations of the directors, which were being reviewed by them, similarly considered that the factors did not, separately or as a whole, represent a significant impact on the entity's financial statements at 31 December 2016. For such assessment, the auditors considered the accounting and auditing rules in force in connection with a potential restatement of the annual accounts. Notwithstanding the foregoing, Banco Popular is exposed to possible claims relating to the points identified in the aforementioned significant event notice or others of an analogous nature, which, if they were to materialise and be admitted, could have a significant negative impact on the Santander Group's results and financial situation.

***2.1.2. Banco Santander's acquisition of the entire share capital of Banco Popular Español has still to be approved by some administrative authorities. If these authorisations are not obtained or if conditions are imposed, this could have a significant adverse impact for the Group.***

Given the urgency of the resolution process for Banco Popular Español and, hence, the celerity at which the FROB Resolution was implemented, and the entire share capital of Banco Popular was transferred to Santander, with immediate effect, the Bank did not have the opportunity to obtain, prior to the acquisition of Banco Popular, all of the regulatory authorisations or declarations of non-opposition that would be required in normal circumstances and not waived by the resolution regulations, or was only able to obtain provisional approval in order to take control of the group and is now expected to complete the



process. The authorisations that Banco Santander still needs to obtain at the current date in relation to the acquisition of Banco Popular are: (a) the European Commission's approval of the operation's compatibility with the common market (on 7 June 2017 Banco Santander obtained a waiver from the European Commission of the obligation of prior notification, subject to certain conditions including the appointment of a monitoring trustee to ensure that Banco Santander restricts its actions with regard to Banco Popular to those that are strictly necessary to comply with regulatory and solvency requirements and that it does not carry out the operational integration of Banco Popular with Banco Santander until the aforementioned authorisation has been obtained from the EU); (b) authorisation from the European Central Bank to take indirect control of Banco Popular Portugal, Popular Banca Privada, Banco Pastor and to acquire a significant share in Wizink Bank; (c) authorisation from the European Central Bank to take indirect control of the significant shareholdings that the Banco Popular Group holds in the non-EU credit institutions listed below; (d) authorisation from the Federal Reserve Board and the State of Florida to take control of Totalbank in the United States and other subsidiaries of Banco Popular in that country; (e) authorisation from the Bank of Portugal to take indirect control of the investment fund manager firm, Popular Gestão de Activos; (f) authorisation from the Autoridade de Supervisão de Seguros e Fundos de Pensões to take indirect control of the insurance companies Eurovida and Popular Seguros; and (g) authorisation from the Secretaría de Hacienda y Crédito Público, Comisión Nacional Bancaria y de Valores de México and Comisión Federal de Competencia Económica de México) for the acquisition of a significant stake in Banco Ve por Más, S.A. de C.V. and its subsidiaries.

It may also be possible that the regulatory authorities decide to apply fines or establish conditions or restrictions on the Santander Group's business activities because of the inability to request the aforementioned authorisations, for failing to obtain them or for a delay in their procurement, and if these were to materialise, they could have a material adverse impact on the Group's results and financial situation. Similarly, it cannot be guaranteed that the authorisations that have not yet been obtained will be obtained, or will be obtained without conditions attached. Failure to obtain these authorisations, or the conditions to which they may be subject, could have a material adverse impact on the Santander Group's results and financial situation.

***2.1.3. Banco Santander's acquisition of the entire share capital of Banco Popular Español could fail to give rise to the expected results and profits and could expose the Group to unforeseen risks.***

Banco Santander decided to make an offer to acquire Banco Popular considering, on the basis of public information available on Banco Popular and other information that it secured limited access to for a restricted period of time, that the acquisition would create a series of synergies and benefits for the Group, resulting from the implementation of business management and operational models that are more efficient in terms of costs and income. Banco Santander may have overvalued these synergies, or they may fail to materialise, which could have a material adverse effect on Santander Group. The risk analysis and assessment made prior to the acquisition was predicated on the accuracy of the available public information and remaining non-material information provided in the review process. Banco Santander did not independently verify the accuracy and integrity of that information. The information provided by Banco Popular to the market or the Bank could contain errors or omissions, and Banco Santander cannot ensure that it is accurate and complete. Therefore, some of the estimates used by Banco Santander as the basis of its decision of acquisition may be inaccurate, incomplete, incorrect or obsolete. Furthermore, given the particular nature and urgency of the process through which Banco Santander acquired Banco Popular, no representations or guarantees have been obtained in relation to Banco Popular's assets, liabilities and business in general, other than those relating to the ownership of the shares acquired. These circumstances, and the fact that the takeover is so recent, mean that at the date of filing of this document (which contains information about Banco Popular in this section and in [chapters 5.1.5, 6.3, 7, 8.1, 17.1, 20.8.2 and 25](#)) the information available to Banco Santander about Banco Popular is limited or has not been fully processed or analysed. As a result, Banco Santander could encounter damaged or impaired assets, unknown risks or hidden liabilities, or situations and details that have yet to emerge and that could result in material

contingencies, or surpass the Group's current estimates. These situations are not covered or protected under the terms and conditions of the acquisition of Banco Popular Español, and hence, if they were to materialise, they could have significant adverse impact on the Group's results and financial situation.

The integration of Banco Popular and its group companies into the Santander Group after the acquisition could be difficult and complex, and the costs, profits and synergies arising from the operation may not be in line with expectations. For instance, Banco Santander could face obstacles arising, among others, from the need to integrate, or even incompatibilities between operating and administration systems, control systems and risk management systems in the two banks, or the need to implement, integrate and harmonise different procedures or operating systems relating to business and financial systems, information and any other systems of both groups; as well as absorbing customer losses or resolution of agreements with different counterparties and for different reasons, potentially giving rise to additional costs or loss of income that are not expected or that may be higher than estimated. The integration process may also lead to changes or redundancies, especially in the Santander Group's business in Spain and Portugal, or additional or extraordinary costs or loss of income that make it necessary to scale back businesses or resources. Any of these circumstances could have a material adverse effect on the Santander Group's results and financial situation.

***2.1.4. The integration of Banco Popular and its consequences could require a great deal of effort from Banco Santander and its management team.***

Banco Popular Español's integration into the Santander Group, and the circumstances and issues described in section [2.1. Risks deriving from the acquisition of Banco Popular Español, S.A.](#), could require the Bank's management and employees to dedicate a great deal of time and effort, which would restrict its resources or prevent them from carrying out the Group's business activities, and this could have a material adverse effect on the Santander Group's results and financial situation.

***2.1.5. The capital increase described in the securities note approved by the CNMV at the same date of this Share Registration Document could not be completed or may be incomplete.***

Simultaneously with the announcement of the acquisition of Banco Popular Español, Banco Santander announced its intention of carrying out a capital increase for the amount of approximately 7,072 million euros, to reinforce and optimise the Bank's equity structure so as suitably to accommodate the acquisition of 100% of the share capital of Banco Popular. Although the capital increase is underwritten, in determined circumstances the underwriting obligations of the underwriting entities may not be required (see Section II of the securities note approved by the CNMV on the same date as the Share Registration Document, "*The Underwriting Agreement between Banco Santander and the Underwriting Entities stipulates that the aforementioned agreement can be cancelled under certain circumstances. The underwriting commitment undertaken by the Underwriting Entities is also subject to certain conditions precedent*"), which would also allow Banco Santander, in some circumstances, to perform the capital increase without underwriting or not to perform it at all. If the capital increase were not carried out, or were carried out without underwriting or for a lower amount than that estimated by Banco Santander this could have a significant adverse impact on the Group's financial situation.

***2.1.6. Banco Popular is involved in individual and collective actions in relation to floor clauses. If the cost of these claims is higher than the provisions made, this could have a material adverse impact on the Group's results and financial situation.***

The so-called "floor clauses" are clauses whereby the borrower agrees to pay a minimum interest rate to the lender regardless of the applicable benchmark rate. Banco Popular Español has included "floor clauses" in certain asset transactions with customers. The position of Banco Popular in relation to these clauses is as follows:

On 21 January 2016, Banco Popular was informed of the ruling handed down by the Supreme Court dated 23 December 2015 in relation to the collective action filed by the consumer group, *Organización*

*de Consumidores y Usuarios* (OCU). The ruling only considered the floor clauses employed by Banco Popular Español to be null and void and ordered that they should no longer be used. After receiving the sentence, Banco Popular announced to the market that it would comply with the decision from the date of the ruling and cancelled the floor clauses in its contracts.

In 2010, the Consumers' Association for Banks, Savings Banks and Insurance Companies (ADICAE) filed a collective action before Commercial Court 11 of Madrid against practically all financial entities that included limits on interest rate movements in their mortgage contracts, including Banco Popular Español and Banco Pastor. The action requested the termination of the floor clause and the return of any amounts paid in relation thereto. The judgment of first instance (published on 7 April 2016): (i) declared that the floor clauses in mortgage loan contracts signed with customers identical to those contained in the legal justification were null and void, due to a lack of transparency; (ii) ruled that entities should eliminate these clauses from the contracts in which they were included and cease to use them; (iii) declared that mortgage loan contracts signed by the banking entities containing floor clauses that should be eliminated were to remain in force; and (iv) ruled that any amounts unduly charged in application of the clauses declared null and void from 9 May 2013 onwards should be repaid, with the corresponding interest. An appeal was filed against this ruling by both ADICAE (on the grounds that all amounts charged by banking entities from the start of the contracts should be repaid, not just from 9 May 2013), and the financial entities (asking for the case to be dismissed or alternatively for the impact to be reduced as far as possible, using various exclusion criteria). Banco Popular put forward the case that the floor clauses included in its mortgage contracts were legal, non-abusive and transparent.

Individual lawsuits have also been filed and are currently being processed by different legal authorities. Ruling both in favour and against the claimant have been handed down in the proceedings that have been completed.

On 21 December 2016, the European Court of Justice declared as contrary to EU law the doctrine established through the Ruling of the Supreme Court of 9 May 2013 by virtue of which the retroactive application of declaring the floor clauses null and void was limited so that the amounts charged in application of these clauses would only be repaid from 9 May 2013. Later, the Ruling handed down by the Supreme Court of 24 February 2017, resolving a matching appeal filed by another entity, adapted its jurisprudence in line with the Ruling of the European Court of Justice of 21 December 2016 and, in particular, considered that the ruling of 9 May 2013, that related to a collective action, had no *res iudicata* effect with respect to individual suits filed by consumers in this regard.

These legal rulings and the social impact of the floor clauses led the Spanish government to establish, through Royal Decree-Law 1/2017, of 20 January, on urgent measures to protect consumers in connection with floor clauses, a voluntary and extrajudicial process whereby consumers that consider themselves affected by floor clauses may claim repayment. In any case, this ruling establishes an extrajudicial channel for conflict resolution but adds nothing that affects the criteria describing the validity of the clauses.

In the last quarter of 2015, Banco Popular made an extraordinary provision of 350 million euros to cover possible legal risk deriving from the potential elimination of floor clauses in its mortgage loan contracts with retroactive effect from May 2013 (i.e. to cover the risk of having to pay back the excess interest charged through the application of floor clauses from May 2013). In 2016 Banco Popular updated its provision estimates for this concept, which stood at 282 million euros at 31 December 2016 (provisions of 53 million euros were released in 2016 and new provisions of 15 million euros were allocated). Following the ruling handed down by the European Court of Justice on 21 December 2016, Banco Popular updated its provisions for risk associated with floor clauses, in order to cover the impact of potentially having to repay the surplus interest charged in application of these clauses between the date of the corresponding mortgage loans and May 2013, increasing them by 229 million euros. As a result, total provisions allocated by Banco Popular Español at 31 December 2016 for this concept stood at 511 million euros. Banco Popular



estimates that the maximum risk associated with the floor clauses inserted in its contracts with consumers, under the scenario which it believes to be the most severe and unlikely to materialise, comes to approximately 1 billion euros as at 31 December 2016. The total provisions allocated referred to earlier, account for slightly more than 50% of that maximum risk associated under the most unlikely scenario.

The estimates for these provisions and the maximum risk associated mentioned above were made by Banco Popular based on assumptions and premises it considered to be reasonable. However, these estimates may not be complete, may not have factored in all customers or former customers that could potentially file claims, the most recent facts or legal trends adopted by the Spanish courts, or any other circumstances that could be relevant for establishing the impact of floor clauses for Banco Popular and its group or the successful outcome of the claims filed in relation to these floor clauses. Consequently, the provisions made by Banco Popular or the estimation of the indicated maximum risk could prove to be inadequate, and may have to be increased to cover the impact of the different actions being processed in relation to floor clauses or face additional responsibilities, which could lead to higher costs for the entity. This could have a material adverse effect on the Santander Group's results and financial situation.

## ***2.2. Legal, regulatory and compliance risks***

### ***2.2.1. The Group is exposed to the risk of losses from legal and regulatory proceedings.***

The Group is exposed to the risk of losses from legal, regulatory and tax proceedings resulting from sanctions, fines and penalties. The current regulatory environment in the jurisdictions in which it operates reflects an increased supervisory focus on the opening of sanction proceedings, combined with increased uncertainty about the evolution of the regulatory system, and may lead to a significant rise in operational and compliance costs.

The Group is exposed from time to time to legal proceedings incidental to the day-to-day course of its business, including in connection with conflicts of interest, lending activities, relationships with employees and other commercial or tax matters. In view of the inherent difficulty of predicting the outcome of legal matters, particularly where the claimants seek very large or indeterminate damages, or where cases involve a various parties or are in the early stages of discovery, it cannot be stated with confidence what the eventual outcome of these matters will be or the eventual loss, fines or penalties. In December 2016, the Group has 5,712 million euros provisioned for legal proceedings, tax litigation and other issues. However, these provisions are substantially lower than the amount that could potentially be required if the proceedings filed against the Group were to prosper (for more information, see [note 25. d\)](#) to the financial statements and [chapter 20.8](#) of this document). Further, the uncertainty generated by these claims and proceedings means that there is no assurance that the resulting losses will not significantly exceed the provisions currently arranged by the Group and, therefore, these losses could impact Group's operating results in a determined period.

### ***2.2.2. The Group is subject to extensive regulation that could negatively impact its businesses and operations.***

As a financial institution, the Group is subject to extensive regulation, which materially affects its business activity. The laws, regulations and policies to which it is subject may change at any time. In addition, the interpretation and the application by regulators of the laws and regulations to which it is subject may also change from time to time. Extensive legislation and regulations affecting the financial services industry have recently been adopted in regions that directly or indirectly affect the Group's business activities, including Spain, the United States, the European Union, Latin America and other jurisdictions. The manner in which these laws and related regulations are applied to the operations of financial institutions is still evolving. Moreover, in the case that these recently adopted regulations were to be inconsistently implemented in the various jurisdictions in which the Bank operates, it may face higher compliance costs. Any legislative or regulatory measures or required changes to Group business operations resulting from such measures, as well as any deficiencies in compliance related thereto, could

result in significant loss of revenue, limit the Group's ability to pursue business opportunities and provide certain products and services, affect the value of its assets, require it to increase prices and therefore reduce demand for its products, impose additional compliance or otherwise adversely affect its businesses. In particular, legislative or regulatory actions resulting in enhanced prudential standards, in particular with respect to capital and liquidity, could impose a significant regulatory burden on the Bank or on its subsidiaries and could limit its subsidiaries' ability to distribute capital and liquidity to the Bank, with a negative impact. Future liquidity standards could require it to maintain a greater proportion of its assets in highly-liquid but lower-yielding financial instruments, which would negatively affect net interest income. Moreover, the Bank's regulatory authorities, as part of their supervisory function, periodically review its loan-loss allowances. These regulators may require it to increase its loan-loss allowances or to recognise further losses. Any such additional provisions for loan losses, as required by these regulatory agencies, whose views may differ from those of the Bank's management, could have an adverse effect on its income and financial situation. Accordingly, there can be no assurance that future changes in regulations or in their interpretation or application will not have an adverse effect.

The wide range of regulations, actions and proposals which most significantly affect the Bank, or which could most significantly affect the Bank in the future, relate to capital requirements, funding and liquidity, the development of a fiscal and banking union in the European Union. These and other regulatory reforms adopted or proposed in the wake of the financial crisis have increased and may continue to materially increase operating costs and negatively impact the Bank's business model. Furthermore, regulatory authorities have substantial discretion in how to regulate banks, and this discretion, and the means available to the regulators, have been increasing during recent years. Regulations may be imposed on an *ad hoc* basis by governments and regulators in response to a crisis, and these may especially affect financial institutions such as the Bank, that are deemed to be global systemically important institutions ("G-SII").

The main regulations and regulatory and governmental supervision measures that could have a negative impact include:

*Capital requirements, funding and structural reform*

Increasingly demanding capital requirements are one of the main regulatory challenges facing the Group. Increased requirements could negatively impact profitability and generate regulatory risk associated with the possibility that the institution is unable to meet the required capital levels. Credit institutions, such as this Group, are required, on a standalone and consolidated basis, to hold a minimum amount of regulatory capital of 8% of risk weighted assets. In addition to the minimum regulatory capital requirements, the applicable regulation also introduced additional capital buffer requirements that must be met with Common Equity Tier 1 "CET1" capital. The Bank is obliged to maintain a conservation buffer of 2.5% and a systemically important institutions buffer of 1% (fully loaded). However, as of the date of this report, due to the application of the phase-in period, it is required to maintain a conservation buffer of 1.25% and a systemically important institutions buffer of 0.5%.

The Directive CRD IV also contemplates that in addition to the minimum "Pillar 1" capital requirements (including, if applicable, any capital buffer discussed above), supervisory authorities may impose further "Pillar II" capital requirements to cover other risks, including those not considered to be fully included in the minimum capital requirements under CRD IV or to address macro-prudential considerations. This may result in the imposition of additional capital requirements. Any failure to maintain "Pillar 1" minimum regulatory capital ratios or any additional "Pillar II" capital requirements could result in administrative actions or sanctions. These could have a negative impact on operating results.

Furthermore, EU member states will prohibit entities that do not comply with the combined buffer requirement or "Pillar II" capital requirements from making any type of "discretionary payment"

(broadly defined under CRD IV as payment relating to CET1, variable remuneration or payments on additional Tier 1 capital instruments), until they have calculated the restrictions applicable to them and report these to the regulator. Then, the entity will be subject to restricted discretionary payments.

In connection with this, on 29 November 2016 the Bank announced that it had received from the European Central Bank its decision regarding prudential minimum capital phase-in requirements for 2017, following the results of the Supervisory Review and Evaluation Process (“SREP”). The European Central Bank decision requires the Bank to maintain a CET1 capital ratio of 7.75% on a consolidated basis. This 7.75% capital requirement includes: the minimum Pillar 1 requirement (4.5%); the Pillar II requirement (1.5%); the capital conservation buffer (1.25%); and the requirement relating to its consideration as a G-SII (0.5%). The European Central Bank decision also requires that Banco Santander, S.A. maintain a CET1 capital ratio of at least 7.25% on an individual basis. This 7.25% capital requirement includes: the minimum Pillar 1 requirement (4.5%), the Pillar 2 requirement (1.5%) and the capital conservation buffer (1.5%). These capital requirements do not give rise to in any of the limitations referred to in the CRR on distributions in the form of dividends, variable remuneration or coupon payments to holders of AT1 instruments. The Group has a phase-in CET1 ratio of 12.53% and a fully loaded capital ratio of 10.55% at 31 December 2016. At 31 December 2016, Banco Santander, S.A. has a phase-in CET1 ratio of 14.77%.

On November 2015, the Financial Stability Board (the “FSB”) published its final principles and term sheet containing an international standard to enhance the loss absorbing capacity of the banks considered as systemically important institutions (“G-SIIs”) such as the Bank. The final standard consists of an elaboration of the principles on loss absorbing and recapitalisation capacity of G-SIIs in resolution and a term sheet setting out a proposal for the implementation of these proposals in the form of an internationally agreed standard on total loss absorbing capacity (“TLAC”) for G-SIIs. Once implemented in the relevant jurisdictions, these principles and terms will form a new minimum TLAC standard for G-SIIs, and in the case of G-SIIs with more than one resolution group, for each one of the groups. The TLAC principles and term sheet require a minimum TLAC requirement to be determined individually for each G-SII at the greater of (a) 16% of risk weighted assets as of 1 January 2019 and 18% as of 1 January 2022, and (b) 6% of the Basel III Tier 1 leverage ratio exposure measured as of 1 January 2019, and 6.75% as of 1 January 2022.

Furthermore, Article 45 of the European Bank Recovery and Resolution Directive (Directive 2014/59/EU) (“BRRD”) provides that member states shall ensure that institutions meet, at all times, a minimum requirement for own funds and eligible liabilities (“MREL”). The MREL shall be calculated as the amount of eligible liabilities expressed as a percentage of the institution's total liabilities and own funds. The MREL requirement was scheduled to come into force in January 2016. However, the EBA has recognised the impact which this requirement may have on banks’ funding structures and costs. Therefore, it has proposed a long phase-in period of 48 months (four years) until 2020.

The European Commission committed to review the existing MREL rules with a view to provide full consistency with the TLAC standard. On 23 November 2016, the European Commission published proposals to amend several directives and regulations aimed primarily at implementing the total loss-absorbing capacity (“TLAC”) standard and to integrate the TLAC requirement into the general MREL rules (“TLAC/MREL requirements”), thereby avoiding duplication from the application of two parallel requirements. Although TLAC and MREL pursue the same regulatory objective, there are, nevertheless, some differences between them in the way they are interpreted. Although the general aim of these measures is already known, it is too early to identify the precise changes that will be introduced and, therefore, the precise impact of these on the Bank. Any failure by an institution to meet the applicable minimum TLAC/MREL requirements will be treated as a failure to meet minimum regulatory capital requirements, in which case they must be intervened and put under resolution by the resolution authorities sufficiently in advance if it is deemed to be failing or likely to fail and there is no reasonable prospect of recovery.

## *EU fiscal and banking union*

The project to achieve EU banking union got underway in the summer of 2012. Its main goal is to resume progress towards the European single market for financial services by restoring confidence in the European banking sector and ensuring the proper functioning of monetary policy in the eurozone. Banking union is expected to be achieved through new harmonised banking rules (the single rulebook) and an institutional framework with stronger systems for both banking supervision and resolution that will be managed at the European level. Its two main pillars are the Single Supervisory Mechanism (“SSM”) and the Single Resolution Mechanism (“SRM”). The SRM’s main purpose is to ensure the prompt and coherent resolution of failing banks in Europe at minimum cost for the taxpayers and the real economy. The Single Resolution Board (“SRB”), which is the central decision-making body of the SRM, started operating on 1 January 2015 and had fully assumed its resolution powers on 1 January 2016. From that date onwards, the Single Resolution Fund (“SRF”) has also been in place, funded by contributions from European banks in accordance with the methodology approved by the Council of the EU. The objective of the SRF is to reach a total amount of 55 billion euros by 2024 and to be used as a separate backstop only after an 8% bail-in of a bank’s liabilities has been applied to cover capital shortfalls (in line with the BRRD). Regulations adopted towards achieving banking and/or fiscal union in the EU and decisions adopted by the European Central Bank in its capacity as the main supervisory authority may have a material impact on the Group's business activities, financial situation and income statement. In particular, the BRRD and Directive 2014/49/EU on deposit guarantee schemes which were published in the Official Journal of the EU on 12 June 2014. The BRRD was required to be implemented on or before 1 January 2015, although the bail-in tool only applies from 1 January 2016. The BRRD was partially implemented in Spanish legislation through Law 11/2015 and Royal Decree 1012/2015. In 2016, the Bank contributed 172 million euros to the Resolution Fund.

In addition, on 29 January 2014, the European Commission released its proposal on the structural reforms of the European banking sector that will impose new constraints on the structure of European banks. The proposal aims to ensure the harmonisation of divergent national initiatives in Europe. It includes a prohibition on proprietary trading and a mechanism to potentially require the separation of trading activities (including market making). Moreover, regulations adopted on structural measures to improve the resilience of EU credit institutions may have a material impact on the Bank's business activities, financial situation and results of operations. These regulations, if adopted, may also cause the Group to assign significant resources to make the necessary changes.

## *Other supervisory actions in the United States*

Certain of the Group's US subsidiaries, including Santander Holdings USA, are subject to stress testing and capital planning requirements in the United States under the Dodd-Frank Act or other applicable regulations and banking policies. In June 2016, the Federal Reserve Board, as part of its Comprehensive Capital Analysis and Review (“CCAR”) process, objected once again to Santander Holdings USA’s capital plan on qualitative grounds. Santander Holdings USA's new capital plan was submitted in April 2017. On 28 June 2017, the Federal Reserve Board issued its conclusions, in which it made no objection to the mentioned capital plan. As a result, Santander Holdings USA, which was not permitted to make any capital distributions without the Federal Reserve Board’s approval, other than the continued payment of dividends on Santander Holdings USA’s outstanding class of preferred stock, until a new capital plan was approved by the Federal Reserve Board, has announced a dividend payment in the third quarter of 2017.

The Federal Reserve Board issued a rule in February 2017 that will remove, for 2017 capital planning cycle, the qualitative CCAR assessment for Santander Holdings USA. However, the Federal Reserve Board will continue to analyse capital plans and could still file objections for quantitative reasons. Further, the capital plans of Santander Holdings USA will be regularly reviewed by supervisors in other assessments (not CCAR).

In addition, Santander Holdings USA, is subject to CCAR stress testing and capital planning related supervisory actions in the United States. Specifically, on 15 September 2014, Santander Holdings USA and the Federal Reserve Bank of Boston (“FRB Boston”) executed a written agreement stating that the declaration and payment of dividends in the second quarter of 2014 would not require the Federal Reserve Board’s approval. Under the agreement, Santander Holdings USA agreed to submit to FRB Boston written procedures to strengthen the board of directors’ oversight of planned capital distributions by Santander Holdings USA and its subsidiaries. In addition, Santander Holdings USA agreed to submit future distributions to the prior written approval of the Federal Reserve Board and to take necessary actions to ensure compliance with the measures adopted.

Lastly, in July 2015, Santander Holdings USA was subject to a requirement made by the FRB Boston according to which a written agreement with FRB Boston was signed to improve, among other matters, board oversight of its organisation, risk management, capital planning and liquidity management. In March 2017, Santander Holdings USA and Santander Consumer USA signed a written agreement with FRB Boston to submit plans to strengthen board and senior management oversight of the operations and management (especially risk management) of Santander Consumer USA. The plans were submitted to FRB Boston in May.

For information on the Bank's recovery and resolution plans in the United States, see [chapter 10.4 Recovery and resolution plans](#).

The Federal Reserve may impose fines or other material sanctions for non-compliance by entities, establish limits on dividend payments and approve or reject any proposed acquisitions, which could have a material adverse impact on the Group.

### ***2.2.3. The Group's regulators and supervisors can impose fines, sanctions or other measures, particularly in response to customer complaints.***

As noted above, the Group's business activities and operations are subject to an increasingly significant number of rules and regulations governing financial services. These apply to business operations, affect financial returns and include reserves and reporting requirements, in addition to prudential and conduct rules. These requirements are set by the relevant central banks and regulatory authorities that authorise, regulate and supervise the Group in the jurisdictions in which it operates.

In their supervisory roles, the regulators seek to maintain the safety and soundness of financial institutions with the aim of strengthening the protection of customers and the financial system. The supervisors’ continuing supervision of financial institutions is conducted through a variety of regulatory tools, including the collection of information by way of prudential returns, experts’ reports, visits to entities and regular meetings with management to discuss issues such as performance, risk management and strategy. In general, the regulators have a more outcome-focused approach that involves more proactive enforcement and more punitive measures for infringement. As a result, the Group faces increased supervisory scrutiny (resulting in increasing internal compliance and supervision costs), and in the event of a breach of regulatory obligations, more stringent regulatory fines are likely to be imposed. Some regulators are focusing on consumer protection and on conduct risk and will continue to do so. This includes assessments of the design and operation of products, customer behaviour and market operations. This approach could result in usury regulations that could restrict the Group's ability to charge certain levels of interest in credit transactions or that would prevent it from bundling products offered to customers. Some of the laws in the relevant jurisdictions in which the Group operates give the regulators the power to make temporary product intervention rules either to improve a firm’s systems and controls in relation to product design, management and implementation, or to address problems identified with financial products. These problems could be potentially detrimental to consumers because of certain product features, governance flaws or distribution strategies. The rules may also prevent institutions from entering into product agreements with customers until such problems have

been solved. Some of the regulatory systems in the jurisdictions in which the Group operates require compliance across all business aspects, including training, authorisation and supervision of personnel, systems, processes and documentation. If the relevant regulations are not complied with, there would be a risk of an adverse impact on business due to sanctions, fines or other actions imposed by the regulatory authorities. Customers of financial services institutions, including Group customers, may seek redress if they consider that they have suffered losses as a result of the mis-selling of a particular product, or through incorrect application of the terms and conditions of a particular product. Given the inherent unpredictability of litigation and the past judgments handed down by the relevant authorities, it is possible that an adverse outcome in some matters could result in reputational damage or have a material adverse effect on operating results, the Group's financial situation, outlook and profitability arising from any penalties imposed or compensation awarded, together with the costs of these procedures.

***2.2.4. The Group is subject to review by the tax authorities, and an incorrect interpretation of tax laws and regulations may have a material adverse effect on its results.***

The preparation of tax returns requires the use of estimates and interpretations of tax laws and regulations, both in Spain and in the other jurisdictions in which the Group operates. These tax laws and regulations, which are complex, are subjected to different interpretations by the taxpayer and relevant governmental tax authorities and also subject to review by tax authorities, and sometimes are subject to prolonged administrative and/or judicial procedures. In establishing income tax provisions, the Group makes interpretations and judgements concerning the application of these tax laws. If these interpretations, judgements and assumptions are found to be incorrect, this could have a material adverse effect on its results.

***2.2.5. Changes in taxes and other fees could have a negative impact on the Group.***

Legislators and tax authorities in the jurisdictions in which the Group operates regularly enact reforms to the tax and other assessment regimes to which it and its customers are subject. These reforms include changes in tax rates and, occasionally, the enactment of temporary taxes. The effects of these and other changes that result from enactment of additional tax reforms cannot be quantified and there can be no assurance that any such reforms would not have an adverse effect on the Group's business activity.

***2.2.6. The Group may not be able to detect or prevent money laundering and other criminal financial activities in full or on a timely basis, which could expose it to contingencies that could have a material adverse effect.***

The Group is required to comply with applicable anti-money laundering and counter terrorist financing ("AML/CTF") regulations, anti-bribery and corruption laws and other applicable laws and regulations. These laws and regulations require, among other issues, full customer due diligence (including sanctions and politically-exposed person screening), keeping customer, account and transaction information up to date and the implementation of effective financial crime policies and procedures detailing what is required from those responsible for these tasks. The Group is also required to conduct AML training for employees and to report suspicious transactions and activity to the appropriate law enforcement authorities and conduct full investigations through local AML teams.

Financial crime has become the subject of enhanced regulatory scrutiny and supervision globally. AML, anti-bribery and corruption penalties, laws and regulations are increasingly complex and detailed and have become the subject of enhanced regulatory supervision, requiring improved systems, sophisticated monitoring and skilled compliance personnel.

The Group has developed policies and procedures aimed at detecting and preventing the use of its banking network for money laundering and other criminal financial activities. This requires the



implementation and adoption, for the business, of effective monitoring controls and systems, which in turn requires on-going changes to systems and operational activities. Financial crime is continually evolving and is subject to increasingly stringent regulatory oversight and focus. This requires a proactive and adaptable response from the Group to effectively deter threats and criminal activity. As a global bank, the Group is particularly exposed to this risk. Even known threats can never be fully eliminated, and there will be instances where it may be used by third parties to engage in money laundering and other illegal or improper activities. In addition, the Group relies heavily on employees to detect such activities and report them, and employees have varying degrees of experience in recognising criminal tactics and understanding the level of sophistication of criminal organisations. Further, although anti financial crime operations are outsourced, the Group remains responsible and accountable for full compliance with and any breaches of these regulations. If it is unable to apply the necessary scrutiny and oversight, there remains a risk of regulatory breach.

If the Group is unable to fully comply with applicable AML regulations, the authorities may impose substantial fines or other penalties, including a complete review of its operating systems, day-to-day supervision by external consultants and ultimately the revocation of its banking licence.

The reputational damage to its business and global brand would be severe if the Group were found to have breached AML, anti-bribery and corruption legislation or similar regulations. Its reputation could also suffer if the Group is unable to protect customers' bank products and services from being used by criminals for illegal or improper purposes.

In addition, while the Group reviews its main counterparties' internal policies and procedures with respect to such matters, it relies to a large degree on these counterparties to maintain and properly apply their own appropriate compliance and control procedures. Such measures, procedures and internal policies may not be completely effective in preventing third parties from using Group (or relevant counterparties') services as a conduit for illicit purposes (including illegal cash operations) without its knowledge (or that of its counterparties). If the Group is associated with, or accused of having breached AML, anti-corruption or bribery or other laws or similar regulations in force, its reputation could suffer and it could become subject to fines, sanctions and/or legal enforcement (including being added to any "black lists" that could place restrictions on certain operations). Any of the conditions described above could have a material adverse effect on the Group's business activities, financial situation and results of operations.

Any such risks could have a material adverse effect on the Group's operating results, financial situation and outlook.

### **2.3. *Liquidity and funding risks***

#### **2.3.1. *Liquidity and funding risks are inherent in the Group's business and could have a material adverse effect.***

Liquidity risk is the risk of either not having available sufficient financial resources to meet obligations as they fall due or only being able to renew them at excessive cost. This risk is inherent in any retail and commercial banking business and can be heightened by a number of enterprise-specific factors, including over-reliance on a particular source of funding, changes in credit ratings or market-wide phenomena. While the Group implements liquidity management processes to seek to mitigate and control these risks, unforeseen systemic market factors make it difficult to completely eliminate them. Continued constraints in the supply of liquidity, including in interbank lending, have affected and may materially and adversely affect the Group's funding costs, impacting its operations, affecting its ability to meet regulatory liquidity requirements, as well as limiting growth possibilities.

Increases in prevailing market interest rates and in Group's credit spreads can significantly increase the Group's cost of funding. Movements in credit spreads may be influenced by market perceptions of

the Group's solvency. Changes to interest rates and credit spreads occur continuously and may be unpredictable and highly volatile.

The Group relies, and will continue to rely, mainly on deposits to fund lending activities. The ongoing availability of this type of funding is sensitive to a variety of factors outside its control, such as general economic conditions and the confidence of commercial depositors in the economy and in the financial services industry, and the availability and scope of deposit guarantee funds, as well as competition between banks to attract deposits or other products, such as mutual funds. Any of these factors could significantly increase the amount of bank deposit withdrawals in a short period of time, thereby reducing or even eliminating the Group's ability to access funding through deposits on appropriate terms. These circumstances could have a material adverse effect on the Group's operating income, financial situation and outlook.

Customer deposits (demand, time and redeemable at notice) have traditionally been the Group's main source of funding. Customer deposits accounted for 56%, 55% and 55% of total Group liabilities in 2016, 2015 and 2014, respectively. Time deposits, including repos, accounted for 32.4%, 35.1% and 41.5% of total Group deposits at year-end 2016, 2015 and 2014, respectively. Term deposits for substantial amounts may be a less stable funding source than others.

Central banks have taken extraordinary measures to increase liquidity in the financial markets as a response to the financial crisis. If current facilities were rapidly removed or significantly reduced, this could have an adverse effect on the Bank's ability to access liquidity and on funding costs.

The Group cannot guarantee that, in the event of a sudden or unexpected shortage of funds in the banking system, it will be able to maintain levels of funding without incurring high funding costs, being forced to modify the term of its funding instruments or liquidate certain assets. If this were to happen, it could have a material adverse impact.

At year-end 2016, the Group had a structural liquidity surplus of 150,105 million euros.

The implementation of the LCR (Liquidity Coverage Ratio) was delayed until October 2015, although the initial compliance level of 60% was maintained, which should increase gradually to 100% in 2018. At December 2016, the Group's LCR ratio was 146%, amply surpassing the regulatory requirement. Although this requirement has only been set at the Group level, the other subsidiaries also comfortably exceed this minimum ratio: Spain 134%, the UK 139% and Brazil 165%.

The NSFR (Net Stable Funding Ratio) was approved by the Basel Committee in October 2014 and is slated to come into force on 1 January 2018. This ratio stood at over 100% at Group level and for most of its subsidiaries at year-end 2016, although it will not be a requirement until 2018.

For more information on liquidity and funding risk, see [note 54.e](#) to the financial statements.

***2.3.2. Any downgrade in the Group's credit rating would be likely to increase funding costs or require it to post additional collateral in relation to certain derivatives contracts, which could have a material adverse impact.***

Credit ratings affect the cost and other terms on which funding is obtained. The Group's ratings for long-term debt are regularly reviewed by the rating agencies, based on a number of factors, including its financial solvency and other conditions affecting the financial services industry generally. In addition, due to the methodology used by the main rating agencies, the Group's credit rating is affected by the rating of Spanish sovereign debt. If Spain's sovereign debt is downgraded, its credit rating would also be downgraded by an equivalent amount.

Any downgrade in debt credit ratings could raise funding costs and require the Group to post additional collateral or take other actions relating to some derivatives contracts, and could limit access



to capital markets and adversely affect the commercial business. For example, a rating downgrade could adversely affect the Group's ability to sell or market certain products, engage in certain longer-term and derivatives transactions or retain customers, particularly customers who need a minimum rating threshold in order to invest. In addition, under the terms of certain derivatives contracts and other financial commitments, the Group may be required to maintain a minimum credit rating, otherwise such contracts could be cancelled or require the posting of collateral. Any of these circumstances could both reduce the Group's liquidity and have an adverse effect on its operating income and financial situation.

Banco Santander, S.A.'s long-term debt is currently rated investment grade by the major rating agencies<sup>1</sup>: A3 stable outlook by Moody's Investors Service España, S.A., A- stable outlook by Standard & Poor's Ratings Services and A- stable outlook by Fitch Ratings Ltd. In June 2015, Moody's upgraded Banco Santander, S.A.'s rating from Baa1 to A3 in light of their new banking methodology and in February 2016 the outlook was changed from positive to stable in line with the outlook for Spanish sovereign debt. In October 2015, Standard & Poor's upgraded the Group's rating from BBB+ to A- following an upgrade of the rating for Spanish sovereign debt. In February 2017, Standard & Poor's revised its outlook from stable to positive reflecting the revised funding plans announced by the Group involving the building of a substantial additional loss absorbing capacity buffer over the next two years. In June 2017 Standard & Poor's revised its outlook from positive to stable due to the risks inherent to the acquisition of Banco Popular.

Santander UK's long-term debt is currently rated investment grade by the three main rating agencies: Aa3 with negative outlook by Moody's Investors Service, A with negative outlook by Standard & Poor's Ratings Services and A with stable outlook by Fitch Ratings.

Banco Santander (Brasil) S.A.'s long-term debt is currently rated BB with a negative outlook by Standard & Poor's Ratings Services and Ba1 with a negative outlook by Moody's Investors Service. In 2015 and the first half of 2016, the three main agencies lowered their ratings as a result of the reduction in Brazil's sovereign debt credit rating.

The Group conducts most of its material derivatives activities through Banco Santander, S.A. and Santander UK. As of 31 December 2016 it is estimated that if all the rating agencies were to downgrade Banco Santander, S.A.'s long-term senior debt ratings by one notch the Group would be required to post up to 228 million euros in additional collateral pursuant to its current derivatives and other financial contracts. A hypothetical two notch downgrade would result in a further requirement to post up to 38 million euros in additional collateral. The Group estimates that as of 31 December 2016, if all the rating agencies were to downgrade Santander UK's long-term credit ratings by one notch, and thereby trigger a short-term credit rating downgrade, this could result in 4.6 billion pounds of cash and additional collateral that Santander UK would be required to post under the terms of secured funding and derivatives contracts. A hypothetical two notch downgrade would result in a further requirement of 0.4 billion pounds of cash and collateral.

While certain potential impacts of these downgrades are contractual and quantifiable, the full consequences of a credit rating downgrade are inherently uncertain, as they depend upon numerous dynamic, complex and inter-related factors and assumptions. These include market conditions at the time of any downgrade, the impact of a downgrade of the long-term credit rating on the short-term credit rating, and the potential behaviours of customers, investors and counterparties. Additional collateral could be higher or lower than the preceding hypothetical examples, depending upon certain factors

---

<sup>1</sup> Moody's Investors Service España, S.A., Standard & Poor's Ratings Services and Fitch Ratings Ltd. are established in the European Union. These rating agencies are registered with the European Securities and Markets Authority in accordance with the provisions of Regulation (EC) 1060/2009 of the European Parliament and Council, of 16 September 2009, on credit rating agencies.

Additionally, the [Directors' Report](#) includes the ratings assigned to Banco Santander, S.A. by DBRS and Scope Ratings AG. These ratings agencies are also registered in accordance with European regulations.

including which credit rating agency downgrades the credit rating, any management actions that could be taken to reduce additional contributions and the potential liquidity impact from the loss of unsecured funding (such as from money market funds) or the capacity to control it. Although unsecured and secured funding stresses are included in the Group's stress testing scenarios and a portion of total liquid assets is held against these risks, a credit rating downgrade could still have a material adverse effect on Banco Santander, S.A., and/or its subsidiaries.

In addition, if the Group were required to cancel derivatives contracts with certain counterparties and were unable to replace such contracts, its market risk profile could be altered.

Following Santander's acquisition of Banco Popular (for further information see [chapter 5.1.5](#)), the perception held by rating agencies of the Santander Group could change, and lead to a downgrade in its credit ratings.

There can be no assurance that the rating agencies will maintain their current ratings or outlooks. Failure to maintain favourable ratings and outlooks could increase the cost of funding and negatively impact NII, which could have a material adverse effect.

## **2.4. Credit risk**

### **2.4.1. The deterioration of credit quality or insufficient loan loss reserves could have a material adverse effect on the Group.**

Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of Group businesses. Non-performing or low credit quality loans have in the past negatively impacted the Group's operating income and could do so again in the future. In particular, the amount of reported non-performing loans may increase in the future as a result of growth in the total loan portfolio, including as a result of loan portfolios acquired in the future, or factors beyond its control, such as adverse changes in the credit quality of borrowers and counterparties, a general deterioration in economic conditions in the regions where the Group operates, the impact of political events or other circumstances affecting certain sectors, the financial markets or the world economies. A decline in credit quality or an increase in non-performing loans or write-offs could have a negative impact on the Group.

Loan loss provisions are based on the Group's estimates and forecasts for various factors affecting the quality of the loan portfolio. These factors include, among other things, borrowers' financial situations, repayment capacity and intention, the realisable value of any collateral, government economic policies, interest rates and the legal and regulatory environment. Many of these factors are beyond the control of the Group. As a result, there is no precise method for predicting loan and credit losses, and therefore the Group cannot guarantee that its loan loss reserves will be sufficient to cover actual losses. If the Group's estimates and forecasts concerning the above mentioned factors differ from actual developments, if the quality of its loan portfolio deteriorates, for any reason, or if future losses exceed estimates of incurred losses, it may be required to increase loan loss provisions, which may have an adverse impact. Additionally, in calculating loan loss provisions, the Group employs qualitative tools and statistical models that may not be reliable in all cases and are dependent on the completeness of the data. For further information, see [risk factor 2.6.1](#).

Mortgage loans are one the Group's main assets, accounting for 46% of its lending portfolio at 31 December 2016. The Group is exposed to movements in the real estate market, especially in Spain and the UK. At the end of 2007, after a period of strong demand, the Spanish and UK housing markets started to adjust due to the high levels of supply (especially in Spain) and high interest rates. From 2008 to 2013, as economic growth stalled in Spain and the United Kingdom, persistent housing oversupply, decreased housing demand, rising unemployment, greater pressure on disposable income, a decline in the availability of mortgage finance and the continued effect of global market volatility caused home

prices to decline, while default rates and refinancing and restructuring operations increased. In Spain, at 31 December 2016, the non-performing loan rate on mortgages extended to households to acquire a home was 3.83%, compared to 1.35% for the mortgage portfolio in the United Kingdom.

As a result of these events, the Group's non-performing loan ratio increased from 0.94% at 31 December 2007, to 2.02% at 31 December 2008, 3.24% at 31 December 2009, 3.55% at 31 December 2010, 3.89% at 31 December 2011, 4.54% at 31 December 2012 and 5.64% at 31 December 2013. Although this trend has changed in the last three years and the non-performing loan ratio decreased to 5.19% at 31 December 2014, 4.36% at 31 December 2015 and 3.93% at 31 December 2016, the Group cannot guarantee that these ratios will not rise again. At 31 March 2017, the Group's non-performing loan ratio was 3.74%, 19 basis points lower than at year-end 2016. Total loan coverage was 74.6% at 31 March 2017, compared to 73.8% at 31 December 2016. High unemployment rates, coupled with declining real estate prices, could have a material adverse impact on mortgage payment delinquency rates, which in turn could have a material adverse effect on the Group's business activities, financial situation and operating income.

Additionally, the financial crisis and acquisition of Banco Popular in June 2017 (for more information see [chapter 5.1.5](#)) led the Group to accumulate low-return illiquid assets that could prevent it meeting its profitability targets.

At 31 December 2016, the gross amount of Group refinancing and restructuring operations was 48,460 million euros (5.7% of credit investment), of which 20,029 million euros corresponded to mortgage backed loans. At the same date, the net amount of non-current assets held for sale totalled 5,772 million euros, of which 5,640 million euros corresponded to foreclosed assets, with a coverage ratio of 51.3% on the gross amount of these assets.

The Group is subject to the regulation on “Large Risks” contained in the fourth part of the CRR (EU regulation 575/2013), according to which the exposure contracted by an entity with a customer or group of customers linked among themselves will be considered a “large exposure” when it equates to 10% or more of eligible capital. In addition, in order to limit large exposures, no institution may assume an exposure to any single customer or group of connected customers whose value exceeds 25% of the institution's eligible capital, after taking into account the effect of the credit risk reduction contained in the standard.

At 31 December 2016, following the application of risk mitigation mechanisms, no group had reached the aforementioned thresholds. Further, credit exposure to the 20 largest groups in the large risks area accounted for 4.7% of credit risk with customers (investment plus off balance-sheet risk).

Pursuant to the Banco de España's new Circular 4/16, at year-end 2016 Banco Santander, S.A. calculated its credit risk provisions using internal methodology, after completing the six month trial period established by the Circular during which no significant differences with respect to the provisions allocated under the previous regulation were observed.

For further information on credit risk, see [note 54.c](#)) to the financial statements.

***2.4.2. The value of the collateral securing Group loans may not be sufficient, and it may be unable to realise the full value of this collateral.***

The value of the collateral securing the Group's loan portfolio may fluctuate or decline due to factors beyond its control, including macroeconomic factors affecting Europe, the United States and Latin American countries. The value of the collateral securing the loan portfolio may be adversely affected by force majeure events, such as natural disasters, particularly in locations where a significant portion of the loan portfolio is composed of mortgage loans.

The Group may also not have sufficiently recent information on the value of its collateral, which may result in an inaccurate assessment of impairment losses on loans secured by such collateral.

If any of the above were to occur, additional provisions could be required to cover impairment losses, which could have a material adverse impact on the Group's operating income and financial situation.

#### ***2.4.3. The Group is exposed to counterparty risk in its transactions.***

The Group is exposed to counterparty risk in addition to credit risk associated with lending activities. Counterparty risk may arise from, for example, investing in securities of third parties, entering into derivative contracts under which counterparties have obligations to make payments to the Group or delivering securities, futures, currency or commodity trades, from proprietary trading activities that fail to settle at the required time due to non-delivery by the counterparty or systems failure by clearing agents, clearing houses or other financial intermediaries.

The Group routinely carries out transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, fund managers and other institutional clients. Bankruptcies or even rumours relating to the insolvency of certain financial institutions have led to market-wide liquidity problems that have caused losses or the bankruptcy of other institutions. Many of the routine transactions entered into by the Group expose it to significant credit risk in the event of default by a key counterparty.

#### ***2.5. Market risk.***

##### ***2.5.1. The Group is subject to fluctuations in interest rates and other market risks, which may have a material adverse effect.***

Market risk refers to the probability of variations in Group net interest income margin or in the market value of assets and liabilities due to the volatility of interest rates, currency exchange rates or share prices. Changes in interest rates affect net interest income margin, the volume of loans originated, credit spreads, the market value of securities portfolios, the value of loans and deposits and the value of derivatives transactions.

Interest rates are sensitive to many factors beyond the Group's control, including increased regulation of the financial sector, monetary policies and domestic and international economic and political conditions. Variations in interest rates could affect net interest income, which comprises the majority of Group revenue (net interest income margin accounted for 70% of gross income at 31 December 2016), reducing growth and potentially resulting in losses. In addition, costs incurred in the implementation of strategies to reduce interest rate exposure could increase in the future (which, in turn, will impact results).

Increases in interest rates may reduce the volume of loans granted by the Group. Sustained high interest rates have historically discouraged customers from borrowing and have resulted in increased non-performing loans ratios and a deterioration in asset quality. Increases in interest rates may reduce the value of the Group's financial assets or require it to recognise losses on sales of loans or securities.

Due to the historically low interest rate environment in the eurozone, in the UK and in the US in recent years, the rates on many interest-bearing deposit products have been priced at or near zero, limiting the Group's ability to further reduce rates and thus negatively impacting financial margins. If the current low interest rate environment in the eurozone, in the UK and in the US persists in the long run, it may be difficult to increase financial margins, which will impact results.

The main balance sheets (Spain, United Kingdom and United States) in mature markets and in a low interest rate setting, show positive sensitivities in economic value of equity and net interest income to interest rates increases. At year-end 2016, net interest margin risk at one year, measured as sensitivity to parallel changes in the worst-case scenario of  $\pm 100$  basis points, was concentrated in the euro yield curve, at 186 million euros, the British pound, at 166 million euros, the US dollar, at 140 million euros and the Polish zloty, at 32 million euros, all at risk of rate cuts.

Latin American balance sheets are positioned for interest rate cuts for both economic value and net interest margin, except for the net interest margin in Mexico, where excess liquidity is invested in the short term in the local currency. In 2016, exposure levels in all countries were moderate in relation to the annual budget and capital levels. At the end of the year, net interest margin risk over one year, measured as sensitivity to parallel  $\pm 100$  basis point movements in the worst-case scenario, was concentrated in three countries: Brazil (112 million euros), Chile (37 million euros) and Mexico (32 million euros).

The Group is also exposed to currency exchange rate risk as a result of mismatches between assets and liabilities denominated in different currencies. Fluctuations in the exchange rate between currencies may negatively affect income and the value of assets and securities. The recent volatility in the value of the pound sterling in the wake of the European Union UK membership referendum could persist as negotiations continue and could adversely impact the Group's UK operations (see [risk factor 1.2](#)). The continued depreciation of Latin American currencies against the US dollar could make Latin American subsidiaries' currency-linked obligations and funding more expensive and have similar consequences for borrowers in Latin America. At year-end 2016 the largest permanent exposures (with the potential impact of a 1% appreciation or depreciation in the euro exchange rate vs the corresponding currency) are as follows: in US dollars (-187.1/+190.8 million euros), British pounds (-184.9/+188.7 million euros), Brazilian reals (-122.3/+124.7 million euros), Polish zlotys (-31.5/+32.1 million euros) and Chilean pesos (-27.9/+28.4 million euros). The Group hedges part of these long-term exposures through the use of foreign exchange derivatives. For further information, see [note 2.a\) v](#) to the financial statements.

The Group is also exposed to risks relating to its investments in equity securities in the banking book and in the trading portfolio. The performance of financial markets may cause changes in the value of these portfolios. The volatility of world equity markets due to the continued economic uncertainty and the sovereign debt crisis has had a particularly strong impact on the financial sector. Continued volatility could affect the value of Group investments in equity securities and, depending on their fair value and future recovery expectations, could trigger permanent impairment and losses. The VaR of the Group's structural equity positions, at year-end 2016 at 99% at one day was 323 million euros. For further information, see [note 54.d.3](#) to the financial statements.

If any of these risks were to materialise, NII or the market value of the Group's assets and liabilities could suffer a material adverse impact.

***2.5.2. Market conditions have resulted, and could result, in material changes to the fair values of the Group's financial assets. Negative fair value adjustments could have a material adverse effect on its business activities, financial situation and income.***

In the past nine years, the financial markets have been subject to significant stress, resulting in steep falls in perceived or actual financial asset values, particularly due to volatility in global financial markets and the resulting widening of interest rate spreads. The Group has material exposure to securities, loans and other investments recognised at fair value and therefore exposed to negative valuation adjustments. Asset valuations in future periods, reflecting prevailing market conditions, may result in negative changes in the fair value of financial assets and these may also translate into impairments of Group's financial assets. In addition, the value ultimately obtained on disposal may be lower than the current fair value. Any of these factors could require the Group to recognise negative fair value adjustments, which may have a material adverse effect on its businesses, financial situation and income statement.

As fair value is determined using financial valuation models, these values may be imprecise or subject to change. In addition, the data used by such models may not be available or may become unavailable due to changes in market conditions, particularly for illiquid assets, and particularly in times of economic instability. In such circumstances, the Group's valuation methodologies require assumptions, judgements and estimates to be formulated to establish fair value. Reliable assumptions



are difficult to make and are inherently uncertain and valuation models are complex, making them imperfect predictors of actual results. Any consequential impairments or write-downs could have a material adverse effect on the Group's business activities, financial situation and income.

***2.5.3. The Group could be significantly damaged by market and operational risk and other risks associated with derivatives transactions.***

The Group enters into derivatives transactions for investment and hedging purposes. It is subject to market, credit and operational risks associated with these transactions, including basis risk (the risk of loss associated with variations in the spread between the asset yield and the funding and/or hedge cost) and credit or default risk (the risk of insolvency or other inability of the counterparty to a particular transaction to perform its obligations thereunder, including providing sufficient collateral).

Market practices and documentation for derivatives transactions differ by country. In addition, the execution and performance of these transactions depends on the Group's ability to maintain adequate control and administration systems. Moreover, the ability to adequately monitor, analyse and report derivatives transactions continues to depend largely on its information technology systems. These factors further increase the risks associated with these transactions and could have a material adverse effect.

For further information on market risk, see [note 54.d](#)) to the financial statements.

***2.6. Risk management.***

***2.6.1. Failure to successfully implement and continue to improve risk management policies, procedures and methods could have an adverse effect and may expose the Group to unidentified or unanticipated risks.***

The management of risk is an integral part of Group activities. It seeks to monitor and manage risk exposure through a variety of separate but complementary financial, credit, market, operational, compliance and legal reporting systems. While it employs a broad and diversified set of risk management techniques and strategies, these may not be fully effective in mitigating risk exposure in all economic market environments or against all types of risk, including risks that it fails to identify or anticipate.

Some of the qualitative tools and metrics for managing risk are based on the use of observed historical market behaviour. The Group applies statistical and other tools to these observations to quantify its risk exposure. These qualitative tools and metrics may fail to predict future risk exposures (deriving, for example, from factors that are not anticipated or correctly evaluated in the statistical models) and this could limit its ability to manage risks. Group losses could therefore be significantly greater than the historical measures indicate. In addition, the Group's quantitative models do not take all risks into account. A more qualitative approach to managing those risks could prove insufficient, exposing it to material unexpected losses. The Group could face adverse consequences as a result of decisions and actions based on models that are poorly developed, implemented or used, or as a result of the modelled outcome being misunderstood or the use of such information for purposes for which it was not designed. In addition, if existing or potential customers or counterparties believe risk management to be inadequate, they could take their business elsewhere or seek to limit their transactions with the Group. This could have a material adverse effect on the Group's businesses, financial situation and income.

As a commercial bank, one of the main types of risks inherent to the Group's business is credit risk. For example, an important feature of the credit risk management system is to employ an internal credit rating system to assess customer risk profiles. As this process involves a detailed analysis of the customer, taking into account both quantitative and qualitative factors, it is subject to human or IT systems errors. In exercising their judgement on current or future credit risk behaviour of customers, employees may not always be able to assign an accurate credit score, which may result in exposure to higher credit risks than indicated by the risk rating system.

Failure to effectively implement, consistently follow or continuously refine the credit risk management system may result in an increase in the level of non-performing loans and a higher risk exposure, which could have a material adverse effect.

The board of directors is responsible for approving the Group's general policies and strategies, particularly the general risk policy. In addition to the executive committee, which pays particular attention to risks, the board is assisted by the risk supervision, regulation and compliance committee. See [note 54.b\)2](#) to the financial statements and [chapter 16.3.4](#) of this report for further information on the corporate governance structure of the Group's risk function.

## **2.7. Technology risks**

### **2.7.1. Any failure to effectively improve or upgrade its information technology infrastructure and information systems could damage the Group.**

The Group's ability to remain competitive depends in part on its ability to upgrade its information technology on a timely and cost-effective basis. Significant investments and improvements must be made in the information technology infrastructure in order to remain competitive. It cannot be guaranteed that the required level of investment will be maintained in the future. Any failure to effectively improve or upgrade its IT infrastructure and information systems could materially damage the Group.

### **2.7.2. Risks relating to information security and data processing, storage and transmission systems are inherent to the Group's business.**

Like other financial institutions, the Group manages and holds confidential personal information of customers, as well as a large number of assets. Accordingly, its business depends on the ability to process a large number of transactions efficiently and accurately, and to rely on digital technologies, computer and email services, software and networks, as well as on the secure processing, storage and transmission of information (including confidential data) using its computer systems and networks. The proper functioning of financial control, accounting or other data collection and processing systems is critical to the Group's businesses and its ability to compete effectively. Losses can result from inadequate personnel, inadequate or failed internal control processes and systems, or from external events that interrupt normal business operations. The Group also faces the risk that its controls and procedures may prove to be inadequate or can be circumvented and customer data are damaged or lost. Although the Group works with its customers and vendors, in addition to counterparties and third parties to develop secure data transmission services and prevent information security risk, personal, confidential and proprietary information is routinely managed using electronic channels, and we may be the target of an attempted cyber-attack. If the Group is unable to maintain an effective data collection, management and processing system, this could have a material adverse impact.

The Group take protective measures and continuously monitors and develops systems to protect its technology infrastructure, data and information from misappropriation or corruption, but the systems, software and networks used may nonetheless be vulnerable to unauthorised access, misuse, computer viruses or other malware and other events that could have a security impact. Any unauthorised use or misuse of personal, confidential or proprietary information sent to or received from a customer, vendor, counterparty or other could result in legal liability, regulatory action or reputational damage. There can be no absolute assurance that material losses from operational risk will not be suffered in the future relating to security breaches.

In recent years computer systems of companies and organisations have been targeted, not only by cyber criminals, but also by activists and certain states. The Group has been and continues to be the target of a range of cyber-attacks, such as denial of service, malware and phishing. Cyber-attacks could give rise to the loss of significant amounts of customer data and other sensitive information, as well as significant levels of liquid assets (including cash). In addition, cyber-attacks could disrupt the

information systems used to service customers. As attempted attacks continue to evolve in scope and sophistication, the Group may incur significant costs in order to modify or enhance protective measures against such attacks, or to investigate or remediate any vulnerability or resulting breach, or in communicating cyber-attacks to customers. Failure to effectively manage cyber security risk, e.g. by failing to update systems and processes in response to new threats, could harm the Group's reputation and adversely affect its businesses, financial situation and income statement, through the payment of customer compensation, fines and regulatory sanctions and/or through the loss of assets. In addition, the Group may be affected by cyber-attacks against critical infrastructures in the countries where it operates. Information technology systems are dependent on these critical infrastructures and any cyber-attack against them could negatively affect the Group's ability to service its customers. As it does not operate any national infrastructures, it has limited ability to protect its information technology systems from the adverse effects of such attacks.

Although the Group has procedures and controls to safeguard personal data in its possession, unauthorised disclosures could give rise to legal proceedings or administrative sanctions as well as damages and reputational harm that could adversely affect its operating income and financial situation. The Group's business is exposed to risk from potential non-compliance with policies, employee misconduct, negligence and fraud, which could result in regulatory sanctions and serious reputational or financial harm. It is not always possible to deter or prevent employee misconduct, and the precautions taken to detect and prevent this activity may not always be effective. In addition, the Group may be required by supervisors/regulators to report events related to information security issues (including any cyber security issues), events where customer information may be compromised, unauthorised access and other security breaches. Any material disruption or slowdown of systems could cause information to be lost or to be delivered to clients with delays or errors, which could reduce demand for its services and products, with a material adverse effect.

## ***2.8. Other business and financial sector risks***

### ***2.8.1. The financial problems faced by its customers could have an adverse impact on the Group.***

Market turmoil and economic recession could materially and adversely affect the liquidity, credit ratings, businesses and/or financial conditions of borrowers, which could in turn increase non-performing loan ratios, impair loans and other financial assets and result in decreased demand for loans in general (see [risk factor 2.4. Credit risk](#)). In addition, customer appetite for non-deposit investments such as shares, bonds and mutual funds could decline significantly, which would adversely affect fee income. The higher costs associated with compliance with growing regulatory requirements could have a negative effect on customers and hence on the Group. Any of the conditions described above could have a material adverse effect on the Group's businesses, financial situation and results.

### ***2.8.2. Changes in the Group's pension obligations and commitments could have a material adverse effect.***

The Group provides retirement benefits for many former and current employees through a number of defined benefit pension plans. The amount of the defined benefit obligations is calculated using actuarial techniques and assumptions, including mortality rates, the rate of salary increases, discount rates, inflation and the expected rate of return on plan assets. The accounting and financial information is based on IFRS and other requirements defined by the local supervisors. Given the nature of these obligations, changes in the assumptions that support valuations, including market conditions, can result in actuarial losses, which would in turn impact the financial situation of the Group's pension funds. As pension obligations are generally long term obligations, fluctuations in interest rates have a material impact on the projected costs of the defined benefit obligations and therefore on the amount of pension expense that accrues.

Any increase in the size of the defined benefit pension plan deficit could result in increased contributions to reduce or satisfy the deficit, which would divert funds from other business areas. Such



increases could be due to certain factors over which the Group has no or limited control. Increases in pension liabilities and obligations could have a material adverse effect on its businesses, financial situation and operating income.

The Group's fund for pensions and similar obligations stood at 8,288 million euros at 31 December 2016. For further information, see [note 25.c\)](#) to the financial statements.

### ***2.8.3. The Group depends in part on dividends and other funds from subsidiaries.***

The majority of Group operations are conducted through its financial services subsidiaries. As a result, its ability to pay dividends, to the extent it decides to do so, depends largely on the ability of these subsidiaries to generate earnings and to pay dividends. The payment of dividends, distributions and advances by Group subsidiaries will be contingent on their earnings and business considerations, and is, or may be, limited by legal, regulatory or contractual restrictions. Additionally, the Group's right to receive assets from any of its subsidiaries as an equity holder of these subsidiaries, upon their liquidation or reorganisation, will be effectively subordinated to the claims of other creditors, such as employees or suppliers. Banco Santander, S.A.'s dividend income accounts for 46% of gross income. For further information, see [Banco Santander, S.A.'s 2016 income statement](#).

### ***2.8.4. Increased competition, including from non-traditional providers of banking services such as technology companies, and sector consolidation could adversely affect Group results.***

The Group faces substantial competition in all areas of business, including loan origination and attracting deposits. Competition in loan origination comes mainly from other domestic and foreign banks, mortgage banking companies, consumer finance companies, insurance companies and other lenders and purchasers of loans.

In addition, there has been a trend towards consolidation in the banking industry, which has created larger and stronger banks with which it must now compete. There can be no assurance that this increased competition will not adversely affect growth prospects, and therefore Group operations. The Group also faces competition from non-bank competitors, such as brokerage companies, department stores (for some credit products), leasing and factoring companies, mutual fund and pension fund management companies and insurance companies.

Non-traditional providers of banking services, such as internet based e-commerce providers, mobile telephone companies and online search engines may offer and/or increase their offer of financial products and services directly to customers. These non-traditional providers of banking services currently have an advantage over traditional providers because they are not subject to banking regulation. Several of these competitors may have long operating histories, large customer bases, strong brand recognition and significant financial and marketing resources. They may adopt more aggressive pricing and rates and devote more resources to technology, infrastructure and marketing. New competitors may enter the market or existing competitors may adjust their offer with unique products or services or approaches to providing banking services. If the Group is unable to successfully compete with current and new competitors, or if it is unable to anticipate and adapt its offer to changing banking industry trends, including technological changes, business may be adversely affected. In addition, failure to effectively anticipate or adapt to emerging technologies or changes in customer behaviour, including among younger customers, could delay or prevent access to new digital-based markets. This could have a negative effect on the Group's commercial and competitive position.

The rise in the use of internet and mobile banking platforms in recent years could negatively impact investment in premises, equipment and personnel for the branch network. An acceleration of this shift in demand towards internet and mobile banking could necessitate changes to the Group's retail banking strategy, which may include closing and/or selling certain branches and restructuring remaining branches and the work force. These actions could lead to losses on these assets and may lead to increased

expenditure to renovate, reconfigure or close branches or to otherwise reform the retail distribution channel. Furthermore, failure to effectively implement such changes could have an adverse effect the Group's competitive position.

Increasing competition could also require that the Bank to increase the rates offered on deposits or lower the rates charged on loans, which could damage profitability. It may also negatively affect business results and prospects by, among other things, limiting its ability to increase its customer base and expand operations, while also increasing competition for investment opportunities.

If customer service levels are perceived by the market to be lower than those of competing financial institutions, the Group could lose existing and potential business. If it is not successful in retaining and strengthening customer relationships, it may lose market share, incur losses on some or all of its activities or fail to attract new deposits or retain existing deposits. This could materially affect the Group's businesses, financial position and results.

***2.8.5. The Group's ability to maintain its competitive position partly depends on the success of new products and services offered to customers and its ability to continue offering products and services from third parties. A wider range of products and services could negatively impact the Group if it is not able to control the associated risks.***

The success of the Group's operations and profitability depends, in part, on the success of new products and services offered to customers and its ability to continue offering products and services from third parties. However, there is no guarantee that new products and services will respond to customer demands, or that they will be successful. In addition, customers' needs and desires may change over time, and such changes may render the Group's products and services obsolete, outdated or unattractive and it may not be able to develop new products that meet customers' changing needs. Success is also dependent on the ability to anticipate and leverage new and existing technologies that may have an impact on products and services in the financial sector. Technological changes may further intensify and complicate the competitive landscape and influence customer behaviour. If the Group cannot respond in a timely fashion to the changing needs of its customers, it may lose them, and this could have a material adverse effect.

As the Group expands its range of products and services, some of which may be at an early stage of development in the markets of certain regions where it operates, it will be exposed to new and potentially increasingly complex risks, in addition to development costs. Employees and risk management systems, as well as their experience and that of their partners, may not be sufficient to properly manage this type of risk. In addition, the cost of developing products that are not launched could affect operating income. These factors, individually or collectively, could have a material adverse impact.

While the Group has successfully improved its customer service levels in recent years, if these levels ever be perceived by the market to be below those of its competitors, existing and potential customers could be lost. If the Group is not successful in retaining and strengthening customer relationships, it may lose market share, incur losses on some of its activities or fail to attract new deposits or retain existing deposits, which could have a material adverse effect on its businesses, financial situation and income statement.

***2.8.6. If the Group is unable to manage the growth of its operations, this could have a negative impact on profitability.***

The Group allocates management and planning resources to develop strategic plans for organic growth, and to identify possible acquisitions and disposals and areas for restructuring. From time to time, it evaluates acquisition and partnership opportunities that it believes offer additional value to shareholders and are consistent with its business strategy. However, it may not be able to identify suitable acquisition or partnership candidates, and its ability to benefit from any such acquisitions and partnerships will depend in part on the successful integration of those businesses. Any such integration entails significant risks such

as unforeseen difficulties in integrating operations and systems and unexpected liabilities or contingencies relating to the acquired businesses, including legal claims. There is no guarantee that the expectations with regard to integration and synergies will materialise. It is also unable to provide assurance that it will, in all cases, be able to manage growth effectively or deliver its strategic growth objectives. Challenges that may result from strategic growth decisions include the ability to:

- efficiently manage the operations and employees of expanding businesses;
- maintain or grow its existing customer base;
- assess the value, strengths and weaknesses of potential investments or acquisitions, including local regulation that may reduce or eliminate expected synergies;
- finance strategic investments or acquisitions;
- align its current information technology systems adequately with those of an enlarged group;
- apply its risk management policy effectively in the enlarged group; and
- manage a growing number of entities without over-committing management or losing key personnel.

Any failure to manage growth effectively could have a material adverse effect on the Group's businesses, financial position and results.

In addition, any acquisition or venture could result in the loss of key employees or inconsistencies in standards, controls, procedures and policies.

Moreover, the success of the acquisition or partnership will be, at least in part, subject to a number of political, economic and other factors that are beyond the Group's control. Any of these factors, individually or collectively, could have a material adverse effect.

#### ***2.8.7. Goodwill impairments could be recognised in relation to acquired businesses.***

The Group has made several acquisitions in recent years and may make further acquisitions in the future. It is possible that the goodwill which has been recognised, or may be recognised on the acquisition of these businesses may have to be written-down if valuation assumptions are required to be reassessed as a result of any decline in profitability, asset quality or other relevant items. The Group tests the goodwill it has recognised for impairment with respect to its recoverable amount at least once a year (or more often if there are indications of impairment). Goodwill impairment does not, however, affect regulatory capital. Even though no significant impairment of goodwill was recognised in 2014, 2015 or 2016, there is no guarantee that this impairment will not be recognised in the future. Recognition of a substantial impairment of goodwill could negatively affect Group results and net assets.

At 31 December 2016, the Group had recognised goodwill of 26,724 million euros, of which 8,679 million euros and 5,769 million euros derived from Santander UK and Banco Santander (Brasil), respectively. For further information, see [note 17](#) to the financial statements.

#### ***2.8.8. The Group's success lies in recruitment, retaining and development of senior management and skilled personnel.***

The Group's continued success depends in part on the work of its senior management and other key employees. The ability to attract, train, motivate and retain highly qualified professionals is a key element of Group strategy. The successful implementation of its strategy and culture depends on the availability of skilled management, both at head office and in each of the business units. If the Group or one of its business units fails to staff its operations appropriately, or loses one or more of its key employees and fails to replace

them in a satisfactory and timely manner, its business, financial situation and results may be negatively affected by weakened controls and increased operational risk, among others.

In addition, the financial industry is subject to more stringent regulations on employee compensation, which could have an adverse effect on the Group's ability to hire or retain the best qualified employees. If it is unable to attract, train, motivate and retain qualified professionals, businesses may be adversely affected.

#### ***2.8.9. The Group relies on third parties and subsidiaries for important products and services.***

Third party vendors and certain subsidiaries provide key components of business infrastructure such as loan and deposit servicing systems, back office and operations support, information technology production and support, internet connections and network access. Relying on these third parties and subsidiaries can be a source of operational and regulatory risk for various reasons, including failures in their security systems. The Group is also subject to risk with respect to security breaches affecting the vendors and other parties that interact with these service providers. As interconnectivity with these third parties and subsidiaries increases, operational risk deriving from the failure of their systems increases. The Group may be required to take steps to protect the integrity of its operational systems, thereby increasing operational costs and potentially decreasing customer satisfaction. In addition, any problems caused by these providers, such as their failure to provide services for any reason, or performing their services poorly, could adversely affect its ability to deliver products and services to customers and otherwise conduct its business, which could lead to reputational damage or regulatory investigations and intervention. Replacing these third party vendors could also entail significant delays and expense. Further, the operational and regulatory risk faced as a result of these arrangements may be increased to the extent that these arrangements have to be restructured. Any restructuring could involve significant expense to the Group and entail significant delivery and execution risk, which could have a material adverse effect on its businesses, financial situation and results.

#### ***2.8.10. Damage to the Group's reputation could affect its business.***

Maintaining a positive reputation is critical to protect the Group's brand, attract and retain customers, investors and employees and conduct business transactions with counterparties. Reputational damage can therefore cause significant harm to its business and prospects. There are numerous sources of reputational risk, including employee misconduct or fraud, litigation or regulatory enforcement, failure to deliver minimum standards of service and quality, compliance failures, unethical behaviour, or the activities of customers and counterparties. Damage could also be caused by negative publicity.

Actions taken by the financial services industry generally or by certain members of, or individuals in, the industry could also affect the Group's reputation. For example, the behaviour of certain sector institutions during the financial crisis and the shift toward increasing regulatory supervision and enforcement has triggered a decline in the public perception of financial entities.

The Group could suffer significant reputational harm if it fails to identify and manage potential conflicts of interest properly. The failure, or perceived failure, to adequately address conflicts of interest could affect the willingness of customers to deal with the Group, or give rise to litigation or enforcement actions. Therefore, there can be no assurance that conflicts of interest will not arise in the future that could cause material harm to the Group.

#### ***2.8.11. The Group carries out transactions with its subsidiaries and related parties. Third parties could consider that these transactions are not made on an arm's length basis.***

The Group has signed a large number of service agreements with subsidiaries and related parties for the provision of administrative, accounting, financial, treasury and legal services, among others.

Spanish law provides for several procedures designed to ensure that the transactions entered into between subsidiaries or Group companies are performed on an arm's length basis.

The Group is likely to continue carrying out transactions with its subsidiaries and related parties. Future conflicts of interests between the Group and its subsidiaries and related parties, or between its subsidiaries and related parties may arise, which may not be resolved in favour of the Group.

## **2.9. Financial reporting and control risks**

### **2.9.1. Changes in accounting standards could impact reported earnings.**

The accounting standard setters and other regulatory bodies periodically change the financial accounting and reporting standards that govern the preparation of the consolidated financial statements. These changes can materially impact how the Group records and reports its financial situation and operating income. In some cases, it could be required to apply a revised or new standard retroactively, resulting in the restatement of prior period financial statements.

For details of the adoption of new rules and interpretations see [note 1. b\)](#) to the financial statements. Specifically, IFRS 9 *Financial instruments*, IFRS 15 *Revenue from contracts with customers* and IFRS 16 *Leases*, among others, will come into force from 31 December 2016. Their application could have a significant impact on the Group's financial statements. This impact is being assessed at the registration date of this report. For IFRS 9, the Group will include qualitative information in its interim consolidated abridged financial statements for the first half of 2017. In addition, the Group will include a preliminary estimate of the quantitative impact of the standard in the interim financial statements.

### **2.9.2. The Group's financial statements are based in part on assumptions and estimates which, if inaccurate, could cause material misstatement of its results of operations and financial position.**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the uncertainty inherent in these estimates, results in future periods may differ. These judgements, estimates and assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are considered reasonable. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. Accounting policies based on materiality criteria and on judgements and estimates have a material effect on the Group's results and financial situation. These policies affect the recognition of impairment of loans and advances and goodwill, the valuation of financial instruments, the impairment of available-for-sale financial assets, deferred tax assets provisions and provisions for liabilities.

If the judgments, estimates and assumptions used to prepare the consolidated financial statements are subsequently found to be incorrect, this could have a material effect on results of operations, which in turn could affect funding requirements and capital ratios.

### **2.9.3. Controls and procedures for financial reporting may not prevent or detect all errors or acts of fraud. Likewise, the controls implemented by the Group may not be sufficient to prevent internal acts of fraud.**

The objective of the controls and procedures implemented for financial reporting is to provide reasonable assurance that the information required by the regulators is reported to senior management and recorded, processed, synthesised and published in due time and form.

These disclosure controls and procedures have inherent limitations which include the possibility that judgments in decision-making can be faulty and that breakdowns occur because of errors.

Additionally, controls can be circumvented or even sabotaged. Consequently, the Group's businesses are exposed to risks relating to non-compliance with corporate policies, employee misconduct or negligence and fraud, which could result in regulatory sanctions, civil claims and serious reputational or financial harm. A number of multinational financial institutions have suffered material losses due to the actions of 'rogue traders' or other employees. It is not always possible to deter employee misconduct and the precautions we take to prevent and detect this activity may not always be effective. Accordingly, because of the inherent limitations in the control system, misstatements due to error or fraud may occur and not be detected.

\* \* \*



## **CHAPTER 1**

### **PERSONS RESPONSIBLE**

#### **1.1 PERSONS RESPONSIBLE FOR THE CONTENT OF THE REGISTRATION DOCUMENT**

José García Cantera, acting on behalf of and representing BANCO SANTANDER, S.A. the (“Bank”, “Banco Santander”, the “Company” or “Santander”), as senior executive vice-president, is hereby responsible for the entire content of the Bank's Share Registration Document (the “Registration Document”), that is presented in the format required in Annex I of Regulation (EC) 809/2004, of the European Commission, of 29 April 2004, and the minimum disclosure requirements set down in article 7 of Directive 2003/171/EC. José García Cantera has sufficient powers to bind the Bank in virtue of the public deed extended before Notary Juan de Dios Valenzuela García of the Cantabria College of Notaries, resident in Santander, on 4 June 2012, under protocol 968.

#### **1.2 STATEMENT OF RESPONSIBILITY FOR THE REGISTRATION DOCUMENT**

José García Cantera, on behalf of and representing the Bank, having acted with reasonable diligence to ensure that such is the case, declares that the information contained in this Registration Document, is, to the best of his knowledge, true, and contains no omissions that could affect its content.

\* \* \*

## **CHAPTER 2**

### **AUDITORS**

#### **2.1 AUDITOR'S NAME AND ADDRESS**

The Bank's consolidated and separate financial statements for 2016 have been audited by the external firm PricewaterhouseCoopers Auditores S.L., with registered offices in Madrid, Paseo de la Castellana, nº 259 B, tax identification number B-79031290 and registered on the Official Register of Accounts Auditors of the Accounting and Auditing Institute of the Ministry of Economy and Competitiveness under number S-0242. The Bank's consolidated and separate financial statements for 2015 and 2014 were audited by the external audit firm Deloitte, S.L., with registered offices in Madrid, Plaza Pablo Ruiz Picasso, 1, and registered in the Official Register of Accounts Auditors under number S-0692.

#### **2.2 AUDITORS' RESIGNATION**

The Bank's auditors did not resign and were not dismissed from their functions during the period covered by the historical financial data.

On 6 July 2015, the Board of Directors appointed PricewaterhouseCoopers Auditores, S.L. as the external auditor of the Bank and the consolidated Group, to audit its financial statements for 2016, 2017 and 2018. This decision was taken in accordance with corporate governance recommendations regarding the rotation of the external auditor, at the proposal of the audit committee and as a result of a selection process conducted with full transparency.

Subsequently, the annual general shareholders' meeting held on 18 March 2016 approved the designation of PricewaterhouseCoopers Auditores, S.L. as the new external auditor of Banco Santander, S.A. and its consolidated Group for verification of the annual financial statements corresponding to the financial years 2016, 2017 and 2018. The appointment was is filed with the Companies Registry of Cantabria on 15 April 2016, in sheet S-1960, volume 1089, book 9, folio 214, entry 2999.

\* \* \*



## CHAPTER 3

### FINANCIAL INFORMATION

#### 3.1 SELECTED HISTORICAL INFORMATION

The information contained in this chapter should be read in conjunction with the accompanying [financial statements](#) and is subject in full to the content of these financial statements.

	2016	2015(*)	Change		2014(*)
			Absolute	%	
<b>Balance sheet (millions of euros)</b>					
Total assets	1,339,125	1,340,260	(1,135)	-0.1%	1,266,296
Loans and advances to customers (net)	790,470	790,848	(378)	-0.05%	734,711
Customer deposits	691,111	683,142	7,969	1%	647,706
Own funds	90,939	88,040	2,899	3%	80,805
<b>Income statement (millions of euros)</b>					
Net interest income	31,089	32,812	(1,723)	-5%	29,547
Gross income	44,232	45,895	(1,663)	-4%	42,612
Profit before tax	10,768	9,547	1,221	13%	10,679
Consolidated profit	7,486	7,334	152	2%	6,935
Profit attributable to the Group	6,204	5,966	238	4%	5,816
Attributable profit per share (euros)	0.41	0.40	0.01	2%	0.48

	2016	2015	Change		2014
			Absolute	%	
<b>Profitability and efficiency/total profit (**)</b>					
RoE (1)	6.99%	6.6%			7.8%
RoTE (1)	10.4%	10.0%			12.8%
RoA (1)	0.56%	0.55%			0.58%
RoRWA (1)	1.3%	1.2%			1.3%
Efficiency (including write-downs) (1)	48%	47%			47%
<b>Solvency and NPLs (**)</b>					
CET1 (fully-loaded)	10.6%	10.1%			9.7%
CET1 (phase-in)	12.5%	12.6%			12.2%
Non-performing loans ratio (1)	3.9%	4.4%			5.2%
NPL coverage ratio (1)	73.8%	73.1%			67.2%
<b>Shares and capitalisation (**)</b>					
Number of shares (millions)	14,582	14,434	148	1%	12,584
Price (euros)	4,959	4,558	0,401	9%	6,996
Market capitalisation (millions of euros)	72,314	65,792	6,521	10%	88,041
Tangible book value per share (euros) (1)	4.2	4.1			4.0
Price/tangible book value per share (times)	1.17	1.12			1.75
PER (price/earnings per share) (times)	12.18	11.30			14.59
<b>Other figures (**)</b>					
Number of shareholders	3,928,950	3,573,277	355,673	10.0	3,240,395
Number of employees	188,492	193,863	(5,371)	-3%	185,405
Number of branches	12,235	13,030	(795)	-6%	12,951

(\*) Unaudited data presented exclusively for comparison with the audited financial statements for the year ended December 2016. See [Note 1.d](#) of the 2016 financial statements for the differences with respect to published 2015 figures. The Santander Group's consolidated financial statements for the year ended 31 December 2016 are presented in accordance with the model required under CNMV Circular 5/2015. To facilitate comparison, the financial statements and disclosures required in 2015 and 2014 have been restated in accordance with the new models, although the changes are not significant.

(\*\*) Unaudited data.

(1) See Glossary of APMs in [chapter 26](#).

## 3.2 INTERIM FINANCIAL INFORMATION SELECTED

The information contained in this chapter should be read in conjunction with the Group's interim financial information at 31 March 2017 included in [chapter 20.6](#) of this report, and is subject in full to the content of these financial statements.

			Change	
	1Q 17	1Q 16	Absolute	%
<b>Balance sheet (millions of euros)</b>				
Total assets	1,351,956	1,324,200	27,756	2%
Loans and advances to customers (net)	795,312	773,452	21,859	3%
Customer deposits	705,786	670,627	35,159	5%
Equity	104,869	98,781	6,088	6%
<b>Income statement (millions of euros)</b>				
Net interest income	8,402	7,624	778	10%
Gross income	12,029	10,730	1,299	12%
Profit before tax	3,311	2,732	579	21%
Consolidated profit	2,186	1,922	264	14%
Profit attributable to the Group	1,867	1,633	234	14%
Attributable profit per share (euros)	0.122	0.108	0.01	13%
<b>Profitability and efficiency/total profit (%)</b>				
RoE (1)	8.19	7.46		
RoTE (1)	12.13	11.13		
RoA (1)	0.65	0.58		
RoRWA (1)	1.48	1.33		
Efficiency (including write-downs) (1)	46.1	48.1		
<b>Solvency and NPLs (%)</b>				
CET1 (fully-loaded)	10.66	10.27		
CET1 (phase-in)	12.12	12.36		
Non-performing loans ratio	3.74	4.33		
NPL coverage ratio	74.6	74.0		
<b>Shares and capitalisation</b>				
Number of shares (millions)	14,582	14,434	148	1%
Price (euros)	5,745	3,874	1,871	48%
Market capitalisation (millions of euros)	83,776	55,919	27,856	50%
Tangible book value (€)	4,26	4,07		
Price/tangible book value per share (times)	1,35	0,95		
PER (price/earnings per share) (times)	11,74	8,99		
<b>Other figures</b>				
Number of shareholders	3,957,838	3,682,927	274,911	7%
Number of employees	188,182	194,519	(6,337)	-3%
Number of branches	12,117	12,962	(845)	-7%

Note: The financial information contained herein is not audited. However, it was approved by the company's Board of Directors on 25 April 2017, after a favourable report from the Audit Committee dated 19 April 2017. In its review, the Audit Committee verified that the 2017 financial information was prepared in accordance with the same principles and practices applied to the financial statements.

(1) See glossary of APMs in [chapter 26](#)

\* \* \*

## **CHAPTER 4**

### **RISK FACTORS**

See the [risk factors](#) described at the beginning of this report.

\* \* \*

## **CHAPTER 5**

### **INFORMATION ABOUT THE ISSUER**

#### **5.1 ISSUER'S HISTORY AND DEVELOPMENT**

##### ***5.1.1 Legal and commercial name***

The Bank's corporate name is BANCO SANTANDER, S.A. and it operates under the commercial name Santander. The Bank's Legal Entity Identifier (LEI) is 5493006QMFDDMYWIAM13.

##### ***5.1.2 Place and number of registration***

The Bank is registered with the Companies Registry of Cantabria, and its Bylaws have been adapted to Royal Legislative Decree 1/2020, of 2 July, approving the revised text of the Spanish Corporate Enterprises Act (Ley de Sociedades de Capital) by means of the notarial instrument executed in Santander on 29 July 2011 before notary Juan de Dios Valenzuela García, under number 1209 of his book and filed with Companies Registry of Cantabria in volume 1006 of the Archive, folio 28, page number S-1960, entry 2038.

The Bank is also registered in the Special Registry of Banks and Bankers with code number 0049.

##### ***5.1.3 Date of incorporation and length of activity***

The Bank was established in the city of Santander by public deed before the Notary Public of Santander José Dou Martínez on 3 March 1856, and was later ratified and amended in part by a second public deed dated 21 March 1857 executed before the Notary Public of Santander José María Olarán. It commenced operations on 20 August 1857.

The Bank commenced its activities upon incorporation and, according to article 4 of the Bylaws, its duration shall be for an indefinite period of time:

*“Article 4. Commencement of activities and duration:*

- 1. The Company commenced its activities on 20 August 1857.*
- 2. The Company was incorporate for an indefinite period of time”.*

##### ***5.1.4 Domicile, legal form, legislation under which it operates, country of incorporation, address and telephone number of registered office***

The Bank is domiciled in Spain, has the legal form of a public limited company (sociedad anónima) and its activities are subject to special Spanish laws applicable to credit institutions in general and, specifically, to the supervision, control and regulations of the Bank of Spain (Banco de España) and the European Central Bank.

Banco Santander, S.A. was incorporated in Spain. Its registered offices are located in Paseo de Pereda 9-12, Santander. The Bank's head office is located at Ciudad Grupo Santander, Avda. de Cantabria, s/n, 28660 Boadilla del Monte (Madrid). The telephone number for Investor Relations at the Bank's head office is +34 91 259 65 14.

#### ***5.1.5 Important events in the development of the business***

The Bank was established in the city of Santander by public deed executed on 3 March 1856, later ratified and amended in part by a second public deed dated 21 March 1857, and it began to operate on 20 August 1857. It was transformed into a credit corporation (sociedad anónima de crédito) by public deed, executed by Santander Notary Ignacio Pérez, on 14 January 1875, amended by subsequent public deeds, and registered in the Companies Registry Book of the Government's Trade Promotion Section in the Province of Santander. The Bank amended its Bylaws to conform to the Spanish Business Corporations Law (Ley de Sociedades Anónimas) by means of a public deed executed in Santander on 8 June 1992 before Notary José María de Prada Díez and recorded in his notarial record book under number 1316. The Bank brought its Bylaws into line with the Spanish Corporate Enterprises Act (Ley de Sociedades de Capital) by means of a public deed executed in Santander on 29 July 2011 before Notary Juan de Dios Valenzuela García and recorded in his notarial record book under number 1209.

It commenced its activities upon incorporation.

In 1999, Banco Santander, S.A. merged with Banco Central Hispanoamericano, S.A. Banco Santander, S.A. was the absorbing company. The merger of Banco Santander, S.A. and Banco Central Hispanoamericano, S.A. was finalised by the boards of directors of both institutions on 15 January 1999 and approved by shareholders at their respective general shareholders' meetings on 6 March 1999. As part of the merger framework, the Bank changed its name to Banco Santander Central Hispano, S.A. Subsequently, at the general shareholders' meeting held on 23 June 2007, shareholders resolved to change the name back to Banco Santander, S.A.

On 25 July 2004, the boards of directors of the Bank and of Abbey National plc (Abbey) approved the terms upon which Abbey's board of directors was to recommend to its shareholders the takeover bid made by the Bank for all the ordinary shares of Abbey under a Scheme of Arrangement subject to the UK Companies Act.

Following the respective general shareholders' meetings of Abbey and of the Bank, held in October 2004, and once all other conditions for the transaction had been met, the acquisition was completed on 12 November 2004 through the delivery of one new share of the Bank for each ordinary share of Abbey (now Santander UK).

On 20 July 2007, the Bank, together with The Royal Bank of Scotland Group plc, Fortis N.V. and Fortis S.A./N.V., through RFS Holdings B.V., made an offer for the total share capital of ABN AMRO Holding N.V. (ABN AMRO).

The ABN AMRO acquisition was completed on 31 October 2007 and the spin-off of its businesses began. The main asset acquired by Santander was the Brazilian bank, Banco Real.

On 30 January 2009, the acquisition of Sovereign Bancorp (currently Santander Bank, N.A.) was completed and it became a 100%-owned subsidiary of the Santander Group. Through this purchase, the Group entered the United States commercial banking business.

Shareholders at the general meeting held on 22 March 2013 approved the merger by absorption of Banco Español de Crédito, S.A. and Banco Banif, S.A. Unipersonal by Banco Santander, S.A.

On 8 January 2015, the Group announced that the board of directors had agreed to increase capital through an Accelerated Bookbuilt Offering with the exclusion of preferential subscription rights. The capital increase totalled 7,500 million euros, of which 607 million euros corresponded to the nominal value of the 1,213,592,234 new shares issued and 6,893 million euros to the share premium.

On 7 June 2017, Banco Santander, S.A. announced the acquisition of 100% of the share capital of Banco Popular Español, S.A. As part of this transaction, Banco Santander will raise approximately 7,072 million euros to cover the capital and provisions that will be needed to strengthen the balance sheet of the acquiree bank.

[Note 3](#) to the financial statements contains a summary of the main purchases and sales of stakes in other companies, and other major corporate transactions made by the Group in the last three years. [Note 8](#) to the financial statements also contains a summary of the main purchases and spin-offs of equity instruments made in last three years. [Note 34](#) to the financial statements contains a summary of the main transactions relating to other equity instruments and treasury shares. [Note 44](#) to the financial statements contains a summary of results from the exchange and buyback of issues. The most significant events in Group companies in 2017 up to the registration date of this report are shown below.

***The most significant events in Group companies in 2017:***

***(a) Acquisition of 100% of the share capital of Banco Popular***

On 7 June 2017, Banco Santander, S.A. announced the acquisition of 100% of the share capital of Banco Popular Español, S.A. following a competitive sale process held as part of the resolution adopted by the Single Resolution Board and implemented by the FROB, in accordance with (EU) Regulation 806/2014 of the European Parliament and Council, of 15 July, Directive 2014/59/EU of the European Parliament and Council, of 15 May 2014 and Law 11/2015, of 18 June, on the recovery and resolution of credit institutions and investment services companies.

As part of the execution of the resolution scheme: (i) all the shares of Banco Popular outstanding at the close of business on 6 June 2017 and all the shares resulting from the conversion of the Additional Tier 1 regulatory capital instruments issued by Banco Popular were cancelled in full and (ii) all the Tier 2 regulatory capital instruments issued by Banco Popular were converted into newly issued shares of Banco Popular, all of which were acquired by Banco Santander for the price of one euro (€).

Banco Santander will also carry out a capital increase for approximately 7,072 million euros to reinforce and optimise the Bank's equity structure so as suitably to accommodate the acquisition of 100% of the share capital of Banco Popular. Banco Santander's current shares carry preferential subscription rights in this capital increase. Banco Santander has underwriting commitments for the whole amount.

Banco Santander's integration with Banco Popular will significantly strengthen the Group's franchise in Spain and Portugal.

In Spain, the new entity, which will operate under the Santander brand, will have assign strategic priority to increasing its SME business, and the acquisition will further diversify its business portfolio, with a greater weighting in segments that contribute greater profitability at a positive point of the economic cycle.

The transaction also includes Banco Popular's business in Portugal, which will form part of Santander Totta. The transaction will boost the growth of Santander Totta, strengthening its position in the country.

The acquisition of Banco Popular meets strict strategic and financial investment criteria and is expected to strengthen the Group's main business ratios. It is also aligned with the Bank's commitment to making purchases that complement the franchises in its main markets when they generate value for customers and shareholders.

The new entity will show an increase in profitability and generate cost synergies, with savings of around 500 million euros a year from 2020 onwards.

The impact of these transactions on the Banco Santander Group's CET1 is expected to be neutral, and in the future it is expected to increase the Bank's organic capital generation capacity. Santander maintains its commitment to increasing its CET1 ratio to over 11% in 2018.

Santander Spain's current management team, headed by CEO, Rami Aboukhair, will manage the new entity.

Banco Popular experienced significant deposit losses prior to the acquisition, and Banco Santander provided €13 billion of funding to Banco Popular following the acquisition in order to enhance its liquidity. Since the acquisition, Banco Popular's deposit base has begun to recover.

Banco Popular has entered in recent years in a number of joint ventures and alliances involving a significant proportion of its businesses. Banco Santander is in the process of assessing the strategic rationale of these joint ventures as customary following an acquisition. As a result of that assessment and the contractual terms of such joint ventures, some or all of those joint ventures may be terminated or renegotiated, which may lead, in turn, to the sale of Banco Popular's participation or to the reinvestment in such joint ventures. As part of such assessment process, on June 30, 2017, Banco Popular announced its decision to repurchase 51% of the share capital of Aliseda Servicios de Gestión Inmobiliaria, S.L., a real estate servicer, which Banco Popular does not already hold, for 180 million euros.

Moreover, Banco Santander intends to scale down the Group's non-performing assets (real estate and non-performing loans) after the acquisition of Banco Popular. Said reduction will take place in a period shorter than three years. However, this period could be substantially shorter if demand circumstances and market prices allow that. In this regard, on 30 June 2017 Banco Popular inform that it has agreed to initiate a process to find partners or investors for a non-performing assets portfolio with an estimated gross value of 30 billion euros.

### ***(b) Agreement concerning Santander Asset Management***

On 16 November 2016, following the discontinuation agreed with the Unicredit Group on 27 July 2016 with regard to the merger project between Santander Asset Management and Pioneer Investments, the Group announced it had reached an agreement with Warburg Pincus ("WP") and General Atlantic ("GA") whereby Santander will purchase the 50% stake held by the companies in Santander Asset Management, thus making it again a wholly-owned Santander Group company once more.

As part of this operation, Santander, WP and GA agreed to explore a number of alternatives for the disposal of stakes in Allfunds Bank, S.A. ("Allfunds Bank"), and these included a possible sale or an initial public offering. On 7 March 2017, the Bank announced that, with its partners at Allfunds Bank, it had reached an agreement to sell 100% of Allfunds Bank to funds affiliated with Hellman & Friedman, a venture capital fund, and the Singapore sovereign wealth fund (GIC, *Government of Singapore Investment Corporation*).

The Group estimates a consideration of approximately 470 million euros from the sale of its 25% stake in Allfunds Bank, which implies a net capital gain of around 300 million euros, and that in 2018 the sale of Allfunds Bank, together with the purchase of the 50% of Santander Asset Management not owned by Santander, will positively impact the earning per share ratio and generate a return on capital (return on invested capital, RoIC<sup>2</sup>) of over 20% (25% in 2019). The Group also believes that at year-end 2017 the capital consumption (core equity tier 1) of both transactions will be approximately 11 basis points. Both operations are subject to the corresponding regulatory permits being secured.

## **5.2 INVESTMENTS**

### ***5.2.1 Main investments made by the issuer***

The main investments and disposals made in 2016, 2015 and 2014 are listed in [notes 3](#) and [8](#) to the financial statements. See also [chapter 11](#) for investments in technological developments.

---

<sup>2</sup> The return on investment capital (ROIC) is a measure of the company's capacity to generate gains on each euro of capital invested.



### **5.2.2 Main investments made in the current year**

On 7 June 2017, the Santander Group acquired 100% of the share capital of Banco Popular. See [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#).

The Group also invested in recurring technological developments for the same amount as in previous years. See [chapter 11](#) for investments in technological developments in previous years.

### **5.2.3 Future investments for which firm commitments have already been made**

Other than the investments and disposals mentioned below and recurrent investments in technological developments (that are expected to be in line with previous years) there are no investments or pending disposals that affect key businesses with respect to which firm commitments have been made and which are pending implementation.

- Agreement to purchase 100% of Santander Asset Management and sale of Allfunds Bank, S.A. See [chapter 5.1.5 \(b\) Agreement concerning Santander Asset Management](#).
- Agreement to purchase the 9.65% stake held by DDFS LLC in Santander Consumer USA Holdings, Inc. Following this transaction, which is subject to the corresponding regulatory approval, the Group's stake in Santander Consumer USA Holdings, Inc. would be approximately 68.5%.
- Agreement to acquire 51% of Aliseda Servicios de Gestión Inmobiliaria, S.L. See [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#).

\* \* \*

## **CHAPTER 6**

### **BUSINESS DESCRIPTION**

## **6.1 MAIN ACTIVITIES**

### **6.1.1 General description of the operating areas**

Banco Santander carries out a broad and diversified range of business activities, focused primarily on retail and commercial banking. In accordance with IFRS, the Bank divides its operating business areas into two segments:

#### **(I) Principal (or geographical) segment.**

The areas reported on are as follows:

- **Continental Europe**
- **United Kingdom**
- **Latin America**
- **United States**

#### **(II) Secondary (or business) segment.**

The areas reported on are as follows:

- **Retail banking**
- **Santander Global Corporate Banking**
- **Real estate activity in Spain**

In addition to the operating businesses described, the Group has a Corporate Centre.

[Notes 52 a\)](#) and [b\)](#) to the financial statements contain a breakdown of the principal and secondary segments, respectively.

The [Directors' Report](#) assesses the performance of the principal and secondary segments in 2016.

A summarised balance sheet and income statement for the different geographical areas are shown below:

Balance sheet (condensed)	Millions of euros						
	2016						
	Europe (Continental)	United Kingdom	Latin America	United States	Corporate centre	Intra-group eliminations	Total
<b>Total assets</b>	<b>520,136</b>	<b>354,960</b>	<b>320,767</b>	<b>137,389</b>	<b>132,154</b>	<b>(126,281)</b>	<b>1,339,125</b>
Loans to customers	297,217	251,250	152,186	85,388	4,429	-	790,470
Financial assets held for trading	53,966	33,986	43,422	2,885	1,203	-	135,462
Available-for-sale financial assets	55,735	12,336	29,840	16,089	2,774	-	116,774
Central banks and credit institutions	58,085	15,305	48,612	1,090	172	(46,577)	76,687
Other tangible and intangible assets (*)	7,902	2,581	4,111	10,648	741	-	25,983
Other asset accounts	47,231	39,502	42,596	21,289	122,835	(79,704)	193,749
<b>Total liabilities and equity</b>	<b>520,136</b>	<b>354,960</b>	<b>320,767</b>	<b>137,389</b>	<b>132,154</b>	<b>(126,281)</b>	<b>1,339,125</b>
Customer deposits	269,935	212,113	143,746	64,459	858	-	691,111
Debt securities issued	53,063	71,108	47,436	26,340	30,922	-	228,869
Liabilities under insurance and reinsurance contracts	651	-	1	-	-	-	652
Central banks and credit institutions	103,815	21,559	47,585	22,233	783	(46,577)	149,398
Other liability accounts (**)	61,488	34,068	57,475	9,896	15,230	-	178,157
Own funds	31,184	16,112	24,524	14,461	84,361	(79,704)	90,938
<b>Other managed customer funds</b>	<b>65,834</b>	<b>8,564</b>	<b>81,034</b>	<b>3,828</b>	<b>-</b>	<b>-</b>	<b>159,260</b>
Investment funds	46,229	8,446	74,554	701	-	-	129,930
Pension funds	11,298	-	-	-	-	-	11,298
Managed portfolios	8,307	118	6,480	3,127	-	-	18,032
<b>Managed customer funds (***)</b>	<b>388,832</b>	<b>291,785</b>	<b>272,216</b>	<b>94,627</b>	<b>31,780</b>	<b>-</b>	<b>1,079,240</b>

(\*) Includes tangible assets and other intangible assets.

(\*\*) Includes, in addition to liability balances not broken down, the balance of minority interests.

(\*\*\*) Includes customer deposits, debt securities issued and other managed customer funds.

Balance sheet (condensed)	Millions of euros						
	2015						
	Europe (continental)	United Kingdom	Latin America	United States	Corporate centre	Intra-group eliminations	Total
<b>Total assets</b>	<b>538,645</b>	<b>383,155</b>	<b>267,885</b>	<b>130,584</b>	<b>148,134</b>	<b>(128,143)</b>	<b>1,340,260</b>
Loans to customers	287,252	282,673	133,139	84,190	3,594	-	790,848
Financial assets held for trading	60,151	40,138	33,669	2,299	2,656	-	138,913
Available-for-sale financial assets	60,913	12,279	25,926	19,145	3,773	-	122,036
Central banks and credit institutions	76,111	14,083	35,523	1,045	6,748	(50,980)	82,530
Other tangible and intangible assets (*)	11,798	3,025	3,522	9,156	289	-	27,790
Other asset accounts	42,420	30,957	36,106	14,749	131,074	(77,163)	178,143
<b>Total liabilities and equity</b>	<b>538,645</b>	<b>383,155</b>	<b>267,885</b>	<b>130,584</b>	<b>148,134</b>	<b>(128,143)</b>	<b>1,340,260</b>
Customer deposits	263,462	231,947	122,413	60,115	5,205	-	683,142
Debt securities issued	51,103	74,260	39,526	23,905	37,366	-	226,160
Liabilities under insurance and reinsurance contracts	626	-	1	-	-	-	627
Central banks and credit institutions	132,688	23,610	42,395	26,170	1,490	(50,980)	175,373
Other liability accounts (**)	58,253	36,162	43,873	9,073	19,557	-	166,918
Own funds	32,513	17,176	19,677	11,321	84,516	(77,163)	88,040
<b>Other managed customer funds</b>	<b>64,433</b>	<b>9,703</b>	<b>59,065</b>	<b>7,540</b>	-	-	<b>140,741</b>
Investment funds	44,393	9,564	54,426	645	-	-	109,028
Pension funds	11,376	-	-	-	-	-	11,376
Managed portfolios	8,664	139	4,639	6,895	-	-	20,337
<b>Managed customer funds (***)</b>	<b>378,998</b>	<b>315,910</b>	<b>221,004</b>	<b>91,560</b>	<b>42,571</b>	-	<b>1,050,043</b>

(\*) Includes tangible assets and other intangible assets.

(\*\*) Includes, in addition to liability balances not broken down, the balance of minority interests.

(\*\*\*) Includes customer deposits, debt securities issued and other managed customer funds.

Balance sheet (condensed)	Millions of euros						
	2014						
	Europe (continental)	United Kingdom	Latin America	United States	Corporate centre	Intra-group eliminations	Total
<b>Total assets</b>	<b>496,598</b>	<b>354,235</b>	<b>268,488</b>	<b>108,034</b>	<b>141,375</b>	<b>(102,434)</b>	<b>1,266,296</b>
Loans to customers	268,735	251,191	139,955	70,420	4,410	-	734,711
Financial assets held for trading	65,863	39,360	31,766	5,043	2,120	-	144,152
Available-for-sale financial assets	56,845	11,196	31,174	12,737	3,298	-	115,250
Central banks and credit institutions	66,602	14,093	22,104	3,460	2,433	(27,404)	81,288
Other tangible and intangible assets (*)	11,796	2,700	3,912	6,905	796	-	26,109
Other asset accounts	26,757	35,695	39,577	9,469	128,318	(75,030)	164,786
<b>Total liabilities and equity</b>	<b>496,598</b>	<b>354,235</b>	<b>268,488</b>	<b>108,034</b>	<b>141,375</b>	<b>(102,434)</b>	<b>1,266,296</b>
Customer deposits	256,909	202,328	131,826	51,304	5,339	-	647,706
Debt securities issued	54,840	74,957	38,363	16,796	28,739	-	213,695
Liabilities under insurance and reinsurance contracts	713	-	-	-	-	-	713
Central banks and credit institutions	90,305	26,720	35,978	17,760	12,257	(27,404)	155,616
Other liability accounts (**)	64,305	34,888	39,945	10,542	18,081	-	167,761
Own funds	29,526	15,342	22,376	11,632	76,959	(75,030)	80,805
<b>Other managed customer funds</b>	<b>60,679</b>	<b>9,667</b>	<b>62,488</b>	<b>8,535</b>	-	-	<b>141,369</b>
Investment funds	40,829	9,524	57,548	1,618	-	-	109,519
Pension funds	11,481	-	-	-	-	-	11,481
Managed portfolios	8,369	143	4,940	6,917	-	-	20,369
<b>Managed customer funds (***)</b>	<b>372,428</b>	<b>286,952</b>	<b>232,677</b>	<b>76,635</b>	<b>34,078</b>	-	<b>1,002,770</b>

(\*) Includes tangible assets and other intangible assets.

(\*\*) Includes, in addition to liability balances not broken down, the balance of minority interests.

(\*\*\*) Includes customer deposits, debt securities issued and other managed customer funds.

Income statement (condensed)	Millions of euros					
	2016					
	Europe (continental)	United Kingdom	Latin America	United States	Corporate centre	Total
<b>NET INTEREST INCOME</b>	<b>8,161</b>	<b>4,405</b>	<b>13,345</b>	<b>5,917</b>	<b>(739)</b>	<b>31,089</b>
Dividend income	272	1	78	30	32	413
Share of profit/(loss) of companies accounted for using the equity method	168	16	309	2	(51)	444
Net fee income	3,497	1,031	4,581	1,102	(31)	10,180
Other income (*)	818	319	806	22	136	2,101
Other operating income	(110)	44	(355)	460	(34)	5
<b>GROSS INCOME</b>	<b>12,806</b>	<b>5,816</b>	<b>18,764</b>	<b>7,533</b>	<b>(687)</b>	<b>44,232</b>
General expenses and depreciation and amortisation	(6,781)	(2,967)	(7,692)	(3,197)	(464)	(21,101)
Provisions or reversals of provisions	(444)	(276)	(800)	(72)	(916)	(2,508)
Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss	(1,383)	(58)	(4,912)	(3,187)	(86)	(9,626)
<b>PROFIT/(LOSS) FROM OPERATIONS</b>	<b>4,198</b>	<b>2,515</b>	<b>5,360</b>	<b>1,077</b>	<b>(2,153)</b>	<b>10,997</b>
Impairment or reversal of impairment on non-financial assets	(36)	(64)	(42)	(35)	37	(140)
Other income and charges	(150)	1	59	(6)	7	(89)
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>4,012</b>	<b>2,452</b>	<b>5,377</b>	<b>1,036</b>	<b>(2,109)</b>	<b>10,768</b>
Income tax	(1,083)	(736)	(1,363)	(355)	255	(3,282)
<b>PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS</b>	<b>2,929</b>	<b>1,716</b>	<b>4,014</b>	<b>681</b>	<b>(1,854)</b>	<b>7,486</b>
Profit/(loss) from discontinued operations	-	-	-	-	-	-
<b>CONSOLIDATED PROFIT/(LOSS) FOR THE YEAR</b>	<b>2,929</b>	<b>1,716</b>	<b>4,014</b>	<b>681</b>	<b>(1,854)</b>	<b>7,486</b>
Profit/(loss) attributable to minority interests	330	36	628	286	2	1,282
<b>PROFIT/(LOSS) ATTRIBUTABLE TO THE GROUP</b>	<b>2,599</b>	<b>1,680</b>	<b>3,386</b>	<b>395</b>	<b>(1,856)</b>	<b>6,204</b>

(\*) Includes Gains/(losses) on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net; Gains/(losses) on financial assets and liabilities held for trading, net; Gains/(losses) on financial assets and liabilities designated at fair value through profit or loss, net; Gains/(losses) from hedge accounting, net; and Exchange differences (net).

Income statement (condensed)	Millions of euros											
	2015						2014					
	Europe (continental)	United Kingdom	Latin America	United States	Corporate centre	Total	Europe (continental)	United Kingdom	Latin America	United States	Corporate centre	Total
<b>NET INTEREST INCOME</b>	<b>8,006</b>	<b>4,942</b>	<b>13,752</b>	<b>6,116</b>	<b>(4)</b>	<b>32,812</b>	<b>7,517</b>	<b>4,234</b>	<b>13,620</b>	<b>4,789</b>	<b>(613)</b>	<b>29,547</b>
Dividend income	277	1	57	48	72	455	286	1	88	29	31	435
Share of profit/(loss) of companies accounted for using the equity method	120	10	285	3	(43)	375	(25)	9	283	4	(28)	243
Net fee income	3,417	1,091	4,452	1,086	(13)	10,033	3,500	1,028	4,372	830	(34)	9,696
Other income (*)	1,186	302	517	231	150	2,386	1,221	241	484	205	699	2,850
Other operating income	(178)	37	(308)	316	(33)	(166)	5	28	(290)	122	(24)	(159)
<b>GROSS INCOME</b>	<b>12,828</b>	<b>6,383</b>	<b>18,755</b>	<b>7,800</b>	<b>129</b>	<b>45,895</b>	<b>12,504</b>	<b>5,541</b>	<b>18,557</b>	<b>5,979</b>	<b>31</b>	<b>42,612</b>
General expenses and depreciation and amortisation	(6,735)	(3,357)	(7,906)	(3,025)	(697)	(21,720)	(6,444)	(3,055)	(7,850)	(2,239)	(598)	(20,186)
Provisions or reversals of provisions	(352)	(351)	(831)	(164)	(1,408)	(3,106)	(205)	(184)	(946)	(21)	(1,653)	(3,009)
Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss	(2,083)	(107)	(5,108)	(3,103)	(251)	(10,652)	(2,975)	(332)	(5,145)	(2,233)	(25)	(10,710)
<b>PROFIT/(LOSS) FROM OPERATIONS</b>	<b>3,658</b>	<b>2,568</b>	<b>4,910</b>	<b>1,508</b>	<b>(2,227)</b>	<b>10,417</b>	<b>2,880</b>	<b>1,970</b>	<b>4,616</b>	<b>1,486</b>	<b>(2,245)</b>	<b>8,707</b>
Impairment or reversal of impairment on non-financial assets	(172)	(9)	20	-	(931)	(1,092)	(156)	-	16	(12)	(786)	(938)
Other income and charges	(120)	5	78	16	243	222	(238)	3	113	46	2,986	2,910
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>3,366</b>	<b>2,564</b>	<b>5,008</b>	<b>1,524</b>	<b>(2,915)</b>	<b>9,547</b>	<b>2,486</b>	<b>1,973</b>	<b>4,745</b>	<b>1,520</b>	<b>(45)</b>	<b>10,679</b>
Income tax	(887)	(556)	(1,219)	(517)	966	(2,213)	(639)	(416)	(1,053)	(439)	(1,171)	(3,718)
<b>PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS</b>	<b>2,479</b>	<b>2,008</b>	<b>3,789</b>	<b>1,007</b>	<b>(1,949)</b>	<b>7,334</b>	<b>1,847</b>	<b>1,557</b>	<b>3,692</b>	<b>1,081</b>	<b>(1,216)</b>	<b>6,961</b>
Profit/(loss) from discontinued operations	-	-	-	-	-	-	(26)	-	-	-	-	(26)
<b>CONSOLIDATED PROFIT/(LOSS) FOR THE YEAR</b>	<b>2,479</b>	<b>2,008</b>	<b>3,789</b>	<b>1,007</b>	<b>(1,949)</b>	<b>7,334</b>	<b>1,821</b>	<b>1,557</b>	<b>3,692</b>	<b>1,081</b>	<b>(1,216)</b>	<b>6,935</b>
Profit/(loss) attributable to minority interests	261	37	596	329	145	1,368	174	1	790	219	(65)	1,119
<b>PROFIT/(LOSS) ATTRIBUTABLE TO THE GROUP</b>	<b>2,218</b>	<b>1,971</b>	<b>3,193</b>	<b>678</b>	<b>(2,094)</b>	<b>5,966</b>	<b>1,647</b>	<b>1,556</b>	<b>2,902</b>	<b>862</b>	<b>(1,151)</b>	<b>5,816</b>

(\*) Includes Gains/(losses) on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net; Gains/(losses) on financial assets and liabilities held for trading, net; Gains/(losses) on financial assets and liabilities designated at fair value through profit or loss, net; Gains/(losses) from hedge accounting, net; and Exchange differences (net).



A summarised income statement for the different business areas is shown below:

Income statement (condensed)	Millions of euros				
	2016				
	Commercial banking	Santander Global Corporate Banking	Real estate business in Spain	Corporate centre	Total
<b>NET INTEREST INCOME</b>	<b>29,090</b>	<b>2,781</b>	<b>(43)</b>	<b>(739)</b>	<b>31,089</b>
Dividend income	131	250	-	32	413
Share of profit/(loss) of companies accounted for using the equity method	505	(7)	(3)	(51)	444
Net fee income	8,745	1,465	1	(31)	10,180
Other income (*)	663	1,293	9	136	2,101
Other operating income	(79)	43	75	(34)	5
<b>GROSS INCOME</b>	<b>39,055</b>	<b>5,825</b>	<b>39</b>	<b>(687)</b>	<b>44,232</b>
General expenses and depreciation and amortisation	(18,475)	(1,951)	(211)	(464)	(21,101)
Provisions or reversals of provisions	(1,547)	(40)	(5)	(916)	(2,508)
Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss	(8,713)	(660)	(167)	(86)	(9,626)
<b>PROFIT/(LOSS) FROM OPERATIONS</b>	<b>10,320</b>	<b>3,174</b>	<b>(344)</b>	<b>(2,153)</b>	<b>10,997</b>
Impairment losses on other assets (net)	(97)	(59)	(21)	37	(140)
Other non-financial income	(22)	22	(96)	7	(89)
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>10,201</b>	<b>3,137</b>	<b>(461)</b>	<b>(2,109)</b>	<b>10,768</b>
Income tax	(2,799)	(876)	138	255	(3,282)
<b>PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS</b>	<b>7,402</b>	<b>2,261</b>	<b>(323)</b>	<b>(1,854)</b>	<b>7,486</b>
Profit/(loss) from discontinued operations	-	-	-	-	-
<b>CONSOLIDATED PROFIT/(LOSS) FOR THE YEAR</b>	<b>7,402</b>	<b>2,261</b>	<b>(323)</b>	<b>(1,854)</b>	<b>7,486</b>
Attributable to minority interests (non-controlling interests)	1,105	172	3	2	1,282
<b>PROFIT/(LOSS) ATTRIBUTABLE TO THE PARENT COMPANY</b>	<b>6,297</b>	<b>2,089</b>	<b>(326)</b>	<b>(1,856)</b>	<b>6,204</b>

Income statement (condensed)	Millions of euros									
	2015					2014				
	Commercial banking	Santander Global Corporate Banking	Real estate business in Spain	Corporate centre	Total	Commercial banking	Santander Global Corporate Banking	Real estate business in Spain	Corporate centre	Total
<b>NET INTEREST INCOME</b>	<b>30,027</b>	<b>2,830</b>	<b>(41)</b>	<b>(4)</b>	<b>32,812</b>	<b>27,699</b>	<b>2,481</b>	<b>(20)</b>	<b>(613)</b>	<b>29,547</b>
Dividend income	124	259	-	72	455	132	272	-	31	435
Share of profit/(loss) of companies accounted for using the equity method	434	(6)	(10)	(43)	375	341	(2)	(68)	(28)	243
Net fee income	8,621	1,425	-	(13)	10,033	8,338	1,392	-	(34)	9,696
Other income (*)	1,346	739	151	150	2,386	1,394	749	8	699	2,850
Other operating income	(194)	24	37	(33)	(166)	(215)	31	49	(24)	(159)
<b>GROSS INCOME</b>	<b>40,358</b>	<b>5,271</b>	<b>137</b>	<b>129</b>	<b>45,895</b>	<b>37,689</b>	<b>4,923</b>	<b>(31)</b>	<b>31</b>	<b>42,612</b>
General expenses and depreciation and amortisation	(18,730)	(2,058)	(235)	(697)	(21,720)	(17,519)	(1,840)	(229)	(598)	(20,186)
Provisions or reversals of provisions	(1,656)	(51)	9	(1,408)	(3,106)	(1,309)	(38)	(9)	(1,653)	(3,009)
Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss	(9,462)	(688)	(251)	(251)	(10,652)	(9,812)	(552)	(321)	(25)	(10,710)
<b>PROFIT/(LOSS) FROM OPERATIONS</b>	<b>10,510</b>	<b>2,474</b>	<b>(340)</b>	<b>(2,227)</b>	<b>10,417</b>	<b>9,049</b>	<b>2,493</b>	<b>(590)</b>	<b>(2,245)</b>	<b>8,707</b>
Impairment losses on non-financial assets, net	2	(37)	(126)	(931)	(1,092)	(26)	(43)	(83)	(786)	(938)
Other income and charges	117	4	(142)	243	222	158	(13)	(221)	2,986	2,910
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>10,629</b>	<b>2,441</b>	<b>(608)</b>	<b>(2,915)</b>	<b>9,547</b>	<b>9,181</b>	<b>2,437</b>	<b>(894)</b>	<b>(45)</b>	<b>10,679</b>
Income tax	(2,663)	(695)	179	966	(2,213)	(2,128)	(667)	248	(1,171)	(3,718)
<b>PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS</b>	<b>7,966</b>	<b>1,746</b>	<b>(429)</b>	<b>(1,949)</b>	<b>7,334</b>	<b>7,053</b>	<b>1,770</b>	<b>(646)</b>	<b>(1,216)</b>	<b>6,961</b>
Profit/(loss) from discontinued operations	-	-	-	-	-	(26)	-	-	-	(26)
<b>CONSOLIDATED PROFIT/(LOSS) FOR THE YEAR</b>	<b>7,966</b>	<b>1,746</b>	<b>(429)</b>	<b>(1,949)</b>	<b>7,334</b>	<b>7,027</b>	<b>1,770</b>	<b>(646)</b>	<b>(1,216)</b>	<b>6,935</b>
Attributable to minority interests (non-controlling interests)	1,112	120	(9)	145	1,368	1,033	145	6	(65)	1,119
<b>PROFIT/(LOSS) ATTRIBUTABLE TO THE PARENT COMPANY</b>	<b>6,854</b>	<b>1,626</b>	<b>(420)</b>	<b>(2,094)</b>	<b>5,966</b>	<b>5,994</b>	<b>1,625</b>	<b>(652)</b>	<b>(1,151)</b>	<b>5,816</b>

The table below shows the cost-to-income ratio, ROE, NPL ratio and coverage of the Group's main segments and units.

	ROE (%)*			Cost-to-income (%)		
	2016	2015	2014	2016	2015	2014
<b>Continental Europe</b>	<b>7,93</b>	<b>7,13</b>	<b>5,82</b>	<b>52,9</b>	<b>52,5</b>	<b>51,5</b>
Of which: Spain	7.74	8.14	7.41	58.8	56.5	52.7
Santander Consumer Finance	14.25	12.03	11.05	44.7	44.7	45.5
Poland	11.28	12.53	16.04	44.1	46.5	42.5
Portugal	12.89	12.37	7.91	48.7	48.7	52.0
<b>United Kingdom</b>	<b>10.25</b>	<b>11.50</b>	<b>10.81</b>	<b>51.0</b>	<b>52.6</b>	<b>52.7</b>
<b>Latin America</b>	<b>15.02</b>	<b>14.70</b>	<b>14.30</b>	<b>41.0</b>	<b>42.1</b>	<b>42.3</b>
Of which: Brazil	13.37	13.64	12.32	39.5	40.0	41.6
Mexico	14.85	12.88	13.20	39.8	41.3	42.5
Chile	16.76	15.32	19.50	40.7	43.0	39.5
<b>United States</b>	<b>2.92</b>	<b>6.05</b>	<b>7.82</b>	<b>42.5</b>	<b>38.8</b>	<b>37.5</b>

	NPL ratio (%)			Coverage (%)		
	31.12.16	31.12.15	31.12.14	31.12.16	31.12.15	31.12.14
<b>Continental Europe</b>	<b>5.92</b>	<b>7.27</b>	<b>8.88</b>	<b>60.0</b>	<b>64.2</b>	<b>57.20</b>
Of which: Spain	5.41	6.53	7.38	48.3	48.1	45.46
Santander Consumer Finance	2.68	3.42	4.82	109.1	109.1	100.09
Poland	5.42	6.30	7.42	61.0	64.0	60.34
Portugal	8.81	7.46	8.89	63.7	99.0	51.79
<b>United Kingdom</b>	<b>1.41</b>	<b>1.52</b>	<b>1.79</b>	<b>32.9</b>	<b>38.2</b>	<b>41.89</b>
<b>Latin America</b>	<b>4.81</b>	<b>4.96</b>	<b>4.80</b>	<b>87.3</b>	<b>79.0</b>	<b>84.50</b>
Of which: Brazil	5.90	5.98	5.05	93.1	83.7	95.39
Mexico	2.76	3.38	3.80	103.8	90.6	86.10
Chile	5.05	5.62	5.97	59.1	53.9	52.41
<b>United States</b>	<b>2.28</b>	<b>2.13</b>	<b>2.42</b>	<b>214.4</b>	<b>225.0</b>	<b>193.55</b>

(\*) Does not include net of capital gains and write-downs.

Note: See glossary of APMs in [chapter 26](#).

The table below shows the operating resources of the Group's main segments and units:

	Employees			Branches		
	31.12.16	31.12.15	31.12.14	31.12.16	31.12.15	31.12.14
<b>Operating resources</b>						
<b>Continental Europe</b>	<b>57,259</b>	<b>58,049</b>	<b>56,645</b>	<b>4,805</b>	<b>5,548</b>	<b>5,482</b>
Of which: Spain	23,017	24,216	24,840	2,911	3,467	3,511
Santander Consumer Finance	14,928	14,533	13,138	567	588	579
Poland	12,001	11,474	12,010	658	723	788
Portugal	6,306	6,568	5,448	657	752	594
<b>United Kingdom</b>	<b>25,688</b>	<b>25,866</b>	<b>25,678</b>	<b>844</b>	<b>858</b>	<b>929</b>
<b>Latin America</b>	<b>86,312</b>	<b>89,819</b>	<b>84,336</b>	<b>5,818</b>	<b>5,841</b>	<b>5,729</b>
Of which: Brazil	46,728	49,520	46,532	3,431	3,443	3,411
Mexico	17,608	17,847	16,956	1,389	1,377	1,347
Chile	11,999	12,454	12,123	435	472	475
<b>United States</b>	<b>17,509</b>	<b>18,123</b>	<b>16,687</b>	<b>768</b>	<b>783</b>	<b>811</b>
<b>Operating areas</b>	<b>186,768</b>	<b>191,857</b>	<b>183,346</b>	<b>12,235</b>	<b>13,030</b>	<b>12,951</b>
Corporate Centre	1,724	2,006	2,059			
<b>Total Group</b>	<b>188,492</b>	<b>193,863</b>	<b>185,405</b>	<b>12,235</b>	<b>13,030</b>	<b>12,951</b>

### 6.1.2 Significant new products and/or services

The main new products and/or services launched by the Group in 2016 were as follows:

- In Spain, the transformation of the commercial branch network got underway, with the creation of the new larger-scale Smart Red, (Smart Network) branch model to better serve and guide customers, as well as the integration with digital channels. Substantial progress has been made in the technological and operational transformation of the Bank, through the development of new apps and the drive to increase mobile payments. Additionally, the exclusive launch of Apple Pay in Spain is an example of its clear focus on digital leadership and innovation.
- In the UK, the Bank continued to develop the digital proposition, with the launch of the Investment Hub, an online mortgage management app, and the introduction of Android Pay.
- In Brazil, the digital transformation process is being stepped up through new Mobile Banking functions for individuals and e-commerce sales increased threefold. In commercial banking, the digital customer service channel for Van Gogh and Empresas 1 customers was launched, and in wholesale banking a remote channel for all corporate and GCB customers. The Santander Way app was developed (a real time management app), and it was the first bank to offer Samsung Pay. The acquisition of 100% the prepaid digital channel ContaSuper was completed. Additionally, the consumer financing segment saw the launch of the new +Negócios digital platform, a tool for digitalising the entire customer experience, with a strong potential for growing the business.

In credit cards, the Bank announced a commercial agreement with American Airlines, Inc., for an air miles programme.

A joint venture was also set up between Santander Financiamientos and Hyundai.

- In Chile, the WorkCafé project got underway, a new multi-segment branch concept focused on collaboration. It also saw the launch of 123 Click, a new 100% digital consumer loan.
- In Mexico, the commercial strategy focused on the Santander Plus programme, which offers multiple benefits to its members, in addition to the launch of the Santander-Aeroméxico credit card, after building an exclusive, 10-year alliance with the airline. The Bank also implemented other competitive offers, such as the Hipoteca Personal Santander, which offers personalised rates based on each customer's profile and needs.

The following new products also stood out in 2017:

- From April 2017, Banco Santander branches in Spain started to market the 1|2|3 Smart account, aimed at millennials (aged between 18 and 31).

The marketing policy for new products and services is described in [note 54.g\)5 Product governance and consumer protection](#) to the financial statements.

## **6.2 MAIN MARKETS**

See [chapter 6.1.1](#) of this report.

## **6.3 EXCEPTIONAL FACTORS AFFECTING ACTIVITY OR THE MAIN MARKET**

The [Directors' Report](#) discusses the factors affecting the Group's activities in each the markets in which it operates.

The [chapter on Risk Factors](#) in this report describes other factors that affect, or may affect, the Group's activities in its main markets.

Further, the acquisition of Banco Popular on 7 June 2017 could affect the Group's business activity (see risk factor [2.1 Risks deriving from the acquisition of Banco Popular Español, S.A.](#) and [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#)).

## **6.4 DEPENDENCY ON PATENTS, LICENCES OR SIMILAR INSTRUMENTS**

Given their nature, the Bank's activities do not depend on, nor are they significantly influenced by, the existence of patents, licences, technical assistance, exclusivity agreements or price regulations. For further information on research and development, see [Section 7 of the Directors' Report. Research, development and innovation activities](#).

## **6.5 BASIS FOR ANY STATEMENTS MADE BY THE ISSUER REGARDING ITS COMPETITIVE POSITION**

No reference is made in this document to sources of statements concerning the competitiveness of the Santander Group, with the exception of those included in the [Directors' Report](#). These statements are prepared by the Group based on public information.

\* \* \*

## **CHAPTER 7**

### **ORGANISATIONAL STRUCTURE**

#### **7.1 DESCRIPTION OF THE GROUP AND ISSUER'S POSITION WITHIN THE GROUP**

Banco Santander, S.A. is the parent company of the Santander Group. As of 31 December 2016, the Group comprised 715 subsidiaries of Banco Santander, S.A. There are also another 183 companies which are related Group companies, multi-group companies or stock-exchange listed companies in which the Group owns more than 5% (these do not include subsidiaries or those of insignificant interest from the standpoint of the true and fair view which must be set forth in the consolidated financial statements). See Chapter 25 of this document.

Following the acquisition of Banco Popular on 7 June 2017 (see [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#)), it should be noted, in addition to the above, that at 31 December 2016 Banco Popular Group comprised a total of 117 companies as shown in its audited financial statements at that date: Banco Popular Español S.A., 86 subsidiaries, and 30 associated companies of the group or multi-group companies.

#### **7.2 MOST SIGNIFICANT GROUP COMPANIES**

[Appendices I](#) and [III](#) of the audited financial statements provide a list, at 31 December 2016, of the fully consolidated subsidiaries that make up the Santander Group, specifying their company name, domicile, business, direct and indirect ownership interest and percentage of voting rights.

Between 1 January and the registration date of this report there were no significant inclusions or exclusions in Santander Group companies, except for the Banco Popular group companies, of which Banco Popular is the parent.

\* \* \*

## **CHAPTER 8**

### **PROPERTY, PLANT AND EQUIPMENT**

#### **8.1 TANGIBLE ASSETS.**

The following table shows the Group's tangible assets over the past three years:

(millions of euros)	2016(*)	2015	2014
<b>TANGIBLE ASSETS</b>	<b>23,286</b>	<b>25,320</b>	<b>23,256</b>
Property, plant and equipment	20,770	19,355	16,889
<i>For own use</i>	7,860	7,949	8,324
<i>Other assets leased out under an operating lease</i>	12,910	11,386	8,565
Real estate investments	2,516	5,985	6,367

(\*) The decrease in Tangible assets - Real estate investments in 2016 was due mainly to the spin-off and subsequent deconsolidation of Metrovacesa, S.A. (See [note 3 to the financial statements](#)).



The table below shows a breakdown of the buildings<sup>(1)</sup> used by the Group to carry out its activities<sup>(2)</sup> at 31 December 2016.

Country	Owned	Leased	Other <sup>(3)</sup>	Total
GERMANY	1	322	0	323
ARGENTINA	301	132	0	433
BRAZIL	441	1,703	11	2,155
CHILE	102	324	55	481
SPAIN	304	2,596	1,112	4,012
MEXICO	8	1,225	98	1,331
PERU	0	6	0	6
POLAND	137	546	179	862
PORTUGAL	235	394	12	641
PUERTO RICO	8	78	5	91
UNITED KINGDOM (SANTANDER UK)	277	678	25	980
URUGUAY	19	23	0	42
USA	206	718	0	924
<b>Total</b>	<b>2,039</b>	<b>8,745</b>	<b>1,497</b>	<b>12,281</b>

(1) If there are several offices in one premises, these are considered to be a single property.

(2) Does not include foreclosed assets as these are non-current assets held for sale.

(3) Includes unoccupied properties, parking places and others.

At 31 December 2016, 2015 and 2014, the Group's tangible assets were not subject to any significant liens or encumbrances.

At the registration date of this report, the Group is studying the potential impact of the entry into force of IFRS 16 *Leases* in 2019. For further information, see [note 1. b\)](#) to the financial statements.

For further information, see [notes 12](#) and [16](#) to the financial statements.

Following the acquisition of the Popular Group on 7 June 2017 (see [chapter 5.1.5 \(a\) Acquisition of 100% of Banco Popular's share capital](#)) it should be considered, in addition to the above, that the Popular Group's tangible assets at 31 December 2016 totalled 2,195 million euros, as reflected in its audited consolidated financial statements at that date, most of which were located in Spain. Of this amount, 843 million euros corresponded to tangible assets and 1.352 million euros to real estate investments. The Bank holds no tangible assets ceded under operating lease.

## 8.2 ENVIRONMENTAL ISSUES

There are no environmental issues that might affect the Bank's utilisation of tangible assets.

\* \* \*

## **CHAPTER 9**

### **OPERATING AND FINANCIAL ANALYSIS**

#### **9.1 FINANCIAL SITUATION**

The key aspects of the Group's operations in 2016 and the general background to 2016 are described in the [Directors' Report](#). For further information on changes in the Group's financial situation in 2015 and 2014, see the Directors' Reports for 2015 and 2014.

#### **9.2 OPERATING INCOME**

Information on the most significant aspects in 2016 are included in the [Directors' Report](#); and in [section 20.6](#) of this report there is a description of the most significant aspects for the first quarter of 2017. For further information on changes in the Group's financial situation in 2015 and 2014, see the Directors' Reports for 2015 and 2014.

For information on governmental, economic, tax, monetary or political factors that have had a significant direct or indirect impact on the issuer's operations, or may affect them in the future, see risk factors, sections [1. Macroeconomic and political risks](#), and [2.2 Legal, regulatory and compliance risks](#). In particular, see risk factor [1.2](#) for information on the potential risks deriving from the UK's exit from the European Union.

\* \* \*

## CHAPTER 10

### CAPITAL RESOURCES

#### 10.1 ISSUER'S CAPITAL RESOURCES (CURRENT AND NON-CURRENT)

The table below shows the Santander Group's eligible capital at 31 March 2017 and 2016, and at 31 December 2016:

##### Eligible capital (*fully-loaded*)

Millions of euros

	31.03.17	31.03.16	Change		31.12.16
			Absolute	%	
Capital stock and reserves	105,043	101,763	3,281	3.2	101,437
Attributable profit	1,867	1,633	234	14.3	6,204
Dividends	(688)	(609)	(80)	13.1	(2,469)
Other retained earnings	(15,767)	(17,455)	1,689	(9.7)	(16,116)
Minority interests	7,158	6,190	968	15.6	6,784
Goodwill and intangible assets	(28,591)	(27,590)	(1,001)	3.6	(28,405)
Other deductions	(5,343)	(5,184)	(158)	3.0	(5,368)
<b>Core CET1</b>	<b>63,680</b>	<b>58,748</b>	<b>4,932</b>	<b>8.4</b>	<b>62,068</b>
Preference shares and other eligible T1	5,745	5,494	251	4.6	5,767
<b>Tier 1</b>	<b>69,424</b>	<b>64,241</b>	<b>5,183</b>	<b>8.1</b>	<b>67,834</b>
General loan loss allowances and T2 instruments	14,771	11,410	3,361	29.5	13,749
<b>Eligible capital</b>	<b>84,195</b>	<b>75,651</b>	<b>8,544</b>	<b>11.3</b>	<b>81,584</b>
Risk weighted assets	597,123	571,916	25,207	4.4	588,088
<b>CET1 capital ratio</b>	<b>10.66</b>	<b>10.27</b>	<b>0.39</b>		<b>10.55</b>
<b>T1 capital ratio</b>	<b>11.63</b>	<b>11.23</b>	<b>0.40</b>		<b>11.53</b>
<b>Total capital ratio</b>	<b>14.10</b>	<b>13.23</b>	<b>0.87</b>		<b>13.87</b>

The following table shows where additional information can be obtained:

Item	Document containing the information
Capital accounts and own funds	<a href="#">Notes 30</a> to <a href="#">34</a> to the financial statements
Accumulated other comprehensive income	<a href="#">Notes 11</a> and <a href="#">29</a> to the financial statements
Equity - minority interests	<a href="#">Note 28</a> to the financial statements
Subordinated liabilities	<a href="#">Notes 23 a)</a> y <a href="#">b)</a> and <a href="#">Note 51</a> to the financial statements
Customer deposits	<a href="#">Note 21</a> to the financial statements
Debt securities issued	<a href="#">Note 22</a> to the financial statements
Other financial liabilities	<a href="#">Note 24</a> to the financial statements

Section [20.6](#) of this report contains financial information at 31 March 2017.

## 10.2 ISSUER'S CASH FLOWS

The financial statements include the [statements of cash flow](#) for the past three years.

[Note 54.e\)](#) to the financial statements describes the Group's liquidity and funding risk and its management.

## 10.3 ISSUER'S FUNDING STRUCTURE

The breakdown, by maturity, of the balances of certain items in the consolidated balance sheet at 31 December 2016 and the detail of the average interest rate applied to each one can be found in [note 51.a\)](#) to the financial statements. [Note 54.e\)](#) to the financial statements describes the Group's funding strategy and movements in liquidity.

## 10.4 RESTRICTIONS ON THE USE OF CAPITAL RESOURCES

The main restrictions on the use of the Santander Group's capital resources are determined by the following:

In December 2010, with the aim of enhancing the quality, consistency and transparency of the capital base and improving risk coverage, the Basel Committee on Banking Supervision (BCBS) published a new global regulatory framework for the international capital standards (Basel III), reinforcing the requirements established in the previous frameworks (known as Basel I and Basel II) and additional requirements to Basel II (Basel 2.5). On 26 June 2013, the Basel III legal framework was incorporated in the European legal order via Directive 2013/36 (CRD IV), which repeals Directives 2006/48 and 2006/49, and Regulation 575/2013 on prudential requirements for credit institutions and investment firms (CRR).

Directive 2013/36 (CRD IV) was introduced into Spanish law through Law 10/2014 on the ordering, supervision and solvency of credit institutions, and its subsequent regulatory implementation via Royal Decree 84/2015 and Circular 2/2016 of the Banco de España, which completes its adaptation to Spanish law. This Circular largely repeals Circular 3/2008, on the calculation and monitoring of minimum capital (though, in the aspects covered by Circular

5/2008, on minimum capital and other mandatory reporting of information for mutual guarantee societies, the latter will remain in effect); and a section of Circular 2/2014, on the exercise of various regulatory options contained in the CRR. Regulation 575/2013 is directly applicable in Member States from 1 January 2014 and repeals those lower-ranking standards that entail additional capital requirements.

Regulation 575/2013 (CRR) provides for a phase-in period that will give institutions time to adapt to the new requirements in the European Union. The phase-in arrangements have been introduced into Spanish law through Banco de España Circular 2/2014 affecting both the new deductions from capital and the instruments and elements of capital that cease to be eligible as capital under the new regulation. In March 2016, the ECB published Regulation 2016/445/EU amending several of the arrangements applicable to the Santander Group. The capital conservation buffers provided for in CRD IV will also be phased in gradually, starting in 2016 and reaching full implementation in 2019.

The Basel regulatory framework is based on three pillars. Pillar I determines the minimum capital requirement and allows for the use of internal ratings and models (AIRB Approach) to calculate risk-weighted exposures. The aim is to make the regulatory requirements more sensitive to the risks actually incurred by financial institutions in carrying on their business activities. Pillar II establishes a system of supervisory review, aimed at improving banks' internal risk management and capital adequacy assessment in line with their risk profile. Lastly, Pillar III deals with disclosure and market discipline.

As of 31 December 2016 the Santander Group meets all the minimum capital requirements under current laws and regulations.

For more information, see risk factor [2.2 Legal, regulatory and compliance risks](#).

## *Recovery and resolution plans*

In 2016, the Bank prepared the seventh version of its corporate recovery plan, the most important part of which envisages the measures available to emerge on its own from a very severe crisis. The plan was drawn up in accordance with the regulations applicable in the European Union<sup>3</sup>. The plan also contemplates the non-binding recommendations in this area issued by international bodies such as the Financial Stability Board (FSB<sup>4</sup>).

As with the previous versions from 2010 to 2015, the Group presented the plan to the relevant authorities (for the second time, to the European Central Bank (ECB) in September 2016, unlike previous years when it was only submitted to the Banco de España) for it to be assessed in the fourth quarter of the year.

The plan is composed of the corporate plan (for Banco Santander, S.A.) and individual plans for the largest local units (United Kingdom, Brazil, Mexico, United States, Germany, Argentina, Chile, Poland and Portugal), thereby fulfilling the commitment undertaken by the Bank vis-à-vis the authorities in 2010. Some mention should be made of the EU Member States in this list where, irrespective of their obligation to form part of the corporate plan, full implementation is also the result of regulatory requirements arising from the transposition into national law of Directive 2014/59/EU ("EU Crisis Management Directive").

The plan's two primary objectives are firstly to ascertain the feasibility, effectiveness and credibility of the recovery measures it contains, and secondly the suitability of specific indicators and the defined limits they must attain for possible activation of the governance process stipulated in the plan for various stress scenarios.

To this end a number of different macroeconomic and/or financial stress scenarios were drawn up in the corporate plan, contemplating a range of idiosyncratic and/or systemic events relevant to the institution, as per Article 5(6) of Directive 2014/59/EU. The scenarios, which are included in the regulations applicable, refer to severe stress scenarios that could affect Group viability. The plan was also drawn up on the premise that, once deployed, there would be no extraordinary public financial support, as per Article 5(3) of Directive 2014/59/EU.

It should also be pointed out that the plan must not be interpreted as an instrument in isolation from the other structural mechanisms established to measure, manage and supervise the risk undertaken by the Group.

The Group's recovery plan is comprised, among others, of the following tools: risk appetite framework, risk appetite statement, risk identification assessment process, business continuity management system and internal capital and liquidity adequacy assessment processes.

Work continued in 2016 to adapt the structure and contents of the plan to international directives. A number of improvements were also made, as follows: (i) the governance section (mainly, a more detailed description of the crisis management framework - explained in greater detail below - and the structure of viability indicators); (ii) the scenarios chapter now includes a crisis

---

<sup>3</sup> Directive 2014/59/EU ("Directive establishing a framework for the recovery and resolution of credit institutions and investment firms"); prevailing European Banking Authority regulations dealing with recovery plans (EBA/RTS/2014/11; EBA/GL/2014/06; EBA/GL/2015/02); recommendations from the European Banking Authority to the Commission in relation to key business lines and critical functions (EBA/op/2015/05); European Banking Authority regulations pending approval (EBA/CP/2015/01 on the ITS for procedures, forms and templates for resolution plans); European Banking Authority regulations not directly related to recovery but with significant implications in this field (EBA/GL/2015/03 on triggers for early intervention measures); and local Spanish regulations: Law 11/2015 on recovery and resolution for credit institutions and investment services companies, and Royal Decree 1012/2015 implementing this Law.

<sup>4</sup> FSB: Key attributes of effective resolution regimes for financial institutions (15 October 2014, updating the initial publication of October 2011), "Guidance on Identification of Critical Functions and Critical Shared Services" (15 July 2013) and "Guidance on recovery triggers and stress scenarios" (15 July 2013).



situation that leads to the breach of the liquidity indicators and a multi-local systemic crisis affecting two of the units most relevant to the Group; and (iii) finally, greater granularity and detail in the strategic analysis and measures sections.

The Group's senior management is directly involved in regular planning and monitoring of the contents of plans through specific technical committee meetings, and monitoring at institutional level, to ensure that the contents and structure of the documents adapt to local and international crisis management regulations, where there have been continuous developments in recent years.

The board of directors of Banco Santander S.A. is responsible for approving the corporate plan, once the plan's content and data have been previously submitted and discussed in the bank's main management and control committees (risk supervision, regulation and compliance committee, global ALCO committee and capital committee). The individual plans are also approved by local bodies, at all times in coordination with the Group, since these plans must form part of the corporate plan.

The main conclusions drawn from the analysis of the content of the 2016 corporate plan confirm that:

- There are no material interdependencies between the Group's regions.
- The measures in place guarantee a broad recovery capacity for all the scenarios contemplated in the plan. The Group's geographic diversification model has proved to be an advantage from the point of view of viability.
- Every subsidiary has sufficient recovery capacity to emerge from a crisis situation using its own means. This enhances the resilience of the Group's model, based on autonomous subsidiaries, in terms of capital and liquidity.
- None of the Bank's subsidiaries, should they fail, are considered of sufficient weight to breach the most severe levels established for the viability indicators that might trigger activation of the corporate viability plan.

From this, we can conclude that the Group's model of geographic diversification - based on a model of autonomous subsidiaries, in terms of liquidity and capital - remains resilient from a viability perspective. In 2017, the Group intends to move its plans forward in keeping with the recommendations of regulators, and also with the best practices observed in the industry in terms of viability plans.

In relation to the governance of the crisis situations set out in the viability plans, in 2016 the Group formally approved and implemented its crisis management framework - in both the corporation and the Group's main countries - which, together with its implementing documents, establish:

- i) the main common principles for the identification, escalation and management of events that could pose a serious risk to Santander or any of its entities, or that might affect their robustness, reputation, activity, liquidity, solvency or even their present or future viability;
- ii) the basic roles and responsibilities in this area and identifies the planning elements required and the key processes; and
- iii) essential governance elements, seeking to ensure coordinated action among all Group entities and, where necessary, the participation of the Corporation, as the parent company of Grupo Santander.

This is a holistic framework applicable to any type of special events or situations (e.g. financial and non-financial, systemic or idiosyncratic, with slow or rapid development) entailing

exceptional situations, situations that differ from what is expected or what ought to emerge from ordinary management of business, and could compromise activities or give rise to a serious downturn in the financial position of the company or of the Group because they entail a major deviation from risk appetite and the limits defined.

With regard to resolution plans, the authorities forming part of the Crisis Management Group (CMG) reached consensus on the strategy to be deployed for a Group resolution which, in due consideration of the legal and business structure operated by Santander, corresponds to the so-called "Multiple Point of Entry (MPE)", in addition to signing the resolution Cooperation Agreement or COAG and drawing up the first resolution plans. The 2016 corporate resolution plan was analysed at a meeting of the CMG on 7 November 2016.

By way of an exception to the above, resolution plans in the United States are drawn up by the companies individually. The Group filed the third version of its local resolution plans in December 2015. However the FRB (Federal Reserve Board) and the FDIC (Federal Deposit Insurance Corporation) have stated that plans for 2016 should not be filed, as they are still in the process of commenting on earlier plans, and are preparing guidance for plans to be filed in December 2017.

The Group continues to work alongside the pertinent authorities to draw up its resolution plans, supplying all the detailed information required by these bodies, which are generally responsible for producing the plans. Meanwhile, the Group has also continued to develop projects to improve its resolution capacity. The measures include schemes to guarantee operational continuity in resolution situations.

In this regard:

- i) In November 2016 Banco Santander S.A. became a signatory to the ISDA protocol for the settlement of derivatives in resolution situations;
- ii) The market infrastructures to which the Group is connected have been analysed to assess their criticality and the continuity of these services in the event of resolution;
- iii) Operational continuity clauses have been strengthened in agreements with internal suppliers; and
- iv) Further progress has been made in automating the information required by supervisors.

## **10.5 FUNDING FOR EXPECTED INVESTMENTS**

The Group will finance the purchase of the 9.65% stake held by DDFS LLC in Santander Consumer USA Holdings, Inc. and the investments in research and development, patents and licences described in chapter 11, using the funds generated through its day-to-day activities.

The acquisition of 50% of Santander Asset Management will also be funded using resources generated by the Group's activities. This transaction, in conjunction with the sale of Allfunds Bank, S.A., is expected to have positive impact on earnings. See chapter [5.1.5 \(b\) Agreement concerning Santander Asset Management](#).

As part of the acquisition of 100% of Banco Popular's capital (see [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#)) the Bank will raise approximately 7,072 million euros to cover the capital and provisions that will be needed to strengthen Banco Popular's balance sheet.

Finally, the acquisition of 51% of Aliseda Servicios de Gestión Inmobiliaria, S.L. will also be funded by the proceeds of the Group's activities. See [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#).

\* \* \*

## CHAPTER 11

### RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES

In 2016, 2015 and 2014 the Group invested 1,726 million euros, 1,481 million euros and 1,345 million euros, respectively, in technological developments related to R,D&I. Given their nature, the Bank's activities do not depend on, nor are they significantly influenced by, the existence of patents, licences, technical assistance, exclusivity agreements or price regulations. For further information, see [Section 7 of the Directors' Report. Research, development and innovation activities](#).

\* \* \*

## CHAPTER 12

### TRENDS

#### 12.1 MOST SIGNIFICANT RECENT TRENDS

The Santander Group has carried out its business activities against a more benign background than in previous quarters, with all the regions in which it operates having positive outlook for economic growth, something which had not happened for some time. For an analysis of the Group's financial statements in the first quarter of 2017 see [chapter 20.6](#).

Growth is picking up in developed economies, while, within emerging markets, there are signs of improved economic activity in Latin American countries, particularly in Brazil and Argentina.

Interest rates have begun to rise in the United States, although in most developed economies they are still at all-time lows, with the concomitant impact on banking activity.

**United States:** growth has been moderate, although the labour market is close to full employment, confidence is high and inflation is within the target range. The Federal Reserve raised the federal funding rate by 25 basis points and is expected to continue to implement further gradual increases this year.

**United Kingdom:** the economy has proven to be especially resilient amidst uncertainties, as reflected by the GDP increase in 2016. Inflation was 2.3% in March, marking a rapid upward trend. The unemployment rate stands at 4.7% (slightly above its long-term equilibrium level).

In the **eurozone** the improved confidence among agents is prompting higher economic growth. Inflation has picked up and market interest rates are seeing upward pressure even though the ECB's monetary policy remains unchanged.

**Spain:** economic growth remains buoyant, underpinned by domestic demand and a strong exports. A large number of jobs are being created, which should trigger a decline in the jobless rate.

**Portugal:** the economy gained momentum in the second half of 2016, after growing by 0.6% qoq in the fourth quarter. The fiscal deficit was 2.1% of GDP, the lowest in 40 years.

**Poland:** GDP growth slowed in 2016. Inflation rose to 2.0% in March although there are no signs of underlying inflationary pressures. Therefore, the central bank is expected to maintain interest rates at current levels over the next few months (2.0%).

**Brazil:** the central bank applied another cut to the SELIC rate in the quarter, taking it to 12.25%. Inflation decreased to 4.6% (6.3% at year-end 2016) and is forecast to fall to below 4.5%. The Brazilian real remained firm in the quarter, strengthening 2.9% against the dollar and 1.5% against the euro.

**Mexico:** inflation rose to 5.4% in March, driven by fuel prices and the delayed effect of the peso's depreciation. The central bank raised the benchmark rate to 6.25%. The peso strengthened 10.3% against the dollar in the quarter (8.8% vs. the euro), taking it back to pre-US election levels.

**Chile:** inflation rates are below 3% and expected to remain at these levels. The central bank cut its benchmark rate to 3.0% and further cuts are expected. The peso strengthened 1.0% against the dollar in the quarter and lost 0.4% against the euro.

**Argentina:** Economic policies are still focused on correcting macro imbalances and reinforcing the external position. Inflation has steadied at rates of around 2% month-on-month, international reserves increased to 9% of GDP and economic activity rose 1.1% in January, year-on-year.

## **12.2 KNOWN TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS LIKELY TO HAVE AN EFFECT ON THE ISSUER'S PROSPECTS**

[Section 6 of the Directors' Report - Expected Outlook](#) describes the macroeconomic expectations and targets factored in by the Group. [Chapter 20.6](#) of this report provides information on its most recent income statement, to 31 March 2017.

In 2017, the Group will continue to progress in its commercial transformation project. Key objectives for the year include:

- Increase the number of engaged customers, both individuals and companies, and the number of digital customers.
- Increase dividends and EPS.
- Step up revenue growth, especially in emerging markets.
- Increase the market share in mature markets, mainly in the companies segment.
- Keep costs under control.
- Improving the cost of lending, reducing the Group's provisions as the business cycle improves in some key markets such as Brazil and Spain.
- Ensure that risk-weighted assets (RWA) grow at a slower pace than the Group's lending and profits.

All of these measures would improve the Group's profitability, bringing it closer to meeting its targets and at the same time strengthening the capital ratio.

\* \* \*

## **CHAPTER 13**

### **PROFIT FORECASTS OR ESTIMATES**

On 3 July 2017, the Group published its profit forecasts for 30 June 2017 which were filed with the CNMV as a material fact and attached to this Registration Document as a reference (see the [Material Fact providing an estimate of profit as at 30 June 2017](#)). This (unaudited) information has been approved by the corresponding bodies and reviewed by the external auditors, who agreed that it is substantially consistent with the figures that will be published in the audited interim consolidated condensed financial statements for the six-month period ending 30 June 2017.

\* \* \*

## **CHAPTER 14**

### **GOVERNING, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT**

#### **14.1 GOVERNING, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT**

##### ***14.1.1 Members of the board of directors***

The chairman of the board of directors is the Bank's most senior executive (articles 48.1 and 8.5 of the Bylaws and the Rules and Regulations of the Board, respectively) and has been delegated all powers delegable under the law, the Bylaws and the Rules and Regulations of the Board.

Notwithstanding, pursuant to article 10.3 of the Rules and Regulations of the Board of Directors, the chief executive officer, in his capacity as such, is responsible for the day-to-day management of the various business areas, with the highest executive powers.

The current Bank's Bylaws (article 41) state that the maximum number of directors shall be 22 and the minimum shall be 14. The Bank's board is presently comprised of 15 directors.

*“Article 41. Quantitative composition of the board*

*1. The board of directors shall be composed of not less than fourteen and not more than twenty-two members, appointed by the shareholders acting at a general shareholders' meeting.*

*2. It falls upon the shareholders at a general shareholders' meeting to set the number of members of the board within the aforementioned range. This number may be set indirectly by the resolutions adopted by the shareholders at a general shareholders' meeting whereby directors are appointed or their appointment is revoked.”*

The table below shows information on the composition, positions and structure of the board and board committees. It is expressly stated that, for the purposes hereof, the professional address of the persons mentioned in the table is: Ciudad Grupo Santander, Avda. de Cantabria s/n, 28660 Boadilla del Monte (Madrid).

<i>Board of directors</i>	Executive Committee	Audit Committee	Appointments Committee	Remuneration Committee	Risk supervision, regulation and compliance Committee	International Committee	Innovation and technology Committee	Executive directors	External directors	Date of first appointment	Date of re-election
Group executive chairman Ms. Ana Botín-Sanz de Sautuola y O'Shea	C					C	C			04.02.1989	10.06.1991 09.05.1994 12.05.1997 06.03.1999 04.03.2000 21.06.2003 17.06.2006 17.06.2011 28.03.2014 07.04.2017
Chief executive officer Mr. José Antonio Álvarez Álvarez										25.11.2014	07.04.2017
Vice chairman Mr. Bruce Carnegie-Brown			C	C	C				I	25.11.2014	18.03.2016
Vice chairman Mr. Rodrigo Echenique Gordillo										07.10.1988	30.06.1989 08.06.1992 08.05.1995 23.06.1998 06.03.1999 04.03.2000 21.06.2003 17.06.2006 17.06.2011 28.03.2014 07.04.2017
Vice chairman Mr. Matías Rodríguez Inciarte										07.10.1988	30.06.1989 08.06.1992 08.05.1995 23.06.1998 06.03.1999 04.03.2000 21.06.2003 18.06.2005 19.06.2009 30.03.2012 27.03.2015

Vice chairman Mr. Guillermo de la Dehesa Romero									E	24.06.2002	18.06.2005 19.06.2009 22.03.2013 27.03.2015
Members											
Ms. Homaira Akbari									I	27.09.2016	07.04.2017
Mr. Ignacio Benjumea Cabeza de Vaca									N	30.06.2015	-
Mr. Javier Botín-Sanz de Sautuola y O' Shea									P	25.07.2004	18.06.2005 11.06.2010 22.03.2013 18.03.2016
Ms. Sol Daurella Comadrán									I	25.11.2014	18.03.2016
Mr. Carlos Fernández González									I	25.11.2014	27.03.2015
Ms. Esther Giménez-Salinas i Colomer									I	30.03.2012	28.03.2014 07.04.2017
Ms. Belén Romana García		C							I	22.12.2015	07.04.2017
Ms. Isabel Tocino Biscarolasaga									I	26.03.2007	11.06.2010 22.03.2013 18.03.2016
Mr. Juan Miguel Villar Mir									I	07.05.2013	27.03.2015
General secretary and secretary to the board Jaime Pérez Renovales <sup>i</sup>										01.09.2015	-

C: Chairman of the committee P: Proprietary I: Independent N: Non-executive or external (neither proprietary nor independent)

<sup>i</sup> Non-director.



### 14.1.2 Directors and other senior management personnel of BANCO SANTANDER, S.A.

Group executive chairman	Ms. Ana Botín-Sanz de Sautuola y O'Shea
CEO	Mr. José Antonio Álvarez
Executive vice-chairman	Mr. Rodrigo Echenique Gordillo
Executive vice-chairman	Mr. Matías Rodríguez Inciarte
Country head - Spain	Mr. Rami Aboukhair Hurtado
Santander Digital	Ms. Lindsey Tyler Argalas*
Communication, Marketing and Research	Mr. Juan Manuel Cendoya Méndez de Vigo Jennifer Scardino
General Intervention and Management Control	Mr. José Doncel Razola ( <i>Group Chief Accounting Officer</i> )
Financial Management and Investor Relations	Mr. José García Cantera ( <i>Group Chief Financial Officer</i> )
Internal Audit	Mr. Juan Guitard Marín ( <i>Group Chief Audit Executive</i> )
Compliance	Ms. Mónica López-Monís Gallego ( <i>Group Chief Compliance Officer</i> )
Costs	Mr. Javier Maldonado Trinchant
Presidency, Strategy	Mr. Víctor Matarranz Sanz de Madrid
Global Wholesale Banking	Mr. José María Linares Perou
Financial Planning and Corporate Development	Mr. José Luis de Mora Gil-Gallardo
Risks	Mr. José María Nus Badía ( <i>Group Chief Risk Officer</i> ) Mr. Keiran Foad
Office of the General Secretary and Human Resources division	Mr. Jaime Pérez Renovales
Technology and Operations	Mr. Andreu Plaza López
Retail and Commercial Banking - Santander Mexico	Mr. Ángel Rivera Congosto
Consumer Finance	Ms. Magda Salarich Fernández de Valderrama
Retail and Commercial Banking - Santander UK	Mr. Javier San Félix García

\* Appointment subject to regulatory approvals.

### 14.1.3 Committees of the board of directors

Section [C.2](#) of the annual corporate governance report includes information on board committees. There were no changes in the composition of the board of directors or board committees after the publication of the annual corporate governance report for 2016.

Resolutions passed at the annual general shareholders' meeting held of 7 April 2017 included the re-election of Ms. Ana Botín-Sanz de Sautuola y O'Shea, Mr. José Antonio Álvarez, Mr. Rodrigo Echenique Gordillo, Ms. Esther Jiménez-Salinas i Colomer and Ms. Belén Romana García, the first three as executive directors and the latter two as independent directors. Ms. Homaira Akbari's appointment as independent director was also ratified at the meeting (appointed by co-option on 27 September 2016).

Banco Santander's Board of Directors currently has 15 members, 4 of which are executive and 11 are external. Of the 11 external directors, 8 are independent, 1 is proprietary and 2 are, in the opinion of the board, neither proprietary nor independent.

For further information, see [section 16.3](#) of this report.

The table in [section 14.1.1](#) shows the current composition of the board and board committees.

#### **14.1.4 Management qualifications and expertise of members of the board of directors and senior management. Nature of any family relationships between those persons**

##### **(I) Qualifications and experience**

Below is a brief description of the qualifications and relevant professional experience of the current members of the board of directors and of the senior managers of the Bank in connection with corporate activities carried out both within and outside the Bank.

Ms. Ana Botín-Sanz de Sautuola O'Shea (chairman of the board of directors and the executive committee, international committee and the innovation and technology committee; executive director)

Born in 1960 in Santander, Spain.

Joined the board in 1989.

Graduate in Economics from Bryn Mawr College.

Joined Banco Santander after a period at JP Morgan in New York (1980-1988). Appointed senior executive vice-president in 1992. Headed up Santander's expansion in Latin America between 1992 and 1998. Appointed executive chairman of Banesto in 2002. Served as chief executive officer at Santander UK from 2010 to 2014. Appointed Group executive chairman in 2014.

Other relevant positions: member of the board of directors of The Coca-Cola Company and sits on the advisory board of the Massachusetts Institute of Technology (MIT's CEO Advisory Board). She is founder and president of the CyD Foundation (which supports higher education) and of the Empieza por Educar Foundation (the Spanish subsidiary of international NGO Teach for All).

Mr. José Antonio Álvarez Álvarez (CEO; executive director)

Born in 1960 in León, Spain.

Joined the board in 2015.

Graduate in Economics and Business Administration. MBA from the University of Chicago. Joined the Bank in 2002 and appointed senior executive vice president of the financial management and investor relations division in 2004 (Group Chief Financial Officer).

Other relevant positions: member of the board of Banco Santander (Brasil), S.A. and SAM Investment Holdings Limited. Additionally, served as director of Santander Consumer Finance, S.A. and Santander Holdings USA, Inc. and sits on the supervisory boards of Santander Consumer AG, Santander Consumer Holding GMBH and Bank of Zachodni WBK, S.A. He also served as a board member of Bolsas y Mercados Españoles.

Mr. Bruce Carnegie-Brown (vice-chairman of the board of directors, chairman of the risk supervision, regulation and compliance committee, the appointments committee and the remuneration committee; independent external director and coordinator of external directors - lead director).

Born in 1959 in Freetown, Sierra Leone.

Joined the board in 2015.

MA degree in English Language and Literature from the University of Oxford.

Other relevant positions: currently non-executive chairman of Moneysupermarket.com Group Plc and Lloyd's of London Limited and non-executive director of Jardine Lloyd Thompson Group plc. Formerly, non-executive chairman of AON UK Ltd (2012-2015), founder and managing partner of the listed private equity division of 3i Group Plc., and chairman and chief executive officer of Marsh Europe. He was also lead independent director at Close Brothers Group Plc (2006-2014) and Catlin Group Ltd (2010-2014). He previously worked at JPMorgan Chase for eighteen years and at Bank of America for four years.

Mr. Rodrigo Echenique Gordillo (vice-chairman of the board of directors; executive director)

Born in 1946 in Madrid, Spain.

Joined the board in 1988.

Graduate in Law and Government Attorney.

Other relevant positions: CEO of Banco Santander, S.A. between 1988 and 1994. He has served on the board of directors of several industrial and financial companies such as Ebro Azúcares y Alcoholes, S.A. and Industrias Agrícolas, S.A. He was the chairman of the advisory board of Accenture, S.A. Additionally, he also held the position of non-executive chairman of NH Hotels Group, S.A., Vocento, S.A., Vallehermoso, S.A. and Merlin Properties, SOCIMI, S.A. He is currently property director<sup>5</sup> and chairman of Banco Popular and a non-executive director of Inditex.

Mr. Matías Rodríguez Inciarte (vice-chairman of the board of directors; executive director)

Born in 1948 in Oviedo, Spain.

Joined the board in 1988.

Graduate in Economics, and Government Commercial Expert and Economist. He also studied Business Administration at the Massachusetts Institute of Technology (MIT).

Other relevant positions: Minister of the Presidency between 1981 and 1982, as well as technical general secretary of the Ministry of Economy, general secretary of the Ministry for European Community Relations and deputy secretary of state to the President. He is currently chairman of Unión de Crédito Inmobiliario, S.A., the Princess of Asturias Foundation and of the social council of Universidad Carlos III in Madrid. He is also a non-executive director of Sanitas, S.A. de Seguros, Financiera Ponferrada, S.A., SICAV and Financiera El Corte Inglés E.F.C.

Mr. Guillermo de la Dehesa Romero (vice chairman of the board of directors; external director, neither proprietary nor independent)

Born in 1941 in Madrid, Spain.

Member of the Board in 2002. Government Commercial Expert and Economist and office manager at the Banco de España (on sabbatical leave).

Other relevant positions: Secretary of State for Economy, General Secretary of Commerce, Chief Executive Officer of Banco Pastor, S.A. and international advisor for Goldman Sachs International. Currently non-executive vice-chairman of Amadeus IT Holding, S.A., honorary chairman of the Centre for Economic Policy Research (CEPR) in London, a member of the Group of Thirty in Washington, chairman of the board of IE Business School and non-executive chairman of Aviva Corporación and of Aviva Vida y Pensiones, S.A. de Seguros y Reaseguros

---

<sup>5</sup> Appointment subject to the relevant regulatory approvals.

Ms. Homaira Akbari (external independent director)

Born in 1961 in Tehran (Iran).

Joined the board in 2016. Doctorate in Experimental Particle Physics from Tufts University and MBA from Carnegie Mellon University.

Chief executive officer of AKnowledge Partner, LLC.

Other relevant positions: currently serves as external director of Gemalto NV, Landstar System, Inc. and Veolia Environment S.A. Ms. Akbari has also been president and chief executive of Sky Bitz, Inc., managing director of True Position Inc., non-executive director of Covisint Corporation and US Pack Logistics LLC and she has held various posts at Microsoft Corporation and at Thales Group.

Mr. Ignacio Benjumea Cabeza de Vaca (external director, neither proprietary nor independent)

Born in 1952 in Madrid, Spain.

Joined the board in 2015. Degree in Law from Deusto University, ICADE E-3, and Government Attorney.

Vice chairman of the Financial Studies Foundation and a member of the board of trustees and the executive committee of the Banco Santander Foundation.

Other relevant positions: senior executive vice president, general secretary and secretary to the board of Banco Santander, S.A., and board member, senior executive vice president, general secretary and secretary to the board of Banco Santander de Negocios and of Santander Investment. He was also technical general secretary of the Ministry of Employment and Social Security, general secretary of Banco de Crédito Industrial and board member of Dragados, S.A., Bolsas y Mercados Españoles (BME) and of the managing entity (*Sociedad Rectora*) of the Madrid Stock Exchange.

Mr. Javier Botín-Sanz de Sautuola y O' Shea (external proprietary director)

Born in 1973 in Santander, Spain.

Became a member of the board in 2004. Degree in Law.

Chairman and chief executive officer of JB Capital Markets, Sociedad de Valores, S.A.U.

Other relevant positions: in addition to his work in the financial sector, he collaborates with several non-profit organisations. Since 2014 he has been chairman of the Botín Foundation and trustee of the Princess of Girona Foundation.

Ms. Sol Daurella Comadrán (external independent director)

Born in 1966 in Barcelona, Spain.

Joined the board in 2015.

Degree in Business and MBA in Business Administration.

Executive chairman of Olive Partners, S.A. and holds several positions at companies belonging to the Cobega Group. She is also non-executive chairman of Coca Cola European Partners, Plc.

Other relevant positions: served as a member of the governing board of the Círculo de Economía and an independent non-executive director of Banco Sabadell, S.A., Ebro Foods, S.A. and Acciona, S.A. She is also honorary consul-general for Iceland in Catalonia.

Mr. Carlos Fernández González (external independent director)

Born in 1966 in Mexico City, Mexico.

Joined the board in 2015.

Industrial engineer. He has undertaken graduate studies in business administration at the Instituto Panamericano de Alta Dirección de Empresas.

Chairman of the board of directors of Finaccess, S.A.P.I.

Other relevant positions: He has been a member of the boards of Anheuser-Busch Companies, LLC and Televisa S.A. de C.V., among other companies. Currently non-executive director of Inmobiliaria Colonial, S.A. and member of the supervisory board of AmRest Holdings, SE.

Ms. Esther Giménez-Salinas i Colomer (external independent director)

Born in 1949 in Barcelona, Spain.

Joined the board in 2012.

Doctor in Law and Psychology.

Professor Emeritus at Ramon Llull University, board member of Unibasq and Aqu (quality assurance agencies for the Basque and Catalan university systems) and of Gawa Capital Partners, S.L. She also sits on the advisory board of Endesa-Catalunya.

Other relevant positions: she has served as rector at Ramon Llull University, member of the General Council of the Spanish Judiciary, member of the permanent committee of the Conference of Spanish University Rectors (CRUE) and managing director of the Centre of Legal Studies in the Law Department of the Catalan regional government.

Ms. Belén Romana García (chairman of the audit committee; external independent director)

Born in 1965 in Madrid, Spain.

Joined the board in 2015.

Graduate in Economics and Business Administration from Universidad Autónoma de Madrid and Government Economist.

Non-executive director of Aviva Plc.

Other relevant positions: general director of Economic Policy and of the Treasury of the Ministry of Economy in the Spanish Government, as well as board member of the Banco de España and the CNMV. She also held the position of board member of the Instituto de Crédito Oficial and of other entities on behalf of the Spanish Ministry of Economy. She was the executive chairman of Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, S.A. (SAREB).

Ms. Isabel Tocino Biscarolasaga (external independent director)

Born in 1949 in Santander, Spain.

Joined the board in 2007.

Doctor in Law. She has undertaken graduate studies in business administration at IESE and the Harvard Business School.

Professor at Universidad Complutense de Madrid.

Other relevant positions: former Minister for Environment of the Spanish Government, former chairman of the European Affairs and Foreign Affairs Committees in Spanish Congress and chairman for Spain and Portugal and vice-chairman for Europe at Siebel Systems. Currently an

elected member of the Spanish State Council, a member of the Royal Academy of Doctors and non-executive director of ENCE Energía y Celulosa, S.A. and Enagas, S.A.

Mr. Juan Miguel Villar Mir (external independent director)

Born in 1931 in Madrid, Spain.

Joined the board in 2013.

Doctorate in Civil Engineering, graduate in Law and degree in Industrial Organisation.

Chairman of Villar Mir Group.

Other relevant positions: He was Minister of Finance and vice president of the Government for Economic Affairs from 1975 to 1976. In addition, he was chairman of the OHL Group, Electra de Viesgo, Altos Hornos de Vizcaya, Hidro Nitro Española, Empresa Nacional de Celulosa, Empresa Nacional Carbonífera del Sur, Cementos del Cinca, Cementos Portland Aragón, Puerto Sotogrande, the COTEC Foundation and of Colegio Nacional de Ingenieros de Caminos, Canales y Puertos. He is also currently professor of Business Organisation at Universidad Politécnica de Madrid, a member of the Royal Academy of Engineering and of the Royal Academy of Moral and Political Sciences, an honorary member of the Royal Academy of Doctors and supernumerary of the Royal Academy of Economics and Finance.

Mr. Rami Aboukhair Hurtado (senior executive vice-president)

Born in 1967.

Graduate in Economics and Business Administration.

Joined the Group in 2008 as head of marketing and products for Santander Insurance. He also served as managing director of products, marketing and customers at Banesto and senior executive vice-president and head of retail banking at Santander UK. In 2015, he was appointed country head of Santander Spain.

Ms. Lindsay Tyler Argalas<sup>6</sup> (senior executive vice-president)

Born in 1974.

Bachelor of Arts Majors in Spanish and International Relations, Duke University, and MBA, Kellogg Graduate School of Management.

She joined the Group in 2017 as a senior executive vice-president of Santander Digital and Chief Digital and Innovation Officer. Ms Argalas worked at Intuit, Inc as managing director, with direct oversight of businesses in several countries, and more recently, as chief of staff of the CEO, supervising major initiatives and corporate projects. Previously, she worked at the Boston Consulting Group, where she rolled out strategic and innovation projects for leading global brands.

Mr. Juan Manuel Cendoya Méndez de Vigo (senior executive vice-president)

Born in 1967.

Graduate in Law and Government Attorney.

---

<sup>6</sup> Appointment subject to regulatory approvals.

Joined the Bank in July 2001 as senior executive vice-president and head of the communication, corporate marketing and research division. Previously he was head of Bankinter, S.A.'s legal and tax department.

*Mr. José Doncel Razola (senior executive vice-president)*

Born in 1961.

Graduate in Economics and Business Administration.

Joined the Group in 1989 as head of the accounting department. He also served as head of accounting and financial management at Banesto (1994-2013). In 2013, he was appointed senior executive vice-president and head of the internal audit division. In 2014, he was appointed head of the financial accounting and control division and general auditor for the Group (Group chief accounting officer) and in 2017 became a proprietary director of Banco Popular.

*Mr. Keiran Foad (senior executive vice-president)*

Born in 1968.

Associate of the Chartered Institute of Bankers (ACIB) through Carterbury College.

Joined the Group in 2012 as Chief Risk Officer at Santander UK. Mr. Foad has also held various management positions at Barclays Bank plc (1985-2011) and Northern Rock plc (chief risk officer). In 2016, he was appointed senior executive vice-president and deputy Group Chief Risk Officer.

*Mr. José García Cantera (senior executive vice-president)*

Born in 1966.

Industrial engineer and MBA from the Instituto de Empresa.

Joined the Group in 2003 as head of Banesto's global wholesale banking department. Appointed CEO of Banesto in 2006. Formerly, member of the executive committee of Citigroup EMEA and member of the board of directors of Citigroup Capital Markets Int. Ltd. and Citigroup Capital Markets UK. Appointed senior executive vice-president of wholesale banking in 2012. He is currently the Group Chief Financial Officer and in 2017 he became a proprietary director of Banco Popular.

*Mr. Juan Guitard Marín (senior executive vice-president)*

Born in 1960.

Graduate in Law and Government Attorney.

Joined the Group in 1997 as head of human resources at Santander Investment, S.A. He also served as general secretary and secretary of the board of Banco Santander de Negocios and Santander Investment, S.A. In 2013, he became head of the Bank's risk division. In November 2014, he was appointed head of the internal audit division. He currently serves as Group Chief Audit Executive.

*Mr. José María Linares Perou (senior executive vice-president)*

Born in 1971.

Bachelor of Science in Finance and Economics from Babson College and MBA from Columbia University.

Joined the Group in 2017 as senior executive vice-president for Santander Global Corporate Banking. Mr. Linares has previously held management positions at Société Générale S.A. and JP Morgan Chase & Co, where he was head of Global Corporate Banking for EMEA.

*Ms. Mónica López-Monís Gallego (senior executive vice-president)*



Born in 1969.

Graduate in Law and Economic and Business Administration (ICADE/E-3) and State Economist.

Joined the Group in 2009 as head of Banesto's general secretary and secretary to the board. Formerly general secretary of Aldeasa, S.A. She also served as general secretary at Bankinter, S.A. In 2015, she was appointed Group Chief Compliance Officer.

Mr. Javier Maldonado Trinchant (senior executive vice-president)

Born in 1962.

Law degree and doctorate in jurisprudence from Northwestern University.

Joined the Group in 1995 as head of Banco Santander de Negocios' international legal department. He has held various positions at Santander UK. Appointed senior executive vice-president of Santander S.A. and head of regulatory coordination and control projects in 2014. Currently serves as senior executive vice-president for costs and vice-chairman of Santander US.

Mr. Víctor Matarranz Sanz de Madrid (senior executive vice-president)

Born in 1976.

Graduate in Telecommunications engineering from Universidad Politécnica de Madrid and MBA graduate with honours from the London Business School.

Joined the Group in 2012 as head of strategy and innovation at Santander UK. In 2014 he was appointed senior executive vice president of strategy for the Group and the Chairman's Office. He has held various positions at McKinsey & Company, where he became a partner.

Mr. José Luis de Mora Gil-Gallardo (senior executive vice-president)

Born in 1966.

Graduate in Law and Economic and Business Administration (ICADE/E-3).

Joined the Group in 2003. Since then, he has headed up the development of the Santander Group's strategic planning and expansion and acquisitions policy. In 2015, he was appointed senior executive vice president for Group financial planning and corporate development.

Mr. José María Nus Badía (senior executive vice-president)

Born in 1950.

Graduate in Economics.

Joined the Group in 1996 as executive director and head of risks at Banesto. In 2010 he was appointed executive director of Santander UK and Chief Risk Officer. Previously he held executive management positions at Argentaria and Bankinter. Currently serves as Group Chief Risk Officer.

Mr. Jaime Pérez Renovales (senior executive vice-president)

Born in 1968.

Graduate in Law and Business Administration at Universidad Pontificia de Comillas (ICADE E-3), and Government Attorney.

Joined the Group in 2003. Mr. Pérez was deputy director of legal services at the CNMV, director of the office of the second vice president of the government for Economic Affairs and the Minister of Economy, general secretary and secretary of the board of Banco Español de Crédito, S.A., general vice secretary and vice secretary of the board and head of legal advisory services for the Santander Group, deputy secretary of the Presidency of the Government and chairman of

the committee for the reform of public administration. Formerly chairman of the Agency of the Official State Gazette and director of Patrimonio Nacional, Sociedad Estatal de las Participaciones Industriales, Holding Olímpico, S.A., Autoestradas de Galicia, S.A. and Sociedad Estatal para la Introducción del Euro, S.A.

*Mr. Andreu Plaza López (senior executive vice-president)*

Born in 1960.

Graduate in exact sciences from Universidad Autónoma de Barcelona (UAB).

Joined the Group in 2012 as head of IT and retail banking at Santander UK. In 2015 he was appointed senior executive vice president of technology and operations for the Group. Former head of organisation and IT and operations at Catalunya Banc and Caixa Catalunya.

*Mr. Ángel Rivera Congosto (senior executive vice-president)*

Born in 1966.

Degree in business administration and tourism from the Escuela Oficial de Turismo and graduate of the senior business management programme (Programa de Alta Dirección de Empresas) at IESE (University of Navarra).

Joined the Group in 2013 as senior executive vice-president, head of companies and institutions in the retail banking division. Previously, he worked for the Banco Popular for 23 years. Appointed head of retail and commercial banking in 2015. He is the current head of retail and commercial banking at Santander Mexico.

*Ms. Magda Salarich Fernández de Valderrama (senior executive vice-president)*

Born in 1956.

Industrial engineer.

Graduate of the executive management programme at IESE. Joined the Bank in 2008 as head of consumer finance (Santander Consumer). Previously, she held various positions in the car industry, including director and general manager of Citroën Spain and business and marketing manager for Europe at Citroën.

*Mr. Javier San Félix García (senior executive vice-president)*

Born in 1967.

Graduate in economics and business administration from Universidad Pontificia de Comillas (ICADE), with a post-graduate degree in business management (MBA) from UCLA.

Joined the Group in 2004 as head of strategy planning in the consumer finance division. In 2005 he was appointed director and head of Santander Consumer Finance in Spain and in 2006 he was appointed Chief Operating Officer of the consumer finance division. Appointed head of retail and commercial banking in 2013. Previously, he served as Chief Executive Officer of Banesto. He is the current head of retail and commercial banking at Santander UK.

*Ms. Jennifer Scardino (senior executive vice-president)*

Born in 1967.

Bachelor of Arts in Political Science from Columbia University.

Joined the Group in 2011 as head of corporate communications, public policy and CSR at Santander UK. Ms. Scardino held various positions in the US Securities and Exchange Commission (1993-2000). She also served as managing director at Citigroup (2000-2011). In 2016 she was appointed senior executive vice president of the Banco Santander, S.A. and head

of global communications and deputy director of the communications, corporate marketing and research division.

***(II) Family relationships***

Ana Botín-Sanz de Sautuola y O'Shea and Javier Botín-Sanz de Sautuola y O'Shea are brother and sister.

***14.1.5 Activities performed by current directors and senior management outside the Bank***

The following table shows the positions held by the Bank's current directors and senior management in companies not indicated in the previous section.

The most significant positions held during the last five years are described in the preceding section.

	COMPANY NAME	Position
Ms. Ana Botín-Sanz de Sautuola y O'Shea	PORTAL UNIVERSIA, S.A.	Non-executive chairman
	UNIVERSIA HOLDING, S.L.	Non-executive chairman
	SANTANDER UK GROUP HOLDINGS, LTD	Director
	SANTANDER UK, PLC	Director
Mr. Bruce Carnegie-Brown	SANTANDER UK GROUP HOLDINGS LTD	Director
Mr. Rodrigo Echenique Gordillo	UNIVERSIA HOLDING, S.L.	Director
	GRUPO FINANCIERO SANTANDER MÉXICO, S.A. DE C.V.	Director
	SANTANDER VIVIENDA, S.A. DE C.V. SOFOM	Director
	BANCO SANTANDER (MEXICO) S.A. DE C.V.	Director
	CASA DE BOLSA SANTANDER, S.A. DE C.V.	Director
	SANTANDER CONSUMO, S.A. DE C.V.	Director
Mr. Matías Rodríguez Inciarte	UNIÓN DE CRÉDITOS INMOBILIARIOS, S.A., E.F.C.	Non-executive chairman
Mr. Javier Botín-Sanz de Sautuola y O'Shea	INVERSIONES ZULÚ, S.L.	Chairman and CEO
Mr. Juan Miguel Villar Mir	COMPAÑÍA AGRÍCOLA INMOBILIARIA ZARAGOZANA CAIZ, S.L.	Chairman and CEO
	INMOBILIARIA ESPACIO, S.A.	Chairman and CEO
	VILLAR MIR ENERGÍA, S.L.U.	Chairman and CEO
Mr. José Rami Aboukhair Hurtado	OPENBANK, S.A.	Director
	PORTAL UNIVERSIA, S.A.	Director
Mr. Juan Manuel Cendoya Méndez de Vigo	PORTAL UNIVERSIA, S.A.	Director
	ARENA MEDIA COMMUNICATIONS NETWORK, S.L.	Director
	UNIVERSIA HOLDING, S.L.	Director
Mr. José Doncel Razola	BANCO DE ALBACETE, S.A.	Non-executive chairman
	SANTANDER INVESTMENT I, S.A.	Non-executive chairman
	ADMINISTRACIÓN DE BANCOS LATINOAMERICANOS SANTANDER, S.L.	Non-executive chairman
	GRUPO EMPRESARIAL SANTANDER, S.L.	Non-executive chairman
	SANTUSA HOLDING, S.L.	Vice chairman
	SANTANDER HOLDING INTERNACIONAL, S.A.	Vice chairman

	<b>COMPANY NAME</b>	<b>Position</b>
	PRODUBAN SERVICIOS INFORMÁTICOS GENERALES, S.L.	Director
	GEOBAN, S.A.	Director
	INGENIERÍA DE SOFTWARE BANCARIO, S.L. (ISBAN)	Director
	ABLASA PARTICIPACIONES, S.L.	Director
	SANTANDER BANK, N.A.	Director
	SANTANDER HOLDINGS USA, INC.	Director
	SANTANDER CONSUMER USA	Director
	SANTANDER CONSUMER USA HOLDINGS, INC	Director

	<b>COMPANY NAME</b>	<b>Position</b>
Mr. José García Cantera	SANTANDER INVESTMENT, S.A. SANTANDER DE TITULIZACIÓN SGFT, S.A. BANK ZACHODNI WBK, S.A.	Non-executive chairman Non-executive chairman Director
Mr. Juan Guitard Marín	SANTANDER HOLDINGS USA SANTANDER BANK, N.A.	Director Director
Ms. Mónica López-Monís Gallego	ABERTIS INFRAESTRUCTURAS, S.A. SANTANDER CONSUMER HOLDING GMBH SANTANDER CONSUMER BANK AG	Director Director Director
Mr. Javier Maldonado Trinchant	IBÉRICA DE COMPRAS CORPORATIVAS, S.L. SANTANDER HOLDINGS USA, INC. PRODUBAN SERVICIOS INFORMÁTICOS GENERALES, S.L. GEOBAN, S.A. INGENIERÍA DE SOFTWARE BANCARIO, S.L. (ISBAN) SAUDI HOLLANDI BANK SANTANDER BANCORP BANCO SANTANDER PUERTO RICO BANCO SANTANDER INTERNATIONAL SANTANDER CONSUMER USA HOLDINGS, INC SANTANDER CONSUMER USA, INC SANTANDER BANK, N.A. SANTANDER INVESTMENT SECURITIES, INC.	Non-executive chairman Vice chairman Director Director Director Director Director Director Director Director Director Director Director Director
Mr. Víctor Matarranz Sanz de Madrid	SANTANDER HOLDINGS USA, INC. SANTANDER FINTECH LIMITED PORTAL UNIVERSIA, S.A. SANTANDER BANK, N.A.	Director Director Director Director
Mr. José Luis de Mora Gil-Gallardo	SANTANDER CONSUMER FINANCE, S.A. BANK ZACHODNI WBK, S.A.	Director Director
Mr. José María Nus Badía	INGENIERÍA DE SOFTWARE BANCARIO, S.L. (ISBAN) BANCO SANTANDER (BRASIL), S.A.	Director Director
Mr. Jaime Pérez Renovales	SANTUSA HOLDING, S.L. SANTANDER HOLDING INTERNACIONAL, S.A. PORTAL UNIVERSIA, S.A. SERVICIO DE ALARMAS CONTROLADAS POR ORDENADOR, S.A.	Non-executive chairman Non-executive chairman Director Non-executive chairman
Mr. Andreu Plaza López	INGENIERÍA DE SOFTWARE BANCARIO, S.L. (ISBAN) GEOBAN, S.A. PRODUBAN SERVICIOS INFORMATIVOS GENERALES, S.L. BANCO SANTANDER CHILE, S.A.	Non-executive chairman Non-executive chairman Director Director
Mr. Ángel Rivera Congosto	SANTANDER VIVIENDA, S.A. DE C.V. SOFOM BANCO SANTANDER INTERNATIONAL	Director Director

	COMPANY NAME	Position
	CASA DE BOLSA SANTANDER, S.A. DE C.V. BANCO SANTANDER (MEXICO), S.A. GRUPO FINANCIERO SANTANDER, S.A. DE C.V. SANTANDER CONSUMO, S.A. DE C.V. BANCO SANTANDER, S.A. (URUGUAY)	Director Director Director Director Director
Ms. Magda Salarich Fernández de Valderrama	SANTANDER CONSUMER FINANCE, S.A. FINANCIERA EL CORTE INGLÉS E.F.C., S.A. SANTANDER CONSUMER HOLDING GMBH SANTANDER CONSUMER BANK AG	Vice-chairman Director Director Director
Mr. Javier San Félix García	SANTANDER CONSUMER UK, PLC SAM INVESTMENT HOLDINGS LIMITED	Director Director

#### ***14.1.6 Any convictions in relation to fraudulent offences for at least the previous five years***

It hereby stated that none of the members of the board of directors or senior management of the Bank has been convicted for fraud in the five years prior to the date of this document.

#### ***14.1.7 Details of any bankruptcies, suspension of payments or liquidation involving members of the Bank's governing bodies or senior management over the previous five years***

It is hereby stated that none of the members of the Bank's board of directors or senior management is involved, in their capacity as a member of the Bank's board of directors or senior management, in any bankruptcy, suspension of payments or liquidation of a commercial company in the five years prior to the date of this document.

#### ***14.1.8 Details of any official public incrimination and/or sanctions of such person by statutory or regulatory authorities (including designated professional bodies) and whether such person has ever been disqualified by a court from acting as a member of the governance, management or supervisory bodies of an issuer or from acting in the management of the affairs of an issuer for at least the previous five years***

The Court of the First Instance No. 3 of Palma de Mallorca is currently hearing a criminal case relating to events occurring in the award of the concession for Son Espases Hospital in Palma de Mallorca. Mr. Villar Mir is a defendant in these proceedings, although the suit brought by the Public Prosecutor (*Ministerio Fiscal*) does not accuse him of any involvement in the events which are the subject-matter of the suit. OHL S.A., the company for which Mr. Villar Mir served as chairman of the board of directors, tendered an offer as part of a joint venture with several other companies (*union temporal de empresas*), in the bid for this concession that was eventually awarded to a competing business group. OHL, S.A. appealed against this decision as it considered that there were irregularities in the award process. Mr. Villar Mir is currently a person under investigation in these proceedings and has not as yet been formally accused of any crime, neither has he been indicted or placed on trial. Further, on 17 April 2017, the Public Prosecutor, i.e. the plaintiff in the case, ruled in favour of a temporary partial stay of the proceedings against Mr. Villar Mir. This request is currently pending resolution by the Provincial Court of the Balearic Islands.

Furthermore, and with respect to Preliminary Investigation 91/2016 relating to “Operation Lezo”, where Juan Miguel Villar Mir has been called as a person of interest due to the alleged payment by a company linked to OHL of a commission to secure a railway concession contract put out to tender by the Madrid local government in 2007. Juan Miguel Villar Mir informed the Bank the

he is contesting these accusations, stating that he did not order the payment of any commission to any public or private legal person or individual. According to the information submitted by Mr. Villar Mir in relation to the proceedings, the judge appointed to "Operation Lezo" called a total of fifty two people as defendants in the case.

Lastly, in relation to Preliminary Investigation 63/2013 into crimes against the public tax authority and money laundering, Central Court 5 of Madrid is examining a case in which Banco Santander, S.A. and some of the Bank's senior executives and former senior executives (including Ignacio Benjumea Cabeza de Vaca, currently an external director) are alleged to have taken part in criminal acts in relation with the following two activities associated with the commercial relationship between Banco Santander and HSBC Private Bank (Suisse) SA between 2005 and 2015: i) transfers made from the correspondent accounts, and; ii) the existence of an "omnibus" account for the custody of securities, owned by HSBC Switzerland at Banco Santander. These accounts and operating channels were universally used and accepted by all custodian entities and their legitimacy had never previously been questioned.

## **14.2 CONFLICTS OF INTEREST IN GOVERNANCE, MANAGEMENT AND SUPERVISORY BODIES**

### ***14.2.1 Conflicts of interest***

According to the information available to the Bank, no director of the Entity or member of its general management has any conflict of interest between their duties to the Bank and their private interests, nor does any of them perform, for their own account or for the account of third parties, duties that are similar or supplemental to those that make up the Bank's corporate purpose, except for those specified in the preceding sections or those performed at a Group company.

The mechanisms to detect and regulate possible conflicts of interest of the directors are established in the Rules and Regulations of the Board of Directors. Specifically, article 30 establishes that directors must inform the board of any direct or indirect conflict of interest between their own interests, or those of their related parties, and those of the Bank. If the conflict arises from a transaction with the Bank, the director shall not be allowed to conduct it unless the board, following a report from the audit committee, approves the transaction. In the event of conflict, the director involved shall not participate in the deliberations and decisions on the transaction to which the conflict refers. In all events, the situations of conflict in which the Bank directors are involved shall be reported in the notes to the financial statements and the annual corporate governance report.

The audit committee has verified that all transactions completed with related parties in 2016 were fully compliant with article 33 of the Rules and Regulations of the Board and did not require approval from the governing bodies; otherwise, approval was duly obtained following a positive report issued by such committee, once the agreed consideration and other terms and conditions were found to be within market parameters.

The board shall examine the transactions that the Company or Group companies carry out with directors (upon the terms established by law and by article 30 of the Rules and Regulations of the Board of Directors), with shareholders that own, whether individually or together with others, a significant shareholding, including shareholders represented on the board of directors of the Company or of other Group companies, or with persons related thereto. These transactions will require board authorisation, subject to a favourable report from the audit committee, except for those cases where by law approval is required by the shareholders at the general shareholders' meeting. These transactions will be assessed from the point of view of equality of treatment and



of market conditions, and will be included in the annual corporate governance report and in the periodic public information under the terms envisaged in applicable regulations.

However, the authorisation provided for in the paragraph above shall not be required for transactions that simultaneously meet the following three conditions:

1. They are performed under contracts with standard terms and conditions that are normally applicable to customers that contract the type of product or service in question.
2. They are performed at prices or rates established in general terms by the supplier of the goods or service in question, or when the transactions relate to goods or services where there are no established rates, under normal market conditions, similar to those applied in commercial relationships with customers with similar characteristics.
3. The amount does not exceed 1% of the Company's annual income.

By way of exception, when advisable for reasons of urgency, related transactions may be authorised by the executive committee and subsequently ratified by the board.

Further, in 2016, there were 95 occasions in which directors abstained from participating in discussions and voting on matters at the meetings of the board of directors or of its committees. The breakdown of the 95 cases is as follows: on 28 occasions the abstention was due to proposals to appoint, re-elect or withdraw directors, as well as to appoint members of board committees or other committees at the Group or related companies; on 51 occasions the matter under consideration related to remuneration or granting loans or credits; on nine occasions the matter concerned the discussion of financing or investment proposals or other risk transactions in favour of companies related to any director; on five occasions the abstention concerned the annual verification of the status of directors carried out by the appointments committee, pursuant to article 6.3 of the Rules and Regulations of the Board; and on two occasions the abstention concerned the approval of a related-party transaction.

#### ***14.2.2 Arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any person referred to in chapter 14.1 was selected as a member of the governing body or senior management***

In February 2006, a shareholder agreement was entered into, which was notified to the Bank and to the Spanish Securities Markets Commission ("CNMV") as a material fact. The document witnessing the aforementioned agreement was filed at both the CNMV Registry and the Companies Registry of Cantabria.

This agreement was signed by Mr. Emilio Botín-Sanz de Sautuola y García de los Ríos, Ms. Ana Botín-Sanz de Sautuola y O'Shea, Mr. Emilio Botín-Sanz de Sautuola y O'Shea, Mr. Francisco Javier Botín-Sanz de Sautuola y O'Shea, Simancas, S.A., Puente San Miguel, S.A. Puenteumar, S.L., Latimer Inversiones, S.L. and Cronje, S.L. Unipersonal, and covers the syndication of the Bank's shares that the signatories own or over which they hold voting rights.

The aim of the syndication agreement through the restrictions established on the free transferability of the shares and the regulated exercise of the voting rights inherent thereto is to ensure, at all times, the concerted representation and actions of the syndicate members as shareholders of the Bank, for the purpose of developing a lasting, stable common policy and an effective, unitary presence and representation in the Bank's corporate bodies.

The members of the syndicate undertake to syndicate and pool the voting and other political rights attaching to the syndicated shares, so that these rights may be exercised, and, in general, the syndicate members may act towards the Bank, in a concerted manner, in accordance with the instructions and indications and with the voting criteria and orientation, necessarily unitary,

issued by the syndicate. For this purpose, the representation of these shares is attributed to the chair of the syndicate as the common representative of its members.

Except for transactions carried out in favour of other members of the syndicate or in favour of the Fundación Botín, prior authorisation must be granted from the syndicate meeting, which may freely approve or refuse permission for the planned transfer.

At any given time, the chair of the syndicate is the person then presiding over the Fundación Botín, currently Francisco Javier Botín-Sanz de Sautuola y O'Shea.

#### ***14.2.3 Details of any restrictions agreed by the persons referred to in chapter 14.1 on the disposal within a certain period of time of their holdings in the issuer's securities***

A) In 2003, the Group's code of conduct was amended to conform to the requirements of Law 44/2002 of 22 November on Measures for the Reform of the Financial System. Therefore, on 28 July 2003, the Bank's board of directors approved the current Code of Conduct in the Securities Markets of the Santander Group, which came into effect on 1 August and replaced the code that had existed since March 2000.

In 2015, the Group's Code of Conduct in the Securities Markets was adapted to the EU Regulation 596/2014 of the European Parliament and Council of 16 April 2014, on market abuse (market abuse regulation). Therefore, the board of directors approved the amendment of the concept of the "equivalent person" included in the Santander Group's Code of Conduct in the Securities Markets, and informed the persons affected.

On 24 January 2017, the Board of Directors approved the last update to the Group's Code of Conduct in the Securities Markets to bring it into line with the Santander Group's current organisational structure, among other objectives.

In accordance with this code, the persons involved may not: (i) perform trades of an opposite type involving Group securities during the 30 days following each acquisition or sale of these securities; or (ii) perform any trading operations involving securities of the Group from one month prior to the announcement of the respective quarterly, half-yearly or yearly earnings until such results are published.

For the purposes of the paragraph above, the term "person involved" has the following meaning:

Persons involved are, with the exceptions established by the compliance committee for legal or other justifiable reasons, the following:

1. Board directors of the Bank and its subsidiaries, provided that the latter are directly related to securities markets.
2. The senior management of the Bank and of those of its subsidiaries that are directly related to the securities market.
3. All the people who work in the areas of the Bank or its subsidiaries that are directly related to securities markets.
4. Representatives or agents of the Bank or of its subsidiaries who conduct activities directly related to securities markets.
5. All other people who, through the nature of their activity and in the opinion of the compliance division, must abide temporarily or permanently by the controls established in the Code of Conduct in Securities Markets.

The compliance division prepares and updates a list of persons involved and, in the case of those subject to several codes, may determine which of the obligations of a similar content are applicable to them.

B) In February 2006, three directors, together with other shareholders of the Bank, entered into a shareholder agreement that was notified to the Bank and to the Spanish Securities Markets Commission (“CNMV”). The document witnessing the aforementioned agreement was filed at both the CNMV Registry and the Companies Registry of Cantabria.

For further information on this agreement, see [section A.6](#) of the annual corporate governance report.

At the date of this document, the syndication included a total of 73,645,123 shares of the Bank (0.505% of its share capital), broken down as follows:

<b>Signatories to the shareholders’ agreement</b>	<b>Number of shares</b>
Ms. Ana Botín-Sanz de Sautuola O’Shea	828,828
Mr. Emilio Botín-Sanz de Sautuola O’Shea <sup>1</sup>	16,873,709
Mr. Javier Botín-Sanz de Sautuola y O’Shea <sup>2</sup>	16,292,640
Ms. Paloma Botín-Sanz de Sautuola O’Shea <sup>3</sup>	7,835,293
Ms. Carmen Botín-Sanz de Sautuola O’Shea	8,636,792
PUENTEPUMAR, S.L.	-
LATIMER INVERSIONES, S.L.	-
CRONJE, S.L.U. <sup>4</sup>	17,602,582
NUEVA AZIL, S.L.U. <sup>5</sup>	5,575,279
<b>TOTAL</b>	<b>73,645,123</b>

1. 7,800,332 shares held indirectly through Puente San Miguel, S.L.U.

2. 11,447,138 shares held indirectly through Agropecuaria El Castaño, S.L.U.

3. 6,628,291 shares held indirectly through Bright Sky 2012, S.L.

4. Controlled by Ms. Ana Botín-Sanz de Sautuola y O’Shea.

5. Controlled by Ms. Carolina Botín-Sanz de Sautuola y O’Shea

\* \* \*

## **CHAPTER 15**

### **REMUNERATION AND BENEFITS**

#### **15.1 REMUNERATION PAID TO THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

The most recent audited information on the remuneration and benefits of the members of the board of directors and the senior management of the Bank is the information for 2016 and is included in [note 5](#) to the 2016 financial statements.

Further, [the annual directors' remuneration report](#) provides additional information on the remuneration received by members of the board of directors in their capacity as such and for the performance of their executive functions in 2016. Information is provided on an individual basis on the remuneration received by each director, with a breakdown of the amounts for each remuneration item. Similarly, the [2016 remuneration committee report](#), that was made available to shareholders at the time of the general shareholders' meeting, contains this committee's report on directors' remuneration policy, with the content required under article 529 novodecies, section 2 of the Corporate Enterprises Act.

According to article 58 of the Bylaws, directors receive remuneration for exercising the functions corresponding to them in their capacity as directors, which consists of a fixed annual sum that is set at the general shareholders' meeting. At the general shareholders' meeting held on 7 April 2017, a fixed annual amount of 6,000,000 euros was approved for remunerating directors in their capacity as such, which shall apply to the remuneration received in 2017 and will remain in force until amended by the shareholders in general meeting.

With regard to the variable remuneration paid to executive directors and other employees belonging to categories whose professional activities significantly affect the risk profile ("identified staff"), in accordance with article 58.6 of the bylaws and article 34.1.g) of Law 10/2014, of 26 June, on the organisation, supervision and solvency of credit institutions, the variable components shall not exceed one hundred percent of the fixed components of the total remuneration for each director, unless the general shareholders' meeting approves a higher amount, which may not be higher than two hundred percent of the fixed components of the total remuneration. At the general shareholders' meeting held on 7 April 2017, renewing the authorisation granted in 2016, shareholders approved the maximum ratio of variable components of remuneration in relation to fixed components for 2017 for a maximum of 1,000 members of the identified group, including executive directors. Under no circumstances may this maximum ratio exceed 200%.

Similarly, in compliance with article 59 of the bylaws and article 529 novodecies of the Corporate Enterprises Act, at the general shareholders' meeting held on 7 April 2017, shareholders approved, on a binding basis, the remuneration policy for directors of Banco Santander, S.A. for 2017 (completing and updating the resolution approved at the 2016 general meeting), 2018 and 2019, supported by the corresponding reasoned proposal from the board of directors and a special report from the remunerations committee. Any remuneration received by directors for exercising or terminating their functions, or for the performance of executive functions, shall be in accordance with the approved remuneration policy.

Lastly, the annual directors' remuneration report for 2016 was submitted for approval, on a consultative basis, to the general shareholders' meeting held on 7 April 2017, receiving 93.53% of votes in favour.

## **15.2 PENSION, RETIREMENT OR SIMILAR BENEFITS**

See [note 5.c.](#) and [d.](#) to the financial statements and [section A.7](#) of the annual directors' remuneration report.

\* \* \*

## CHAPTER 16

### MANAGEMENT PRACTICES

#### 16.1 END DATE OF CURRENT TERM OF OFFICE

The following table shows the date of first appointment of each member of the board of directors of the Bank, and the end date of their current term of office.

Name	Date of first appointment	End date (1)
Ana Botín-Sanz de Sautuola y O'Shea.....	4 February 1989	First half of 2020
José Antonio Álvarez Álvarez.....	25 November 2014	First half of 2020
Bruce Carnegie-Brown.....	25 November 2014	First half of 2019
Rodrigo Echenique Gordillo.....	7 October 1988	First half of 2020
Matías Rodríguez Inciarte .....	7 October 1988	First half of 2018
Guillermo de la Dehesa Romero. ....	24 June 2002	First half of 2018
Homaira Akbari.....	27 September 2016	First half of 2020
Ignacio Benjumea Cabeza de Vaca .....	30 June 2015	First half of 2019
Javier Botín-Sanz de Sautuola y O'Shea .....	25 July 2004	First half of 2019
Sol Daurella Comadrán .....	25 November 2014	First half of 2019
Carlos Fernández González.....	25 November 2014	First half of 2018
Esther Giménez-Salinas i Colomer.....	30 March 2012	First half of 2020
Belén Romana García.....	22 November 2015	First half of 2020
Isabel Tocino Biscarolasaga.....	26 March 2007	First half of 2019
Juan Miguel Villar Mir.....	7 May 2013	First half of 2019

(1) Pursuant to the provisions of article 55 of the Bylaws, the duration of the director's term will be three years, although one-third of the positions on the board will be renewed each year, based on length of service and according to the date and order of the respective appointment.

#### 16.2 INFORMATION ABOUT MEMBERS OF THE GOVERNANCE, MANAGEMENT OR SUPERVISORY BODIES' SERVICE CONTRACTS WITH THE BANK OR ANY GROUP SUBSIDIARIES PROVIDING FOR BENEFITS UPON TERMINATION OF EMPLOYMENT, OR AN APPROPRIATE NEGATIVE STATEMENT

See [section A.6](#) and [section A.7](#) of the annual directors' remuneration reports for a description of the terms and conditions of executive directors' contracts. No non-executive director has the right to receive any benefits upon termination of their employment.

#### 16.3 AUDIT COMMITTEE, APPOINTMENTS COMMITTEE, REMUNERATION COMMITTEE, RISK SUPERVISORY, REGULATORY AND COMPLIANCE COMMITTEE AND OTHER BOARD COMMITTEES.

##### 16.3.1 Audit Committee

The main function of the audit committee is to assess the information systems and accounting verification procedures, ensure the independence of the accounts auditor and review the internal control systems of the Bank and its Group. The audit committee shall consist of a minimum of three directors and a maximum of nine, all of whom shall be external or non-executive, with independent directors having majority representation.

The Board of Directors will appoint the members of the audit committee, bearing in mind their knowledge, aptitude and experience in accounting, auditing or risk management, so that, overall, the members of the committee are in possession of all the relevant technical knowledge in relation to the sector of activity in which the Bank participates. The audit committee must in all events be presided over by an independent director, who shall also be knowledgeable about and

experienced in matters of accounting, auditing or risk management. The current committee chairman is Belén Romana García. All directors currently sitting on this committee are external and independent.

### ***(I) Composition***

The composition of the audit committee is as follows:

- Belén Romana García, chairman
- Homaira Akbari, member
- Carlos Fernández González, member
- Isabel Tocino Biscarolasaga, member

In accordance with the bylaws, the general secretary is the secretary of this committee.

### ***(II) Annual Report***

On occasion of the call to the 2017 ordinary general meeting the audit committee issued a report that is published on the corporate website and includes details of the following:

- i) Regulatory aspects, duties, composition and the attendance of its members at the committee meetings held in 2016, and its operations.
- ii) Activities performed in 2016, grouped in accordance with the core duties of the audit committee:
  - Financial information.
  - External auditor.
  - Internal audit.
  - The Group's internal control systems.
  - Report on related-party transactions.
  - Information for the general shareholders' meeting and corporate documentation for 2016.
- iii) Self-assessment.
- iv) Challenges for 2017.

### ***(III) Duties***

The duties of the audit committee are described in [section C.2.1](#) of the annual corporate governance report.

As described in article 16.4 of the Rules and Regulations of the Board of Directors, that regulates the duties of the audit committee, this committee has the functions described below and any other provided for by law.

- (a) *Have its chairman and/or secretary report to the shareholders at the general shareholders' meeting with respect to matters raised therein by shareholders regarding its powers and, specifically, regarding the results of the audit, explaining how such audit has contributed to the integrity of the financial information and the role that the committee has played in such process.*

- (b) *Review the accounts of the Company and the Group, monitor compliance with legal requirements and the proper application of generally accepted accounting principles, and report on the proposals for alterations to the accounting principles and standards suggested by management.*
- (c) *In connection with the Company's external auditor:*
  - (i) *With respect to the appointment thereof, the audit committee shall have the following powers:*
    - (1) *Submit to the board of directors the proposals for selection, appointment, re-election and replacement of the external auditor, assuming responsibility for the selection procedure established by applicable law, as well as the terms of the contract therewith, and periodically obtain from the external auditor information regarding the audit plan and the implementation thereof. The committee will favour the Group's external auditor also undertaking the responsibility for auditing the financial statements of companies belonging to the Group.*
  - (a) *Have its chairman and/or secretary report to the shareholders at the general shareholders' meeting with respect to matters raised therein by shareholders regarding its powers and, specifically, regarding the results of the audit, explaining how such audit has contributed to the integrity of the financial information and the role that the committee has played in such process.*
  - (b) *Review the accounts of the Company and the Group, monitor compliance with legal requirements and the proper application of generally accepted accounting principles, and report on the proposals for alterations to the accounting principles and standards suggested by management.*
  - (c) *In connection with the Company's external auditor:*
    - (i) *With respect to the appointment thereof, the audit committee shall have the following powers:*
      - (1) *Submit to the board of directors the proposals for selection, appointment, re-election and replacement of the external auditor, assuming responsibility for the selection procedure established by applicable law, as well as the terms of the contract therewith, and periodically obtain from the external auditor information regarding the audit plan and the implementation thereof. The committee will favour the Group's external auditor also undertaking the responsibility for auditing the financial statements of companies belonging to the Group.*
      - (2) *Ensure that the Company gives public notice of the change of external auditor in the form of a material fact (hecho relevante), attaching to such notice a statement regarding the possible existence of disagreements with the outgoing external auditor and, if any have existed, regarding the content thereof, and in the event of resignation of the external auditor, examine the circumstances giving rise thereto.*
    - (ii) *With respect to the conduct of the audit, the audit committee shall:*
      - (1) *Establish proper relations with the external auditor so as to receive information regarding matters that might jeopardise its independence, in order to examine such information, and any other information relating to*



*the auditing process, as well as all other communications pursuant to legislation on the auditing of financial statements and audit standards, and serve as a communication channel between the Board and the external auditor, evaluating the results of each audit and the management team's response to its the recommendations contained therein, mediating in cases of discrepancy with the auditor and the Board in regard to the principles and criteria applicable in preparing the financial statements. Specifically, the committee shall seek to ensure that the financial statements prepared by the board be presented at the general shareholders' meeting without reserve or qualification.*

- (2) Supervise the fulfilment of the audit contract, endeavouring to ensure that the opinion on the annual financial statements and the main contents of the auditor's report are set forth in a clear and accurate fashion.*
  - (3) Ensure that the external auditor annually attends the meeting of the board of directors provided for in article 35.1 in fine of these rules and regulations.*
  - (4) Ensure that the external auditor issues a report on the system of internal controls on financial information.*
- (iii) And with respect to the independence of the auditor and the provision of services other than audit work, the audit committee shall ensure that the Company and the external auditor comply with applicable regulations regarding the provision of such services, the limits on concentration of the external auditor's business and, in general, all other regulations governing independence of the external auditor. For purposes of ensuring the independence of the external auditor, the audit committee shall take note of those circumstances or issues that might risk such independence and any others related to the development of the auditing procedure. And, specifically, it shall ensure that the remuneration of the external auditor for its work does not compromise the quality and independence thereof, and shall verify the percentage that the fees paid for any and all reasons represent out of the total income of the audit firm, as well as the length of service of the partner who leads the audit team in the provision of such services to the Company.*

*Likewise, the audit committee must endorse any decision to hire services other than audit services, not prohibited by applicable regulations, having first properly assessed any threats to the auditor's independence and the safeguard measures applied in accordance with said regulations.*

*The annual report shall include the fees paid to the audit firm, including information relating to fees paid for professional services other than auditing.*

*In any event, the audit committee should annually receive from the external auditor written confirmation of the latter's independence versus the Company or institutions directly or indirectly related to the Company, as well as detailed and itemised information on additional services of any kind provided by the aforementioned auditor or by persons or institutions related thereto and the fees received from such entities, pursuant to the regulations governing the auditing of accounts.*

*Likewise, prior to the issuance of the external auditor's report, the committee shall annually issue a report expressing an opinion on whether the independence of the external auditor is compromised. Such report shall in any event contain a reasoned evaluation of each and every one of the additional services mentioned in the preceding paragraph, taken both individually and as a whole, other than legal audit services, and in connection with the rules on independence or with the regulations governing the auditing of accounts.*

- (d) Supervise the internal audit function and, in particular:*
  - (i) Proposing the selection, appointment and withdrawal of the party responsible for internal audit;*
  - (ii) Approve the proposed guidance and the annual working plan of internal audit submitted to the board, ensuring that internal audit activities are primarily focused on the Company's significant risks, and review the annual activities report*
  - (iii) Ensuring the independence and effectiveness of the internal audit function;*
  - (iv) Propose the budget for this service, including the necessary material and human resources;*
  - (v) Receiving periodic information regarding the activities thereof; and*
  - (vi) Verify that senior management and the board take into account the conclusions and recommendations set forth in its reports.*
- (e) Supervise the process for gathering financial information and for the internal control systems. In particular, the Audit Committee shall:*
  - (i) Supervise the preparation and presentation of relevant financial information concerning the company and the Group, as well as ensuring that such information is complete, reviewing compliance with regulatory requirements, the proper demarcation of the consolidation scope and the correct application of accounting criteria;*
  - (ii) Monitor the efficacy of internal control systems, periodically reviewing these, so as to adequately identify, manage and divulge risks; and*
  - (iii) Discuss with the external auditor any significant weaknesses in the internal control system uncovered in the course of the audit.*

*As a consequence of its activities, the audit committee may submit recommendations or proposals to the board of directors.*

*In any event, the performance of the duties established herein shall not affect the independence of the internal audit function.*

- (f) Report to the Board, before the latter makes the relevant decisions, in regard to:*
  - (i) The financial information the Company must disclose periodically, ensuring that said information is prepared in accordance with the same principles and practices as the annual financial statements.*
  - (ii) The creation and acquisition of shareholdings in special-purpose vehicles or entities with registered headquarters in countries or territories that are considered to be tax havens.*

- (iii) *The approval of related-party transactions provided for in article 33.*
- (g) *Know and, in the event, respond to the initiatives, suggestions and complaints filed by shareholders in respect of this Committee's duties and submitted by the Company's general secretary. The committee shall also:*
  - (i) *Receive, process and keep a record of complaints received by the Bank in regard to issues relating to the process of generating financial information, auditing and internal controls.*
  - (ii) *Establish and supervise a mechanism whereby Group employees may communicate, confidentially and anonymously, potentially significant irregularities as to matters within its area of authority, especially of a financial and accounting nature.*
- (h) *Receive information concerning operations involving structural or corporate modifications planned by the Company, for analysis and reporting to the Board of Directors in relation to the economic conditions of such activities and their accounting impact and, in particular, where relevant, the proposed swap equation. The above shall not apply to simple transactions that are not significant for the Group's activities, including, in the event, intra-group restructuring.*
- (i) *Receive information from the person responsible for the Company's taxation matters on the tax policies applied, at least prior to the drawing-up of the financial statements and the filing of the Corporate Tax return, and where relevant, on the tax consequences of transactions or matters submitted to the board of directors or the executive committee for approval, unless such bodies have been informed directly, in which case this will be reported to the committee at the first subsequent meeting held by it. The audit committee shall convey all information received to the board of directors.*
- (j) *Evaluate, at least once a year, its operation and the quality of its work.*
- (k) *And all others specifically provided for in these rules and regulations.*

As stipulated in section c) (iii) of article 16 transcribed above, and in accordance with the provisions of article 50.2 of the bylaws, the audit committee shall have decision-making, rather than merely consultative, functions to authorise services other than those that are prohibited, under the terms described in the regulations for accounting activities.

This document was reviewed by the audit committee on 23 June 2017.

### **16.3.2 Appointments Committee**

This is another specialised board committee with no delegated functions. The appointments committee shall be composed of a minimum of three and a maximum of nine directors, all of whom shall be external or non-executive directors, with independent directors having majority representation, one of which will be the committee chairman. The members of the appointments committee are designated by the Board, taking into consideration the knowledge, skills and experience of the directors and the requirements of said committee.

#### **(I) Composition**

The appointments committee is composed of the following external directors:

- Bruce Carnegie-Brown, chairman.

- Guillermo de la Dehesa Romero, member
- Ignacio Benjumea Cabeza de Vaca, member
- Sol Daurella Comadrán, member
- Carlos Fernández González, member

In accordance with the bylaws, the general secretary is the secretary of this committee.

## **(II) Annual Report**

On occasion of the call to the 2017 ordinary general meeting the appointments committee issued a [report](#) that is published on the corporate website and includes details of the following:

i) Regulatory aspects, duties, composition and the attendance of its members at the committee meetings held in 2016, and its operations.

ii) Activities report of the appointments committee for 2016:

- Renewal of the board and its committees and description of the selection process of members thereof.
- International advisory board.
- Yearly assessment of the category of the directors.
- Evaluation of the suitability of directors and other key personnel.
- Appointment of members of the board committees.
- Internal governance
- Participation in the board's self-assessment process.
- Succession plans for executive directors and senior management.
- Appointment of members of senior management who do not sit on the board of directors.
- Training of directors and information or induction programme for new directors.
- Civil liability insurance.
- Institutional documentation.

iii) Self-assessment.

iv) Challenges for 2017.

## **(III) Duties**

The duties of the appointments committee are described in [section C.2.1](#) of the annual corporate governance report.

The duties of the appointments committee is governed by article 17.4 of the Rules and Regulations of the Board of Directors and are as follows:

- (a) *Propose and review the director selection policy and the succession plan approved by the board and the internal criteria and procedures to be followed in order to select those persons who will be proposed to serve as directors, as well as for the continuous evaluation of directors, reporting on such continuous evaluation. In particular, the appointments committee shall:*
  - (i) *Evaluate the balance among the components of knowledge, capabilities, qualifications, diversity and experience that are required and existing on the board of directors and prepare the respective matrix of capabilities and*

*the description of duties and qualifications required for each specific appointment, assessing the time and dedication needed for appropriate performance of the duties of director.*

- (ii) Receive for consideration proposals of potential candidates to cover the vacancies established by the directors.*
  - (iii) Periodically (at least once a year) report in regard to the structure, size, composition and action of the board of directors, the operation of and compliance with the policy for selecting directors, and the succession plan, presenting recommendations to the board for potential changes.*
  - (iv) Conduct a periodic review, at least once per year, of the fitness and properness of the different members of the board of directors and of the board as a whole and report to the board of directors accordingly.*
  - (v) Establish, in line with the provisions of article 6.1 of the rules and regulations of the board of directors, a goal for representation of the less-represented gender on the board of directors and prepare guidelines as to how to increase the number of persons of that less-represented gender in order to reach such target. The target, the guidelines and the application thereof shall be published as provided by applicable law.*
- 
- (b) Apply and supervise the succession plan for the directors approved by the board of directors, working in coordination with the chairman of the board or, for purposes of the succession of the chairman, with the lead director. In particular, examine or organise the succession of the chairman and of the chief executive officer pursuant to article 24 of the rules and regulations of the board of directors.*
  - (c) Prepare, by following standards of objectiveness and conformance to the corporate interests, the proposals for appointment, re-election and ratification of directors provided for in section 2 of article 21 of the rules and regulations of the board of directors, as well as the proposals for appointment of the members of each of the committees of the board of directors. It shall also prepare the proposals for the appointment of positions on the board of directors and its committees, following the same aforementioned standards.*
  - (d) Annually verify the classification of each director (as executive, proprietary, independent or other) for the purpose of their confirmation or review at the ordinary general shareholders' meeting and in the annual corporate governance report.*
  - (e) Report on proposals for appointment or withdrawal of the secretary of the board and, if applicable, the vice secretary, prior to submission thereof to the board.*
  - (f) Propose and review the policies and internal procedures for the selection and continuous evaluation of senior executive vice presidents or similar officers and other employees responsible for internal control functions or who hold key positions for the day-to-day conduct of banking activities, as well as the succession plan for such executive officers, report on their appointment and withdrawal from office and their continuous evaluation in implementation of such procedures, and make any recommendations it deems appropriate.*

- (g) *Ensure compliance by the directors with the duties prescribed in Article 30 of these rules and regulations, prepare the reports provided for herein and receive information, and, if applicable, prepare a report on the measures to be adopted with respect to the directors in the event of non-compliance with the abovementioned duties or with the code of conduct of the Group in the securities markets.*
- (h) *Examine the information sent by the directors regarding their other professional obligations and assess whether such obligations might interfere with the dedication required of directors for the effective performance of their work.*
- (i) *Evaluate, at least once a year, its operation and the quality of its work.*
- (j) *Report on the process of self-evaluation of the board and of the members thereof and assess the independence of the external consultant hired pursuant to article 19.7 of the rules and regulations of the board of directors.*
- (k) *Report on and supervise implementation of the Group's policy for planning succession, and modifications thereto.*
- (l) *The other duties specifically provided for in the rules and regulations of the board of directors and any others assigned to the committee by applicable law.*

### **16.3.3 Remuneration Committee**

This is another specialised board committee with no delegated functions. The remuneration committee must be made up of a minimum of three and a maximum of nine directors, all external and non-executive, with a majority representation of independent directors, and with one of these independent directors being its chairman. The members of the remuneration committee are designated by the Board, taking into consideration the knowledge, skills and experience of the directors and the requirements of said committee.

#### **(I) Composition**

The appointments committee is composed of the following external directors:

- Bruce Carnegie-Brown, chairman.
- Guillermo de la Dehesa Romero, member
- Ignacio Benjumea Cabeza de Vaca, member.
- Sol Daurella Comadrán, member
- Isabel Tocino Biscarolasaga, member

In accordance with the bylaws, the general secretary is the secretary of this committee.

#### **(II) Annual report**

On occasion of the call to the 2017 ordinary general meeting the remuneration committee issued a report that is published on the corporate website and includes details of the following:

- i) Regulatory aspects, duties, composition and the attendance of its members at the committee meetings held in 2016, and its operations.
- ii) Report on the director remuneration policy
  - Principles of the remuneration policy.
  - Principles of corporate governance regarding remuneration.
  - Remuneration policy applied in 2016.

- Individual compensation and compensation for all director services in 2016.
- Director remuneration policy for 2017, 2018 and 2019 that is submitted to a binding vote of the shareholders.
- Preparatory work and decision-making with details on involvement of remuneration committee and on the identity of external advisors.

iii) Compensation of members of senior management who do not sit on the board of directors.

iv) Remuneration of the identified staff.

v) Self-assessment.

v) Challenges for 2017.

### **(III) Duties**

The duties of the remuneration committee are described in [section C.2.1](#) of the annual corporate governance report.

The duties of the remuneration committee is governed by article 17 bis.4 of the Rules and Regulations of the Board of Directors and are as follows:

- (a) *Prepare and propose the decisions relating to remuneration that the board of directors must adopt, including those that have an impact on the Company's risk and risk management. In particular, the remuneration committee shall propose:*
  - (i) *The director remuneration policy, preparing the required reasoned report on such remuneration policy as provided by article 28 bis of these rules and regulations as well as the annual remuneration report provided for in article 29*
  - (ii) *The individual remuneration of the directors in their capacity as such.*
  - (iii) *The individual remuneration of the directors for the performance of duties other than those in their capacity as such, and other terms of their contracts.*
  - (iv) *The remuneration policy applicable to the senior executive vice presidents and other members of senior management in compliance with the provisions of law.*
  - (v) *The basic terms of the contracts and compensation of the members of senior management.*
  - (vi) *Propose to the board the essential elements of remuneration for other directors or employees who, although not members of senior management, do belong to the identified staff.*
- (b) *Assist the board with the supervision of the observance of the remuneration policy for directors and other members of the Identified Staff, as well as the other remuneration policies at the Company and the Group.*
- (c) *Periodically review the remuneration programmes to ensure they are up-to-date, giving weight to their adaptation and performance, ensuring that remuneration is in line with the criteria of moderation and the company's results, culture and risk appetite; and that no incentives are offered to assume risk that exceeds the level tolerated by the company, such that they promote and are compatible with adequate and effective risk management. For these purposes the mechanisms and systems*



*adopted will be revised to ensure that the remuneration programmes take into account all types of risk and all levels of capital and liquidity, and that remuneration is in line with the company's business targets and strategies, corporate culture and long-term interest.*

- (d) Ensure the transparency of remuneration and the inclusion in the annual report, the annual corporate governance report, the annual remuneration report or other reports required by applicable law of information regarding the remuneration of directors and, for such purposes, submit to the board any and all information that may be appropriate.*
- (e) Evaluate the attainment of performance targets and the need to make “ex post” adjustments to risk, including the application of reduction (“malus”) or recovery systems (“clawback”).*
- (f) Review possible scenarios in order to verify the effects of possible external and internal events on remuneration policies and practices, and perform, together with the risk supervision, regulation and compliance committee, a subsequent analysis of the criteria used to determine compensation and the ex ante risk adjustment, taking into consideration how the previously evaluated risks have actually arisen.*
- (g) Evaluate, at least once a year, its operation and the quality of its work.*
- (h) And all remaining specifications attributed to it pursuant to the Board of Directors' Regulations and applicable legislation.*

*In exercising its duties, the remuneration committee must take into account the long-term interests of shareholders, investors and other parties interested in Company, as well as public interest.*

#### **16.3.4 Risk supervision, regulation and compliance Committee**

This is another specialised board committee with no delegated functions. The committee shall be composed of a minimum of three and a maximum of nine directors, all of whom shall be external or non-executive directors, with independent directors having majority representation.

The committee must be chaired by an independent director.

The members of the appointments committee shall be appointed by the board of directors taking into account the directors' knowledge, skills and experience and the responsibilities of the committee.

##### **(I) Composition**

The risk supervision, regulation and compliance committee is composed of the following external directors:

- Bruce Carnegie-Brown, chairman
- Guillermo de la Dehesa Romero, member
- Ignacio Benjumea Cabeza de Vaca, member
- Carlos Fernández González, member
- Esther Giménez-Salinas i Colomer, member
- Belén Romana García, member
- Isabel Tocino Biscarolasaga, member

In accordance with the bylaws, the general secretary is the secretary of this committee.



## **(II) Annual Report**

On occasion of the call to the 2017 ordinary general meeting the risk supervision, regulation and compliance committee issued a [report](#) that is published on the corporate website and includes details of the following:

- i) Regulatory aspects, duties, composition and the attendance of its members at the committee meetings held in 2016, and its operations.
- ii) Activities report of the risk supervision, regulation and compliance committee for 2016:
  - Risks.
  - Capital and liquidity.
  - Compliance and conduct.
  - Corporate governance and regulation.
  - Relations with supervisors and regulators.
- iii) Self-assessment.
- iv) Challenges for 2017.

## **(III) Duties**

The duties of the risk supervision, regulation and compliance committee are described in [section C.2.1](#) of the annual corporate governance report.

As described in article 17 ter of the Rules and Regulations of the Board of Directors, that regulates the duties of the risk supervision, regulation and compliance committee, committee has the functions described below and any other provided for by law:

- (a) *Support and advice to the board in defining and assessing the risk policies affecting the Group and in determining the current and future risk propensity, and the strategy in this regard. The Group's risk policy must include:*
  - (i) *The identification of the various types of financial and non-financial risk (operational, technological, tax, legal, social, environmental, political, reputational, and compliance and behavioural, among others) that the Company faces, including, among financial or economic risks, contingent liabilities and others which are off-balance sheet;*
  - (ii) *Setting the risk appetite that the Company deems acceptable;*
  - (iii) *The planned measures to mitigate the impact of identified risks, in the event that they materialise; and*
  - (iv) *The information and internal control systems that will be used to control and manage such risks, including tax risks.*
- (b) *Assistance to the board in monitoring the implementation of the risk strategy and the alignment thereof with the strategic commercial plans.*
- (c) *To assist the board in approving the capital and liquidity strategies and to supervise their implementation.*
- (d) *Ensuring that the pricing policy for the assets and liabilities offered to customers is fully aligned with the Company's business model, risk appetite and risk strategy. If such is not the case, the committee shall submit to the board of directors a plan for the correction of such policy.*

- (e) *Knowing and assessing the risks arising from the macroeconomic context and from the economic cycles within which the Company and its Group carry out their activities.*
- (f) *Systematic review of exposure to principal customers, economic sectors of activity, geographic areas and risk types.*
- (g) *Supervising the risk function, without prejudice to the direct access of the latter to the board of directors.*
- (h) *Support and assistance to the board in the performance of stress tests by the Company, in particular by assessing the scenarios and assumptions to be used in such tests, evaluating the results thereof and analysing the measures proposed by the risk function as a consequence of such results.*
- (i) *Know and assess the management tools, improvement measures, evolution of projects and any other relevant activity related to risk control, including the policy on internal models of risk and their internal validation.*
- (j) *Determine, together with the board of directors, the nature, amount, format and frequency of the risk-related information that is to be received by the committee itself and by the board of directors. In particular, the risk supervision, regulation and compliance committee shall receive periodic information from the chief risk officer (CRO).*
- (k) *Cooperation in establishing rational remuneration policies and practices. For this purpose, without prejudice to the duties of the remuneration committee, the risk supervision, regulation and compliance committee will determine whether the incentives policy envisaged in the remuneration scheme takes into account risk, capital, liquidity and the probability and opportunity of profit. In conjunction with the remunerations committee, the risk supervision, regulation and compliance committee will also conduct a subsequent analysis of the criteria used to determine compensation and the ex-ante risk adjustment, based on how risks previously assessed actually materialised.*
- (l) *Supervision and regular evaluation of the operation of the Company's compliance programme, governance rules and the compliance function, and making such proposals as may be required for the improvement thereof. For such purpose, the risk supervision, regulation and compliance committee:*
  - (i) *Shall supervise compliance with the general code of conduct, AML/CTF manuals and procedures and any other codes and regulations that apply to the industry.*
  - (ii) *Shall receive information and, where applicable, issue reports concerning any disciplinary measures applied to members of senior management.*
  - (iii) *Shall supervise the implementation of actions and measures that are the result of reports and inspections by the administrative supervisory and control authorities.*
  - (iv) *Shall supervise the operation of and compliance with the criminal risk prevention model approved by the board of directors pursuant to article 3.2 of the rules and regulations of the board of directors.*

*For the performance of this task, the committee shall have its own powers of initiative and control. This includes, without limitation, the power to*

*obtain any information it deems appropriate and to call any officer or employee of the Group, including, in particular, the heads of the compliance function and of the various committees related to this area that may exist in order to assess their performance, as well as the power to commence and direct such internal inquiries as it deems necessary into events related to any possible noncompliance with the criminal risk prevention model.*

*Furthermore, the committee shall periodically evaluate the operation of the prevention model and the effectiveness thereof in preventing or mitigating the commission of crimes, for which purpose it may rely on external advice when it deems it appropriate, and shall propose to the board of directors any changes to the criminal risk prevention model and, in general, to the compliance programme that it deems fit in view of such evaluation.*

- (m) Review of the Company's corporate social responsibility policy, ensuring that it is aimed at the creation of value for the Company, and monitoring of the strategy and practices in this field, evaluating the level of adherence thereto.*
- (n) Supervise the strategy for communication and relations with shareholders and investors, including small and mid-sized shareholders, as well as the supervision and evaluation of the procedures for relations with stakeholders.*
- (o) Coordinate the process of communication of non-financial and diversity information, in accordance with applicable regulations and leading international standards.*
- (p) Periodically assess the suitability of the Company's corporate governance system, in order to ensure that it fulfils its mission of promoting the corporate interest and that it takes into account, where applicable, the legitimate interests of other stakeholders.*
- (q) Provide support and advice to the board regarding relations with supervisors and regulators in the various countries where the Group operates.*
- (r) Track and evaluate rule-making proposals and regulatory changes that may be applicable and of any possible consequences for the Group.*
- (s) Report on any proposed amendments to these rules and regulations prior to the approval thereof by the board of directors.*
- (t) Evaluate, at least once a year, its operation and the quality of its work.*

### **16.3.5 Other board committees**

#### **Executive Committee**

The executive committee is governed by Article 51 of the Company's Bylaws and Article 14 of the Rules and Regulations of the Board. All the powers of the board of directors have been delegated to the executive committee, except those which may not be legally delegated and those which are reserved to the board under the latter's Rules and Regulations.

#### **International Committee**

As described in article 16.4 of the Rules and Regulations of the Board of Directors, that regulates the duties of the audit committee, this committee has the functions described below and any other provided for by law.

The committee shall:

- (a) *Monitor the development of the Group's strategy and of the activities, markets and countries in which the Group wishes to operate by means of direct investments or specific transactions, for which purpose it shall be informed of the commercial initiatives and strategies pursued by the various units of the Group and of any new projects that may arise; and*
- (b) *Review the performance of financial investments and of the business, as well as the international economic situation, in order to submit, if applicable, any proposals required to adjust the limits on country risk, the structure and profitability thereof and the assignment of such risk by business and/or unit.*

### ***Innovation and technology Committee***

As described in article 17 quinquies of the Rules and Regulations of the Board of Directors, that regulates the duties of the innovation and technology committee, this committee has the functions described below and any other provided for by law.

The functions of the innovation and technology committee include the following:

- (a) *Review and report on plans and activities relating to technology:*
  - (i) *Information systems and application programming;*
  - (ii) *Investments in information technology equipment and technological transformation;*
  - (iii) *Design of operating processes to improve productivity;*
  - (iv) *Programmes for improvement of service quality and measurement procedures, as well as those relating to means and costs; and*
  - (v) *Significant projects in the area of technology.*
- (b) *Review and report on plans and activities relating to innovation:*
  - (i) *tests and adoption of new business models, technology, systems and platforms;*
  - (ii) *associations, commercial relationships and investments; and*
  - (iii) *significant projects in the area of innovation.*
- (c) *Propose to the board the technology framework and the data management framework for the Company.*
- (d) *Assist the board in the approval of the strategic technology plan.*
- (e) *Assist the board by making recommendations relating to the Group's innovation agenda.*
- (f) *Assist the board in the identification of the major threats to the status quo which may result as a consequence of new business models, technology, processes, products and concepts.*
- (g) *Propose to the board the annual systems plan.*
- (h) *Assist the board in evaluating the quality of the technological service.*
- (i) *Assist the board in evaluating the capacity and conditions for innovation at both Group and country level.*

- (j) *Assist the risk supervision, regulation and compliance committee in the supervision of technological and security risks and supervise the management of cybersecurity.*

For further information, see [section C](#) of the 2016 annual corporate governance report.

## **16.4 CORPORATE GOVERNANCE**

Banco Santander complies with the corporate governance system established under Spanish law.

In accordance with article 540 of the Corporate Enterprises Act, on 24 February 2017, Banco Santander published its 2016 annual corporate governance report, and submitted it to the CNMV, which published it as a Material Fact. This report, prepared in compliance with the model established for this purpose by the CNMV, through CNMV Circular 7/2015, of 22 December, amending Circular 5/2013, of 12 June, establishing the corporate governance report for public listed companies, provides a detailed explanation of the Bank's governance structure and its practical operations, pursuant to the provisions of prevailing legislation, the Bank's bylaws and internal rules and regulations.

With regard to following the recommendations set down in the Good Governance Code for Listed Companies, approved by the CNMV on 18 February 2015, [section G](#) of this annual report describes the degree of monitoring applied to each of the code's 64 recommendations, in addition to a detailed explanation in [section H](#) of the report to set down any explanations or clarification related to other sections.

At the general shareholders' meeting held on 7 April 2017, the chairman of the board of directors informed shareholders of the most relevant aspects of the Bank's corporate governance in 2016.

\* \* \*

## CHAPTER 17

### EMPLOYEES

#### 17.1 NUMBER OF EMPLOYEES

[Note 47 b\)](#) to the financial statements shows the number of Group employees arranged by job category at 31 December 2016.

The following table presents a breakdown of Group employees by geographical region at the close of each period.

	Number of employees(*)		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
<b>SPAIN</b>	<b>28,438</b>	<b>30,106</b>	<b>30,153</b>
<b>LATIN AMERICA</b>	<b>85,855</b>	<b>89,352</b>	<b>84,086</b>
Argentina	7,852	7,966	7,319
Brazil	46,437	49,199	46,281
Chile	11,877	12,360	12,087
Colombia	105	60	55
Mexico	17,702	17,831	16,991
Peru	154	149	128
Uruguay	1,728	1,787	1,225
<b>EUROPE</b>	<b>56,517</b>	<b>56,111</b>	<b>54,515</b>
Austria	375	395	389
Germany	5,492	5,421	5,339
Belgium	99	16	16
Finland	173	155	148
France	944	910	48
Hungary	-	39	44
Ireland	4	9	36
Italy	826	757	747
Norway	1,117	1,257	593
Poland	15,389	14,724	15,363
Portugal	6,742	6,972	5,829
Switzerland	220	203	148
The Netherlands	436	333	339
Sweden	-	-	767
United Kingdom	24,700	24,920	24,709
<b>United States (including Puerto Rico)</b>	<b>17,221</b>	<b>17,799</b>	<b>16,398</b>
<b>CANADA</b>	<b>188</b>	<b>182</b>	<b>-</b>
<b>ASIA</b>	<b>224</b>	<b>247</b>	<b>189</b>
Hong Kong	148	145	110
China	65	75	62
Other	11	27	17
<b>OTHERS</b>	<b>49</b>	<b>66</b>	<b>64</b>
Bahamas	43	42	43
Other	6	24	21
<b>TOTAL</b>	<b>188,492</b>	<b>193,863</b>	<b>185,405</b>

(\*) Excluding personnel engaged in discontinued operations.

The Group had 188,182 employees at 31 March 2017. The average number of casual employees at the Group in 2016 was 5,712 (6,406 in 2015 and 6,717 in 2014).

Following the acquisition of Banco Popular on 7 June 2017 (see [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#)), in addition to the employee numbers just discussed, the number of employees belonging to that bank should be factored in. At 31 December 2016, Banco Popular had 11,948 employees, as shown in its audited consolidated financial statements at that date.

## 17.2 SHARES AND SHARE OPTIONS

### Shares and share options

The following table shows, at the date of this document, all significant shareholdings held (directly or indirectly) by members of the board of directors of Banco Santander, S.A., pursuant to the terms of Spanish Royal Decree 1362/2007 (Real Decreto 1362/2007):

Director	Direct	Indirect	Total	%/s.c.
Ana Botín-Sanz de Sautuola y O'Shea	828,828	17,602,582	18,431,410 <sup>1</sup>	0.126%
José Antonio Álvarez Álvarez	834,604	-	834,604	0.006%
Bruce Carnegie-Brown	20,099	-	20,099	0.000%
Rodrigo Echenique Gordillo	905,773	14,184	919,957	0.006%
Matías Rodríguez Inciarte	1,621,683	308,163	1,929,846	0.013%
Guillermo de la Dehesa Romero	162	-	162	0.000%
Homaira Akbari	22,000	-	22,000	0.000%
Ignacio Benjumea Cabeza de Vaca	3,148,832	-	3,148,832	0.022%
Javier Botín-Sanz de Sautuola y O'Shea	4,793,481	50,420,232	55,213,713 <sup>1 and 2</sup>	0.379%
Sol Daurella Comadrán	128,269	412,521	540,790	0.004%
Carlos Fernández González	16,840,455	1	16,840,456	0.115%
Esther Giménez-Salinas i Colomer	5,405	-	5,405	0.000%
Belén Romana García	150	-	150	0.000%
Isabel Tocino Biscarolasaga	270,585	-	270,585	0.002%
Juan Miguel Villar Mir	1,199	-	1,199	0.000%
<b>Total</b>	<b>29,421,525</b>	<b>68,757,683</b>	<b>98,179,208</b>	<b>0.673%</b>

(1) Syndicated shares. See [section 14.2.3](#) of this document.

(2) The above participation of Javier Botín-Sanz de Sautuola y O'Shea, Chairman of the Fundación Botín and of the shareholder syndicate described in section 14.2.3 above, includes all the shares held by that shareholder syndicate, except those held directly and indirectly by Ana Botín-Sanz de Sautuola y O'Shea (18,431,410 shares), which, while still forming part of that syndicate, are itemised individually for information purposes.

The following table shows, at the date of this document, the voting rights held by members of the board of directors of Banco Santander, S.A. at the general meeting.

Director	Direct	Indirect	By proxy	Total	%/s.c.
Ana Botín-Sanz de Sautuola y O'Shea	828,828	17,602,582	-	<b>18,431,410<sup>1</sup></b>	<b>0.126%</b>
José Antonio Álvarez Álvarez	834,604	-	-	<b>834,604</b>	<b>0.006%</b>
Bruce Carnegie-Brown	20,099	-	-	<b>20,099</b>	<b>0.000%</b>
Rodrigo Echenique Gordillo	905,773	14,184	-	<b>919,957</b>	<b>0.006%</b>
Matías Rodríguez Inciarte	1,621,683	308,163	-	<b>1,929,846</b>	<b>0.013%</b>
Guillermo de la Dehesa Romero	162	-	-	<b>162</b>	<b>0.000%</b>
Homaira Akbari	22,000	-	-	<b>22,000</b>	<b>0.000%</b>
Ignacio Benjumea Cabeza de Vaca	3,148,832	-	-	<b>3,148,832</b>	<b>0.022%</b>
Javier Botín-Sanz de Sautuola y O' Shea	4,793,481	11,499,159	116,250,993	<b>132,543,633</b>	<b>0.909%</b>
Sol Daurella Comadrán	128,269	412,521	-	<b>540,790</b>	<b>0.004%</b>
Carlos Fernández González	16,840,455	1	-	<b>16,840,456</b>	<b>0.115%</b>
Esther Giménez-Salinas i Colomer	5,405	-	-	<b>5,405</b>	<b>0.000%</b>
Belén Romana García	150	-	-	<b>150</b>	<b>0.000%</b>
Isabel Tocino Biscarolasaga	270,585	-	-	<b>270,585</b>	<b>0.002%</b>
Juan Miguel Villar Mir	1,199	-	-	<b>1,199</b>	<b>0.000%</b>
<b>Total</b>	<b>29,421,525</b>	<b>29,836,610</b>	<b>116,250,993</b>	<b>175,509,128</b>	<b>1.204%</b>

(1) Syndicated shares. See [section 14.2.3](#) of this document.

At the date of this document there are no share options attaching to the Bank's shares granted to board members.



At the date of this document, members of the senior management (non-board members) held, either directly or indirectly, a total of 4,424,658 shares in the Bank (0.030% of share capital), as shown below:

SENIOR MANAGER	DIRECT	INDIRECT	FAMILY HELD	SHARES REPRESENTED	TOTAL
Rami Aboukhair Hurtado	397,334	-	8	-	397,342
Ms. Lindsey Tyler Argalas*	-	-	-	-	-
Juan Manuel Cendoya Méndez de Vigo	419,551	-	-	-	419,551
Juan Manuel San Román López	59,681	-	-	-	59,681
José Doncel Razola	198,957	-	-	-	198,957
Keiran Foad	37,063	-	-	-	37,063
José García Cantera	689,417	-	-	-	689,417
Juan Guitard Marín	545,279	-	-	-	545,279
Jacques Ripoll	103,174	-	-	-	103,174
Mónica López-Monís Gallego	94,781	-	8	-	94,789
Javier Maldonado Trinchant	307,509	-	4,817	-	312,326
Víctor Matarranz Sanz de Madrid	116,879	-	4	-	116,883
José Luis de Mora Gil-Gallardo	117,163	-	-	-	117,163
José María Nus Badía	297,128	-	-	-	297,128
Jaime Pérez Renovales	134,140	-	5,042	-	139,182
Andreu Plaza López	79,924	-	-	-	79,924
Ángel Rivera Congosto	89,667	-	-	-	89,667
Magda Salarich Fernández de Valderrama	467,150	-	-	-	467,150
Jennifer Scardino	117,541	-	-	-	117,541
Javier Roglá Puig	13,888	-	3	-	13,891
Javier San Félix García	128,441	-	109	-	128,550
<b>TOTAL</b>	<b>4,414,667</b>	<b>-</b>	<b>9,991</b>	<b>-</b>	<b>4,424,658</b>

\*Appointment subject to regulatory approvals.

## 17.3 DESCRIPTION OF EMPLOYEE SHARE SCHEMES AND SIMILAR ARRANGEMENTS

### 17.3.1 Description of share-based compensation systems

For a more detailed discussion of this type of system, see [note 47 c\)](#) to the financial statements.

\* \* \*

## **CHAPTER 18**

### **MAIN SHAREHOLDERS**

#### **18.1 SIGNIFICANT SHAREHOLDINGS IN THE COMPANY'S CAPITAL**

At 31 December 2016, the only shareholders appearing on the Bank's shareholder ledger with a stake exceeding 3% were State Street Bank and Trust Company with 12.10%; The Bank of New York Mellon Corporation with 8.86%; Chase Nominees Limited with 5.98%; EC Nominees Limited with 4.39%; and Clearstream Banking S.A. with 3.38%.

However, the Bank believes that those shareholdings are held in custody on behalf of third parties and to the best of the Bank's knowledge none of those third parties holds an individual interest of 3% or more in its share capital.

Again to the best of the Bank's knowledge, there is no other shareholder who, at the date of this document, holds a number of shares entitling it, under the terms of article 243 of the Corporate Enterprises Act (Ley de Sociedades de Capital) –system of proportional representation– to appoint a board member, this being the parameter used to determine whether a given shareholder exerts considerable influence over the Bank.

#### **18.2 VOTING RIGHTS OF MAIN SHAREHOLDERS**

All the Bank's shareholders possess the same voting rights.

#### **18.3 DECLARATION AS TO WHETHER THE ISSUER IS UNDER THE CONTROL OF ANOTHER**

The Bank is unaware of the existence of any natural person or legal entity that exercises, or might exercise, control over the Bank within the meaning of article 5 of the Spanish Securities Market Act (Ley del Mercado de Valores).

#### **18.4 EXISTENCE OF CONTROLLING AGREEMENTS**

At the date of this document, the Bank has no knowledge of any agreement the effectiveness of which might, on a future date, give rise to a change of control.

\* \* \*

## **CHAPTER 19**

### **RELATED-PARTY TRANSACTIONS**

During the 2016 financial year and as at the publication of this registration document, no board member, no person represented by a board member, no company at which those persons are board members, members of the senior management, or significant shareholders, and no persons with whom they have arranged concerted shareholder action or who act through straw parties at those companies, has engaged in transactions with the Bank that were relevant or not concluded at arm's length, pursuant to the terms of Order EHA/3050/2004, of 15 September, on the information that companies whose shares or securities are quoted on official secondary markets must disclose every six months in relation to their transactions with related parties.

The transactions arranged by the Group with related parties form part of the Group's ordinary course of business. Details of such transactions, itemised by significant shareholders, directors and senior executives, Group companies or entities and other related parties, can be found in [note 53](#) to the financial statements and also under [Section D](#) of the Bank's annual corporate governance report for 2016, 2015 and 2014.

The following section provides details of transactions arranged by the Group with its related parties in the first quarter of 2017, with separate itemised information provided in relation to significant shareholders, directors and senior executives, Group companies or entities and other related parties. All related-party transactions were completed at arm's length conditions, or otherwise the corresponding remuneration in kind was recognised accordingly.

Income and expense	Millions of euros				
	31-03-17				
	Significant shareholders	Directors and senior executives	Group companies or entities	Other related parties	Total
<b>Expenses:</b>					
Finance costs	-	-	2	-	2
Management or collaboration contracts	-	-	-	-	-
Transfers of R&D and license agreements	-	-	-	-	-
Leases	-	-	-	-	-
Services received	-	-	-	-	-
Assets acquired (finished or in progress)	-	-	-	-	-
Value adjustments for bad or doubtful debts	-	-	-	-	-
Losses on derecognition or disposal of assets	-	-	-	-	-
Other expenses	-	-	4	-	4
	-	-	<b>6</b>	-	<b>6</b>
<b>Income:</b>					
Finance income	-	-	13	2	15
Management or collaboration contracts	-	-	-	-	-
Transfers of R&D and license agreements	-	-	-	-	-
Dividends received	-	-	-	-	-
Leases	-	-	-	-	-
Services rendered	-	-	-	-	-
Assets sold (finished or in progress)	-	-	-	-	-
Gains on derecognition or disposal of assets	-	-	5	-	5
Other income	-	-	143	1	144
	-	-	<b>161</b>	<b>3</b>	<b>164</b>

Other transactions	Millions of euros				
	31-03-17				
	Significant shareholders	Directors and senior executives	Group companies or entities	Other related parties	Total
Acquisition of tangible, intangible and other assets	-	-	-	-	-
Financing agreements: loans and capital contributions (lender)	-	-	125	4	129
Financial lease agreements (lessor)	-	-	-	-	-
Full or partial repayments of loans and lease agreements (lessor)	-	2	34	27	63
Sales of tangible, intangible and other assets	-	-	-	-	-
Financing agreements: loans and capital contributions (borrower)	-	1	94	71	166
Financial lease agreements (lessee)	-	-	-	-	-
Full or partial repayments of loans and lease agreements (lessee)	-	7	130	9	146
Guarantees and sureties posted	-	-	-	70	70
Guarantees and sureties received	-	-	-	-	-
Commitments acquired	-	1	2	7	10
Commitments/guarantees cancelled	-	1	-	3	4
Dividends and other profit distributed	-	2	-	8	10
Other transactions	-	-	8	5	13

\* \* \*

## CHAPTER 20

### FINANCIAL INFORMATION ON THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFIT AND LOSS

#### 20.1 HISTORICAL FINANCIAL INFORMATION

The historical consolidated financial information of the Santander Group for 2016 is contained in the accompanying [financial statements](#) and is presented in accordance with the models required by Circular 5/2015 of the Spanish National Securities Market Commission (Comisión Nacional de Mercado de Valores, CNMV). The information contained in the financial statements for 2015 and 2014 is included for comparison purposes only and has been restated under the terms of that Circular. On 7 April 2017, the general shareholders' meeting approved those financial statements.

The historical consolidated financial information of the Santander Group for 2015 and 2014 is deemed incorporated by reference herein. This information includes:

- Audit report and consolidated financial statements for 2015.
- Audit report and consolidated financial statements for 2014.
- Directors' Report for 2015.
- Directors' Report for 2014.
- Additional information relating to the 2015 accounts in response to CNMV requirements.
- Additional information relating to the 2014 accounts in response to CNMV requirements.

## **20.2 PRO-FORMA FINANCIAL INFORMATION**

Not applicable.

## **20.3 FINANCIAL STATEMENTS**

The consolidated financial statements include the [consolidated financial statements of the Santander Group](#) and the [balance sheet and income statement of its parent company, Banco Santander, S.A.](#)

Unless stated otherwise, the consolidated financial information contained herein refers to the financial statements of the Santander Group for 2016, 2015 and 2014.

## **20.4 AUDIT OF HISTORICAL ANNUAL FINANCIAL INFORMATION**

### ***20.4.1 Declaration that the financial information has been audited***

The Bank's consolidated and separate financial statements for 2016 have been audited by the external audit firm PricewaterhouseCoopers Auditores, S.L., while the same documents for 2014 and 2015 were audited by the external audit firm Deloitte, S.L.

An unqualified audit opinion was issued for both the Bank's separate financial statements and the Group's consolidated financial statements for the last three financial years.

### ***20.4.2 Other audited information***

Apart from the audited information discussed in the preceding paragraph, no further audited financial information has been included in this document.

### ***20.4.3 Non-audited financial information***

The financial information for 2014 and 2015 contained in chapter 3.1 has been obtained from the [financial statements](#) for 2016, where it is presented for comparison purposes.

The information for 2014 and 2015 included in the report for the year ended 31 December 2016 has been reviewed by the audit committee and by the financial auditor.

The financial information for the first quarter of 2017 and 2016 as contained herein has not been audited.

## **20.5 AGE OF THE MOST RECENT FINANCIAL INFORMATION**

The last audited financial reporting period falls within the 18 months prior to the date of this document.

## **20.6 INTERIM INFORMATION AND OTHER FINANCIAL INFORMATION**

The interim financial information for the periods detailed below has not been audited.

## Income statement

€ million

	1Q 17	1Q 16	Change	
			Amount	%
Net interest income	8,402	7,624	778	10.2
Net fee income	2,844	2,397	446	18.6
Gains (losses) on financial transactions	573	504	68	13.6
Other operating income	211	204	6	3.0
Dividends	41	44	(3)	(6.6)
Income from equity-accounted method	133	83	50	60.2
Other operating income/expenses	37	78	(41)	(52.7)
<b>Gross income</b>	<b>12,029</b>	<b>10,730</b>	<b>1,299</b>	<b>12.1</b>
Operating expenses	(5,543)	(5,158)	(386)	7.5
General administrative expenses	(4,915)	(4,572)	(343)	7.5
<i>Personnel</i>	(2,912)	(2,683)	(229)	8.5
<i>Other general administrative expenses</i>	(2,002)	(1,889)	(113)	6.0
Depreciation and amortisation	(629)	(586)	(43)	7.3
<b>Net operating income</b>	<b>6,486</b>	<b>5,572</b>	<b>914</b>	<b>16.4</b>
Net loan-loss provisions	(2,400)	(2,408)	9	(0.4)
Impairment losses on other assets	(68)	(44)	(24)	56.1
Other income	(707)	(389)	(318)	81.8
<b>Underlying profit before taxes</b>	<b>3,311</b>	<b>2,732</b>	<b>579</b>	<b>21.2</b>
Tax on profit	(1,125)	(810)	(315)	38.8
<b>Underlying profit from continuing operations</b>	<b>2,186</b>	<b>1,922</b>	<b>265</b>	<b>13.8</b>
Net profit from discontinued operations	—	—	—	—
<b>Underlying consolidated profit</b>	<b>2,186</b>	<b>1,922</b>	<b>265</b>	<b>13.8</b>
Minority interests	319	288	31	10.7
<b>Underlying attributable profit to the Group</b>	<b>1,867</b>	<b>1,633</b>	<b>234</b>	<b>14.3</b>
Net capital gains and provisions	—	—	—	—
<b>Attributable profit to the Group</b>	<b>1,867</b>	<b>1,633</b>	<b>234</b>	<b>14.3</b>
<b>Underlying EPS (euros)</b>	<b>0.122</b>	<b>0.108</b>	<b>0.015</b>	<b>13.6</b>
<b>Underlying diluted EPS (euros)</b>	<b>0.122</b>	<b>0.107</b>	<b>0.015</b>	<b>13.7</b>
<b>EPS (euros)</b>	<b>0.122</b>	<b>0.108</b>	<b>0.015</b>	<b>13.6</b>
<b>Diluted EPS (euros)</b>	<b>0.122</b>	<b>0.107</b>	<b>0.015</b>	<b>13.7</b>

Pro memoria:

Average total assets	1,353,495	1,335,115	18,380	1.4
Average stockholders' equity	91,171	87,571	3,600	4.1

Note:

In [section 20.6.1](#) the Group presents the actual changes in the income statement and also those same changes but without the exchange rate effect (without FX), since this information is useful for analytical purposes by allowing readers to view changes in the businesses without having to factor in the impact of converting each local currency to euros.

When converting to euros, the same average exchange rates are applied to the balances appearing on the income statement for the two periods being compared. The following rates are used:

1euro/currency	Average exchange rate	
	1Q16	4Q16
US Dollar	1.102	1.106
Pound	0.770	0.817
Brazilian real	4.296	3.831
Mexican peso	19.877	20.637
Chilean peso	772.566	747.500
Argentine peso	15.890	16.316
Polish zloty	4.363	4.362

See Glossary of APMs in [chapter 26](#).

Balance sheet  
€ million

Assets	31.03.17	31.03.16	Change amount	%	31.12.16
Cash, cash balances at central banks and other demand deposits	74,804	67,545	7,259	10.7	76,454
Financial assets held for trading	143,109	151,550	(8,441)	(5.6)	148,187
Debt securities	46,944	50,060	(3,116)	(6.2)	48,922
Equity instruments	16,174	14,584	1,590	10.9	14,497
Loans and advances to customers	11,375	6,866	4,509	65.7	9,504
Loans and advances to central banks and credit institutions	3,449	3,397	52	1.5	3,221
Derivatives	65,167	76,643	(11,476)	(15.0)	72,043
Financial assets designated at fair value	46,026	48,771	(2,745)	(5.6)	31,609
Loans and advances to customers	17,865	13,884	3,981	28.7	17,596
Loans and advances to central banks and credit institutions	24,038	30,714	(6,676)	(21.7)	10,069
Other (debt securities and equity instruments)	4,123	4,173	(50)	(1.2)	3,944
Available-for-sale financial assets	118,195	118,298	(103)	(0.1)	116,774
Debt securities	112,946	113,656	(710)	(0.6)	111,287
Equity instruments	5,249	4,642	607	13.1	5,487
Loans and receivables	844,804	824,174	20,630	2.5	840,004
Debt securities	12,901	12,487	414	3.3	13,237
Loans and advances to customers	766,072	752,702	13,370	1.8	763,370
Loans and advances to central banks and credit institutions	65,831	58,985	6,846	11.6	63,397
Held-to-maturity investments	14,268	4,566	9,702	212.5	14,468
Investments in subsidiaries, joint ventures and associates	5,275	3,350	1,925	57.5	4,836
Tangible assets	22,807	25,465	(2,658)	(10.4)	23,286
Intangible assets	29,645	28,693	952	3.3	29,421
o/w goodwill	26,939	26,209	730	2.8	26,724
Other assets	53,023	51,788	1,235	2.4	54,086
<b>Total assets</b>	<b>1,351,956</b>	<b>1,324,200</b>	<b>27,756</b>	<b>2.1</b>	<b>1,339,125</b>
<b>Liabilities and shareholders' equity</b>					
Financial liabilities held for trading	99,550	108,567	(9,017)	(8.3)	108,765
Customer deposits	10,649	9,570	1,079	11.3	9,996
Debt securities issued	—	—	—	—	—
Deposits by central banks and credit institutions	644	976	(332)	(34.0)	1,395
Derivatives	67,580	78,608	(11,028)	(14.0)	74,369
Other	20,677	19,413	1,264	6.5	23,005
Financial liabilities designated at fair value	56,606	63,404	(6,798)	(10.7)	40,263
Customer deposits	27,495	28,484	(989)	(3.5)	23,345
Debt securities issued	3,373	3,445	(72)	(2.1)	2,791
Deposits by central banks and credit institutions	25,738	31,474	(5,736)	(18.2)	14,127
Other	—	1	(1)	(100.0)	—
Financial liabilities measured at amortized cost	1,048,447	1,012,407	36,040	3.6	1,044,240
Customer deposits	667,642	632,573	35,069	5.5	657,770
Debt securities issued	218,019	218,143	(124)	(0.1)	226,078
Deposits by central banks and credit institutions	137,029	138,323	(1,294)	(0.9)	133,876
Other	25,757	23,368	2,389	10.2	26,516
Liabilities under insurance contracts	635	656	(21)	(3.2)	652
Provisions	14,411	14,292	119	0.8	14,459
Other liabilities	27,438	26,093	1,345	5.2	28,047
<b>Total liabilities</b>	<b>1,247,087</b>	<b>1,225,419</b>	<b>21,668</b>	<b>1.8</b>	<b>1,236,426</b>
Shareholders' equity	107,706	103,264	4,442	4.3	105,977
Capital stock	7,291	7,217	74	1.0	7,291
Reserves	100,215	94,414	5,801	6.1	94,149
Attributable profit to the Group	1,867	1,633	234	14.3	6,204
Less: dividends	(1,667)	—	(1,667)	—	(1,667)
Accumulated other comprehensive income	(15,122)	(15,949)	827	(5.2)	(15,039)
Minority interests	12,285	11,466	819	7.1	11,761
<b>Total equity</b>	<b>104,869</b>	<b>98,781</b>	<b>6,088</b>	<b>6.2</b>	<b>102,699</b>
<b>Total liabilities and equity</b>	<b>1,351,956</b>	<b>1,324,200</b>	<b>27,756</b>	<b>2.1</b>	<b>1,339,125</b>

Note:

In [section 20.6.2](#) the Group shows the actual changes in the balance sheet and also those same changes but without the exchange rate effect (without FX), since this information is useful for analytical purposes by allowing readers to view changes in the balance sheet without having to factor in the impact of converting each local currency to euros.

When converting to euros, the same final exchange rates are applied to the items appearing on the balance sheet for the two periods being compared. The following rates are used:



1euro/currency	Final exchange rate	
	31.03.16	31.12.16
US Dollar	1.139	1.054
Pound	0.792	0.856
Brazilian real	4.117	3.431
Mexican peso	19.590	21.772
Chilean peso	762.943	707.612
Argentine peso	16.666	16.705
Polish zloty	4.258	4.410

See Glossary of APMs in [chapter 26](#).

### 20.6.1 Results of the Santander Group at 31 March 2017

Attributable profit was up 14% on the first quarter of 2016. Stripping out the exchange rate effect, it was up 10% mainly on the back of interest income and fee income. The following sections explain the changes in the main lines of the income statement in the first quarter of 2017 compared with the first quarter of 2016. The same information is provided but without factoring in the exchange rate effect (in constant euros), thus providing a better view of the actual change in business between periods.

#### Income

- Interest income and fee income accounted for 93% of total income, while gross income gained 12% (6% in constant euros), as shown below:

- **Net interest income** was up 10% (4% in constant euros) in response to the increased volume of loans and deposits, mainly in emerging countries, and sound management of margins.

All units were up except for Spain, in response to more muted trading volumes and interest rate pressure on the asset side; Portugal, due to sales of sovereign debt and loan portfolios in 2016; and the United States, which was affected by falling balances on auto portfolios and the change in its business mix as it transitions towards a lower risk profile.

- Meanwhile, **fee income** gained 19% (12% in constant euros), up on previous years owing to the upturn in business and improved customer engagement. By businesses, Global Corporate Banking and Retail and Commercial Banking both reported double-digit growth in fee income, the latter now accounting for 86% of all fee income.
- Of the remaining income, **gains/(losses) on financial transactions**, which account for just 5% of total income, climbed by 14% due to buoyant market conditions, with particularly solid results on cash transactions in Brazil.

#### Costs

- **Costs** were up 8%. In constant euros, they rose by 3% as a result of high levels of inflation in certain countries, investments in transformation processes and costs associated with regulatory requirements. In real terms and disregarding the effect of changes in the scope of consolidation, costs were down by 1.6% across the Group, with eight units reporting either flat or lower costs. Highlights here include Spain (-5%), Portugal (-11%) and Argentina (-10%). Costs at the Corporate Centre also fell by 5%. The only regions where costs were up were Mexico, due to the investment plan announced in late 2016, and the United States.

In 2016, measures were adopted to streamline and simplify existing structures, mainly the branch network in Spain and the Corporate Centre, thus allowing the Group to continue investing in the commercial transformation process (commercial tools, simpler processes, new branch models, etc.), while meeting efficiency plan targets.

## Loan-loss provisions

• Turning to risks, credit quality ratios posted a healthy year-on-year improvement. **Loan-loss provisions** remained stable, but were down by 9% in constant euros. Highlights by region were as follows:

- Significant reductions across all units of the euro zone and Poland.
- Lending costs in the United Kingdom at close to zero.
- Latin America remains stable within a context of growing business volumes, since all large units have managed to maintain or lower their lending costs. In Brazil, loan-loss provisions were up 26% at March 2017 in comparison to March 2016 (down 2% in constant euros). However, we would also highlight the change of trend seen in the first quarter of 2017.
- Last but not least, loan-loss provisions in the United States were down, partly on account of the provisions made in the first quarter of 2016 at oil sector companies due to the falling oil prices.

• Following these changes, the cost of lending has fallen from 1.22% in March 2016 to 1.17% in March 2017. For more details on the cost of lending, see the Glossary of APMs in [chapter 26](#).

## Other income and provisions

• Other income and provisions reported a negative 775 million euros, up on the figure reported in 2016. This item covers various kinds of provisions, as well as capital gains and losses and asset impairment. The increase on 2016 is heavily diluted between different concepts and countries, although the largest increases were seen in Brazil and the United Kingdom.

## Profit and profitability

• **Pre-tax profit** was up 21% (17% in constant euros) while **attributable profit** gained 14% (10% in constant euros). The difference here is due to the higher tax rate, which has climbed from 30% to 34%.

• **RoTE** was 12.13%, **RoRWA** 1.48% and **earnings per share (EPS)** 0.122 euros. All were up year on year, placing EPS at 14%.

### *20.6.2 Key figures on the Santander Group balance sheet at 31 March 2017*

The appreciation/depreciation against the euro of the Group's main currencies had a mild impact on balances with Group customers (less than 1 positive percentage point in the quarter and +1/+2 percentage points over twelve months).

## Gross customer loans

• Gross customer loans excluding repurchase agreements (repos) showed a balanced distribution between segments: individual (48%), consumer (16%), SMEs and companies (24%) and Global Corporate Banking (12%).

• Lending remained stable in the first quarter of 2017, with exchange rates having only a minor impact and with the following breakdown by region:

- Growth in Argentina (+14% following the acquisition of the retail portfolio of Citibank N.A. by Banco Santander Río S.A. in Argentina), in Chile (+2%) and in Poland (+1%).

- Lending was down 3% in the United States due to the strategy currently being pursued to improve the risk profile along with the sale of various portfolios at Santander Consumer USA, and also because of the reduced balances of Global Corporate Banking at Santander Bank. Mexico also saw a 2% reduction, mainly due to the reduction in loan balances held with the government in response to improvements in consumer, SME and company financing.
  - Spain, Santander Consumer Finance and Portugal all saw declines of less than 1%, although in all cases new loan production in the quarter was up quarter on quarter (+18%, +3% and +12%, respectively).
- Gross customer lending was up 2% on March 2016. Stripping out the exchange rate effect, the Group saw a 1% gain.
- Increases in seven of the ten main regions, with significant growth reported in Argentina, SCF, Mexico, Chile and Poland.
  - Meanwhile, Brazil gained 4%, picking up the pace seen in recent quarters.
  - Negative growth in Spain (-3%) and Portugal (-4%) -largely on account of balances held at institutions and mortgages in Spain and also because of sales of the loan portfolio in Portugal- and in the United States (-5%), mainly as a result of the lower loan originations and the shift towards a lower risk portfolio at Santander Consumer USA and also the sale of portfolios.
  - Last but not least, loans to the real estate sector in Spain were down 37% year on year.

● Gross customer loans (w/o repos)  
€ billion



● Gross customer loans (w/o repos)  
% / operating areas, March 2017

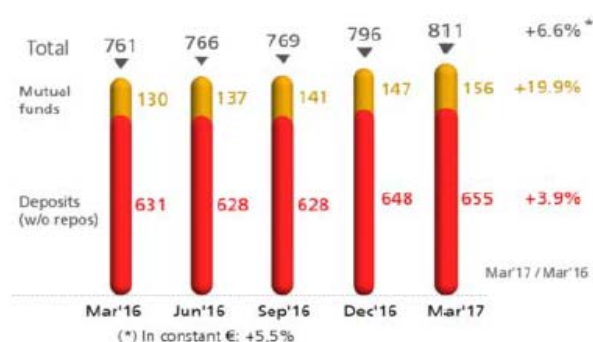


## Customer funds

- All customer funds (deposits excluding repurchase agreements (repos) and investment funds) were up 2% in the first quarter of 2017 thanks to the exchange rate effect. Stripping out this impact, funds gained 1%, with growth in Argentina (+22%), Brazil (+3%), Spain and SCF (+2%) and in the United Kingdom (+1%).
- Customer funds were up 7% on March 2016. If we strip out the exchange rate effect, the gain was 5%, as follows:
  - The customer engagement and cost management strategy helped push up demand deposits (+12%) and investment funds (+11%), with a reduction in time deposits (-13%).

- Following these changes, customer deposits were as follows: demand (59%), time (22%) and investment funds (19%).
- The Group reported growth across all ten main units. The biggest growth was seen in Argentina (+68%, partly down to the incorporation of Citibank N.A.), while SCF, Poland, Brazil, Mexico and Chile all reported 7% growth.
- As well as capturing customer deposits, the Santander Group considers it to be of strategic value to maintain a selective policy when issuing securities in international fixed income markets, seeking to adapt the frequency and volume of market operations to the structural liquidity requirements of each unit, as well as the receptiveness of each market.
- The following issues were placed in the first quarter of 2017:
  - Medium- and long-term senior debt issues totalling 4,520 million euros.
  - Securitisations placed on the market for a total of 3,492 million euros.
  - Issuances eligible for TLAC (Total Loss-Absorbing Capacity), aimed at strengthening the Group's position, for a total sum of 4,625 million euros (senior non-preferred: 3,575 million; subordinated debt: 1,050 million).
  - Meanwhile, medium- and long-term debt maturities totalled 14,300 million euros.
- Changes in loans and funds mean that the loan-to-deposits ratio currently stands at 113% (115% in March 2016).

■ Customer funds  
€ billion



■ Customer funds  
% / operating areas. March 2017



## Other balance sheet items

- Debt securities classified as available for sale stood at 112,946 million euros, showing a year-on-year reduction of 710 million euros.
- Meanwhile, investments held to maturity climbed to 14,268 million euros, a significant increase on the 4,566 million euros reported in March 2016, mainly down to the purchase of a portfolio of English sovereign debt instruments totalling 7,765 million euros, as part of the balance sheet management responsibilities entrusted to the ALCO (Asset-Liability Committee).
- Tangible assets amounted to 22,807 million euros, down 2,658 million euros in the last twelve months due to the asset deconsolidation process stemming from the Metrovacesa/Merlín merger.

- Goodwill totalled 26,939 million euros, up 730 million euros year on year mainly due to the exchange rate effect.

### 20.6.3 Own funds at 31 March 2017

Capital adequacy ratios continued to improve during the quarter. The fully-loaded CET1 (Common Equity Tier 1) ratio gained 11 basis points to reach 10.66%, showing ordinary generation of 7 basis points due to profits obtained and management of risk assets, plus a number of one-off impacts, both negative (such as the acquisition of the retail portfolio of Citibank N.A. by Banco Santander Río S.A. in Argentina) and positive (such as the available-for-sale portfolios), which combined totalled 4 basis points.

- When calculating the ratio, a total of 84 million euros was deducted to cover remuneration on contingent convertible bonds, as well treasury shares. This amount had no material impact at the end of the March.

- Meanwhile, the fully-loaded total capital ratio stood at 14.10%, up 23 basis points in the first three months on the back of the eligible issues placed in the quarter.

- The various actions undertaken by the Group, including efforts to improve and entrench a more active culture of capital management across all levels of the organisation. Highlights here include:

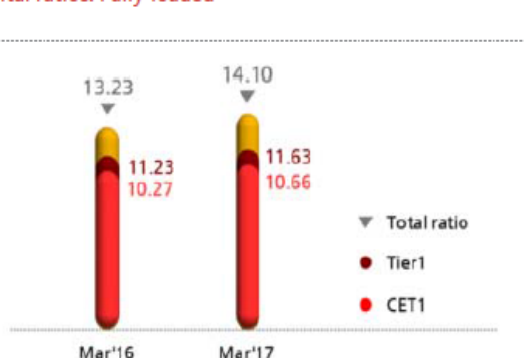
- Increase in the number and size of the teams dedicated to capital management, plus improved coordination between the Corporate Centre and local teams.
- Increased weighting of capital in the incentives package.
- All local units and business units have developed individual capital plans with the overriding aim of having a business that consumes less capital per unit of return in the future.

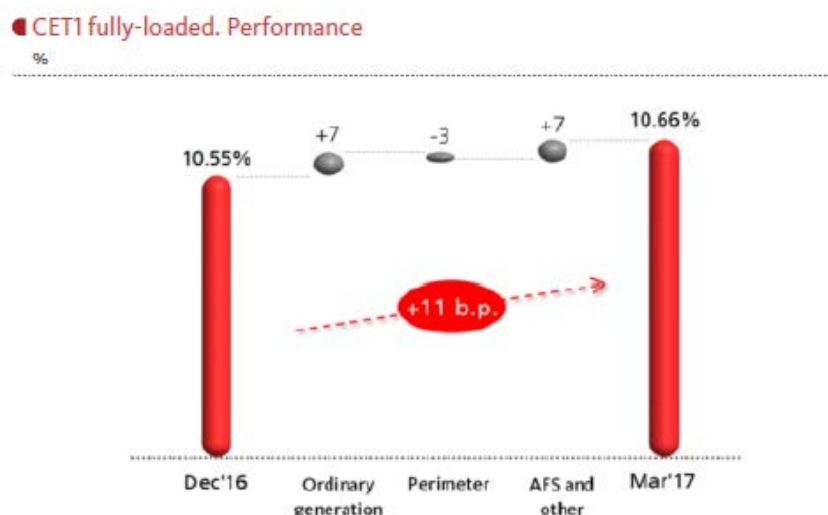
- In regulatory terms, the total capital ratio is 14.62% while phase-in CET1 is 12.12%. The minimum ratios the European Central Bank has set for the Santander Group on a consolidated basis for 2017 are 11.25% for total capital 7.75% for CET1.

#### Eligible capital. March 2017

	€ million	
	Phase-in	Fully-loaded
CET1	72,365	63,680
Basic capital	73,553	69,424
<b>Eligible capital</b>	<b>87,274</b>	<b>84,195</b>
Risk-weighted assets	597,123	597,123
<b>CET1 capital ratio</b>	<b>12.12</b>	<b>10.66</b>
<b>T1 capital ratio</b>	<b>12.32</b>	<b>11.63</b>
<b>Total capital ratio</b>	<b>14.62</b>	<b>14.10</b>

#### Capital ratios. Fully-loaded





#### 20.6.4 Credit risk at 31 March 2017

Net additions in default through to March 2017 amounted to 1,583 million euros. Non-performing loans totalled 32,158 million euros at the end of March, down 4% in the quarter and 11% year on year. This figure moves the Group's NPL ratio to 3.74%, showing an improvement of 59 basis points on March 2016 and 19 basis points on year-end 2016.

- To cover these non-performing loans, loan-loss provisions of 24,002 million euros have been posted, providing coverage of 75% at March. We would qualify this by adding that the ratios for the United Kingdom and Spain are affected by the weighting of mortgages, which require less provisioning on the balance sheet since they are secured with collateral.
- The cost of lending, at 1.17%, improved during the quarter and in year-on-year terms. For more information on the cost of lending, see the Glossary of APMs in [chapter 26](#).

The following section discusses the NPL and coverage ratios (for more information see the Glossary of APMs in [chapter 26](#)) for the main regions in which the Group operates.

- In **Spain**, the NPL ratio stood at 5.22% (-19 basis points in the quarter). The favourable trend of late continued throughout the quarter as the loan portfolio continued to perform well, coupled with active portfolio management. Coverage stood at 49%.

The Real Estate unit for Spain closed out the quarter with an NPL ratio of 93% and a coverage ratio of 57%. Both total loan coverage, including outstanding balances, and foreclosed assets stood at 57%.

- **Santander Consumer Finance** reported an NPL ratio of 2.62%, revealing a quarter-on-quarter improvement of 6 basis points on the back of solid performance from Germany and Italy. The coverage ratio was 109%.
- In **Poland**, the NPL ratio shed 22 basis points in the quarter to reach 5.20% as the SME, individual and companies portfolios all performed well. Coverage stood at 61%.
- **Portugal** closed out the quarter with a NPL ratio of 8.47%, showing an improvement of 34 basis points in the quarter in response to the positive trend set by companies and SMEs, as well as sound management of their portfolios. Coverage amounted to 62%.



- Meanwhile in the **United Kingdom**, the ratio came in at 1.31%, revealing an improvement of 18 basis points on the previous quarter. The various portfolios all continued to fare well, particularly loans to individuals and companies. Coverage was 34%, although here it should be noted that the mortgage segment accounts for 78% of the total balance.

- The NPL ratio continues to fall in **Brazil**, which reported a ratio of 5.36% in the quarter (-54 basis points). Here, the outperformers were loans to individuals and SMEs. The coverage ratio stood at 98% versus the 93% reported at year-end 2016.

- In **Mexico**, the NPL ratio remained stable at 2.77% (2.76% in December 2016), with coverage of 105%.

- Meanwhile in **Chile**, the NPL ratio was 4.93% (-12 basis points when compared to December 2016). Coverage remained at 59%.

- In the **United States**, the NPL ratio came in at 2.43% (+15 basis points on the previous quarter) while coverage was 202%.

-At Santander Bank, the ratio was 1.06% (-27 basis points versus December 2016). The companies segment performed well, mainly driven by the Commercial Real Estate portfolio. Coverage here was 115%

-At Santander Consumer USA, the NPL ratio climbed to 4.78%, mainly because of the increase in debt refinancings and restructurings due to defaults in the periods. Coverage amounted to 267%.

#### ■ Credit risk management\*

€ million

	31,03,17	31,03,16	Var, %	31,12,16
Non-performing loans	32,158	36,148	(11.0)	33,643
NPL ratio (%)	3.74	4.33		3.93
Loan-loss allowances	24,002	26,756	(10.3)	24,835
For impaired assets	14,636	17,817	(17.9)	15,466
For other assets	9,366	8,940	4.8	9,369
Coverage ratio (%)	74.6	74.0		73.8
Cost of credit (%) **	1.17	1.22		1.18

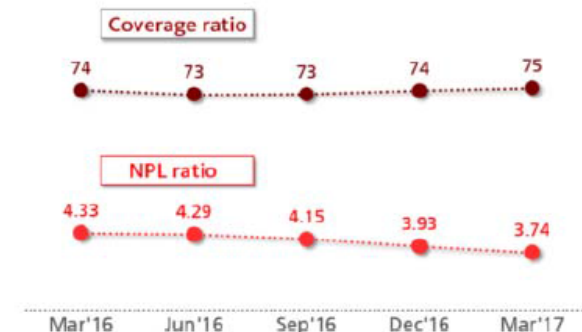
(\*)- Excluding country-risk

(\*\*)- 12 months net loan-loss provisions / average lending

Note: NPL ratio: Non-performing loans / computable assets

#### ■ Grupo Santander. NPL and coverage ratios

%



#### ■ Non-performing loans by quarter

€ million

	2016				2017
	1Q	2Q	3Q	4Q	1Q
Balance at beginning of period	37,094	36,148	36,291	34,646	33,643
Net additions	1,668	2,221	1,763	1,710	1,583
Increase in scope of consolidation	13	664	21	36	18
Exchange rate differences and other	72	869	(44)	315	536
Write-offs	(2,699)	(3,612)	(3,385)	(3,063)	(3,623)
<b>Balance at period-end</b>	<b>36,148</b>	<b>36,291</b>	<b>34,646</b>	<b>33,643</b>	<b>32,158</b>

## 20.7 DIVIDEND POLICY

The shareholder remuneration system is described in [note 4](#) to the financial statements. [Chapter 3.1](#) of this document provides further information on the Bank's share and stock market capitalisation.

In accordance with the Bank's bylaws, the shareholder remuneration policy is submitted to the general shareholders' meeting every year. Under that policy, the Bank usually remunerates shareholders on a quarterly basis.

In respect of 2015, the Bank remunerated its shareholders with 0.20 euros per share gross, in four payments: three payments in cash, each of 0.05 euros per share, and one payment – also of 0.05 euros per share – through the so-called Santander Dividendo Elección remuneration scheme, whereby each shareholder may choose the form in which they receive the equivalent amount of the dividend: in cash or in Santander shares. The average rate of election to be paid in shares was 84.79%.

As to total shareholder remuneration out of profit for 2016, the Bank paid 0.21 euros per share gross, in four payments: three payments in cash, each of 0.055 euros per share, and one payment of 0.045 euros per share through the Santander Dividendo Elección remuneration scheme. The rate of election to be paid in shares was 89.11%.

This remuneration represents an increase of 5% with respect to 2015, and a return on the average share price in 2016 of 5.2%. During 2016, the total paid in cash came to 2,469 million euros, versus 2,268 million euros in 2015.

As to total shareholder remuneration out of profit for 2017, on 7 April 2017 the executive chairman, Ms. Ana Botín, announced at the general shareholders' meeting that the board of directors of the Bank, in accordance with its approved dividend policy, intended to increase the total dividend to 0.22 euros per share gross, of which 0.18 euros would be paid in cash and 0.04 euros would be paid through the so-called Santander Dividendo Elección remuneration scheme. This makes for an increase in dividends per share of 5%, and an increase in the cash dividend of 9% versus 2016. On 4 August 2017, the first interim dividend will be paid of 0.06 euros per share gross, out of profit for 2017. The new shares issued as a result of the capital increase referred to in 5.1.5 will carry rights to that dividend.

In the coming years, dividends will keep in step with profit growth, with the aim that cash payout comes to 30% to 40% of recurring profit. However, depending on the profit posted for the year, that range may be slightly exceeded on a temporary basis, given the board's intention to pay those dividends per share out of 2017 profit and the increase in the number of outstanding shares as a result of the capital increase referred to above.

## 20.8 LEGAL PROCEEDINGS

The following table shows the balance of the headings Legal proceedings and tax disputes underway and Other provisions by main geographical region:



	Millions of euros		
	2016	2015	2014
Arising at Spanish companies	1,148	1,332	1,217
Arising at other companies of the European Union	1,300	1,766	1,206
Arising at other companies <i>of which:</i> <i>Brazil</i>	3,264	2,506	2,887
	2,715	2,016	2,453
	<b>5,712</b>	<b>5,604</b>	<b>5,310</b>

The following table provides a breakdown, at 31 December 2016, 2015 and 2014, of the headings Provisions for taxes and other legal contingencies and Other provisions for each type of provision. The types of provisions have been determined by grouping items of a similar nature:

	Millions of euros		
	2016	2015	2014
Tax provisions	1,074	997	1,289
Provisions for labour processes (Brazil)	915	581	616
Provisions for other legal processes	1,005	999	1,011
Provisions for customer remediation	685	916	632
Provisions deriving from regulatory requirements	253	308	298
Provision for restructuring processes	472	404	273
Other	1,308	1,399	1,191
	<b>5,712</b>	<b>5,604</b>	<b>5,310</b>

In addition, the following is relevant information for each of the types of provisions shown above.

Provisions for taxes include provisions for tax proceedings.

Provisions for labour processes (Brazil) include claims and lawsuits brought by trade unions, associations, public prosecutors and former employees seeking to enforce what they believe to be their employment rights, especially payment of overtime and other labour rights, including lawsuits for retirement benefits. Due to the nature and considerable number of these legal proceedings, which are a common feature at Brazilian banks, the associated provisions have rightly been classified as a separate category or type. The Group determines the amount to be provisioned in relation to these claims based on past experience with payments arising from similar claims and lawsuits. Where a claim has little in common with past cases, an individual evaluation is carried out to determine the amount to be provisioned based on the prevailing circumstances of each proceeding and the risks assessment conducted by the legal advisors.

Provisions for other legal processes include provisions for legal, arbitration and administrative proceedings (other than those included in other separate categories or types of provision) instituted against companies of Santander Group.

Provisions for customer remediation mainly include the estimated cost of making payments to remediate errors relating to sales of certain products in the United Kingdom and Germany. In calculating the provision for customer remediation the Bank uses the best estimate of the provision in the eyes of the Management, which estimates the number of claims that might be received and, of these, the number that will be admitted, as well as the estimated average payment per case.

Provisions deriving from regulatory requirements are mainly those relating to the special payment to the Spanish Deposit Guarantee Fund (Fondo de Garantía de Depósitos) and those relating to the FSCS (Financial Services Compensation Scheme) and Bank Levy in the UK.

Provisions for restructuring processes include solely expenses deriving from restructuring processes undertaken by the different Group companies.

[Note 25.e](#)) to the annual financial statements breaks down qualitative information on the main lawsuits.

The Group's general policy is to recognise provisions for tax and legal processes in which the risk of loss is deemed probable, while no provisions are reported when the risk of loss is considered possible or remote. The amounts to be provisioned are calculated in accordance with best estimates of the amount needed to settle the claim in question, based, among other aspects, on an individual analysis of the facts and the legal opinions of in-house and external legal advisors or bearing in mind the average historical losses incurred from similar claims. The final date for the outflow of resources that incorporate economic benefits for the Group depends on each of the obligations. In some cases, obligations have no fixed term for settlement while in others it depends on the legal processes in progress.

The changes in Legal proceedings and tax disputes underway and Other provisions are broken down in [Note 25.d\) 1](#) to the financial statements. Starting with Brazil, the main provisions on the income statement in December 2016 were 201 million euros (289 and 316 million euros in 2015 and 2014, respectively) to cover civil contingencies and 395 million euros (370 and 358 million euros in 2015 and 2014, respectively) arising from employment claims. A further 117 million euros in provisions were also posted to cover restructuring processes (83 million euros in 2015). This increase was partially offset by the use of available provisions, of which 284 million euros (241 and 343 million euros in 2015 and 2014, respectively) relate to labour claims, 239 million euros (273 and 278 million euros in 2015 and 2014, respectively) to civil-related claims and 234 million euros in 2014 for the use of restructuring provisions. Meanwhile, in the United Kingdom, a total of 179 million euros in provisions (689 and 174 million euros in 2015 and 2014, respectively) was posted for customer remediation purposes, 173 million euros (243 and 205 million euros in 2015 and 2014, respectively) to cover regulatory requirements (Bank Levy and FSCS) and 129 million euros for restructuring processes (56 million euros in 2015). These increases were offset by the use of 355 million euros of provisions (227 and 321 million euros in 2015 and 2014, respectively) for customer remediation, 169 million euros to cover regulatory requirements due to Bank Levy and FSCS (233 and 197 million euros in 2015 and 2014, respectively) and 49 million euros for restructuring processes (41 and 54 million euros in 2015 and 2014, respectively). Turning to Spain, a total of 244 million euros was posted to cover restructuring processes, offset by the use of 206 million euros for this same purpose. A further 95 million euros in provisions were used to cover payment to the Deposit Guarantee Fund reported in 2013. This amount was included within provisions for regulatory requirements.

### **20.8.1 Tax-related litigation**

As of the date of this document, the main tax disputes affecting the Group are as follows:

- Lawsuits brought by Banco Santander (Brasil), S.A. and certain companies belonging to its Group in Brazil, objecting to the Government's decision to raise Social Tax on Net Profit from 9% to 15% by virtue of Provisional Measure 413/2008, ratified by Act 11,727/2008. A provision has been posted to cover the estimated loss.

- Lawsuits brought by certain Group companies in Brazil to ensure their right to pay Social Tax on Net Profit at the rate of 8% and 10% over the 1994-1998 period. No provisions have been posted for the amount considered a contingent liability.
- Lawsuits brought by Banco Santander, S.A. (currently Banco Santander (Brasil), S.A.) and other Group companies to enforce their right to pay the PIS and COFINS Social Contributions solely on the income from the provision of services. In the case of Banco Santander, S.A., the lawsuit was thrown out following an appeal before the Regional Federal Court. In September 2007, that Court handed down a favourable ruling, which the Federal Union then appealed before the Federal Supreme Court. On 23 April 2015 the Federal Supreme Court issued its decision admitting the extraordinary appeal lodged by the Federal Union in respect of the PIS tax and ruling as inadmissible the extraordinary appeal brought by the public prosecution service in relation to the COFINS tax. The Federal Supreme Court has yet to hand down its decision in respect of the PIS, while in relation to the COFINS on 28 May 2015 the Federal Supreme Court unanimously dismissed the extraordinary appeal brought by the public prosecution service and the motions for clarification subsequently brought by the same prosecution service, which on 3 September 2015 acknowledged that no further appeals would be brought in relation to the matter. In the case of Banco ABN AMRO Real S.A. (currently Banco Santander (Brasil) S.A.), a ruling upholding the Bank's interests was delivered in March 2007. The Federal Union then appealed this judgment before the Regional Federal Court, which in September 2009 issued a ruling partially upholding the appeal. Banco Santander (Brasil) S.A. then lodged an appeal before the Federal Supreme Court. Act 12,865/2013 ushered in a new system for paying or deferring certain tax and Social Security debts. Entities that agreed to abide by the new schedule and abandon the lawsuits they had brought were exonerated from payment of late-payment interest. In November 2013, Banco Santander (Brasil) S.A. partially adhered to the schedule, but only in respect of the lawsuits brought by the former Banco ABN AMRO Real S.A. in relation to the period spanning September 2006 to April 2009, and also in respect of certain other small claims brought by other Group entities. Therefore, the lawsuits brought by Banco Santander, S.A. and those relating to Banco ABN AMRO Real S.A. for the period prior to September 2006 remain in progress and a provision has been posted for the amount of the estimated losses.
- Banco Santander (Brasil), S.A. and other Group companies in Brazil have appealed the tax calculations issued by the Brazilian tax authorities by questioning the deduction of loan losses under corporate income tax (IRPJ and CSLL taxes), on the understanding that the relevant legal requirements have not been met. No provision exists for the amount considered a contingent liability.
- Banco Santander (Brasil), S.A. and other Group companies in Brazil are currently pursuing administrative and legal proceedings against various local councils that are seeking payment of Services Tax on certain operational income that is not classified as services rendered. No provision exists for the amount considered a contingent liability.
- Likewise, Banco Santander (Brasil), S.A. and other Group companies in Brazil are currently pursuing administrative and legal proceedings against the tax authorities in relation to the latter's insistence that Social Security contributions be paid on certain concepts that are not treated as remuneration for employment purposes. A provision has been posted for the amount of the estimated loss.

- In December 2008, the Brazilian tax authorities issued a tax infringement notice against Banco Santander (Brasil) S.A. in relation to corporate income taxes (IRPJ and CSLL) for 2002 to 2004. The authorities contend that the Bank failed to meet the legal requirements needed to deduct the amortisation of goodwill resulting from the acquisition of Banespa (now Banco Santander (Brasil) S.A.). Banco Santander (Brasil) S.A. then appealed the decision before the Conselho Administrativo de Recursos Fiscais (CARF), which on 21 October 2011 unanimously agreed to annul the notice of violation entirely. The tax authorities have since appealed this decision before the higher appellate courts. On 11 May, the Câmara Superior de Recursos Fiscais, in a split vote settled by the chairman, reversed the decision, ruling in favour of the Brazilian tax authorities. An appeal for clarification may now be filed before the CARF, followed by an appeal for a judicial review. In June 2010, the Brazilian tax authorities issued tax infringement notices for the same taxes but this time in relation to 2005 to 2007. These have been appealed before the CARF, whose ruling of 8 October 2013 partially upholding the Bank's claim has been appealed before the high appellate section of the CARF (the so-called Câmara Superior de Recursos Fiscais - High Chamber of Tax Appeals). In December 2013, the Brazilian tax authorities issued a further tax infringement notice for 2008, the last year in which the goodwill was amortised. Banco Santander (Brasil) S.A. successfully appealed this latest notice, although the Brazilian tax authorities have since appealed the decision before the CARF. Relying on the advice received from its external lawyers, the Group believes that the stance adopted by the Brazilian tax authorities is unfounded, that there are solid arguments to defend against and appeal the tax infringement notices and, therefore, that the risk of loss is remote. Accordingly, no provisions for this dispute have been recognised, since the matter should have no impact on the interim financial statements.
- In May 2003, the Brazilian tax authorities issued tax infringement notices against both Santander Distribuidora de Títulos e Valores Mobiliários Ltda. (DTVM, now Produban Serviços de Informática S.A.) and Banco Santander Brasil, S.A. (now Banco Santander (Brasil) S.A.) in relation to Provisional Tax on Financial Transactions (CPMF) on certain operations carried out by DTVM when managing the funds of its customers and for the settlement services provided by Banco Santander (Brasil) S.A. to DTVM during 2000, 2001 and the first two months of 2002. Both entities appealed the tax infringement notices before the CARF, which upheld DTVM's appeal but rejected the appeal lodged by Banco Santander Brasil, S.A. Appeals against both rulings were brought by the unsuccessful parties before the High Chamber of the CARF, although both Banco Santander (Brasil) S.A. and DTVM saw their claims dismissed on 12 and 19 June 2015, respectively. Both cases have since been appealed as part of the same process before the courts, and a provision has been posted to cover the amount of the estimated losses.
- In December 2010, the Brazilian tax authorities issued a tax infringement notice against Santander Seguros, S.A. (Brasil) (now Zurich Santander Brasil Seguros e Previdência, S.A.) as the successor by merger of the entity ABN AMRO Brasil Dois Participacoes, S.A. for corporate income tax purposes (IRPJ and CSLL) for 2005 financial year. The authorities question the tax treatment given to the sale of the shares in Real Seguros, S.A. that same year. The entity brought a motion for reconsideration before the tax authorities and then appealed it before the CARF, whose decision to partially uphold the appeal has been appealed by the Federal Union and also by Zurich Santander Brasil Seguros e Previdência, S.A. As the former parent company of Santander Seguros, S.A. (Brasil), Banco Santander (Brasil) S.A. will be liable for any unwelcome outcome of this case. No provision exists for this particular dispute as it considered a contingent liability.

- In June 2013, the Brazilian tax authorities issued a tax infringement notice against Banco Santander (Brasil) S.A. as the party responsible for paying tax on the capital gains allegedly obtained in Brazil by non-resident entity, Sterrebeeck B.V., following the “incorporação de ações” (incorporation of shares) arrangement completed in August 2008. As a result of that transaction, Banco Santander (Brasil) S.A. acquired all the shares of Banco ABN AMRO Real S.A. and ABN AMRO Brasil Dois Participações S.A. through delivery to the owners of those entities of new shares in Banco Santander (Brasil) S.A. issued as part of a capital increase specially carried out for that purpose. The tax authorities are arguing that by completing the transaction Sterrebeeck B.V. generated taxable income in Brazil, meaning the difference between the issue value of the shares it received in Banco Santander (Brasil) S.A. and the acquisition cost of the shares delivered as part of the share exchange. In December 2014, the Group appealed the tax infringement notice before the CARF after seeing its motion for reconsideration brought before the Department of Federal Revenue dismissed. Relying on the advice received from its external lawyers, the Group believes that the stance adopted by the Brazilian tax authorities is unfounded, that there are solid arguments to defend against and appeal the tax infringement notice and, therefore, that the risk of loss is remote. Accordingly, the Group has recognised no provisions for this dispute since the matter should have no impact on the interim financial statements.
- In November 2014, the Brazilian tax authorities issued a tax infringement notice against Banco Santander (Brasil), S.A. in relation to corporate income tax (IRPJ and CSLL) for 2009 financial year, questioning the tax deductibility of the amortisation of the goodwill of Banco ABN AMRO Real S.A. carried out prior to the absorption of that bank by Banco Santander (Brasil), S.A., but admitting the amortisation carried out after the merger. Relying on the advice of its external team of lawyers, Banco Santander (Brasil), S.A. brought a motion for reconsideration of the tax infringement notice before the Department of Federal Revenue and was handed a favourable ruling in July 2015. The Brazilian tax authorities then successfully appealed that decision before the CARF, prompting the Bank to lodge an appeal before the High Chamber of Tax Appeals of the CARF in November of last year. No provision exists for this particular dispute as it considered a contingent liability.
- Likewise, Banco Santander (Brasil), S.A. is pursuing appeals in relation to several tax infringement notices in which the tax authorities have questioned the tax deductibility of the amortisation of the goodwill generated from the acquisition of Banco Comercial e de Investimento Sudameris, S.A. No provision exists for this particular dispute as it considered a contingent liability.
- Banco Santander (Brasil), S.A. and other Group companies in Brazil are currently pursuing administrative and legal proceedings against the Brazilian tax authorities due to their refusal to allow tax netting against other tax credits. No provisions have been recognised for the amount considered a contingent liability.
- Lawsuit brought by Sovereign Bancorp Inc. (now Santander Holdings USA, Inc.), seeking the application of a tax deduction by virtue of international double taxation treaties in relation to the taxes paid abroad from 2003 to 2005 on a trust created by Santander Holdings USA, Inc. in relation to financing arrangements with an international bank. Santander Holdings USA, Inc. believed that under applicable tax law it was entitled to accredit those deductions and the associated issue and financing costs. Moreover, if

Santander Holdings USA, Inc is ultimately successful in its case, the amounts paid by the entity in relation to the same tax for financial years 2006 and 2007 would also have to be returned. On 13 November 2015, the District Judge held in favour of Santander Holdings USA, Inc., ordering the return of the amounts paid with respect to financial years 2003 to 2015. The U.S. Government then appealed the judgment of the District Judge before the Appeal Court and on 16 December 2016 the court repealed the ruling of the District Judge in relation to the economic substance of the trust arrangement and the double taxation deductions sought in relation to that same arrangement and returned the case to the District Judge so that he might decide on the claim for the return of taxes and hold a trial limited to hear possible sanctions. On 16 March 2017, Santander Holdings USA, Inc. petitioned the U.S. Supreme Court to admit an appeal against the decision reached by the Appeal Court. On 26 June 2017, the Supreme Court denied leave to proceed. Hence removal of the case to the District Court as ordered by the Appeal Court will follow. The estimated losses in relation to this dispute have been provisioned.

- In 2007, the European Commission opened an inquiry against the Kingdom of Spain on the subject of state aids in relation to article 12.5 of the former Recast Text of the Spanish Corporate Income Tax Act (Ley del Impuesto sobre Sociedades). The result was Commission Decision 2011/5/EC of 28 October 2009, on shareholding acquisitions in the EU, and Decision 2011/282/EC of 12 January 2011, on shareholding acquisitions of non EU-resident companies, which found that the deduction governed by article 12.5 indeed constituted unlawful state aid. These decisions were appealed by Banco Santander and other companies before the General Court of the European Union. In November 2014, the General Court delivered its judgment, annulling those decisions, prompting the Commission to appeal the ruling before the European Court of Justice. In December 2016, the European Court of Justice handed down a ruling upholding the appeal and ordering that the case be reheard by the General Court, which is therefore required to deliver a new judgment analysing the other reasons for the annulment relied on by the appellants. This new ruling, once forthcoming, may then once again be appealed before the Court of Justice. Based on the advice received from its external team of layers, the Group has recognised no provisions for these disputes on the understanding that they constitute a contingent liability.

As of the date of this document, there are also a number of more minor tax disputes under way.

### **20.8.2 Non-tax-related proceedings**

As of the date of this document, the main lawsuits affecting the Group are as follows:

- Customer remediation: claims associated with the sale of certain financial products (mostly payment protection insurance -PPI) by Santander UK to its customers.

On 2 March, the Financial Conduct Authority (“FCA”) released its final criteria for calculating the compensation associated with the sale of certain financial products, specifically Payment Protection Insurance (“PPI”), in which it introduced a number of changes to the calculation methods previously used in December 2016. Mainly, the deadline for bringing a claim has been extended by two months through to the end of August 2019 and banks are required to be more proactive in contacting customers who were sold the product. As a result of this latest development, an additional provision was recognised in the

first quarter of the year for the sum of 32 million pounds (37 million euros). At 31 December 2017, the related provision stood at 427 million pounds (499 million euros).

- Delforca: Dispute concerning equity swaps arranged by Gaesco (now Delforca 2008, S.A.) over shares in Inmobiliaria Colonial, S.A. The Bank saw its claim upheld during the first round of arbitration proceedings, although the award was subsequently annulled for reasons relating to the chairman of the arbitration panel and one of the items of evidence furnished by Delforca. During the second round of arbitration instituted by the Bank, and after it had obtained interim relief from the courts (currently waived), Delforca filed for insolvency. Prior to this, Delforca and its parent company Mobiliaria Monesa, S.A. had initiated other processes seeking compensation for damage and loss due to the Bank's actions before the civil courts of Madrid (case subsequently closed) and Santander, which is currently suspended due to the need to decide on various subsidiary matters.

In the insolvency proceedings, Commercial Court 10 of Barcelona declared the suspension of the arbitration proceedings, while terminating the arbitral agreement, refusing to acknowledge the Bank's contingent right to payment and finding that the Bank was in breach. It therefore dismissed the Bank's request to close the proceedings due to the non-existence of a situation of insolvency. Following the appeals lodged by the Bank, the Provincial Court of Barcelona revoked all decisions handed down except the one relating to the refusal to conclude the insolvency proceedings, thus causing the resumption of the arbitration proceedings. A partial arbitral award was issued, rejecting the procedural defences raised by Delforca. Delforca has approached the higher appeal courts in a bid to set aside the rulings rejecting termination of the arbitration agreement and recognising the Bank's contingent right to payment. Delforca and its parent have also filed a suit before the Insolvency Judge seeking the return of the collateral enforced by the Bank when settling the swaps; in these proceedings, a ruling is yet to be made on the Bank's motions raising defences of lack of jurisdiction. The meeting between creditors has been suspended until the question of the Bank's right to payment is either confirmed or rejected. This suspension has been appealed by Delforca. The Bank has recognised no provisions covering this process.

- Former employees of Banco do Estado de São Paulo S.A., Santander Banespa, Cia. de Arrendamiento Mercantil: claim instituted in 1998 by the pensioners association of Banespa (AFABESP) on behalf of its members, seeking payment of a half-yearly bonus initially envisaged in the entity's bylaws and payable if the entity reported profits and if the payout was approved by its board of directors. The bonus was not paid in 1994 and 1995 due to lack of sufficient profit at the bank while from 1996 through to 2000 only part of the bonus was paid, as agreed by the board of directors, with the bonus clause eliminated in 2001. The Regional Employment Board ordered the bank to pay this six-month bonus in September 2005 and the bank then appealed the court's ruling before the High Employment Board (Tribunal Superior de Trabajo, or TST) and subsequently before the Federal Supreme Court (Supremo Tribunal Federal, or STF). The former confirmed the bank's sentence and the latter went on to dismiss the extraordinary appeal brought by the bank via a decision taken by one of its judges, while upholding the adverse ruling handed to the bank. The Bank and the association then appealed this decision, though only the appeal lodged by the Bank has been admitted and will be decided in due course by the STF sitting in plenary session. The STF has recently delivered a judgment concerning the case of a third party that also concerned one of the main arguments on which the Bank is currently relying. The Bank has recognised no provisions covering this process.

- Financial matters As with all other Brazilian banks, Santander Brasil has received numerous claims and grievances from customers, mostly deposit holders, and is also embroiled in a number of civil class actions arising from a series of legislative changes on how to calculate inflation (economic plans), which violated the rights of numerous claimants in that they were ushered in with immediate effect. In April 2010, the Brazilian High Court of Justice (Superior Tribunal de Justiça, or STJ for short) established a five-year prescription period for these class actions, as the banks had been urging, instead of the twenty years that the claimants were lobbying for. This will probably significantly reduce the number of actions and the amount being sought. As for the merits of the claims, so far the courts have generally come down against the banks, and there are now two proceedings under way before the STJ and the Supreme Federal Court (Supremo Tribunal Federal, or STF) in a bid to resolve the matter once and for all. The STJ delivered a significant ruling in August 2010. While siding with the claimants on the merits of their case, it excluded a key facet from their claim, thus reducing the amount they were able to seek and once again confirming the five-year prescription period. The STF then agreed to injunctive relief essentially suspending the proceedings in progress until the court was able to deliver a final ruling on the matter. The relevant parties are currently planning to lodge various appeals before the STF to re-examine various matters relating to the case.
- On 15 September 2008, the bankruptcy of various Lehman Group companies was announced. Various customers of the Santander Group were affected by the emerging crisis as they had either invested in securities issued by Lehman, or in other products with Lehman securities as the underlying.

As of the date of this document, various lawsuits were ongoing in relation to the matter. In the opinion of the Bank's directors and legal advisors, the various Lehman products and services in question were marketed and sold in accordance with applicable law at the time of sale and the Group should therefore incur no liability whatsoever following Lehman's bankruptcy due to its intermediation or brokerage in selling the products. Accordingly, the risk of loss is considered remote and the Bank has recognised no provisions to cover the eventual outcome of the lawsuits.

- In December 2008, the U.S. Securities and Exchange Commission (SEC) charged the firm Bernard L. Madoff Investment Securities LLC ("Madoff Securities") on suspicion of fraud. The total exposure of Group customers through the Optimal Strategic US Equity (Optimal Strategic) subfund amounted to 2,330 million euros, of which 2,010 million euros related to institutional investors and international private banking customers, while the remaining 320 million euros belonged to the investment portfolios of the Group's private banking customers in Spain, who were classified as *qualifying investors*.

As of the date of this document, various lawsuits were ongoing against Group companies in relation to the matter. The Group believes it acted with due care at all times and that the products were sold transparently and in compliance with applicable law and regulations. The risk of loss is therefore considered remote or immaterial.

- In April 2016, the Competition Division of the Comisión Nacional de los Mercados y la Competencia ("CNMC", Spain's competition regulator) opened an administrative investigation targeting several banks, including Banco Santander, on alleged practices of price collusion or price-fixing agreements and exchange of commercially sensitive information on derivative financial instruments used to hedge the interest rate risk of



syndicated loans. According to the Competition Division, such course of conduct might constitute an offence contrary to article 1 of the *Ley 15/2007* (Competition Act) and Article 101 of the Treaty on the Functioning of the European Union. The investigation procedure is awaiting a decision by the CNMC Board. If an adverse decision is issued, Banco Santander could be exposed to penalties, which might be significant, and related consequences, such as claims for damages or regulatory restrictions on Santander's activities. This might have a material adverse effect on the financial position and results of Banco Santander.

- As a result of the acquisition of Banco Popular, the Group is exposed to material transactions involving floor clauses. For further information, see [Risk Factor 2.1.6](#).

The Bank and other Group companies sometimes find themselves party to lawsuits and legal proceedings incidental to the normal course of business, including claims and proceedings relating to lending activity, employment relations and other commercial and tax matters. In addition, see [Risk Factor 2.1.1](#) on possible appeals or complaints, including those arising from or related to the acquisition of Banco Popular or acquisition by investors of Banco Popular shares and capital instruments before the FROB decision.

It should be noted that the outcome of these legal proceedings is inherently uncertain, particularly when it comes to monetary claims for indeterminate amounts, claims based on legal arguments for which there is no legal precedent, class actions and proceedings that are still at a very early stage.

Based on available information, the Group considers that at 31 March 2017 it has reliably estimated the obligations associated with each process and has posted adequate provisions as and when required to provide reasonable coverage of any resulting tax or legal liabilities. It is also confident that any liability resulting from these proceedings will not have a significant adverse impact on the Group's businesses, financial situation or operating results.

## **20.9 SIGNIFICANT CHANGES IN THE FINANCIAL AND COMMERCIAL POSITION OF THE ISSUER**

Since 31 March 2017 and through to the date of this document, no event or change has arisen that might significantly impact the financial or commercial position of Banco Santander, S.A. except changes in commercial position that may arise from the acquisition of Banco Popular. See [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#).

\* \* \*

## **CHAPTER 21 ADDITIONAL INFORMATION**

### **21.1 SHARE CAPITAL**

#### **21.1.1 Issued capital**

##### ***Nominal amount***

At the date of this document, the share capital of Banco Santander, S.A. amounts to seven billion, two hundred and ninety-one million, one hundred and seventy thousand three hundred and fifty euros and fifty euro cents (7,291,170,350.50), all fully subscribed for and paid up.

## ***Share class and series***

At the date of this document, share capital is divided into fourteen billion, five hundred and eighty-two million, three hundred and forty thousand seven hundred and one (14,582,340,701) shares, each having a par value of fifty euro cents (0.50), all of the same class and series, and all fully subscribed for and paid up.

All shares carry the same voting and dividend rights.

The shares are represented in book-entry form in the accounting system kept by SOCIEDAD DE GESTIÓN DE LOS SISTEMAS DE REGISTRO, COMPENSACIÓN Y LIQUIDACIÓN DE VALORES, S.A.U. (Iberclear), with registered office in Madrid, at Plaza de la Lealtad 1.

### ***21.1.2 Non-capital shares***

There are no non-capital shares.

### ***21.1.3 Number, carrying amount and nominal value of shares held by the issuer or its subsidiaries***

A total of 1,091,138 shares in the Bank were owned and held by consolidated companies at 31 March 2017, representing 0.0075% of share capital.

For further information on acquisitions and disposals of treasury shares in 2016, see section 8 of the [Directors' Report](#).

### ***21.1.4 Convertible and/or exchangeable bonds***

#### ***(a) First issue of contingent convertible bonds***

On 5 March 2014, Banco Santander, S.A. announced that it had agreed to place an issue of contingent convertible bonds exchangeable for the Bank's new-issue common stock ("CoCos"), including the decision to disapply the pre-emptive subscription right of existing shareholders. The issue is subject to a maximum nominal amount of 1,500,000,000 euros (the "Issue"). The Issue was arranged through an accelerated bookbuild process and was directed solely at qualifying investors.

The Issue was made at par value and the return on the CoCos -payment of which is discretionary and also subject to certain conditions- was fixed at 6.25% per annum for the first five years, whereupon a spread of 541 basis points would be added to the five-year mid-swap rate.

On 25 March 2014, the Banco de España confirmed that the CoCos qualified as additional tier 1 capital under the new European regulations on own funds ushered in by European Regulation 575/2013. The CoCos are perpetual, though they may be repurchased if certain conditions are met, and they would also be converted into new-issue common shares of Banco Santander if the Bank or its consolidated group ever reports a common equity Tier 1 ratio of less than 5.125%, calculated in accordance with the aforementioned EU Regulation. The CoCos have been quoted and traded on the Global Exchange Market of the Irish Stock Exchange since 12 March 2014; their date of issue.

#### ***(b) Second issue of contingent convertible bonds***

On 8 March 2014, Banco Santander, S.A. announced that it had agreed to place an issue of contingent convertible bonds exchangeable for the Bank's new-issue common stock ("CoCos"), including the decision to disapply the pre-emptive subscription right of existing shareholders. The Issue was arranged through an accelerated bookbuild process and was

directed solely at qualifying investors for a final nominal sum of 1.5 billion dollars (the "Issue").

The Issue was made at par value and the return on the CoCos -payment of which is discretionary and also subject to certain conditions- was fixed at 6.375% per annum for the first five years, whereupon a spread of 478.8 basis points would be added to the five-year mid-swap rate.

On 28 May 2014, the Banco de España confirmed that the CoCos qualified as additional tier 1 capital under the new European regulations on own funds ushered in by European Regulation 575/2013. The CoCos are perpetual, though they may be repurchased if certain conditions are met, and they would also be converted into new-issue common shares of Banco Santander if the Bank or its consolidated group ever reports a common equity Tier 1 ratio of less than 5.125%, calculated in accordance with the aforementioned EU Regulation. The CoCos have been quoted and traded on the Global Exchange Market of the Irish Stock Exchange since 19 May 2014; their date of issue.

***(c) Third issue of contingent convertible bonds***

On 2 September 2014, Banco Santander, S.A. announced that it had agreed to place an issue of contingent convertible bonds exchangeable for the Bank's new-issue common stock ("CoCos"), including the decision to disapply the pre-emptive subscription right of existing shareholders. The issue is subject to a maximum nominal amount of 1,500,000,000 euros (the "Issue"). The Issue was arranged through an accelerated bookbuild process and was directed solely at qualifying investors.

The Issue was made at par value and the return on the CoCos -payment of which is discretionary and also subject to certain conditions- was fixed at 6.25% per annum for the first five years, whereupon a spread of 564 basis points would be added to the five-year mid-swap rate.

On 30 September 2014, the Banco de España confirmed that the CoCos qualified as additional tier 1 capital under the new European regulations on own funds ushered in by European Regulation 575/2013. The CoCos are perpetual, though they may be repurchased if certain conditions are met, and they would also be converted into new-issue common shares of Banco Santander if the Bank or its consolidated group ever reports a common equity Tier 1 ratio of less than 5.125%, calculated in accordance with the aforementioned EU Regulation. The CoCos have been quoted and traded on the Global Exchange Market of the Irish Stock Exchange since 11 September 2014; their date of issue.

***(d) Fourth issue of contingent convertible bonds***

On 18 April 2017, Banco Santander, S.A. announced that it had agreed to place an issue of contingent convertible bonds exchangeable for the Bank's new-issue common stock ("CoCos"), including the decision to disapply the pre-emptive subscription right of existing shareholders. The issue was arranged through an accelerated bookbuild process and was directed solely at qualifying investors.

The issue was made at par value and the return on the CoCos -payment of which is discretionary and also subject to certain conditions- was fixed at 6.75% per annum for the first five years, whereupon a spread of 680.3 basis points would be added to the five-year mid-swap rate. The final amount of the issue was 750,000,000 euros.

Banco Santander, S.A. requested the European Central Bank to classify the CoCos as additional tier 1 capital under EU Regulation 575/2013. The CoCos are perpetual, though

they may be repurchased if certain conditions are met, and they would also be converted into new-issue common shares of Banco Santander if the common equity Tier 1 ratio of the Bank or its consolidated group ever drops below 5.125%, calculated in accordance with the aforementioned EU Regulation. The CoCos have been quoted and traded on the Global Exchange Market of the Irish Stock Exchange since 25 April 2017; their date of issue.

### **21.1.5 Rights and obligations relating to authorised capital yet to be issued or decisions to increase capital.**

#### **Authorisations conferred at the general shareholders' meeting held on 7 April 2017**

The annual general meeting of shareholders held on 7 April 2017 agreed to authorise the board of directors to the fullest extent required by law so that it may, in accordance with article 297.1.b) of the Corporate Enterprises Act (Ley de Sociedades de Capital), increase share capital on one or more occasions and at any time within the three years running from the date of that annual general meeting. The rights issue will take the form of new issues –with or without issue premium and with or without voting rights attached– while the consideration for the new shares to be issued will be monetary contributions from the shareholders. The maximum nominal amount of the issue or issues is 3,645,585,175 euros, all the foregoing under the terms the directors deem fit. This new authorisation renders null and void the unused part of the previous authorisation conferred by virtue of resolution Eight II) at the annual general meeting of shareholders held on 27 March 2015. The Bank's directors have until 7 April 2020 in which to execute and effect the envisaged capital increases. The resolution authorises the board to fully or partially disapply the pre-emptive subscription right pursuant to the terms of article 506 of the Corporate Enterprises Act, although this power is limited to a maximum of 20% of the Bank's capital existing at the date of that general meeting (1,458,234,070 euros). The Bank's Board of Directors, at its meeting of 26 June 2017, under the powers conferred on it by the general shareholders' meeting of 7 April 2017, resolved to delegate to the executive committee the powers received in virtue of the agreement described above, and on 3 July 2017, the Bank's executive committee approved the use of this authorisation and to increase the share capital of Banco Santander through the issue and circulation of the new shares: i.e. 1,458,232,745 shares with a par value of fifty euro cents (EUR 0.50) each, all of the same class and series as the shares currently in circulation. The Capital Increase has been agreed with pre-emptive subscription rights in favour of Banco Santander shareholders.

The aforementioned annual general meeting of 7 March 2017 also approved the following resolutions relating to the content of this section:

1. A capital increase charged to reserves for the sum to be calculated in accordance with the terms of the resolution and to be effected by issuing new common shares, each having a nominal value of half (0.5) a euro, with no share premium, and all of the same class and series as those currently in circulation. The purpose here is to offer the Bank's shareholders the option to receive their remuneration under one of the interim dividends for 2017 via Santander Dividendo Elección (scrip dividend scheme). The board of directors is similarly authorised to delegate to the executive committee the powers conferred under this resolution, provided those powers may be delegated.
1. Delegation to the board of directors, pursuant to the provisions of article 297.1.a) of the Corporate Enterprises Act, of the broadest powers such that, within one year of the date on which the aforementioned shareholders' meeting is held, it may set the date and the terms and conditions as to all matters not provided for by the shareholders themselves, of an increase in capital in the amount of 500 million euros. In the event the board should fail to exercise the powers delegated to it for execution of this resolution within the term of one year indicated by shareholders, said powers will become null and void. The board of

directors is similarly authorised to delegate to the executive committee the powers conferred under this resolution, provided those powers may be delegated.

3. Delegation to the board of directors, in accordance with the general framework for issuing bonds and similar debt instruments and pursuant to article 319 of the Regulations of the Companies Registry (Reglamento del Registro Mercantil), said delegation also rendering null and void the unused part of Resolution Nine II) adopted by shareholders at the annual general meeting held on 18 March 2016, of the power to issue fixed-income securities on one or more occasions and up to the maximum sum of 50,000 million euros or the equivalent value in another currency. The securities may be issued through any legally admissible means and format, including short-, medium- and long-term bonds, covered bonds, promissory notes and preference shares, or other analogous debt instruments (including warrants, whether settled by physical delivery or by offset).

The board of directors power may exercise this power within five years running from the date on which the resolution was carried by shareholders at the aforementioned general meeting, that is, until 7 April 2022, whereupon the authority will have run its course and will expire. The board of directors is similarly authorised to delegate to the executive committee the powers conferred under this resolution, provided those powers may be delegated.

At the date of this document, a total of six thousand and seventy-four million euros (€6,074,000) have been used, meaning, therefore, that of the aforesaid limit of fifty billion euros (€50,000,000,000), a total of forty three thousand, nine hundred and twenty-six million euros (€43,926,000,000) have yet to be drawn down.

#### **21.1.6 Information on the capital of any Group member subject to option**

Not applicable.

#### **21.1.7 Share capital record**

##### **Figures in euros**

Balance at 31 December 2014	6,292,207,329.50
Balance at 31 December 2015	7,217,246,289.50
Balance at 31 December 2016	7,291,170,350.50
Balance at the date of this document	7,291,170,350.50

[Note 31](#) to the financial statements discusses the capital increases carried out over the last three financial years.

In 2016, the Bank effected a rights issue under the Santander Scrip Dividend scheme, a process effectively completed on 4 November. A total of 147,848,122 new shares were issued, equivalent to 1.02% of the Bank's share capital at year-end 2015.

## **21.2 BYLAWS AND DEED OF INCORPORATION**

The [Bylaws](#) of Banco Santander, S.A. are available to the public for consultation and viewing while this Share Registration Document remains valid and can be found on the Bank's corporate website ([www.santander.com](http://www.santander.com)), or at the Bank's registered office, located in the city of Santander, at Paseo de Pereda, 9-12.

The Bank was incorporated in the city of Santander by virtue of public instrument executed on 3 March 1856, later ratified and amended in part by a second public instrument dated 21 March 1857, and it began to operate on 20 August 1857. It was subsequently transformed into a credit



corporation (sociedad anónima de crédito) by virtue of public instrument executed by Santander notary, Ignacio Pérez, on 14 January 1875, amended by subsequent public deeds, and registered in the Companies Registry Book of the Government's Trade Promotion Section in the Province of Santander.

#### **21.2.1 Description of the corporate purpose of the issuer and where the Bylaws and deed of incorporation can be found**

The Bank's corporate purpose is described in article 2 of its Bylaws currently in force:

##### *Article 2. Corporate purpose*

1. *The corporate purpose of the Company consists of:*
  - a) *The conduct of activities and operations and the provision of services of any kind which are typical of the banking business in general and which are permitted under current law.*
  - b) *The acquisition, possession, enjoyment and disposition of all types of securities.*
2. *The activities that make up the corporate purpose may be carried out totally or partially in an indirect manner, in any of the manners permitted by law and, in particular, through the ownership of shares or the holding of interests in Companies whose purpose is identical, similar, incidental or supplemental to such activities.*

#### **21.2.2 Brief description of any provision of the issuer's bylaws or internal regulations concerning members of the governing, management and supervisory bodies**

The internal system of governance and composition of the board of directors and its committees is regulated by articles 37 to 54 ter of the Bylaws and by the Rules and Regulations of the Board of Directors.

Specifically, articles 37, 38 and 39 of the Bylaws describe the structure and powers to manage, supervise and represent the Bank:

##### *Article 37.- Structure of the board of directors*

1. *The Company shall be managed by a board of directors*
2. *The board of directors shall be governed by such legal provisions as are applicable thereto and by these bylaws. In addition, the board shall approve a set of rules and regulations of the board of directors, which shall contain rules of operation and internal organization by way of further development of the aforementioned legal and bylaw provisions. The shareholders at a general shareholders' meeting shall be informed of the approval of the rules and regulations of the board of directors and of any subsequent amendments thereto.*

##### *Article 38. Management and supervisory powers*

1. *The board of directors has the widest powers to manage the company, and except for those matters exclusively within the purview of the shareholders at a general shareholders' meeting, is the highest decision-making body of the Company.*
2. *Notwithstanding the foregoing, the board shall exercise, without the power of delegation, such powers as are reserved for it by law, as well as such other powers as are required for a responsible discharge of the general duty of supervision.*
3. *The rules and regulations of the board shall set forth a detailed description of the responsibilities reserved for the board of directors.*

#### *Article 39. Powers of representation*

- 1. The power to represent the company, in court and out of court, is vested in the board of directors acting collectively.*
- 2. The chairman of the board also has the power to represent the company.*
- 3. The secretary of the board and the vice secretary, if any, have the necessary representative powers to convert into public instruments the resolutions adopted by the shareholders at a general shareholders' meeting and the resolutions of the board and to apply for registration thereof.*
- 4. The provisions of this article are without prejudice to any other powers of attorney, whether general or special, that may be granted.*

Articles 41 and 42 of the Bylaws establish the composition of the board:

#### *Article 41. Quantitative composition of the board*

- 1. The board of directors shall be composed of not less than fourteen and not more than twenty-two members, appointed by the shareholders acting at a general shareholders' meeting.*
- 2. It falls upon the shareholders at a general shareholders' meeting to set the number of members of the board within the aforementioned range. Such number may be set indirectly by the resolutions adopted by the shareholders at a general shareholders' meeting whereby directors are appointed or their appointment is revoked.*

#### *Article 42. Qualitative composition of the board*

- 1. The shareholders at the general shareholders' meeting shall endeavour to ensure that the board of directors is made up such that external or non-executive directors represent a large majority over executive directors, and that a reasonable number of the former are independent directors. The shareholders at the general shareholders' meeting shall likewise endeavour to ensure that independent directors represent at least one-third of the total number of directors.*
- 2. The provisions of the preceding paragraph do not affect the sovereignty of the shareholders acting at the general shareholders' meeting or detract from the effectiveness of the proportional system, which shall be mandatory whenever there is a voting trust pursuant to the provisions of the Spanish Capital Corporations Law.*
- 3. For the purposes of these bylaws, the terms executive director and external or non-executive director (which, in turn, includes the terms proprietary director, independent director and other external directors) shall have the meaning ascribed to such terms in applicable law, in these bylaws or in the rules and regulations of the board of directors.*
- 4. The board of directors must ensure that the procedures for selecting its members encourage diversity of gender, experience and knowledge and do not suffer from implicit biases that might entail any discrimination and, in particular, the procedures shall favour the selection of female directors.*

Article 50 of the Bylaws describes the power of the board to set up committees (which are then regulated by Chapter 1, Section 5 of the same Bylaws):

## *Article 50. Committees of the board of directors*

- 1. Without prejudice to such powers as may be delegated individually to the chairman, the chief executive officer or any other director and to the power of the board of directors to establish committees for each specific area of business, the board of directors may establish an executive committee, to which general decision-making powers shall be delegated, and an executive risk committee, to which powers shall be delegated in connection with risks. If such committees are established, their operation shall be governed by the provisions of articles 51 and 52 below.*
- 2. The board may also establish committees with supervisory, reporting, advisory and proposal-making powers in connection with the matters within their scope of authority, and must in any event create the committees required by applicable law, including an appointments committee, a remuneration committee, a risk supervision, regulation and compliance committee and an audit committee, which for the purposes of sub-section 4(v) of article 53 will also have decision-making powers.*
- 3. To the extent not provided for in these bylaws, the operation of the committees of the board shall be governed by the provisions of the rules and regulations of the board.*

### **21.2.3 Description of the rights, preferences and restrictions attaching to each existing class of share**

The legal framework governing shares and share capital is set out in articles 5 to 12 of the Bylaws, which read as follows:

#### *Article 5. Share capital*

- 1. Share capital is 7,291,170,350.50 euros.*
- 2. The share capital is represented by 14,582,340,701 shares having a nominal value of fifty euro cents each, all of which belong to the same class and series.*
- 3. All the shares have been fully paid-up.*

#### *Article 6. Form of the shares*

- 1. The shares are represented in book-entry form and are governed by the Securities Market Law [Ley del Mercado de Valores] and such other provisions as may be applicable.*
- 2. The book-entry registry of the Company shall be maintained by the entity or entities charged by the law with such duty.*

*The entity in charge of the book-entry registry shall notify the Bank of transactions involving the shares and the Bank shall keep its own stock ledger with the name of the shareholders.*

- 3. The person whose name appears as the holder in the entries in the records of the entity in charge of the book-entry registry shall be deemed the legitimate holder thereof, and therefore, such person may request from the Bank the benefits to which the shares entitle them.*
- 4. In the event of persons or entities formally acting as shareholders under a fiduciary agreement, trust, or any other similar title, the Bank may require such persons to provide the particulars of the beneficial owners of the shares, as well as information regarding all acts entailing the transfer of such shares or the creation of liens thereon.*



#### *Article 7. Shareholders' rights*

- 1. Shares confer on the lawful holders thereof the status of shareholder and give them the rights set forth in the law and in these bylaws and, specifically, the following:*
  - a) The right to share in the distribution of corporate earnings and in the net assets resulting from liquidation.*
  - b) The pre-emptive right to subscribe to the issuance of new shares or bonds convertible into shares.*
  - c) The right to attend and vote at the General Shareholders' Meetings and to challenge corporate resolutions.*
  - d) The right to receive information.*
- 2. Shareholders shall exercise their rights vis-à-vis the Company with loyalty and good faith.*
- 3. In such manner as is set forth in legal and administrative provisions, the Company shall not acknowledge the exercise of voting and related rights arising from interests in the Company held by persons who acquire shares thereof in violation of mandatory legal rules of any type or rank. Likewise, the Company shall make public, in such manner as determined by the above-mentioned regulations, the interest held by the shareholders in the capital of the Company, whenever the circumstances requiring such publication arise.*

#### *Article 8. Unpaid subscriptions*

- 1. Unpaid subscription amounts on partially paid-up shares shall be paid up by the shareholders at the time determined by the board of directors, within five years of the date of the resolution providing for the capital increase. The manner and other details of such payment shall be determined by the resolution providing for the capital increase.*
- 2. Without prejudice to the effects of default as set forth by law, any late payment of unpaid subscriptions shall bear, for the benefit of the Bank, such interest as is provided by law in respect of late payments, starting from the day when payment is due and without any judicial or extra-judicial demand being required. In addition, the Bank shall be entitled to bring such legal actions as may be permitted by law in these cases.*

#### *Article 9. Non-voting shares*

- 1. The Company may issue non-voting shares for a nominal amount of not more than one half of the paid-up share capital.*
- 2. Non-voting shares shall attribute to the holders thereof the rights established in the resolution for the issuance thereof, in accordance with law and by means of an appropriate amendment of the bylaws.*

#### *Article 10. Redeemable shares*

- 1. The Company may, on the terms established by law, issue redeemable shares for a nominal amount not to exceed one-fourth of its share capital.*
- 2. Redeemable shares shall give the holders thereof the rights that are established in the resolution providing for the issuance thereof, in accordance with law and by means of the appropriate bylaw amendment.*

## *Article 11. Co-ownership*

- 1. Each share is indivisible.*
- 2. Shares that are jointly owned shall be registered in the respective book-entry registry in the name of all co-owners. However, the co-owners of a share shall appoint a single person to exercise shareholder rights and shall be jointly and severally liable to the Company for all obligations entailed by the status of shareholders.*

*The same rule shall apply in all other instances of co-ownership of rights over shares.*

- 3. In the case of usufruct of shares, the status of shareholder lies with the bare owner, but the usufructuary shall in every case be entitled to receive the dividends the Company resolves to distribute during the usufruct. The bare owner shall exercise all other shareholder rights.*

*The usufructuary has the obligation to facilitate the exercise of such rights by the bare owner.*

- 4. If the shares are pledged, the owner thereof shall be entitled to exercise shareholder rights. The pledgee shall have the obligation to facilitate the exercise of such rights.*

*In the event that the owner fails to comply with his obligation to pay unpaid contribution amounts, the pledgee may perform such obligation himself or foreclose on the pledge.*

- 5. In all other cases of limited in rem rights on shares, voting and related rights shall be exercised by the direct owner thereof.*

## *Article 12. Transfer of shares*

- 1. Shares and the economic rights attaching thereto, including pre-emptive rights, may be transferred by any means permitted by law.*
- 2. New shares may not be transferred until the capital increase is registered with the Commercial Registry.*
- 3. Shares shall be transferred by means of book entries.*
- 4. The registration of the transfer in favour of the transferee shall have the same effect as the delivery of the securities.*
- 5. The creation of limited in rem rights or other liens on shares shall be registered in the respective account of the book-entry registry.*
- 6. Registration of the pledge is equivalent to transfer of title.*

### ***21.2.4 Description of the steps needed to modify the rights of shareholders, indicating also whether the requirements are more stringent than those prescribed by law***

Any attempt to modify the rights of Banco Santander shareholders will require the relevant amendment to be made to the Bylaws, pursuant to the terms of the Corporate Enterprises Act. There are no requirements more stringent than those prescribed by law.

### ***21.2.5 Conditions for calling annual general meetings and extraordinary general meetings of shareholders, including attendance requirements***

The process for calling annual and extraordinary general meetings is set out in article 24 of the Bylaws, which reads as follows:

#### *Article 24. Call of a general shareholders' meeting*

- 1. Notice of all types of meetings shall be given by means of a public announcement in the Official Bulletin of the Commercial Registry or in one of the more widely circulated newspapers in Spain, on the website of the National Securities Market Commission and on the Company's website (www.santander.com), at least one month prior to the date set for the meeting, except in those instances in which a different period is established by law.*
- 2. Shareholders representing at least three percent of the share capital may request the publication of a supplement to the call to meeting including one or more items in the agenda, so long as such new items are accompanied by a rationale or, if appropriate, by a substantiated proposal for a resolution. For such purposes, shareholders shall indicate the number of shares held or represented by them. This right must be exercised by means of verifiable notice that must be received at the registered office within five days of the publication of the call to meeting. The supplement to the call shall be published at least fifteen days in advance of the date set for the meeting. In no event may this right be exercised in connection with the call to extraordinary general shareholders' meetings.*
- 3. An extraordinary general shareholders' meeting may be called at least fifteen days in advance of the date set for such meeting by means of a prior resolution expressly adopted at an ordinary general shareholders' meeting by shareholders representing at least two-thirds of the subscribed capital carrying voting rights. Such resolution shall not remain in effect beyond the date set for the holding of the next ordinary general shareholders' meeting.*

Meanwhile, attendance are set out in article 26 of the Bylaws, which reads as follows:

#### *Article 26. Right to attend*

- 1. The holders of any number of shares registered in their name in the respective book-entry registry five days prior to the date on which the general shareholders' meeting is to be held and who are current in the payment of pending subscriptions shall be entitled to attend general shareholders' meetings.*

*In order to attend the general shareholders' meeting, one must obtain the corresponding name-bearing attendance card to be issued with reference to the list of shareholders having such right.*

- 2. The directors must attend general shareholders' meetings, but their attendance shall not be required for the meeting to be validly established.*
- 3. The Chairman of the general shareholders' meeting may give economic journalists and financial analysts access to the Meeting and, in general, may authorize the attendance of any person he deems fit. However, the shareholders may revoke any such authorization.*
- 4. Shareholders having the right to attend may cast their vote regarding proposals relating to items included in the agenda for any kind of general shareholders' meeting, pursuant to the provisions of articles 33 and 34 of these Bylaws.*

#### **21.2.6 Brief description of any provision in the issuer's bylaws or internal regulations that seeks to delay, defer, or frustrate a change of control at the issuer**

Neither the Bank's Bylaws nor any of its internal rules or regulations contain any provision intended to delay, defer, or frustrate a change of control at Banco Santander.

***21.2.7 Description of any provision in the bylaws or internal regulations setting a participation threshold above which the shareholder's participation must be disclosed***

Without prejudice to any legal provisions or requirements on the matter, neither the Bank's bylaws nor any of its internal rules and regulations contain any provision obliging shareholders with a significant stake to disclose and reveal that circumstance.

***21.2.8 Description of any conditions imposed by the bylaws or internal regulations governing changes to capital, insofar as these conditions are more stringent than applicable legal requirements***

The Spanish Corporate Enterprises Act sets out the requirements governing modifications to the share capital of Banco Santander. Neither the Bank's Bylaws nor its internal rules and regulations establish any special condition or requirement on the matter.

\* \* \*

## **CHAPTER 22**

### **SIGNIFICANT CONTRACTS**

**22.1 BRIEF OUTLINE OF ANY MATERIAL CONTRACTS -BEYOND THOSE ENTERED INTO AS PART OF THE NORMAL COURSE OF BUSINESS- TO WHICH THE ISSUER OR ANY MEMBER OF ITS GROUP IS PARTY AND WHICH WERE ARRANGED DURING THE TWO YEARS IMMEDIATELY PRIOR TO THE PUBLICATION OF THE REGISTRATION DOCUMENT**

In the two year-period immediately prior to the date of this document, the Bank did not enter into any contracts other than those relating to its normal business activity that were material for the Group as a whole, without prejudice to the terms of [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#).

**22.2 BRIEF OUTLINE OF ANY OTHER CONTRACT (BEYOND THOSE ENTERED INTO AS PART OF THE NORMAL COURSE OF BUSINESS) ARRANGED BY ANY GROUP COMPANY THROUGH TO THE PUBLICATION OF THE REGISTRATION DOCUMENT WHEREBY ANY GROUP COMPANY HAS AN OBLIGATION OR RIGHT DEEMED MATERIAL FOR THE GROUP**

As of the date of this document, there are no such contracts in effect.

\* \* \*

## **CHAPTER 23**

### **INFORMATION ON THIRD PARTIES, EXPERT OPINIONS AND DECLARATIONS OF INTERESTS**

### **23.1 INFORMATION REGARDING THE REPORT OF THE INDEPENDENT EXPERT**

This chapter does not apply.

### **23.2 THIRD PARTY INFORMATION**

Not applicable.

\* \* \*

## **CHAPTER 24**

### **DOCUMENTS FOR FURTHER READING**

The [Bylaws](#) of Banco Santander, S.A. are available to the public for consultation and viewing while this Share Registration Document remains valid and can be found on the Bank's corporate website ([www.santander.com](http://www.santander.com)), or at the Bank's registered office, located in the city of Santander, at Paseo de Pereda, 9-12.

The Bank's separate and consolidated financial statements and directors' reports for the years 2014, 2015 and 2016 and the corresponding audit reports for those same years are available for viewing while this Share Registration Document remains in effect on the [Group's website](#) and also on the [website of the CNMV](#). They have also been filed with the CNMV.

\* \* \*

## **CHAPTER 25**

### **INFORMATION ON SHAREHOLDINGS**

[Appendix II](#) to the financial statements includes a breakdown at 31 December 2016 of associates, jointly controlled entities and other relevant companies at which the Group holds a stake of more than 5%. This information includes company name, address, business activity, percentage of participation (direct and indirect) and key figures from their balance sheet (data expressed in millions of euros at 31 December 2016).

Between 1 January and the date of filing this document, there have been no significant arrivals or departures of associates, jointly controlled entities, or other relevant companies at which the Group holds a stake of more than 5%.

Associate entities are those over which the Bank is able to exert significant influence, albeit not control or joint control (in general any participation exceeding 20%). They are accounted for using the equity method.

Meanwhile, jointly-controlled entities are those that are controlled jointly by two or more unrelated entities, or that operate or hold assets such that any strategic decision of a financial or operational nature affecting that entity requires the unanimous consent of all owners. They are accounted for using the equity method.

Following the acquisition of Banco Popular on 7 June 2017 (see [chapter 5.1.5 \(a\) Acquisition of 100% of the share capital of Banco Popular](#)), it should be noted, in addition to the above, that at 31 December 2016 Banco Popular Group comprised a total of 30 companies associated with or jointly controlled by the Group, as shown in its audited consolidated financial statements at that date.

\* \* \*

## CHAPTER 26

### GLOSSARY OF ALTERNATIVE PERFORMANCE MEASURES (APM)

Information on alternative performance measures is given below, in compliance with the Guidelines on Alternative Performance Measures of the European Securities and Markets Authority (ESMA). This information has not been audited.

For the management of its business, the Group uses the following indicators to measure its profitability and efficiency, the quality of its loan portfolio, tangible book value per share and loan-to-deposit ratio, analysing the performance thereof over time and comparing this with the performance of its competitors.

The purpose of the **profitability and efficiency indicators** is to measure the ratio of income to capital, tangible equity, assets, and risk-weighted assets, according to the following definitions. The cost-to-income ratio measures the general administrative expenses (personnel and others) and amortisation expenses needed to generate income.

The **NPL** indicators measure the quality of the credit portfolio and the percentage of the NPL portfolio covered by loan loss provisions, according to the following definitions:

The **calculated capitalisation indicator** provides information on the tangible book value per share, in accordance with the following table:

The *loan-to-deposits ratio* (LTD) identifies the relationship between loans and advances to customers (net) and customer deposits, and therefore assesses the proportion of loans and advances extended by the Group to customers that is funding using customer deposits.

The Group also uses **gross loans and advances to customers excluding reverse repos** and **customer deposits excluding repos**. For the purposes of analysing loans and deposits in the traditional retail and commercial banking business, reverse repos and repos are deducted as they are mainly high-volatility treasury products.

**Profitability and efficiency**

RoE	Return on equity: result attributed to the Group / Average Stockholders Equity Average Stockholders Equity defined as average equity + reserves + retained profit + Accumulated Other Comprehensive income
RoTE	Return on tangible equity: result attributed to the Group (average equity + reserves + retained profit + Accumulated Other Comprehensive income – intangible assets)
RoA	Return on average total assets: consolidated profit / average total assets Return on risk-weighted assets: consolidated profit / average of risk-weighted assets
RoRWA	Return on average total assets: consolidated profit / average total assets
Efficiency (including depreciation)	Operating costs / gross margin Operating costs defined as general administrative costs + depreciation

**Credit risk**

NPL ratio	Non-performing loans and advances to customers and contingent liabilities (excluding country risk) / loans and receivables Loans and receivables defined as total loans and advances to customers and contingent liabilities excluding country risk
Coverage ratio	Provisions for impairment losses on loans and advances to customers and contingent liabilities (excluding country risk) / Non-performing loans and advances to customers and contingent liabilities (excluding country risk)
Cost of loans and receivables	Total allocations to provisions for impairment of loans and receivables in the last 12 months / Average of loans and receivables

**Capitalisation**

Shareholders' equity per share (euro)	Shareholders' equity / number of shares (deducting own shares) Shareholders' equity calculated as the total own funds + valuation adjustments (excluding minority interests)
---------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

**Other**

<b>Loans to Deposits</b>	Loans and Advances to Customers / Customers Deposits
Loans and advances to customers	Loans and advances to customers without repos
Customer Deposits	Customer Deposits without repos

**Notes:**

- The averages included in the denominators of the RoE, RoTE, RoA and RoRWA are calculated taking 13 months from December to the preceding December in the case of data to December and 4 months from March to the preceding December in the case of first quarter data  
- The average that is included in the denominator of the cost of loans and receivables is calculated taking the last 12 months  
- The risk-weighted assets included in the denominator of the RoRWA are calculated according to the criteria defined in the **CRR** (Capital Requirements Regulation).

For these indicators, see [chapters 3.1, 3.2, 6.1.1](#) and [20.6](#).

The Group reports the real changes occurring in the income statement and **changes excluding the exchange rate effect** on the understanding that such changes facilitate the analysis given that they make it possible to identify movements in the businesses without taking into account the impact of the translation of each local currency to euros. See [chapter 20.6](#) of this report for the average rates used to analyse changes in the first quarter and the [Directors' Report](#) for average annual rates.

The Group presents real changes in the balance sheet and variations **without exchange rate** for both loans and advances to customers (excluding reverse repos) and customer funds, including customer deposits (excluding repos) and investment funds. This is to facilitate the analysis, stripping out changes in those balance sheet items that do not derive from the conversion of local currency into euros. See [chapter 20.6](#) of this report for the final rates used to analyse changes in the first quarter and the [Directors' Report](#) for final annual rates.

Additionally, the [Directors' Report](#) contains **average balance sheet balances** obtained as the average of the months in the period, which does not differ significantly from the average of the daily balances.

Further, the [Directors' Report](#) includes the following APMs: **ordinary ROE, ordinary ROTE, ordinary ROA and ordinary RORWA**, according to the definition and calculation methods shown.

Lastly, the [Directors' Report](#) includes an **interim income statement** showing **net non-recurring gains and write-downs on a separate line** just above profit attributable to the Group. The Group considers that this statement shows the changes in the income statement most clearly. The capital gains and write-downs considered non-recurring are deducted from each of the income statement line items where they were recognised according to their nature.



## Reconciliation of APMs (in millions of euros, except for percentages):

Profitability and efficiency	2016	2015	2014
<b>RoE</b>	<b>7.0%</b>	<b>6.6%</b>	<b>7.8%</b>
Profit attributed to the Group	6,204	5,966	5,816
Average Stockholders Equity	88,741	90,220	75,047
<b>RoTE</b>	<b>10.4%</b>	<b>10.0%</b>	<b>12.8%</b>
Profit attributed to the Group	6,204	5,966	5,816
(Average equity + reserves + retained profit + Accumulated Other Comprehensive income – intangible assets)	59,769	59,734	45,601
<b>RoA</b>	<b>0.56%</b>	<b>0.55%</b>	<b>0.58%</b>
Consolidated profit	7,486	7,334	6,935
Average total assets	1,337,661	1,345,657	1,201,847
<b>RoRWA</b>	<b>1.3%</b>	<b>1.2%</b>	<b>1.3%</b>
Consolidated profit	7,486	7,334	6,935
Average of risk-weighted assets	580,415	603,000	549,475
<b>Efficiency (including depreciation)</b>	<b>48%</b>	<b>47%</b>	<b>47%</b>
Operating costs	21,101	21,720	20,186
General administrative costs	18,737	19,302	17,899
Depreciation	2,364	2,418	2,287
Gross margin	44,232	45,895	42,612
<b>Credit risk</b>			
<b>NPL ratio</b>	<b>3.9%</b>	<b>4.4%</b>	<b>5.2%</b>
Non-performing loans and advances to customers and contingent liabilities	33,643	37,094	41,709
Non-performing loans and advances to customers	32,573	36,133	40,372
Other non-performing loans and advances (mainly contingent risks) (1)	1,070	961	1,337
Loans and receivables (total loans and advances to customers and contingent liabilities)	855,510	850,909	804,084
Loans and advances to customers	814,863	817,365	761,928
Other (mainly contingent risks) (1)	40,647	33,544	42,156
<b>Coverage ratio</b>	<b>73.8%</b>	<b>73.1%</b>	<b>67.2%</b>
Provisions for impairment losses on loans and advances to customers and contingent liabilities	24,835	27,121	28,046
Provisions for loans and advances to customers	24,393	26,517	27,217
Other provisions (mainly for contingent risks) (1)	442	604	829
Non-performing loans and advances to customers and contingent liabilities	33,643	37,094	41,709
<b>Cost of loans and receivables</b>	<b>1.18%</b>	<b>1.25%</b>	<b>1.43%</b>
Allocations to provisions for impairment of loans and receivables in last 12 months	9,518	10,108	10,562
Average of loans and receivables in last 12 months	806,595	806,284	737,253
<b>Capitalisation</b>			
<b>Tangible Book Value</b>	<b>4.2</b>	<b>4.1</b>	<b>4.0</b>
Tangible Shareholders' equity	61,516	58,610	50,404
Own funds	105,977	102,402	91,663
Accumulated Other Comprehensive income	(15,039)	(14,362)	(10,858)
Intangible Assets	29,421	29,430	30,401
Number of shares (deducting own shares)	14,582	14,434	12,584
<b>Other</b>			
<b>Loans to Deposits</b>	<b>114%</b>	<b>116%</b>	<b>113%</b>
Loans and advances to customers	790,470	790,848	734,711
Customer Deposits	691,111	683,142	647,706

(1) Under "Other" contingent risks that are considered as loans and receivables are included and country risk is deducted. These items do not directly reconcile with information published by the Group.

See reconciliation of gross loans excluding reverse repos in [note 10 to the financial statements](#) for 2016 and the reconciliation of deposits excluding repos in [note 21 to the financial statements](#) for 2016.



<b>Profitability and efficiency</b>	<b>1T '17</b>	<b>1T '16</b>
<b>RoE</b>	<b>8.2%</b>	<b>7.5%</b>
Profit attributed to the Group	1,867	1,633
Average Stockholders Equity	91,171	87,571
<b>RoTE</b>	<b>12.1%</b>	<b>11.1%</b>
Profit attributed to the Group	1,867	1,633
(Average equity + reserves + retained profit + Accumulated Other Comprehensive income – intangible assets)	61,571	58,679
<b>RoA</b>	<b>0.65%</b>	<b>0.58%</b>
Consolidated profit	2,186	1,922
Average total assets	1,353,495	1,335,115
<b>RoRWA</b>	<b>1.5%</b>	<b>1.3%</b>
Consolidated profit	2,186	1,922
Average of risk-weighted assets	591,933	577,103
<b>Efficiency (including depreciation)</b>	<b>46.1%</b>	<b>48.1%</b>
Operating costs	5,543	5,158
General administrative costs	4,914	4,572
Depreciation	629	586
Gross margin	12,029	10,730
<b>Credit risk</b>		
<b>NPL ratio</b>	<b>3.7%</b>	<b>4.3%</b>
Non-performing loans and advances to customers and contingent liabilities	32,158	36,148
Non-performing loans and advances to customers	31,136	35,281
Other non-performing loans and advances (mainly contingent risks) (1)	1,022	867
Loans and receivables (total loans and advances to customers and contingent liabilities)	858,786	834,096
Loans and advances to customers	812,896	799,607
Other (mainly contingent risks) (1)	45,890	34,489
<b>Coverage ratio</b>	<b>74.6%</b>	<b>74.0%</b>
Provisions for impairment losses on loans and advances to customers and contingent liabilities	24,002	26,756
Provisions for loans and advances to customers	23,466	26,155
Other provisions (mainly for contingent risks) (1)	536	601
Non-performing loans and advances to customers and contingent liabilities	32,158	36,148
<b>Cost of loans and receivables</b>	<b>1.17%</b>	<b>1.22%</b>
Allocations to provisions for impairment of loans and receivables in last 12 months	9,509	9,954
Average of loans and receivables in last 12 months	812,762	814,812
<b>Capitalisation</b>		
<b>Tangible Book Value</b>	<b>4.3</b>	<b>4.1</b>
Tangible Shareholders' equity	62,939	58,622
Own funds	107,706	103,264
Accumulated Other Comprehensive income	(15,122)	(15,949)
Intangible Assets	29,645	28,693
Number of shares (deducting own shares)	14,582	14,434
<b>Other</b>		
<b>Loans to Deposits</b>	<b>113%</b>	<b>115%</b>
Loans and advances to customers	795,312	773,452
Costumer Deposits	705,786	670,608

(1) Under "Other" contingent risks that are considered as loans and receivables are included and country risk is deducted. These items do not directly reconcile with information published by the Group.

Efficiency	2016			2015			2014		
	%	Gross margin	Operating costs	%	Gross margin	Operating costs	%	Gross margin	Operating costs
<b>Continental Europe</b>	<b>52.95</b>	<b>12,806</b>	<b>6,781</b>	<b>52.50</b>	<b>12,830</b>	<b>6,736</b>	<b>51.50</b>	<b>12,504</b>	<b>6,444</b>
Spain	58.79	5,608	3,297	56.50	6,080	3,434	52.70	6,636	3,496
Santander Consumer Finance	44.69	4,262	1,904	44.70	3,965	1,744	45.50	3,224	1,468
Poland	44.07	1,314	579	46.50	1,276	594	42.50	1,376	585
Portugal	48.71	1,209	589	48.70	1,016	494	52.00	956	498
<b>United Kingdom</b>	<b>51.01</b>	<b>5,816</b>	<b>2,967</b>	<b>52.60</b>	<b>6,382</b>	<b>3,356</b>	<b>52.70</b>	<b>5,541</b>	<b>2,918</b>
<b>Latin America</b>	<b>40.99</b>	<b>18,764</b>	<b>7,692</b>	<b>42.10</b>	<b>18,757</b>	<b>7,906</b>	<b>42.30</b>	<b>18,557</b>	<b>7,851</b>
Brazil	39.53	11,321	4,475	40.00	11,140	4,452	41.60	11,879	4,942
Mexico	39.79	3,203	1,274	41.30	3,317	1,370	42.50	3,019	1,282
Chile	40.73	2,422	986	43.00	2,336	1,004	39.50	2,194	866
<b>United States</b>	<b>42.46</b>	<b>7,532</b>	<b>3,198</b>	<b>38.80</b>	<b>7,999</b>	<b>3,025</b>	<b>37.50</b>	<b>5,979</b>	<b>2,239</b>

ROE	2016			2015			2014		
	%	Profit attributed to the Group	Average Stockholders Equity	%	Profit attributed to the Group	Average Stockholders Equity	%	Profit attributed to the Group	Average Stockholders Equity
<b>Continental Europe</b>	<b>7.93</b>	<b>2,599</b>	<b>32,765</b>	<b>7.13</b>	<b>2,218</b>	<b>31,113</b>	<b>5.82</b>	<b>1,647</b>	<b>28,316</b>
Spain	7.74	1,022	13,217	8.14	977	11,998	7.41	827	11,159
Santander Consumer Finance	14.25	1,093	7,673	12.03	938	7,799	11.05	795	7,194
Poland	11.28	272	2,408	12.53	300	2,397	16.04	355	2,213
Portugal	12.89	399	3,098	12.37	300	2,427	7.91	184	2,331
<b>United Kingdom</b>	<b>10.25</b>	<b>1,681</b>	<b>16,404</b>	<b>11.50</b>	<b>1,971</b>	<b>17,133</b>	<b>10.81</b>	<b>1,556</b>	<b>14,400</b>
<b>Latin America</b>	<b>15.02</b>	<b>3,386</b>	<b>22,541</b>	<b>14.70</b>	<b>3,193</b>	<b>21,714</b>	<b>14.30</b>	<b>2,902</b>	<b>20,247</b>
Brazil	13.37	1,786	13,357	13.64	1,631	11,957	12.32	1,437	11,672
Mexico	14.85	629	4,236	12.88	629	4,880	13.20	606	4,608
Chile	16.76	513	3,063	15.32	455	2,973	19.50	498	2,555
<b>United States</b>	<b>2.92</b>	<b>395</b>	<b>13,512</b>	<b>6.05</b>	<b>678</b>	<b>11,213</b>	<b>7.82</b>	<b>862</b>	<b>11,021</b>

NPL ratio	2016			2015			2014		
	%	Non-performing loans and advances to customers and contingent liabilities	Loans and receivables (total loans and advances to customers and contingent liabilities)	%	Non-performing loans and advances to customers and contingent liabilities	Loans and receivables (total loans and advances to customers and contingent liabilities)	%	Non-performing loans and advances to customers and contingent liabilities	Loans and receivables (total loans and advances to customers and contingent liabilities)
<b>Continental Europe</b>	<b>5.92</b>	<b>19,638</b>	<b>331,706</b>	<b>7.27</b>	<b>23,355</b>	<b>321,395</b>	<b>8.88</b>	<b>27,526</b>	<b>310,008</b>
Spain	5.41	9,361	172,974	6.53	11,293	173,032	7.38	13,512	182,974
Santander Consumer Finance	2.68	2,357	88,061	3.42	2,625	76,688	4.82	3,067	63,654
Poland	5.42	1,187	21,902	6.30	1,319	20,951	7.42	1,405	18,920
Portugal	8.81	2,691	30,540	7.46	2,380	31,922	8.89	2,275	25,588
<b>United Kingdom</b>	<b>1.41</b>	<b>3,585</b>	<b>255,049</b>	<b>1.52</b>	<b>4,292</b>	<b>282,182</b>	<b>1.79</b>	<b>4,590</b>	<b>256,337</b>
<b>Latin America</b>	<b>4.81</b>	<b>8,333</b>	<b>173,150</b>	<b>4.96</b>	<b>7,512</b>	<b>151,302</b>	<b>4.80</b>	<b>7,767</b>	<b>161,974</b>
Brazil	5.90	5,286	89,572	5.98	4,319	72,173	5.05	4,572	90,572
Mexico	2.76	819	29,682	3.40	1,096	32,463	3.80	1,071	27,893
Chile	5.05	2,064	40,864	5.62	1,980	35,213	5.97	1,999	33,514
<b>United States</b>	<b>2.28</b>	<b>2,088</b>	<b>91,709</b>	<b>2.13</b>	<b>1,934</b>	<b>90,727</b>	<b>2.42</b>	<b>1,838</b>	<b>76,014</b>

Coverage ratio	2016			2015			2014		
	%	Provisions for impairment losses on loans and advances to customers and contingent liabilities	Non-performing loans and advances to customers and contingent liabilities	%	Provisions for impairment losses on loans and advances to customers and contingent liabilities	Non-performing loans and advances to customers and contingent liabilities	%	Provisions for impairment losses on loans and advances to customers and contingent liabilities	Non-performing loans and advances to customers and contingent liabilities
<b>Continental Europe</b>	<b>59.99</b>	<b>11,781</b>	<b>19,638</b>	<b>64.17</b>	<b>14,987</b>	<b>23,355</b>	<b>57.20</b>	<b>15,744</b>	<b>27,526</b>
Spain	48.25	4,517	9,361	48.10	5,432	11,293	45.46	6,143	13,512
Santander Consumer Finance	109.13	2,573	2,357	109.10	2,864	2,625	100.09	3,070	3,067
Poland	60.97	724	1,187	63.97	844	1,319	60.34	848	1,405
Portugal	63.68	1,714	2,691	99.02	2,357	2,380	51.79	1,178	2,275
<b>United Kingdom</b>	<b>32.86</b>	<b>1,178</b>	<b>3,585</b>	<b>38.19</b>	<b>1,639</b>	<b>4,292</b>	<b>41.89</b>	<b>1,923</b>	<b>4,590</b>
<b>Latin America</b>	<b>87.31</b>	<b>7,276</b>	<b>8,333</b>	<b>79.00</b>	<b>5,932</b>	<b>7,512</b>	<b>84.50</b>	<b>6,560</b>	<b>7,767</b>
Brazil	93.11	4,921	5,286	83.73	3,616	4,319	95.39	4,361	4,572
Mexico	103.76	850	819	90.60	993	1,096	86.10	922	1,071
Chile	59.12	1,220	2,064	53.86	1,066	1,980	52.41	1,048	1,999
<b>United States</b>	<b>214.43</b>	<b>4,477</b>	<b>2,088</b>	<b>225.02</b>	<b>4,354</b>	<b>1,935</b>	<b>193.55</b>	<b>3,558</b>	<b>1,838</b>

NPL ratio	1T 2017			1T 2016		
	%	Non-performing loans and advances to customers and contingent liabilities	Loans and receivables (total loans and advances to customers and contingent liabilities)	%	Non-performing loans and advances to customers and contingent liabilities	Loans and receivables (total loans and advances to customers and contingent liabilities)
<b>Continental Europe</b>	<b>5.62</b>	<b>18,637</b>	<b>331,343</b>	<b>7.08</b>	<b>22,935</b>	<b>323,802</b>
Spain	5.22	8,987	172,240	6.36	10,960	172,313
Santander Consumer Finance	2.62	2,290	87,354	3.28	2,603	79,305
Poland	5.20	1,201	23,095	5.93	1,286	21,683
Portugal	8.47	2,563	30,278	8.55	2,705	31,637
<b>United Kingdom</b>	<b>1.31</b>	<b>3,355</b>	<b>255,704</b>	<b>1.49</b>	<b>3,988</b>	<b>267,966</b>
<b>Latin America</b>	<b>4.50</b>	<b>8,037</b>	<b>178,766</b>	<b>4.88</b>	<b>7,318</b>	<b>149,980</b>
Brazil	5.36	4,898	91,332	5.93	4,289	72,304
Mexico	2.77	887	32,002	3.06	952	31,118
Chile	4.93	2,036	41,286	5.45	1,974	36,199
<b>United States</b>	<b>2.43</b>	<b>2,129</b>	<b>87,772</b>	<b>2.19</b>	<b>1,906</b>	<b>87,088</b>

Coverage ratio	1T 2017			1T 2016		
	%	Provisions for impairment losses on loans and advances to customers and contingent liabilities	Non-performing loans and advances to customers and contingent liabilities	%	Provisions for impairment losses on loans and advances to customers and contingent liabilities	Non-performing loans and advances to customers and contingent liabilities
<b>Continental Europe</b>	<b>60.57</b>	<b>11,289</b>	<b>18,637</b>	<b>65.39</b>	<b>14,998</b>	<b>22,935</b>
Spain	49.09	4,412	8,987	50.18	5,500	10,960
Santander Consumer Finance	108.95	2,495	2,290	111.94	2,914	2,603
Poland	61.19	735	1,201	67.02	862	1,286
Portugal	61.66	1,581	2,563	87.68	2,372	2,705
<b>United Kingdom</b>	<b>33.81</b>	<b>1,134</b>	<b>3,355</b>	<b>36.52</b>	<b>1,457</b>	<b>3,988</b>
<b>Latin America</b>	<b>90.46</b>	<b>7,270</b>	<b>8,036</b>	<b>79.72</b>	<b>5,834</b>	<b>7,318</b>
Brazil	98.10	4,805	4,898	83.72	3,591	4,289
Mexico	104.77	929	887	97.45	928	952
Chile	58.92	1,200	2,036	54.58	1,077	1,974
<b>United States</b>	<b>202.36</b>	<b>4,308</b>	<b>2,129</b>	<b>221.05</b>	<b>4,214</b>	<b>1,906</b>

Madrid, 4 July 2017

**BANCO SANTANDER, S.A.**

Signed:

---

**José García Cantera**

**APPENDICES:**

- **Audit report and consolidated financial statements for 2016.**
- **Directors' Report for 2016.**
- **Annual corporate governance report for 2016.**
- **Balance sheet and income statement of Banco Santander, S.A. for 2016.**
- **Annual directors' remuneration report for 2016.**

AUDITORS' REPORT  
AND ANNUAL  
CONSOLIDATED  
ACCOUNTS  
2016

---

# AUDITORS' REPORT AND ANNUAL CONSOLIDATED ACCOUNTS 2016

---

<b>5</b>	<b>Auditors' report</b>	<b>21</b>	<b>Notes to the consolidated financial statements for the year ended 31 December 2016</b>
<b>9</b>	<b>Annual consolidated accounts</b>	<b>21</b>	1. Introduction, basis of presentation of the consolidated financial statements and other information
<b>10</b>	Consolidated balance sheets as of 31 December 2016, 2015 and 2014	<b>28</b>	2. Accounting policies
<b>12</b>	Consolidated income statements for the years ended 31 December 2016, 2015 and 2014	<b>60</b>	3. Santander Group
<b>13</b>	Consolidated statements of recognised income and expense for the years ended 31 December 2016, 2015 and 2014	<b>65</b>	4. Distribution of the Bank's profit, shareholder remuneration scheme and earnings per share
<b>14</b>	Consolidated statements of changes in total equity for the years ended 31 December 2016, 2015 and 2014	<b>66</b>	5. Remuneration and other benefits paid to the Bank's directors and senior managers
<b>20</b>	Consolidated statements of cash flows for the years ended 31 December 2016, 2015 and 2014	<b>79</b>	6. Loans and advances to central banks and credit institutions
		<b>79</b>	7. Debt instruments
		<b>82</b>	8. Equity instruments
		<b>83</b>	9. Derivatives (assets and liabilities) and Short positions
		<b>83</b>	10. Loans and advances to customers
		<b>89</b>	11. Hedging derivatives
		<b>89</b>	12. Non-current assets
		<b>89</b>	13. Investments
		<b>90</b>	14. Insurance contracts linked to pensions
		<b>91</b>	15. Liabilities under insurance contracts and Reinsurance assets
		<b>91</b>	16. Tangible assets
		<b>94</b>	17. Intangible assets - Goodwill
		<b>96</b>	18. Intangible assets - Other intangible assets
		<b>97</b>	19. Other assets
		<b>97</b>	20. Deposits from central banks and credit institutions
		<b>98</b>	21. Customer deposits
		<b>98</b>	22. Marketable debt securities
		<b>103</b>	23. Subordinated liabilities
		<b>105</b>	24. Other financial liabilities
		<b>105</b>	25. Provisions
		<b>119</b>	26. Other liabilities
		<b>119</b>	27. Tax matters

Browse the document by clicking directly on the sections in the table of contents. To return to the contents page, press home from any page.



---

<b>125</b>	28. Non-controlling interests	<b>213</b>	Appendix
<b>126</b>	29. Other comprehensive income	<b>214</b>	Appendix I. Subsidiaries of Banco Santander, S.A.
<b>129</b>	30. Shareholders' equity	<b>223</b>	Appendix II. Companies in which Santander Group has ownership interests of more than 5%, associates of Santander Group and joint ventures
<b>129</b>	31. Issued capital	<b>227</b>	Appendix III. Preference share issuer subsidiaries
<b>130</b>	32. Share premium	<b>227</b>	Appendix IV. Notifications of acquisitions and disposals of investments in 2016
<b>131</b>	33. Accumulated retained earnings	<b>227</b>	Appendix V. Other information on the Group's banks
<b>132</b>	34. Other equity instruments and own shares	<b>233</b>	Appendix VI. Annual banking report
<b>132</b>	35. Memorandum items	<b>237</b>	Consolidated Directors' Report
<b>134</b>	36. Derivatives – held for trading and hedging derivatives	<b>287</b>	Annual Corporate Governance Report
<b>137</b>	37. Discontinued operations	<b>381</b>	Banco Santander's balance sheet and income statement
<b>137</b>	38. Interest income		
<b>138</b>	39. Interest expense		
<b>138</b>	40. Dividend income		
<b>138</b>	41. Share of results of entities accounted for using the equity method		
<b>138</b>	42. Commission income		
<b>139</b>	43. Commission expense		
<b>139</b>	44. Gains or losses on financial assets and liabilities		
<b>140</b>	45. Exchange differences, net		
<b>140</b>	46. Other operating income and expenses		
<b>140</b>	47. Staff costs		
<b>149</b>	48. Other general administrative expenses		
<b>150</b>	49. Gains or losses on non financial assets and investments, net		
<b>150</b>	50. Gains or losses on non-current assets held for sale classified as discontinued operations		
<b>151</b>	51. Other disclosures		
<b>163</b>	52. Geographical and business segment reporting		
<b>170</b>	53. Related parties		
<b>172</b>	54. Risk management		
<b>212</b>	55. Explanation added for translation to English		

---







## Auditors' report



*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## **INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED ANNUALS ACCOUNTS**

To the Shareholders of Banco Santander, S.A.:

### **Report on the Consolidated Annual Accounts**

We have audited the accompanying consolidated annual accounts of Banco Santander, S.A. (hereinafter, the Parent Company) and its subsidiaries (hereinafter, the Group), which comprise the consolidated balance sheet as at December 31, 2016, and the consolidated income statement, consolidated statement of recognized income and expense, consolidated statement of changes in total equity, consolidated statement of cash flows and notes to the consolidated financial statements for the year then ended.

#### *Directors' Responsibility for the Consolidated Annual Accounts*

The Parent Company's directors are responsible for the preparation of these consolidated annual accounts, so that they present fairly the consolidated equity, financial position and financial performance of Banco Santander, S.A. and its subsidiaries, in accordance with International Financial Reporting Standards, as adopted by the European Union, and other provisions of the financial reporting framework applicable to the Group in Spain and for such internal control as directors determine is necessary to enable the preparation of consolidated annual accounts that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated annual accounts based on our audit. We conducted our audit in accordance with legislation governing the audit practice in Spain. This legislation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated annual accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated annual accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent Company's directors' preparation of the consolidated annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the presentation of the consolidated annual accounts taken as a whole.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



### *Opinion*

In our opinion, the accompanying consolidated annual accounts present fairly, in all material respects, the consolidated equity and the consolidated financial position of Banco Santander, S.A. and its subsidiaries as at December 31, 2016, and its consolidated results and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union, and other provisions of the financial reporting framework applicable in Spain.

### *Other matters*

The Group's consolidated financial statements for the year ended December 31, 2015 were audited by the predecessor auditor who issued a favourable opinion on February 12, 2016.

### **Report on Other Legal and Regulatory Requirements**

The accompanying consolidated directors' Report for 2016 contains the explanations which the Parent Company's directors consider appropriate regarding the Banco Santander, S.A. and its subsidiaries situation, the development of their business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the directors' Report is in agreement with that of the consolidated annual accounts for 2016. Our work as auditors is limited to checking the directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from Banco Santander, S.A. and its subsidiaries' accounting records.

PricewaterhouseCoopers Auditores, S.L.



Alejandro Esnal Elorrieta

February 24, 2017





## Annual consolidated accounts

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

# Santander Group

## Consolidated balance sheets as of 31 December 2016, 2015 and 2014

Millions of euros

Assets	Note	2016	2015*	2014*
<b>Cash, cash balances at central banks and others deposits on demand</b>		<b>76,454</b>	<b>77,751</b>	<b>69,853</b>
<b>Financial assets held for trading</b>		<b>148,187</b>	<b>146,346</b>	<b>148,093</b>
Derivatives	9	72,043	76,724	76,858
Equity instruments	8	14,497	18,225	12,920
Debt instruments	7	48,922	43,964	54,374
Loans and advances		12,725	7,433	3,941
Central banks	6	-	-	-
Credit institutions	6	3,221	1,352	1,020
Customers	10	9,504	6,081	2,921
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>		38,145	34,026	64,047
<b>Financial assets designated at fair value through profit or loss</b>		<b>31,609</b>	<b>45,043</b>	<b>42,673</b>
Equity instruments	8	546	630	879
Debt instruments	7	3,398	3,717	4,231
Loans and advances		27,665	40,696	37,563
Central banks	6	-	-	-
Credit institutions	6	10,069	26,403	28,592
Customers	10	17,596	14,293	8,971
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>		2,025	-	-
<b>Financial assets available-for-sale</b>		<b>116,774</b>	<b>122,036</b>	<b>115,250</b>
Equity instruments	8	5,487	4,849	5,001
Debt instruments	7	111,287	117,187	110,249
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>		23,980	26,742	30,046
<b>Loans and receivables</b>		<b>840,004</b>	<b>836,156</b>	<b>782,005</b>
Debt instruments	7	13,237	10,907	7,510
Loans and advances		826,767	825,249	774,495
Central banks	6	27,973	17,337	11,814
Credit institutions	6	35,424	37,438	39,862
Customers	10	763,370	770,474	722,819
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>		7,994	1,697	8,135
<b>Investments held-to-maturity</b>	<b>7</b>	<b>14,468</b>	<b>4,355</b>	-
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>		2,489	-	-
<b>Hedging derivatives</b>	<b>11</b>	<b>10,377</b>	<b>7,727</b>	<b>7,346</b>
<b>Changes in the fair value of hedged items in portfolio hedges of interest rate risk</b>	<b>36</b>	<b>1,481</b>	<b>1,379</b>	<b>1,782</b>
<b>Investments</b>	<b>13</b>	<b>4,836</b>	<b>3,251</b>	<b>3,471</b>
Joint ventures entities	13	1,594	1,592	1,696
Associated companies	13	3,242	1,659	1,775
<b>Reinsurance assets</b>	<b>15</b>	<b>331</b>	<b>331</b>	<b>340</b>
<b>Tangible assets</b>		<b>23,286</b>	<b>25,320</b>	<b>23,256</b>
Property, plant and equipment:		20,770	19,335	16,889
For own use	16	7,860	7,949	8,324
Leased out under an operating lease	16	12,910	11,386	8,565
Investment property:	16	2,516	5,985	6,367
Of which leased out under an operating lease		1,567	4,777	5,215
<i>Memorandum items: acquired in financial lease</i>		115	195	173
<b>Intangible assets</b>		<b>29,421</b>	<b>29,430</b>	<b>30,401</b>
Goodwill	17	26,724	26,960	27,548
Other intangible assets	18	2,697	2,470	2,853
<b>Tax assets</b>		<b>27,678</b>	<b>27,814</b>	<b>27,956</b>
Current tax assets		6,414	5,769	5,792
Deferred tax assets	27	21,264	22,045	22,164
<b>Other assets</b>		<b>8,447</b>	<b>7,675</b>	<b>8,494</b>
Insurance contracts linked to pensions	14	269	299	345
Inventories		1,116	1,013	1,099
Other	19	7,062	6,363	7,050
<b>Non-current assets held for sale</b>	<b>12</b>	<b>5,772</b>	<b>5,646</b>	<b>5,376</b>
<b>Total assets</b>		<b>1,339,125</b>	<b>1,340,260</b>	<b>1,266,296</b>

\* Presented for comparison purposes only. See Note 1.d.

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated balance sheet as at 31 December 2016.



Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## Consolidated balance sheets as of 31 December 2016, 2015 and 2014

Millions of euros

	Note	2016	2015*	2014*
<b>Liabilities and equity</b>				
<b>Financial liabilities held for trading</b>		<b>108,765</b>	<b>105,218</b>	<b>109,792</b>
Derivatives	9	74,369	76,414	79,048
Short positions	9	23,005	17,362	17,628
Deposits		11,391	11,442	13,116
Central banks	20	1,351	2,178	2,041
Credit institutions	20	44	77	5,531
Customers	21	9,996	9,187	5,544
Marketable debt securities	22	-	-	-
Other financial liabilities	24	-	-	-
<b>Financial liabilities designated at fair value through profit or loss</b>		<b>40,263</b>	<b>54,768</b>	<b>62,317</b>
Deposits		37,472	51,394	58,487
Central banks	20	9,112	16,486	6,321
Credit institutions	20	5,015	8,551	19,039
Customers	21	23,345	26,357	33,127
Marketable debt securities	22	2,791	3,373	3,830
Other financial liabilities	24	-	1	-
<i>Memorandum items:subordinated liabilities</i>	23	-	-	-
<b>Financial liabilities at amortised cost</b>		<b>1,044,240</b>	<b>1,039,343</b>	<b>961,052</b>
Deposits		791,646	795,679	731,719
Central banks	20	44,112	38,872	17,290
Credit institutions	20	89,764	109,209	105,394
Customers	21	657,770	647,598	609,035
Marketable debt securities	22	226,078	222,787	209,865
Other financial liabilities	24	26,516	20,877	19,468
<i>Memorandum items:subordinated liabilities</i>	23	19,902	21,153	17,132
<b>Hedging derivatives</b>	<b>11</b>	<b>8,156</b>	<b>8,937</b>	<b>7,255</b>
<b>Changes in the fair value of hedged items in portfolio hedges of interest risk rate</b>	<b>36</b>	<b>448</b>	<b>174</b>	<b>31</b>
<b>Liabilities under insurance contracts</b>	<b>15</b>	<b>652</b>	<b>627</b>	<b>713</b>
<b>Provisions</b>		<b>14,459</b>	<b>14,494</b>	<b>15,376</b>
<i>Provision for pensions and other employment defined benefit obligations</i>	25	6,576	6,356	7,074
<i>Provisions for other long term employee benefits</i>	25	1,712	1,916	2,338
<i>Provisions for taxes and other legal contingencies</i>	25	2,994	2,577	2,916
<i>Provisions for commitments and guarantees given</i>	25	459	618	654
<i>Other provisions</i>	25	2,718	3,027	2,394
<b>Tax liabilities</b>		<b>8,373</b>	<b>7,725</b>	<b>9,379</b>
<i>Current tax liabilities</i>		2,679	2,160	4,852
<i>Deferred tax liabilities</i>	27	5,694	5,565	4,527
<b>Other liabilities</b>	<b>26</b>	<b>11,070</b>	<b>10,221</b>	<b>10,646</b>
<b>Liabilities associated with non-current assets held for sale</b>		<b>-</b>	<b>-</b>	<b>21</b>
<b>Total liabilities</b>		<b>1,236,426</b>	<b>1,241,507</b>	<b>1,176,582</b>
<b>Shareholders' equity</b>	<b>30</b>	<b>105,977</b>	<b>102,402</b>	<b>91,663</b>
<b>Capital</b>	<b>31</b>	<b>7,291</b>	<b>7,217</b>	<b>6,292</b>
<i>Called up paid capital</i>		7,291	7,217	6,292
<i>Unpaid capital which has been called up</i>		-	-	-
<i>Memorandum items: uncalled up capital</i>		-	-	-
<b>Share premium</b>	<b>32</b>	<b>44,912</b>	<b>45,001</b>	<b>38,611</b>
<b>Equity instruments issued other than capital</b>		<b>-</b>	<b>-</b>	<b>-</b>
<i>Equity component of compound financial instruments</i>		-	-	-
<i>Other equity instruments</i>		-	-	-
<b>Other equity</b>	<b>34</b>	<b>240</b>	<b>214</b>	<b>265</b>
<b>Accumulated retained</b>	<b>33</b>	<b>49,953</b>	<b>46,429</b>	<b>41,860</b>
<b>Revaluation reserves</b>	<b>33</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other reserves</b>	<b>33</b>	<b>(949)</b>	<b>(669)</b>	<b>(700)</b>
<b>(-) Own shares</b>	<b>34</b>	<b>(7)</b>	<b>(210)</b>	<b>(10)</b>
<b>Profit attributable to shareholders of the parent</b>		<b>6,204</b>	<b>5,966</b>	<b>5,816</b>
<b>(-) Dividends</b>	<b>4</b>	<b>(1,667)</b>	<b>(1,546)</b>	<b>(471)</b>
<b>Other comprehensive income</b>		<b>(15,039)</b>	<b>(14,362)</b>	<b>(10,858)</b>
<b>Items not reclassified to profit or loss</b>	<b>29</b>	<b>(3,933)</b>	<b>(3,166)</b>	<b>(3,582)</b>
<i>Actuarial gains or (-) losses on defined benefit pension plans</i>		(3,931)	(3,165)	(3,582)
<i>Non-current assets classified as held for sale</i>		-	-	-
<i>Other recognised income and expense of investments in subsidiaries, joint ventures and associates</i>		(2)	(1)	-
<i>Other valuation adjustments</i>		-	-	-
<b>Items that may be reclassified to profit or loss</b>		<b>(11,106)</b>	<b>(11,196)</b>	<b>(7,276)</b>
<i>Hedge of net investments in foreign operations (effective portion)</i>	29	(4,925)	(3,597)	(3,570)
<i>Exchange differences</i>	29	(8,070)	(8,383)	(5,385)
<i>Hedging derivatives. Cash flow hedges (effective portion)</i>	29	469	171	204
<i>Financial assets available-for-sale</i>	29	1,571	844	1,560
<i>Debt instruments</i>		423	98	970
<i>Equity instruments</i>		1,148	746	590
<i>Non-current assets classified as held for sale</i>		-	-	-
<i>Other recognised income and expense of investments in subsidiaries, joint ventures and associates</i>	29	(151)	(231)	(85)
<b>Non-controlling interest</b>	<b>28</b>	<b>11,761</b>	<b>10,713</b>	<b>8,909</b>
<i>Other comprehensive income</i>		(853)	(1,227)	(655)
<i>Others items</i>		12,614	11,940	9,564
<b>Equity</b>		<b>102,699</b>	<b>98,753</b>	<b>89,714</b>
<b>Total liabilities and equity</b>		<b>1,339,125</b>	<b>1,340,260</b>	<b>1,266,296</b>
<b>Memorandum items</b>				
<b>Contingent liabilities</b>	<b>35</b>	<b>44,434</b>	<b>39,834</b>	<b>43,770</b>
<b>Contingent commitments</b>	<b>35</b>	<b>231,962</b>	<b>221,738</b>	<b>208,349</b>

\* Presented for comparison purposes only. See Note 1.d.

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated balance sheet as at 31 December 2016.



Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## Consolidated income statements for the years ended 31 December 2016, 2015 and 2014

Millions of euros

		(Debit)/Credit		
	Note	2016	2015*	2014*
Interest income	38	55,156	57,198	54,656
Interest expense	39	(24,067)	(24,386)	(25,109)
<b>Net interest income</b>		<b>31,089</b>	<b>32,812</b>	<b>29,547</b>
Dividend income	40	413	455	435
Share of results of entities accounted for using the equity method	13 and 41	444	375	243
Commission income	42	12,943	13,042	12,515
Commission expense	43	(2,763)	(3,009)	(2,819)
Gains or losses on financial assets and liabilities not measured at fair value through profit or loss, net	44	869	1,265	1,427
Gains or losses on financial assets and liabilities held for trading, net	44	2,456	(2,312)	2,377
Gains or losses on financial assets and liabilities measured at fair value through profit or loss, net	44	426	325	239
Gains or losses from hedge accounting, net	44	(23)	(48)	(69)
Exchange differences, net	45	(1,627)	3,156	(1,124)
Other operating income	46	1,919	1,971	1,682
Other operating expenses	46	(1,977)	(2,235)	(1,978)
Income from assets under insurance and reinsurance contracts	46	1,900	1,096	3,532
Expenses from liabilities under insurance and reinsurance contracts	46	(1,837)	(998)	(3,395)
<b>Total income</b>		<b>44,232</b>	<b>45,895</b>	<b>42,612</b>
Administrative expenses		(18,737)	(19,302)	(17,899)
<i>Staff costs</i>	47	(11,004)	(11,107)	(10,242)
<i>Other general administrative expenses</i>	48	(7,733)	(8,195)	(7,657)
Depreciation and amortisation cost	16 and 18	(2,364)	(2,418)	(2,287)
Provisions or reversal of provisions	25	(2,508)	(3,106)	(3,009)
Impairment or reversal of impairment at financial assets not measured at fair value through profit or loss, net		(9,626)	(10,652)	(10,710)
<i>Financial assets measured at cost</i>		(52)	(228)	(101)
<i>Financial assets available-for-sale</i>		11	(230)	(88)
<i>Loans and receivables</i>	10	(9,557)	(10,194)	(10,521)
<i>Held-to-maturity investments</i>		(28)	-	-
<b>Profit from operations</b>		<b>10,997</b>	<b>10,417</b>	<b>8,707</b>
Impairment of investments in subsidiaries, joint ventures and associates, net	17 and 18	(17)	(1)	(5)
Impairment on non-financial assets, net		(123)	(1,091)	(933)
<i>Tangible assets</i>	16	(55)	(128)	(136)
<i>Intangible assets</i>	17 and 18	(61)	(701)	(701)
<i>Others</i>		(7)	(262)	(96)
Gains or losses on non financial assets and investments, net	49	30	112	3,136
Negative goodwill recognised in results		22	283	17
Gains or losses on non-current assets held for sale classified as discontinued operations	50	(141)	(173)	(243)
<b>Profit or loss before tax from continuing operations</b>		<b>10,768</b>	<b>9,547</b>	<b>10,679</b>
Tax expense or income from continuing operations	27	(3,282)	(2,213)	(3,718)
<b>Profit for the period from continuing operations</b>		<b>7,486</b>	<b>7,334</b>	<b>6,961</b>
Profit or loss after tax from discontinued operations	37	-	-	(26)
<b>Profit for the period</b>		<b>7,486</b>	<b>7,334</b>	<b>6,935</b>
<i>Profit attributable to non-controlling interests</i>	28	1,282	1,368	1,119
<i>Profit attributable to the parent</i>		6,204	5,966	5,816
<b>Earnings per share</b>				
<i>Basic</i>	4	0,41	0,40	0,48
<i>Diluted</i>	4	0,41	0,40	0,48

\* Presented for comparison purposes only. See Note 1.d.

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated income statement for the year ended 31 December 2016.



Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## Consolidated statements of recognised income and expense for the years ended 31 December 2016, 2015 and 2014

Millions of euros

	Note	2016	2015*	2014*
<b>Consolidated profit for the year</b>		<b>7,486</b>	<b>7,334</b>	<b>6,935</b>
<b>Other recognised income and expense</b>		<b>(303)</b>	<b>(4,076)</b>	<b>4,180</b>
<b>Items that will not be reclassified to profit or loss</b>	<b>29</b>	<b>(806)</b>	<b>445</b>	<b>(703)</b>
Actuarial gains and losses on defined benefit pension plans		(1,172)	695	(1,009)
Non-current assets held for sale		-	-	-
Other recognised income and expense of investments in subsidiaries, joint ventures and associates		(1)	-	-
Other valuation adjustments		-	-	-
Income tax relating to items that will not be reclassified to profit or loss		367	(250)	306
<b>Items that may be reclassified to profit or loss</b>	<b>29</b>	<b>503</b>	<b>(4,521)</b>	<b>4,883</b>
Hedges of net investments in foreign operations (effective portion)		(1,329)	(27)	(1,730)
<i>Revaluation gain (losses)</i>		(1,330)	(27)	(1,730)
<i>Amounts transferred to income statement</i>		1	-	-
<i>Other reclassifications</i>		-	-	-
Exchanges differences		676	(3,518)	4,189
<i>Revaluation gain (losses)</i>		682	(3,518)	4,184
<i>Amounts transferred to income statement</i>		(6)	-	5
<i>Other reclassifications</i>		-	-	-
Cash flow hedges (effective portion)		495	(91)	589
<i>Revaluation gain (losses)</i>		6,231	(105)	934
<i>Amounts transferred to income statement</i>		(5,736)	14	(345)
<i>Transferred to initial carrying amount of hedged items</i>		-	-	-
<i>Other reclassifications</i>		-	-	-
Financial assets available-for-sale		1,326	(1,216)	2,324
<i>Revaluation gains (losses)</i>		2,192	(555)	3,604
<i>Amounts transferred to income statement</i>		(866)	(661)	(1,280)
<i>Other reclassifications</i>		-	-	-
Non-current assets held for sale		-	-	-
<i>Revaluation gains (losses)</i>		-	-	-
<i>Amounts transferred to income statement</i>		-	-	-
<i>Other reclassifications</i>		-	-	-
Share of other recognised income and expense of investments		80	(147)	361
Income tax relating to items that may be reclassified to profit or loss		(745)	478	(850)
<b>Total recognised income and expenses</b>		<b>7,183</b>	<b>3,258</b>	<b>11,115</b>
<i>Attributable to non-controlling interests</i>		1,656	796	2,005
<i>Attributable to the parent</i>		5,527	2,462	9,110

\* Presented for comparison purposes only. See Note 1.d.

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated statement of recognised income and expense for the year ended 31 December 2016.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## Consolidated statements of changes in total equity for the years ended 31 December 2016, 2015 and 2014

Millions of euros

	Capital	Share premium	Other instruments (not capital)	Other equity instruments	Accumulated retained earnings
<b>Balance as at 31/12/15*</b>	<b>7,217</b>	<b>45,001</b>	<b>-</b>	<b>214</b>	<b>46,429</b>
Adjustments due to errors	-	-	-	-	-
Adjustments due to changes in accounting policies	-	-	-	-	-
<b>Adjusted balance as at 31/12/15*</b>	<b>7,217</b>	<b>45,001</b>	<b>-</b>	<b>214</b>	<b>46,429</b>
<b>Total recognised income and expense</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other changes in equity</b>	<b>74</b>	<b>(89)</b>	<b>-</b>	<b>26</b>	<b>3,524</b>
Issuance of ordinary shares	74	(89)	-	-	-
Issuance of preferred shares	-	-	-	-	-
Issuance of other financial instruments	-	-	-	-	-
Maturity of other financial instruments	-	-	-	-	-
Conversion of financial liabilities into equity	-	-	-	-	-
Capital reduction	-	-	-	-	-
Dividends	-	-	-	-	(722)
Purchase of equity instruments	-	-	-	-	-
Disposal of equity instruments	-	-	-	-	-
Transfer from equity to liabilities	-	-	-	-	-
Transfer from liabilities to equity	-	-	-	-	-
Transfers between equity items	-	-	-	-	4,246
Increases (decreases) due to business combinations	-	-	-	-	-
Share-based payment	-	-	-	(79)	-
Others increases or (-) decreases of the equity	-	-	-	105	-
<b>Balance at 31/12/16</b>	<b>7,291</b>	<b>44,912</b>	<b>-</b>	<b>240</b>	<b>49,953</b>

\* Presented for comparison purposes only. See Note 1.d.

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated statement of changes in total equity for the year ended 31 December 2016.



Revaluation reserves	Other reserves	(-) Own Equity instruments	Parent result for the period	(-) Dividends	Other comprehensive income	Non-Controlling interest		Total
						Other comprehensive income	Others elements	
-	(669)	(210)	5,966	(1,546)	(14,362)	(1,227)	11,940	98,753
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	(669)	(210)	5,966	(1,546)	(14,362)	(1,227)	11,940	98,753
-	-	-	6,204	-	(677)	374	1,282	7,183
-	(280)	203	(5,966)	(121)	-	-	(608)	(3,237)
-	15	-	-	-	-	-	534	534
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	(22)	(22)
-	-	-	-	(1,667)	-	-	(800)	(3,189)
-	-	(1,380)	-	-	-	-	-	(1,380)
-	15	1,583	-	-	-	-	-	1,598
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	174	-	(5,966)	1,546	-	-	-	-
-	-	-	-	-	-	-	(197)	(197)
-	-	-	-	-	-	-	-	(79)
-	(484)	-	-	-	-	-	(123)	(502)
-	(949)	(7)	6,204	(1,667)	(15,039)	(853)	12,614	102,699

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## Consolidated statements of changes in total equity for the years ended 31 December 2016, 2015 and 2014

Millions of euros

	Capital	Share premium	Other instruments (not capital)	Other equity instruments	Accumulated retained earnings
<b>Balance as at 31/12/14*</b>	<b>6,292</b>	<b>38,611</b>	-	<b>265</b>	<b>41,860</b>
Adjustments due to errors	-	-	-	-	-
Adjustments due to changes in accounting policies	-	-	-	-	-
<b>Adjusted balance as at 31/12/14*</b>	<b>6,292</b>	<b>38,611</b>	-	<b>265</b>	<b>41,860</b>
<b>Total recognised income and expense</b>	-	-	-	-	-
<b>Other changes in equity</b>	<b>925</b>	<b>6,390</b>	-	<b>(51)</b>	<b>4,569</b>
Issuance of ordinary shares	925	6,390	-	-	-
Issuance of preferred shares	-	-	-	-	-
Issuance of other financial instruments	-	-	-	-	-
Maturity of other financial instruments	-	-	-	-	-
Conversion of financial liabilities into equity	-	-	-	-	-
Capital reduction	-	-	-	-	-
Dividends	-	-	-	-	(673)
Purchase of equity instruments	-	-	-	-	-
Disposal of equity instruments	-	-	-	-	-
Transfer from equity to liabilities	-	-	-	-	-
Transfer from liabilities to equity	-	-	-	-	-
Transfers between equity items	-	-	-	-	5,242
Increases (decreases) due to business combinations	-	-	-	-	-
Share-based payment	-	-	-	(188)	-
Others increases or (-) decreases of the equity	-	-	-	137	-
<b>Balance at 31/12/15*</b>	<b>7,217</b>	<b>45,001</b>	-	<b>214</b>	<b>46,429</b>

\* Presented for comparison purposes only. See Note 1.d.

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated statement of changes in total equity for the year ended 31 December 2016.



Revaluation reserves	Other reserves	(-) Own Equity instruments	Parent result for the period	(-) Dividends	Other comprehensive income	Non-Controlling interest		Total
						Other comprehensive income	Others elements	
-	(700)	(10)	5,816	(471)	(10,858)	(655)	9,564	89,714
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	(700)	(10)	5,816	(471)	(10,858)	(655)	9,564	89,714
-	-	-	5,966	-	(3,504)	(572)	1,368	3,258
-	31	(200)	(5,816)	(1,075)	-	-	1,008	5,781
-	120	-	-	-	-	-	320	7,755
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	890	890
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	(20)	(20)
-	-	-	-	(1,546)	-	-	(461)	(2,680)
-	-	(3,225)	-	-	-	-	-	(3,225)
-	16	3,025	-	-	-	-	-	3,041
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	103	-	(5,816)	471	-	-	-	-
-	-	-	-	-	-	-	761	761
-	-	-	-	-	-	-	107	(81)
-	(208)	-	-	-	-	-	(589)	(660)
-	(669)	(210)	5,966	(1,546)	(14,362)	(1,227)	11,940	98,753

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## Consolidated statements of changes in total equity for the years ended 31 December 2016, 2015 and 2014

Millions of euros

	Capital	Share premium	Other instruments (not capital)	Other equity instruments	Accumulated retained earnings
<b>Balance as at 31/12/13*</b>	<b>5,667</b>	<b>36,804</b>	-	<b>193</b>	<b>38,453</b>
Adjustments due to errors	-	-	-	-	-
Adjustments due to changes in accounting policies	-	-	-	-	-
<b>Adjusted balance as at 31/12/13*</b>	<b>5,667</b>	<b>36,804</b>	-	<b>193</b>	<b>38,453</b>
<b>Total recognised income and expense</b>	-	-	-	-	-
<b>Other changes in equity</b>	<b>625</b>	<b>1,807</b>	-	<b>72</b>	<b>3,407</b>
Issuance of ordinary shares	625	1,807	-	-	-
Issuance of preferred shares	-	-	-	-	-
Issuance of other financial instruments	-	-	-	-	-
Maturity of other financial instruments	-	-	-	-	-
Conversion of financial liabilities into equity	-	-	-	-	-
Capital reduction	-	-	-	-	-
Dividends	-	-	-	-	(438)
Purchase of equity instruments	-	-	-	-	-
Disposal of equity instruments	-	-	-	-	-
Transfer from equity to liabilities	-	-	-	-	-
Transfer from liabilities to equity	-	-	-	-	-
Transfers between equity items	-	-	-	(63)	3,845
Increases (decreases) due to business combinations	-	-	-	-	-
Share-based payment	-	-	-	(51)	-
Others increases or (-) decreases of the equity	-	-	-	186	-
<b>Balance at 31/12/14*</b>	<b>6,292</b>	<b>38,611</b>	-	<b>265</b>	<b>41,860</b>

\* Presented for comparison purposes only. See Note 1.d.

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated statement of changes in total equity for the year ended 31 December 2016.



Revaluation reserves	Other reserves	(-) Own Equity instruments	Parent result for the period	(-) Dividends	Other comprehensive income	Non-Controlling interest		Total
						Other comprehensive income	Others elements	
-	(332)	(9)	4,370	(406)	(14,152)	(1,541)	10,855	79,902
-	-	-	-	-	-	-	-	-
-	(65)	-	(195)	-	-	-	-	(260)
-	(397)	(9)	4,175	(406)	(14,152)	(1,541)	10,855	79,642
-	-	-	5,816	-	3,294	886	1,119	11,115
-	(303)	(1)	(4,175)	(65)	-	-	(2,410)	(1,043)
-	95	-	-	-	-	-	8	2,535
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	(532)	(532)
-	-	-	-	(471)	-	-	(380)	(1,289)
-	-	(3,442)	-	-	-	-	-	(3,442)
-	40	3,441	-	-	-	-	-	3,481
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	(13)	-	(4,175)	406	-	-	-	-
-	-	-	-	-	-	-	1,465	1,465
-	-	-	-	-	-	-	-	(51)
-	(425)	-	-	-	-	-	(2,971)	(3,210)
-	(700)	(10)	5,816	(471)	(10,858)	(655)	9,564	89,714



Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## Consolidated statements of cash flows for the years ended 31 December 2016, 2015 and 2014

Millions of euros

	Note	2016	2015*	2014*
<b>A. Cash flows from operating activities</b>		<b>21,823</b>	<b>5,678</b>	<b>(7,168)</b>
Consolidated profit for the year		7,486	7,334	6,935
Adjustments made to obtain the cash flows from operating activities		22,032	20,614	18,772
Depreciation and amortisation cost		2,364	2,418	2,287
Other adjustments		19,668	18,196	16,485
<b>Net increase/(decrease) in operating assets</b>		<b>17,966</b>	<b>69,587</b>	<b>91,667</b>
Financial assets held-for-trading		6,234	866	12,580
Financial assets at fair value through profit or loss		(12,882)	2,376	11,012
Financial assets available-for-sale		(7,688)	15,688	27,968
Loans and receivables		27,938	53,880	39,224
Other operating assets		4,364	(3,223)	883
<b>Net increase/(decrease) in operating liabilities</b>		<b>13,143</b>	<b>49,522</b>	<b>60,144</b>
Liabilities held-for-trading financial		8,032	(2,655)	(4,667)
Financial liabilities designated at fair value through profit or loss		(13,450)	(8,011)	19,786
Financial liabilities at amortised cost		21,765	58,568	46,747
Other operating liabilities		(3,204)	1,620	(1,722)
<b>Income tax recovered/(paid)</b>		<b>(2,872)</b>	<b>(2,205)</b>	<b>(1,352)</b>
<b>B. Cash flows from investing activities</b>		<b>(13,764)</b>	<b>(6,218)</b>	<b>(6,005)</b>
<b>Payments</b>		<b>18,204</b>	<b>10,671</b>	<b>9,246</b>
Tangible assets	16	6,572	7,664	6,695
Intangible assets	18	1,768	1,572	1,218
Investments	13	48	82	18
Subsidiaries and other business units		474	1,353	1,315
Non-current assets held for sale and associated liabilities		-	-	-
Held-to-maturity investments		9,342	-	-
Other proceeds related to investing activities		-	-	-
<b>Proceeds</b>		<b>4,440</b>	<b>4,453</b>	<b>3,241</b>
Tangible assets	16	2,608	2,386	986
Intangible assets	18	-	2	-
Investments	13	459	422	324
Subsidiaries and other business units		94	565	1,004
Non-current assets held for sale and associated liabilities	12	1,147	940	927
Held-to-maturity investments		132	138	-
Other payments related to investing activities		-	-	-
<b>C. Cash flow from financing activities</b>		<b>(5,745)</b>	<b>8,960</b>	<b>(62)</b>
<b>Payments</b>		<b>9,744</b>	<b>7,248</b>	<b>8,094</b>
Dividends	4	2,309	1,498	909
Subordinated liabilities		5,112	2,239	3,743
Redemption of own equity instruments		-	-	-
Acquisition of own equity instruments		1,380	3,225	3,442
Other payments related to financing activities		943	286	-
<b>Proceeds</b>		<b>3,999</b>	<b>16,208</b>	<b>8,032</b>
Subordinated liabilities		2,395	4,787	4,351
Issuance of own equity instruments		-	7,500	-
Disposal of own equity instruments		1,604	3,048	3,498
Other proceeds related to financing activities		-	873	183
<b>D. Effect of foreign exchange rate changes</b>		<b>(3,611)</b>	<b>(522)</b>	<b>2,629</b>
<b>E. Net increase/(decrease) in cash and cash equivalents</b>		<b>(1,297)</b>	<b>7,898</b>	<b>(10,606)</b>
<b>F. Cash and cash equivalents at beginning of period</b>		<b>77,751</b>	<b>69,853</b>	<b>80,459</b>
<b>G. Cash and cash equivalents at end of period</b>		<b>76,454</b>	<b>77,751</b>	<b>69,853</b>
<b>Memorandum items</b>				
<b>Components of cash and cash equivalents at end of period</b>				
Cash		8,413	7,436	7,491
Cash equivalents at central banks		54,637	56,556	50,123
Other financial assets		13,404	13,759	12,239
Less: bank overdrafts refundable on demand		-	-	-
<b>Total cash and cash equivalents at end of period</b>		<b>76,454</b>	<b>77,751</b>	<b>69,853</b>
In which: restricted cash		-	-	-

\* Presented for comparison purposes only. (Notes 1.d and 37).

The accompanying Notes 1 to 55 and Appendices are an integral part of the consolidated statement of cash flows for the year ended 31 December 2016.



Translation of the consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 1 and 55). In the event of a discrepancy, the Spanish-language version prevails.

## **Banco Santander, S.A. and Companies composing Santander Group**

Notes to the consolidated financial statements  
for the year ended 31 December 2016

### **» 1. Introduction, basis of presentation of the consolidated financial statements and other information**

#### **a) Introduction**

Banco Santander, S.A. ("the Bank" or "Banco Santander") is a private-law entity subject to the rules and regulations applicable to banks operating in Spain. The Bylaws and other public information on the Bank can be consulted on the website of the Bank ([www.santander.com](http://www.santander.com)) and at its registered office at Paseo de Pereda 9-12, Santander.

In addition to the operations carried on directly by it, the Bank is the head of a group of subsidiaries that engage in various business activities and which compose, together with it, Santander Group ("the Group" or "Santander Group"). Therefore, the Bank is obliged to prepare, in addition to its own separate financial statements, the Group's consolidated financial statements, which also include the interests in joint ventures and investments in associates.

The Group's consolidated financial statements for 2014 were approved by the shareholders at the Bank's annual general meeting on 27 March 2015. The Group's consolidated financial statements for 2015 were approved by the shareholders at the Bank's annual general meeting on 18 March 2016. The 2016 consolidated financial statements of the Group and the 2016 financial statements of the Bank and of substantially all the Group companies have not been approved yet by their shareholders at the respective annual general meetings. However, the Bank's Board of Directors considers that the aforementioned financial statements will be approved without any changes.

#### **b) Basis of presentation of the consolidated financial statements**

Under Regulation (EC) no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 all companies governed by the law of an EU Member State and whose securities are admitted to trading on a regulated market of any Member State must prepare their consolidated financial statements for the years beginning on or after 1 January 2005 in conformity with the International Financial Reporting Standards ("IFRSs") previously adopted by the European Union ("EU-IFRSs").

In order to adapt the accounting system of Spanish credit institutions to the new standards, the Bank of Spain issued Circular 4/2004, of 22 December on Public and Confidential Financial Reporting Rules and Formats.

The Group's consolidated financial statements for 2016 were formally prepared by the Bank's directors (at the board meeting on 21 February 2017) in accordance with International Financial Reporting Standards as adopted by the European Union and with Bank of Spain Circular 4/2004 and Spanish corporate and commercial law

applicable to the Group, using the basis of consolidation, accounting policies and measurement bases set forth in Note 2 to these consolidated financial statements and, accordingly, they present fairly the Group's equity and financial position at 31 December 2016 and the consolidated results of its operations, the consolidated recognised income and expense, the changes in its consolidated equity and the consolidated cash flows in 2016. These consolidated financial statements were prepared from the accounting records kept by the Bank and by the other Group entities, and include the adjustments and reclassifications required to unify the accounting policies and measurement bases applied by the Group.

The notes to the consolidated financial statements contain supplementary information to that presented in the consolidated balance sheet, consolidated income statement, consolidated statement of recognised income and expense, consolidated statement of changes in total equity and consolidated statement of cash flows. The notes provide, in a clear, relevant, reliable and comparable manner, narrative descriptions and breakdowns of these financial statements.

#### **Adoption of new standards and interpretations issued**

The following standards came into force and were adopted by the European Union in 2016:

- Disclosure Initiative (Amendments to IAS 1) (obligatory for annual reporting periods beginning on or after 1 January 2016, early application permitted) - the main objective of these amendments is to improve financial statement presentation and disclosures. To this end, the amendments introduce certain qualifications relating to materiality, aggregation and disaggregation of items and the structure of the notes.
- Amendments to IAS 16 and IAS 38 - Clarification of acceptable methods of depreciation and amortisation (obligatory for annual reporting periods beginning on or after 1 January 2016, early application permitted) - these amendments clarify that when an item of property, plant and equipment or an intangible asset is accounted for using the revaluation model, the total gross carrying amount of the asset is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset, so that the accumulated depreciation or amortisation is equal to the difference between the gross carrying amount and the carrying amount of the asset after revaluation (after taking into account any impairment losses).
- Amendments to IASs 16 and 41 - bearer Plants (obligatory for annual reporting periods beginning on or after 1 January 2016, early application permitted) - under these amendments, plants of this nature are now within the scope of IAS 16 and must be accounted for in the same way as property, plant and equipment rather than at their fair value.
- Amendments to IAS 27 - Equity method in separate financial statements (obligatory for annual reporting periods beginning on or after 1 January 2016, early application permitted) - these amendments permit the use of the equity method as an option in the separate financial statements of an entity for accounting for investments in subsidiaries, joint ventures and associates.
- Amendments to IFRS 11 - Accounting for acquisitions of interests in joint operations (obligatory for annual reporting periods beginning on or after 1 January 2016, early application permitted)

- these amendments specify how to account for the acquisition of an interest in a joint operation in which the activity of the joint operation constitutes a business.

- Improvements to IFRSs, 2012-2014 cycle (obligatory for reporting periods beginning on or after 1 January 2016, early application permitted) - these improvements introduce minor amendments to IFRS 5, IFRS 7, IAS 19 and IAS 34.
- IFRS 10 (Modification), IFRS 12 (Modification) and IAS 28 (Modification) Investment entities: Applying the exception to consolidation - These amendments clarify three aspects on the application of the requirement for investment entities to value subsidiaries at fair value instead of consolidating them. The proposed modifications:
  - Confirm that the exception to present consolidated financial statements continues to apply to the subsidiaries of an investment entity that are themselves controlling entities;
  - Clarify when a controlling investment entity should consolidate a subsidiary that provides services related to the investment rather than valuing that subsidiary at fair value; and
  - Simplify the application of the equity method for an entity which is not itself an investment entity but which has a stake in an associate that is an investment entity.
- Amendments to IAS 19, Employee benefits - defined benefit plans: Employee contributions - these amendments allow employee contributions to be deducted from the service cost in the same period in which they are paid, provided certain requirements are met, without having to perform calculations to attribute the reduction to each year of service.
- Improvements to IFRSs, 2010-2012 cycle - these improvements introduce minor amendments to IFRS 2, IFRS 3, IFRS 8, IAS 16, IAS 24 and IAS 38.

The application of the aforementioned accounting standards did not have any material effects on the Group's consolidated financial statements.

Also, at the date of preparation of these consolidated financial statements, the following amendments with an effective date subsequent to 31 December 2016 were in force:

- IFRS 9, Financial Instruments: Classification and Measurement, Hedge Accounting and Impairment (obligatory for reporting periods beginning on or after January 1, 2018). IFRS 9 defined the financial asset and certain non-financial assets purchases agreements classification and measurement model changes requirements. The main aspects included in the new standard are:
  - (a) Classification of financial instruments: The criterion for classifying financial assets will depend both on their business management model and the features of the contractual flows. Consequently, the asset will be measured at amortised cost, at fair value with changes in other comprehensive income (equity), or at fair value with changes in profit and loss for the

period. IFRS 9 also establishes the option of designating an instrument at fair value with changes in Profit and loss under certain conditions. The main activity of Santander Group is the concession of retail banking operations and does not concentrate its exposure on complex financial products. The main objective of the Group is to achieve a homogeneous implementation of the classification of financial instruments of the portfolios established under IFRS 9 and, for this purpose, it has developed standardized guidelines to enable a homogeneous analysis in all of its units. The Group is currently implementing an analysis of its portfolios under the mentioned guidelines in order to identify and classify the financial instruments into their corresponding portfolio under IFRS 9.

Based on the analysis currently being carried out, the Group expects that:

- Financial assets classified as loans and held to maturity portfolios under IAS 39 will generally continue to be classified at amortised cost;
- Available for sale debt instruments will continue to be classified at fair value with changes reported in other comprehensive income or at amortised cost; nevertheless, some of these assets will be classified at fair value, with changes reported in profit and loss for the year.

Available for sale capital instruments will be classified at fair value, with changes reported in profit and loss for the year, unless the Group decides, for non-trading assets, to classify at fair value, with changes reported in other comprehensive income (irrevocably).

IAS 39 financial liabilities classification and measurement criteria remains substantially under IFRS 9. Nevertheless, in most cases, the changes in the fair value of financial liabilities designated at fair value with changes reported in profit and loss for the year, due to the entity credit risk, will be classified on other comprehensive income.

- (b) Credit risk impairment model: The most important new development compared with the current model is that the new accounting standard introduces the concept of expected loss, whereas the current model (IAS 39) is based on incurred loss.

- Scope of application: The IFRS 9 asset impairment model is applicable to financial assets valued at amortised cost, to debt instruments valued at fair value through other comprehensive income, to leasing receivables, and to contingent risks and commitments not valued at fair value.
- Application of practical expedients under IFRS 9: IFRS 9 contains a set of practical expedients that might be used by the entities to facilitate its implementation. However, in order to achieve full and high quality implementation of the standard, considering industry best practices, these practical solutions will not be widely used.
- Rebuttable presumption that the credit risk has increased significantly when payments are more than 30 days past due: this threshold will be used as an additional – but not primary – indicator of significant risk increase.

- Financial instruments that have low credit risk at the reporting date.
- Impairment estimation methodology: The portfolio of financial instruments subject to impairment will be divided into three categories, based on the phase of each instrument with regard to its level of credit risk:
  - Phase 1: a financial instrument will be considered to be in this phase where there has been no significant increase in risk since its initial recognition. In this case, the value correction will reflect expected credit losses arising from defaults over the 12 months from the reporting date.
  - Phase 2: financial instruments are included in this phase when there has been a significant increase in risk since the date of initial recognition, but the impairment has not materialised. In this case, the value correction for losses will reflect the expected losses from defaults over the residual life of the financial instrument. The existence of a significant increase in credit risk will be determined by considering the quantitative indicators used in the ordinary management of credit risk, together with other qualitative variables, such as the indication of whether refinanced transactions are considered non-impaired and transactions included in special debt sustainability agreements.
  - Phase 3: financial instruments are catalogued in this phase when they show effective signs of impairment as a result of one or more events that have already occurred that will result in a loss. In this case, the amount of the value correction will reflect the expected losses for credit risk over the expected residual life of the financial instrument.
- Use of present, past and future information: both the measurement and the classification of the expected credit losses require a high degree of judgement and estimations that must consider information about past events and current conditions as well as forecasts of future events. In this sense, our estimations of expected losses consider multiple macroeconomic scenarios which probability will be assessed considering past event, the current situation and future trends of macroeconomic factors such as gross domestic products and unemployment rates. This information will be the input to assess the significant increases in credit risk using also PD estimations. The Group currently uses forward-looking information in internal management and regulatory processes, considering several scenarios. In this sense, the Group will leverage its experience in the management of such information and maintain consistency with the information used in the other processes.
- Impairment recording: The main change with respect to the current standard related to assets measured at fair value with changes in other comprehensive income. For these assets, the portion of the changes in fair value due to expected credit losses will be recorded at the current profit and loss account while the rest will be recorded in other comprehensive income.

(c) Hedge accounting: IFRS 9 includes new hedge accounting requirements which have a twofold objective: to simplify current requirements, and to bring hedge accounting in line with risk management, so allowing there to be a greater variety of derivative financial instruments which may be considered to be hedging instruments. Furthermore, additional breakdowns are required providing useful information regarding the effect which hedge accounting has on financial statements and also on the entity's risk management strategy. According to the analysis performed until now, the Group expects to maintain the application of IAS 39 in hedge accounting.

### Transition

European Union has already endorsed IFRS 9. The criteria established by this rule for the classification, measurement and impairment of financial assets, will be applied in a retrospective way adjusting the first opening balances in the first application date.

The Group is evaluating the effects of IFRS 9 application. Once this evaluation is finished, the Group will communicate the expected impact when a reliable estimation can be made, expected to be prior to the end 2017.

IFRS 9 application could suppose a loan impairment increase and a longer variability in the Group future results.

### IFRS 9 implementation strategy

The Group has established a global workstream with the aim of adapting its processes to the new classification standards for financial instruments, accounting of hedges and estimating credit risk impairment, so that such processes are applicable in a uniform way for all Group units, and, at the same time, can be adapted to each unit's individual features.

The methodology required for quantification of expected loss for credit events will be based on an unbiased and weighted consideration of the occurrence of a range of possible future scenarios that could impact the collection of contractual cash flows, taking into account the time-value of money, all available information relevant to past events, and current conditions and projections of macroeconomic factors deemed relevant to the estimation of this amount (e.g. GNP, house pricing, unemployment rate, etc.).

In estimating the parameters used in the expected loss calculation (EAD, PD, LGD and discount rate), the Group leverages its experience of developing internal models for calculating parameters for regulatory and management purposes. The Group is aware of the differences between such models and regulatory requirements for provisions. As a result, it is focusing on preparing for, and adapting to, such requirements as it develops its IFRS 9 models.

- Definition of default: it is consistent with the definition of default used by the Group. IFRS 9 does not define default, but contains a rebuttable presumption that default has occurred when an exposure is greater than 90 days past due.

Accordingly, the Group is working towards defining an objective internal model and analysing all the changes which are needed to adapt accounting classifications and credit risk impairment estimation models in force in each unit to the previous definitions.

In principle, the governance structure currently implemented at both corporate level and in each one of the units, complies with the requirements set out in the new standards.

Regarding the governance structure, the Group has set up a regular committee to manage the project governance structure, and a task force which is responsible for its tasks, and also assuring that the pertinent responsible teams take part.

Hence, the main divisions involved in the project at the highest level, and which are thus represented in the project governance bodies, are Risks, Financial Accounting & Control and Technology and Operations. Both the Internal Audit division and the External Auditor are also involved in the project, having shared the implementation plan and keeping regular meetings about the status of the project.

### The project's main phases and milestones

During this exercise, the Group has successfully completed the design and development phase of the implementation plan. The major milestones achieved include:

- Complete the definition of functional requirements as well as the design of an operational model adapted to the requirements of IFRS 9.
- Development a training plan for all the staff who could be involved or impacted with the standards application.
- At the IT environment, the technological needs have been identified as well as the necessary adaptations to the existing control environment.

The Group is currently in the implementation phase of the models and requirements defined.

The objective of the Group at this stage is to ensure an efficient implementation, optimizing its resources as well as the designs elaborated in previous stages.

Once the implementation phase is completed, the Group will test the effective performance of the model through several simulations and ensuring that the transition to the new operating model meets the objectives established in the previous phases.

This last stage includes the parallel execution of the provisions calculation, as a complement to the internal simulations that the Group has been carrying out during the different phases of the project and to the participation of the Group in the different impact assessments that the regulators have carried out.

The Audit Committee is aware of the project and its relevance for the Group and is expected to follow on the project to its final implementation.

- IFRS 15, Revenue from Contracts with Customers (obligatory for annual reporting periods beginning on or after 1 January 2018) - the new standard on the recognition of revenue from contracts with customers. It supersedes the following standards and interpretations currently in force: IAS 18, Revenue; IAS 11, Construction Contracts; IFRIC 13, Customer Loyalty Programmes; IFRIC 15, Agreements for the Construction of Real Estate; IFRIC 18, Transfers of Assets from Customers; and SIC-31, Revenue-Barter Transactions Involving Advertising Services. Under IFRS 15, an entity recognises revenue in accordance with the core principle of the standard by applying the following five steps: identify the contract(s) with a customer; identify the performance obligations in the contract; determine the transaction price; allocate the transaction price to the performance obligations identified in the contract; and recognise revenue when (or as) the entity satisfies a performance obligation.

At the current date, the Group is assessing the possible impacts derived from these new standards.

Lastly, at the date of preparation of these consolidated financial statements, the following standards which effectively come into force after 31 December 2016 had not yet been adopted by the European Union:

- IFRS 16 Leases (obligatory for annual reporting periods beginning on or after 1 January 2019) - this new standard on leases supersedes IAS 17. IFRS 16 will modify the accounting model that lessees currently use introducing a single lessee accounting model without distinguishing between finance leases and operating leases. Under this model, the lessee is required to recognise, for each leased asset, a right-of-use asset and a lease liability.

In compliance with IFRS 16 a lessee may elect to account for lease payments of operating leases as an expense on a straight-line basis over the lease term, or another systematic basis, for both, leases with a lease term of 12 months or less and containing no purchase options and leases where the underlying asset has a new value less than 5,000 \$. The exception for short term leases must be applied to groups of assets, whereas the exception for low value leases can be applied asset by asset. For those leases where this exception does not apply the lessee will recognise a right-of-use and a lease liability, which may therefore cause fluctuations in significant ratios and related metrics.

When applying IFRS 16, the Group, from a lessee point of view, shall take a series of accounting decisions that will have an impact in the recognisable assets and liabilities amounts and, thus, in the financial ratios. The decisions we are referring to are associated with the choice of an alternative upon first-time application, since IFRS 16 allows alternative accounting treatments.

The Standard allows three different alternatives upon first-time application; choosing one or another may not only cause differences during the first year of implementation but also in subsequent ones, like in any implementation process.

Option 1 consists of applying IFRS 16 with full retrospective effect, reperforming the comparative information as if the standard had been applicable to the active lease agreements since they were recognised. (Full retrospective application, in compliance with IAS 8).



In option 2 comparative information is not restated. Alternatively, option 2 allows to recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application, 1 January, 2019.

Regarding leases that were previously considered to be operating leases, liabilities on 1 January, 2019 are measured discounting the residual future cash flows by using the interest rate of the lessor's debt at the date of first adoption. Assets are measured likewise (adjusting the amount for any impairment or accrual previous to the date of first adoption).

In relation with leases that were previously considered to be finance leases, assets and liabilities recognised under IAS 17 remain this way.

Option 3 is similar to option 2, but with the difference that assets are measured on 1 January, 2019 as if the new accounting policy had always been applied from the commencement of the lease (discounting the cash flows at the interest rate at the date of first adoption). Assets are measured at the beginning and, on 1 January, 2019 the amount that remains to be amortized is analyzed. The difference between assets and liabilities is recognised against reserves on 1 January, 2019.

*Sale@Lease* Back operations previous to the date of entry into force of this standard, will not have retrospective effect in regards with the recognition of the gain at the commencement of the operation.

The criteria that IFRS 16 sets out for *Sale@Lease* Back operations, therefore, will not be applicable. In contrast, they will be registered as if they were operating lease operations under IFRS 16.

- Amendments to IFRS 10 and IAS 28, Sale or contribution of assets between an investor and its associate or joint venture (without a defined mandatory effective date) - these amendments establish that a gain or loss must be recognised for the full amount when the transaction involves assets that constitute a business (whether the business is housed in a subsidiary or not). When the transaction involves assets that do not constitute a business, a partial gain or loss is recognised, even if these assets are housed in a subsidiary.
- Modification of IAS 12 Recognition of deferred tax assets for unrealised losses. – A deferred taxes asset will be recognised for all the deductible temporary differences only to the extent that it is probable taxable profit will be available against which the temporary difference will be utilised, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction such that: (a) it is not a business combination; and (b) at the time it was performed it does not affect either the accounting or the taxable profit (loss).
- Modification of IAS 7 Information disclosure initiative. – The standard rules that an entity shall provide disclosures that enable users of financial statements to assess changes in liabilities arising from financing activities, including both, those derived from financing cash flows and those that do not involve cash flows.

- Clarifications to IFRS 15 Revenue from contracts with Customers. – The Standard rules that at the commencement of a contract, an entity shall assess the goods or services promised in a contract with a customer and shall identify performance obligations on the basis of each transfer compromise with the client: (a) a good or service (or a group of goods or services) that are different; or (b) a series of different goods or services that are substantially equal and have the same transfer pattern to the client.
- Modification to the IFRS 2 Classification and measurement of share-based payment transactions – The amendments address the following areas: (a) Accounting for the effects that the requirements for the consolidation of the grant have in cash-settled share-based payment transactions. (b) Classification of share-based payment transactions with net settlement features for the tax withholding obligations; and (c) Accounting for modifications of share-based payment transactions terms and conditions from cash-settled to equity-settled payment transactions.
- Modification to the IFRS 4 by applying IFRS 9 Financial instruments with IFRS 4 Insurance contracts.
- Annual Improvements to IFRS Standards 2014-2016 Cycle – Contains minor amendments to IFRS 1, IFRS 12 and IAS 28.
- New interpretation to IFRIC 22 on Foreign currency transactions and advance considerations – When an entity reports a payment of advance consideration in order to recognise the profits associated to the income statement, it shall recognise both the consideration received as a non-monetary liability (deferred income or contract liabilities) in the statement of financial position at the exchange rate obtained according to the IAS 21 The Effects of changes in foreign exchange rates.

When the deferred incomes are subsequently recognised in the income statement as incomes, the issue is raised on whether its measurement should reflect: the amount at which the deferred income was originally recognised, namely, when the consideration was originally received; or the consideration amount received is translated to the existing exchange rate on the date when the non-monetary element is generated as income in the income statement, generating an exchange gain or loss that reflects the difference between the amount of the consideration translated to (i) the exchange rate in force in the moment of its receipt and (ii) to the exchange rate in force when it is recognised in the income statement as a profit or loss.

- Modification of IAS 40 regarding Transfers of investment properties – Changes are made to the existing requirements or provide with some additional guidance on the implementation of such requirements.

The Group is currently analysing the possible effects of these new standards and interpretations.

All accounting policies and measurement bases with a material effect on the consolidated financial statements for 2016 were applied in their preparation.

**c) Use of critical estimates**

The consolidated results and the determination of consolidated equity are sensitive to the accounting policies, measurement bases and estimates used by the directors of the Bank in preparing the consolidated financial statements. The main accounting policies and measurement bases are set forth in Note 2.

In the consolidated financial statements estimates were occasionally made by the senior management of the Bank and of the consolidated entities in order to quantify certain of the assets, liabilities, income, expenses and obligations reported herein. These estimates, which were made on the basis of the best information available, relate basically to the following:

- The impairment losses on certain assets (see Notes 6, 7, 8, 10, 12, 13, 16, 17 and 18);
- The assumptions used in the actuarial calculation of the post-employment benefit liabilities and commitments and other obligations (see Note 25);
- The useful life of the tangible and intangible assets (see Notes 16 and 18);
- The measurement of goodwill arising on consolidation (see Note 17);
- The calculation of provisions and the consideration of contingent liabilities (see Note 25);
- The fair value of certain unquoted assets and liabilities (see Notes 6, 7, 8, 9, 10, 11, 20, 21 and 22); and
- The recoverability of deferred tax assets (see Note 27).

Although these estimates were made on the basis of the best information available at 2016 year-end, future events might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively, recognising the effects of the change in estimates in the related consolidated income statement.

**d) Information relating to 2015 and 2014**

On 19 November, 2015, Circular 5/2015, of 28 October, of the National Securities Market Commission, which adapts the models established in Annex II of Circular 1/2008, dated 30 January, for the credit entities, to the new models provided for in Circular 5/2014 of 28 November, of the Bank of Spain, for the years beginning on or after 1 January 2016. The adaptation of the Circular has modified the breakdown and presentation of certain headings in the financial statements, without these changes being significant. The information for the years 2015 and 2014 has been re-classified under this Circular in a way that is comparative.

As required by the applicable accounting standards, the balances relating to the segment reporting disclosed in Note 52 for the year

ended 31 December 2014 were adjusted with respect to those shown in the consolidated financial statements for 2016 and 2015, as a result of the amendments to the management and presentation criteria mentioned in that note.

In 2014 the Group recognised the effects of the accounting changes introduced by the application of IFRIC 21, Levies, which amended the accounting for the contributions made by Santander UK to the Financial Services Compensation Scheme, as well as for those made by the Spanish financial institutions in the Group to the Deposit Guarantee Fund. The consolidated statements of changes in total equity for 2014 includes the impact on equity at the beginning of each of those years arising from the retrospective application of the aforementioned interpretation, which gave rise to a reduction in equity of EUR 260 million at 1 January 2014.

Therefore, the information for the years ending to 2015 and 2014 contained in these notes to the consolidated financial statements is presented with the information relating to 2016 for comparison purposes only.

In order to interpret the changes in the balances with respect to December 2016, it is necessary to take into consideration the exchange rate effect arising from the volume of foreign currency balances held by the Group in view of its geographic diversity (see Note 51.b) and the impact of the appreciation/depreciation of the various currencies against the euro in 2016, based on the exchange rates at the end of 2016: Mexican peso (-13.12%), US dollar (+3.28%), Brazilian real (+25.69%), sterling pound (-14.28%), Chilean peso (+9.35%) and Polish zloty (-3.32%).

**e) Capital management****i. Regulatory and economic capital**

The Group's capital management is performed at regulatory and economic levels.

The aim is to secure the Group's solvency and guarantee its economic capital adequacy and its compliance with regulatory requirements, as well as an efficient use of capital.

To this end, the regulatory and economic capital figures and their associated metrics RORWA (return on risk-weighted assets), RORAC (return on risk-adjusted capital and value creation of each business unit) are generated, analysed and reported to the relevant governing bodies on a regular basis.

Within the framework of the internal capital adequacy assessment process (Pillar II of the Basel Capital Accord), the Group uses an economic capital measurement model with the objective of ensuring that there is sufficient capital available to support all the risks of its activity in various economic scenarios, with the solvency levels agreed upon by the Group; at the same time the Group assesses, also in the various scenarios, whether it meets the regulatory capital ratio requirements.

In order to adequately manage the Group's capital, it is essential to estimate and analyse future needs, in anticipation of the various phases of the business cycle. Projections of regulatory and economic capital are made based on the budgetary information (balance sheet, income statement, etc.) and the macroeconomic scenarios defined by the Group's economic research service. These estimates are used



by the Group as a reference when planning the management actions (issues, securitisations, etc.) required to achieve its capital targets.

In addition, certain stress scenarios are simulated in order to assess the availability of capital in adverse situations. These scenarios are based on sharp fluctuations in macroeconomic variables (GDP, interest rates, housing prices, etc.) that mirror historical crisis that could happen again or plausible but unlikely stress situations.

Following is a brief description of the regulatory capital framework to which Santander Group is subject.

In December 2010 the Basel Committee on Banking Supervision published a new global regulatory framework for international capital standards (Basel III) which strengthened the requirements of the previous frameworks, known as Basel I, Basel II and Basel 2.5, and other requirements additional to Basel II (Basel 2.5), by enhancing the quality, consistency and transparency of the capital base and improving risk coverage. On 26 June 2013 the Basel III legal framework was included in European law through Directive 2013/36 (CRD IV), repealing Directives 2006/48 and 2006/49, and through Regulation 575/2013 on prudential requirements for credit institutions and investment firms (CRR).

The CRD IV was transposed into Spanish legislation through Law 10/2014 on the regulation, supervision and capital adequacy of credit institutions, and its subsequent implementing regulations contained in Royal Decree-Law 84/2015. The CRR is directly applicable in EU Member States as from 1 January 2014 and repeals all lower-ranking rules providing for additional capital requirements.

The CRR establishes a phase-in that will permit a progressive adaptation to the new requirements in the European Union. These phase-in arrangements were incorporated into Spanish regulations through the approval of Royal Decree-Law 14/2013 and Bank of Spain Circular 2/2014. They affect both the new deductions and the issues and items of own funds which cease to be eligible as such under this new regulation. In March 2016, the European Central Bank published Regulation 2016/445/UE that modifies some of the phase-in dates applicable to Group. The capital buffers provided for in CRD IV are also subject to phase-in; they are applicable for the first time in 2016 and must be fully implemented by 2019.

The Basel regulatory framework is based on three pillars. Pillar I sets out the minimum capital requirements to be met, and provides for the possibility of using internal ratings and models (the Advanced Internal Ratings-Based (AIRB) approach) in the calculation of risk-weighted exposures. The aim is to render regulatory requirements more sensitive to the risks actually borne by entities in carrying on their business activities. Pillar II establishes a supervisory review system to improve internal risk management and internal capital adequacy assessment based on the risk profile. Lastly, Pillar III defines the elements relating to disclosures and market discipline.

At 31 December 2016 the Group met the minimum capital requirements established by current legislation (Note 54).

## **ii. Plan for the roll-out of advanced approaches and authorisation from the supervisory authorities**

The Group intends to adopt, over the next few years, the advanced internal ratings-based (AIRB) approach under Basel II for substantially all its banks, until the percentage of exposure of the loan portfolio covered by this approach exceeds 90%. The commitment assumed before the supervisor still implies the adaptation of advanced models within the ten key markets where Santander Group operates.

Accordingly, the Group continued in 2016 with the project for the progressive implementation of the technology platforms and methodological improvements required for the roll-out of the AIRB approach for regulatory capital calculation purposes at the various Group units.

To date the Group has obtained authorisation from the supervisory authorities to use the AIRB approach for the calculation of regulatory capital requirements for credit risk for the Parent and the main subsidiaries in Spain, the United Kingdom and Portugal, as well as for certain portfolios in Germany, Mexico, Brazil, Chile, the Nordic countries (Norway, Sweden and Finland), France and the United States.

In 2016 approval was obtained for the portfolios of the former IFIC unit integrated in Santander Totta (Portugal) and the Bank is awaiting the conclusion of the supervisor validation process for Sovereign and Institutions portfolios from Chile, Mortgages and most part of the Revolving from Santander Consumer Germany, as well as retail portfolio from PSA UK.

As regards the other risks explicitly addressed under Basel Pillar I, the Group is authorized to use its internal model for market risk for its treasury trading activities in Spain, Chile, Portugal and Mexico.

For the purpose of calculating regulatory capital for operational risk, Santander Group has been applying the standardised approach provided for under the European Capital Requirements Directive. On January 2016 the European Central Bank authorized the use of the Alternative Standardised Approach to calculate the capital requirements at consolidated level for operational risk at Banco Santander (Brasil), S.A.

## **f) Environmental impact**

In view of the business activities carried on by the Group entities, the Group does not have any environmental liability, expenses, assets, provisions or contingencies that might be material with respect to its consolidated equity, financial position or results. Therefore, no specific disclosures relating to environmental issues are included in these consolidated financial statements.

## **g) Events after the reporting period**

No significant events occurred from 1 January 2017 to the date on which these consolidated financial statements were authorized for issue.



## » 2. Accounting policies

The accounting policies applied in preparing the consolidated financial statements were as follows:

### a) Foreign currency transactions

#### i. Presentation currency

The Bank's functional and presentation currency is the euro. Also, the presentation currency of the Group is the euro.

#### ii. Translation of foreign currency balances

Foreign currency balances are translated to euros in two consecutive stages:

- Translation of foreign currency to the presentation currency (currency of the main economic environment in which the entity operates); and
- Translation to euros of the balances held in the functional currencies of entities whose functional currency is not the euro.

#### Translation of foreign currency to the presentation currency

Foreign currency transactions performed by consolidated entities (or entities accounted for using the equity method) not located in EMU countries are initially recognised in their respective currencies. Monetary items in foreign currency are subsequently translated to their functional currencies using the closing rate.

Furthermore:

- Non-monetary items measured at historical cost are translated to the presentation currency at the exchange rate at the date of acquisition.
- Non-monetary items measured at fair value are translated at the exchange rate at the date when the fair value was determined.
- Income and expenses are translated at the average exchange rates for the year for all the transactions performed during the year. When applying this criterion, the Group considers whether there have been significant changes in the exchange rates in the year which, in view of their materiality with respect to the consolidated financial statements taken as a whole, would make it necessary to use the exchange rates at the transaction date rather than the aforementioned average exchange rates.
- The balances arising from non-hedging forward foreign currency/foreign currency and foreign currency/euro purchase and sale transactions are translated at the closing rates prevailing in the forward foreign currency market for the related maturity.

#### Translation of functional currencies to euros

The balances in the financial statements of consolidated entities (or entities accounted for using the equity method) whose functional currency is not the euro are translated to euros as follows:

- Assets and liabilities, at the closing rates.
- Income and expenses, at the average exchange rates for the year.
- Equity items, at the historical exchange rates.

#### iii. Recognition of exchange differences

The exchange differences arising on the translation of foreign currency balances to the presentation currency are generally recognised at their net amount under Exchange differences in the consolidated income statement, except for exchange differences arising on financial instruments at fair value through profit or loss, which are recognised in the consolidated income statement without distinguishing them from other changes in fair value, and for exchange differences arising on non-monetary items measured at fair value through equity, which are recognised under Other comprehensive income – Items that may be reclassified to profit or loss - Exchange differences.

The exchange differences arising on the translation to euros of the financial statements denominated in functional currencies other than the euro are recognised in Other comprehensive income – Items that may be reclassified to profit or loss - Exchange differences in the consolidated balance sheet, whereas those arising on the translation to euros of the financial statements of entities accounted for using the equity method are recognised in equity under Other comprehensive income - Items that may be reclassified to profit or loss and Items not reclassified to profit or loss - Other recognised income and expense of investments in subsidiaries, joint ventures and associates, until the related item is derecognised, at which time they are recognised in profit or loss, unless it is not part of items not reclassified to profit or loss.

Exchange differences arising on actuarial gains or losses when converting to euros the financial statements denominated in the functional currencies of entities whose functional currency is different from the euro are recognised under equity – Other comprehensive income – Items not reclassified to profit or loss - Actuarial gains or (-) losses on defined benefit pension plans.

#### iv. Entities located in hyperinflationary economies

At 31 December 2016, 2015 and 2014 none of the functional currencies of the consolidated entities and associates located abroad related to hyperinflationary economies as defined by International Financial Reporting Standards as adopted by the European Union. Accordingly, at the end of the last three reporting periods it was not necessary to adjust the financial statements of any of the consolidated entities or associates to correct for the effect of inflation.



## v. Exposure to foreign currency risk

The Group hedges a portion of its long-term foreign currency positions using foreign exchange derivative financial instruments (see Note 36). Also, the Group manages foreign currency risk dynamically by hedging its short-term position (with a potential impact on profit or loss) in order to limit the impact of currency depreciations while optimising the cost of financing the hedges.

The following tables show the sensitivity of consolidated profit and consolidated equity to the changes in the foreign currency positions resulting from all the Group's foreign currency items caused by 1% variations in the various foreign currencies in which the Group has material balances.

The estimated effect on the consolidated equity attributable to the Group and on consolidated profit of a 1% appreciation of the euro against the corresponding currency is as follows:

Millions of euros

Currency	Effect on consolidated equity			Effect on consolidated profit		
	2016	2015	2014	2016	2015	2014
US dollar	(187.1)	(167.2)	(114.6)	(4.5)	(8.7)	(14.9)
Chilean peso	(27.9)	(23.7)	(23.3)	(4.2)	(5.0)	(6.2)
Pound sterling	(184.9)	(194.2)	(195.0)	(10.0)	(13.0)	(12.6)
Mexican peso	(16.2)	(19.7)	(18.1)	(5.4)	(5.9)	(6.7)
Brazilian real	(122.3)	(93.1)	(138.9)	(6.3)	(13.6)	(3.5)
Polish zloty	(31.5)	(32.8)	(34.1)	(3.3)	(3.9)	(3.8)

Similarly, the estimated effect on the Group's consolidated equity and on consolidated profit of a 1% depreciation of the euro against the corresponding currency is as follows:

Millions of euros

Currency	Effect on consolidated equity			Effect on consolidated profit		
	2016	2015	2014	2016	2015	2014
US dollar	190.8	170.5	117.0	4.5	8.8	15.2
Chilean peso	28.4	24.1	23.8	4.3	5.1	6.4
Pound sterling	188.7	198.2	198.9	10.2	13.2	12.8
Mexican peso	16.5	20.1	18.5	5.5	6.0	6.8
Brazilian real	124.7	94.9	141.8	6.5	13.8	3.6
Polish zloty	32.1	33.4	34.8	3.3	4.0	3.9

The foregoing data were obtained as follows:

a. Effect on consolidated equity: in accordance with the accounting policy detailed in Note 2.a.iii, the exchange differences arising on the translation to euros of the financial statements in the

functional currencies of the Group entities whose functional currency is not the euro are recognised in consolidated equity. The possible effect that a change in the exchange rates of the related currency would have on the Group's consolidated equity was therefore determined by applying the aforementioned change to the net value of each unit's assets and liabilities -including, where appropriate, the related goodwill- and by taking into consideration the offsetting effect of the hedges of net investments in foreign operations.

b. Effect on consolidated profit: the effect was determined by applying the fluctuations in the average exchange rates used for the year, as indicated in Note 2.a.ii, to translate to euros the income and expenses of the consolidated entities whose functional currency is not the euro, taking into consideration, where appropriate, the offsetting effect of the various hedging transactions in place.

The estimates used to obtain the foregoing data were performed considering the effects of the exchange rate fluctuations in isolation from the effect of the performance of other variables whose changes would affect equity and profit or loss, such as variations in the interest rates of the reference currencies or other market factors. Accordingly, all variables other than the exchange rate fluctuations were kept constant with respect to their positions at 31 December 2016, 2015 and 2014.

## b) Basis of consolidation

### i. Subsidiaries

Subsidiaries are defined as entities over which the Bank has the capacity to exercise control; the Bank controls an entity when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The financial statements of the subsidiaries are fully consolidated with those of the Bank. Accordingly, all balances and effects of the transactions between consolidated companies are eliminated on consolidation.

On acquisition of control of a subsidiary, its assets, liabilities and contingent liabilities are recognised at their acquisition-date fair values. Any positive differences between the acquisition cost and the fair values of the identifiable net assets acquired are recognised as goodwill (see Note 17). Negative differences are recognised in profit or loss on the date of acquisition.

Additionally, the share of third parties of the Group's equity is presented under Non-controlling interests in the consolidated balance sheet (see Note 28). Their share of the profit for the year is presented under Profit attributable to non-controlling interests in the consolidated income statement.

The results of subsidiaries acquired during the year are included in the consolidated income statement from the date of acquisition to year-end. Similarly, the results of subsidiaries for which control is lost during the year are included in the consolidated income statement from the beginning of the year to the date of disposal.

At 31 December 2016 the Group controlled the following companies in which it held an ownership interest of less than 50% of the share capital: (i) Luri 1, S.A. and (ii) Luri 2, S.A., also the structured consolidated entities. The percentage ownership interests in the aforementioned companies were 31% and 30%, respectively (see Appendix I). Although the Group holds less than half the voting power, it manages and, as a result, exercises control over these entities. The company object of the first two entities is the acquisition of real estate and other general operations relating thereto, including rental, and the purchase and sale of properties; the company object of the latter entity is the provision of payment services.

The impact of the consolidation of these companies on the Group's consolidated financial statements is immaterial.

The Appendices contain significant information on the subsidiaries.

## ii. Interests in joint ventures

Joint ventures are deemed to be entities that are not subsidiaries but which are jointly controlled by two or more unrelated entities. This is evidenced by contractual arrangements whereby two or more parties have interests in entities so that decisions about the relevant activities require the unanimous consent of all the parties sharing control.

In the consolidated financial statements, investments in joint ventures are accounted for using the equity method, i.e. at the Group's share of net assets of the investee, after taking into account the dividends received therefrom and other equity eliminations. The profits and losses resulting from transactions with a joint venture are eliminated to the extent of the Group's interest therein.

At 31 December 2016, the Group exercised joint control of Luri 3, S.A., despite holding 10% of its share capital. This decision is based on the Group's presence on the company's Board of Directors, in which the agreement of all members is required for decision-making.

The Appendices contain significant information on the joint ventures.

## iii. Associates

Associates are entities over which the Bank is in a position to exercise significant influence, but not control or joint control. It is presumed that the Bank exercises significant influence if it holds 20% or more of the voting power of the investee.

In the consolidated financial statements, investments in associates are accounted for using the equity method, i.e. at the Group's share of net assets of the investee, after taking into account the dividends received therefrom and other equity eliminations. The profits and losses resulting from transactions with an associate are eliminated to the extent of the Group's interest in the associate.

There are certain investments in entities which, although the Group owns 20% or more of their voting power, are not considered to be associates because the Group is not in a position to exercise significant influence over them. These investments are not significant for the Group and are recognised under Financial assets available-for-sale.

The Appendices contain significant information on the associates.

## iv. Structured entities

When the Group incorporates entities, or holds ownership interests therein, to enable its customers to access certain investments, or for the transfer of risks or other purposes (also called structured entities since the voting or similar power is not a key factor in deciding who controls the entity), the Group determines, using internal criteria and procedures and taking into consideration the applicable legislation, whether control (as defined above) exists and, therefore, whether these entities should be consolidated. Specifically, for those entities to which this policy applies (mainly investment funds and pension funds), the Group analyses the following factors:

- Percentage of ownership held by the Group; 20% is established as the general threshold.
- Identification of the fund manager, and verification as to whether it is a company controlled by the Group since this could affect the Group's ability to direct the relevant activities.
- Existence of agreements between investors that might require decisions to be taken jointly by the investors, rather than by the fund manager.
- Existence of currently exercisable removal rights (possibility of removing the manager from his position) since the existence of such rights might limit the manager's power over the fund, and it may be concluded that the manager is acting as an agent of the investors.
- Analysis of the fund manager's remuneration regime, taking into consideration that a remuneration regime that is proportionate to the service rendered does not, generally, create exposure of such importance as to indicate that the manager is acting as the principal. Conversely, if the remuneration regime is not proportionate to the service rendered, this might give rise to an exposure that would lead the Group to a different conclusion.

These structured entities also include the securitisation special purpose vehicles ("SPV"), which are consolidated in the case of the SPVs over which, being exposed to variable yield, it is considered that the Group continues to exercise control.

The exposure associated with unconsolidated structured entities are not material with respect to the Group's consolidated financial statements.

## v. Business combinations

A business combination is the bringing together of two or more separate entities or economic units into one single entity or group of entities.

Business combinations whereby the Group obtains control over an entity are recognised for accounting purposes as follows:

- The Group measures the cost of the business combination, which is normally the consideration transferred, defined as the acquisition-date fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity instruments

issued, if any, by the acquirer. In cases where the amount of the consideration to be transferred has not been definitively established at the acquisition date, but rather depends on future events, any contingent consideration is recognised as part of the consideration transferred and measured at its acquisition-date fair value; also, acquisition-related costs do not for these purposes form part of the cost of the business combination.

- The fair values of the assets, liabilities and contingent liabilities of the acquired entity or business, including any intangible assets which might not have been recognised by the acquiree, are estimated and recognised in the consolidated balance sheet; the Group also estimates the amount of any non-controlling interests and the fair value of the previously held equity interest in the acquiree.
- Any positive difference between the aforementioned items is recognised as discussed in Note 2.m. Any negative difference is recognised under Gains from bargain purchases arising in business combinations in the consolidated income statement.

Goodwill is only measured and recognised once, when control of a business is obtained.

#### vi. Changes in the levels of ownership interests in subsidiaries

Acquisitions and disposals not giving rise to a change in control are recognised as equity transactions, and no gain or loss is recognised in the income statement and the initially recognised goodwill is not remeasured. The difference between the consideration transferred or received and the decrease or increase in non-controlling interests, respectively, is recognised in reserves.

Similarly, when control over a subsidiary is lost, the assets, liabilities and non-controlling interests and any other items recognised in Other Comprehensive income of that company are derecognised from the consolidated balance sheet, and the fair value of the consideration received and of any remaining equity interest is recognised. The difference between these amounts is recognised in profit or loss.

#### vii. Acquisitions and disposals

Note 3 provides information on the most significant acquisitions and disposals in 2016, 2015 and 2014.

### c) Definitions and classification of financial instruments

#### i. Definitions

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

An equity instrument is a contract that evidences a residual interest in the assets of the issuing entity after deducting all of its liabilities.

A financial derivative is a financial instrument whose value changes in response to the change in an observable market variable (such as an interest rate, foreign exchange rate, financial instrument price,

market index or credit rating), whose initial investment is very small compared with other financial instruments with a similar response to changes in market factors, and which is generally settled at a future date.

Hybrid financial instruments are contracts that simultaneously include a non-derivative host contract together with a derivative, known as an embedded derivative, that is not separately transferable and has the effect that some of the cash flows of the hybrid contract vary in a way similar to a stand-alone derivative.

Compound financial instruments are contracts that simultaneously create for their issuer a financial liability and an own equity instrument (such as convertible bonds, which entitle their holders to convert them into equity instruments of the issuer).

The preference shares contingently convertible into ordinary shares eligible as Additional Tier 1 capital ("CCPSs") -perpetual preference shares, which may be repurchased by the issuer in certain circumstances, the interest on which is discretionary, and would convert into a variable number of newly issued ordinary shares if the capital ratio of the Bank or its consolidated group falls below a given percentage (trigger event), as those two terms are defined in the related issue prospectuses- are recognised for accounting purposes by the Group as compound instruments. The liability component reflects the issuer's obligation to deliver a variable number of shares and the equity component reflects the issuer's discretion in relation to the payment of the related coupons. In order to effect the initial allocation, the Group estimates the fair value of the liability as the amount that would have to be delivered if the trigger event were to occur immediately and, accordingly, the equity component, calculated as the residual amount, is zero. In view of the aforementioned discretionary nature of the payment of the coupons, they are deducted directly from equity.

The following transactions are not treated for accounting purposes as financial instruments:

- Investments in associates and joint ventures (see Note 13).
- Rights and obligations under employee benefit plans (see Note 25).
- Rights and obligations under insurance contracts (see Note 15).
- Contracts and obligations relating to employee remuneration based on own equity instruments (see Note 34).

#### ii. Classification of financial assets for measurement purposes

Financial assets are initially classified into the various categories used for management and measurement purposes, unless they have to be presented as Non-current assets held for sale or they relate to Cash, cash balances at Central Banks and other deposits on demand. Changes in the fair value of hedged items in portfolio hedges of interest rate risk (asset side), Hedging derivatives and Investments, which are reported separately.

Financial assets are included for measurement purposes in one of the following categories:

- Financial assets held for trading (at fair value through profit or loss): This category includes financial assets acquired for the purpose of generating a profit in the near term from fluctuations in their prices and financial derivatives that are not designated as hedging instruments.
- Financial assets designated at fair value through profit or loss: This category includes hybrid financial assets not held for trading that are measured entirely at fair value and financial assets not held for trading that are included in this category in order to provide more relevant information, either because this eliminates or significantly reduces recognition or measurement inconsistencies (accounting mismatches) that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases, or because a group of financial assets or financial assets and liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided on that basis to the Group's key management personnel. Financial assets may only be included in this category on the date they are acquired or originated.
- Financial assets available-for-sale: This category includes debt instruments not classified as Held-to-maturity investments, Loans and receivables or Financial assets at fair value through profit or loss, and equity instruments issued by entities other than subsidiaries, associates and joint ventures, provided that such instruments have not been classified as Financial assets held for trading or as Financial assets designated at fair value through profit or loss.
- Loans and receivables: This category includes the investment arising from ordinary lending activities, such as the cash amounts of loans drawn down and not yet repaid by customers or the deposits placed with other institutions, whatever the legal instrument, unquoted debt securities and receivables from the purchasers of goods, or the users of services, constituting part of the Group's business.

The consolidated entities generally intend to hold the loans and credits granted by them until their final maturity and, therefore, they are presented in the consolidated balance sheet at their amortised cost (which includes any reductions required to reflect the estimated losses on their recovery).

- Investments held-to-maturity: This category includes debt instruments with fixed maturity and with fixed or determinable payments, for which the Group has both the intention and proven ability to hold to maturity.

### iii. Classification of financial assets for presentation purposes

Financial assets are classified by nature into the following items in the consolidated balance sheet:

- Cash, cash balances at Central Banks and other deposits on demand: Cash balances and balances receivable on demand relating to deposits with central banks and credit institutions.
- Loans and advances: Includes the debit balances of all credit and loans granted by the Group, other than those represented by securities, as well as finance lease receivables and other debit balances of a financial nature in favour of the Group, such as cheques drawn on credit institutions, balances receivable from clearing houses and settlement agencies for transactions on the stock exchange and organised markets, bonds given in cash, capital calls, fees and commissions receivable for financial guarantees and debit balances arising from transactions not originating in banking transactions and services, such as the collection of rentals and similar items. They are classified, on the basis of the institutional sector to which the debtor belongs, into:
  - Central Banks: Credit of any nature, including deposits and money market operations received from the Bank of Spain or other central banks.
  - Credit institutions: Credit of any nature, including deposits and money market operations, in the name of credit institutions.
  - Customers: Includes the remaining credit, including money market operations through central counterparties.
- Debt instruments: Bonds and other securities that represent a debt for their issuer, that generate an interest return, and that are in the form of certificates or book entries.
- Equity instruments: Financial instruments issued by other entities, such as shares, which have the nature of equity instruments for the issuer, other than investments in subsidiaries, joint ventures or associates. Investment fund units are included in this item.
- Derivatives: Includes the fair value in favour of the Group of derivatives which do not form part of hedge accounting, including embedded derivatives separated from hybrid financial instruments.
- Changes in the fair value of hedged items in portfolio hedges of interest rate risk: This item is the balancing entry for the amounts credited to the consolidated income statement in respect of the measurement of the portfolios of financial instruments which are effectively hedged against interest rate risk through fair value hedging derivatives.
- Hedging derivatives: Includes the fair value in favour of the Group of derivatives, including embedded derivatives separated from hybrid financial instruments, designated as hedging instruments in hedge accounting.



#### iv. Classification of financial liabilities for measurement purposes

Financial liabilities are initially classified into the various categories used for management and measurement purposes, unless they have to be presented as Liabilities associated with non-current assets held for sale or they relate to Hedging derivatives or Changes in the fair value of hedged items in portfolio hedges of interest rate risk (liability side), which are reported separately.

Financial liabilities are included for measurement purposes in one of the following categories:

- Financial liabilities held for trading (at fair value through profit or loss): This category includes financial liabilities incurred for the purpose of generating a profit in the near term from fluctuations in their prices, financial derivatives not designated as hedging instruments, and financial liabilities arising from the outright sale of financial assets acquired under reverse repurchase agreements ("reverse repos") or borrowed (short positions).
- Financial liabilities designated at fair value through profit or loss: Financial liabilities are included in this category when they provide more relevant information, either because this eliminates or significantly reduces recognition or measurement inconsistencies (accounting mismatches) that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases, or because a group of financial liabilities or financial assets and liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided on that basis to the Group's key management personnel. Liabilities may only be included in this category on the date when they are incurred or originated.
- Financial liabilities at amortised cost: financial liabilities, irrespective of their instrumentation and maturity, not included in any of the above-mentioned categories which arise from the ordinary borrowing activities carried on by financial institutions.

#### v. Classification of financial liabilities for presentation purposes

Financial liabilities are classified by nature into the following items in the consolidated balance sheet:

- Deposits: Includes all repayable balances received in cash by the Group, other than those instrumented as marketable securities and those having the substance of subordinated liabilities (amount of the loans received, which for credit priority purposes are after common creditors), except for the debt instruments. This item also includes cash bonds and cash consignments received the amount of which may be invested without restriction. Deposits are classified on the basis of the creditor's institutional sector into:
  - Credit institutions: Deposits of any nature, including credit received and money market operations in the name of credit institutions.
  - Customer: Includes the remaining deposits, including money market operations through central counterparties.
  - Marketable debt securities: Includes the amount of bonds and other debt represented by marketable securities, other than those having the substance of subordinated liabilities (amount of the loans received, which for credit priority purposes are after common creditors, and includes the amount of the financial instruments issued by the Group which, having the legal nature of capital, do not meet the requirements to qualify as equity, such as certain preferred shares issued). This item includes the component that has the consideration of financial liability of the securities issued that are compound financial instruments.
  - Derivatives: Includes the fair value, with a negative balance for the Group, of derivatives, including embedded derivatives separated from the host contract, which do not form part of hedge accounting.
  - Short positions: includes the amount of financial liabilities arising from the outright sale of financial assets acquired under reverse repurchase agreements or borrowed.
  - Other financial liabilities: Includes the amount of payment obligations having the nature of financial liabilities not included in other items, and liabilities under financial guarantee contracts, unless they have been classified as non-performing.
  - Changes in the fair value of hedged items in portfolio hedges of interest rate risk: This item is the balancing entry for the amounts charged to the consolidated income statement in respect of the measurement of the portfolios of financial instruments which are effectively hedged against interest rate risk through fair value hedging derivatives.
  - Hedging derivatives: Includes the fair value of the Group's liability in respect of derivatives, including embedded derivatives separated from hybrid financial instruments, designated as hedging instruments in hedge accounting.
- Centrals banks: Deposits of any nature, including credit received and money market operations received from the Bank of Spain or other central banks.



#### d) Measurement of financial assets and liabilities and recognition of fair value changes

In general, financial assets and liabilities are initially recognised at fair value which, in the absence of evidence to the contrary, is deemed to be the transaction price. Financial instruments not measured at fair value through profit or loss are adjusted by the transaction costs. Financial assets and liabilities are subsequently measured at each year-end as follows:

##### i. Measurement of financial assets

Financial assets are measured at fair value, without deducting any transaction costs that may be incurred on their disposal, except for loans and receivables, investments held-to-maturity, unquoted equity instruments which cannot be reliably measured and financial derivatives that have those equity instruments as their underlying and are settled by delivery of those instruments.

The fair value of a financial instrument on a given date is taken to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The most objective and common reference for the fair value of a financial instrument is the price that would be paid for it on an active, transparent and deep market (quoted price or market price). At 31 December 2016 there were no significant investments in quoted financial instruments that had ceased to be recognised at their quoted price because their market could not be deemed to be active.

If there is no market price for a given financial instrument, its fair value is estimated on the basis of the price established in recent transactions involving similar instruments and, in the absence thereof, of valuation techniques commonly used by the international financial community, taking into account the specific features of the instrument to be measured and, particularly, the various types of risk associated with it.

All derivatives are recognised in the balance sheet at fair value from the trade date. If the fair value is positive, they are recognised as an asset and if the fair value is negative, they are recognised as a liability. The fair value on the trade date is deemed, in the absence of evidence to the contrary, to be the transaction price. The changes in the fair value of derivatives from the trade date are recognised in Gains/losses on financial assets and liabilities held for trading (net) in the consolidated income statement. Specifically, the fair value of financial derivatives traded in organised markets included in the portfolios of financial assets or liabilities held for trading is deemed to be their daily quoted price and if, for exceptional reasons, the quoted price cannot be determined on a given date, these financial derivatives are measured using methods similar to those used to measure OTC derivatives.

The fair value of OTC derivatives is taken to be the sum of the future cash flows arising from the instrument, discounted to present value at the date of measurement (present value or theoretical close) using valuation techniques commonly used by the financial markets: net present value (NPV), option pricing models and other methods.

Loans and receivables and Investments held-to-maturity are measured at amortised cost using the effective interest method. Amortised cost is understood to be the acquisition cost of a financial asset or liability plus or minus, as appropriate, the principal repayments and the cumulative amortisation (taken to the consolidated income statement) of the difference between the initial cost and the maturity amount. In the case of financial assets, amortised cost also includes any reduction for impairment or uncollectibility. In the case of loans and receivables hedged in fair value hedges, the changes in the fair value of these assets related to the risk or risks being hedged are recognised.

The effective interest rate is the discount rate that exactly matches the carrying amount of a financial instrument to all its estimated cash flows of all kinds over its remaining life. For fixed rate financial instruments, the effective interest rate coincides with the contractual interest rate established on the acquisition date plus, where applicable, the fees and transaction costs that, because of their nature, form part of their financial return. In the case of floating rate financial instruments, the effective interest rate coincides with the rate of return prevailing in all connections until the next benchmark interest reset date.

Unquoted equity instruments which cannot be reliably measured in a sufficiently objective manner and financial derivatives that have those instruments as their underlying and are settled by delivery of those instruments are measured at acquisition cost adjusted, where appropriate, by any related impairment loss.

The amounts at which the financial assets are recognised represent, in all material respects, the Group's maximum exposure to credit risk at each reporting date. Also, the Group has received collateral and other credit enhancements to mitigate its exposure to credit risk, which consist mainly of mortgage guarantees, cash collateral, equity instruments and personal security, assets leased out under finance lease and full-service lease agreements, assets acquired under repurchase agreements, securities loans and credit derivatives.

##### ii. Measurement of financial liabilities

In general, financial liabilities are measured at amortised cost, as defined above, except for those included under Financial liabilities held for trading and Financial liabilities designated at fair value through profit or loss and financial liabilities designated as hedged items (or hedging instruments) in fair value hedges, which are measured at fair value.

##### iii. Valuation techniques

The following table shows a summary of the fair values, at the end of 2016, 2015 and 2014, of the financial assets and liabilities indicated below, classified on the basis of the various measurement methods used by the Group to determine their fair value:



Millions of euros

	2016			2015			2014		
	Published price quotations in active Markets (Level 1)	Internal Models (Level 2 and 3)	Total	Published price quotations in active Markets (Level 1)	Internal Models (Level 2 and 3)	Total	Published price quotations in active Markets (Level 1)	Internal Models (Level 2 and 3)	Total
Financial assets held for trading	64,259	83,928	148,187	65,849	80,497	146,346	67,319	80,774	148,093
Financial assets designated at fair value through profit or loss	3,220	28,389	31,609	3,244	41,799	45,043	3,670	39,003	42,673
Financial assets available-for-sale (1)	89,563	25,862	115,425	92,284	27,962	120,246	90,149	23,455	113,604
Hedging derivatives (assets)	216	10,161	10,377	271	7,456	7,727	26	7,320	7,346
Financial liabilities held for trading	20,906	87,859	108,765	17,058	88,160	105,218	17,409	92,383	109,792
Financial liabilities designated at fair value through profit or loss	-	40,263	40,263	-	54,768	54,768	-	62,317	62,317
Hedging derivatives (liabilities)	9	8,147	8,156	400	8,537	8,937	226	7,029	7,255
Liabilities under insurance contracts	-	652	652	-	627	627	-	713	713

1. In addition to the financial instruments measured at fair value shown in the foregoing table, at 31 December 2016, 2015 and 2014, the Group held equity instruments classified as Financial assets available-for-sale and carried at cost amounting to EUR 1,349 million, EUR 1,790 million and EUR 1,646 million, respectively (see Note 51.c).

The financial instruments at fair value determined on the basis of published price quotations in active markets (Level 1) include government debt securities, private-sector debt securities, derivatives traded in organised markets, securitised assets, shares, short positions and fixed-income securities issued.

In cases where price quotations cannot be observed, management makes its best estimate of the price that the market would set, using its own internal models. In most cases, these internal models use data based on observable market parameters as significant inputs (Level 2) and, in very specific cases, they use significant inputs not observable in market data (Level 3). In order to make these estimates, various techniques are employed, including the extrapolation of observable market data. The best evidence of the fair value of a financial instrument on initial recognition is the transaction price, unless the fair value of the instrument can be obtained from other market transactions performed with the same or similar instruments or can be measured by using a valuation technique in which the variables used include only observable market data, mainly interest rates.

The Group has developed a formal process for the systematic valuation and management of financial instruments, which has been implemented worldwide across all the Group's units. The governance scheme for this process distributes responsibilities between two independent divisions: Treasury (development, marketing and daily management of financial products and market data) and Risk

(on a periodic basis, validation of pricing models and market data, computation of risk metrics, new transaction approval policies, management of market risk and implementation of fair value adjustment policies).

The approval of new products follows a sequence of steps (request, development, validation, integration in corporate systems and quality assurance) before the product is brought into production. This process ensures that pricing systems have been properly reviewed and are stable before they are used.

The following subsections set forth the most important products and families of derivatives, and the related valuation techniques and inputs, by asset class:

#### Fixed income and inflation

The fixed income asset class includes basic instruments such as interest rate forwards, interest rate swaps and cross currency swaps, which are valued using the net present value of the estimated future cash flows discounted taking into account basis swap and cross currency spreads determined on the basis of the payment frequency and currency of each leg of the derivative. Vanilla options, including caps, floors and swaptions, are priced using the Black&Scholes model, which is one of the benchmark industry models. More exotic derivatives are priced using more complex models which are generally accepted as standard across institutions.



These pricing models are fed with observable market data such as deposit interest rates, futures rates, cross currency swap and constant maturity swap rates, and basis spreads, on the basis of which different yield curves, depending on the payment frequency, and discounting curves are calculated for each currency. In the case of options, implied volatilities are also used as model inputs. These volatilities are observable in the market for cap and floor options and swaptions, and interpolation and extrapolation of volatilities from the quoted ranges are carried out using generally accepted industry models. The pricing of more exotic derivatives may require the use of non-observable data or parameters, such as correlation (among interest rates and cross-asset), mean reversion rates and prepayment rates, which are usually defined from historical data or through calibration.

Inflation-related assets include zero-coupon or year-on-year inflation-linked bonds and swaps, valued with the present value method using forward estimation and discounting. Derivatives on inflation indices are priced using standard or more complex bespoke models, as appropriate. Valuation inputs of these models consider inflation-linked swap spreads observable in the market and estimations of inflation seasonality, on the basis of which a forward inflation curve is calculated. Also, implied volatilities taken from zero-coupon and year-on-year inflation options are also inputs for the pricing of more complex derivatives.

#### Equity and foreign exchange

The most important products in these asset classes are forward and futures contracts; they also include vanilla, listed and OTC (Over-The-Counter) derivatives on single underlying assets and baskets of assets. Vanilla options are priced using the standard Black-Scholes model and more exotic derivatives involving forward returns, average performance, or digital, barrier or callable features are priced using generally accepted industry models or bespoke models, as appropriate. For derivatives on illiquid stocks, hedging takes into account the liquidity constraints in models.

The inputs of equity models consider yield curves, spot prices, dividends, asset funding costs (repo margin spreads), implied volatilities, correlation among equity stocks and indices, and cross-asset correlation. Implied volatilities are obtained from market quotes of European and American-style vanilla call and put options. Various interpolation and extrapolation techniques are used to obtain continuous volatility for illiquid stocks. Dividends are usually estimated for the mid and long term. Correlations are implied, when possible, from market quotes of correlation-dependent products. In all other cases, proxies are used for correlations between benchmark underlyings or correlations are obtained from historical data.

The inputs of foreign exchange models include the yield curve for each currency, the spot foreign exchange rate, the implied volatilities and the correlation among assets of this class. Volatilities are obtained from European call and put options which are quoted in markets as at-the-money, risk reversal or butterfly options. Illiquid currency pairs are usually handled by using the data of the liquid

pairs from which the illiquid currency can be derived. For more exotic products, unobservable model parameters may be estimated by fitting to reference prices provided by other non-quoted market sources.

#### Credit

The most common instrument in this asset class is the credit default swap (CDS), which is used to hedge credit exposure to third parties. In addition, models for first-to-default (FTD), n-to-default (NTD) and single-tranche collateralised debt obligation (CDO) products are also available. These products are valued with standard industry models, which estimate the probability of default of a single issuer (for CDS) or the joint probability of default of more than one issuer for FTD, NTD and CDO.

Valuation inputs are the yield curve, the CDS spread curve and the recovery rate. For indices and important individual issuers, the CDS spread curve is obtained in the market. For less liquid issuers, this spread curve is estimated using proxies or other credit-dependent instruments. Recovery rates are usually set to standard values. For listed single-tranche CDO, the correlation of joint default of several issuers is implied from the market. For FTD, NTD and bespoke CDO, the correlation is estimated from proxies or historical data when no other option is available.

#### Valuation adjustment for counterparty risk or default risk

The Credit valuation adjustment (CVA) is a valuation adjustment to OTC derivatives as a result of the risk associated with the credit exposure assumed to each counterparty.

The CVA is calculated taking into account potential exposure to each counterparty in each future period. The CVA for a specific counterparty is equal to the sum of the CVA for all the periods. The following inputs are used to calculate the CVA:

- Expected exposure: Including for each transaction the mark-to-market (MtM) value plus an add-on for the potential future exposure for each period. Mitigating factors such as collateral and netting agreements are taken into account, as well as a temporary impairment factor for derivatives with interim payments.
- LGD: percentage of final loss assumed in a counterparty credit event/default.
- Probability of default: for cases where there is no market information (the CDS quoted spread curve, etc.), proxies based on companies holding exchange-listed CDS, in the same industry and with the same external rating as the counterparty, are used.
- Discount factor curve.



The debit valuation adjustment (DVA) is a valuation adjustment similar to the CVA but, in this case, it arises as a result of the Group's own risk assumed by its counterparties in OTC derivatives.

The CVA at 31 December 2016 amounted to EUR 643.9 million (-24.3% less than 2015) and DVA amounted to EUR 390.2 million (-26.5%). The reductions are due to a generalised fall in credit spread.

In addition, the Group amounts the funding fair value adjustment (FFVA); FFVA is calculated by applying future market funding spreads to the expected future funding exposure of any uncollateralised component of the OTC derivative portfolio. This includes the uncollateralised component of collateralised derivatives in addition to derivatives that are fully uncollateralised. The expected future funding exposure is calculated by a simulation methodology, where available. The FFVA impact is not material for the consolidated financial statements as of 31 December 2016.

#### **Valuation adjustments due to model risk**

The valuation models described above do not involve a significant level of subjectivity, since they can be adjusted and recalibrated, where appropriate, through internal calculation of the fair value and subsequent comparison with the related actively traded price. However, valuation adjustments may be necessary when market quoted prices are not available for comparison purposes.

The sources of risk are associated with uncertain model parameters, illiquid underlying issuers, poor quality market data or missing risk factors (sometimes the best available option is to use limited models with controllable risk). In these situations, the Group calculates and applies valuation adjustments in accordance with common industry practice. The main sources of model risk are described below:

In the fixed income markets, the sources of model risk include bond index correlations, basis spread modelling, the risk of calibrating model parameters and the treatment of near-zero or negative interest rates. Other sources of risk arise from the estimation of market data, such as volatilities or yield curves, whether used for estimation or cash flow discounting purposes.

In the equity markets, the sources of model risk include forward skew modelling, the impact of stochastic interest rates, correlation and multi-curve modelling. Other sources of risk arise from managing hedges of digital callable and barrier option payments. Also worthy of consideration as sources of risk are the estimation of market data such as dividends and correlation for quanto and composite basket options.

For specific financial instruments relating to home mortgage loans secured by financial institutions in the UK (which are regulated and partially financed by the Government) and property asset derivatives, the main input is the Halifax House Price Index (HPI). In these cases, risk assumptions include estimations of the future growth and the volatility of the HPI, the mortality rate and the implied credit spreads.

Inflation markets are exposed to model risk resulting from uncertainty around modelling the correlation structure among various CPI rates. Another source of risk may arise from the bid-offer spread of inflation-linked swaps.

The currency markets are exposed to model risk resulting from forward skew modelling and the impact of stochastic interest rate and correlation modelling for multi-asset instruments. Risk may also arise from market data, due to the existence of specific illiquid foreign exchange pairs.

The most important source of model risk for credit derivatives relates to the estimation of the correlation between the probabilities of default of different underlying issuers. For illiquid underlying issuers, the CDS spread may not be well defined.

Set forth below are the financial instruments at fair value whose measurement was based on internal models (Levels 2 and 3) at 31 December 2016, 2015 and 2014:

Millions of euros

	Fair values calculated using internal models at 31/12/16		Valuation techniques	Main assumptions
	Level 2	Level 3		
<b>ASSETS:</b>	<b>146,991</b>	<b>1,349</b>		
<b>Financial assets held for trading</b>	<b>83,587</b>	<b>341</b>		
Credit institutions	3,220	-	Present Value Method	Yield curves, FX market prices
Customers (a)	9,504	-	Present Value Method	Yield curves, FX market prices
Debt and equity instruments	798	40	Present Value Method	Yield curves, HPI, FX market prices
Derivatives	70,065	301		
Swaps	53,499	55	Present Value Method, Gaussian Copula (b)	Yield curves, FX market prices, Basis, Liquidity
Exchange rate options	524	2	Black-Scholes Model	Yield curves, Volatility surfaces, FX market prices, Liquidity
Interest rate options	5,349	173	Black's Model, Heath-Jarrow-Morton Model	Yield curves, Volatility surfaces, FX market prices, Liquidity, Correlation
Interest rate futures	1,447	-	Present Value Method	Yield curves, FX market prices
Index and securities options	1,725	26	Black-Scholes Model	Yield curves, Volatility surfaces, FX & EQ market prices, Dividends, Correlation, Liquidity, HPI
Other	7,521	45	Present Value Method, Monte Carlo simulation and other	Yield curves, Volatility surfaces, FX market prices, Other
<b>Hedging derivatives</b>	<b>10,134</b>	<b>27</b>		
Swaps	9,737	27	Present Value Method	FX market prices, Yield curves, Basis
Exchange rate options	-	-	Black-Scholes Model	FX market prices, Yield curves, Volatility surfaces
Interest rate options	13	-	Black's Model	FX market prices, Yield curves, Volatility surfaces
Other	384	-	N/A	N/A
<b>Financial assets designated at fair value through profit or loss</b>	<b>28,064</b>	<b>325</b>		
Credit institutions	10,069	-	Present Value Method	FX market prices, Yield curves
Customers (c)	17,521	74	Present Value Method	FX market prices, Yield curves, HPI
Debt and equity instruments	474	251	Present Value Method	FX market prices, Yield curves
<b>Financial assets available-for-sale</b>	<b>25,206</b>	<b>656</b>		
Debt and equity instruments	25,206	656	Present Value Method	FX market prices, Yield curves



Millions of euros

	Fair values calculated using internal models at 31/12/16		Valuation techniques	Main assumptions
	Level 2	Level 3		
<b>LIABILITIES:</b>	<b>136,835</b>	<b>86</b>		
<b>Financial liabilities held for trading</b>	<b>87,790</b>	<b>69</b>		
Central banks	1,351	-	Present Value Method	FX market prices, Yield curves
Credit institutions	44	-	Present Value Method	FX market prices, Yield curves
Customers	9,996	-	Present Value Method	FX market prices, Yield curves
Debt securities issues	-	-	Present Value Method	Yield curves, HPI, FX market prices
Derivatives	73,481	69		
<i>Swaps</i>	57,103	1	Present Value Method, Gaussian Copula (b)	FX market prices, Yield curves, Basis, Liquidity, HPI
<i>Exchange rate options</i>	413	-	Black-Scholes Model	FX market prices, Yield curves, Volatility surfaces, Liquidity
<i>Interest rate options</i>	6,485	21	Black's Model, Heath-Jarrow-Morton Model	FX market prices, Yield curves, Volatility surfaces, Liquidity, Correlation
<i>Index and securities options</i>	1,672	46	Black-Scholes Model	FX & EQ market prices, Yield curves, Volatility surfaces, Dividends, Correlation, Liquidity, HPI
<i>Interest rate and equity futures</i>	1,443	-	Present Value Method	FX & EQ market prices, Yield curves
<i>Other</i>	6,365	1	Present Value Method, Monte Carlo simulation and other	FX market prices, Yield curves, Volatility surfaces, Other
Short positions	2,918	-	Present Value Method	FX & EQ market prices, Yield curves
<b>Hedging derivatives</b>	<b>8,138</b>	<b>9</b>		
<i>Swaps</i>	6,676	9	Present Value Method	FX market prices, Yield curves, Basis
<i>Exchange rate options</i>	-	-	Black-Scholes Model	FX market prices, Yield curves
<i>Interest rate options</i>	10	-	Black's Model	FX market prices, Yield curves
<i>Other</i>	1,452	-	N/A	N/A
<b>Financial liabilities designated at fair value through profit or loss</b>	<b>40,255</b>	<b>8</b>	Present Value Method	FX market prices, Yield curves
<b>Liabilities under insurance contracts</b>	<b>652</b>	-	See Note 15	

Millions of euros

	Fair values calculated using internal models at				Valuation techniques
	31-12-15		31-12-14		
	Nivel 2	Nivel 3	Nivel 2	Nivel 3	
ASSETS:	155,233	2,481	147,965	2,587	
Financial assets held for trading	79,547	950	79,583	1,191	
Credit institutions	1,352	-	1,020	-	Present Value Method
Customers (a)	6,081	-	2,921	-	Present Value Method
Debt and equity instruments	650	43	1,768	85	Present Value Method
Derivatives	71,464	907	73,874	1,106	
Swaps	52,904	54	55,794	116	Present Value Method, Gaussian Copula (b)
Exchange rate options	1,005	-	1,000	-	Black-Scholes Model
Interest rate options	8,276	619	8,385	768	Black's Model, Heath-Jarrow-Morton Model
Interest rate futures	84	-	132	-	Present Value Method
Index and securities options	1,585	120	2,420	111	Black-Scholes Model
Other	7,610	114	6,143	111	Present Value Method, Monte Carlo simulation and other
Hedging derivatives	7,438	18	7,320	-	
Swaps	6,437	18	7,058	-	Present Value Method
Exchange rate options	-	-	40	-	Black-Scholes Model
Interest rate options	19	-	28	-	Black's Model
Other	982	-	194	-	N/A
Financial assets designated at fair value through profit or loss	41,285	514	38,323	680	
Credit institutions	26,403	-	28,592	-	Present Value Method
Customers (c)	14,213	81	8,892	78	Present Value Method
Debt and equity instruments	669	433	839	602	Present Value Method
Financial assets available-for-sale	26,963	999	22,739	716	
Debt and equity instruments	26,963	999	22,739	716	Present Value Method



Millions of euros

	Fair values calculated using internal models at				Valuation techniques
	31-12-15		31-12-14		
	Nivel 2	Nivel 3	Nivel 2	Nivel 3	
LIABILITIES:	151,768	324	161,890	552	
Financial liabilities held for trading	87,858	302	91,847	536	
Central banks	2,178	-	2,041	-	Present Value Method
Credit institutions	76	-	5,531	-	Present Value Method
Customers	9,187	-	5,544	-	Present Value Method
Debt securities issues	-	-	-	-	Present Value Method
Derivatives	74,893	302	76,644	536	
Swaps	55,055	1	56,586	49	Present Value Method, Gaussian Copula (b)
Exchange rate options	901	-	1,033	-	Black-Scholes Model
Interest rate options	9,240	194	9,816	294	Black's Model, Heath-Jarrow-Morton Model
Index and securities options	2,000	107	3,499	193	Black-Scholes Model
Interest rate and equity futures	101	-	165	-	Present Value Method
Other	7,596	-	5,545	-	Present Value Method, Monte Carlo simulation and other
Short positions	1,524	-	2,087	-	Present Value Method
Hedging derivatives	8,526	11	7,029	-	
Swaps	7,971	11	6,901	-	Present Value Method
Exchange rate options	-	-	2	-	Black-Scholes Model
Interest rate options	12	-	14	-	Black's Model
Other	543	-	112	-	N/A
Financial liabilities designated at fair value through profit or loss	54,757	11	62,301	16	Present Value Method
Liabilities under insurance contracts	627	-	713	-	See Note 15

a. Includes mainly short-term loans and reverse repurchase agreements with corporate customers (mainly brokerage and investment companies).

b. Includes credit risk derivatives with a net fair value of EUR - 1 million at 31 December 2016 (31 December 2015 and 2014: positive net fair value of EUR 46 million and EUR 83 million, respectively). These assets and liabilities are measured using the Standard Gaussian Copula Model.

c. Includes home mortgage loans to financial institutions in the UK (which are regulated and partly financed by the Government). The fair value of these loans was obtained using observable market variables, including current market transactions with similar amounts and collateral facilitated by the UK Housing Association. Since the Government is involved in these financial institutions, the credit risk spreads have remained stable and are homogeneous in this sector. The results arising from the valuation model are checked against current market transactions.

**Level 3 financial instruments**

Set forth below are the Group's main financial instruments measured using unobservable market data as significant inputs of the internal models (Level 3):

- Instruments in Santander UK's portfolio (loans, debt instruments and derivatives) linked to the House Price Index (HPI). Even if the valuation techniques used for these instruments may be the same as those used to value similar products (present value in the case of loans and debt instruments, and the Black-Scholes model for derivatives), the main factors used in the valuation of these instruments are the HPI spot rate, the growth and volatility thereof, and the mortality rates, which are not always observable in the market and, accordingly, these instruments are considered illiquid.
- HPI spot rate: for some instruments the NSA HPI spot rate, which is directly observable and published on a monthly basis, is used. For other instruments where regional HPI rates must be used (published quarterly), adjustments are made to reflect the different composition of the rates and adapt them to the regional composition of Santander UK's portfolio.
- HPI growth rate: this is not always directly observable in the market, especially for long maturities, and is estimated in accordance with existing quoted prices. To reflect the uncertainty implicit in these estimates, adjustments are made based on an analysis of the historical volatility of the HPI, incorporating reversion to the mean.
- HPI volatility: the long-term volatility is not directly observable in the market but is estimated on the basis of shorter-term quoted prices and by making an adjustment to reflect the existing uncertainty, based on the standard deviation of historical volatility over various time periods.
- Mortality rates: these are based on published official tables and adjusted to reflect the composition of the customer portfolio for this type of product at Santander UK.
- Illiquid CDOs and CLOs in the portfolio of the treasury unit in Madrid. These are measured by grouping together the securities by type of underlying (sector/country), payment hierarchy (prime, mezzanine, junior, etc.), and assuming forecast conditional prepayment rates (CPR) and default rates, adopting conservative criteria.
- Derivatives on baskets of shares. These are measured using advanced local and stochastic volatility models, through Monte Carlo simulations; the main unobservable input is the correlation between the prices of the shares in each basket in question.
- Callable interest rate Derivatives (Bermudan-style options) where the main unobservable input is mean reversion of interest rates.

In 2014 the Group reclassified to Level 3 the interest-rate derivatives with periodic call options and the options on baskets of listed shares. The reason for the reclassification was the greater significance in the fair value of the aforementioned financial instruments of the illiquidity in the inputs used (the mean reversion of interest rates and the correlations between the underlyings, respectively). These products relate almost exclusively to derivatives transactions performed as a service for the Group's customers.

During 2016, the Group carried out a review of its financial instruments valuation processes with the purpose of increasing the observability of certain inputs and parameters used in its valuation techniques. As a result of this review, it has started to contribute prices of interest rate derivatives with the option of a clear type of discount for EUR and USD and correlations between pairs of shares to services of consensus pricing, which has allowed to incorporate the inputs obtained directly or inferred from instrument prices, in their internal valuation processes. As a consequence, those non-observable inputs (the parameter of the reversion to the average of the interest rates and the correlations between shares, respectively) used in the valuation of interest rate derivatives with the option of cancelling type EUR and USD and derivatives on Stock baskets have become measurable and considered observable parameters, and therefore, these products have been reclassified from Level 3 to Level 2.

The measurements obtained using the internal models might have been different if other methods or assumptions had been used with respect to interest rate risk, to credit risk, market risk and foreign currency risk spreads, or to their related correlations and volatilities. Nevertheless, the Bank's directors consider that the fair value of the financial assets and liabilities recognised in the consolidated balance sheet and the gains and losses arising from these financial instruments are reasonable.

The net loss recognised in profit or loss in 2016 arising from models whose significant inputs are unobservable market data amounted EUR 60 million (2015 and 2014: EUR 28 million and a gain of EUR 302 million, respectively).

The table below shows the effect, at 31 December 2016 on the fair value of the main financial instruments classified as Level 3 of a reasonable change in the assumptions used in the valuation. This effect was determined by applying the probable valuation ranges of the main unobservable inputs detailed in the following table:



Portfolio / Instrument		Impacts (in millions of euros)				
(Level 3)	Valuation technique	Main unobservable inputs	Range	Weighted average	Unfavourable scenario	Favourable scenario
<b>Financial assets held for trading</b>						
Debt and equity instruments	Partial differential equations	Long-term volatility	27%-41%	40.37%	(0.01)	0.2
Derivatives	Present Value Method	Curves on TAB indices (*)	(a)	(a)	(1.7)	1.7
	Present Value Method, Modified Black-Scholes Model	HPI forward growth rate	0%-5%	2.79%	(34.8)	27.6
	Present Value Method, Modified Black-Scholes Model	HPI spot rate	n/a	747.48**	(10.4)	10.4
	Standard Gaussian Copula Model	Probability of default	0%-5%	2.71%	(0.8)	0.9
<b>Other financial assets designated at fair value through profit or loss</b>						
Customers	Probability-weighted set (per forecast mortality rates) of European HPI options, using the Black-Scholes model	HPI forward growth rate	0%-5%	2.84%	(8.0)	6.0
Debt and equity instruments	Probability-weighted set (per forecast mortality rates) of HPI forwards, using the present value model	HPI forward growth rate	0%-5%	2.79%	(39.7)	31.5
		HPI spot rate	n/a	747.48**	(21.3)	21.3
<b>Financial assets available-for-sale</b>						
Debt and equity instruments	Present Value Method and other	Default and prepayment rates, cost of capital, long-term earnings growth rate	a	a	-	-
<b>Financial liabilities held for trading</b>						
Derivatives	Present Value Method, Modified Black-Scholes Model	HPI forward growth rate	0%-5%	2.71%	(9.9)	11.7
	Present Value Method, Modified Black-Scholes Model	HPI spot rate	n/a	702.11**	(10.7)	10.9
	Present Value Method, Modified Black-Scholes Model	Curves on TAB indices (*)	a	a	-	-
<b>Hedging derivatives (liabilities)</b>	Advanced multi-factor interest rate models	Mean reversion of interest rates	0.0001-0.03	1.0%	-	-
<b>Financial liabilities designated at fair value through profit or loss</b>						
	-	-	-	-	b	b

\* TAB: "Tasa Activa Bancaria" (Active Bank Rate). Average interest rates on 30-, 90-, 180- and 360-day deposits published by the Chilean Association of Banks and Financial Institutions (ABIF) in nominal currency (Chilean peso) and in real terms, adjusted for inflation (in Chilean unit of account (Unidad de Fomento - UF)).

\*\* There are national and regional HPIs. The HPI spot value is the weighted average of the indices that correspond to the positions of each portfolio. The impact reported is in response to a 10% shift.

\*\*\* Theoretical average value of the parameter. The change made for the favourable scenario is from 0.0001 to 0.03. An unfavourable scenario was not considered as there was no margin for downward movement from the parameter's current level. The Group is also exposed, to a lesser extent, to this type of derivative in currencies other than the euro and, therefore, both the average and the range of the unobservable inputs are different. The impact in an unfavourable scenario would be losses of EUR 0.1 million.

a. The exercise was conducted for the unobservable inputs described in the Main unobservable inputs column under probable scenarios. The range and weighted average value used are not shown because the aforementioned exercise was conducted jointly for various inputs or variants thereof (e.g. the TAB input comprises vector-time curves, for which there are also nominal yield curves and inflation-indexed yield curves), and it was not possible to break down the results separately by type of input. In the case of the TAB curve the gain or loss is reported for changes of +/-100 b.p. for the total sensitivity to this index in Chilean pesos and UFs.

b. The Group calculates the potential effect on the valuation of each of these instruments on a joint basis, irrespective of whether their individual value is positive (asset) or negative (liability), and discloses the joint effect associated with the corresponding instruments classified on the asset side of the consolidated balance sheet.



Lastly, the changes in the financial instruments classified as Level 3 in 2016, 2015 and 2014 were as follows:

Millions of euros

	2015	Changes								2016
	Fair value calculated using internal models (Level 3)	Purchases	Sales	Issues	Settlements	Changes in fair value recognised in profit or loss	Changes in fair value recognised in equity	Level reclassifications	Other	Fair value calculated using internal models (Level 3)
<b>Financial assets held for trading</b>	<b>950</b>	-	(157)	-	-	52	-	(489)	(15)	<b>341</b>
Debt and equity instruments	43	-	(5)	-	-	3	-	-	(1)	40
Derivatives	907	-	(152)	-	-	49	-	(489)	(14)	301
Swaps	54	-	-	-	-	(3)	-	-	4	55
Exchange rate options	-	-	-	-	-	2	-	-	-	2
Interest rate options	619	-	(52)	-	-	39	-	(433)	-	173
Index and securities options	120	-	(30)	-	-	(3)	-	(56)	(5)	26
Other	114	-	(70)	-	-	14	-	-	(13)	45
<b>Hedging derivatives (assets)</b>	<b>18</b>	-	(4)	-	-	13	-	-	-	<b>27</b>
Swaps	18	-	(4)	-	-	13	-	-	-	27
<b>Financial assets designated at fair value through profit or loss</b>	<b>514</b>	-	(7)	-	(104)	6	-	(2)	(82)	<b>325</b>
Loans and advances to customers	81	-	-	-	-	5	-	-	(12)	74
Debt instruments	283	-	(7)	-	-	1	-	-	(40)	237
Equity instruments	150	-	-	-	(104)	-	-	(2)	(30)	14
<b>Financial assets available-for-sale</b>	<b>999</b>	<b>37</b>	<b>(263)</b>	-	<b>(28)</b>	-	<b>(11)</b>	<b>(29)</b>	<b>(49)</b>	<b>656</b>
<b>Total assets</b>	<b>2,481</b>	<b>37</b>	<b>(431)</b>	-	<b>(132)</b>	<b>71</b>	<b>(11)</b>	<b>(520)</b>	<b>(146)</b>	<b>1,349</b>
<b>Financial liabilities held for trading</b>	<b>302</b>	-	(34)	-	-	10	-	(199)	(10)	<b>69</b>
Derivatives	302	-	(34)	-	-	10	-	(199)	(10)	69
Swaps	1	-	-	-	-	-	-	-	-	1
Interest rate options	194	-	(19)	-	-	1	-	(155)	-	21
Index and securities options	107	-	(15)	-	-	8	-	(44)	(10)	46
Other	-	-	-	-	-	1	-	-	-	1
<b>Hedging derivatives (Liabilities)</b>	<b>11</b>	-	(3)	-	-	1	-	-	-	<b>9</b>
Swaps	11	-	(3)	-	-	1	-	-	-	9
<b>Financial liabilities designated at fair value through profit or loss</b>	<b>11</b>	-	-	-	-	-	-	-	(3)	<b>8</b>
<b>Total liabilities</b>	<b>324</b>	-	<b>(37)</b>	-	-	<b>11</b>	-	<b>(199)</b>	<b>(13)</b>	<b>86</b>



Millions of euros

	2014	Changes								2015
	Fair value calculated using internal models (Level 3)	Purchases	Sales	Issues	Settlements	Changes in fair value recognised in profit or loss	Changes in fair value recognised in equity	Level reclassifications	Other	Fair value calculated using internal models (Level 3)
<b>Financial assets held for trading</b>	<b>1,191</b>	-	<b>(272)</b>	-	-	<b>24</b>	-	<b>(2)</b>	<b>9</b>	<b>950</b>
Debt and equity instruments	85	-	(38)	-	-	(3)	-	(2)	1	43
Derivatives	1,106	-	(234)	-	-	27	-	-	8	907
Swaps	116	-	(63)	-	-	2	-	-	(1)	54
Interest rate options	768	-	(119)	-	-	(28)	-	-	(2)	619
Index and securities options	111	-	(45)	-	-	51	-	-	3	120
Other	111	-	(7)	-	-	2	-	-	8	114
<b>Hedging derivatives (assets)</b>	-	-	-	-	-	<b>1</b>	-	<b>17</b>	-	<b>18</b>
Swaps	-	-	-	-	-	1	-	17	-	18
<b>Financial assets designated at fair value through profit or loss</b>	<b>680</b>	<b>7</b>	<b>(47)</b>	-	-	<b>(64)</b>	-	-	<b>(62)</b>	<b>514</b>
Loans and advances to customers	78	-	(5)	-	-	2	-	-	6	81
Debt instruments and equity instruments	602	7	(42)	-	-	(66)	-	-	(68)	433
<b>Financial assets available-for-sale</b>	<b>716</b>	<b>18</b>	<b>(75)</b>	-	<b>(72)</b>	-	<b>271</b>	<b>139</b>	<b>2</b>	<b>999</b>
<b>Total assets</b>	<b>2,587</b>	<b>25</b>	<b>(394)</b>	-	<b>(72)</b>	<b>(39)</b>	<b>271</b>	<b>154</b>	<b>(51)</b>	<b>2,481</b>
<b>Financial liabilities held for trading</b>	<b>536</b>	<b>4</b>	<b>(230)</b>	-	-	<b>(15)</b>	-	-	<b>7</b>	<b>302</b>
Derivatives	536	4	(230)	-	-	(15)	-	-	7	302
Swaps	49	-	(47)	-	-	(1)	-	-	-	1
Interest rate options	294	-	(71)	-	-	(30)	-	-	1	194
Index and securities options	193	4	(112)	-	-	16	-	-	6	107
<b>Hedging derivatives (Liabilities)</b>	-	-	<b>(16)</b>	-	-	<b>8</b>	-	<b>5</b>	<b>14</b>	<b>11</b>
Swaps	-	-	(16)	-	-	8	-	5	14	11
<b>Financial liabilities designated at fair value through profit or loss</b>	<b>16</b>	-	<b>(9)</b>	-	-	<b>(4)</b>	-	-	<b>8</b>	<b>11</b>
<b>Total liabilities</b>	<b>552</b>	<b>4</b>	<b>(255)</b>	-	-	<b>(11)</b>	-	<b>5</b>	<b>29</b>	<b>324</b>

Millions of euros

	2013	Changes								2014
	Fair value calculated using internal models (Level 3)	Purchases	Sales	Issues	Settlements	Changes in fair value recognised in profit or loss	Changes in fair value recognised in equity	Level reclassifications	Other	Fair value calculated using internal models (Level 3)
<b>Financial assets held for trading</b>	<b>282</b>	<b>182</b>	<b>(14)</b>	-	-	<b>167</b>	-	<b>575</b>	<b>(1)</b>	<b>1,191</b>
Debt and equity instruments	50	4	(1)	-	-	-	-	32	-	85
Derivatives	232	178	(13)	-	-	167	-	543	(1)	1,106
Swaps	56	-	(2)	-	-	(14)	-	52	24	116
Exchange rate options	16	-	-	-	-	-	-	-	(16)	-
Interest rate options	-	162	(5)	-	-	257	-	359	(5)	768
Index and securities options	56	16	-	-	-	(100)	-	132	7	111
Other	104	-	(6)	-	-	24	-	-	(11)	111
<b>Financial assets designated at fair value through profit or loss</b>	<b>510</b>	<b>37</b>	<b>(5)</b>	-	-	<b>61</b>	-	<b>90</b>	<b>(13)</b>	<b>680</b>
Loans and advances to customers	61	-	(5)	-	-	18	-	-	4	78
Debt instruments and equity instruments	449	37	-	-	-	43	-	90	(17)	602
<b>Financial assets available-for-sale</b>	<b>715</b>	<b>35</b>	<b>(55)</b>	-	<b>(36)</b>	-	<b>(35)</b>	<b>78</b>	<b>14</b>	<b>716</b>
<b>Total assets</b>	<b>1,507</b>	<b>254</b>	<b>(74)</b>	-	<b>(36)</b>	<b>228</b>	<b>(35)</b>	<b>743</b>	-	<b>2,587</b>
<b>Financial liabilities held for trading</b>	<b>60</b>	<b>48</b>	<b>(6)</b>	-	-	<b>(73)</b>	-	<b>503</b>	<b>4</b>	<b>536</b>
Derivatives	60	48	(6)	-	-	(73)	-	503	4	536
Swaps	2	-	-	-	-	-	-	47	-	49
Interest rate options	-	41	-	-	-	56	-	197	-	294
Index and securities options	-	7	(6)	-	-	(128)	-	259	61	193
<b>Other</b>	<b>58</b>	-	-	-	-	<b>(1)</b>	-	-	<b>(57)</b>	-
<b>Financial liabilities designated at fair value through profit or loss</b>	<b>45</b>	-	<b>(26)</b>	-	-	<b>(1)</b>	-	-	<b>(2)</b>	<b>16</b>
<b>Total liabilities</b>	<b>105</b>	<b>48</b>	<b>(32)</b>	-	-	<b>(74)</b>	-	<b>503</b>	<b>2</b>	<b>552</b>

#### iv. Recognition of fair value changes

As a general rule, changes in the carrying amount of financial assets and liabilities are recognised in the consolidated income statement. A distinction is made between the changes resulting from the accrual of interest and similar items, which are recognised under Interest income or Interest expense, as appropriate, and those arising for other reasons, which are recognised at their net amount under Gains/losses on financial assets and liabilities.

Adjustments due to changes in fair value arising from:

- Financial assets available-for-sale are recognised temporarily under Items that may be reclassified to profit or loss - Financial assets available-for-sale, unless they relate to exchange differences, in which case they are recognised in Other comprehensive income under Items that may be reclassified to profit or loss - Exchange differences (net), or to exchange differences arising on monetary financial assets, in which case they are recognised in Exchange differences (net) in the consolidated income statement.
- Items charged or credited to Items that may be reclassified to profit or loss - Financial assets available-for-sale and Other comprehensive income - Items that may be reclassified to profit or loss - Exchange differences in equity remain in the Group's consolidated equity until the asset giving rise to them is impaired or derecognised, at which time they are recognised in the consolidated income statement.
- Unrealised gains on Financial assets available-for-sale classified as Non-current assets held for sale because they form part of a disposal group or a discontinued operation are recognised in Other comprehensive income under Items that may be reclassified to profit or loss - Non-current assets held for sale.



## v. Hedging transactions

The consolidated entities use financial derivatives for the following purposes: i) to facilitate these instruments to customers who request them in the management of their market and credit risks; ii) to use these derivatives in the management of the risks of the Group entities' own positions and assets and liabilities (hedging derivatives); and iii) to obtain gains from changes in the prices of these derivatives (derivatives).

Financial derivatives that do not qualify for hedge accounting are treated for accounting purposes as trading derivatives.

A derivative qualifies for hedge accounting if all the following conditions are met:

1. The derivative hedges one of the following three types of exposure:

- a. Changes in the fair value of assets and liabilities due to fluctuations, among others, in the interest rate and/or exchange rate to which the position or balance to be hedged is subject (fair value hedge);
- b. Changes in the estimated cash flows arising from financial assets and liabilities, commitments and highly probable forecast transactions (cash flow hedge);
- c. The net investment in a foreign operation (hedge of a net investment in a foreign operation).

2. It is effective in offsetting exposure inherent in the hedged item or position throughout the expected term of the hedge, which means that:

- a. At the date of arrangement the hedge is expected, under normal conditions, to be highly effective (prospective effectiveness).
- b. There is sufficient evidence that the hedge was actually effective during the whole life of the hedged item or position (retrospective effectiveness). To this end, the Group checks that the results of the hedge were within a range of 80% to 125% of the results of the hedged item.

3. There must be adequate documentation evidencing the specific designation of the financial derivative to hedge certain balances or transactions and how this hedge was expected to be achieved and measured, provided that this is consistent with the Group's management of own risks.

The changes in value of financial instruments qualifying for hedge accounting are recognised as follows:

- a. In fair value hedges, the gains or losses arising on both the hedging instruments and the hedged items attributable to the type of risk being hedged are recognised directly in the consolidated income statement.

In fair value hedges of interest rate risk on a portfolio of financial instruments, the gains or losses that arise on measuring the hedging instruments are recognised directly in the consolidated income statement, whereas the gains or losses due to changes in the fair value of the hedged amount (attributable to the hedged risk) are recognised in the consolidated income statement with a balancing entry under Changes in the fair value of hedged items in portfolio hedges of interest rate risk on the asset or liability side of the balance sheet, as appropriate.

- b. In cash flow hedges, the effective portion of the change in value of the hedging instrument is recognised temporarily in Other comprehensive income - under Items that may be reclassified to profit or loss - Hedging derivatives - Cash flow hedges (effective portion) until the forecast transactions occur, when it is recognised in the consolidated income statement, unless, if the forecast transactions result in the recognition of non-financial assets or liabilities, it is included in the cost of the non-financial asset or liability.

- c. In hedges of a net investment in a foreign operation, the gains or losses attributable to the portion of the hedging instruments qualifying as an effective hedge are recognised temporarily in Other comprehensive income under Items that may be reclassified to profit or loss - Hedges of net investments in foreign operations until the gains or losses on the hedged item are recognised in profit or loss.

- d. The ineffective portion of the gains or losses on the hedging instruments of cash flow hedges and hedges of a net investment in a foreign operation is recognised directly under Gains/losses on financial assets and liabilities (net) in the consolidated income statement, in Gains or losses from hedge accounting, net

If a derivative designated as a hedge no longer meets the requirements described above due to expiration, ineffectiveness or for any other reason, the derivative is classified for accounting purposes as a trading derivative.

When fair value hedge accounting is discontinued, the adjustments previously recognised on the hedged item are amortised to profit or loss at the effective interest rate recalculated at the date of hedge discontinuation. The adjustments must be fully amortised at maturity.

When cash flow hedge accounting is discontinued, any cumulative gain or loss on the hedging instrument recognised in equity under other comprehensive income - Items that may be reclassified to profit or loss (from the period when the hedge was effective) remains in this equity item until the forecast transaction occurs, at which time it is recognised in profit or loss, unless the transaction is no longer expected to occur, in which case the cumulative gain or loss is recognised immediately in profit or loss.

**vi. Derivatives embedded in hybrid financial instruments**

Derivatives embedded in other financial instruments or in other host contracts are accounted for separately as derivatives if their risks and characteristics are not closely related to those of the host contracts, provided that the host contracts are not classified as financial assets/liabilities designated at fair value through profit or loss or as Financial assets/liabilities held for trading.

**e) Derecognition of financial assets and liabilities**

The accounting treatment of transfers of financial assets depends on the extent to which the risks and rewards associated with the transferred assets are transferred to third parties:

1. If the Group transfers substantially all the risks and rewards to third parties unconditional sale of financial assets, sale of financial assets under an agreement to repurchase them at their fair value at the date of repurchase, sale of financial assets with a purchased call option or written put option that is deeply out of the money, securitisation of assets in which the transferor does not retain a subordinated debt or grant any credit enhancement to the new holders, and other similar cases-, the transferred financial asset is derecognised and any rights or obligations retained or created in the transfer are recognised simultaneously.
2. If the Group retains substantially all the risks and rewards associated with the transferred financial asset -sale of financial assets under an agreement to repurchase them at a fixed price or at the sale price plus interest, a securities lending agreement in which the borrower undertakes to return the same or similar assets, and other similar cases-, the transferred financial asset is not derecognised and continues to be measured by the same criteria as those used before the transfer. However, the following items are recognised:
  - a. An associated financial liability, which is recognised for an amount equal to the consideration received and is subsequently measured at amortised cost, unless it meets the requirements for classification under Financial liabilities designated at fair value through profit or loss.
  - b. The income from the transferred financial asset not derecognised and any expense incurred on the new financial liability, without offsetting.
3. If the Group neither transfers nor retains substantially all the risks and rewards associated with the transferred financial asset -sale of financial assets with a purchased call option or written put option that is not deeply in or out of the money, securitisation of assets in which the transferor retains a subordinated debt or other type of credit enhancement for a portion of the transferred asset, and other similar cases- the following distinction is made:
  - a. If the transferor does not retain control of the transferred financial asset, the asset is derecognised and any rights or obligations retained or created in the transfer are recognised.
  - b. If the transferor retains control of the transferred financial asset, it continues to recognise it for an amount equal to its exposure to changes in value and recognises a financial liability associated with the transferred financial asset. The net carrying amount of the transferred asset and the associated liability is the amortised cost of the rights and obligations retained, if the transferred asset is measured at amortised cost, or the fair value of the rights and obligations retained, if the transferred asset is measured at fair value.

Accordingly, financial assets are only derecognised when the rights to the cash flows they generate have expired or when substantially all the inherent risks and rewards have been transferred to third parties. Similarly, financial liabilities are only derecognised when the obligations they generate have been extinguished or when they are acquired with the intention either to cancel them or to resell them.

**f) Offsetting of financial instruments**

Financial asset and liability balances are offset, i.e. reported in the consolidated balance sheet at their net amount, only if the Group entities currently have a legally enforceable right to set off the recognised amounts and intend either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Following is the detail of financial assets and liabilities that were offset in the consolidated balance sheets as at 31 December 2016, 2015 and 2014:

31 December 2016  
Millions of euros

Assets	Gross amount of financial assets	Gross amount of financial liabilities offset in the balance sheet	Net amount of financial assets presented in the balance sheet
Derivatives	127,679	(45,259)	82,420
Reverse repurchase agreements	53,159	(2,213)	50,946
<b>Total</b>	<b>180,838</b>	<b>(47,472)</b>	<b>133,366</b>

31 December 2015  
Millions of euros

Assets	Gross amount of financial assets	Gross amount of financial liabilities offset in the balance sheet	Net amount of financial assets presented in the balance sheet
Derivatives	127,017	(42,566)	84,451
Reverse repurchase agreements	59,158	(2,066)	57,092
<b>Total</b>	<b>186,175</b>	<b>(44,632)</b>	<b>141,543</b>

31 December 2014  
Millions of euros

Assets	Gross amount of financial assets	Gross amount of financial liabilities offset in the balance sheet	Net amount of financial assets presented in the balance sheet
Derivatives	128,076	(43,872)	84,204
Reverse repurchase agreements	57,882	(7,064)	50,818
<b>Total</b>	<b>185,958</b>	<b>(50,936)</b>	<b>135,022</b>



31 December 2016  
Millions of euros

Liabilities	Gross amount of financial liabilities	Gross amount of financial assets offset in the balance sheet	Net amount of financial liabilities presented in the balance sheet
Derivatives	127,784	(45,259)	82,525
Repurchase agreements	82,543	(2,213)	80,330
<b>Total</b>	<b>210,327</b>	<b>(47,472)</b>	<b>162,855</b>

31 December 2015  
Millions of euros

Liabilities	Gross amount of financial liabilities	Gross amount of financial assets offset in the balance sheet	Net amount of financial liabilities presented in the balance sheet
Derivatives	127,917	(42,566)	85,351
Repurchase agreements	97,169	(2,066)	95,103
<b>Total</b>	<b>225,086</b>	<b>(44,632)</b>	<b>180,454</b>

31 December 2014  
Millions of euros

Liabilities	Gross amount of financial liabilities	Gross amount of financial assets offset in the balance sheet	Net amount of financial liabilities presented in the balance sheet
Derivatives	130,175	(43,872)	86,303
Repurchase agreements	113,075	(7,064)	106,011
<b>Total</b>	<b>243,250</b>	<b>(50,936)</b>	<b>192,314</b>

Also, the Group has offset other items amounting to EUR 1,742 million (31 December 2015 and 2014: EUR 2,036 million and EUR 2,084 million, respectively).

At 31 December 2016 the balance sheet shows the amounts EUR 110,445 million on derivatives and repos as assets and EUR 137,097 million on derivatives and repos as liabilities that are subject to netting and collateral arrangements.

## g) Impairment of financial assets

### i. Definition

A financial asset is considered to be impaired -and therefore its carrying amount is adjusted to reflect the effect of impairment- when there is objective evidence that events have occurred which:

- In the case of debt instruments (loans and debt securities), give rise to an adverse impact on the future cash flows that were estimated at the transaction date.
- In the case of equity instruments, mean that their carrying amount may not be fully recovered.

As a general rule, the adjustment of the value of the impaired financial instruments is charged to the consolidated income statement for the period in which the impairment becomes evident, and the reversal, if any, of previously recognised impairment loss is recognised in the consolidated income statement for the period in which the impairment is reversed or reduced.

Transactions classified as non-performing due to arrears are reclassified as standard if, as a result of the collection of a portion or the sum of the unpaid instalments, the reasons for classifying such transactions as non-performing cease to exist, i.e. they no longer have any amount more than 90 days past due, unless other subjective reasons remain for classifying them as non-performing. The refinancing of non-performing loans does not result in their reclassification to standard unless: the period of one year has elapsed since the refinancing date, the holder has paid the accrued principal and interest accounts, and the customer has no other operation with overdue amounts of more than 90 days.

The following constitute effective guarantees:

- Mortgage guarantees on housing as long as they are first duly constituted and registered in favor of the entity; the properties include:
  - Buildings and building elements, distinguishing among:
    - Houses;
    - Offices commercial and multi-purpose premises;
    - Rest of buildings such as non-multi-purpose premises and hotels.
  - Urban and developable ordered land.
  - Rest of properties that classified in: buildings and building elements under construction, such as property development in progress and halted development, and the rest of land types, such as rustic lands.
- Collateral guarantees on financial instruments in the form of cash deposits and debt securities issued by creditworthy issuers.
- Other types real guarantees, including properties received in guarantee and second and subsequent mortgages on properties, as long as the entity demonstrates its effectiveness. When assessing the effectiveness of the second and subsequent mortgages on properties the entity will implement particularly restrictive criteria. It will take into account, among others, whether the previous charges are in favour of the entity itself or not and the relationship between the risk guaranteed by them and the property value.
- Personal guarantees, as well as the incorporation of new owners, covering the entire amount of the transaction and implying direct and joint liability to the entity of persons other entities whose solvency is sufficiently proven to ensure the reimbursement of the operation on the agreed terms.

The balances relating to impaired assets continue to be recognised on the balance sheet, for their full amounts, until the Group considers that the recovery of those amounts is remote.

The Group considers recovery to be remote when there has been a substantial and irreversible deterioration of the borrower's solvency, when commencement of the liquidation phase of insolvency proceedings has been ordered or when more than four years have elapsed since the borrower's transaction was classified as non-performing due to arrears.

When the recovery of a financial asset is considered remote, it is written off, together with the related allowance, without prejudice to any actions that the consolidated entities may initiate to seek collection until their contractual rights are extinguished due to expiry of the statute-of-limitations period, forgiveness or any other cause.

## ii. Debt instruments carried at amortised cost

The Group has certain policies, methods and procedures for covering its credit risk arising both from insolvency allocable to counterparties and from country risk. These policies, methods and procedures are applied in the granting, examination and documentation of debt instruments and contingent liabilities as well as commitments, and in the identification of their impairment and the calculation of the amounts required to cover the related credit risk.

Impairment losses allowances on debt instruments carried at amortised cost represent the best management estimate of the incurred losses in such portfolio at closing date, both individually and collectively considered. For the purpose of determining impairment losses, the Group monitors its debtors as described below:

- Individually: Significant debt instruments where impairment evidence exists. Consequently, this category includes mainly wholesale banking clients – Corporations, Earmarked Funding and Financial Institutions- as well as part of the larger Companies – Chartered- and developers from retail banking.

At balance sheet date, the group assesses on whether a debt instrument or a Group is impaired. A specific analysis is performed for all debtors monitored individually that have undergone an event such as:

- Operations with amounts of capital, interests or expenditures agreed contractually, past-due by more than 90 days.
- Significantly inadequate economic or financial structure, or inability to obtain additional owner financing.
- Generalised delay in payments or insufficient cash flows to cover debts.
- The lender, for economic or legal reasons related to the borrower's financial difficulties, grants the borrower concessions or advantages that otherwise would not have been granted.
- The borrower enters a bankruptcy situation or in any other situation of financial reorganisation.

In these situations, an assessment is performed on the estimated future cash flows in connection with the relevant asset, discounted the original effective interest rate of the loan granted. The result is compared with the carrying value of the asset. The differences between the carrying value of the operation and the discounted value of the cash flow estimate will be analysed and recognised as a specific provision for impairment loss.

- Collectively, in all other cases: clients considered by the Group as "standardized", grouping those instruments with similar credit risk features, that may indicate the debtor's ability to pay all the amounts, capital and interests, according to the contractual terms. Credit risk features that are taken into account when grouping assets are, among others: type of instrument, debtors activity sector, geographical area of the activity, type of guarantee, maturity of the amounts due and any other factor that may be significant for the estimation of the future cash flows. Within this category are included, for example, risks with individuals, individual entrepreneurs, non-chartered retail banking companies, as well as those due to their amounts could be individualized but an impairment does not exist.

The collective provisions for impairment are subject to uncertainties in their estimation due, in part, to the difficult identification of losses since they individually appear insignificant within the portfolio. The estimation methods include the use of statistical analyses of historical information. These are supplemented by the application of significant judgments by the management, with the objective of evaluating if the current economic and credit conditions are such that the level of losses incurred is expected to be higher or less than that which results from experience.

When the most recent trends related to portfolio risk factors are not fully reflected in statistical models as a result of changes in economic, regulatory and social conditions, these factors are taken into account by adjusting impairment provisions based on experience of other historical losses. On these estimates the Group performs retrospective and comparative tests with market references to evaluate the reasonableness of the collective calculation.

The Group's internal models determine impairment losses on debt instruments not measured at fair value with changes in the income statement, as well as contingent risks, taking into account the historical experience of impairment and other circumstances Known at the time of the evaluation. For these purposes, impairment losses are the losses incurred at the date of preparation of the consolidated annual accounts calculated using statistical procedures.

The amount of an impairment loss incurred on these instruments is equal to the difference between their carrying amount and the present value of their estimated future cash flows. In estimating the future cash flows of debt instruments the following factors are taken into account:

- All the amounts that are expected to be obtained over the remaining life of the instrument, including, where appropriate, those which may result from the collateral provided for the instrument (less the costs for obtaining and subsequently selling the collateral). The impairment loss takes into account the likelihood of collecting accrued past-due interest receivable;





- The various types of risks to which each instrument is subject; and
- The circumstances in which collections will foreseeably be made.

These cash flows are subsequently discounted using the instrument's effective interest rate (if its contractual rate is fixed) or the effective contractual rate at the discount date (if it is variable).

The loss incurred is calculated by multiplying three factors: exposure at default, probability of default and loss given default. These parameters are also used to calculate economic capital and to calculate BIS II regulatory capital under internal models (see Note 1.e).

- Exposure at default (EAD) is the amount of risk exposure at the date of default by the counterparty.
- Probability of default (PD) is the probability of the counterparty failing to meet its principal and/or interest payment obligations. The probability of default is associated with the rating/scoring of each counterparty/transaction.

For the purpose of calculating the incurred loss, PD is measured using a time horizon of one year; i.e. it quantifies the probability of the counterparty defaulting in the coming year due to an event that had already occurred at the assessment date. The definition of default used includes amounts past due by 90 days or more and cases in which there is no default but there are doubts as to the solvency of the counterparty (subjective non-performing assets).

- Severity: is the loss produced in case of impairment. It mainly depends on the update of the guarantees associated with the operation and the future flows that are expected to be recovered.

Loss given default (LGD) is the loss arising in the event of default. It depends mainly on the discounting of the guarantees associated with the transaction and the future flows that are expected to be recovered.

In addition, in order to determine the coverage of impairment losses on debt instruments measured at amortised cost, the Group considers the risk that exists in counterparties resident in a given country due to circumstances other than the usual commercial risk (sovereign risk, transfer risk or risks arising from international financial activity).

The debt instruments measured at amortised cost and classified as doubtful are divided, according to the criteria indicated in the following sections:

i. Assets classified as non-performing due to counterparty arrears:

Debt instruments, whoever the obligor and whatever the guarantee or collateral, with amounts more than 90 days past due are provisioned individually, taking into account the age of the past-due amounts, the guarantees or collateral provided and the financial situation of the counterparty and the guarantors.

ii. Assets classified as non-performing for reasons other than counterparty arrears:

Debt instruments which are not classifiable as non-performing due to arrears but for which there are reasonable doubts as to their repayment under the contractual terms are provisioned individually, and their allowance is the difference between the amount recognised in assets and the present value of the cash flows expected to be received.

This information is given in more detail in Note 54.c (Credit risk).

#### **h) Repurchase agreements and reverse repurchase agreements**

Purchases (sales) of financial instruments under a non-optional resale (repurchase) agreement at a fixed price (repos) are recognised in the consolidated balance sheet as financing granted (received), based on the nature of the debtor (creditor), under Loans and advances with central banks, Loans and advances to credit institutions or Loans and advances to customers (Deposits from central banks, Deposits from credit institutions or Customer deposits).

Differences between the purchase and sale prices are recognised as interest over the contract term.

#### **i) Non-current assets and Liabilities associated with non-current assets held for sale**

Non-current assets held for sale includes the carrying amount of individual items, disposal groups or items forming part of a business unit earmarked for disposal (discontinued operations), whose sale in their present condition is highly likely to be completed within one year from the reporting date. Therefore, the recovery of the carrying amount of these items -which can be of a financial nature or otherwise- will foreseeably be effected through the proceeds from their disposal.

Specifically, property or other non-current assets received by the consolidated entities as total or partial settlement of their debtors' payment obligations to them are deemed to be Non-current assets held for sale, unless the consolidated entities have decided to make continuing use of these assets. In this connection, for the purpose of its consideration in the initial recognition of these assets, the Group obtains, at the foreclosure date, the fair value of the related asset through a request for appraisal by external appraisal agencies.

The Group has in place a corporate policy that ensures the professional competence and the independence and objectivity of the external appraisal agencies, in accordance with the regulations, which require appraisal agencies to meet independence, neutrality and credibility requirements, so that the use of their estimates does not reduce the reliability of its valuations. This policy establishes that all the appraisal companies and agencies with which the Group works in Spain should be registered in the Official Register of the Bank of Spain and that the appraisals performed by them should follow the methodology established in Ministry of Economy Order ECO/805/2003, of 27 March. The main appraisal companies and agencies with which the Group worked in Spain in 2016 are as follows: Eurovaloraciones, S.A., Ibertasa, S.A., Tinsa Tasaciones Inmobiliarias,



S.A.U., Tasaciones Hipotecarias Renta, S.A., Krata, S.A. and Compañía Hispania de Tasaciones y Valoraciones, S.A. Also, this policy establishes that the various subsidiaries abroad work with appraisal companies that have recent experience in the area and the type of asset under appraisal and meet the independence requirements established in the corporate policy. They should verify, inter alia, that the appraisal company is not a party related to the Group and that its billings to the Group in the last twelve months do not exceed 15% of the appraisal company's total billings.

Liabilities associated with non-current assets held for sale includes the balances payable arising from the assets held for sale or disposal groups and from discontinued operations.

Non-current assets and disposal groups of items that have been classified as held for sale are generally recognised at the date of their allocation to this category and are subsequently valued at the lower of their fair value less costs to sell and its book value. Non-current assets and disposal groups of items that are classified as held for sale are not amortised as long as they remain in this category.

At 31 December 2016 the fair value less costs to sell of non-current assets held for sale exceeded their carrying amount by EUR 627 million; however, in accordance with the accounting standards, this unrealised gain could not be recognised.

The valuation of the portfolio of non-current assets held for sale has been made in compliance with the requirements of the International Financial Reporting Standards in relation to the estimate of the fair value of tangible assets and the value-in-use of financial assets.

The value of the portfolio is determined as the sum of the values of the individual elements that compose the portfolio, without considering any total or batch grouping in order to correct the individual values.

In the case of real estate assets awarded in Spain, which represent 87.1% of the Group's total Non-Current assets held for sale, the valuation of the portfolio is carried out basically applying the following models:

- Market Value Model used in the valuation of finished residential properties (housing and parkings) and buildings of a tertiary nature (offices, commercial premises and multipurpose buildings). The current market value of real estate is based on statistical valuations obtained by historical series of average market values (sales prices), distinguishing by location and typology of the property. In addition, for individual significant assets, complete individual valuations are performed. Valuations made using this method are considered as Level 2.
- Market Value Model according to the Evolution of Market Values issued in the valuation of property developments in progress. The current market value of the properties is estimated on the basis of complete individual static valuations of third parties, calculated from the values of feasibility studies and development costs of the promotion, as well as selling expenses, distinguishing by location and typology of the property. The valuation of real estate assets under construction is made considering the current situation of the property and not considering the final value of the property. Valuations made using this method are considered as Level 3.

- Market Value Model according to the Statistical Evolution of Soil Values (Methodology used in the valuation of soils). A statistical update method is used, taking as reference the indexes published by the Ministry of Development applied to the latest individual valuations (appraisals) carried out by independent valuation companies and agencies. Valuations made using this method are considered as Level 2.

In addition, in relation to the previously mentioned valuations, less selling costs, are contrasted with the sales experience of each type of asset in order to confirm that there is no significant difference between the sale price and the valuation.

Impairment losses on an asset or disposal group arising from a reduction in its carrying amount to its fair value (less costs to sell) are recognised under Gains or (losses) on non-current assets held for sale not classified as discontinued operations in the consolidated income statement. The gains on a non-current asset held for sale resulting from subsequent increases in fair value (less costs to sell) increase its carrying amount and are recognised in the consolidated income statement up to an amount equal to the impairment losses previously recognised.

#### j) Reinsurance assets and liabilities under insurance contracts

Insurance contracts involve the transfer of a certain quantifiable risk in exchange for a periodic or one-off premium. The effects on the Group's cash flows will arise from a deviation in the payments forecast and/or an insufficiency in the premium set.

The Group controls its insurance risk as follows:

- By applying a strict methodology in the launch of products and in the assignment of value thereto.
- By using deterministic and stochastic actuarial models for measuring commitments.
- By using reinsurance as a risk mitigation technique as part of the credit quality guidelines in line with the Group's general risk policy.
- By establishing an operating framework for credit risks.
- By actively managing asset and liability matching.
- By applying security measures in processes.

Reinsurance assets includes the amounts that the consolidated entities are entitled to receive for reinsurance contracts with third parties and, specifically, the reinsurer's share of the technical provisions recorded by the consolidated insurance entities.

At least once a year these assets are reviewed to ascertain whether they are impaired (i.e. there is objective evidence, as a result of an event that occurred after initial recognition of the reinsurance asset, that the Group may not receive all amounts due to it under the terms of the contract and the amount that will not be received can be reliably measured), and any impairment loss is recognised in the consolidated income statement and the assets are written down.



Liabilities under insurance contracts includes the technical provisions recorded by the consolidated entities to cover claims arising from insurance contracts in force at year-end.

Insurers' results relating to their insurance business are recognised, according to their nature, under the related consolidated income statement items.

In accordance with standard accounting practice in the insurance industry, the consolidated insurance entities credit to the income statement the amounts of the premiums written and charge to income the cost of the claims incurred on final settlement thereof. Insurance entities are therefore required to accrue at period-end the unearned revenues credited to their income statements and the accrued costs not charged to income.

At least at each reporting date the Group assesses whether the insurance contract liabilities recognised in the consolidated balance sheet are adequate. For this purpose, it calculates the difference between the following amounts:

- Current estimates of future cash flows under the insurance contracts of the consolidated entities. These estimates include all contractual cash flows and any related cash flows, such as claims handling costs; and
- The carrying amount recognised in the consolidated balance sheet of its insurance contract liabilities (see Note 15), less any related deferred acquisition costs or related intangible assets, such as the amount paid to acquire, in the event of purchase by the entity, the economic rights held by a broker deriving from policies in the entity's portfolio.

If the calculation results in a positive amount, this deficiency is charged to the consolidated income statement. When unrealised gains or losses on assets of the Group's insurance companies affect the measurement of liabilities under insurance contracts and/or the related deferred acquisition costs and/or the related intangible assets, these gains or losses are recognised directly in equity. The corresponding adjustment in the liabilities under insurance contracts (or in the deferred acquisition costs or in intangible assets) is also recognised in equity.

The most significant items forming part of the technical provisions (see Note 15) are detailed below:

- Non-life insurance provisions:
  - i) Provision for unearned premiums: relates to the portion of the premiums received at year-end that is allocable to the period from the reporting date to the end of the policy cover period.
  - ii) Provisions for unexpired risks: this supplements the provision for unearned premiums to the extent that the amount of the latter is not sufficient to reflect all the assessed risks and expenses to be covered by the insurance companies in the policy period not elapsed at the reporting date.

- Life insurance provisions: represent the value of the net obligations acquired vis-à-vis life insurance policyholders. These provisions include:

- i) Provision for unearned premiums and unexpired risks: this relates to the portion of the premiums received at year-end that is allocable to the period from the reporting date to the end of the policy cover period.
- ii) Mathematical provisions: these relate to the value of the insurance companies' obligations, net of the policyholders' obligations. These provisions are calculated on a policy-by-policy basis using an individual capitalisation system, taking as a basis for the calculation the premium accrued in the year, and in accordance with the technical bases of each type of insurance updated, where appropriate, by the local mortality tables.

- Provision for claims outstanding: this reflects the total obligations outstanding arising from claims incurred prior to the reporting date. This provision is calculated as the difference between the total estimated or certain cost of the claims not yet reported, settled or paid and all the amounts already paid in relation to such claims.
- Provision for bonuses and rebates: this provision includes the amount of the bonuses accruing to policyholders, insureds or beneficiaries and that of any premiums to be returned to policyholders or insureds, to the extent that such amounts have not been assigned at the reporting date. These amounts are calculated on the basis of the conditions of the related individual policies.
- Technical provisions for life insurance policies where the investment risk is borne by the policyholders: these provisions are calculated on the basis of the indices established as a reference to determine the economic value of the policyholders' rights.

## k) Tangible assets

Tangible assets includes the amount of buildings, land, furniture, vehicles, computer hardware and other fixtures owned by the consolidated entities or acquired under finance leases. Tangible assets are classified by use as follows:

### i. Property, plant and equipment for own use

Property, plant and equipment for own use – including tangible assets received by the consolidated entities in full or partial satisfaction of financial assets representing receivables from third parties which are intended to be held for continuing use and tangible assets acquired under finance leases– are presented at acquisition cost, less the related accumulated depreciation and any estimated impairment losses (carrying amount higher than recoverable amount).

Depreciation is calculated, using the straight-line method, on the basis of the acquisition cost of the assets less their residual value. The land on which the buildings and other structures stand has an indefinite life and, therefore, is not depreciated.

The period tangible asset depreciation charge is recognised in the consolidated income statement and is calculated using the following depreciation rates (based on the average years of estimated useful life of the various assets):

	Average annual rate
Buildings for own use	2.0%
Furniture	7.7%
Fixtures	7.0%
Office and IT equipment	25.0%
Leasehold improvements	7.0%

The consolidated entities assess at the reporting date whether there is any indication that an asset may be impaired (i.e. its carrying amount exceeds its recoverable amount). If this is the case, the carrying amount of the asset is reduced to its recoverable amount and future depreciation charges are adjusted in proportion to the revised carrying amount and to the new remaining useful life (if the useful life has to be re-estimated).

Similarly, if there is an indication of a recovery in the value of a tangible asset, the consolidated entities recognise the reversal of the impairment loss recognised in prior periods and adjust the future depreciation charges accordingly. In no circumstances may the reversal of an impairment loss on an asset raise its carrying amount above that which it would have if no impairment losses had been recognised in prior years.

The estimated useful lives of the items of property, plant and equipment for own use are reviewed at least at the end of the reporting period with a view to detecting significant changes therein. If changes are detected, the useful lives of the assets are adjusted by correcting the depreciation charge to be recognised in the consolidated income statement in future years on the basis of the new useful lives.

Upkeep and maintenance expenses relating to property, plant and equipment for own use are recognised as an expense in the period in which they are incurred, since they do not increase the useful lives of the assets.

## ii. Investment property

Investment property reflects the net values of the land, buildings and other structures held either to earn rentals or for capital appreciation.

The criteria used to recognise the acquisition cost of investment property, to calculate its depreciation and its estimated useful life and to recognise any impairment losses thereon are consistent with those described in relation to property, plant and equipment for own use.

The Group in order to evaluate the possible impairment determines periodically the fair value of its investment property so that, at the end of the reporting period, the fair value reflects the market conditions of the investment property at that date. This fair value is

determined annually, taking as benchmarks the valuations performed by independent experts. The methodology used to determine the fair value of investment property is selected based on the status of the asset in question; thus, for properties earmarked for lease, the valuations are performed using the sales comparison approach, whereas for leased properties the valuations are made primarily using the income capitalisation approach and, exceptionally, the sales comparison approach.

In the sales comparison approach, the property market segment for comparable properties is analysed, inter alia, and, based on specific information on actual transactions and firm offers, current prices are obtained for cash sales of those properties. The valuations performed using this approach are considered as Level 2 valuations.

In the income capitalisation approach, the cash flows estimated to be obtained over the useful life of the property are discounted taking into account factors that may influence the amount and actual obtainment thereof, such as: (i) the payments that are normally received on comparable properties; (ii) current and probable future occupancy; (iii) the current or foreseeable default rate on payments. The valuations performed using this approach are considered as Level 3 valuations, since unobservable inputs are used, such as current and probable future occupancy and/or the current or foreseeable default rate on payments.

## iii. Assets leased out under an operating lease

Property, plant and equipment - Leased out under an operating lease reflects the amount of the tangible assets, other than land and buildings, leased out by the Group under an operating lease.

The criteria used to recognise the acquisition cost of assets leased out under operating leases, to calculate their depreciation and their respective estimated useful lives and to recognise the impairment losses thereon are consistent with those described in relation to property, plant and equipment for own use.

## I) Accounting for leases

### i. Finance leases

Finance leases are leases that transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee.

When the consolidated entities act as the lessors of an asset, the sum of the present value of the lease payments receivable from the lessee, including the exercise price of the lessee's purchase option at the end of the lease term when such exercise price is sufficiently below fair value at the option date such that it is reasonably certain that the option will be exercised, is recognised as lending to third parties and is therefore included under Loans and receivables in the consolidated balance sheet.

When the consolidated entities act as the lessees, they present the cost of the leased assets in the consolidated balance sheet, based on the nature of the leased asset, and, simultaneously, recognise a liability for the same amount (which is the lower of the fair value of the leased asset and the sum of the present value of the lease payments payable to the lessor plus, if appropriate, the exercise price of the purchase option). The depreciation policy for these assets is consistent with that for property, plant and equipment for own use.



In both cases, the finance income and finance charges arising under finance lease agreements are credited and debited, respectively, to interest and similar income and Interest expense and similar charges in the consolidated income statement so as to produce a constant rate of return over the lease term.

## ii. Operating leases

In operating leases, ownership of the leased asset and substantially all the risks and rewards incidental thereto remain with the lessor.

When the consolidated entities act as the lessors, they present the acquisition cost of the leased assets under Tangible assets (see Note 16). The depreciation policy for these assets is consistent with that for similar items of property, plant and equipment for own use, and income from operating leases is recognised on a straight-line basis under Other operating income in the consolidated income statement.

When the consolidated entities act as the lessees, the lease expenses, including any incentives granted by the lessor, are charged on a straight-line basis to Other general administrative expenses in their consolidated income statements.

## iii. Sale and leaseback transactions

In sale and leaseback transactions where the sale is at fair value and the leaseback is an operating lease, any profit or loss is recognised at the time of sale. In the case of finance leasebacks, any profit or loss is amortised over the lease term.

In accordance with IAS 17, in determining whether a sale and leaseback transaction results in an operating lease, the Group should analyse, inter alia, whether at the inception of the lease there are purchase options whose terms and conditions make it reasonably certain that they will be exercised, and to whom the gains or losses from the fluctuations in the fair value of the residual value of the related asset will accrue.

## m) Intangible assets

Intangible assets are identifiable non-monetary assets (separable from other assets) without physical substance which arise as a result of a legal transaction or which are developed internally by the consolidated entities. Only assets whose cost can be estimated reliably and from which the consolidated entities consider it probable that future economic benefits will be generated are recognised.

Intangible assets are recognised initially at acquisition or production cost and are subsequently measured at cost less any accumulated amortisation and any accumulated impairment losses.

## i. Goodwill

Any excess of the cost of the investments in the consolidated entities and entities accounted for using the equity method over the corresponding underlying carrying amounts acquired, adjusted at the date of first-time consolidation, is allocated as follows:

- If it is attributable to specific assets and liabilities of the companies acquired, by increasing the value of the assets (or reducing the value of the liabilities) whose fair values were higher (lower) than the carrying amounts at which they had been recognised in the acquired entities' balance sheets.

- If it is attributable to specific intangible assets, by recognising it explicitly in the consolidated balance sheet provided that the fair value of these assets within twelve months following the date of acquisition can be measured reliably.

- The remaining amount is recognised as goodwill, which is allocated to one or more cash-generating units (a cash-generating unit is the smallest identifiable group of assets that, as a result of continuing operation, generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets). The cash-generating units represent the Group's geographical and/or business segments.

Goodwill is only recognised when it has been acquired for consideration and represents, therefore, a payment made by the acquirer in anticipation of future economic benefits from assets of the acquired entity that are not capable of being individually identified and separately recognised.

At the end of each annual reporting period or whenever there is any indication of impairment goodwill is reviewed for impairment (i.e. a reduction in its recoverable amount to below its carrying amount) and, if there is any impairment, the goodwill is written down with a charge to Impairment on non financial assets (net) - Intangible assets in the consolidated income statement.

An impairment loss recognised for goodwill is not reversed in a subsequent period.

## ii. Other intangible assets

Other intangible assets includes the amount of identifiable intangible assets (such as purchased customer lists and computer software).

Other intangible assets can have an indefinite useful life -when, based on an analysis of all the relevant factors, it is concluded that there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the consolidated entities- or a finite useful life, in all other cases.

Intangible assets with indefinite useful lives are not amortised, but rather at the end of each reporting period or whenever there is any indication of impairment the consolidated entities review the remaining useful lives of the assets in order to determine whether they continue to be indefinite and, if this is not the case, to take the appropriate steps.

Intangible assets with finite useful lives are amortised over those useful lives using methods similar to those used to depreciate tangible assets.

The intangible asset amortisation charge is recognised under Depreciation and amortisation cost in the consolidated income statement.

In both cases the consolidated entities recognise any impairment loss on the carrying amount of these assets with a charge to Impairment losses on other assets (net) in the consolidated income statement. The criteria used to recognise the impairment losses on these assets and, where applicable, the reversal of impairment losses recognised in prior years are similar to those used for tangible assets (see Note 2.k).

**Internally developed computer software**

Internally developed computer software is recognised as an intangible asset if, among other requisites (basically the Group's ability to use or sell it), it can be identified and its ability to generate future economic benefits can be demonstrated.

Expenditure on research activities is recognised as an expense in the year in which it is incurred and cannot be subsequently capitalised.

**n) Other assets**

Other assets in the consolidated balance sheet includes the amount of assets not recorded in other items, the breakdown being as follows:

- **Inventories:** this item includes the amount of assets, other than financial instruments, that are held for sale in the ordinary course of business, that are in the process of production, construction or development for such purpose, or that are to be consumed in the production process or in the provision of services. Inventories includes land and other property held for sale in the property development business.

Inventories are measured at the lower of cost and net realisable value, which is the estimated selling price of the inventories in the ordinary course of business, less the estimated costs of completion and the estimated costs required to make the sale.

Any write-downs of inventories -such as those due to damage, obsolescence or reduction of selling price- to net realisable value and other impairment losses are recognised as expenses for the year in which the impairment or loss occurs. Subsequent reversals are recognised in the consolidated income statement for the year in which they occur.

The carrying amount of inventories is derecognised and recognised as an expense in the period in which the revenue from their sale is recognised.

- **Other:** this item includes the balance of all prepayments and accrued income (excluding accrued interest, fees and commissions), the net amount of the difference between pension plan obligations and the value of the plan assets with a balance in the entity's favour, when this net amount is to be reported in the consolidated balance sheet, and the amount of any other assets not included in other items.

**o) Other liabilities**

Other liabilities includes the balance of all accrued expenses and deferred income, excluding accrued interest, and the amount of any other liabilities not included in other categories.

**p) Provisions and contingent assets and liabilities**

When preparing the financial statements of the consolidated entities, the Bank's directors made a distinction between:

- **Provisions:** credit balances covering present obligations at the reporting date arising from past events which could give rise to a loss for the consolidated entities, which is considered to be likely to occur and certain as to its nature but uncertain as to its amount and/or timing.
- **Contingent liabilities:** possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the control of the consolidated entities. They include the present obligations of the consolidated entities when it is not probable that an outflow of resources embodying economic benefits will be required to settle them. The Group does not recognise the contingent liability. The Group will disclose a contingent liability, unless the possibility of an outflow of resources embodying economic benefits is remote.
- **Contingent assets:** possible assets that arise from past events and whose existence is conditional on, and will be confirmed only by, the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised in the consolidated balance sheet or in the consolidated income statement, but rather are disclosed in the notes, provided that it is probable that these assets will give rise to an increase in resources embodying economic benefits.

The Group's consolidated financial statements include all the material provisions with respect to which it is considered that it is more likely than not the obligation will have to be settled. In accordance with accounting standards, contingent liabilities must not be recognised in the consolidated financial statements, but must rather be disclosed in the notes.

Provisions, which are quantified on the basis of the best information available on the consequences of the event giving rise to them and are reviewed and adjusted at the end of each year, are used to cater for the specific obligations for which they were originally recognised. Provisions are fully or partially reversed when such obligations cease to exist or are reduced.

Provisions are classified according to the obligations covered as follows (see Note 25):

- **Provision for pensions and similar obligations:** includes the amount of all the provisions made to cover post-employment benefits, including obligations to pre-retirees and similar obligations.
- **Provisions for commitments and guarantees given:** include the amount of the provisions made to cover contingent liabilities -defined as those transactions in which the Group guarantees the obligations of a third party, arising as a result of financial guarantees granted or contracts of another kind- and contingent commitments -defined as irrevocable commitments that may give rise to the recognition of financial assets.



- Provisions for taxes and other legal contingencies and Other provisions: include the amount of the provisions recognised to cover tax and legal contingencies and litigation and the other provisions recognised by the consolidated entities. Other provisions includes, inter alia, any provisions for restructuring costs and environmental measures.

#### q) Court proceedings and/or claims in process

At the end of 2016 certain court proceedings and claims were in process against the consolidated entities arising from the ordinary course of their operations (see Note 25).

#### r) Own equity instruments

Own equity instruments are those meeting both of the following conditions:

- The instruments do not include any contractual obligation for the issuer: (i) to deliver cash or another financial asset to a third party; or (ii) to exchange financial assets or financial liabilities with a third party under conditions that are potentially unfavourable to the issuer.
- The instruments will or may be settled in the issuer's own equity instruments and are: (i) a non-derivative that includes no contractual obligation for the issuer to deliver a variable number of its own equity instruments; or (ii) a derivative that will be settled by the issuer through the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

Transactions involving own equity instruments, including their issuance and cancellation, are charged directly to equity.

Changes in the value of instruments classified as own equity instruments are not recognised in the consolidated financial statements. Consideration received or paid in exchange for such instruments, including the coupons on preference shares contingently convertible into ordinary shares, is directly added to or deducted from equity.

#### s) Equity-instrument-based employee remuneration

Own equity instruments delivered to employees in consideration for their services, if the instruments are delivered once the specific period of service has ended, are recognised as an expense for services (with the corresponding increase in equity) as the services are rendered by employees during the service period. At the grant date the services received (and the related increase in equity) are measured at the fair value of the equity instruments granted. If the equity instruments granted are vested immediately, the Group recognises in full, at the grant date, the expense for the services received.

When the requirements stipulated in the remuneration agreement include external market conditions (such as equity instruments reaching a certain quoted price), the amount ultimately to be recognised in equity will depend on the other conditions being met by the employees (normally length of service requirements), irrespective of whether the market conditions are satisfied. If the conditions of the agreement are met but the external market conditions are not satisfied, the amounts previously recognised in equity are not reversed, even if the employees do not exercise their right to receive the equity instruments.

#### t) Recognition of income and expenses

The most significant criteria used by the Group to recognise its income and expenses are summarised as follows:

##### i. Interest income, interest expenses and similar items

Interest income, interest expenses and similar items are generally recognised on an accrual basis using the effective interest method. Dividends received from other companies are recognised as income when the consolidated entities' right to receive them arises.

##### ii. Commissions, fees and similar items

Fee and commission income and expenses are recognised in the consolidated income statement using criteria that vary according to their nature. The main criteria are as follows:

- Fee and commission income and expenses relating to financial assets and financial liabilities measured at fair value through profit or loss are recognised when paid.
- Those arising from transactions or services that are performed over a period of time are recognised over the life of these transactions or services.
- Those relating to services provided in a single act are recognised when the single act is carried out.

##### iii. Non-finance income and expenses

These are recognised for accounting purposes on an accrual basis.

##### iv. Deferred collections and payments

These are recognised for accounting purposes at the amount resulting from discounting the expected cash flows at market rates.

##### v. Loan arrangement fees

Loan arrangement fees, mainly loan origination, application and information fees, are accrued and recognised in income over the term of the loan. In the case of loan origination fees, the portion relating to the associated direct costs incurred in the loan arrangement is recognised immediately in the consolidated income statement.

#### u) Financial guarantees

Financial guarantees are defined as contracts whereby an entity undertakes to make specific payments on behalf of a third party if the latter fails to do so, irrespective of the various legal forms they may have, such as guarantees, insurance policies or credit derivatives.

The Group initially recognises the financial guarantees provided on the liability side of the consolidated balance sheet at fair value, which is generally the present value of the fees, commissions and interest receivable from these contracts over the term thereof, and simultaneously the Group recognises the amount of the fees, commissions and similar interest received at the inception of the transactions and a credit on the asset side of the consolidated balance sheet for the present value of the fees, commissions and interest outstanding.



Financial guarantees, regardless of the guarantor, instrumentation or other circumstances, are reviewed periodically so as to determine the credit risk to which they are exposed and, if appropriate, to consider whether a provision is required. The credit risk is determined by application of criteria similar to those established for quantifying impairment losses on debt instruments carried at amortised cost (described in Note 2.g above).

The provisions made for these transactions are recognised under Provisions - Provisions for commitments and guarantees given in the consolidated balance sheet (see Note 25). These provisions are recognised and reversed with a charge or credit, respectively, to Provisions (net) in the consolidated income statement.

If a specific provision is required for financial guarantees, the related unearned commissions recognised under Financial liabilities at amortised cost - Other financial liabilities in the consolidated balance sheet are reclassified to the appropriate provision.

#### **v) Assets under management and investment and pension funds managed by the Group**

Assets owned by third parties and managed by the consolidated entities are not presented on the face of the consolidated balance sheet. Management fees are included in Fee and commission income in the consolidated income statement.

The investment funds and pension funds managed by the consolidated entities are not presented on the face of the Group's consolidated balance sheet since the related assets are owned by third parties. The fees and commissions earned in the year for the services rendered by the Group entities to these funds (asset management and custody services) are recognised under Fee and commission income in the consolidated income statement.

Note 2.b.iv describes the internal criteria and procedures used to determine whether control exists over the structured entities, which include, inter alia, investment funds and pension funds.

#### **w) Post-employment benefits**

Under the collective agreements currently in force and other arrangements, the Spanish banks included in the Group and certain other Spanish and foreign consolidated entities have undertaken to supplement the public social security system benefits accruing to certain employees, and to their beneficiary right holders, for retirement, permanent disability or death, and the post-employment welfare benefits.

The Group's post-employment obligations to its employees are deemed to be defined contribution plans when the Group makes pre-determined contributions (recognised under Staff costs in the consolidated income statement) to a separate entity and will have no legal or effective obligation to make further contributions if the separate entity cannot pay the employee benefits relating to the service rendered in the current and prior periods. Post-employment obligations that do not meet the aforementioned conditions are classified as defined benefit plans (see Note 25).

#### **Defined contribution plans**

The contributions made in this connection in each year are recognised under Staff costs in the consolidated income statement. The amounts not yet contributed at each year-end are recognised, at their present value, under Provisions - Provision for pensions and similar obligations on the liability side of the consolidated balance sheet.

#### **Defined benefit plans**

The Group recognises under Provisions - Provision for pensions and similar obligations on the liability side of the consolidated balance sheet (or under Other assets on the asset side, as appropriate) the present value of its defined benefit post-employment obligations, net of the fair value of the plan assets.

Plan assets are defined as those that will be directly used to settle obligations and that meet the following conditions:

- They are not owned by the consolidated entities, but by a legally separate third party that is not a party related to the Group.
- They are only available to pay or fund post-employment benefits and they cannot be returned to the consolidated entities unless the assets remaining in the plan are sufficient to meet all the benefit obligations of the plan and of the entity to current and former employees, or they are returned to reimburse employee benefits already paid by the Group.

If the Group can look to an insurer to pay part or all of the expenditure required to settle a defined benefit obligation, and it is practically certain that said insurer will reimburse some or all of the expenditure required to settle that obligation, but the insurance policy does not qualify as a plan asset, the Group recognises its right to reimbursement -which, in all other respects, is treated as a plan asset- under Insurance contracts linked to pensions on the asset side of the consolidated balance sheet.

Post-employment benefits are recognised as follows:

- Current service cost, i.e. the increase in the present value of the obligations resulting from employee service in the current period, is recognised under Staff costs.
- The past service cost, which arises from changes to existing post-employment benefits or from the introduction of new benefits and includes the cost of reductions, is recognised under Provisions or reversal of provisions.
- Any gain or loss arising from a liquidation of the plan is included in the Provisions or reversion of provisions.
- Net interest on the net defined benefit liability (asset), i.e. the change during the period in the net defined benefit liability (asset) that arises from the passage of time, is recognised under Interest expense and similar charges (Interest and similar income if it constitutes income) in the consolidated income statement.

The remeasurement of the net defined benefit liability (asset) is recognised in Other comprehensive income under Items not reclassified to profit or loss and includes:

- Actuarial gains and losses generated in the year, arising from the differences between the previous actuarial assumptions and what has actually occurred and from the effects of changes in actuarial assumptions.
- The return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset).
- Any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

#### **x) Other long-term employee benefits**

Other long-term employee benefits, defined as obligations to pre-retirees -taken to be those who have ceased to render services at the entity but who, without being legally retired, continue to have economic rights vis-à-vis the entity until they acquire the legal status of retiree-, long-service bonuses, obligations for death of spouse or disability before retirement that depend on the employee's length of service at the entity and other similar items, are treated for accounting purposes, where applicable, as established above for defined benefit post-employment plans, except that actuarial gains and losses are recognised under Provisions or reversal of provisions in the consolidated income statement (see Note 25).

#### **y) Termination benefits**

Termination benefits are recognised when there is a detailed formal plan identifying the basic changes to be made, provided that implementation of the plan has begun, its main features have been publicly announced or objective facts concerning its implementation have been disclosed.

#### **z) Income tax**

The expense for Spanish income tax and other similar taxes applicable to the foreign consolidated entities is recognised in the consolidated income statement, except when it results from a transaction recognised directly in equity, in which case the tax effect is also recognised in equity.

The current income tax expense is calculated as the sum of the current tax resulting from application of the appropriate tax rate to the taxable profit for the year (net of any deductions allowable for tax purposes), and of the changes in deferred tax assets and liabilities recognised in the consolidated income statement.

Deferred tax assets and liabilities include temporary differences, which are identified as the amounts expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their related tax bases, and tax loss and tax credit carryforwards.

These amounts are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

Tax assets includes the amount of all tax assets, which are broken down into current -amounts of tax to be recovered within the next twelve months- and deferred -amounts of tax to be recovered in future years, including those arising from tax loss or tax credit carryforwards.

Tax liabilities includes the amount of all tax liabilities (except provisions for taxes), which are broken down into current -the amount payable in respect of the income tax on the taxable profit for the year and other taxes in the next twelve months- and deferred -the amount of income tax payable in future years.

Deferred tax liabilities are recognised in respect of taxable temporary differences associated with investments in subsidiaries, associates or joint ventures, except when the Group is able to control the timing of the reversal of the temporary difference and, in addition, it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are only recognised for temporary differences to the extent that it is considered probable that the consolidated entities will have sufficient future taxable profits against which the deferred tax assets can be utilised, and the deferred tax assets do not arise from the initial recognition (except in a business combination) of other assets and liabilities in a transaction that affects neither taxable profit nor accounting profit. Other deferred tax assets (tax loss and tax credit carryforwards) are only recognised if it is considered probable that the consolidated entities will have sufficient future taxable profits against which they can be utilised.

Income and expenses recognised directly in equity are accounted for as temporary differences.

The deferred tax assets and liabilities are reassessed at the reporting date in order to ascertain whether any adjustments need to be made on the basis of the findings of the analyses performed.

#### **aa) Residual maturity periods and average interest rates**

The analysis of the maturities of the balances of certain items in the consolidated balance sheet and the average interest rates at the end of the reporting periods is provided in Note 51.

#### **ab) Consolidated statements of recognised income and expense**

This statement presents the income and expenses generated by the Group as a result of its business activity in the year, and a distinction is made between the income and expenses recognised in the consolidated income statement for the year and the other income and expenses recognised directly in consolidated equity.

Accordingly, this statement presents:

- a. Consolidated profit for the year.
- b. The net amount of the income and expenses recognised in Other comprehensive income under items that will not be reclassified to profit or loss.
- c. The net amount of the income and expenses recognised in Other comprehensive income under items that may be reclassified subsequently to profit or loss.



- d. The income tax incurred in respect of the items indicated in b) and c) above, except for the valuation adjustments arising from investments in associates or joint ventures accounted for using the equity method, which are presented net.
- e. Total consolidated recognised income and expense, calculated as the sum of a) to d) above, presenting separately the amount attributable to the Parent and the amount relating to non-controlling interests.

The amount of the income and expenses relating to entities accounted for using the equity method recognised directly in equity is presented in this statement, irrespective of the nature of the related items, under Entities accounted for using the equity method.

The statement presents the items separately by nature, grouping together items that, in accordance with the applicable accounting standards, will not be reclassified subsequently to profit and loss since the requirements established by the corresponding accounting standards are met.

### ac) Statements of changes in total equity

This statement presents all the changes in equity, including those arising from changes in accounting policies and from the correction of errors. Accordingly, this statement presents a reconciliation of the carrying amount at the beginning and end of the year of all the consolidated equity items, and the changes are grouped together on the basis of their nature into the following items:

- a. Adjustments due to changes in accounting policies and to errors: include the changes in consolidated equity arising as a result of the retrospective restatement of the balances in the consolidated financial statements, distinguishing between those resulting from changes in accounting policies and those relating to the correction of errors.
- b. Income and expense recognised in the year: includes, in aggregate form, the total of the aforementioned items recognised in the consolidated statement of recognised income and expense.
- c. Other changes in equity: includes the remaining items recognised in equity, including, inter alia, increases and decreases in capital, distribution of profit, transactions involving own equity instruments, equity-instrument-based payments, transfers between equity items and any other increases or decreases in consolidated equity.

### ad) Consolidated statements of cash flows

The following terms are used in the consolidated statements of cash flows with the meanings specified:

- Cash flows: inflows and outflows of cash and cash equivalents, which are short-term, highly liquid investments that are subject to an insignificant risk of changes in value, irrespective of the portfolio in which they are classified.

The Group classifies as cash and cash equivalents the balances recognised under Cash, cash balances at Central Banks and other deposits on demand in the consolidated balance sheet.

- Operating activities: the principal revenue-producing activities of credit institutions and other activities that are not investing or financing activities.
- Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.
- Financing activities: activities that result in changes in the size and composition of the equity and liabilities that are not operating activities.

It should be noted that there are no material differences between the cash flows relating to interest received and interest paid and the interest received and interest paid recognised in the consolidated income statement. Accordingly, these items are not disclosed separately in the consolidated statements of cash flows.

The interest charged and paid by the Group does not differ significantly from those accrued in the profit and loss account. Also, dividends received and delivered by the Group are detailed in notes 4, 28 and 40, including dividends paid to minority interests (non-controlling interests).

## » 3. Santander Group

### a) Banco Santander, S.A. and international Group structure

The growth of the Group in the last decades has led the Bank to also act, in practice, as a holding entity of the shares of the various companies in its Group, and its results are becoming progressively less representative of the performance and earnings of the Group. Therefore, each year the Bank determines the amount of the dividends to be distributed to its shareholders on the basis of the consolidated net profit, while maintaining the Group's traditionally high level of capitalisation and taking into account that the transactions of the Bank and of the rest of the Group are managed on a consolidated basis (notwithstanding the allocation to each company of the related net worth effect).

At international level, the various banks and other subsidiaries, joint ventures and associates of the Group are integrated in a corporate structure comprising various holding companies which are the ultimate shareholders of the banks and subsidiaries abroad.

The purpose of this structure, all of which is controlled by the Bank, is to optimise the international organisation from the strategic, economic, financial and tax standpoints, since it makes it possible to define the most appropriate units to be entrusted with acquiring, selling or holding stakes in other international entities, the most appropriate financing method for these transactions and the most appropriate means of remitting the profits obtained by the Group's various operating units to Spain.

The Appendices provide relevant data on the consolidated Group companies and on the companies accounted for using the equity method.



## b) Acquisitions and disposals

Following is a summary of the main acquisitions and disposals of ownership interests in the share capital of other entities and other significant corporate transactions performed by the Group in the last three years:

### i. Agreement in relation with Santander Asset Management

On 16 November 2016, and once the agreement to integrate Santander Asset Management and Pioneer Investments was not completed, the Group announced that it had reached an agreement with Warburg Pincus ("WP") and General Atlantic ("GA") under which Santander will acquire 50% of Santander Asset Management so that it will once again be a 100% owned unit of the Santander Group.

As part of the transaction, Santander, WP and GA agreed to explore different alternatives for the sale of its stake in Allfunds Bank, S.A. ("Allfunds Bank"), including a possible sale or an IPO.

The Group estimates that in 2018 the operation will contribute to its earnings per share (> 1%) and will generate a return on invested capital (ROIC) of more than 20% (and 25% in 2019). The Santander Group also estimates that by the end of 2017 the negative impact on its capital (core equity tier 1) of the operation will be approximately 11 basis points. All estimates are net of the effect of the foreseeable sale of 25.25% of indirect ownership held by Grupo Santander in Allfunds Bank.

The operation is subject to obtaining the corresponding regulatory authorizations.

### ii. Sale of Altamira Asset Management

On 21 November 2013, the Group announced that it had reached a preliminary agreement with Apollo European Principal Finance Fund II, a fund managed by subsidiaries of Apollo Global Management, LLC, for the sale of the platform for managing the loan recovery activities of Banco Santander, S.A. in Spain and for managing and marketing the properties relating to this activity (Altamira Asset Management, S.L.).

On 3 January 2014, the Group announced that it had sold 85% of the share capital of Altamira Asset Management, S.L. to Altamira Asset Management Holdings, S.L., an investee of Apollo European Principal Finance Fund II, for EUR 664 million, giving rise to a net gain of EUR 385 million, which was recognised at its gross amount under Gains/(losses) on disposal of assets not classified as non-current assets held for sale in the consolidated income statement for 2014.

Following this transaction, the Group retained the aforementioned property assets and loan portfolio on its balance sheet, while management of these assets is carried out from the platform owned by Apollo. Notwithstanding the foregoing, part of the portfolio of real estate assets are not managed by Altamira Asset Management, but by Aktua Soluciones Financieras, a company owned by 85% of Lindorff, and 15% by Banco Santander.

### iii. Purchase of shares to DDFS LLC in Santander Consumer USA Holdings Inc. (SCUSA)

Also, on 2 July 2015, the Group announced that it had reached an agreement to purchase the 9.65% ownership interest held by DDFS LLC in SCUSA. Following this transaction, which is subject to the obtainment of the relevant regulatory authorisations, the Group will have an ownership interest of approximately 68.5% in SCUSA.

### iv. Agreement with El Corte Inglés

On 7 October 2013, the Group announced that it had entered into a strategic agreement through its subsidiary Santander Consumer Finance, S.A. with El Corte Inglés, S.A. in the area of consumer finance, which included the acquisition of 51% of the share capital of Financiera El Corte Inglés E.F.C., S.A., with El Corte Inglés, S.A. retaining the remaining 49%. On 27 February 2014, following the obtainment of the relevant regulatory and competition authorisations, the acquisition was completed. Santander Consumer Finance, S.A. paid EUR 140 million for 51% of the share capital of Financiera El Corte Inglés E.F.C., S.A.

The detail of the fair values of the identifiable assets acquired and liabilities assumed at the business combination date is as follows:

Millions of euros

Loans and advances to credit institutions	29
Loans and receivables - Loans and advances to customers	1,291
Intangible assets	2
Other assets	22
<b>Total assets</b>	<b>1,344</b>
Deposits from credit institutions	173
Customer deposits	81
Marketable debt securities	585
Provisions	3
Other liabilities	290
<b>Total liabilities</b>	<b>1,132</b>
Net asset value	212
Non-controlling interests	(104)
Consideration paid	140
<b>Goodwill</b>	<b>32</b>

In 2014 Financiera El Corte Inglés E.F.C., S.A. contributed EUR 26 million to the Group's profit. Had the business combination taken place on 1 January 2014, the profit contributed would not have varied significantly.

### v. Getnet Tecnologia Em Captura e Processamento de Transações H.U.A.H., S.A.

On 7 April 2014, Banco Santander (Brasil), S.A. announced that it had reached an agreement to purchase through an investee all the shares of Getnet Tecnologia Em Captura e Processamento de Transações H.U.A.H., S.A. ("Getnet"). The transaction was completed on 31 July 2014 and the price was set at BRL 1,156 million (approximately EUR 383 million), giving rise to goodwill of EUR 229 million, which was included in the Banco Santander (Brasil) cash-generating unit (see Note 17).

Among the agreements reached, the Group granted a put option to the non-controlling shareholders of Getnet Adquirência e Serviços para Meios de Pagamento, S.A. on all the shares held by them (11.5% of the share capital of this company). The Group recognised the corresponding liability amounting to EUR 308 million with a charge to equity.

In 2014 Getnet Tecnologia Em Captura e Processamento de Transações H.U.A.H., S.A. contributed EUR 11 million to the Group's profit. Had the business combination taken place on 1 January

2014, the profit contributed to the Group in 2014 would have been approximately EUR 21 million.

#### vi. Banco Santander (Brasil), S.A.

##### Acquisition of non-controlling interests in Banco Santander (Brasil), S.A.

On 28 April 2014, the Bank's Board of Directors approved a bid for the acquisition of all the shares of Banco Santander (Brasil), S.A. not then owned by the Group, which represented approximately 25% of the share capital of Banco Santander (Brasil), S.A., offering in consideration Bank shares in the form of Brazilian Depositary Receipts (BDRs) or American Depositary Receipts (ADRs). As part of the bid, the Bank requested that its shares be listed on the São Paulo stock exchange in the form of BDRs.

The offer was voluntary, in that the non-controlling shareholders of Banco Santander (Brasil), S.A. were not obliged to participate, and it was not conditional upon a minimum acceptance level. The consideration offered, following the adjustment made as a result of the application of the Santander Dividendo Elección scrip dividend scheme in October 2014, consisted of 0.7152 new Banco Santander shares for each unit or ADR of Banco Santander (Brasil), S.A. and 0.3576 new Banco Santander shares for each ordinary or preference share of Banco Santander (Brasil), S.A.

The bid was accepted by holders of 13.65% of the share capital of Banco Santander (Brasil), S.A. Accordingly, the Group's ownership interest in Banco Santander (Brasil), S.A. rose to 88.30% of its share capital. To cater for the exchange, the Bank, executing the agreement adopted by the extraordinary general meeting held on 15 September 2014, issued 370,937,066 shares, representing approximately 3.09% of the Bank's share capital at the issue date. The aforementioned transaction gave rise to an increase of EUR 185 million in Share capital, EUR 2,372 million in Share premium and EUR 15 million in Reserves, and a reduction of EUR 2,572 million in Non-controlling interests.

The shares of Banco Santander (Brasil), S.A. continue to be listed on the São Paulo and New York Stock Exchanges.

#### vii. Agreement with CNP

On 10 July 2014, the Bank announced that it had reached an agreement for the French insurance company CNP to acquire a 51% stake in the two insurance companies based in Ireland (Santander Insurance Life DAC, Santander Insurance Europe DAC) that distribute life and non-life products through the Santander Consumer Finance network and 51% of the service provider.

In December 2014, after the regulatory authorisations had been obtained, CNP paid EUR 297 million to acquire 51% of the share capital of the three aforementioned companies and, therefore, control thereof. The agreement also included deferred payments to CNP in 2017 and 2020, and deferred amounts receivable by the Group in 2017, 2020 and 2023, based on the business plan.

The aforementioned agreement included the execution of a 10-year retail agreement, renewable for five-year periods, for the sale of life and non-life insurance products through the Santander Consumer Finance network, for which the Group will receive commissions at market rates.

This transaction gave rise to the recognition of a gain of EUR 413 million in 2014 under Gains/(losses) on disposal of assets not classified as non-current assets held for sale (see Note 49), of which EUR 207 million related to the fair value recognition of the 49% ownership interest retained by the Group.

#### viii. Agreement with GE Capital

On 23 June 2014, the Group announced that Santander Consumer Finance, S.A., the Group's consumer finance unit, had reached an agreement with GE Money Nordic Holding AB to acquire GE Capital's business in Sweden, Denmark and Norway for approximately EUR 693 million (SEK 6,408 million). On 6 November 2014, following the obtaining of the relevant authorisations, the acquisition was completed.

The detail of the fair values of the identifiable assets acquired and liabilities assumed at the business combination date is as follows:

Millions of euros

Cash and balances with central banks	28
Loans and advances to credit institutions	179
Loans and receivables - Loans and advances to customers (*)	2,099
Intangible assets	22
Other assets	62
<b>Total assets</b>	<b>2,390</b>
Deposits from credit institutions	1,159
Customer deposits	769
Subordinated liabilities	81
Other liabilities	79
<b>Total liabilities</b>	<b>2,088</b>
Net asset value	302
Consideration paid	693
<b>Goodwill</b>	<b>391</b>

\* In estimating their fair value, the value of the loans was reduced by EUR 75 million.

In 2014 this business contributed EUR 8 million to the Group's profit. Had the business combination taken place on 1 January 2014, the profit contributed to the Group in 2014 would have been approximately EUR 94 million.

#### ix. Agreement with Banque PSA Finance

The Group, through its subsidiary Santander Consumer Finance, S.A., and Banque PSA Finance, the vehicle financing unit of the PSA Peugeot Citroën Group, entered into an agreement in 2014 for the operation of the vehicle and insurance financing business in twelve European countries. Pursuant to the terms of the agreement, the Group will finance this business, under certain circumstances and conditions, from the date on which the transaction is completed.

In January 2015 the related regulatory authorisations to commence activities in France and the United Kingdom were obtained and, accordingly, on 2 and 3 February 2015 the Group acquired 50% of Société Financière de Banque – SOFIB (actually PSA Banque France) and PSA Finance UK Limited for EUR 462 million and EUR 148 million, respectively.



On 1 May, PSA Insurance Europe Limited and PSA Life Insurance Europe Limited (both insurance companies with registered office in Malta) were incorporated, in which the Group contributed 50% of the share capital, amounting to EUR 23 million. On 3 August the Group acquired a full ownership interest in PSA Gestão - Comércio E Aluguer de Veiculos, S.A. (a company with registered office in Portugal) and the loan portfolio of the Portuguese branch of Banque PSA Finance for EUR 10 million and EUR 25 million, respectively. On 1 October PSA Financial Services Spain, E.F.C., S.A. (a company with registered office in Spain) was incorporated, in which the Group contributed EUR 181 million (50% of the share capital). (This company owns the 100% of the share capital of PSA Finance Suisse which is domiciled in Switzerland).

During 2016, have been obtained the necessary authorizations, by the regulators, to start activities in the rest of the countries covered by the framework agreement (Italy, the Netherlands, Austria, Belgium, Germany, Brazil and Poland). The Group's disbursement during 2016 amounted to EUR 464 million to reach a 50% stake in the capital of each of the structures created in each geography, with the exception of PSA finance Arrendamento Mercantil SA where 100% of capital is acquired.

During 2016 the new businesses acquired have contributed EUR 79 million to the Group's profit. Had the business combination taken place on 1 January 2016, the profit contributed to the Group in 2016 would have been approximately EUR 118 million.

#### x. Carfinco Financial Group

On 16 September 2014, the Bank announced that it had reached an agreement to purchase the listed Canadian company Carfinco Financial Group Inc. ("Carfinco"), a company specialising in vehicle financing.

In order to acquire Carfinco, Santander Holding Canada Inc. was incorporated, a company 96.4% owned by Banco Santander, S.A. and 3.6% owned by certain members of the former management group. On 6 March 2015, all of Carfinco was acquired through the aforementioned holding company for EUR 209 million, giving rise to goodwill of EUR 162 million.

In 2015 this business contributed EUR 6 million to the Group's profit. Had the business combination taken place on 1 January 2015, the profit contributed to the Group in 2015 would have been approximately EUR 7 million.

#### xi. Metrovacesa

On 21 June 2016, Banco Santander hereby reached an agreement with Merlin Properties, SOCIMI, S.A., together with the other shareholders of Metrovacesa, S.A., for the integration in Merlin group, following the total spin-off of Metrovacesa, S.A., of Metrovacesa, S.A. property rental asset business in Merlin Properties, SOCIMI, S.A. and Metrovacesa, S.A. residential rental business in Metrovacesa, S.A. current subsidiary, Testa Residencial SOCIMI, S.A. (before, Testa Residencial, S.L.) The other assets of Metrovacesa, S.A. not integrated in Merlin group as a result of the integration, consisting of a residual group of land assets for development and subsequent lease, will be transferred to a newly created company wholly owned by the current shareholders of Metrovacesa, S.A.

Regarding the General Meeting of shareholders of Merlin Properties, SOCIMI, S.A. and Metrovacesa S.A. on 15 September, 2016 where not only the operation was not approved.

Subsequently, on 20 of October 2016, the deed of total division of Metrovacesa, S.A. was granted in favour of the mentioned companies, and such deed was filed in the Commercial Register on 26 of October 2016.

As a result of the integration, Santander Group has increased its participation to 21.95% of the equity capital of Merlin Properties, SOCIMI, S.A., 46.21% of direct participation in the equity capital of Testa Residencial SOCIMI, S.A. and 70.27% in Metrovacesa Promoción y Arrendamiento, S.A.

The main impacts on the Consolidated Group's balance of this division have been; decrease of EUR 3.8 billion in real estate investment (see Note 16), decrease of EUR 621 million under minority interests (see Note 28) and an increase in the heading of investments in joint ventures and associates participation of the businesses received in the associates Merlin Properties and Testa Residencial, of EUR: 1,168 and 307 million, respectively. (See Note 13.a).

In addition, Banco Santander, SA, together with other entities, is expected to make a contribution of assets to Testa Residencial in the first quarter of 2017, without significant changes in Santander's participation in that company.

#### xii. Banco Internacional do Funchal (Banif)

On 21 December 2015, the Group announced that the Bank of Portugal, as the ruling authority, decided to award Banco Santander Totta, S.A., the Portuguese subsidiary of Banco Santander, S.A., the commercial business of BANIF- Banco Internacional do Funchal, S.A. and, accordingly, the businesses and branches of this entity became part of the Group.

The transaction was performed through the transfer of a substantial portion (commercial banking business) of the assets and liabilities of BANIF- Banco Internacional do Funchal, S.A. for which the Group paid EUR 150 million.

The detail of the fair values of the identifiable assets acquired and liabilities assumed at the business combination date is as follows:

Millions of euros	
Cash and balances with central banks	2,510
Loans and advances to credit institutions	424
Debt instruments	1,824
Loans and advances to customers	5,320
Other assets	218
<b>Total assets</b>	<b>10,296</b>
Deposits from central banks	2,110
Deposits from credit institutions	1,052
Customer deposits	4,430
Marketable debt securities	1,697
Other liabilities	574
<b>Total liabilities</b>	<b>9,863</b>
Net asset value	433
Consideration paid	150
<b>Negative Goodwill on the acquisition</b>	<b>283</b>

Since the acquisition took place by the end of December 2015, these businesses did not contribute materially to the Group's profit on this exercise.

### xiii. Custody business

On 19 June 2014, the Group announced that it had reached an agreement with FINESP Holdings II B.V., a subsidiary of Warburg Pincus, to sell a 50% stake in Santander's custody business in Spain, Mexico and Brazil. The remaining 50% will be retained by the Group.

On March 16, 2016, the parties agreed disregard the original investment structure and continue to work in good faith until June 30, 2016, on an alternative investment structure that would allow the sale by Santander of the 50% stake referred to above.

Finally, this deadline has expired, with no agreement reached.

### c) Off-shore entities

At the reporting date, according to current Spanish regulation, the Group has four subsidiaries resident in off-shore territories. During the financial year 2016 six subsidiaries have been liquidated, and one subsidiary is in process of being liquidated. Moreover, in the following two years, another subsidiary with reduced activity is expected to be terminated.

Following these planned disposals, the Group would have two substantially inactive off-shore subsidiaries in Jersey and the Isle of Man:

- Whitewick Limited (Jersey), an inactive company.
- ALIL Services Limited (Isle of Man), currently with substantially reduced activity of services.

The individual results of the two subsidiaries listed above, calculated in accordance with local accounting principles, are shown in the Appendices to these notes to the consolidated financial statements together with other data thereon.

These two subsidiaries contributed a profit of approximately EUR 0.5 million to the Group's consolidated profit in 2016.

Also, the Group has five branches: three in the Cayman Islands, one in the Isle of Man and one in Jersey. These branches report to, and consolidate their balance sheets and income statements with, their respective foreign head quarters.

Also, the Group manages from Brazil a segregated portfolio company called Santander Brazil Global Investment Fund SPC in the Cayman Islands, and manages from the United Kingdom a protected cell company in Guernsey called Guaranteed Investment Products 1 PCC Limited. The Group also has, directly or indirectly, few financial investments located in tax havens including Olivant Limited in Guernsey.

The aforementioned entities have a total of 106 employees as of December 2016.

The Group also has four subsidiaries domiciled in off-shore territories that are not considered to be off-shore entities since they are tax residents in, and operate exclusively from, the UK (one of these subsidiaries is expected to be liquidated in 2017).

Spain signed information exchange agreements with Jersey, Guernsey and the Isle of Man in 2015, that are expected to enter into force in 2017. In addition, it is expected to sign in the future with the Cayman Islands. All these territories will no longer have the status of tax havens for the purposes of Spanish legislation at the time these agreements enter into force and, therefore, the Group would not maintain any entity resident in offshore territories.

Moreover, at the reporting date, these four jurisdictions comply with OECD standards on transparency and exchange of information for fiscal purposes, since:

- The first round of evaluations of the Global Forum have been successfully passed in terms of their level of fiscal transparency and the effective application of the exchange of information on request (EOIR standard).
- They have committed to implement the automatic exchange of information AEOI standard and its Common Reporting Standard (CRS) exchange mechanism, with the first exchange of information expected in 2017.
- They have also acceded to the Convention on Mutual Administrative Assistance in Tax Matters (amended by the 2010 Protocol).

The OECD plans to publish a new list of non-cooperative tax territories in the summer of 2017.

The European Commission is also working to develop a first common EU list of non-cooperative tax jurisdictions, to be published before the end of 2017. The EU will work closely with the OECD in drawing up the final list, considering among other aspects, the evaluation by this organisation of the transparency standards of the jurisdictions.

The Group has established appropriate procedures and controls (risk management, supervision, verification and review plans and periodic reports) to prevent reputational and legal risk at these entities. Also, the Group has continued to implement its policy of reducing the number of off-shore units. In addition, the annual accounts of the Group's offshore units are audited by PricewaterhouseCoopers member firms in 2016 (Deloitte in 2015 and 2014).





## » 4. Distribution of the Bank's profit, shareholder remuneration scheme and earnings per share

### a) Distribution of the Bank's profit and shareholder remuneration scheme

The distribution of the Bank's net profit for 2016 that the Board of Directors will propose for approval by the shareholders at the annual general meeting is as follows:

Millions of euros

First and third interim dividends and final dividend	2,398
Acquisition, with a waiver of exercise, of bonus share rights from the shareholders which, under the Santander Dividendo Elección scrip dividend scheme, opted to receive in cash remuneration equivalent to the second interim dividend	71
	2,469
<i>Of which:</i>	
Approved at 31 December 2016 (*)	1,667
Final dividend	802
To voluntary reserves	12
<b>Net profit for the year</b>	<b>2,481</b>

\* Recognised under Shareholders' equity - Dividends and remuneration.

In addition to the EUR 2,469 million indicated above, EUR 579 million in shares were allocated to the remuneration of shareholders under the shareholder remuneration scheme (Santander Dividendo Elección) approved by the shareholders at the annual general meeting held on 18 March 2016, whereby the Bank offered shareholders the possibility to opt to receive an amount equivalent to the second interim dividend out of 2016 profit in cash or new shares.

The Board of Directors will propose to the shareholders at the annual general meeting that remuneration of EUR 0.21 per share be paid for 2016.

### b) Earnings per share from continuing and discontinued operations

#### i. Basic earnings per share

Basic earnings per share are calculated by dividing the net profit attributable to the Group (adjusted by the after-tax amount of the remuneration of contingently convertible preference shares recognised in equity - see Note 23) by the weighted average number of ordinary shares outstanding during the year, excluding the average number of treasury shares held in the year.

Accordingly:

	2016	2015	2014
Profit attributable to the Parent (millions of euros)	6,204	5,966	5,816
Remuneration of contingently convertible preference shares (PPC) (millions of euros) (Note 23)	(334)	(276)	(131)
Dilutive effect of changes in profit for the year arising from potential conversion of ordinary shares	-	-	-
	5,870	5,690	5,685
<i>Of which:</i>			
Profit or Loss from discontinued operations (non controlling interest net) (million of euros)	-	-	(26)
Profit or Loss from continuing operations (net of non-controlling interests and PPC) (million of euros)	5,870	5,690	5,711
Weighted average number of shares outstanding	14,415,534,166	14,113,617,450	11,858,689,721
Adjusted number of shares	14,415,534,166	14,113,617,450	11,858,689,721
<b>Basic earnings per share (euros)</b>	<b>0.41</b>	<b>0.40</b>	<b>0.48</b>
<b>Basic earnings per share from discontinued operations (euros)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Basic earnings per share from continuing operations (euros)</b>	<b>0.41</b>	<b>0.40</b>	<b>0.48</b>

**ii. Diluted earnings per share**

Diluted earnings per share are calculated by dividing the net profit attributable to the Group (adjusted by the after-tax amount of the remuneration of contingently convertible preference shares recognised in equity - see Note 23) by the weighted average number of ordinary shares outstanding during the year, excluding the average number of treasury shares and adjusted for all the dilutive effects inherent to potential ordinary shares (share options, and convertible debt instruments).

Accordingly, diluted earnings per share were determined as follows:

	2016	2015	2014
Profit attributable to the Parent (millions of euros)	6,204	5,966	5,816
Remuneration of contingently convertible preference shares (PPC) (millions of euros) (Note 23)	(334)	(276)	(131)
Dilutive effect of changes in profit for the year arising from potential conversion of ordinary shares	-	-	-
	5,870	5,690	5,685
<i>Of which:</i>			
<i>Profit (Loss) from discontinued operations (net of non-controlling interests) (millions of euros)</i>	-	-	(26)
<i>Profit from continuing operations (net of non-controlling interests and PPC) (millions of euros)</i>	5,870	5,690	5,711
Weighted average number of shares outstanding	14,415,534,166	14,113,617,450	11,858,689,721
Dilutive effect of options/rights on shares	45,002,597	26,779,882	29,829,103
Adjusted number of shares	14,460,536,763	14,140,397,332	11,888,518,824
<b>Diluted earnings per share (euros)</b>	<b>0.41</b>	<b>0.40</b>	<b>0.48</b>
<b>Diluted earnings per share from discontinued operations (euros)</b>	<b>0.00</b>	<b>0.00</b>	<b>(0.00)</b>
<b>Diluted earnings per share from continuing operations (euros)</b>	<b>0.41</b>	<b>0.40</b>	<b>0.48</b>

## » 5. Remuneration and other benefits paid to the Bank's directors and senior managers

The following sections of this Note contain qualitative and quantitative disclosures on the remuneration paid to the members of the Board of Directors -both executive and non-executive directors- and senior managers for 2016 and 2015. These disclosures include the information relating to all the members of the Board of Directors or senior managers who formed part of these governing bodies in 2016 even if retired at some time during the year.

Following is a summary of the remuneration paid to the Bank's executive directors and senior managers who formed part of these governing bodies at the end of 2016 and 2015:

Thousands of euros

	2016	2015
Current executive directors	25,791	24,692
Current senior managers	53,296	56,076
	<b>79,087</b>	<b>80,768</b>
		<b>-2.1%</b>

**a) Remuneration of directors****i. Bylaw-stipulated emoluments**

The annual general meeting held on 22 March 2013 approved an amendment to the Bylaws, whereby the remuneration of directors in their capacity as board members became an annual fixed amount determined by the annual general meeting. This amount shall remain in effect unless the shareholders resolve to change it at a general meeting. However, the Board of Directors may elect to reduce the amount in any years in which it deems such action justified. The remuneration established for 2016 by the Annual General Meeting, as for 2015, was EUR 6 million, with two components: (a) an annual emolument and (b) attendance fees.



The specific amount payable for the above-mentioned items to each of the directors is determined by the Board of Directors. For such purpose, it takes into consideration the positions held by each director on the board, their membership of the board and the board committees and their attendance of the meetings thereof, and any other objective circumstances considered by the board.

The total bylaw-stipulated emoluments earned by the directors in 2016 amounted to EUR 4.6 million (EUR 5.2 million in 2015).

### Annual emolument

The amounts received individually by the directors in 2016 and 2015 based on the positions held by them on the board and their membership of the board committees were as follows:

Euros

	2016	2015
Members of the Board of Directors	85,000	84,954
Members of the executive committee	170,000	170,383
Members of the audit committee	40,000	39,551
Members of the appointments committee	25,000	23,730
Members of the remuneration committee	25,000	23,730
Members of the risk, regulation and compliance oversight committee	40,000	39,551
Chairman of the audit committee	50,000	-
Chairman of the appointments committee	50,000	50,000
Chairman of the remuneration committee	50,000	50,000
Chairman of the risk, regulation and compliance oversight committee	50,000	50,000
Coordinating director	110,000	111,017
Non-executive deputy chairman	30,000	28,477

### Attendance fees

The directors receive fees for attending board and committee meetings, excluding executive committee meetings, since no attendance fees are received for this committee.

By resolution of the Board of Directors, at the proposal of the remuneration committee, the fees for attending board and committee meetings -excluding executive committee meetings, for which no attendance fees have been established- were as follows:

### Meeting attendance fees<sup>1</sup>

Euros

	2016
Board of Directors	2,500
Audit committee and risk supervision, regulation and compliance oversight committee	1,700
Other committees (except the executive committee)	1,500

1. During 2015, the attendance fees per meeting for directors resident in Spain was EUR 2,540 per board meeting, EUR 1,650 per session of the delegated risk committee (Suppressed by agreement of the Council on 1 December 2015, held its last meeting on 29 October regulation and compliance and EUR 1,270 for the rest of the commissions (excluding the executive). In the case of non-resident directors, the amount was EUR 2,057, EUR 1,335 and EUR 1,028, respectively.

### ii. Salaries

The executive directors receive salaries. In accordance with the policy approved by the general meeting, salaries are composed of fixed annual remuneration and variable remuneration comprising, in turn, the so-called deferred conditional variable remuneration plan (bonus) and a Long-term incentive (Performance Share Plan or "ILP") (see Note 47).

The deferred variable compensation plan linked to multiannual objectives in 2016 establishes the following payments scheme:

- The 40% of the bonus is determined at year-end on the basis of the achievement of the targets set, and is paid immediately.
- The 60% is deferred over five years, for it to be paid, as the case may be, in five portion provided that the conditions of permanence in the group and non-concurrence of the malus clauses are met, taking into account the following accrual scheme.
- The accrual of the first and second parts (payment in 2018 and 2019) is no subject to the long-term objectives.
- The accrual of the third, fourth, and fifth parts (payment in 2020, 2021 and 2022), is also linked of certain objectives related to the period 2016-2018 and the metrics and scales associated with these objectives. The fulfilment of the objective determines the percentage to be applied to the deferred amount in these three annuities, being the maximum amount determined at the end of the 2016.
- In accordance with current remuneration regulations, the amounts already paid will be subject to a possible recovery (clawback) by the Bank during the period in the current policy in each moment.

The immediate payment (or short-term) as well as the deferred and subject to long-term goals payment will be paid 50% in cash and the 50% remaining in Santander shares.



### iii. Detail by director

The detail, by Bank director, of the immediate and deferred (not subject to long-term goals) remuneration for 2016 and 2015 is provided below:

Miles de euros

Directors	2016																	2015
	Bylaw-stipulated emoluments																	
	Annual emolument								Attendance fees	Short-term and deferred (not subject to long-term goals) salaries of executive								
	Board	Executive committee	Audit committee	Commission of appointment	Commissions of retributions	Risk, regulation and compliance and oversight committee	Committees	Other fees	Fixed	In cash	In shares	Variable - immediate payment	Deferred variable		Other remunerations <sup>a</sup>	Total	Total	
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	85	170	-	-	-	-	33	4	2,500	1,205	1,205	723	723	6,356	631	7,279	7,404	
Mr. José Antonio Álvarez Álvarez <sup>1</sup>	85	170	-	-	-	-	33	4	2,000	814	814	488	488	4,604	1,110	6,006	6,601	
Mr. Rodrigo Echenique Gordillo <sup>2</sup>	85	170	-	-	-	-	33	4	1,500	603	603	362	362	3,430	102	3,824	3,988	
Mr. Matías Rodríguez Inciarte	85	170	-	-	-	-	33	4	1,710	718	718	431	431	4,008	174	4,474	5,185	
Mr. Guillermo de la Dehesa Romero	115	170	-	25	25	40	33	53	-	-	-	-	-	-	-	461	473	
Mr. Bruce Carnegie-Brown <sup>3</sup>	375	170	-	25	25	40	33	53	-	-	-	-	-	-	-	721	700	
Mr. Ignacio Benjumea Cabeza de Vaca <sup>4</sup>	85	170	-	25	25	40	33	48	-	-	-	-	-	-	519	945	379	
Mr. Francisco Javier Botín-Sanz de Sautuola y O'Shea <sup>5</sup>	85	-	-	-	-	-	30	-	-	-	-	-	-	-	-	115	120	
Mrs. Sol Daurella Comadrán <sup>6</sup>	85	-	-	25	25	-	28	28	-	-	-	-	-	-	-	191	183	
Mr. Carlos Fernández González <sup>7</sup>	85	-	40	25	-	40	30	34	-	-	-	-	-	-	-	254	254	
Mrs. Esther Giménez-Salinas i Colomer	85	-	-	-	-	-	33	4	-	-	-	-	-	-	-	122	133	
Mr. Ángel Jado Becerro de Bengoa <sup>8</sup>	63	-	30	18	18	30	23	49	-	-	-	-	-	-	-	231	427	
Mrs. Belén Romana García <sup>9</sup>	119	-	40	-	-	7	33	20	-	-	-	-	-	-	-	219	5	
Mrs. Isabel Tocino Biscarolasaga	85	170	40	-	25	40	33	49	-	-	-	-	-	-	-	442	590	
Mr. Juan Miguel Villar Mir	101	-	40	-	-	40	25	29	-	-	-	-	-	-	-	235	246	
Ms. Homaira Akbari <sup>10</sup>	22	-	-	-	-	-	10	-	-	-	-	-	-	-	-	32	-	
Mr. Fernando de Asúa Álvarez <sup>11</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	116	
Ms. Sheila Bair <sup>12</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	137	
Mr. Javier Marín Romano <sup>13</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	221	
Mr. Abel Matutes Juan <sup>14</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	32	
Mr. Juan Rodríguez Inciarte <sup>15</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,994	
Total 2016	1,645	1,360	190	143	143	277	476	383	7,710	3,340	3,340	2,004	2,004	18,398	2,536	25,551		
Total 2015	1,612	1,266	169	131	128	282	701	894	8,475	2,605	2,605	3,908	3,908	21,501	2,501		29,185	

1. Appointed chief executive officer effective from 13 January 2015.

2. Executive director since 16 January 2015.

3. Appointed director effective from 12 February 2015.

4. Appointed director effective from 21 September 2015. Remuneration as executive vice president received prior to this date is included in Note 5.g.

5. All the amounts received were repaid to the Fundación Marcelino Botín.

6. Appointed director effective from 18 February 2015.

7. Appointed director effective from 12 February 2015.

8. Ceased to be a member of the board on 27 September 2016

9. Appointed director effective from 22 December 2015.

10. Appointed director effective from 27 September 2016.

11. Ceased to be a director on 12 February 2015.

12. Ceased to be a member of the board on 1 October 2015.

13. Ceased to be a member of the board and chief executive officer on 12 January 2015.

14. Ceased to be a member of the board on 18 February 2015.

15. Ceased to be a member of the board on 30 June 2015. Salary remuneration between this date and removal from office as executive vice president (1 January 2016) is included in Note 5.g.

a. Includes, inter alia, the life and medical insurance costs borne by the Group relating to Bank directors.



Following is the detail, by executive director, of the linked to multiannual objectives salaries, which will only be received if the conditions of continued service, non-applicability of "malus" clauses and, full achievement of the objectives established (or, as the case may be, of the minimum thresholds thereof, with the consequent reduction of the agreed-upon amount in the end of the year) in the terms described in Note 47.

#### Thousands of euros

	2016			2015
	Variable subject to long-term objectives <sup>1</sup>			
	In cash	In shares	Total	Total <sup>2</sup>
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	759	759	1,518	512
Mr. José Antonio Álvarez Álvarez	513	513	1,026	346
Mr. Rodrigo Echenique Gordillo	380	380	760	256
Mr. Matías Rodríguez Inciarte	452	452	904	400
Mr. Juan Rodríguez Inciarte <sup>3</sup>	-	-	-	141
<b>Total</b>	<b>2,104</b>	<b>2,104</b>	<b>4,208</b>	<b>1,655</b>

1. Corresponds with the fair value of the maximum amount they are entitled to in a total of 3 years: 2020, 2021 and 2022, subject to conditions of continued service, with the exceptions provided, and to the non-applicability of "malus" clauses and achievement of the objectives established. The fair value has been measured on the date of the concession of the scheme taking into account several possible behavioural assumptions.
2. The estimated fair value at the plan grant date, taking into account various possible scenarios regarding the performance of the various plan variables in the measurement periods (see Note 47).
3. Ceased to be a member of the board on 30 June 2015 and executive vice president on 1 January 2016. Long-term salary remuneration between this date and removal from office as executive vice president (1 January 2016) is included in Note 5.g.

Note 5.e) below includes disclosures on the shares delivered by virtue of the deferred remuneration schemes in place in previous years the conditions for delivery of which were met in the corresponding years, and on the maximum number of shares receivable in future years in connection with the aforementioned 2016 and 2015 variable remuneration plans.

#### b) Remuneration of the board members as representatives of the Bank

By resolution of the executive committee, all the remuneration received by the Bank's directors who represent the Bank on the Boards of Directors of listed companies in which the Bank has a

stake, paid by those companies and relating to appointments made on or after 18 March 2002 accrues to the Group. In 2016 and 2015 the Bank's directors did not receive any remuneration in respect of these representative duties.

Mr. Matías Rodríguez Inciarte received EUR 42 thousand as non-executive director of U.C.I., S.A. in 2016 and 2015.

#### c) Post-employment and other long-term benefits

In 2012, within the framework of the measures implemented by the Group in order to mitigate the risks arising from the defined-benefit pension obligations payable to certain employees, which led to an agreement with the workers' representatives to convert the defined-benefit obligations existing under the collective agreement into defined-contribution plans, the contracts of the executive directors and the other members of the Bank's senior management -the senior executives- which provided for defined-benefit pension obligations were amended to convert these obligations into a defined-contribution employee welfare system, which was externalised to Santander Seguros y Reaseguros, Compañía Aseguradora, S.A. This system grants the executive directors the right to receive a pension benefit upon retirement, regardless of whether or not they are in the Bank's employ at the time, based on the contributions made to the aforementioned system, and replaced the right to receive a pension supplement which had previously been payable to them upon retirement. The new system expressly excludes any obligation of the Bank to the executive directors other than the conversion of the previous system into the new employee welfare system, which took place in 2012, and, as the case may be, the annual contributions to be made as described below<sup>1</sup>. In the event of pre-retirement, the executive directors who have not exercised the option to receive their pensions in the form of a lump sum are entitled to receive an annual emolument until the date of retirement.

The initial balance for each executive director in the new defined-contribution welfare system was that corresponding to the market value of the assets in which the provisions for the respective accrued obligations had been invested, at the date on which the former pension obligations were converted into the new welfare system<sup>2</sup>.

Since 2013 the Bank has made annual contributions to the employee welfare system for the benefit of the executive directors and senior executives, in proportion to their respective pensionable bases, until they leave the Group, or until their retirement from the Group, death or disability (including, as the case may be, during the pre-retirement period). No contributions are made for the executive directors and senior executives who, prior to the conversion of the defined-benefit pension obligations into the current defined-contribution employee

1. As provided for in the contracts of the executive directors and members of senior management prior to their modification, Mr. Matías Rodríguez Inciarte had exercised the option to receive the accrued pensions -or amounts similar thereto- in the form of a lump sum -i.e. in a single payment-, which meant that no further pension benefit would accrue to them from that time, and the lump sum to be received, which would be updated at the agreed-upon interest rate, was fixed.
2. In the case of Mr. Matías Rodríguez Inciarte, the initial balance corresponded to the amounts that were set when, as described above, they exercised the option to receive a lump sum, and includes the interest accrued on these amounts from that date.
3. Mr. Rodrigo Echenique Gordillo, appointed executive director on 16 January 2015, does not participate in the welfare system and is not entitled to have any contributions made in his favour by the Bank in this connection, notwithstanding the pension rights to which he was entitled prior to his appointment as executive director. In 2015, as a result of his appointment as chief executive officer, changes were introduced to the contract of Mr. José Antonio Álvarez Álvarez with respect to the pension obligations stipulated in his senior management contract. The annual contribution to the employee welfare system was thereafter calculated as 55% of the sum of: (i) the fixed annual remuneration; and (ii) 30% of the arithmetic mean of the last three gross amounts of variable remuneration. The pensionable base in the event of death or disability is 100% of his fixed remuneration. Under his senior management contract the annual contribution was 55.93% of his fixed remuneration, and the pensionable base in the event of death or disability was 100% of his fixed remuneration.

welfare system, had exercised the option to receive their pension rights in a lump sum<sup>3</sup>.

In accordance with the provisions of the remuneration regulations, contributions made that are calculated on variable remuneration are subject to the discretionary pension benefits regimen. Under this regime, these contributions are subject to clauses malus and clawback according to the policy in force at any time and during the same period in which the variable remuneration is deferred. Likewise, they must be invested in Bank shares for a period of five years from the date of the termination of executive directors in the Group, whether or not as a result of retirement. After that period, the amount invested in shares will be invested together with the remainder of the accumulated balance of the executive director, or will be paid to him or her beneficiaries had there been any contingency covered by the forecasting system.

Following is a detail of the balances relating to each of the executive directors under the welfare system at 31 December 2016 and 2015<sup>4</sup>:

Thousands of euros

	2016	2015
Mrs. Ana Botín-Sanz de Sautuola y O'Shea <sup>1</sup>	43,156	41,291
Mr. José Antonio Álvarez Álvarez <sup>2</sup>	15,107	14,167
Mr. Rodrigo Echenique Gordillo <sup>3</sup>	14,294	14,623
Mr. Matías Rodríguez Inciarte	48,230	47,745
	<b>120,787</b>	<b>117,826</b>

1. Includes the amounts relating to the period of provision of services at Banesto, externalised with another insurance company.
2. Member of the board and chief executive officer of the Bank effective from 13 January 2015.
3. Executive director since 16 January 2015 Mr. Rodrigo Echenique Gordillo doesn't participate in the pension system and the right to the bank to make contributions in its favour in this regard. The amount at 31 December 2016 and 2015, which correspond to him prior to his appointment as director of the bank executive director.
4. Mr. Javier Marín Romano ceased to be a director on 12 January 2015 and took voluntary pre-retirement, as provided for in his contract; he opted to receive the annual pre-retirement emoluments to which he was entitled (EUR 800 thousand gross) in a single payment (EUR 10,861 thousand gross). As stipulated in his contract, the Bank will make annual contributions to the welfare system, amounting to 55% of this director's annual emolument during the pre-retirement period, and Mr. Marín will be entitled to receive, at the time of his retirement, the retirement benefit recognised in the welfare system, equal to the amount of the balance accumulated in the system corresponding to him at that time. The balance accrued at 31 December 2015 amounted to EUR 5,245 thousand. The Bank constituted in 2015 had recognised a provision in relation to future contributions. The balance of this provision as of 31 December 2016 is EUR 6,061 thousand. As regards the deferred variable remuneration corresponding to Mr. Marín in relation to years prior to his pre-retirement, the scheme described in the relevant sections of this report shall apply, and Mr. Marín will receive this remuneration, if appropriate, on the dates envisaged in the corresponding plans, subject to the stipulated conditions for its accrual being met. Also, Mr. Juan Rodríguez Inciarte ceased to be a director on 30 June 2015 and executive vice president on 1 January 2016 and retained his pension rights, amounting to EUR 14,275 at 31 December 2016.

The Group had at 31 December 2015 pension obligations to other directors amounting to EUR 2.4 million. The payments made in 2016

to the members of the board entitled to post-employment benefits amounted to EUR 0.9 million (2015: EUR 1.2 million).

Lastly, the contracts of the executive directors who had not exercised the option referred to above prior to the conversion of the defined-benefit pension obligations into the current welfare system include a supplementary welfare regime for the contingency of death (surviving spouse and child benefits) and permanent disability of serving directors.

The provisions recognised in 2016 and 2015 for retirement pensions and supplementary benefits (surviving spouse and child benefits, and permanent disability) were as follows:

Thousands of euros

	2016	2015
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	2,521	2,302
Mr. José Antonio Álvarez Álvarez	2,249	2,677
Mr. Rodrigo Echenique Gordillo	-	-
Mr. Matías Rodríguez Inciarte	-	-
Mr. Javier Marín Roman <sup>1</sup>	-	484
Mr. Juan Rodríguez Inciarte <sup>2</sup>	-	849
	<b>4,770</b>	<b>6,312</b>

1. Ceased to be member of the board on 12 January 2015. The amount corresponding to 2016 amounts to EUR 487 thousand.
2. Ceased to be member of the board on 30 June 2015 and 1 January 2016 as CEO.

#### d) Insurance

The Group has taken out life insurance policies for the Bank's directors, who will be entitled to receive benefits if they are declared disabled; in the event of death, the benefits will be payable to their heirs. The premiums paid by the Group are included in the Other remuneration column of the table shown in Note 5.a.iii above. Also, the following table provides information on the sums insured for the Bank's executive directors:

#### Insured sum

Thousands of euros

	2016	2015
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	7,500	7,500
Mr. José Antonio Álvarez Álvarez	6,000	6,000
Mr. Rodrigo Echenique Gordillo	4,500	1,385
Mr. Matías Rodríguez Inciarte	5,131	5,131
Mr. Javier Marín Roman <sup>1</sup>	-	2,400
Mr. Juan Rodríguez Inciarte <sup>2</sup>	-	3,600
	<b>23,131</b>	<b>26,016</b>

1. Ceased to be member of the board on 12 January 2015.
2. Ceased to be member of the board on 30 June 2015 and 1 January 2016 as CEO.



At 31 December 2016 and 2015, there were no obligations in this connection to other directors.

### e) Deferred variable remuneration systems

The following information relates to the maximum number of shares to which the executive directors are entitled at the beginning and end of 2015 and 2016 due to their participation in the deferred variable remuneration systems, which instrumented a portion of their variable remuneration relating to 2016 and prior years, as well as on the deliveries, whether shares or cash, made to them in 2015 and 2016 where the conditions for the receipt thereof had been met (see Note 47):

#### i) Deferred conditional variable remuneration plan

From 2011 to 2015, the bonuses of executive directors and certain executives (including senior management) and employees who assume risk, who perform control functions or receive an overall remuneration that puts them on the same remuneration level as senior executives and employees who assume risk (all of whom are referred to as identified staff) have been approved by the Board of Directors and instrumented, respectively, through various cycles of the deferred conditional variable remuneration plan. Application of these cycles, insofar as they entail the delivery of shares to the plan beneficiaries, was authorized by the related Annual General Meetings.

The purpose of these plans is to defer a portion of the bonus of the plan beneficiaries (60% in the case of executive directors) over a period of five years (three years for the plans approved up to 2014) for it to be paid, where appropriate, in cash and in Santander shares; the other portion of the bonus is also to be paid in cash and Santander shares, upon commencement of the cycles, in accordance with the rules set forth below.

In addition to the requirement that the beneficiary remains in Santander Group's employ, the accrual of the deferred remuneration is conditional upon none of the following circumstances existing -in the opinion of the Board of Directors following a proposal of the remuneration committee- in relation to the corresponding year in the period prior to each of the deliveries: (i) poor financial performance of the Group; (ii) breach by the beneficiary of internal regulations, including, in particular, those relating to risks; (iii) material restatement of the Group's financial statements, except when it is required pursuant to a change in accounting standards; or (iv) significant changes in the Group's economic capital or its risk profile. All the foregoing shall in each case be governed by the rules of the relevant plan cycle.

On each delivery, the beneficiaries will be paid an amount in cash equal to the dividends paid for the amount deferred in shares and the interest on the amount deferred in cash. If the Santander Dividendo Elección scrip dividend scheme is applied, they will be paid the price offered by the Bank for the bonus share rights corresponding to those shares.

The maximum number of shares to be delivered is calculated taking into account the daily volume-weighted average prices for the 15 trading sessions prior to the date on which the Board of Directors approves the bonus for the Bank's executive directors for each year.

This plan and the Performance Shares (ILP) plan described below have been included in the deferred variable compensation plan

linked to multiannual objectives, in the terms approved by the general meeting of shareholders held on 18 March 2016.

#### ii) Performance shares plan (ILP)

The table below shows the maximum number of shares to which the executive directors are entitled, as part of their variable remuneration for 2015 and 2014, as a result of their participation in the ILP (see Note 47).

#### Maximum number of shares

	2015	2014
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	184,337	41,597
Mr. José Antonio Álvarez Álvarez	124,427	32,655
Mr. Rodrigo Echenique Gordillo	92,168	-
Mr. Matías Rodríguez Inciarte	143,782	50,437
Mr. Javier Marín Romano	-	43,647
Mr. Juan Rodríguez Inciarte <sup>1</sup>	50,693	35,564
<b>Total</b>	<b>595,407</b>	<b>203,900</b>

1. Ceased to be member of the board on 30 June 2015. The shares corresponding to their variable remuneration between that date and the date of resignation as general manager (1 January 2016) is included in Note 5.g.

The accrual of the ILP and its amount are conditional on the behaviour of certain metrics of Banco Santander between 2015 and 2017 for the ILP of 2015 and between 2014 and 2017 for the ILP of 2014, as well as compliance with the remaining conditions of the plan until the end of the accrual period (31 December 2018). Ended 2017, the amount corresponds to receive each executive director in relation to ILP of 2015 (the ILP accrued amount), subject to compliance with the remaining conditions. With regards to the ILP of 2014, once fiscal years 2015, 2016 and 2017 have finished, the annual amount that, in each case, corresponds to each executive director after applying the percentage that results from the relevant metric (see Note 47) to one third of the agreed ILP amount, will be determined. For the accrual in 2016, the referral RTA is the one that accumulates between 1 January 2014 and 31 December 2015. In this financial year, the position achieved in the RTA has not been such that determines the accrual of the first third; therefore, it has expired. The chart showed above shows the maximum number of pending shares at 31 December 2016, after the aforementioned first third expired.

The shares to be delivered in 2019 (with respect to the ILP of 2015), or in each payment date of ILP (for 2014) to executive directors based on compliance with the related multiannual target are conditional, in addition to the requirement that the beneficiary remains in the Group's employ, with the exceptions included in the plan regulations, upon none of the following circumstances existing -in the opinion of the Board of Directors following a proposal of the remuneration committee-, during the period prior to the delivery, as a result of actions performed in the year to which the plan relates: (i) poor financial performance of the Group; (ii) breach by the beneficiary of internal regulations, including, in particular, those relating to risks; (iii) material restatement of the Group's financial statements, except when it is required pursuant to a change in accounting standards; or (iv) significant changes in the Group's economic capital or risk profile.

### iii) Deferred variable compensation plan linked to multiannual objectives

In 2016, with the aim of simplifying the remuneration structure, improving risk adjustment before and increasing the incidence of long-term objectives, the bonus plan (deferred and conditioned variable compensation plan) and ILP has been implemented. The variable remuneration of executive directors and certain executives (including senior management) has been approved by the Board of Directors and implemented through the first cycle of the deferred variable remuneration plan linked to multi-year objectives. The application of the plan, thus far as it entails the delivery of shares to the beneficiaries of the plan, was authorized by the general meeting of shareholders.

As indicated in section a.ii of this Note, 60% of the variable remuneration amount is deferred for five years (three years for certain beneficiaries, not including executive directors), for their payment, where appropriate by fifth parties provided that the conditions of permanence in the group and non-concurrence of the clauses malus are met, according to the following accrual scheme:

- The accrual of the first and second parts (installment in 2018 and 2019) is not subject to the fulfilment of long-term objectives.
- The accrual of the third, fourth and fifth parts is linked to the fulfilment of certain objectives related to the period 2016-2018 and the metrics and scales associated with those objectives. These objectives are:
  - the growth of consolidated earnings per share in 2018 compared to 2015;
  - the relative performance of the Bank's total shareholder return (RTA) in the period 2016-2018 in relation to the weighted RTAs of a reference group of 35 credit institutions;
  - compliance with the fully loaded ordinary level 1 capital objective for the year 2018;
  - the fulfilment of the objective of growth of the ordinary return on risk-weighted assets for the year 2018 measured against the year 2015.

The degree of compliance with the above objectives determines the percentage to be applied to the deferred amount in these three annuities, the maximum being the amount determined at the end of the year 2016.

Both the immediate (short-term) and the deferred (long-term and conditioned) part are paid 50% in cash and the remaining 50% in Santander shares.

The accrual of deferred compensation linked to the multiannual objectives of executive directors (and senior management) is conditioned, in addition to the permanence of the beneficiary in the Santander Group, in the opinion of the Board of Directors, at the proposal of the remuneration committee, none of the following circumstances in relation to the corresponding period during the period prior to each of the deliveries: (i) poor financial performance of the Group; (ii) breach by the beneficiary of the internal regulations, including in particular that relating to risks; (iii) material restatement of the Group's financial statements, except when appropriate under a change in accounting regulations; or (iv) significant variations in the Group's economic capital or risk profile. All this, in each case, with the exceptions and as provided in the regulation of the plan.

In addition, the amounts paid under this plan are subject to recovery or clawback clauses in the event of the circumstances under current legislation. The application of clawback will be supplemented by that of malus, so that it will take place when it is considered insufficient to collect the effects that the event must have on the assigned variable remuneration. The application of clawback will be decided by the Board of Directors on the proposal of the remuneration committee and can not be proposed once the last payment in cash or shares corresponding to the plan is made in 2022.

The maximum number of shares to be delivered is calculated by taking into account the weighted average daily volume of weighted average prices for the fifteen trading sessions prior to the previous Friday (excluded) the date on which the bond is agreed by the board of executive directors of the Bank.

### iv) Shares assigned by deferred variable remuneration plans

The following table shows the number of Santander shares assigned to each executive director and pending delivery as of 1 January, 2015, 31 December, 2015 and 2016, as well as the gross shares that were delivered to them in 2015 and 2016, either in the form of an immediate payment or a deferred payment. In this case after having been appraised by the board, at the proposal of the remuneration committee, that the corresponding third of each plan had accrued. They bring cause of each of the plans through which the variable remunerations of deferred conditional variable remuneration plan 2011, 2012, 2013, 2014, 2015 and of the deferred conditional and linked to multiannual objective 2016 were implemented, as indicated in the table:



## Share-based variable remuneration

	Maximum number of shares to be delivered at 1 January 2015	Shares delivered in 2015 (immediate payment 2014 variable remuneration)	Shares delivered in 2015 (deferred payment 2013 variable remuneration)	Shares delivered in 2015 (deferred payment 2012 variable remuneration)	Shares delivered in 2015 (deferred payment 2011 variable remuneration)	Variable remuneration 2015 (maximum number of shares to be delivered)	Maximum number of shares to be delivered at 31 December 2015	Shares delivered in 2016 (immediate payment 2015 variable remuneration)	Shares delivered in 2016 (deferred payment 2014 variable remuneration)	Shares delivered in 2016 (deferred payment 2013 variable remuneration)	Shares delivered in 2016 (deferred payment 2012 variable remuneration)	Variable remuneration 2016 (maximum number of shares to be delivered) (1)	Maximum number of shares to be delivered at 31 December 2016(3)
<b>2011 variable remuneration</b>													
D. <sup>a</sup> Ana Botín-Sanz Sautuola y O'Shea	47,000	-	-	-	(47,000)	-	-	-	-	-	-	-	-
Mr. José Antonio Álvarez Álvarez <sup>2</sup>	32,038	-	-	-	(32,038)	-	-	-	-	-	-	-	-
Mr. Matías Rodríguez Inciarte	62,878	-	-	-	(62,878)	-	-	-	-	-	-	-	-
Mr. Javier Marín Romano	25,960	-	-	-	(25,960)	-	-	-	-	-	-	-	-
Mr. Juan Rodríguez Inciarte	36,690	-	-	-	(36,690)	-	-	-	-	-	-	-	-
	<b>204,566</b>	-	-	-	<b>(204,566)</b>	-	-	-	-	-	-	-	-
<b>2012 variable remuneration</b>													
D. <sup>a</sup> Ana Botín-Sanz Sautuola y O'Shea	69,916	-	-	(34,958)	-	-	34,958	-	-	-	(34,958)	-	-
Mr. José Antonio Álvarez Álvarez <sup>2</sup>	48,093	-	-	(24,047)	-	-	24,046	-	-	-	(24,046)	-	-
Mr. Matías Rodríguez Inciarte	83,059	-	-	(41,530)	-	-	41,529	-	-	-	(41,529)	-	-
Mr. Javier Marín Romano	38,969	-	-	(19,485)	-	-	19,484	-	-	-	(19,484)	-	-
Mr. Juan Rodríguez Inciarte	48,466	-	-	(24,233)	-	-	24,233	-	-	-	(24,233)	-	-
	<b>288,503</b>	-	-	<b>(144,253)</b>	-	-	<b>144,250</b>	-	-	-	<b>(144,250)</b>	-	-
<b>2013 variable remuneration</b>													
D. <sup>a</sup> Ana Botín-Sanz Sautuola y O'Shea	99,362	-	(33,121)	-	-	-	66,241	-	-	(33,121)	-	-	33,120
Mr. José Antonio Álvarez Álvarez <sup>2</sup>	58,681	-	(19,560)	-	-	-	39,121	-	-	(19,560)	-	-	19,561
Mr. Matías Rodríguez Inciarte	103,639	-	(34,546)	-	-	-	69,093	-	-	(34,546)	-	-	34,547
Mr. Javier Marín Romano	112,275	-	(37,425)	-	-	-	74,850	-	-	(37,425)	-	-	37,425
Mr. Juan Rodríguez Inciarte	66,448	-	(22,149)	-	-	-	44,299	-	-	(22,149)	-	-	22,150
	<b>440,405</b>	-	<b>(146,801)</b>	-	-	-	<b>293,604</b>	-	-	<b>(146,801)</b>	-	-	<b>146,803</b>
<b>2014 variable remuneration</b>													
D. <sup>a</sup> Ana Botín-Sanz Sautuola y O'Shea	304,073	(121,629)	-	-	-	-	182,444	-	(60,814)	-	-	-	121,630
Mr. José Antonio Álvarez Álvarez <sup>2</sup>	157,452	(78,726)	-	-	-	-	78,726	-	(26,242)	-	-	-	52,484
Mr. Matías Rodríguez Inciarte	231,814	(92,726)	-	-	-	-	139,088	-	(46,363)	-	-	-	92,725
Mr. Javier Marín Romano	320,563	(128,225)	-	-	-	-	192,338	-	(64,113)	-	-	-	128,225
Mr. Juan Rodríguez Inciarte <sup>2</sup>	179,680	(71,872)	-	-	-	-	107,808	-	(35,936)	-	-	-	71,872
	<b>1,193,582</b>	<b>(493,178)</b>	-	-	-	-	<b>700,404</b>	-	<b>(233,468)</b>	-	-	-	<b>466,936</b>
<b>2015 variable remuneration</b>													
D. <sup>a</sup> Ana Botín-Sanz Sautuola y O'Shea	-	-	-	-	-	528,834	528,834	(211,534)	-	-	-	-	317,300
Mr. José Antonio Álvarez Álvarez	-	-	-	-	-	351,523	351,523	(140,609)	-	-	-	-	210,914
Mr. Rodrigo Echenique Gordillo	-	-	-	-	-	260,388	260,388	(104,155)	-	-	-	-	156,233
Mr. Matías Rodríguez Inciarte	-	-	-	-	-	361,118	361,118	(144,447)	-	-	-	-	216,671
Mr. Juan Rodríguez Inciarte <sup>4</sup>	-	-	-	-	-	138,505	138,505	(55,402)	-	-	-	-	83,103
	-	-	-	-	-	<b>1,640,368</b>	<b>1,640,368</b>	<b>(656,147)</b>	-	-	-	-	<b>984,221</b>
<b>2016 variable remuneration</b>													
D. <sup>a</sup> Ana Botín-Sanz Sautuola y O'Shea	-	-	-	-	-	-	-	-	-	-	-	592,043	592,043
Mr. José Antonio Álvarez Álvarez	-	-	-	-	-	-	-	-	-	-	-	399,607	399,607
Mr. Rodrigo Echenique Gordillo	-	-	-	-	-	-	-	-	-	-	-	295,972	295,972
Mr. Matías Rodríguez Inciarte	-	-	-	-	-	-	-	-	-	-	-	352,455	352,455
	-	-	-	-	-	-	-	-	-	-	-	<b>1,640,077</b>	<b>1,640,077</b>

- For each director, 40% of the shares indicated correspond to the short-term variable (or immediate payment). The remaining 60% is deferred for delivery, where appropriate, by fifths in the next five years, the last three being subject to the fulfillment of multiannual objectives.
- Maximum number of shares resulting from their participation in the corresponding plans during their stage as general manager.
- In addition, Mr. Ignacio Benjumea Cabeza de Vaca maintains the right to a maximum of 327,988 shares arising from his participation in the corresponding plans during his term as CEO.
- Ceases to be a member of the board on June 30, 2015. The shares corresponding to their variable remuneration between that date and that of being retired as general manager (January 1, 2016) are included in Note 5.g.



Also, the table below show the cash delivery in 2016 and 2015, by way of either immediate payment or deferred payment, in the latter case one the board had determined, at the proposal of the remuneration committee that the third relating to each plan had accrued:

Thousands of euros

	2016		2015	
	Cash paid (immediate payment 2015 variable remuneration)	Cash paid (third of deferred payment 2014, 2013 and 2012 variable remuneration)	Cash paid (immediate payment 2014 variable remuneration)	Cash paid (third of deferred payment 2013, 2012 and 2011 variable remuneration)
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	840	826	801	829
Mr. José Antonio Álvarez Álvarez <sup>1</sup>	558	448	487	468
Mr. Rodrigo Echenique Gordillo	414	-	-	-
Mr. Matías Rodríguez Inciarte	574	784	574	855
Mr. Javier Marín Romano <sup>2</sup>	-	772	793	522
Mr. Juan Rodríguez Inciarte <sup>3</sup>	220	526	445	512
	<b>2,606</b>	<b>3,356</b>	<b>3,100</b>	<b>3,186</b>

1. Appointed chief executive officer effective from 13 January 2015.
2. Ceased as executive officer on 12 January 2015.
3. Ceased as executive officer on 30 June, 2015 and appointed as general director on 1 January, 2016.

#### v) Information on former members of the Board of Directors

Following is information on the maximum number of shares to which former members of the Board of Directors who ceased in office prior to 1 January 2015 are entitled for their participation in the various deferred variable remuneration systems, which instrumented a portion of their variable remuneration relating to the years in which they were executive directors. Also set forth below is information on the deliveries, whether shares or cash, made in 2016 and 2015 to former board members, upon achievement of the conditions for the receipt thereof (see Note 47):

#### Maximum number of shares to be delivered

	31-12-2016	31-12-2015
Deferred conditional variable remuneration plan (2012)	-	76,580
Plan de retribución variable diferida y condicionada (2013)	21,143	42,287

#### Number of shares delivered

	2016	2015
Deferred conditional variable remuneration plan (2011)	-	238,956
Deferred conditional variable remuneration plan (2012)	76,580	76,582
Deferred conditional variable remuneration plan (2013)	21,144	21,144

In addition, EUR 633 thousand and 1,990 relating to the deferred portion payable in cash on the aforementioned plans were paid each in 2016 and 2015.





## f) Loans

The Group's direct risk exposure to the Bank's directors and the guarantees provided for them are detailed below. These transactions were made on terms equivalent to those that prevail in arm's-length transactions or the related compensation in kind was recognised:

Thousands of euros

	2016			2015		
	Loans and credits	Guarantees	Total	Loans and credits	Guarantees	Total
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	-	-	-	46	-	46
Mr. José Antonio Álvarez Álvarez	9	-	9	11	-	11
Mr. Bruce Carnegie-Brown	2	-	2	-	-	-
Mr. Matías Rodríguez Inciarte	16	-	16	13	-	13
Mr. Rodrigo Echenique Gordillo	21	-	21	24	-	24
Mr. Javier Botín-Sanz de Sautuola y O'Shea	4	-	4	6	-	6
Mr. Ángel Jado Becerro de Bengoa	-	-	-	2	-	2
D <sup>a</sup> Sol Daurella Comadran	25	-	25	-	-	-
Mr. Ignacio Benjumea Cabeza de Vaca <sup>1</sup>	2	-	2	-	-	-
Mr. Guillermo de la Dehesa Romero	11	-	11	-	-	-
	<b>90</b>	<b>-</b>	<b>90</b>	<b>102</b>	<b>-</b>	<b>102</b>

1. Appointed as officer on 21 September 2015.

## g) Senior managers

In 2016 the Bank's Board of Directors approved a series of appointments and organisational changes aimed at simplifying the Group's organisation and rendering it more competitive.

The table below includes the amounts relating to the short-term remuneration of the members of senior management at 31 December 2016 and those at 31 December 2015, excluding the remuneration of the executive directors, which is detailed above:

Thousands of euros

Year	Number of persons	Short-term salaries						Total
		Fixed	Variable remuneration (bonus) - Immediate payment		Variable remuneration immediate payment		Other remuneration <sup>1</sup>	
			In cash	In shares <sup>2</sup>	In cash	In shares		
2016	18	17,258	8,126	8,126	3,745	3,745	4,430	45,430
2015	21	17,838	6,865	6,865	7,880	7,880	5,016	52,344

1. Includes other remuneration items such as life insurance premiums and localization aids totalling EUR 577 thousand (2015: EUR 1,309 thousand).

2. The amount of the immediate payment in shares for 2016 relates to Santander shares 1,596,248 (2015: 1,726,893 Santander shares).

Also, the detail of the breakdown of the linked to multiannual objective salaries of the members of senior management at 31 December 2016 and 2015 is provided below. These remuneration payments shall be received, as the case may be, in the corresponding deferral periods upon achievement of the conditions stipulated for each payment (see Note 47).

Thousands of euros

Year	Number of people	Deferred salaries <sup>1</sup>		Total
		Cash payment	Share payment <sup>2</sup>	
2016	18	3,933	3,933	7,866
2015	21	-	3,732	3,732

1. Relates in 2016 with the fair value of the maximum annual amounts for years 2020, 2021 and 2022 of the first cycle of the deferred conditional variable remuneration plan. Relates in 2015 to the estimated fair value of the ILP. The accrual and amount of the ILP are subject, inter alia, to achievement of the multiannual targets envisaged in the plan. Any ILP payments will be received in full in shares and deferred in 2019.

Also, executive vice presidents who retired in 2016 and, therefore, were not members of senior management at year-end, received in 2016 salaries and other remuneration relating to their retirement amounting to EUR 4.064 thousand, and remained entitled to long-term salary remuneration of EUR 503 thousand.

Following is a detail of the maximum number of Santander shares that the members of senior management at each plan grant date (excluding executive directors) were entitled to receive at 31 December 2016 and 2015 relating to the deferred portion under the various plans then in force (see Note 47):

#### Maximum number of shares to be delivered

	31-12-16	31-12-15
Deferred conditional variable remuneration plan (2012)	-	447,214
Deferred conditional variable remuneration plan (2013) <sup>1</sup>	271,996	852,898
Deferred conditional variable remuneration plan (2014) <sup>2</sup>	759,950	1,802,779
Performance shares plan ILP (2014)	399,360	1,025,853
Deferred conditional variable remuneration plan (2015) <sup>3</sup>	1,981,670	2,480,849
Performance shares plan ILP (2015)	1,339,506	1,798,395
Deferred conditional variable remuneration plan and linked to objectives (2016)	1,954,431	-

- Also, they were entitled to a maximum of 111,962 Banco Santander (Brasil) S.A. shares at 31 December 2015.
- In addition, at 31 December 2015 and 2014 they were entitled to a maximum of 222,946 Banco Santander (Brasil) S.A. shares (the maximum number of shares corresponding to the deferred portion of the 2014 bonus).
- Also, they were entitled to a maximum of 252,503 Banco Santander (Brasil) S.A. shares at 31 December 2015.

In 2016 and 2015, since the conditions established in the corresponding deferred share-based remuneration schemes for prior years had been met, in addition to the payment of the related cash amounts, the following number of Santander shares was delivered to the executive vice presidents:

#### Number of shares delivered

	2016	2015
Plan de retribución variable diferida y condicionada (2011)	-	550,064
Plan de retribución variable diferida y condicionada (2012)	251,445	447,212
Plan de retribución variable diferida y condicionada (2013)	271,996	426,449
Plan de retribución variable diferida y condicionada (2014)	379,978	-
Plan de performance shares (ILP 2014)	-	-

As indicated in Note 5.c above, in 2012 the contracts of the members of the Bank's senior management which provided for defined-benefit pension obligations were amended to convert these obligations into a defined-contribution employee welfare system, which was externalised to Santander Seguros y Reaseguros Compañía Aseguradora, S.A. The new system grants the senior executives the right to receive a pension benefit upon retirement, regardless of whether or not they are in the Bank's employ on that date, based on the contributions made to the aforementioned system, and replaces the right to receive a pension supplement which had previously been payable to them upon retirement. The new system expressly excludes any obligation of the Bank to the executives other than the conversion of the previous system into the new employee welfare system, which took place in 2012, and, as the case may be, the annual contributions to be made. In the event of pre-retirement, and up to the retirement date, senior managers appointed prior to September 2015 are entitled to receive an annual allowance.

Likewise, the contracts of certain senior managers include a supplementary pension scheme for cases of death (widowhood and orphans) and permanent disability in active employment.

In addition, in application of the provisions of the remuneration regulations, as of 2016 (inclusive), a discretionary pension benefit component of at least 15% of the total has been included in contributions to the pension system. Under the regime corresponding to these discretionary benefits, the contributions made that are calculated on variable remunerations are subject to malus and clawback clauses according to the policy in force at each moment and during the same period in which the variable remuneration is deferred.

Likewise, they must be invested in Bank shares for a period of five years from the date of the cessation of senior management in the Group, whether or not as a result of retirement. After that period, the amount invested in shares will be invested together with the rest of the accumulated balance of the senior manager, or he will be paid to him or her beneficiaries if there were any contingency covered by the forecasting system.

The balance as of 31 December 2016 in the pension system for those who were part of senior management during the year amounted to EUR: 99.3 million (EUR: 250 million in 31 December, 2015).

The net charge to income corresponding to pension and supplementary benefits for widows, orphans and permanent invalidity amounted to EUR 12.9 million in 2016 (EUR: 21 in 2015).

During 2016, the number of CEOs was reduced. The paid amount corresponding to pensions in a single retirement pension benefit of those who were part of the senior management during the year amounted to EUR: 10.1 million (EUR: 53.2 million in 2015). The amount corresponding to allowances in the form of a single payment of the annual voluntary pre-retirement allowance amounted to EUR: 6.7 million (EUR: 21.5 million in 2015).

Additionally, the capital insured by life and accident insurance at 31 December, 2016 of this group amounts to EUR: 59.1 million (EUR: 76.8 million at 31 December, 2015).

#### **h) Post-employment benefits to former directors and former executive vice presidents**

The post-employment benefits and settlements paid in 2016 to former directors of the Bank, other than those detailed in Note 5.c amounted to EUR 7.3 million (2015: EUR 8.5 million). Also, the post-employment benefits and settlements paid in 2016 to former executive vice presidents amounted to EUR 134.7 million (2015: EUR 10.2 million).

In 2016 a period provision of EUR 301 thousand was recognised in the consolidated income statement in connection with the Group's pension and similar obligations to former directors of the Bank (including insurance premiums for supplementary surviving spouse/child and permanent disability benefits), and a period provision of EUR 506 thousand was also recognised in relation to former executive vice presidents (2015: a period provision of EUR 424 thousand was recognised).

In addition, Provisions - Provision for pensions and similar obligations in the consolidated balance sheet as at 31 December 2016 included EUR 96.8 million in respect of the post-employment benefit obligations to former directors of the Bank (31 December 2015: EUR 89 million) and EUR 171 million corresponding to former executive vice presidents (2015: EUR 121 million).

#### **i) Pre-retirement and retirement**

The following executive directors will be entitled to take pre-retirement in the event of termination, if they have not yet reached the age of retirement, on the terms indicated below:

Ms. Ana Botín-Sanz de Sautuola y O'Shea will be entitled to take pre-retirement in the event of termination for reasons other than breach. In such case, she will be entitled to an annual emolument equivalent to her fixed remuneration plus 30% of the average of her latest amounts of variable remuneration, up to a maximum of three. This emolument would be reduced by up to 16% in the event of voluntary retirement before the age of 60. Mr. José Antonio Álvarez Álvarez will be entitled to take pre-retirement in the event of termination

for reasons other than his own free will or breach. In such case, he will be entitled to an annual emolument equivalent to the fixed remuneration corresponding to him as executive vice president.

For his part, Mr. Matías Rodríguez Inciarte may take retirement at any time and, therefore, claim from the insurer the benefits corresponding to him under the externalised employee welfare system described in Note 5.c above, with no obligation whatsoever being incumbent upon the Bank in such circumstance.

#### **j) Contract termination**

The executive directors and senior executives have indefinite-term employment contracts. Executive directors or senior executives whose contracts are terminated voluntarily or due to breach of duties are not entitled to receive any economic compensation. If the Bank terminates the contract for any other reason, they will be entitled to the corresponding legally-stipulated termination benefit.

However, should Mr. Rodrigo Echenique Gordillo's contract be terminated prior to 1 January 2018, unless it is terminated voluntarily or due to his death, permanent disability, or serious breach of his duties, he shall be entitled to receive compensation of twice his fixed salary.

If the Bank were to terminate her contract, Ms. Ana Botín-Sanz de Sautuola y O'Shea would have to remain at the Bank's disposal for a period of four months in order to ensure an adequate transition, and would receive her fixed salary during that period.

Other non-director members of the Group's senior management, other than those whose contracts were amended in 2012 as indicated above, have contracts which entitle them, in certain circumstances, to an extraordinary contribution to their welfare system in the event of termination for reasons other than voluntary redundancy, retirement, disability or serious breach of duties. These benefits are recognised as a provision for pensions and similar obligations and as a staff cost only when the employment relationship between the Bank and its executives is terminated before the normal retirement date.

#### **k) Information on investments held by the directors in other companies and conflicts of interest**

None of the members of the Board of Directors or persons related to them perform, as independent professionals or as employees, activities that involve effective competition, be it present or potential, with the activities of Banco Santander, S.A., or that, in any other way, place the directors in an ongoing conflict with the interests of Banco Santander, S.A.

Without prejudice to the foregoing, following is a detail of the declarations by the directors with respect to their equity interests in companies not related to the Group whose object is banking, financing or lending; and of the management or governing functions, if any, that the directors discharge thereat.

Administrator	Denomination	Number of shares	Functions
Mrs. Ana Botín-Sanz de Sautuola y O'Shea	Bankinter, S.A. *	6,050,000	-
Mr. Bruce Neil Carnegie-Brown	Moneysupermarket.com Group plc	-	President <sup>1</sup>
	Jardine Lloyd Thompson Group plc	-	Manager officer <sup>1</sup>
Mr. Rodrigo Echenique Gordillo	Wells Fargo & Co.	2,250	-
	Bank of America Corporation	6,000	-
Mr. Matías Rodríguez Inciarte	Financiera Ponferrada, S.A., SICAV	-	Manager officer
Mr. Guillermo de la Dehesa Romero	Goldman, Sachs & Co. (The Goldman Sachs Group, Inc.)	19,546	-
	Banco Popular Español, S.A.	2,789	-
Mr. Javier Botín-Sanz de Sautuola y O'Shea	Bankinter, S.A.	7,929,853	-
	JB Capital Markets Sociedad de Valores, S.A.	-	President and CEO
Mrs. Esther Giménez-Salinas i Colomer	Gawa Capital Partners, S.L.	-	Manager officer <sup>1</sup>
Mrs. Isabel Tocino Biscarolasaga	Banco Bilbao Vizcaya Argentaria, S.A.	9,941	-

\* Ownership interests held by related persons.

1. Non-executive.

With regard to situations of conflict of interest, as stipulated in Article 30 of the Rules and Regulations of the Board, the directors must notify the board of any direct or indirect conflict with the interests of the Bank in which they or persons related thereto may be involved. The director involved shall refrain from taking part in discussions or voting on any resolutions or decisions in which the director or any persons related thereto may have a conflict of interest.

Also, under Article 33 of the Rules and Regulations of the Board, following a favourable report by the audit committee, the board must authorise the transactions which the Bank performs with directors (unless the power to approve them is vested by law in the general meeting), excluding the transactions indicated in Article 33.2.

Accordingly, the related party transactions performed during the year met the conditions established in the Rules and Regulations of the Board not to require authorisation of the governing bodies, or obtained such authorisation, following a favourable report by the audit committee, after confirming that the consideration and the other conditions agreed upon were within market parameters.

In addition, other directors abstained from participating in and voting on the deliberations of the meetings of the Board of Directors or the board committees on 95 occasions in 2016. The breakdown of these 95 cases is as follows: 28 related to proposals for the appointment, re-election or removal of directors, or the appointment of members of the board committees or committees in Group companies; 51 related to matters connected with remuneration or the extension of loans or credits; 9 related to the debate of proposed financing or other lending transactions involving companies related to directors; and on 5 occasions the abstention occurred in connection with the annual verification of the directors' status which, pursuant to Article 6.3 of the Rules and Regulations of the Board, was performed by the appointments committee.



## » 6. Loans and advances to central banks and credit institutions

The detail, by classification, type and currency, of Loans and advances to credit institutions in the consolidated balance sheets is as follows:

Millions of euros

	2016	2015	2014
<b>CENTRAL BANKS</b>			
<b>Classification:</b>			
Financial assets held for trading	-	-	-
Financial assets designated at fair value through profit or loss	-	-	-
Loans and receivables	27,973	17,337	11,814
	<b>27,973</b>	<b>17,337</b>	<b>11,814</b>
<b>Type:</b>			
Time deposits	14,445	9,958	4,796
Reverse repurchase agreements	13,528	7,379	7,018
Impaired assets	-	-	-
Valuation adjustments for impairment	-	-	-
Of which risk country	-	-	-
	<b>27,973</b>	<b>17,337</b>	<b>11,814</b>
<b>CREDIT INSTITUTIONS</b>			
<b>Classification:</b>			
Financial assets held for trading	3,221	1,352	1,020
Financial assets designated at fair value through profit or loss	10,069	26,403	28,592
Loans and receivables	35,424	37,438	39,862
	<b>48,714</b>	<b>65,193</b>	<b>69,474</b>
<b>Type:</b>			
Time deposits	5,941	7,142	8,177
Reverse repurchase agreements	20,867	37,744	39,807
Non-loan advances	21,281	19,580	20,842
Valuation adjustments accrued interest receivable and other	636	733	667
Impaired assets	4	13	60
Valuation adjustments for impairment	(15)	(19)	(79)
Of which risk country	(12)	(12)	(13)
	<b>48,714</b>	<b>65,193</b>	<b>69,474</b>
<b>Currency:</b>			
Euro	24,278	42,666	46,447
Pound sterling	4,337	3,684	3,416
US dollar	11,996	14,395	11,838
Brazilian reais	32,013	20,341	16,430
Other currencies	4,063	1,444	3,157
<b>TOTAL</b>	<b>76,687</b>	<b>82,530</b>	<b>81,288</b>

The loans and advances to credit institutions classified under Financial assets held for trading consist mainly of securities of foreign institutions acquired under reverse repurchase agreements, whereas those classified under Financial assets designated at fair value through profit or loss consist of assets of Spanish and foreign institutions acquired under reverse repurchase agreements.

The loans and advances to credit institutions classified under Loans and receivables are mainly time accounts and deposits.

Note 51 contains a detail of the residual maturity periods of Loans and receivables and of the related average interest rates.

## » 7. Debt instruments

### a) Detail

The detail, by classification, type and currency, of Debt instruments in the consolidated balance sheets is as follows:

Millions of euros

	2016	2015	2014
<b>Classification:</b>			
Financial assets held for trading	48,922	43,964	54,374
Financial assets designated at fair value through profit or loss	3,398	3,717	4,231
Financial assets available-for-sale	111,287	117,187	110,249
Loans and receivables	13,237	10,907	7,510
Held-to-maturity investments	14,468	4,355	-
	<b>191,312</b>	<b>180,130</b>	<b>176,364</b>
<b>Type:</b>			
Spanish government debt securities	45,696	45,787	39,182
Foreign government debt securities	103,070	88,346	93,037
Issued by financial institutions	16,874	18,843	18,041
Other fixed-income securities	25,397	27,227	26,127
Impaired financial assets	773	218	121
Impairment losses	(498)	(291)	(144)
	<b>191,312</b>	<b>180,130</b>	<b>176,364</b>
<b>Currency:</b>			
Euro	73,791	81,196	74,833
Pound sterling	16,106	10,551	9,983
US dollar	31,401	27,011	20,452
Other currencies	70,512	61,663	71,240
<b>Total Gross</b>	<b>191,810</b>	<b>180,422</b>	<b>176,508</b>
Impairment losses	(498)	(291)	(144)
	<b>191,312</b>	<b>180,130</b>	<b>176,364</b>

During the year 2016, Santander UK has been purchased a portfolio of UK Government debt securities which were classified as held-to-maturity investments on acquisition for the amount of EUR 7,765 million.

In 2015, the Group reclassified certain financial instruments from the available-for-sale portfolio into the held-to-maturity investment portfolio. Pursuant to the applicable legislation, the fair value of these instruments at the date of reclassification was considered their initial cost and the amount recognised in Other comprehensive income in the Group's consolidated equity remained in the consolidated balance sheet, together with the adjustments relating to the other Financial assets available-for-sale. The reclassified instruments were subsequently measured at their amortised cost, and both the difference between their amortised cost and their maturity amount and the Other comprehensive income previously recognised in equity will be recognised in the consolidated income statement over the remaining life of the financial assets using the effective interest method.

## b) Breakdown

The breakdown, by origin of the issuer, of Debt instruments at 31 December 2016, 2015 and 2014, net of impairment losses, is as follows:

Millions of euros

	2016				2015				2014			
	Private fixed-income	Public fixed-income	Total	%	Private fixed-income	Public fixed-income	Total	%	Private fixed-income	Public fixed-income	Total	%
Spain	6,153	45,696	51,849	27.10%	7,387	45,787	53,174	29.52%	8,542	39,182	47,724	27.06%
United Kingdom	3,531	11,910	15,441	8.07%	3,746	6,456	10,202	5.66%	3,502	7,577	11,079	6.28%
Portugal	4,068	7,689	11,757	6.15%	3,889	9,975	13,864	7.70%	3,543	8,698	12,241	6.94%
Italy	1,035	3,547	4,582	2.40%	1,312	4,423	5,735	3.18%	1,670	4,170	5,840	3.31%
Ireland	518	-	518	0.27%	342	-	342	0.19%	405	-	405	0.23%
Poland	707	6,265	6,972	3.64%	802	5,470	6,272	3.48%	745	6,373	7,118	4.04%
Other European countries	7,203	1,736	8,939	4.67%	7,912	3,133	11,045	6.13%	7,327	4,267	11,594	6.57%
United States	10,559	13,058	23,617	12.34%	11,919	9,753	21,672	12.03%	8,793	5,847	14,640	8.30%
Brazil	5,364	39,770	45,134	23.59%	5,405	25,588	30,993	17.21%	5,673	37,792	43,465	24.65%
Mexico	587	10,628	11,215	5.86%	723	15,296	16,019	8.89%	847	9,071	9,919	5.62%
Chile	1,315	3,643	4,958	2.59%	1,027	2,032	3,059	1.70%	909	2,389	3,298	1.87%
Other American countries	782	1,262	2,044	1.07%	762	1,611	2,373	1.32%	1,558	1,514	3,071	1.74%
Rest of the world	724	3,562	4,286	2.24%	771	4,609	5,380	2.99%	631	5,339	5,970	3.38%
	<b>42,546</b>	<b>148,766</b>	<b>191,312</b>	<b>100%</b>	<b>45,997</b>	<b>134,133</b>	<b>180,130</b>	<b>100%</b>	<b>44,145</b>	<b>132,219</b>	<b>176,364</b>	<b>100%</b>



The detail, by issuer rating, of Debt instruments at 31 December 2016, 2015 and 2014 is as follows:

Millions of euros

	2016				2015				2014			
	Private fixed-income	Public fixed-income	Total	%	Private fixed-income	Public fixed-income	Total	%	Private fixed-income	Public fixed-income	Total	%
AAA	18,916	1,008	19,924	10.41%	16,975	9,164	26,139	14.51%	17,737	10,647	28,384	16.09%
AA	1,632	29,639	31,271	16.35%	3,452	13,168	16,620	9.23%	2,763	14,770	17,533	9.94%
A	2,928	3,285	6,213	3.25%	7,379	9,120	16,499	9.16%	5,711	6,373	12,084	6.85%
BBB	7,579	66,955	74,534	38.96%	8,011	65,707	73,718	40.92%	5,215	90,505	95,720	54.27%
Below BBB	4,751	47,872	52,623	27.51%	2,575	35,573	38,148	21.18%	3,092	8,698	11,790	6.69%
Unrated	6,740	7	6,747	3.53%	7,605	1,401	9,006	5.00%	9,627	1,226	10,853	6.15%
	<b>42,546</b>	<b>148,766</b>	<b>191,312</b>	<b>100%</b>	<b>45,997</b>	<b>134,133</b>	<b>180,130</b>	<b>100%</b>	<b>44,145</b>	<b>132,219</b>	<b>176,364</b>	<b>100%</b>

The distribution of exposure by rating shown in the foregoing table has been affected by the various reviews of sovereign issuer ratings conducted in recent years. The main review in 2016 was that of United Kingdom (from AAA to Below AA), Poland (from A to Below BBB+) and Argentina (From Unrated to B-). Also, the principal review in 2015 was that of Brazil (from BBB to Below BBB).

The detail, by type of financial instrument, of Private fixed-income securities at 31 December 2016, 2015 and 2014, net of impairment losses, is as follows:

Millions of euros

	2016	2015	2014
Securitised mortgage bonds	1,584	2,110	3,388
Other asset-backed bonds	2,803	3,073	2,315
Floating rate debt	11,818	16,633	13,172
Fixed rate debt	26,341	24,181	25,270
<b>Total</b>	<b>42,546</b>	<b>45,997</b>	<b>44,145</b>

### c) Impairment losses

The changes in the impairment losses on Debt instruments are summarised below:

Millions of euros

	2016	2015	2014
Balance at beginning of year	291	144	207
Net impairment losses for the year *	380	211	55
Of which:			
Impairment losses charged to income	423	223	62
Impairment losses reversed with a credit to income	(43)	(12)	(8)
Assets written off	-	-	(110)
Exchange differences and other items	(172)	(64)	(8)
<b>Balance at end of year</b>	<b>498</b>	<b>291</b>	<b>144</b>
Of which:			
By geographical location of risk:			
European Union	40	34	34
Latin America	458	257	110
*Of which:			
Loans and advances	405	92	14
Financial assets available for sale	(25)	119	41



**d) Other information**

The detail, by term to maturity, of the debt instruments pledged as security for certain commitments, is as follows:

Millions of euros

	1 day	1 week	1 month	3 months	6 months	1 year	More than 12 months	Total
Government debt securities	8,617	31,661	4,094	5,363	3,151	496	737	54,120
Other debt instruments	1,079	1,129	414	1,092	315	676	3,732	8,435
<b>Total</b>	<b>9,696</b>	<b>32,790</b>	<b>4,508</b>	<b>6,454</b>	<b>3,466</b>	<b>1,172</b>	<b>4,470</b>	<b>62,555</b>

There are no particular conditions relating to the pledge of these assets that need to be disclosed.

Note 29 contains a detail of the Other comprehensive income recognised in equity on Financial assets available-for-sale.

Note 51 contains a detail of the residual maturity periods of Financial assets available-for-sale and of Loans and receivables and of the related average interest rates.

**» 8. Equity instruments****a) Breakdown**

The detail, by classification and type, of Equity instruments in the consolidated balance sheets is as follows:

Millions of euros

	2016	2015	2014
<b>Classification:</b>			
Financial assets held for trading	14,497	18,225	12,920
Financial assets designated at fair value through profit or loss	546	630	879
Financial assets available-for-sale	5,487	4,849	5,001
	<b>20,530</b>	<b>23,704</b>	<b>18,800</b>
<b>Type:</b>			
Shares of Spanish companies	3,098	2,479	3,102
Shares of foreign companies	15,342	19,077	12,773
Investment fund units and shares	2,090	2,148	2,925
	<b>20,530</b>	<b>23,704</b>	<b>18,800</b>

Note 29 contains a detail of the Other comprehensive income recognised in equity on Financial assets available-for-sale, and also the related impairment losses.

**b) Changes**

The changes in Financial assets available-for-sale - Equity instruments were as follows:

Millions of euros

	2016	2015	2014
Balance at beginning of year	4,849	5,001	3,955
Changes in the scope of consolidation	-	-	-
Net additions (disposals)	(294)	(392)	743
Of which:			
Bank of Shanghai Co., Ltd.	-	109	396
Visa Europe	(263)	-	-
Valuation adjustment and other items	932	240	303
<b>Balance at end of year</b>	<b>5,487</b>	<b>4,849</b>	<b>5,001</b>

The main acquisitions and disposals made in 2016, 2015 and 2014 were as follows:

**i. Bank of Shanghai Co., Ltd.**

In May 2014 the Group acquired 8% of Bank of Shanghai Co., Ltd. for EUR 396 million.

In June 2015 the Group subscribed to a capital increase at this company for EUR 109 million, thereby retaining its ownership interest percentage.

In November 2016, the Bank of Shanghai shares began to trade, which meant that the closing price at 31 December, 2016 included a valuation adjustment of EUR 675 million compared to the cost recorded in Other comprehensive income – items that may be classified in results – Financial assets available for sale.

**ii. Visa Europe**

On 21 June 2016 the Group has disposed its VISA Europe, LTD stake, classified as available for sale, obtaining a gain net of taxes of EUR 227 million (see note 44 Gains or losses on financial assets and liabilities not measured at fair value through profit or loss, net).

**c) Notifications of acquisitions of investments**

The notifications made by the Bank in 2016, in compliance with Article 155 of the Spanish Limited Liability Companies Law and Article 125 of Spanish Securities Market Law 24/1998, of the acquisitions and disposals of holdings in investees are listed in Appendix IV.



## » 9. Derivatives (assets and liabilities) and short positions

### a) Derivatives

The detail, by type of inherent risk, of the fair value of the derivatives arranged by the Group is as follows (see Note 36):

Millions of euros

	2016		2015		2014	
	Debit balance	Credit balance	Debit balance	Credit balance	Debit balance	Credit balance
Interest rate risk	47,884	48,124	51,576	49,095	56,878	56,710
Currency risk	21,087	23,500	21,924	23,444	16,201	17,418
Price risk	2,599	2,402	2,598	3,343	2,800	4,118
Other risks	473	343	626	532	979	802
	<b>72,043</b>	<b>74,369</b>	<b>76,724</b>	<b>76,414</b>	<b>76,858</b>	<b>79,048</b>

### b) Short positions

Following is a breakdown of the short positions (liabilities):

Millions of euros

	2016	2015	2014
<b>Borrowed securities:</b>			
Debt instruments	2,250	3,098	3,303
Of which: Santander UK plc	1,319	1,857	2,537
Equity instruments	1,142	990	1,557
Of which: Santander UK plc	991	905	1,435
Short sales:			
Debt instruments	19,613	13,274	12,768
Of which:			
Banco Santander, S.A.	7,472	6,953	7,093
Banco Santander (Mexico), S.A., Institución de Banca Múltiple, Grupo Financiero Santander Mexico	1,872	1,290	1,561
Banco Santander (Brasil), S.A.	9,197	4,619	3,476
Equity instruments	-	-	-
	<b>23,005</b>	<b>17,362</b>	<b>17,628</b>

## » 10. Loans and advances to customers

### a) Detail

The detail, by classification, of Loans and advances to customers in the consolidated balance sheets is as follows:

Millions of euros

	2016	2015	2014
Financial assets held for trading	9,504	6,081	2,921
Financial assets designated at fair value through profit or loss	17,596	14,293	8,971
Loans and receivables	763,370	770,474	722,819
Of which:			
Disregarding impairment losses	787,763	796,991	750,036
Impairment losses	(24,393)	(26,517)	(27,217)
Of which, due to country risk	(15)	(12)	(7)
	<b>790,470</b>	<b>790,848</b>	<b>734,711</b>
<b>Loans and advances to customers disregarding impairment losses*</b>	<b>814,863</b>	<b>817,365</b>	<b>761,928</b>

\* Includes Valuations adjustments for accrued interest receivable and other items amounting to EUR 2,836 million at 31 December 2016 (2015: EUR 3,628 million; 2014: EUR 3,402 million).

Note 51 contains a detail of the residual maturity periods of loans and receivables and of the related average interest rates.

Note 54 shows the Group's total exposure, by origin of the issuer.

There are no loans and advances to customers for material amounts without fixed maturity dates.

**b) Breakdown**

Following is a breakdown, by loan type and status, geographical area of residence and interest rate formula, of the loans and advances to customers of the Group, which reflect the Group's exposure to credit risk in its core business, disregarding impairment losses:

Millions of euros

	2016	2015	2014
<b>Loan type and status:</b>			
Commercial credit	23,811	18,404	18,900
Secured loans	452,980	478,925	440,827
Reverse repurchase agreements	16,551	11,969	3,993
Other term loans	231,480	216,862	206,261
Finance leases	25,269	22,798	15,353
Receivable on demand	8,074	8,466	10,329
Credit cards receivables	21,289	20,180	22,491
Impaired assets	32,573	36,133	40,372
Other comprehensive income for accrued interest receivable and other items	2,836	3,628	3,402
	<b>814,863</b>	<b>817,365</b>	<b>761,928</b>
<b>Geographical area:</b>			
Spain	161,372	167,856	172,371
European Union (excluding Spain)	379,666	401,315	353,674
United States and Puerto Rico	87,318	88,737	71,764
Other OECD countries	74,157	69,519	60,450
Latin America (non-OECD)	93,207	77,519	93,145
Rest of the world	19,143	12,419	10,524
	<b>814,863</b>	<b>817,365</b>	<b>761,928</b>
<b>Interest rate formula:</b>			
Fixed rate	417,448	407,026	363,679
Floating rate	397,415	410,339	398,249
	<b>814,863</b>	<b>817,365</b>	<b>761,928</b>

At 31 December 2016, the Group had granted loans amounting to EUR 14,127 million (31 December 2015: EUR 13,993 million; 31 December 2014: EUR 17,465 million) to Spanish public sector agencies (which had ratings of BBB at 31 December 2016, 2015 and 2014), and EUR 16,483 million to the public sector in other countries (31 December 2015: EUR 7,772 million; 31 December 2014: EUR 7,053 million). At 31 December 2016, the breakdown of this amount by issuer rating was as follows: 11.8% AAA, 58.1% AA, 0.0 % A, 18.5 % BBB and 11.6 % below BBB.

Without considering the Public Administrations, the amount of the loans and advances at 31 December 2016 amounts to EUR 783,893 million, of which, EUR 751,425 million euros are classified to non-performing. The percentage breakdown of these loans and advances by counterparty credit quality is as follows: 11.9 % AAA, 14.9 % AA, 19.1 % A, 24.0 % BBB and 30.1 % below BBB.

The above-mentioned ratings were obtained by converting the internal ratings awarded to customers by the Group (see Note 54) into the external ratings classification established by Standard & Poor's, in order to make them more readily comparable.



Following is a detail, by activity, of the loans to customers at 31 December 2016, net of impairment losses:

Millions of euros

	Secured loans								
	Net exposure				Loan-to-value ratio <sup>a</sup>				
	Total	Without collateral	Of which: Property collateral	Of which: Other collateral	Less than or equal to 40%	More than 40% and less than or equal to 60%	More than 60% and less than or equal to 80%	More than 80% and less than or equal to 100%	More than 100%
Public sector	28,692	16,123	9,117	3,452	1,832	2,706	4,099	3,770	162
Other financial institutions (Financial business activity)	32,829	9,314	829	22,686	382	397	298	21,486	952
Non-financial corporations and individual entrepreneurs (Non-financial business activity) (broken down by purpose)	255,946	143,124	51,977	60,845	23,600	14,673	11,916	42,125	20,508
<i>Of which:</i>									
Construction and property development	26,178	3,676	20,112	2,390	8,897	5,417	4,380	2,433	1,375
Civil engineering construction	5,118	2,444	1,270	1,404	322	275	267	1,231	579
Large companies	139,377	94,476	11,774	33,127	6,344	3,936	3,169	19,158	12,294
SMEs and individual entrepreneurs	85,273	42,528	18,821	23,924	8,037	5,045	4,100	19,303	6,260
Households – other (broken down by purpose)	454,102	114,753	302,198	37,151	76,375	96,200	92,019	41,963	32,792
<i>Of which:</i>									
Residential	296,196	1,265	294,551	380	71,910	92,134	88,159	35,097	7,631
Consumer loans	140,066	106,510	1,777	31,779	2,934	2,897	2,287	2,299	23,139
Other purposes	17,840	6,978	5,870	4,992	1,531	1,169	1,573	4,567	2,022
<b>Total (*)</b>	<b>771,569</b>	<b>283,314</b>	<b>364,121</b>	<b>124,134</b>	<b>102,189</b>	<b>113,976</b>	<b>108,332</b>	<b>109,344</b>	<b>54,414</b>
Memorandum item Refinanced and restructured transactions (**)	37,365	7,516	18,177	11,672	3,117	3,147	3,829	4,508	15,248

\* In addition, the Group has granted advances to customers amounting to EUR 18,901 million, bringing the total of loans and advances to EUR 790,470 million.

\*\* Includes the net balance of the impairment of the accumulated value or accumulated losses in the fair value due to credit risk.

a. The ratio is the carrying amount of the transactions at 31 December 2016 provided by the latest available appraisal value of the collateral.

Note 54 contains information relating to the restructured/refinanced loan book.

**c) Impairment losses**

The changes in the impairment losses on the assets making up the balances of Loans and receivables - Loans and advances to customers were as follows:

Millions of euros

	2016	2015	2014
Balance at beginning of year	26,517	27,217	24,903
Net impairment losses charged to income for the year	10,734	11,477	11,843
Of which:			
Impairment losses charged to income	17,081	16,461	16,497
Impairment losses reversed with a credit to income	(6,347)	(4,984)	(4,654)
Change of perimeter	(136)	-	-
Write-off of impaired balances against recorded impairment allowance	(12,758)	(12,361)	(11,827)
Exchange differences and other changes	36	184	2,298
<b>Balance at end of year</b>	<b>24,393</b>	<b>26,517</b>	<b>27,217</b>
Of which:			
By status of the asset:			
Impaired assets	15,331	17,421	19,354
Of which: due to country risk (Note 2.g)	15	12	7
Other assets	9,062	9,096	7,863
<b>Balance at end of year</b>	<b>24,393</b>	<b>26,517</b>	<b>27,217</b>
Of which:			
Individually calculated	6,097	9,673	10,401
Collective calculated:	18,296	16,844	16,816

In addition, provisions for debt securities amounting to EUR 405 million (31 December 2015: EUR 92 million; 31 December 2014:

EUR 14 million) and written-off assets have been recorded in the year amounting to EUR 1,582 million. (31 December 2015: EUR 1,375 million; 31 December 2014: EUR 1,336 million). With this, the amount EUR 9,557 (31 December 2015: EUR 10,194 million; 31 December 2014: EUR 10,521 million).

**d) Impaired assets and assets with unpaid past-due amounts**

The detail of the changes in the balance of the financial assets classified as Loans and receivables - Loans and advances to customers and considered to be impaired due to credit risk is as follows:

Millions of euros

	2016	2015	2014
Balance at beginning of year	36,133	40,372	40,320
Net additions	7,393	7,862	9,841
Written-off assets	(12,758)	(12,361)	(11,827)
Changes in the scope of consolidation	661	106	497
Exchange differences and other	1,144	154	1,541
<b>Balance at end of year</b>	<b>32,573</b>	<b>36,133</b>	<b>40,372</b>

This amount, after deducting the related allowances, represents the Group's best estimate of the discounted value of the flows that are expected to be recovered from the impaired assets.

At 31 December 2016, the Group's written-off assets totalled EUR 40,473 million (31 December 2015: EUR 36,848 million; 31 December 2014: EUR 35,654 million).

Following is a detail of the financial assets classified as Loans and receivables to costumers and considered to be impaired due to credit risk at 31 December 2016, classified by geographical location of risk and by age of the oldest past-due amount:

Millions of euros

	With no past-due balances or less than 90 days past due	With balances past due by				
		90 to 180 days	180 to 270 days	270 days to 1 year	More than 1 year	Total
Spain	4,845	508	360	625	7,009	13,347
European Union (excluding Spain)	2,648	1,783	877	654	3,262	9,224
United States and Puerto Rico	805	833	38	61	242	1,979
Other OECD countries	1,601	481	145	158	474	2,859
Latin America (non-OECD)	1,242	1,059	1,131	677	1,055	5,164
Rest of the world	-	-	-	-	-	-
	11,141	4,664	2,551	2,175	12,042	32,573



The detail at 31 December 2015 is as follows:

Millions of euros

	With no past-due balances or less than 90 days past due	With balances past due by				Total
		90 to 180 days	180 to 270 days	270 days to 1 year	More than 1 year	
Spain	6,623	894	622	551	8,329	17,019
European Union (excluding Spain)	1,854	1,720	916	791	4,394	9,675
United States and Puerto Rico	1,305	135	58	29	257	1,784
Other OECD countries	721	894	232	194	1,237	3,278
Latin America (non-OECD)	1,418	995	666	477	766	4,322
Rest of the world	8	2	-	-	45	55
	<b>11,929</b>	<b>4,640</b>	<b>2,494</b>	<b>2,042</b>	<b>15,028</b>	<b>36,133</b>

The detail at 31 December 2014 is as follows:

Millions of euros

	With no past-due balances or less than 90 days past due	With balances past due by				Total
		90 to 180 days	180 to 270 days	270 days to 1 year	More than 1 year	
Spain	6,664	2,764	909	866	9,404	20,607
European Union (excluding Spain)	2,027	2,520	908	767	3,532	9,754
United States and Puerto Rico	661	626	58	29	329	1,703
Other OECD countries	272	1,364	259	239	1,726	3,860
Latin America (non-OECD)	1,324	338	933	841	1,012	4,448
Rest of the world	-	-	-	-	-	-
	<b>10,948</b>	<b>7,612</b>	<b>3,067</b>	<b>2,742</b>	<b>16,003</b>	<b>40,372</b>

Set forth below for each class of impaired asset are the gross amount, associated allowances and information relating to the collateral and/or other credit enhancements obtained at 31 December 2016:

Millions of euros

	Gross amount	Allowance recognised	Estimated collateral value*
Without associated collateral	12,128	7,609	-
With property collateral	16,510	5,658	10,572
With other collateral	3,935	2,064	1,354
<b>Balance at end of year</b>	<b>32,573</b>	<b>15,331</b>	<b>11,926</b>

\* Including the estimated value of the collateral associated with each loan. Accordingly, any other cash flows that may be obtained, such as those arising from borrowers' personal guarantees, are not included.

When classifying assets in the previous table, the main factors considered by the Group to determine whether an asset has become impaired are the existence of amounts past due -assets impaired due to arrears- or other circumstances may be arise which will not result in all contractual cash flowa being recovered, such as a deterioration of the borrower's financial situation, the worsening of its capacity to generate funds or difficulties experienced by it in accessing credit.

**Loans classified as standard: past-due amounts receivable**

In addition, at 31 December 2016, there were assets with amounts receivable that were past due by 90 days or less, the detail of which, by age of the oldest past-due amount, is as follows:

Millions of euros

	Less than 1 month	1 to 2 months	2 to 3 months
Loans and advances to customers	1,672	659	393
<i>Of which Public sector</i>	8	2	-
<b>Total</b>	<b>1,672</b>	<b>659</b>	<b>393</b>

**e) Securitisation**

Loans and advances to customers includes, inter alia, the securitised loans transferred to third parties on which the Group has retained the risks and rewards, albeit partially, and which therefore, in accordance with the applicable accounting standards, cannot be derecognised. The breakdown of the securitised loans, by type of original financial instrument, and of the securitised loans derecognised because the stipulated requirements were met (see Note 2.e) is shown below. Note 22 details the liabilities associated with these securitisation transactions.

Millions of euros

	2016	2015	2014
Derecognised	477	685	2,391
Of which			
Securitised mortgage assets	477	685	2,391
Retained on the balance sheet	100,675	107,643	100,503
Of which			
Securitised mortgage assets	44,311	54,003	57,808
Of which: UK assets	20,969	30,833	36,475
Other securitised assets	56,364	53,640	42,695
<b>Total</b>	<b>101,152</b>	<b>108,328</b>	<b>102,894</b>

Securitisation is used as a tool for the management of regulatory capital and as a means of diversifying the Group's liquidity sources. In 2016, 2015 and 2014 the Group did not derecognise any of the securitisations performed, and the balance shown as derecognised for those years relates to securitisations performed in prior years.

The loans derecognised include assets of Santander Holdings USA, Inc. amounting to approximately EUR 324 million at 31 December 2016 (31 December 2015: EUR 506 million; 31 December 2014: EUR 1,942 million) that were sold, prior to this company's inclusion in the Group, on the secondary market for multifamily loans, and over which control was transferred and substantially all the associated risks and rewards were not retained. At 31 December 2016 the Group recognised under Other liabilities an obligation amounting to EUR 3 million (31 December 2015: EUR 6 million; 31 December 2014: EUR 34 million), which represents the fair value of the retained credit risk.

The loans retained on the face of the balance sheet include the loans associated with securitisations in which the Group retains a subordinated debt and/or grants any manner of credit enhancements to the new holders.

The loans transferred through securitisation are mainly mortgage loans, loans to companies and consumer loans.





## » 11. Hedging derivatives

The detail, by type of risk hedged, of the fair value of the derivatives qualifying for hedge accounting is as follows (see Note 36):

Millions of euros

	2016		2015		2014	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Fair value hedges	4,678	5,696	4,620	5,786	5,072	5,321
Of which: Portfolio hedges	1,525	2,329	426	2,168	413	2,319
Cash flow hedges	5,349	1,324	2,449	3,021	2,094	1,650
Hedges of net investments in foreign operations	350	1,136	658	130	180	284
	<b>10,377</b>	<b>8,156</b>	<b>7,727</b>	<b>8,937</b>	<b>7,346</b>	<b>7,255</b>

Note 36 contains a description of the Group's main hedges.

## » 12. Non-current assets

The detail of Non-current assets held for sale in the consolidated balance sheets is as follows:

Millions of euros

	2016	2015	2014
Equity instruments	-	-	-
Tangible assets	5,743	5,623	5,256
Of which:			
Foreclosed assets	5,640	5,533	5,139
Of which: Property assets in Spain (Note 54)	4,902	4,983	4,597
Other tangible assets held for sale	103	90	117
Other assets	29	23	120
	<b>5,772</b>	<b>5,646</b>	<b>5,376</b>

At 31 December 2016, the allowances recognised for the total non-current assets held for sale represented 51.3% (2015: 51.4%; 2014: 51.3%). The net charges recorded in those years amounted to EUR 241 million, EUR 253 million and EUR 374 million, respectively and the recoveries during these exercises are amounted to EUR 29 million, EUR 31 million and EUR 35 million.

In 2016 the Group sold, for EUR 1,083 million, foreclosed properties with a gross carrying amount of EUR 1,632 million, for which provisions totalling EUR 607 million had been recognised. These sales gave rise to gains of EUR 58 million.

In addition, other tangible assets were sold for EUR 64 million, giving rise to a gain of EUR 13 million (see Note 50).

## » 13. Investments

### a) Breakdown

The detail, by company, of Investments (see Note 2.b) is as follows:

Millions of euros

	2016	2015	2014
<b>Associated entities</b>			
Merlin Properties, SOCIMI, S.A.	1,168	-	-
Zurich Santander Insurance América, S.L.	1,011	873	997
Santander Insurance (Ireland)	325	301	288
Testa Residencial, SOCIMI, S.A.	307	-	-
Other companies	431	485	490
	<b>3,242</b>	<b>1,659</b>	<b>1,775</b>
<b>Joint Ventures entities</b>			
SAM Investment Holdings Limited	525	514	456
Aegon Santander Seguros	197	240	227
Unión de Créditos Inmobiliarios, S.A., EFC	177	184	178
Other companies	695	654	835
	<b>1,594</b>	<b>1,592</b>	<b>1,696</b>

At 31 December 31, 2016, the Group holds a share in the listed entity Merlin Properties, SOCIMI, S.A.

**b) Changes**

The changes in Investments were as follows:

Millions of euros

	2016	2015	2014
Balance at beginning of year	3,251	3,471	5,536
Acquisitions (disposals) and capital increases (reductions)	(72)	(72)	80
Changes in the scope of consolidation (Note 3)	1,457	21	(2,383)
Of which:			
<i>Santander Consumer USA Inc.</i>	-	-	(2,159)
<i>Metrovacesa Group</i>	-	-	(642)
<i>Merlin and Testa</i>	1,475	-	-
<i>Santander Insurance (Ireland)</i>	-	-	285
Effect of equity accounting (Note 41)	444	375	243
Dividends paid and reimbursements of share premium	(305)	(227)	(178)
Exchange differences and other changes	61	(317)	173
<b>Balance at end of year</b>	<b>4,836</b>	<b>3,251</b>	<b>3,471</b>

**c) Impairment losses**

In 2016, 2015 and 2014 there was no evidence of material impairment on the Group's investments.

**d) Other information**

Following is a summary of the financial information on the companies accounted for using the equity method (obtained from the information available at the date of preparation of the financial statements):

Millions of euros

	2015	2014	2013
Total assets	55,791	42,510	40,749
Total liabilities	(45,623)	(38,118)	(36,120)
<b>Net assets</b>	<b>10,168</b>	<b>4,392</b>	<b>4,629</b>
Group's share of net assets	3,381	1,904	2,272
Goodwill	1,455	1,347	1,199
Of which:			
<i>Zurich Santander Insurance América, S.L.</i>	526	526	526
<i>Santander Insurance (Ireland)</i>	205	205	205
<b>Total Group share</b>	<b>4,836</b>	<b>3,251</b>	<b>3,471</b>
Total income	11,766	11,430	9,780
Total profit	984	935	750
<b>Group's share of profit</b>	<b>444</b>	<b>375</b>	<b>243</b>

Following is a summary of the financial information for 2016 on the main associates and joint ventures (obtained from the information available at the date of preparation of the financial statements):

Millions of euros

	Total assets	Total liabilities	Total income	Total profit
<b>Associates entities</b>	<b>32,571</b>	<b>(24,837)</b>	<b>7,219</b>	<b>667</b>
Of which:				
<i>Inversiones Zurich Santander América, S.L.</i>	16,073	(15,081)	4,612	457
<i>Santander Insurance (Ireland)</i>	1,908	(1,666)	796	47
<b>Joint Ventures entities</b>	<b>23,220</b>	<b>(20,786)</b>	<b>4,547</b>	<b>317</b>
Of which:				
<i>SAM Investment Holdings Limited</i>	3,070	(2,375)	1,909	146
<i>Unión de Créditos Inmobiliarios, S.A., EFC</i>	12,144	(11,790)	389	12
<i>Aegon Santander Seguros</i>	556	(303)	312	35
<b>Total</b>	<b>55,791</b>	<b>(45,623)</b>	<b>11,766</b>	<b>984</b>

**» 14. Insurance contracts linked to pensions**

The detail of Insurance contracts linked to pensions in the consolidated balance sheets is as follows:

Millions of euros

	2016	2015	2014
Assets relating to insurance contracts covering post-employment benefit plan obligations: Banco Santander, S.A.	269	299	345
	<b>269</b>	<b>299</b>	<b>345</b>



## » 15. Liabilities under insurance contracts and Reinsurance assets

The detail of Liabilities under insurance contracts and Reinsurance assets in the consolidated balance sheets (see Note 2.j) is as follows:

Millions of euros

Technical provisions for:	2016			2015			2014		
	Direct insurance and reinsurance assumed	Reinsurance ceded	Total (balance payable)	Direct insurance and reinsurance assumed	Reinsurance ceded	Total (balance payable)	Direct insurance and reinsurance assumed	Reinsurance ceded	Total (balance payable)
Unearned premiums and unexpired risks	61	(46)	15	62	(39)	23	107	(34)	73
Life insurance	159	(138)	21	149	(136)	13	157	(146)	11
Claims outstanding	358	(98)	260	335	(112)	223	378	(107)	271
Bonuses and rebates	19	(8)	11	18	(9)	9	15	(8)	7
Other technical provisions	55	(41)	14	63	(35)	28	56	(45)	11
	<b>652</b>	<b>(331)</b>	<b>321</b>	<b>627</b>	<b>(331)</b>	<b>296</b>	<b>713</b>	<b>(340)</b>	<b>373</b>

## » 16. Tangible assets

### a) Changes

The changes in Tangible assets in the consolidated balance sheets were as follows:

Millions of euros

	For own use	Leased out under an operating lease	Investment property	Total
<b>Cost:</b>				
Balances at 1 January 2014	15,795	3,205	4,644	23,644
Additions / disposals (net) due to change in the scope of consolidation	229	2,472	3,296	5,997
Additions / disposals (net)	952	4,868	(774)	5,046
Transfers, exchange differences and other items	375	(79)	258	554
Balances at 31 December 2014	17,351	10,466	7,424	35,241
Additions / disposals (net) due to change in the scope of consolidation	(22)	1	(27)	(48)
Additions / disposals (net)	878	3,857	(88)	4,647
Transfers, exchange differences and other items	(765)	597	36	(132)
Balances at 31 December 2015	17,442	14,921	7,345	39,708
Additions / disposals (net) due to change in the scope of consolidation	(17)	287	(4,278)	(4,008)
Additions / disposals (net)	763	2,380	(64)	3,079
Transfers, exchange differences and other items	(76)	650	462	1,036
<b>Balances at 31 December 2016</b>	<b>18,112</b>	<b>18,238</b>	<b>3,465</b>	<b>39,815</b>

Millions of euros

	For own use	Leased out under an operating lease	Investment property	Total
<b>Accumulated depreciation:</b>				
Balances at 1 January 2014	(7,934)	(926)	(203)	(9,063)
Disposals due to change in the scope of consolidation	4	-	-	4
Disposals	403	157	43	603
Charge for the year	(1,048)	-	(12)	(1,060)
Transfers, exchange differences and other items	(404)	(1,009)	(22)	(1,435)
Balances at 31 December 2014	(8,979)	(1,778)	(194)	(10,951)
Disposals due to change in the scope of consolidation	(27)	-	5	(22)
Disposals	423	196	11	630
Charge for the year	(1,161)	-	(11)	(1,172)
Transfers, exchange differences and other items	296	(1,794)	(95)	(1,593)
Balances at 31 December 2015	(9,448)	(3,376)	(284)	(13,108)
Disposals due to change in the scope of consolidation	5	(3)	121	123
Disposals	311	457	29	797
Charge for the year	(1,079)	-	(10)	(1,089)
Transfers, exchange differences and other items	-	(2,247)	(53)	(2,300)
<b>Balances at 31 December 2016</b>	<b>(10,211)</b>	<b>(5,169)</b>	<b>(197)</b>	<b>(15,577)</b>
<b>Impairment losses:</b>				
Balances at 1 January 2014	(74)	(92)	(761)	(927)
Impairment charge for the year	(5)	(31)	(112)	(148)
Releases	-	-	-	-
Disposals due to change in the scope of consolidation	-	-	28	28
Exchange differences and other	31	-	(18)	13
Balances at 31 December 2014	(48)	(123)	(863)	(1,034)
Impairment charge for the year	(5)	(37)	(109)	(151)
Releases	3	-	20	23
Disposals due to change in the scope of consolidation	5	-	(4)	1
Exchange differences and other	-	1	(120)	(119)
Balances at 31 December 2015	(45)	(159)	(1,076)	(1,280)
Impairment charge for the year	(12)	(43)	(62)	(117)
Releases	1	1	60	62
Disposals due to change in the scope of consolidation	1	-	309	310
Exchange differences and other	14	42	17	73
<b>Balances at 31 December 2016</b>	<b>(41)</b>	<b>(159)</b>	<b>(752)</b>	<b>(952)</b>
<b>Tangible assets, net:</b>				
Balances at 31 December 2014	8,324	8,565	6,367	23,256
Balances at 31 December 2015	7,949	11,386	5,985	25,320
Balances at 31 December 2016*	7,860	12,910	2,516	23,286

\* The decreases in 2016 in Tangible assets - Investment property is due of division result and desconsolidation of Metrovacesa, S.A. (see Note 3).



## b) Property, plant and equipment for own use

The detail, by class of asset, of Property, plant and equipment - For own use in the consolidated balance sheets is as follows:

Millions of euros

	Cost	Accumulated depreciation	Impairment losses	Carrying amount
Land and buildings	5,829	(1,790)	(48)	3,991
IT equipment and fixtures	4,716	(3,722)	-	994
Furniture and vehicles	6,494	(3,409)	-	3,085
Construction in progress and other items	312	(58)	-	254
<b>Balances at 31 December 2014</b>	<b>17,351</b>	<b>(8,979)</b>	<b>(48)</b>	<b>8,324</b>
Land and buildings	5,754	(1,892)	(45)	3,817
IT equipment and fixtures	4,984	(3,927)	-	1,057
Furniture and vehicles	6,374	(3,561)	-	2,813
Construction in progress and other items	330	(68)	-	262
<b>Balances at 31 December 2015</b>	<b>17,442</b>	<b>(9,448)</b>	<b>(45)</b>	<b>7,949</b>
Land and buildings	5,713	(1,967)	(41)	3,705
IT equipment and fixtures	5,225	(4,161)	-	1,064
Furniture and vehicles	6,963	(4,023)	-	2,940
Construction in progress and other items	211	(60)	-	151
<b>Balances at 31 December 2016</b>	<b>18,112</b>	<b>(10,211)</b>	<b>(41)</b>	<b>7,860</b>

The carrying amount at 31 December 2016 in the foregoing table includes the following approximate amounts:

- EUR 5,906 million (31 December 2015: EUR 5,870 million; 31 December 2014: EUR 6,161 million) relating to property, plant and equipment owned by Group entities and branches located abroad.

## c) Investment property

The fair value of investment property at 31 December 2016 amounted to EUR 2,583 million (2015: EUR 6,097 million; 2014: EUR 6,366 million). A comparison of the fair value of investment property at 31 December 2016, 2015 and 2014 with the net book value shows gross unrealised gains of EUR 67 million (2015 gains: EUR 112 and 2014 losses: 1 EUR million), of which are attributed to the group are unrealised gains of EUR: 67 million (2015 gains: EUR 112 million and 2014 losses: EUR 1 million).

The rental income earned from investment property and the direct costs related both to investment properties that generated rental income in 2016, 2015 and 2014 and to investment properties that did not generate rental income in those years are not material in the context of the consolidated financial statements.

## d) Sale of properties

In 2007 and 2008 the Group sold ten hallmark properties, 1,152 Bank branch offices in Spain and its head office complex (Ciudad Financiera or Santander Business Campus) to various buyers. Also, the Group entered into operating leases (with maintenance, insurance and taxes payable by the Group) on those properties with the buyers for various compulsory terms (12 to 15 years for the hallmark properties, 24 to 26 years for the branch offices and 40 years for the Santander Business Campus), with various rent review agreements applicable during those periods and the possible extensions thereof. The agreements between the parties also provided for purchase options that in general are exercisable by the Group on final expiry of the leases at the market value of the properties on the expiry dates; the market value will be determined, where appropriate, by independent experts.

The rental expense recognised by the Group in 2016 in connection with these operating lease agreements amounted to EUR 297 million (2015: EUR 297 million; 2014: EUR 292 million). At 31 December 2016, the present value of the minimum future payments that the Group will incur in the compulsory term amounted to EUR 243 million payable within one year, EUR 726 million payable at between one and five years and EUR 1,496 million payable at more than five years.

## » 17. Intangible assets - Goodwill

The detail of goodwill, based on the cash-generating units giving rise thereto, is as follows:

Millions of euros

	2016	2015	2014
Santander UK	8,679	10,125	9,540
Banco Santander (Brasil)	5,769	4,590	6,129
Santander Consumer USA	3,182	3,081	2,762
Bank Zachodni WBK	2,342	2,423	2,418
Santander Bank, National Association	1,948	1,886	1,691
Santander Consumer Germany	1,217	1,217	1,315
Banco Santander Totta	1,040	1,040	1,040
Banco Santander - Chile	704	644	675
Santander Consumer Bank (Nordics)	537	546	564
Grupo Financiero Santander (Mexico)	449	517	561
Other companies	857	891	853
<b>Total goodwill</b>	<b>26,724</b>	<b>26,960</b>	<b>27,548</b>

The changes in goodwill were as follows:

Millions of euros

	2016	2015	2014
Balance at beginning of year	26,960	27,548	23,281
Additions (Note 3)	-	235	3,176
Of which:			
<i>Santander Consumer USA Holdings, Inc.</i>	-	-	2,482
<i>Carfinco Financial Group Inc.</i>	-	162	-
<i>Financiera El Corte Inglés, E.F.C., S.A.</i>	-	-	32
<i>Santander Consumer Bank (Nordics) (*)</i>	-	-	408
<i>Getnet</i>	-	-	229
<i>Other entities</i>	-	73	25
Impairment losses	(50)	(115)	(2)
Disposals or changes in scope of consolidation	(2)	(172)	-
Exchange differences and other items	(184)	(536)	1,093
<b>Balance at end of year</b>	<b>26,724</b>	<b>26,960</b>	<b>27,548</b>

\* In 2015 the Group completed the purchase price allocation, the goodwill on which finally amounted to EUR 391 million (see Note 3.b).

The Group has goodwill generated by cash-generating units located in non-euro currency countries (mainly the UK, Brazil, the United States, Poland, Chile, Norway, Sweden and Mexico) and, therefore, this gives rise to exchange differences on the translation to euros, at closing rates, of the amounts of goodwill denominated in foreign currencies. Accordingly, in 2016 goodwill decreased by EUR 185 million due to exchange differences (see Note 29.b) which, pursuant to current legislation, were recognised with a credit to Other comprehensive income Items that may be reclassified to profit or loss - Exchange differences in other comprehensive income in the consolidated statement of recognised income and expense.

During 2016, the Group has reallocated the goodwill initially assigned to the Santander Bank, National Association cash generating unit to the information segments in which the activity is broken down, as the company's business is managed. This reallocation was made based on the relative values of the reallocated units, not presenting any evidence of impairment prior to reassignment. This change has no effect in the accompanying consolidated financial statements.

At least once per year (or whenever there is any indication of impairment), the Group reviews goodwill for impairment (i.e. a potential reduction in its recoverable value to below its carrying amount). The first step that must be taken in order to perform this analysis is the identification of the cash-generating units, i.e. the Group's smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The amount to be recovered of each cash-generating unit is determined taking into consideration the carrying amount (including any fair value adjustment arising on the business combination) of all the assets and liabilities of all the independent legal entities composing the cash-generating unit, together with the related goodwill.

The amount to be recovered of the cash-generating unit is compared with its recoverable amount in order to determine whether there is any impairment.

The Group's directors assess the existence of any indication that might be considered to be evidence of impairment of the cash-generating unit by reviewing information including the following: (i) certain macroeconomic variables that might affect its investments (population data, political situation, economic situation -including bankarisation-, among others) and (ii) various microeconomic variables comparing the investments of the Group with the financial services industry of the country in which the cash-generating unit carries on most of its business activities (balance sheet composition, total funds under management, results, efficiency ratio, capital adequacy ratio, return on equity, among others).



Regardless of whether there is any indication of impairment, every year the Group calculates the recoverable amount of each cash-generating unit to which goodwill has been allocated and, to this end, it uses price quotations, if available, market references (multiples), internal estimates and appraisals performed by independent experts.

Firstly, the Group determines the recoverable amount by calculating the fair value of each cash-generating unit on the basis of the quoted price of the cash-generating units, if available, and of the price earnings ratios of comparable local entities.

In addition, the Group performs estimates of the recoverable amounts of certain cash-generating units by calculating their value in use using discounted cash flow projections. The main assumptions used in this calculation are: (i) earnings projections based on the financial budgets approved by the Group's directors which normally cover a five-year period (unless a longer time horizon can be justified), (ii) discount rates determined as the cost of capital taking into account the risk-free rate of return plus a risk premium in line with the market and the business in which the units operate and (iii) constant growth rates used in order to extrapolate earnings in perpetuity which do not exceed the long-term average growth rate for the market in which the cash-generating unit in question operates.

The cash flow projections used by Group management to obtain the values in use are based on the financial budgets approved by both local management of the related local units and the Group's directors. The Group's budgetary estimation process is common for all the cash-generating units. The local management teams prepare their budgets using the following key assumptions:

- a) Microeconomic variables of the cash-generating unit: management takes into consideration the current balance sheet structure, the product mix on offer and the business decisions taken by local management in this regard.
- b) Macroeconomic variables: growth is estimated on the basis of the changing environment, taking into consideration expected GDP growth in the unit's geographical location and forecast trends in interest and exchange rates. These data, which are based on external information sources, are provided by the Group's economic research service.
- c) Past performance variables: in addition, management takes into consideration in the projection the difference (both positive and negative) between the cash-generating unit's past performance and that of the market.

Following is a detail of the main assumptions used in determining the recoverable amount, at 2016 year-end, of the most significant cash-generating units which were valued using the discounted cash flow method:

	Projected period	Discount rate*	Nominal perpetual growth rate
Santander UK	5 years	8.8%	2.5%
Banco Santander (Brasil)	5 years	15.2%	7.8%
Santander Bank, National Association (**)	3 years	9.5%	3.7%
Santander Consumer Germany	5 years	8.7%	2.5%
Santander Consumer USA	3 years	10.2%	2.5%
Banco Santander Totta	5 years	10.8%	2.5%
Santander Consumer Bank (Nordics)	5 years	9.0%	2.5%

\* Post-tax discount rate for the purpose of consistency with the earnings projections used.

\*\* After the reallocation of goodwill during the 2016 financial year discussed above, the attached table shows the information of the main hypotheses of the cash-generating units that are allocated within the goodwill.

Given the degree of uncertainty of these assumptions, the Group performs a sensitivity analysis thereof using reasonable changes in the key assumptions on which the recoverable amount of the cash-generating units is based in order to confirm whether their recoverable amount still exceeds their carrying amount. The sensitivity analysis involved adjusting the discount rate by +/- 50 basis points and the perpetuity growth rate by +/- 50 basis points. Following the sensitivity analysis performed, the value in use of all the cash-generating units still exceeds their recoverable amount, although in the case of Santander UK, the value in use is close to its carrying amount to be recovered, motivated mainly by the impact of Referendum UK/UE on the projections used in the estimation of its value in use.

The recoverable amount of Bank Zachodni WBK, Banco Santander - Chile and Grupo Financiero Santander (Mexico) was calculated as the fair values of the aforementioned cash-generating units obtained from the market prices of their shares at year-end. This value exceeded the recoverable amount.



## » 18. Intangible assets - Other intangible assets

The detail of Intangible assets - Other intangible assets in the consolidated balance sheets and of the changes therein in 2016, 2015 and 2014 is as follows:

Millions of euros

	Estimated useful life	31 December 2015	Net additions and disposals	Change in scope of consolidation	Amortisation and impairment	Application of amortisation and impairment	Exchange differences and other	31 December 2016
<b>With indefinite useful life:</b>								
Brand names		49	1	-	-	(11)	-	39
<b>With finite useful life:</b>								
IT developments	3-7 years	5,411	1,726	-	-	(890)	311	6,558
Other		1,306	41	(124)	-	-	22	1,245
Accumulated amortisation		(3,873)	-	-	(1,275)	716	(416)	(4,848)
<i>Development</i>		(3,353)	-	-	(1,168)	716	(435)	(4,240)
<i>Other</i>		(520)	-	-	(107)	-	(19)	(608)
Impairment losses		(423)	-	-	(11)	185	(48)	(297)
Of Wich: Addition					(11)			
		<b>2,470</b>	<b>1,768</b>	<b>(124)</b>	<b>(1,286)</b>	<b>-</b>	<b>(131)</b>	<b>2,697</b>

Millions of euros

	Estimated useful life	31 December 2014	Net additions and disposals	Change in scope of consolidation	Amortisation and impairment	Application of amortisation and impairment	Exchange differences and other	31 December 2015
<b>With indefinite useful life:</b>								
Brand names		61	-	(2)	-	(17)	7	49
<b>With finite useful life:</b>								
IT developments	3-7 years	5,350	1,481	(25)	-	(951)	(444)	5,411
Other		1,294	87	-	-	(81)	6	1,306
Accumulated amortisation		(3,623)	-	20	(1,246)	663	313	(3,873)
<i>Development</i>		(3,096)	-	20	(1,138)	613	248	(3,353)
<i>Other</i>		(527)	-	-	(108)	50	65	(520)
Impairment losses		(229)	-	-	(586)	386	6	(423)
Of Wich: Addition					(586)			
		<b>2,853</b>	<b>1,568</b>	<b>(7)</b>	<b>(1,832)</b>	<b>-</b>	<b>(112)</b>	<b>2,470</b>

Millions of euros

	Estimated useful life	31 December 2013	Net additions and disposals	Change in scope of consolidation	Amortisation and impairment	Application of amortisation and impairment	Exchange differences and other	31 December 2014
<b>With indefinite useful life:</b>								
Brand names		15	-	43	-	-	3	61
<b>With finite useful life:</b>								
IT developments	3-7 years	5,546	1,345	63	-	(1,731)	127	5,350
Other		1,132	(127)	525	-	(250)	14	1,294
Accumulated amortisation		(3,603)	-	-	(1,227)	1,269	(62)	(3,623)
<i>Development</i>		(2,973)	-	-	(1,088)	1,019	(54)	(3,096)
<i>Other</i>		(630)	-	-	(139)	250	(8)	(527)
Impairment losses		(130)	-	-	(699)	712	(112)	(229)
Of Wich: Addition					(749)			
		<b>2,960</b>	<b>1,218</b>	<b>631</b>	<b>(1,926)</b>	<b>-</b>	<b>(30)</b>	<b>2,853</b>



In 2015 and 2014, impairment losses of EUR 586 and EUR 699 million, respectively were recognised under provisions or reversals of provisions at financial assets in the consolidated income statement. These impairment losses related mainly to the decline in or loss of the recoverable value of certain computer systems and applications as a result of the processes initiated by the Group to adapt to the various regulatory changes and to transform or integrate businesses.

## » 19. Other assets

The detail of Other assets is as follows:

Millions of euros

	2016	2015	2014
Transactions in transit	431	323	727
Net pension plan assets (Note 25)	521	787	413
Prepayments and accrued income	2,232	1,976	2,001
Other	3,878	3,277	3,909
	<b>7,062</b>	<b>6,363</b>	<b>7,050</b>

## » 20. Deposits from central banks and credit institutions

The detail, by classification, counterparty, type and currency, of Deposits from central banks and Deposits from credit institutions in the consolidated balance sheets is as follows:

Millions of euros

	2016	2015	2014
<b>CENTRALS BANKS</b>			
<b>Classification:</b>			
Financial liabilities held for trading	1,351	2,178	2,041
Financial liabilities designated at fair value through profit or loss	9,112	16,486	6,321
Financial liabilities at amortised cost	44,112	38,872	17,290
	<b>54,575</b>	<b>57,536</b>	<b>25,652</b>
<b>Type:</b>			
Deposits on demand	5	5	-
Time deposits	46,263	41,842	23,273
Deposits available with prior notice	-	-	-
Reverse repurchase agreements	8,292	15,659	2,351
Repurchase agreements	15	30	28
	<b>54,575</b>	<b>57,536</b>	<b>25,652</b>
<b>CREDIT INSTITUTIONS</b>			
<b>Classification:</b>			
Financial liabilities held for trading	44	77	5,531
Financial liabilities designated at fair value through profit or loss	5,015	8,551	19,039
Financial liabilities at amortised cost	89,764	109,209	105,394
	<b>94,823</b>	<b>117,837</b>	<b>129,964</b>
<b>Type:</b>			
Deposits on demand	4,220	4,526	5,597
Time deposits	61,187	70,906	61,523
Reverse repurchase agreements	29,277	42,064	62,243
Subordinated deposits	5	3	247
Repurchase agreements	134	338	354
	<b>94,823</b>	<b>117,837</b>	<b>129,964</b>
<b>Currency:</b>			
Euro	74,746	92,062	86,786
Pound sterling	12,237	5,961	8,107
US dollar	40,514	48,586	34,646
Brazilian reais	16,537	16,410	19,779
Other currencies	5,364	12,354	6,298
	<b>149,398</b>	<b>175,373</b>	<b>155,616</b>

The increase in Deposits from central banks measured at amortised cost in the last three years relates mainly to the Group's participation in the European Central Bank's targeted longer-term refinancing operations (LTRO and TLTROs) for EUR 35 billion.

Additionally, during the second half of 2016, the Bank of England granted funding under the Term Scheme Funding (TFS) program. As of December 2016, Santander UK had invested € 5.2 million.

Note 51 contains a detail of the residual maturity periods of financial liabilities at amortised cost and of the related average interest rates.

## » 21. Customer deposits

The detail, by classification, geographical area and type, of Customer deposits is as follows:

Millions of euros

	2016	2015	2014
<b>Classification:</b>			
Financial liabilities held for trading	9,996	9,187	5,544
Financial liabilities designated at fair value through profit or loss.	23,345	26,357	33,127
Financial liabilities at amortised cost	657,770	647,598	609,035
	<b>691,111</b>	<b>683,142</b>	<b>647,706</b>
<b>Geographical area:</b>			
Spain	181,888	183,778	186,114
European Union (excluding Spain)	295,059	311,314	275,291
United States and Puerto Rico	63,429	59,814	51,291
Other OECD countries	62,761	57,817	55,003
Latin America (non-OECD)	87,519	69,792	79,848
Rest of the world	455	627	159
	<b>691,111</b>	<b>683,142</b>	<b>647,706</b>
<b>Type:</b>			
<b>Demand deposits-</b>			
Current accounts	279,494	257,192	200,752
Savings accounts	180,611	180,415	173,105
Other demand deposits	7,156	5,489	5,046
<b>Time deposits-</b>			
Fixed-term deposits and other term deposits	176,581	196,965	223,262
Home-purchase savings accounts	50	59	71
Discount deposits	448	448	448
Hybrid financial liabilities	3,986	5,174	3,525
Subordinated liabilities	24	20	79
Repurchase agreements	42,761	37,380	41,418
	<b>691,111</b>	<b>683,142</b>	<b>647,706</b>

Note 51 contains a detail of the residual maturity periods of financial liabilities at amortised cost and of the related average interest rates.

## » 22. Marketable debt securities

### a) Breakdown

The detail, by classification and type, of Marketable debt securities is as follows:

Millions of euros

	2016	2015	2014
<b>Classification:</b>			
Financial liabilities held for trading	-	-	-
Financial liabilities designated at fair value through profit or loss	2,791	3,373	3,830
Financial liabilities at amortised cost	226,078	222,787	209,865
	<b>228,869</b>	<b>226,160</b>	<b>213,695</b>
<b>Type:</b>			
Bonds and debentures outstanding	183,278	182,073	178,710
Subordinated	19,873	21,131	16,806
Notes and other securities	25,718	22,956	18,179
	<b>228,869</b>	<b>226,160</b>	<b>213,695</b>



The breakdown of book value by maturity of the subordinated liabilities and bonds and debentures outstanding at 31 December, 2016:

Millions of euros

	Within 1 year	1 to 3 years	3 to 5 years	More than 5 years	Total
Subordinated Liabilities	268	1,145	-	18,460	19,873
Covered bonds	25,403	24,955	15,717	17,958	84,033
Other bonds and debentures	29,374	32,218	22,140	15,513	99,245
<b>Total bonds and debentures outstanding</b>	<b>54,777</b>	<b>57,173</b>	<b>37,857</b>	<b>33,471</b>	<b>183,278</b>
<b>Total bonds and debentures outstanding and subordinated liabilities</b>	<b>55,045</b>	<b>58,318</b>	<b>37,857</b>	<b>51,931</b>	<b>203,151</b>

Note 51 contains a detail of the residual maturity periods of financial liabilities at amortised cost and of the related average interest rates in those years.

#### b) Bonds and debentures outstanding

The detail, by currency of issue, of bonds and debentures outstanding is as follows:

Millions of euros

Currency of issuen	2016	2015	2014	31 December 2016	
				Outstanding issue amount in foreign currency (Millions)	Annual interest rate (%)
Euro	77,231	88,922	89,803	77,231	3.35%
US dollar	48,134	46,463	39,992	50,738	2.37%
Pound sterling	15,098	16,757	19,613	12,926	2.65%
Brazilian real	27,152	19,125	18,707	93,144	11.64%
Hong Kong dollar	40	74	41	328	3.00%
Chilean peso	6,592	3,634	3,596	4,664,826	3.05%
Other currencies	9,030	7,098	6,958		
<b>Balance at end of year</b>	<b>183,278</b>	<b>182,073</b>	<b>178,710</b>		

The changes in Bonds and debentures outstanding were as follows:

Millions of euros

	2016	2015	2014
<b>Balance at beginning of year</b>	<b>182,073</b>	<b>178,710</b>	<b>161,274</b>
<b>Net inclusion of entities in the Group</b>	<b>1,009</b>	<b>5,229</b>	<b>7,024</b>
Of which:			
Santander Consumer USA Holdings Inc.	-	-	7,024
Banif - Banco Santander Totta SA	-	1,729	-
Auto ABS UK Loans PLC	-	1,358	-
Auto ABS DFP Master Compartment France 2013	-	550	-
Auto ABS2 FCT Compartment 2013-A	-	514	-
PSA Financial Services, Spain, EFC, SA	-	401	-
Auto ABS FCT Compartment 2012-1	-	274	-
Auto ABS FCT Compartment 2013-2	-	205	-
PSA Finance Suisse, S.A.	-	200	-
Banca PSA Italia S.P.A.	500	-	-
PSA Bank Deutschland GmbH	497	-	-
<b>Issues</b>	<b>57,012</b>	<b>66,223</b>	<b>66,360</b>
Of which:			
Grupo Santander UK	12,815	16,279	21,377
Santander Consumer USA Holdings Inc.	11,699	11,330	7,600
Banco Santander S.A. (Brasil)	7,699	16,910	15,818
Santander Consumer Finance, S.A.	4,567	5,070	3,602
Santander International Debt, S.A.	3,968	4,270	4,853
Banco Santander S.A. (Chile)	3,363	1,198	1,979
Santander Holding USA, Inc.	2,798	1,921	-
Banco Santander S.A.	2,417	995	3,163
Banco Santander S.A. (Mexico)	1,840	1,874	1,099
Santander Consumer Bank A.S.	1,537	1,328	470
PSA Financial Services, Spain, EFC, SA	726	-	-
Auto ABS French Lease Master Compartment 2016	635	-	-
Emisora Santander España	158	745	-
Banco Santander Totta SA	-	749	1,746
Santander Bank, National Association	-	910	-
Motor 2014 PLC	-	-	736
<b>Redemptions and repurchases</b>	<b>(59,036)</b>	<b>(69,295)</b>	<b>(60,883)</b>
Of which:			
Grupo Santander UK	(13,163)	(18,702)	(19,213)
Santander Consumer USA Holdings Inc.	(11,166)	(7,556)	-
Banco Santander S.A. (Brasil)	(7,579)	(14,718)	(14,359)
Santander International Debt, S.A.	(6,747)	(5,938)	(6,967)
Banco Santander S.A.	(6,090)	(11,579)	(12,391)
Santander Consumer Finance, S.A.	(4,117)	(2,838)	(1,422)
Santander Holdings USA, Inc.	(1,786)	(494)	-
Banco Santander (Mexico), S.A., Institución de Banca Múltiple, Grupo Financiero Santander	(1,453)	(789)	(726)
Banco Santander Totta SA	(856)	(130)	(1,095)
Santander Consumer Bank A.S.	(710)	(163)	-
Banco Santander - Chile	(516)	(2,136)	(2,186)
Santander International Products, Plc.	(332)	(64)	(610)
Santander US Debt, S.A.U.	-	(1,064)	-
Brazil Foreign Diversified Payment Rights Finance Company	-	-	(655)
<b>Exchange differences and other movements</b>	<b>2,219</b>	<b>1,206</b>	<b>4,935</b>
<b>Balance at year-end</b>	<b>183,278</b>	<b>182,073</b>	<b>178,710</b>



### c) Notes and other securities

These notes were issued basically by Abbey National Treasury Services plc, Santander Consumer Finance, S.A., Santander Commercial Paper, S.A., Banco Santander (Mexico), S.A., Bank Zachodni WBK S.A., Banco Santander, S.A. and PSA Banque France.

### d) Guarantees

Set forth below is information on the liabilities secured by financial assets:

Millions of euros

	2016	2015	2014
Asset-backed securities	38,825	42,201	39,594
Of which, mortgage-backed securities	8,561	14,152	18,059
Other mortgage securities	44,616	48,228	60,569
Of which: mortgage-backed bonds	16,965	19,747	29,227
Territorial covered bond	592	1,567	1,576
	<b>84,033</b>	<b>91,996</b>	<b>101,739</b>

The main characteristics of the assets securing the aforementioned financial liabilities are as follows:

#### 1. Asset-backed securities:

a. Mortgage-backed securities- these securities are secured by securitised mortgage assets (see Note 10.e) with average maturities of more than ten years that must: be a first mortgage for acquisition of principal or second residence, be current in payments, have a loan-to-value ratio below 80% and have a liability insurance policy in force covering at least the appraisal value. The value of the financial liabilities broken down in the foregoing table is lower than the balance of the assets securing them - securitised assets retained on the balance sheet - mainly because the Group repurchases a portion of the bonds issued, and in such cases they are not recognised on the liability side of the consolidated balance sheet.

b. Other asset - backed securities - including asset-backed securities and notes issued by special-purpose vehicles secured mainly by mortgage loans that do not meet the foregoing requirements and other loans (mainly personal loans with average maturities of five years and loans to SMEs with average maturities of seven years).

2. Other mortgage securities include mainly: (i) mortgage-backed bonds with average maturities of more than ten years that are secured by a portfolio of mortgage loans and credits (included in secured loans - see Note 10.b) which must: not be classified as at procedural stage; have available appraisals performed by specialised entities; have a loan-to-value ratio below 80% in the case of home loans and below 60% for loans for other assets and have sufficient liability insurance, (ii) other debt securities issued as part of the Group's liquidity strategy in the UK, mainly covered bonds in the UK secured by mortgage loans and other assets.

The fair value of the guarantees received by the Group (financial and non-financial assets) which the Group is authorized to sell or pledge even if the owner of the guarantee has not defaulted is scantily material taking into account the Group's financial statements as a whole.

### e) Spanish mortgage-market issues

The members of the Board of Directors hereby state that the Group entities operating in the Spanish mortgage-market issues area have established and implemented specific policies and procedures to cover all activities carried on and guarantee strict compliance with mortgage-market regulations applicable to these activities as provided for in Royal Decree 716/2009, of 24 April implementing certain provisions of Mortgage Market Law 2/1981, of 25 March, and, by application thereof, in Bank of Spain Circulars 7/2010 and 5/2011, and other financial and mortgage system regulations. Also, financial management defines the Group entities' funding strategy.

The risk policies applicable to mortgage market transactions envisage maximum loan-to-value (LTV) ratios, and specific policies are also in place adapted to each mortgage product, which occasionally require the application of stricter limits.

The Bank's general policies in this respect require the repayment capacity of each potential customer (the effort ratio in loan approval) to be analysed using specific indicators that must be met. This analysis must determine whether each customer's income is sufficient to meet the repayments of the loan requested. In addition, the analysis of each customer must include a conclusion on the stability over time of the customer's income considered with respect to the life of the loan. The aforementioned indicator used to measure the repayment capacity (effort ratio) of each potential customer takes into account mainly the relationship between the potential debt and the income generated, considering on the one hand the monthly repayments of the loan requested and other transactions and, on the other, the monthly salary income and duly supported income.

The Group entities have specialised document comparison procedures and tools for verifying customer information and solvency (see Note 54).

The Group entities' procedures envisage that each mortgage originated in the mortgage market must be individually valued by an appraisal company not related to the Group.

In accordance with Article 5 of Mortgage Market Law 41/2007, any appraisal company approved by the Bank of Spain may issue valid appraisal reports. However, as permitted by this same article, the Group entities perform several checks and select, from among these companies, a small group with which they enter into cooperation agreements with special conditions and automated control mechanisms. The Group's internal regulations specify, in detail, each of the internally approved companies, as well as the approval

requirements and procedures and the controls established to uphold them. In this connection, the regulations establish the functions of an appraisal company committee on which the various areas of the Group related to these companies are represented. The aim of the committee is to regulate and adapt the internal regulations and the activities of the appraisal companies to the current market and business situation.

Basically, the companies wishing to cooperate with the Group must have a significant level of activity in the mortgage market in the area in which they operate, they must pass a preliminary screening process based on criteria of independence, technical capacity and solvency -in order to ascertain the continuity of their business- and, lastly, they must pass a series of tests prior to obtaining definitive approval.

In order to comply in full with the legislation, any appraisal provided by the customer is reviewed, irrespective of which appraisal company issues it, to check that the requirements, procedures and methods used to prepare it are formally adapted to the valued asset pursuant to current legislation and that the values reported are customary in the market.

The information required by Bank of Spain Circulars 7/2010 and 5/2011, by application of Royal Decree 716/2009, of 24 April is as follows:

Millions of euros

	2016	2015	2014
Face value of the outstanding mortgage loans and credits that support the issuance of mortgage-backed and mortgage bonds pursuant to Royal Decree 716/2009 (excluding securitised bonds)	56,871	60,043	68,306
Of which:			
Loans eligible to cover issues of mortgage-backed securities	38,426	39,414	42,764
Transfers of assets retained on balance sheet: mortgage-backed certificates and other securitised mortgage assets	19,509	21,417	19,542

### Mortgage-backed bonds

The mortgage-backed bonds ("cédulas hipotecarias") issued by the Group entities are securities the principal and interest of which are specifically secured by mortgages, there being no need for registration in the Property Register and without prejudice to the issuer's unlimited liability.

The mortgage-backed bonds include the holder's financial claim on the issuer, secured as indicated in the preceding paragraph, and may be enforced to claim payment from the issuer after maturity. The holders of these securities have the status of special preferential creditors vis-à-vis all other creditors (established in Article 1923.3 of the Spanish Civil Code) in relation to all the mortgage loans and credits registered in the issuer's favour and, where appropriate, in relation to the cash flows generated by the derivative financial instruments associated with the issues.

In the event of insolvency, the holders of mortgage-backed bonds will enjoy the special privilege established in Article 90.1.1 of Insolvency Law 22/2003, of 9 July. Without prejudice to the foregoing, in accordance with Article 84.2.7 of the Insolvency Law, during the insolvency proceedings, the payments relating to the repayment of the principal and interest of the bonds issued and outstanding at the date of the insolvency filing will be settled up to the amount of the income received by the insolvent party from the mortgage loans and credits and, where appropriate, from the replacement assets backing the bonds and from the cash flows generated by the financial instruments associated with the issues (Final Provision 19 of the Insolvency Law).

If, due to a timing mismatch, the income received by the insolvent party is insufficient to meet the payments described in the preceding paragraph, the insolvency managers must settle them by realising the replacement assets set aside to cover the issue and, if this is not sufficient, they must obtain financing to meet the mandated payments to the holders of the mortgage-backed bonds, and the finance provider must be subrogated to the position of the bond-holders.

In the event that the measure indicated in Article 155.3 of the Insolvency Law were to be adopted, the payments to all holders of the mortgage-backed bonds issued would be made on a pro-rata basis, irrespective of the issue dates of the bonds.

The outstanding mortgage-backed bonds issued by the Group totalled EUR 16,965 million at 31 December 2016 (all of which were denominated in euros), of which EUR 16,465 million were issued by Banco Santander, S.A. and EUR 500 million were issued by Santander Consumer Finance, S.A. The issues outstanding at 31 December 2016 and 2015 are detailed in the separate financial statements of each of these companies.

Mortgage-backed bond issuers have an early redemption option solely for the purpose of complying with the limits on the volume of outstanding mortgage-backed bonds stipulated by mortgage market regulations.

None of the mortgage-backed bonds issued by the Group entities had replacement assets assigned to them.





## » 23. Subordinated liabilities

### a) Breakdown

The detail, by currency of issue, of Subordinated liabilities in the consolidated balance sheets is as follows:

Millions of euros

Currency of issue	2016	2015	2014	31 December 2016	
				Outstanding issue amount in foreign currency (millions)	Annual interest rate (%)
Euro	8,044	8,001	5,901	8,044	3.75%
US dollar	9,349	9,174	5,525	9,855	5.37%
Pound sterling	949	851	1,776	813	8.95%
Brazilian real	136	1,878	2,267	466	9.60%
Other currencies	1,424	1,249	1,663		
<b>Balance at end of year</b>	<b>19,902</b>	<b>21,153</b>	<b>17,132</b>		
Of which, preference shares	413	449	739		
Of which, preference participations	6,916	6,749	6,239		

Note 51 contains a detail of the residual maturity periods of subordinated liabilities at each year-end and of the related average interest rates in each year.

**b) Changes**

The changes in Subordinated liabilities in the last three years were as follows:

Millions of euros

	2016	2015	2014
<b>Balance at beginning of year</b>	<b>21,153</b>	<b>17,132</b>	<b>16,139</b>
Net inclusion of entities in the Group (Note 3)	-	-	-
Placements	2,395	4,787	4,351
Of which:			
Santander Issuances, S.A. Unipersonal	2,328	2,878	-
Banco Santander (Mexico), S.A., Institución de Banca Múltiple, Grupo Financiero Santander Mexico	59	-	-
Santander UK Group Holdings plc	-	1,377	-
Santander UK plc	-	521	-
Banco Santander, S.A.	-	-	4,235
Banco Santander (Brasil), S.A.	-	-	115
Redemptions and repurchases	(2,812)	(1,029)	(3,743)
Of which:			
Santander Issuances, S.A. Unipersonal	(1,975)	-	(1,425)
Banco Santander (Brasil) S.A.	(716)	(60)	(379)
Santander Consumer Finance, S.A.	(70)	-	-
Santander UK plc	(51)	(466)	-
Bank Zachodni WBK S.A.	-	(237)	-
Banco Santander, S.A.	-	(114)	(61)
Santander Central Hispano Issuances Limited	-	(79)	-
Banco Santander (Mexico), S.A., Institución de Banca Múltiple, Grupo Financiero Santander Mexico	-	(64)	-
Banco Santander - Chile	-	(4)	(174)
Santander Finance Preferred, S.A. Unipersonal	-	-	(1,678)
Exchange differences and other movements	(834)	263	385
<b>Balance at end of year</b>	<b>19,902</b>	<b>21,153</b>	<b>17,132</b>

**c) Other disclosures**

This item includes the preference shares (participaciones preferentes) and other financial instruments issued by the consolidated companies which, although equity for legal purposes, do not meet the requirements for classification as equity (preference shares).

The preference shares do not carry any voting rights and are non-cumulative. They were subscribed to by non-Group third parties and, except for the shares of Santander UK plc referred to below, are redeemable at the discretion of the issuer, based on the terms and conditions of each issue.

At 31 December 2016, Santander UK plc had a GBP 200 million subordinated issue which is convertible, at Santander UK plc's option, into preference shares of Santander UK plc, at a price of GBP 1 per share.

For the purposes of payment priority, preference shares (participaciones preferentes) are junior to all general creditors and to subordinated deposits. The remuneration of these securities, which have no voting rights, is conditional upon the obtainment of sufficient distributable profit and upon the limits imposed by Spanish banking regulations on equity.

The other issues are subordinated and, therefore, for the purposes of payment priority, they are junior to all general creditors of the issuers. The issues launched by Santander Issuances, S.A. (Sole-Shareholder Company), Santander Perpetual, S.A. (Sole-Shareholder Company), Santander Finance Capital, S.A. (Sole-Shareholder Company), Santander International Preferred, S.A. (Sole-Shareholder Company) and Santander Finance Preferred, S.A. (Sole-Shareholder Company) are guaranteed by the Bank or by restricted deposits arranged at the Bank for this purpose and totalled EUR 8,612 million at 31 December 2016.

At 31 December 2016, the following issues were convertible into Bank shares:

On 5 March, 8 May and 2 September 2014, Banco Santander, S.A. announced that its executive committee had resolved to launch issues of preference shares contingently convertible into newly issued ordinary shares of the Bank ("CCPSs") for a nominal amount of EUR 1,500 million, USD 1,500 million and EUR 1,500 million, respectively. The interest on the CCPSs, payment of which is subject to certain conditions and is discretionary, was set at 6.25% per annum for the first five years (to be repriced thereafter by applying a 541 basis-point spread to the 5-year Mid-Swap Rate) for the March issue, at 6.375% per annum for the first five years (to be repriced thereafter by applying a 478.8 basis-point spread to the 5-year Mid-Swap Rate) for the May issue and at 6.25% per annum for the first seven years (to be repriced every five years thereafter by applying a 564 basis-point spread to the 5-year Mid-Swap Rate) for the September issue.

On 25 March, 28 May and 30 September 2014, the Bank of Spain confirmed that the CCPSs were eligible as Additional Tier 1 capital under the new European capital requirements of Regulation (EU) No 575/2013. The CCPSs are perpetual, although they may be redeemed early in certain circumstances and would convert into newly issued ordinary shares of Banco Santander if the Common Equity Tier 1 ratio of the Bank or its consolidated group fell below 5.125%, calculated in accordance with Regulation (EU) No 575/2013. The CCPSs are traded on the Global Exchange Market of the Irish Stock Exchange.

Furthermore, on 29 January 2014, Banco Santander (Brasil), S.A. launched an issue of Tier 1 perpetual subordinated notes for a nominal amount of USD 1,248 million, of which the Group has acquired 89.6%. The notes are perpetual and would convert into ordinary shares of Banco Santander (Brasil), S.A. if the common equity Tier 1 ratio, calculated as established by the Central Bank of Brazil, were to fall below 5.125%.

On 30 December 2016 Grupo Financiero Santander México, S.A.B. of C.V made an issue of perpetual subordinated notes for a nominal amount of USD 500 million of which the Group has acquired 88.2%. Perpetual obligations are automatically converted into shares when the Regulatory Capital Index (CET1) is equal to or less than 5.125% at the conversion price.

The interest accrued on subordinated liabilities amounted to EUR 945 million in 2016 (2015: EUR 934 million; 2014: EUR 1,084 million). The interest accrued on the CCPSs in 2016 is increase of EUR 334 million in 2016 (2015: EUR 276 million; 2014: EUR 131 million).

## » 24. Other financial liabilities

The detail of Other financial liabilities in the consolidated balance sheets is as follows:

Millions of euros	2016	2015	2014
Trade payables	1,230	1,264	1,276
Clearing houses	676	708	562
Tax collection accounts			
Tax payables	2,790	2,489	2,304
Factoring accounts payable	180	194	193
Unsettled financial transactions	7,418	5,584	4,445
Other financial liabilities	14,222	10,639	10,688
	<b>26,516</b>	<b>20,878</b>	<b>19,468</b>

Note 51 contains a detail of the residual maturity periods of other financial liabilities at each year-end.

## » 25. Provisions

### a) Breakdown

The detail of Provisions in the consolidated balance sheets is as follows:

Millions of euros	2016	2015	2014
Provision for pensions and other obligations post-employments	6,576	6,356	7,074
Other long term employee benefits	1,712	1,916	2,338
Provisions for taxes and other legal contingencies	2,994	2,577	2,916
Provisions for commitments and guarantees given (Note 2)	459	618	654
Of which: due to country risk	3	2	2
Other provisions	2,718	3,027	2,394
<b>Provisions</b>	<b>14,459</b>	<b>14,494</b>	<b>15,376</b>

**b) Changes**

The changes in Provisions in the last three years were as follows:

Millions of euros

	2016					2015					2014				
	Provisions for post-employment plans	Provisions for other long term employee benefits	Provisions for commitments and guarantees given	Other provisions	Total	Provisions for post-employment plans	Provisions for other long term employee benefits	Provisions for commitments and guarantees given	Other provisions	Total	Provisions for post-employment plans	Provisions for other long term employee benefits	Provisions for commitments and guarantees given	Other provisions	Total
<b>Balances at beginning of year</b>	<b>6,356</b>	<b>1,916</b>	<b>618</b>	<b>5,604</b>	<b>14,494</b>	<b>7,074</b>	<b>2,338</b>	<b>654</b>	<b>5,310</b>	<b>15,376</b>	<b>6,868</b>	<b>2,258</b>	<b>693</b>	<b>4,770</b>	<b>14,589</b>
Net inclusion of entities in the Group	11	8	(4)	13	28	16	1	8	162	187	11	-	3	74	88
Additions charged to income:	227	368	(40)	2,235	2,790	291	224	(1)	2,958	3,472	23	757	54	2,594	3,428
Interest expense (Note 39)	170	31	-	-	201	228	42	-	-	270	278	66	-	-	344
Staff costs (Note 47)	73	8	-	-	81	85	11	-	-	96	66	9	-	-	75
Extraordinary provisions:	(16)	329	(40)	2,235	2,508	(22)	171	(1)	2,958	3,106	(321)	682	54	2,594	3,009
Addition	24	377	226	3,024	3,651	9	217	238	3,632	4,096	(272)	687	287	3,140	3,842
Release	(40)	(48)	(266)	(789)	(1,143)	(31)	(46)	(239)	(674)	(990)	(49)	(5)	(233)	(546)	(833)
Other additions arising from insurance contracts linked to pensions	(3)	-	-	-	(3)	(18)	-	-	-	(18)	31	-	-	-	31
Changes in value recognised in equity	1,275	-	-	-	1,275	(575)	-	-	-	(575)	770	-	-	-	770
Payments to pensioners and pre-retirees with a charge to internal provisions	(367)	(603)	-	-	(970)	(347)	(667)	-	-	(1,014)	(361)	(677)	-	-	(1,038)
Benefits paid due to settlements	(20)	-	-	-	(20)	-	-	-	-	-	-	-	-	-	-
Insurance premiums paid	(1)	-	-	-	(1)	(1)	-	-	-	(1)	(11)	-	-	-	(11)
Payments to external funds	(852)	-	-	-	(852)	(146)	-	-	-	(146)	(607)	-	-	-	(607)
Amounts used	-	-	(2)	(2,149)	(2,151)	-	-	-	(1,684)	(1,684)	-	-	-	(2,293)	(2,293)
Transfer, exchange differences and other changes	(50)	23	(113)	9	(131)	62	20	(43)	(1,142)	(1,103)	350	-	(96)	165	419
<b>Balances at end of year</b>	<b>6,576</b>	<b>1,712</b>	<b>459</b>	<b>5,712</b>	<b>14,459</b>	<b>6,356</b>	<b>1,916</b>	<b>618</b>	<b>5,604</b>	<b>14,494</b>	<b>7,074</b>	<b>2,338</b>	<b>654</b>	<b>5,310</b>	<b>15,376</b>

**c) Provision for pensions and similar obligations**

The detail of Provisions for pensions and similar obligations is as follows:

Millions of euros

	2016	2015	2014
Provisions for post-employment plans - Spanish entities	4,701	4,822	4,910
Provisions for other similar obligations - Spanish entities	1,664	1,817	2,242
<i>Of which: Pre-retirements</i>	1,644	1,801	2,220
Provisions for post-employment plans - Santander UK plc	306	150	256
Provisions for other similar obligations - Santander UK plc	-	-	-
Provisions for post-employment plans - Other foreign subsidiaries	1,569	1,384	1,908
Provisions for other similar obligations - Other foreign subsidiaries	48	99	96
<b>Provisions for pensions and similar obligations</b>	<b>8,288</b>	<b>8,272</b>	<b>9,412</b>
<i>Of which: Defined benefits</i>	8,277	8,263	9,402

**i. Spanish entities - Post-employment plans and other similar obligations**

At 31 December 2016, 2015 and 2014, the Spanish entities had post-employment benefit obligations under defined contribution and defined benefit plans. In addition, in various years some of the consolidated entities offered certain of their employees the possibility of taking pre-retirement and, therefore, provisions are recognised each year for the obligations to employees taking pre-retirement -in terms of salaries and other employee benefit costs- from the date of their pre-retirement to the date of effective retirement. In 2016, 1,184 employees accepted the pre-retirement and voluntary redundancy offers, and the provision recognised to cover these obligations totalled EUR 361 million (2015: EUR 217 million; 2014: EUR 642 million).

The expenses incurred by the Spanish Companies in respect of contributions to defined contribution plans amounted to EUR 93 million in 2016 (2015: EUR 99 million; 2014: EUR 105 million).

The amount of the defined benefit obligations was determined on the basis of the work performed by independent actuaries using the following actuarial techniques:



1. Valuation method: projected unit credit method, which sees each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately.
2. Actuarial assumptions used: unbiased and mutually compatible. Specifically, the most significant actuarial assumptions used in the calculations were as follows:

	Post-employment plans			Other similar obligations		
	2016	2015	2014	2016	2015	2014
Annual discount rate	1.50%	1.75%	2.00%	1.50%	1.75%	2.00%
Mortality tables	PERM/F-2000	PERM/F-2000	PERM/F-2000	PERM/F-2000	PERM/F-2000	PERM/F-2000
Cumulative annual CPI growth	1.0%	1.0%	1.5%	1.0%	1.0%	1.5%
Annual salary increase rate	2.0% (*)	2.0% (*)	2.50% (*)	N/A	N/A	N/A
Annual social security pension increase rate	1.0%	1.0%	1.5%	N/A	N/A	N/A
Annual benefit increase rate	N/A	N/A	N/A	0% to 1.5%	0% to 1.5%	0% to 1.5%

\* Corresponds to the Group's defined-benefit obligations

The discount rate used for the flows was determined by reference to high-quality corporate bonds (at least AA in euros) with terms consistent with those of the obligations. The portfolio of bonds taken into consideration excludes callable, puttable and sinkable bonds which could distort the indices.

Any changes in the main assumptions could affect the calculation of the obligations. At 31 December 2016, if the discount rate used had been decreased or increased by 50 basis points, there would have been an increase or decrease in the present value of the post-employment obligations of +5.70% and -5.18%, respectively, and an increase or decrease in the present value of the long-term obligations of +/-1.10%. These changes would be offset in part by increases or decreases in the fair value of the assets and insurance contracts linked to pensions.

3. The estimated retirement age of each employee is the first at which the employee is entitled to retire or the agreed-upon age, as appropriate.

The fair value of insurance contracts was determined as the present value of the related payment obligations, taking into account the following assumptions:

	Post-employment plans			Other similar obligations		
	2016	2015	2014	2016	2015	2014
Expected rate of return on plan assets	1.50%	1.75%	2.0%	N/A	N/A	N/A
Expected rate of return on reimbursement rights	1.50%	1.75%	2.0%	N/A	N/A	N/A

The funding status of the defined benefit obligations in 2016 and the four preceding years is as follows:

Millions of euros

	Post-employment plans					Other similar obligations				
	2016	2015	2014	2013	2012	2016	2015	2014	2013	2012
<b>Present value of the obligations:</b>										
To current employees	50	48	62	50	58	-	-	-	-	-
Vested obligations to retired employees	4,423	4,551	4,708	4,483	4,765	-	-	-	-	-
To pre-retirees	-	-	-	-	-	1,644	1,801	2,220	2,149	2,389
Long-service bonuses and other benefits	-	-	-	-	-	13	12	13	11	7
Other	383	380	307	257	221	-	-	4	1	8
	4,856	4,979	5,077	4,790	5,044	1,657	1,813	2,237	2,161	2,404
Less - Fair value of plan assets	157	157	167	157	144	-	-	-	-	-
<b>Provisions - Provisions for pensions</b>	<b>4,699</b>	<b>4,822</b>	<b>4,910</b>	<b>4,633</b>	<b>4,900</b>	<b>1,657</b>	<b>1,813</b>	<b>2,237</b>	<b>2,161</b>	<b>2,404</b>
Of which:										
Internal provisions for pensions	4,432	4,524	4,565	4,293	4,495	1,657	1,813	2,237	2,161	2,404
Insurance contracts linked to pensions (Note 14)	269	299	345	342	405	-	-	-	-	-
Unrecognised net assets for pensions	(2)	(1)	-	(2)	-	-	-	-	-	-

The amounts recognised in the consolidated income statements in relation to the aforementioned defined benefit obligations are as follows:

Millions of euros

	Post-employment plans			Other similar obligations		
	2016	2015	2014	2016	2015	2014
Current service cost	11	12	10	1	2	1
Interest cost (net)	91	100	139	27	37	59
Expected return on insurance contracts linked to pensions	(5)	(6)	(9)	-	-	-
Extraordinary charges:						
Actuarial (gains)/losses recognised in the year	-	-	-	6	(8)	48
Past service cost	6	4	-	-	-	-
Pre-retirement cost	6	4	12	355	213	630
Other	(21)	(28)	(14)	(1)	(33)	-
	<b>88</b>	<b>86</b>	<b>138</b>	<b>388</b>	<b>211</b>	<b>738</b>

In addition, in 2016 Other comprehensive income – Items not reclassified to profit or loss – Actuarial gains or (-) losses on defined benefit pension plans increased by EUR 141 million with respect to defined benefit obligations (2015: an increase of EUR 145 million; 2014: an increase of EUR 427 million).



The changes in the present value of the accrued defined benefit obligations were as follows:

Millions of euros

	Post-employment plans			Other similar obligations		
	2016	2015	2014	2016	2015	2014
Present value of the obligations at beginning of year	4,979	5,077	4,790	1,813	2,237	2,161
Net inclusion of entities in the Group	-	-	-	-	-	-
Current service cost	11	12	10	1	2	1
Interest cost	95	105	144	27	37	59
Pre-retirement cost	6	4	12	355	213	630
Effect of curtailment/settlement	(21)	(28)	(14)	-	(33)	-
Benefits paid	(353)	(327)	(355)	(570)	(657)	(665)
Benefits paid for settlements	-	-	-	-	(1)	-
Past service cost	6	4	-	-	-	-
Actuarial (gains)/losses	136	124	485	6	(8)	48
Demographic actuarial (gains)/losses	15	24	8	(1)	(12)	1
Financial actuarial (gains)/losses	121	100	477	7	4	47
Exchange differences and other items	(3)	8	5	25	23	3
Present value of the obligations at end of year	4,856	4,979	5,077	1,657	1,813	2,237

The changes in the fair value of plan assets and of insurance contracts linked to pensions were as follows:

#### Plan assets

Millions of euros

	Post-employment plans		
	2016	2015	2014
Fair value of plan assets at beginning of year	157	167	157
Expected return on plan assets	4	5	5
Benefits paid	(8)	(17)	(38)
Contributions/(surrenders)	9	1	11
Actuarial gains/(losses)	(2)	(3)	27
Exchange differences and other items	(3)	4	5
<b>Fair value of plan assets at end of year</b>	<b>157</b>	<b>157</b>	<b>167</b>

#### Insurance contracts linked to pensions

Millions of euros

	Post-employment plans		
	2016	2015	2014
Fair value of insurance contracts linked to pensions at beginning of year	299	345	342
Expected return on insurance contracts linked to pensions	5	6	9
Benefits paid	(32)	(34)	(37)
Actuarial gains/(losses)	(3)	(18)	31
Fair value of insurance contracts linked to pensions at end of year	269	299	345

In view of the conversion of the defined-benefit obligations to defined-contribution obligations, the Group will not make material current contributions in Spain in 2017 to fund its defined-benefit pension obligations.

The plan assets and the insurance contracts linked to pensions are instrumented mainly through insurance policies.



The following table shows the estimated benefits payable at 31 December 2016 for the next ten years:

Millions of euros

2017	812
2018	704
2019	603
2020	513
2021	430
2022 to 2026	1,430

## ii. United Kingdom

At the end of each of the last three years, the businesses in the United Kingdom had post-employment benefit obligations under defined contribution and defined benefit plans. The expenses incurred in respect of contributions to defined contribution plans amounted to EUR 81 million in 2016 (2015: EUR 90 million; 2014: EUR 84 million).

The amount of the defined benefit obligations was determined on the basis of the work performed by independent actuaries using the following actuarial techniques:

1. Valuation method: projected unit credit method, which sees each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately.
2. Actuarial assumptions used: unbiased and mutually compatible. Specifically, the most significant actuarial assumptions used in the calculations were as follows:

	2016	2015	2014
Annual discount rate	2.79%	3.74%	3.65%
Mortality tables	116/98 S1 light TMC	116/98 S1 light TMC	116/98 S1 light TMC
Cumulative annual CPI growth	3.12%	2.98%	3.05%
Annual salary increase rate	1.00%	1.00%	1.00%
Annual pension increase rate	2.92%	2.83%	2.85%

The discount rate used for the flows was determined by reference to high-quality corporate bonds (at least AA in pounds sterling) that coincide with the terms of the obligations. The portfolio of bonds taken into consideration excludes callable, puttable and sinkable bonds which could distort the indices.

Any changes in the main assumptions could affect the calculation of the obligations. At 31 December 2016, if the discount rate used had been decreased or increased by 50 basis points, there would have been an increase or decrease in the present value of the obligations of +/- 11%. If the inflation assumption had been increased or decreased by 50 basis points, there would have been an increase or decrease in the present value of the obligations of +/- 7.4%. These changes would be offset in part by increases or decreases in the fair value of the assets.

The funding status of the defined benefit obligations in 2016 and the four preceding years is as follows:

Millions of euros

	2016	2015	2014	2013	2012
Present value of the obligations	12,955	12,271	11,959	10,120	9,260
Less-					
Fair value of plan assets	13,118	12,880	12,108	9,455	9,194
Provisions - Provisions for pensions	(163)	(609)	(149)	665	66
Of which:					
Internal provisions for pensions	306	150	256	806	409
Net assets for pensions	(469)	(759)	(405)	(141)	(343)

The amounts recognised in the consolidated income statements in relation to the aforementioned defined benefit obligations are as follows:

Millions of euros

	2016	2015	2014
Current service cost	31	39	29
Interest cost (net)	(22)	(5)	16
Past service costs	-	-	(286)
	9	34	(241)

In addition, in 2016 Other comprehensive income – Items not reclassified to profit or loss – Actuarial gains or (-) losses on defined benefit pension plans decreased by EUR 621 million with respect to defined benefit obligations (2015: a decrease of EUR 435 million; 2014: a decrease of EUR 173 million).



The changes in the present value of the accrued defined benefit obligations were as follows:

Millions of euros

	2016	2015	2014
Present value of the obligations at beginning of year	12,271	11,959	10,120
Net incorporation of Group companies	-	51	-
Current service cost	31	39	29
Interest cost	407	466	455
Benefits paid	(332)	(342)	(263)
Contributions made by employees	20	25	24
Past service cost	-	-	(286)
Actuarial (gains)/losses	2,315	(656)	1,174
Demographic actuarial (gains)/losses	(59)	(364)	236
Financial actuarial (gains)/losses	2,374	(292)	938
Exchange differences and others	(1,757)	729	706
<b>Present value of the obligations at end of year</b>	<b>12,955</b>	<b>12,271</b>	<b>11,959</b>

In 2014 Santander UK reached an agreement with the workers' representatives to convert a portion of the defined-benefit obligations into defined-contribution plans. The effect of the reduction of the aforementioned obligations is shown in the preceding table under past service cost.

The changes in the fair value of the plan assets were as follows:

Millions of euros

	2016	2015	2014
Fair value of plan assets at beginning of year	12,880	12,108	9,455
Net incorporation of Group companies	-	66	-
Expected return on plan assets	429	471	439
Benefits paid	(332)	(342)	(263)
Contributions	304	59	450
Actuarial gains/(losses)	1,694	(222)	1,346
Exchange differences and other changes	(1,857)	740	681
<b>Fair value of plan assets at end of year</b>	<b>13,118</b>	<b>12,880</b>	<b>12,108</b>

In 2017 the Group expects to make current contributions to fund these obligations for amounts similar to those made in 2016.

The main categories of plan assets as a percentage of total plan assets are as follows:

	2016	2015	2014
Equity instruments	25%	23%	22%
Debt instruments	49%	53%	56%
Properties	12%	15%	12%
Other	14%	9%	10%

The following table shows the estimated benefits payable at 31 December 2016 for the next ten years:

Millions of euros

2017	336
2018	358
2019	382
2020	408
2021	435
2022 to 2026	2,670

### iii. Other foreign subsidiaries

Certain of the consolidated foreign entities have acquired commitments to their employees similar to post-employment benefits.

At 31 December 2016, 2015 and 2014, these entities had defined-contribution and defined-benefit post-employment benefit obligations. The expenses incurred in respect of contributions to defined contribution plans amounted to EUR 92 million in 2016 (2015: EUR 90 million; 2014: EUR 58 million).

The actuarial assumptions used by these entities (discount rates, mortality tables and cumulative annual CPI growth) are consistent with the economic and social conditions prevailing in the countries in which they are located.

Specifically, the discount rate used for the flows was determined by reference to high-quality corporate bonds, except in the case of Brazil where there is no extensive corporate bond market and, accordingly the discount rate was determined by reference to the series B bonds issued by the Brazilian National Treasury Secretariat for a term coinciding with that of the obligations. (In Brazil the discount rate used was between 10.84% and 10.93%, the CPI 4.5% and the mortality table the AT-2000).

Any changes in the main assumptions could affect the calculation of the obligations. At 31 December 2016, if the discount rate used had been decreased or increased by 50 basis points, there would have been an increase or decrease in the present value of the obligations of +/- 4.60%. These changes would be offset in part by increases or decreases in the fair value of the assets.

The funding status of the obligations similar to post-employment benefits and other long-term benefits in 2016 and the four preceding years is as follows:

Millions of euros

	2016	Of which: Business in Brazil	2015	2014	2013	2012
Present value of the obligations	9,876	7,490	8,337	10,324	9,289	12,814
Less-						
<i>Of which: with a charge to the participants</i>	153	153	133	151	133	125
Fair value of plan assets	8,445	6,871	7,008	8,458	7,938	10,410
<b>Provisions - Provisions for pensions</b>	<b>1,278</b>	<b>466</b>	<b>1,196</b>	<b>1,715</b>	<b>1,218</b>	<b>2,279</b>
<i>Of which:</i>						
<i>Internal provisions for pensions</i>	1,613	797	1,478	1,999	1,512	2,626
<i>Net assets for pensions</i>	(52)	(48)	(28)	(8)	(8)	(5)
<i>Unrecognised net assets for pensions</i>	(283)	(283)	(254)	(276)	(286)	(342)

The amounts recognised in the consolidated income statements in relation to these obligations are as follows:

Millions of euros

	2016	2015	2014
Current service cost	38	43	35
Interest cost (net)	105	138	131
Extraordinary charges (credits):			
Actuarial (gains)/losses recognised in the year	(9)	(1)	4
Past service cost	18	1	1
Pre-retirement cost	(9)	-	-
Other	(37)	(1)	(34)
	<b>106</b>	<b>180</b>	<b>137</b>

In addition, in 2016 Other comprehensive income – Items not reclassified to profit or loss – Actuarial gains or (-) losses on defined benefit pension plans increased by EUR 513 million with respect to defined benefit obligations (2015: a decrease of EUR 285 million; 2014: an increase of EUR 515 million).

In December 2011, the financial entities of Portugal, including Banco Santander Totta, S.A. made a partial transfer of the pension commitments to the Social Security. Consequently, Banco Santander Totta, S.A. carried out the transfer of the corresponding assets and liabilities and the current value of the net commitments of the fair value of the corresponding assets of the plan, as at 31 December 2011, under Provisions - Funds for pensions and similar obligations. In 2016, the collective bargaining agreement of the banking sector was approved, consolidating the sharing of responsibility for the pension commitments between the State and the banks.

On the other hand, in the fourth quarter of 2016 the Group in Brazil updated the recognition of its obligations of certain health benefits in the terms stipulated in the regulation that develops them and that establishes the coverage of this benefit in equal proportion between the sponsor and Partners. The effect of this liquidation, together with that of the businesses in Portugal, is shown in the following tables under the headings “benefits paid due to settlements”.

The changes in the present value of the accrued obligations were as follows:

Millions of euros

	2016	2015	2014
Present value of the obligations at beginning of year	8,337	10,324	9,289
Net inclusion of entities in the Group	171	26	25
Current service cost	38	43	35
Interest cost	802	778	865
Pre-retirement cost	(9)	-	20
Effect of curtailment/settlement	(37)	(1)	(6)
Benefits paid	(690)	(639)	(669)
Benefits paid due to settlements	(1,352)	-	(6)
Contributions made by employees	8	8	7
Past service cost	18	1	1
Actuarial (gains)/losses	1,269	(271)	646
<i>Demographic actuarial (gains)/losses</i>	439	393	242
<i>Financial actuarial (gains)/losses</i>	830	(664)	404
Exchange differences and other	1,321	(1,932)	117
<b>Present value of the obligations at end of year</b>	<b>9,876</b>	<b>8,337</b>	<b>10,324</b>



The changes in the fair value of the plan assets were as follows:

Millions of euros

	2016	2015	2014
Fair value of plan assets at beginning of year	7,008	8,458	7,938
Net inclusion of entities in the Group	154	9	13
Expected return on plan assets	732	667	759
Benefits paid	(637)	(594)	(643)
Benefits paid in case of liquidation	(1,328)	-	-
Contributions	559	109	205
Liquidation gains/(losses)	-	1	(24)
Actuarial (gains)/losses	687	43	124
Exchange differences and other items	1,270	(1,685)	86
<b>Fair value of plan assets at end of year</b>	<b>8,445</b>	<b>7,008</b>	<b>8,458</b>

In 2017 the Group expects to make contributions to fund these obligations for amounts similar to those made in 2016.

The main categories of plan assets as a percentage of total plan assets are as follows:

	2016	2015	2014
Equity instruments	7%	12%	8%
Debt instruments	88%	84%	83%
Properties	1%	1%	5%
Other	4%	3%	4%

The following table shows the estimated benefits payable at 31 December 2016 for the next ten years:

Millions of euros

2017	688
2018	715
2019	742
2020	769
2021	797
2022 to 2026	4,404

#### d) Provisions for taxes and other legal contingencies and Other provisions

Provisions - Provisions for taxes and other legal contingencies and Provisions - Other provisions, which include, inter alia, provisions for restructuring costs and tax-related and non-tax-related proceedings, were estimated using prudent calculation procedures in keeping with the uncertainty inherent to the obligations covered. The definitive date of the outflow of resources embodying economic benefits for the Group depends on each obligation. In certain cases, these obligations have no fixed settlement period and, in other cases, depend on the legal proceedings in progress.

The detail, by geographical area, of Provisions for taxes and other legal contingencies and Other provisions is as follows:

Millions of euros

	2016	2015	2014
Recognised by Spanish companies	1,148	1,332	1,217
Recognised by other EU companies	1,300	1,766	1,206
Recognised by other companies	3,264	2,506	2,887
Of which:			
Brazil	2,715	2,016	2,453
	<b>5,712</b>	<b>5,604</b>	<b>5,310</b>

Set forth below is the detail, by type of provision, of the balance at 31 December 2016, 2015 and 2014 of Provisions for taxes and other legal contingencies and Other provisions. The types of provision were determined by grouping together items of a similar nature:

Millions of euros

	2016	2015	2014
Provisions for taxes	1,074	997	1,289
Provisions for employment-related proceedings (Brazil)	915	581	616
Provisions for other legal proceedings	1,005	999	1,011
Provision for customer remediation	685	916	632
Regulatory framework-related provisions	253	308	298
Provision for restructuring	472	404	273
Other	1,308	1,399	1,191
	<b>5,712</b>	<b>5,604</b>	<b>5,310</b>

Relevant information is set forth below in relation to each type of provision shown in the preceding table.

The provisions for taxes include provisions for tax-related proceedings.

The provisions for employment-related proceedings (Brazil) relate to claims filed by trade unions, associations, the prosecutor's office and ex-employees claiming employment rights to which, in their view, they are entitled, particularly the payment of overtime and other employment rights, including litigation concerning retirement benefits. The number and nature of these proceedings, which are common for banks in Brazil, justify the classification of these provisions in a separate category or as a separate type from the rest. The Group calculates the provisions associated with these claims in accordance with past experience of payments made in relation to claims for similar items. When claims do not fall within these categories, a case-by-case assessment is performed and the amount of the provision is calculated in accordance with the status of each proceeding and the risk assessment carried out by the legal advisers.

The provisions for other legal proceedings include provisions for court, arbitration or administrative proceedings (other than those included in other categories or types of provisions disclosed separately) brought against Santander Group companies.

The provisions for customer remediation include mainly the estimated cost of payments to remedy errors relating to the sale of certain products in the UK and Germany. To calculate the provision for customer remediation, the best estimate of the provision made by management is used, which is based on the estimated number of claims to be received and, of these, the number that will be accepted, as well as the estimated average payment per case.

The regulatory framework-related provisions include mainly the provisions for the extraordinary contribution to the Deposit Guarantee Fund in Spain and those relating to the FSCS (Financial Services Compensation Scheme) and the Bank Levy in the UK.

The provisions for restructuring include only the costs arising from restructuring processes carried out by the various Group companies.

Qualitative information on the main litigation is provided in Note 25.e to the consolidated financial statements.

Our general policy is to record provisions for tax and legal proceedings in which we assess the chances of loss to be probable and we do not record provisions when the chances of loss are possible or remote. We determine the amounts to be provided for as our best estimate of the expenditure required to settle the corresponding claim based, among other factors, on a case-by-case analysis of the facts and the legal opinion of internal and external counsel or by considering the historical average amount of the loss incurred in claims of the same nature. The definitive date of the outflow of resources embodying economic benefits for the Group depends on each obligation. In certain cases, the obligations do not have a fixed settlement term and, in others, they depend on legal proceedings in progress.

The changes in Provisions for taxes and other legal contingencies and Other provisions are set forth in Note 25.d.1. With respect to Brazil, the main charges to the income statement in 2016 were EUR 201 million for civil contingencies (2015: EUR 289 million; 2014: EUR 316 million) and EUR 395 million for employment-related claims (2015: EUR 370 million; 2014: EUR 358 million). In addition, period provisions of EUR 117 million were recognised in connection with restructuring (2015: EUR 83 million). This charge was offset in part by the use of the available provisions, of which EUR 284 million corresponded to employment-related payments (2015: EUR 241 million; 2014: EUR 343 million), EUR 239 million to civil payments (2015: EUR 273 million; 2014: EUR 278 million) and EUR 234 million to the use of restructuring provisions in 2014. In the UK, period provisions of EUR 179 million were recognised in connection with customer remediation (2015: EUR 689 million; 2014: EUR 174 million), of EUR 173 million in connection with the regulatory framework (Bank Levy and Financial Services Compensation Scheme (FSCS)) (2015: EUR 243 million; 2014: EUR 205 million), and of EUR 129 million for restructuring (2015: EUR 56 million), these increases were offset by the use of EUR 355 million of provisions for customer remediation (2015: EUR 227 million; 2014: EUR 321 million), EUR 169 million in payments relating to Bank Levy and FSCS (2015:

EUR 233 million; 2014: EUR 197 million) and EUR 49 million for restructuring in 2016 (2015: EUR 41 million; 2014: EUR 54 million). In Spain, period provisions of EUR 244 million were recognised in connection with restructuring, these increases were offset by the use of EUR 206 million of provisions for this concept. Additionally, EUR 95 million were paid in 2016 (2015: EUR 95 million) in relation to the extraordinary contribution to the Deposit Guarantee Fund, recognised in 2013.

## e) Litigation and other matters

### i. Tax-related litigation

At 31 December 2016 the main tax-related proceedings concerning the Group were as follows:

- Legal actions filed by Banco Santander (Brasil) S.A. and certain Group companies in Brazil challenging the increase in the rate of Brazilian social contribution tax on net income from 9% to 15% stipulated by Interim Measure 413/2008, ratified by Law 11,727/2008, a provision having been recognised for the amount of the estimated loss.
- Legal actions filed by certain Group companies in Brazil claiming their right to pay the Brazilian social contribution tax on net income at a rate of 8% and 10% from 1994 to 1998. No provision was recognised in connection with the amount considered to be a contingent liability.
- Legal actions filed by Banco Santander, S.A. (currently Banco Santander (Brasil) S.A.) and other Group entities claiming their right to pay the Brazilian PIS and COFINS social contributions only on the income from the provision of services. In the case of Banco Santander, S.A., the legal action was declared unwarranted and an appeal was filed at the Federal Regional Court. In September 2007 the Federal Regional Court found in favour of Banco Santander, S.A., but the Brazilian authorities appealed against the judgment at the Federal Supreme Court. On 23 April 2015, the Federal Supreme Court issued a decision granting leave for the extraordinary appeal filed by the Brazilian authorities with regard to the PIS contribution to proceed, and dismissing the extraordinary appeal lodged by the Brazilian Public Prosecutor's Office in relation to the COFINS contribution. The Federal Supreme Court has not yet handed down its decision on the PIS contribution and, with regard to the COFINS contribution, on 28 May 2015, the Federal Supreme Court in plenary session unanimously rejected the extraordinary appeal filed by the Brazilian Public Prosecutor's Office, and the petition for clarification ("embargos de declaração") subsequently filed by the Brazilian Public Prosecutor's Office, which on 3 September admitted that no further appeals may be filed. In the case of Banco ABN AMRO Real, S.A. (currently Banco Santander (Brasil) S.A.), in March 2007 the court found in its favour, but the Brazilian authorities appealed against the judgment at the Federal Regional Court, which handed down a decision partly upholding the appeal in September 2009. Banco Santander (Brasil) S.A. filed an appeal at the Federal Supreme Court. Law 12,865/2013 established a programme of payments or deferrals of certain tax and social security debts, under which any entities that availed themselves of the programme and withdrew the legal actions brought by them were exempted from paying late-payment interest. In November 2013 Banco Santander (Brasil) S.A. partially availed itself of this programme but only with respect to the legal actions brought by the former Banco ABN AMRO Real, S.A. in relation to the period from September 2006 to April 2009, and with respect to other



minor actions brought by other entities in its Group. However, the legal actions brought by Banco Santander, S.A. and those of Banco ABN AMRO Real, S.A. relating to the periods prior to September 2006, for which a provision for the estimated loss was recognised, still subsist.

- Banco Santander (Brasil) S.A. and other Group companies in Brazil have appealed against the assessments issued by the Brazilian tax authorities questioning the deduction of loan losses in their income tax returns (IRPJ and CSLL) on the ground that the relevant requirements under the applicable legislation were not met. No provision was recognised in connection with the amount considered to be a contingent liability.
- Banco Santander (Brasil) S.A. and other Group companies in Brazil are involved in administrative and legal proceedings against several municipalities that demand payment of the Service Tax on certain items of income from transactions not classified as provisions of services. No provision was recognised in connection with the amount considered to be a contingent liability.
- In addition, Banco Santander (Brasil) S.A. and other Group companies in Brazil are involved in administrative and legal proceedings against the tax authorities in connection with the taxation for social security purposes of certain items which are not considered to be employee remuneration. A provision was recognised in connection with the amount of the estimated loss.
- In December 2008 the Brazilian tax authorities issued an infringement notice against Banco Santander (Brasil) S.A. in relation to income tax (IRPJ and CSLL) for 2002 to 2004. The tax authorities took the view that Banco Santander (Brasil) S.A. did not meet the necessary legal requirements to be able to deduct the goodwill arising on the acquisition of Banespa (currently Banco Santander (Brasil) S.A.). Banco Santander (Brasil) S.A. filed an appeal against the infringement notice at Conselho Administrativo de Recursos Fiscais (the Brazilian Tax Appeal Administrative Council, CARF), which on 21 October 2011 unanimously decided to render the infringement notice null and void. The tax authorities appealed against this decision at a higher administrative level. In June 2010 the Brazilian tax authorities issued infringement notices in relation to this same matter for 2005 to 2007. Banco Santander (Brasil) S.A. filed an appeal against these procedures at CARF, which was partially upheld on 8 October 2013. This decision has been appealed at the higher instance of CARF (Tax Appeal High Chamber). In December 2013 the Brazilian tax authorities issued the infringement notice relating to 2008, the last year for amortisation of the goodwill. Banco Santander (Brasil) S.A. appealed against this infringement notice and the court found in its favour. The Brazilian tax authorities appealed against this decision at CARF. Based on the advice of its external legal counsel and in view of the first decision by CARF, the Group considers that the stance taken by the Brazilian tax authorities is incorrect and that there are sound defence arguments to appeal against the infringement notices. Accordingly, the risk of incurring a loss is remote. Consequently, no provisions were recognised in connection with these proceedings because this matter should not affect the consolidated financial statements.
- In May 2003 the Brazilian tax authorities issued separate infringement notices against Santander Distribuidora de Títulos e Valores Mobiliários Ltda. (DTVM, currently Produban Serviços de Informática S.A.) and Banco Santander (Brasil), S.A. (currently Banco Santander (Brasil) S.A.) in relation to the Provisional Tax on Financial Movements (CPMF) with respect to certain transactions carried out by DTVM in the management of its customers' funds and for the clearing services provided by Banco Santander (Brasil) S.A. to DTVM in 2000, 2001 and the first two months of 2002. The two entities appealed against the infringement notices at CARF, with DTVM obtaining a favourable decision and Banco Santander (Brasil) S.A. an unfavourable decision. Both decisions were appealed by the losing parties at the High Chamber of CARF, and unfavourable decisions were obtained by Banco Santander (Brasil) S.A. and DTVM on 12 and 19 June 2015, respectively. Both cases were appealed at court in a single proceeding and a provision was recognised for the estimated loss.
- In December 2010 the Brazilian tax authorities issued an infringement notice against Santander Seguros, S.A. (Brasil), as the successor by merger to ABN AMRO Brazil dois Participações S.A., in relation to income tax (IRPJ and CSLL) for 2005. The tax authorities questioned the tax treatment applied to a sale of shares of Real Seguros, S.A. made in that year. The aforementioned entity filed an appeal for reconsideration against this infringement notice. As the former parent of Santander Seguros S.A. (Brasil), Banco Santander (Brasil) S.A. is liable in the event of any adverse outcome of this proceeding. No provision was recognised in connection with this proceeding as it was considered to be a contingent liability.
- In June 2013, the Brazilian tax authorities issued an infringement notice against Banco Santander (Brasil) S.A. as the party liable for tax on the capital gain allegedly obtained in Brazil by the entity not resident in Brazil, Sterrebeeck B.V., as a result of the "incorporação de ações" (merger of shares) transaction carried out in August 2008. As a result of the aforementioned transaction, Banco Santander (Brasil) S.A. acquired all of the shares of Banco ABN AMRO Real, S.A. and ABN AMRO Brazil Dois Participações, S.A. through the delivery to these entities' shareholders of newly issued shares of Banco Santander (Brasil) S.A., issued in a capital increase carried out for that purpose. The Brazilian tax authorities take the view that in the aforementioned transaction Sterrebeeck B.V. obtained income subject to tax in Brazil consisting of the difference between the issue value of the shares of Banco Santander (Brasil) S.A. that were received and the acquisition cost of the shares delivered in the exchange. In December 2014 the Group appealed against the infringement notice at CARF after the appeal for reconsideration lodged at the Federal Tax Office was dismissed. Based on the advice of its external legal counsel, the Group considers that the stance taken by the Brazilian tax authorities is incorrect and that there are sound defence arguments to appeal against the infringement notice. Accordingly, the risk of incurring a loss is remote. Consequently, the Group has not recognised any provisions in connection with these proceedings because this matter should not affect the consolidated financial statements.
- In November 2014 the Brazilian tax authorities issued an infringement notice against Banco Santander (Brasil) S.A. in relation to income tax (IRPJ and CSLL) for 2009 questioning the tax-deductibility of the amortization of the goodwill of Banco ABN AMRO Real S.A. performed prior to the absorption of this bank by Banco Santander (Brasil) S.A., but accepting the amortisation performed after the merger. On the advice of its external legal counsel, Banco Santander (Brasil), S.A. lodged an appeal against this decision at the Federal Tax Office and obtained a favourable decision in July 2015. Such decision was appealed by the Brazilian tax authorities before the CARF, who ruled in their favour. Consequently, this past November the Bank lodged an appeal before the Higher Chamber of Tax Appeals. No provision was



recognised in connection with this proceeding as it was considered to be a contingent liability.

- Banco Santander (Brasil), S.A. has also appealed against infringement notices issued by the tax authorities questioning the tax deductibility of the amortisation of the goodwill arising on the acquisition of Banco Comercial e de Investimento Sudameris S.A. No provision was recognised in connection with this matter as it was considered to be a contingent liability.
- Legal action brought by Sovereign Bancorp, Inc. (currently Santander Holdings USA, Inc.) claiming its right to take a foreign tax credit for taxes paid outside the United States in fiscal years 2003 to 2005 in connection with a Trust created by Santander Holdings USA, Inc. in relation to financing transactions carried out with an international bank. Santander Holdings USA, Inc. considered that, in accordance with applicable tax legislation, it was entitled to recognise the aforementioned tax credits as well as the related issuance and financing costs. In addition, if the final outcome of this legal action were to be favourable to the interests of Santander Holdings USA, Inc., the amounts paid over by the entity in relation to this matter with respect to 2006 and 2007 would have to be refunded. On 13 November 2015, the District Court Judge found in favor of Santander Holdings USA, Inc., ordering the amounts paid over with respect to 2003 to 2005 to be refunded. The US Government appealed the decision at the US Court of Appeals for the First Circuit and on 16 December 2016 said Court reversed the District Court's decision as to the economic substance of the Trust transaction and the foreign tax credits claimed for the Trust transaction, and remanded to the District Court for judgment on the refund claim and for a trial limited to the penalties issue. Santander Holdings USA, Inc. is currently considering options available. The estimated loss relating to this litigation is provided for.
- In 2007 the European Commission opened an investigation to the Kingdom of Spain into State aids in connection with Article 12.5 of the preceding Revised Text of the Corporate Tax Law. The Commission adopted, in that regard, the Decision 2011/5/CE of 28 of October 2009, about the acquisition in the 2011/282/UE of 12 January 2011, operations of non-UE investees, ruling that the deduction pursuant to Article 12.5 constituted an illegal State aid. These decisions were subject to appeal by Banco Santander and other companies before the European Union General Court. In November 2014, the General Court delivered judgement overriding such decisions, being this judgement subject to cassation appeal before the European Court of Justice by the Commission. In December 2016 the European Court of Justice has delivered judgement upholding the cassation appeal and commanding the return of the file to the General Court, who shall deliver a new judgement assessing the other annulment pleas raised by the petitioners, which, likewise will be subject to an appeal in cassation before the Court of Justice. The Group, in accordance with the advice from its external lawyers, has not recognised provisions for these litigations since they are considered to be a contingent liability.

At the date of preparation of these consolidated financial statements certain other less significant tax-related proceedings were also in progress.

## ii. Other litigation

At 31 December 2016 the main non-tax-related proceedings concerning the Group were as follows:

- Customer remediation: claims associated with the sale by Santander UK of certain financial products (principally payment protection insurance or PPI) to its customers.

In August 2010, the FSA (now the FCA) published a Policy Statement on the valuation and compensation of claims for payment protection insurance (PPI). The policy established rules that changed the bases for the analysis and treatment of the claims for PPI sales and increased the amounts to be paid to customers whose claims were ratified.

On 2 August 2016, the FCA issued a new consultative document (CP16/20: Rules and guidance on payment protection insurance complaints: feedback on CP15/39 and further consultation). The document describes the FCA's proposal to address the PPI claims following the UK Supreme Court's ruling on the Plevin v. Paragon Personal Finance Ltd case (Plevin) and includes the recommendation that the period for filing claims should be extended by two years from June 2017, which is later than proposed in CP 15/39 issued by the FCA in November 2015. The document also includes proposals on the calculation of compensation in claims related to Plevin, including considerations on how the participation in benefits should be reflected in the calculation of commissions. These proposed changes may have an impact on the amounts expected to be paid in the future. The definitive policy was expected to be published in December 2016; however, the FCA has announced that the results of the consultation will be delayed until the first quarter of 2017 due to the comments received. In order to determine the amount of the provision, the principles set out in CP 16/20 have been applied to the current assumptions, including the potential impact on the provision in December 2016.

A provision for conduct remediation has been recognised in respect of the misspelling of PPI policies in the UK. This provision has been calculated using the following key assumptions which have required the management to use its judgement:

- Number of claims - estimated number of claims;
- Percentage of claims lost - estimated percentage of claims that are or will be favourable to the customer; and
- Average cost - estimated amount to be paid to customers, including compensation for direct loss plus interest.

These assumptions are based on the following information:

- Full analysis of causes of the claims, probability of success, and the possibility of this probability varying in future;
- Activity recorded with regard to the number of claims received;
- Amount of compensation paid to customers, together with a forecast of the probability of this varying in future;
- The impact on complaints levels of proactive customer contact;
- The effect media coverage and time bar are expected to have on the complaints inflows.



These assumptions are kept under review and regularly compared to the customer information (claims received, percentage of successful claims, impact of changes in the percentage of successful claims and assessment of the customers potentially affected) to ensure their validity.

The most important factor in calculating the provision is the number of claims. The percentage of successful claims is relatively constant and the cost of claims can be predicted with reasonable certainty due to the high number of claims and the uniform characteristics of the customers affected. In calculating the provision, the total number of claims that could be received has been estimated. Experience indicates that claims may be received during a certain number of years.

#### 2016 compared to 2015

An additional GBP 114 million provision charge was made in the fourth quarter of 2016, which represents the best estimate of future PPI, including Plevin related claims costs. With the FCA consultation expected to close in the first quarter of 2017, we have assessed the adequacy of our provision and applied the principles published in the August 2016 FCA consultation paper to our current assumptions. The remaining provision for PPI redress and related costs amounted to GBP 457 million, which includes a GBP30MM charge made in the third quarter of 2016 for a specific portfolio under a past business review and GBP114MM in the fourth quarter of 2016 mentioned above.

Monthly utilisation during the year, excluding the impact of past business review activity, was slightly higher than the 2015 average and in line with our assumptions. We will continue to review our provision levels in respect of recent claims experience and once the final FCA guidance is published.

#### 2015 compared to 2014

When assessing the adequacy of our provision, we have applied the November 2015 FCA consultation paper, including the Plevin case, to our current assumptions. This application has resulted in an additional GBP450MM provision charge for the fourth quarter of 2015, which represents our best estimate of the remaining redress and costs. The additional provision is predicated on the probable two-year deadline by which customers would need to make their PPI complaints and the anticipated increase in claim volumes as a result of the finite claim period.

Monthly utilisation, excluding pro-active customer contact, during 2015 was GBP 10 million per month (including related costs), against an average of GBP9MM in 2014. While we saw a reduction in PPI redress costs in the first half of the year, we have seen an increase in the third quarter in line with industry trends, with the fourth quarter remaining flat.

The following table shows the main factors to calculate the provisions and the future forecast as well as the sensitivity analysis in the face of future changes:

Millions of euros

	Accumulated at 31 December 2016	Future forecast (unaudited figures)	Sensitivity analysis: increases / decreases in provision
Claims received <sup>1</sup> (000)	1.209	1.058	25 = £9m
Claims received for proactive contact (000)	394	15	25 = £19m
% Response to complaints received by proactive contact	35%	90%	1% - £0,4m
% Of claims accepted by the Entity <sup>2</sup>	57%	69%	1% - £6m
<b>Average compensation by accepted claim</b>	<b>£1,692</b>	<b>£535</b>	<b>£100 = £73 m</b>

1. It excludes those invalid claims where the claimant did not have a PPI policy.
2. It includes both claims received directly from customers and those contacted proactively by the Entity.

- Delforca: Dispute arising from equity swaps entered into by Gaesco (now Delforca 2008, S.A.) on shares of Inmobiliaria Colonial. An initial arbitration ruled in favour of the Bank, but this ruling was annulled due to issues regarding the president of the tribunal and one of the items of evidence presented by Delforca. Faced with a second arbitration initiated by the Bank, and after the latter had obtained a preventive attachment in its favour (currently waived), Delforca declared bankruptcy. Prior to this, Delforca and its parent, Mobiliaria Monesa, S.A., launched other lawsuits claiming damages due to the Bank's actions before civil courts in Madrid, later shelved, and in Santander, currently stayed on preliminary civil ruling grounds.

During the insolvency proceeding, Barcelona Commercial court no. 10 ordered the stay of the arbitration proceeding, the termination of the arbitration agreement, the lack of recognition of the contingent claim and a breach by the Bank, and dismissed the Bank's request to conclude the proceeding due to the non-existence of insolvency. Following the appeals filed by the Bank, the Barcelona Provincial Appellate Court revoked all these decisions, except that relating to the rejection of the conclusion of the proceeding, which gave rise to the resumption of the arbitration process. Delforca appealed against the decisions confirming the validity of the arbitration agreement and the recognition of the contingent claim in favour of the Bank. Furthermore, Delforca and its parent have requested from the judge of the insolvency case the repayment of the security deposit executed by the Bank to settle the swaps. This proceeding has been stayed on preliminary civil ruling grounds. The creditors' meeting has been postponed until the Bank's claim is upheld or dismissed, against which Delforca has lodged an appeal. The Bank has not recognised any provisions in this connection.

- Former employees of Banco do Estado de São Paulo S.A., Santander Banespa, Cia. de Arrendamiento Mercantil: a claim was filed in 1998 by the association of retired Banespa employees (AFABESP) on behalf of its members, requesting the payment of a half-yearly bonus initially envisaged in the entity's Bylaws in the event that the entity obtained a profit and that the distribution of this profit were approved by the Board of Directors. The bonus was not paid in 1994 and 1995 since the bank did not make a profit and partial payments were made from 1996 to 2000, as agreed by the Board of Directors, and the relevant clause was eliminated in 2001. The Regional Employment Court ordered the bank to pay this half-yearly bonus in September 2005 and the bank filed an appeal against the decision at the High Employment Court ("TST") and, subsequently, at the Federal Supreme Court ("STF"). The TST confirmed the judgment against the bank, whereas the STF rejected the extraordinary appeal filed by the bank in a decision adopted by only one of the Court members, thereby also upholding the order issued to the bank. This decision was appealed by the bank and the association. Only the appeal lodged by the bank has been given leave to proceed and will be decided upon by the STF in plenary session. The STF recently handed down a decision on a matter relating to a third party that upholds one of the main arguments put forward by the Bank. The Bank has not recognised any provisions in this connection.

- "Planos Econômicos": Like the rest of the banking system, Santander Brazil has been the subject of claims from customers, mostly depositors, and of civil class actions brought for a common reason, arising from a series of legislative changes relating to the calculation of inflation ("planos econômicos"). The claimants considered that their vested rights had been impaired due to the immediate application of these adjustments. In April 2010, the High Court of Justice (STJ) set the limitation period for these class actions at five years, as claimed by the banks, rather than 20 years, as sought by the claimants, which will probably significantly reduce the number of actions brought and the amounts claimed in this connection. As regards the substance of the matter, the decisions issued to date have been adverse for the banks, although two proceedings have been brought at the STJ and the Federal Supreme Court (STF) with which the matter is expected to be definitively settled. In August 2010, the STJ handed down a decision finding for the plaintiffs in terms of substance, but excluding one of the "planos" from the claim, thereby reducing the amount thereof, and once again confirming the five-year statute-of-limitations period. Shortly thereafter, the STF issued an injunctive relief order whereby the proceedings in progress were stayed until this court issues a final decision on the matter. Various appeals to the STF are currently being considered in which various matters relating to this case are discussed.

- Proceeding under Criminal Procedure Law (case no. 1043/2009) conducted at Madrid Court of First Instance no. 26, following a claim brought by Banco Occidental de Descuento, Banco Universal, C.A. against the Bank for USD 150 million in principal plus USD 4.7 million in interest, upon alleged termination of an escrow contract.

The court upheld the claim but did not make a specific pronouncement on costs. A judgment handed down by the Madrid Provincial Appellate Court on 9 October 2012 upheld the appeal lodged by the Bank and dismissed the appeal filed by Banco

Occidental de Descuento, Banco Universal, C.A., dismissing the claim. The dismissal of the claim was confirmed in an ancillary order to the judgment dated 28 December 2012. An appeal was filed at the Supreme Court by Banco Occidental de Descuento against the Madrid Provincial Appellate Court decision. The appeal was dismissed in a Supreme Court judgment dated 24 October 2014. Banco Occidental de Descuento filed a motion for annulment against the aforementioned judgment which was dismissed in an order dated 2 December 2015. The complainant has filed an appeal to the Constitutional Court. The Bank has not recognised any provisions in this connection.

- The bankruptcy of various Lehman Group companies was made public on 15 September 2008. Various customers of Santander Group were affected by this situation since they had invested in securities issued by Lehman or in other products which had such assets as their underlying.

At the date of these consolidated financial statements, certain claims had been filed in relation to this matter. The Bank's directors and its legal advisers consider that the various Lehman products were sold in accordance with the applicable legal regulations in force at the time of each sale or subscription and that the fact that the Group acted as intermediary would not give rise to any liability for it in relation to the insolvency of Lehman. Accordingly, the risk of loss is considered to be remote and, as a result, no provisions needed to be recognised in this connection.

- The intervention, on the grounds of alleged fraud, of Bernard L. Madoff Investment Securities LLC ("Madoff Securities") by the US Securities and Exchange Commission ("SEC") took place in December 2008. The exposure of customers of the Group through the Optimal Strategic US Equity ("Optimal Strategic") subfund was EUR 2,330 million, of which EUR 2,010 million related to institutional investors and international private banking customers, and the remaining EUR 320 million made up the investment portfolios of the Group's private banking customers in Spain, who were qualifying investors.

At the date of these consolidated financial statements, certain claims had been filed against Group companies in relation to this matter. The Group considers that it has at all times exercised due diligence and that these products have always been sold in a transparent way pursuant to applicable legislation and established procedures. The risk of loss is therefore considered to be remote or immaterial.

- At the end of the first quarter of 2013, news stories were published stating that the public sector was debating the validity of the interest rate swaps entered into between various financial institutions and public sector companies in Portugal, particularly in the public transport industry.

The swaps under debate included swaps entered into by Banco Santander Totta, S.A. with the public companies Metropolitano de Lisboa, E.P.E. (MdL), Metro de Porto, S.A. (MdP), Sociedade de Transportes Colectivos do Porto, S.A. (STCP) and Companhia Carris de Ferro de Lisboa, S.A. (Carris). These swaps were entered into prior to 2008, i.e. before the start of the financial crisis, and had been executed without incident.

In view of this situation, Banco Santander Totta, S.A. took the initiative to request a court judgment on the validity of the swaps in the jurisdiction of the United Kingdom to which the swaps are subject. The corresponding claims were filed in May 2013.

After the Bank had filed the claims, the four companies (MdL, MdP, STCP and Carris) notified Banco Santander Totta, S.A. that they were suspending payment of the amounts owed under the swaps until a final decision had been handed down in the UK jurisdiction in the proceedings. MdL, MdP and Carris suspended payment in September 2013 and STCP did the same in December 2013. Banco Santander Totta, S.A. extended each of the claims to include the unpaid amounts.

On 29 November 2013, the companies presented their defence in which they claimed that the swaps were null and void under Portuguese law and, accordingly, that they should be refunded the amounts paid.

On 4 March 2016, the Court handed down a judgment in which it upheld all the matters raised by the Bank and declared all the swap agreements to be valid and binding. The transport companies appealed against this decision. The Appellate Court dismissed the appeal through a decision handed down on 13 December 2016, in which it stated that a cassation appeal cannot be filed against this decision. The transport companies have filed an appeal against this decision at the Supreme Court.

Banco Santander Totta, S.A. and its legal advisers consider that the entity acted at all times in accordance with applicable legislation and under the terms of the swaps. As a result, the Group has not recognised any provisions in this connection.

The Bank and the other Group companies are subject to claims and, therefore, are party to certain legal proceedings incidental to the normal course of their business (including those in connection with lending activities, relationships with employees and other commercial or tax matters).

In this context, it must be considered that the outcome of court proceedings is uncertain, particularly in the case of claims for indeterminate amounts, those based on legal issues for which there are no precedents, those that affect a large number of parties or those at a very preliminary stage.

With the information available to it, the Group considers that it had reliably estimated the obligations associated with each proceeding and had recognised, where necessary, sufficient provisions to cover reasonably any liabilities that may arise as a result of these tax and legal situations. It also believes that any liability arising from such claims and proceedings will not have, overall, a material adverse effect on the Group's business, financial position or results of operations.

## » 26. Other liabilities

The detail of Other liabilities in the consolidated balance sheets is as follows:

Millions of euros	2016	2015	2014
Transactions in transit	994	744	621
Accrued expenses and deferred income	6,507	6,562	6,415
Other	3,569	2,915	3,610
	<b>11,070</b>	<b>10,221</b>	<b>10,646</b>

## » 27. Tax matters

### a) Consolidated Tax Group

Pursuant to current legislation, the Consolidated Tax Group includes Banco Santander, S.A. (as the Parent) and the Spanish subsidiaries that meet the requirements provided for in Spanish legislation regulating the taxation of the consolidated profits of corporate groups (as the controlled entities).

The other Group companies file income tax returns in accordance with the tax regulations applicable to them.

### b) Years open for review by the tax authorities

In 2015 notification was received of the final agreed payments relating to the assessments arising from the outcome of the tax audit of the Consolidated Tax Group of the years 2005 to 2007, which were signed partly on an uncontested basis and partly on a contested basis. As the Parent of the Consolidated Tax Group, in accordance with the advice of its external lawyers, Banco Santander, S.A. considers that the aforementioned final agreed payments should not have a material impact on the consolidated financial statements as there are sound defence arguments in relation to the appeals filed against them. As a result, no provision has been recognised in this connection. As regards the tax inspections relating to prior years, in 2016 notification of the execution agreement was received of the Supreme Court judgment on the years 2001 and 2002, without a material impact on the consolidated financial statements.

Also, in 2014 an audit by the tax authorities was initiated at the Consolidated Tax Group in relation to the years up to 2011, and the Consolidated Tax Group has the years subject to that audit and the subsequent years up to and including 2016 open for review in relation to the main taxes applicable to it.

The other entities have the corresponding years open for review, pursuant to their respective tax regulations.

Because of the possible different interpretations which can be made of the tax regulations, the outcome of the tax audits of the years reviewed and of the open years might give rise to contingent tax liabilities which cannot be objectively quantified. However, the Group's tax advisers consider that it is unlikely that such tax liabilities will arise, and that in any event the tax charge arising therefrom would not materially affect the Group's consolidated financial statements.

### c) Reconciliation

The reconciliation of the income tax expense calculated at the tax rate applicable in Spain (30%) to the income tax expense recognised and the detail of the effective tax rate are as follows:

Millions of euros

	2016	2015	2014
Consolidated profit (loss) before tax:			
From continuing operations	10,768	9,547	10,679
From discontinued operations	-	-	(26)
	10,768	9,547	10,653
Income tax at tax rate applicable in Spain (30%)	3,230	2,864	3,196
Effect of application of the various tax rates applicable in each country (*)	312	158	187
Of which:			
Brazil	396	300	185
United Kingdom	(63)	(146)	(138)
United States	94	156	302
Chile	(54)	(60)	(79)
Effect of profit or loss of associates and joint ventures	(133)	(111)	(73)
Effect of deduction of goodwill in Brazil	(184)	(133)	(304)
Effect of reassessment of deferred taxes	(20)	30	279
Reversal of tax liabilities (**)	-	(1,071)	-
Permanent differences	77	476	433
<b>Current income tax</b>	<b>3,282</b>	<b>2,213</b>	<b>3,718</b>
Effective tax rate	30,48%	23,18%	34,90%
Of which:			
Continuing operations	3,282	2,213	3,718
Discontinued operations (Note 37)	-	-	-
Of which:			
Current taxes	1,493	4,070	2,464
Deferred taxes	1,789	(1,857)	1,254
Taxes paid in the year	2,872	2,205	1,352

\* Calculated by applying the difference between the tax rate applicable in Spain and the tax rate applicable in each jurisdiction to the profit or loss contributed to the Group by the entities which operate in each jurisdiction.

\*\* Effect of the reversal of the tax liabilities of Banco Santander (Brasil) S.A. associated with the tax-related proceedings concerning Brazilian PIS and COFINS social contributions (see Note 25.e).



#### d) Tax recognised in equity

In addition to the income tax recognised in the consolidated income statement, the Group recognised the following amounts in consolidated equity in 2016, 2015 and 2014:

Millions of euros

	2016	2015	2014
Other comprehensive income			
Items not reclassified to profit or loss	364	(231)	319
Actuarial gains or (-) losses on defined benefit pension plans	364	(231)	319
Items that may be reclassified to profit or loss	(694)	448	(866)
Cash flow hedges	(136)	51	(150)
Financial assets available for sale	(552)	384	(683)
Debt instruments	(368)	418	(633)
Equity instruments	(184)	(34)	(50)
Other recognised income and expense of investments in subsidiaries, joint ventures and associates	(6)	13	(33)
<b>Total</b>	<b>(330)</b>	<b>217</b>	<b>(547)</b>

#### e) Deferred taxes

Tax assets in the consolidated balance sheets includes debit balances with the Spanish Public Treasury relating to deferred tax assets. Tax liabilities includes the liability for the Group's various deferred tax liabilities.

On 26 June 2013, the Basel III legal framework was included in European law through Directive 2013/36 (CRD IV) and Regulation 575/2013 on prudential requirements for credit institutions and investment firms (CRR), directly applicable in every Member State as from 1 January 2014, albeit with a gradual timetable with respect to the application of, and compliance with, various requirements.

This legislation establishes that deferred tax assets, the use of which relies on future profits being obtained, must be deducted from regulatory capital.

In this regard, pursuant to Basel III, in recent years several countries have amended their tax regimes with respect to certain deferred tax assets so that they may continue to be considered regulatory capital since their use does not rely on the future profits of the entities that generate them (referred to hereinafter as "monetizable tax assets").

Italy had a very similar regime to that described above, which was introduced by Decree-Law no. 225, of 29 December 2010, and amended by Law no. 10, of 26 February 2011.

In addition, in 2013 in Brazil, by means of Provisional Measure no. 608, of 28 February 2013 and, in Spain, through Royal Decree-Law 14/2013, of 29 November confirmed by Law 27/2014, of 27 November tax regimes were established whereby certain deferred tax assets (arising from provisions to allowances for loan losses in Brazil and provisions to allowances for loan losses, provisions to allowances for foreclosed assets and provisions for pension and pre-retirement obligations in Spain) may be converted into tax receivables in specific circumstances. As a result, their use does not rely on the entities obtaining future profits and, accordingly, they are exempt from deduction from regulatory capital.

In 2015 Spain completed its regulations on monetizable tax assets with the introduction of a financial contribution which will involve the payment of 1.5% for maintaining the right to monetise which will be applied to the portion of the deferred tax assets that qualify under the legal requirements as monetisable assets generated prior to 2016.

In a similar manner, Italy, by decree of 3 May 2016 has introduced a fee of 1.5% annually to maintain the monetisable of part of the deferred tax assets.

The detail of deferred tax assets, by classification as monetisable or non-monetisable assets, and of deferred tax liabilities at 31 December 2016, 2015 and 2014 is as follows:

Millions of euros

	2016		2015		2014	
	Monetizable*	Other	Monetizable*	Other	Monetizable*	Other
<b>Tax assets:</b>	<b>9,649</b>	<b>11,615</b>	<b>8,887</b>	<b>13,158</b>	<b>8,444</b>	<b>13,720</b>
Tax losses and tax credits	-	4,934	-	4,808	-	5,650
Temporary differences	9,649	6,681	8,887	8,351	8,444	8,070
Of which:						
Non-deductible provisions	-	1,645	-	1,631	-	2,709
Valuation of financial instruments	-	1,042	-	2,231	-	775
Loan losses	6,082	940	5,330	827	5,036	1,013
Pensions	3,567	641	3,557	475	3,408	759
Valuation of tangible and intangible assets	-	537	-	686	-	474
<b>Tax liabilities:</b>	<b>-</b>	<b>5,693</b>	<b>-</b>	<b>5,565</b>	<b>-</b>	<b>4,527</b>
Temporary differences	-	5,693	-	5,565	-	4,527
Of which:						
Valuation of financial instruments	-	1,105	-	896	-	1,093
Valuation of tangible and intangible assets	-	1,916	-	1,727	-	1,323
Investments in Group companies	-	1,265	-	1,249	-	1,096

\* Do not deduce from regulatory capital.

The Group only recognises deferred tax assets for temporary differences or tax loss and tax credit carryforwards where it is considered probable that the consolidated entities that generated them will have sufficient future taxable profits against which they can be utilised.

The deferred tax assets and liabilities are reassessed at the reporting date in order to ascertain whether any adjustments need to be made on the basis of the findings of the analyses performed.

These analyses take into account, inter alia: (i) the results generated by the various entities in prior years, (ii) each entity or tax group's projected earnings, (iii) the estimated reversal of the various temporary differences, based on their nature, and (iv) the period and limits established by the legislation of each country for the recovery of the various deferred tax assets, thereby concluding on each entity or tax group's ability to recover its recognised deferred tax assets.

The projected earnings used in these analyses are based on the financial budgets approved by the Group's directors for the various entities, which generally cover a period of three years (see further details in Note 17), applying constant growth rates not exceeding the average long-term growth rate for the market in which the consolidated entities operate, in order to estimate the earnings for subsequent years considered in the analyses.

Relevant information is set forth below for the main countries which have recognised deferred tax assets:

#### Spain

The deferred tax assets recognised at the Consolidated Tax Group total EUR 10,921 million, of which EUR 5,928 million were for monetisable temporary differences, EUR 1,759 million for other temporary differences and EUR 3,234 million for tax losses and credits.

The Group estimates that the recognised deferred tax assets for temporary differences will be recovered in 15 years. This period would also apply to the recovery of the recognised tax loss and tax credit carryforwards.

#### Brazil

The deferred tax assets recognised in Brazil total EUR 5,947 million, of which EUR 3,520 million were for monetisable temporary differences, EUR 2,085 million for other temporary differences and EUR 342 million for tax losses and credits.

The Group estimates that the recognised deferred tax assets for temporary differences, tax losses and credits will be recovered in approximately 10 years.



## United States

The deferred tax assets recognised in the United States total EUR 1,827 million, of which EUR 540 million were for temporary differences and EUR 1,287 million for tax losses and credits.

The Group estimates that the recognised deferred tax assets for temporary differences will be recovered before 2027. The recognised tax loss and tax credit carryforwards will be recovered before 2029.

## Mexico

The deferred tax assets recognised in Mexico total EUR 651 million, substantially all of which were for temporary differences.

The Group estimates that substantially all the recognised deferred tax assets for temporary differences will be recovered in 3 years.

The changes in Tax assets - Deferred and Tax liabilities - Deferred in the last three years were as follows:

Millions of euros

	Balances at 31 December 2015	(Charge)/ Credit to income	Foreign currency balance translation differences and other items	(Charge)/ Credit to asset and liability valuation adjustments	Acquisitions for the year (net)	Balances at 31 December 2016
<b>Deferred tax assets</b>	<b>22,045</b>	<b>(1,311)</b>	<b>1,355</b>	<b>(551)</b>	<b>(274)</b>	<b>21,264</b>
Tax losses and tax credits	4,808	194	110	-	(178)	4,934
Temporary differences	17,237	(1,505)	1,245	(551)	(96)	16,330
<i>Of which: monetizable</i>	8,887	49	713	-	-	9,649
<b>Deferred tax liabilities</b>	<b>(5,565)</b>	<b>(478)</b>	<b>99</b>	<b>(26)</b>	<b>277</b>	<b>(5,693)</b>
Temporary differences	(5,565)	(478)	99	(26)	277	(5,693)
	<b>16,480</b>	<b>(1,789)</b>	<b>1,454</b>	<b>(577)</b>	<b>3</b>	<b>15,571</b>

Millions of euros

	Balances at 31 December 2014	(Charge)/ Credit to income	Foreign currency balance translation differences and other items	(Charge)/ Credit to asset and liability valuation adjustments	Acquisitions for the year (net)	Balances at 31 December 2015
<b>Deferred tax assets</b>	<b>22,164</b>	<b>2,330</b>	<b>(2,831)</b>	<b>356</b>	<b>26</b>	<b>22,045</b>
Tax losses and tax credits	5,650	(449)	(399)	-	6	4,808
Temporary differences	16,514	2,779	(2,432)	356	20	17,237
<i>Of which: monetizable</i>	8,444	1,199	(794)	38	-	8,887
<b>Deferred tax liabilities</b>	<b>(4,527)</b>	<b>(473)</b>	<b>(200)</b>	<b>(73)</b>	<b>(292)</b>	<b>(5,565)</b>
Temporary differences	(4,527)	(473)	(200)	(73)	(292)	(5,565)
	<b>17,637</b>	<b>1,857</b>	<b>(3,031)</b>	<b>283</b>	<b>(266)</b>	<b>16,480</b>



Millions of euros

	Balances at 31 December 2013	(Charge)/ Credit to income	Foreign currency balance translation differences and other items	(Charge)/ Credit to asset and liability valuation adjustments	Acquisitions for the year (net)	Balances at 31 December 2014
<b>Deferred tax assets</b>	<b>21,193</b>	<b>36</b>	<b>194</b>	<b>21</b>	<b>720</b>	<b>22,164</b>
Tax losses and tax credits	5,671	(392)	115	-	256	5,650
Temporary differences	15,522	428	79	21	464	16,514
<i>Of which: monetizable</i>	7,902	406	14	122	-	8,444
<b>Deferred tax liabilities</b>	<b>(1,825)</b>	<b>(1,290)</b>	<b>(328)</b>	<b>(527)</b>	<b>(557)</b>	<b>(4,527)</b>
Temporary differences	(1,825)	(1,290)	(328)	(527)	(557)	(4,527)
	<b>19,368</b>	<b>(1,254)</b>	<b>(134)</b>	<b>(506)</b>	<b>163</b>	<b>17,637</b>

Also, the Group did not recognise deferred tax assets relating to tax losses, tax credits for investments and other incentives amounting to approximately EUR 455 million, the use of which is subject, among other requirements, to time limits. It also did not recognise certain deductible temporary differences, tax losses and tax credits for which there is currently no time limit for offset, amounting to approximately EUR 4,847 million.

#### f) Tax reforms

The following significant tax reforms were approved in 2016 and previous years:

The Royal Decree-Law 3-2016 has been approved in Spain under which the following tax measures have been adopted with application in 2016: (i) The limit for the integration of deferred monetizable tax assets, as well as for set-off for the negative tax base has been reduced( the limit has been reduced from 70% to 25% of the tax base), (ii) this regulation sets out a new limit of 50% of the tax rate for the application of deductions in order to avoid double taxation, (iii) this regulation also sets out the compulsory impairment reversion for deductible participations in previous years by one fifths independently from the recovery of the participated, and (iv) the regulation finally includes the non-deductibility of the losses generated from the transmission of participations performed from 1 January, 2017.

The effects of this reform for the Consolidated Tax Group have been: (i) the consolidation in 2016 of deferred tax assets for impairment of non-deductible participations, in a non significant amount; (ii) the integration in 2016 tax base and the next four fiscal years of a minimum reversal of the impairment of investments in shares that were tax deductible in years prior to 2013, which will not have an adverse effect on the accounts for 2016, since There are no legal restrictions on the availability of shares; (iii) the slowdown in the consumption of credits for monetizable deferred tax assets; And negative tax bases and (iv) the limitation of the application of deductions to avoid double taxation, all this makes provision for an increase in the amount of taxes payable in Spain in the coming years by the consolidated tax group.

In the United Kingdom, a progressive reduction has been applied regarding the tax rate of the Corporate Tax, from 20% to 17% from 1 April 2020. The applicable rate from 1 April 2017 will be of 19%. Also in 2015, a surcharge of 8% on the standard income tax rate for bank profits was approved, finally the tax rate for banks institutions is 27%. This surcharge will be applied from 1 January 2016. In addition, from 2015 customer remediation payments are no longer considered to be tax-deductible.

In Brazil there was also an increase in the rate of the Brazilian social contribution tax on net income (CSL) from 15% to 20% (applicable from 1 September 2015), as a result of which the income tax rate (25%) plus the CSL rate total 45%.

In Poland, the introduction of a tax on certain bank assets at a monthly rate of 0.0366%, which comes into force in 2016, was approved.

In relation to the Chilean tax reform, the increase in the First Category tax rate of 20% in 2013, 21% in 2014, 22.5% in 2015, 24% in 2016, 25.5% in 2017 and 27% from 2018.

#### g) Other information

In compliance with the disclosure requirement established in the Listing Rules Instrument 2005 published by the UK Financial Conduct Authority, it is hereby stated that shareholders of the Bank resident in the United Kingdom will be entitled to a tax credit for taxes paid abroad in respect of withholdings that the Bank has to pay on the dividends to be paid to such shareholders if the total income of the dividend exceeds the amount of exempt dividends of GBP 5000 for the year 2016/17. The shareholders of the Bank resident in the United Kingdom who hold their ownership interest in the Bank through Santander Nominee Service will be informed directly of the amount thus withheld and of any other data they may require to complete their tax returns in the United Kingdom. The other shareholders of the Bank resident in the United Kingdom should contact their bank or securities broker.

Banco Santander, S.A. is part of the Large Business Forum and has adhered since 2010 to the Code of Good Tax Practices in Spain. Also Santander UK, Plc. is a member of the HMRC's Code of Practice on Taxation in the United Kingdom, actively participating in both cases



in the cooperative compliance programs being developed by these Tax Administrations.

## » 28. Non-controlling interests

Non-controlling interests include the net amount of the equity of subsidiaries attributable to equity instruments that do not belong, directly or indirectly, to the Bank, including the portion attributed to them of profit for the year.

### a) Breakdown

The detail, by Group company, of Equity - Non-controlling interests is as follows:

Millions of euros

	2016	2015	2014
Santander Consumer USA Holdings Inc.	1,963	1,506	1,013
Banco Santander (Brasil) S.A.	1,784	1,190	1,662
Bank Zachodni WBK S.A.	1,653	1,685	1,545
Banco Santander - Chile	1,204	1,037	1,049
Grupo PSA	1,149	801	-
Grupo Financiero Santander México, S.A.B. de C.V.	1,069	1,296	1,293
Grupo Metrovacesa	449	560	598
Other companies (*)	1,208	1,270	630
	<b>10,479</b>	<b>9,345</b>	<b>7,790</b>
Profit/(Loss) for the year attributable to non-controlling interests	1,282	1,368	1,119
Of which:			
Santander Consumer USA Holdings Inc.	256	329	219
Banco Santander - Chile	215	191	210
Banco Santander (Brasil) S.A.	194	296	315
Grupo Financiero Santander México, S.A.B. de C.V.	190	201	193
Grupo PSA	171	122	-
Bank Zachodni WBK S.A.	148	154	121
Other companies	108	75	61
	<b>11,761</b>	<b>10,713</b>	<b>8,909</b>

\* Includes an issue of perpetual equity instruments by Santander UK acquired by non-Group third parties.

### b) Changes

The changes in Non-controlling interests are summarised as follows:

Millions of euros

	2016	2015	2014
Balance at beginning of year	10,713	8,909	9,314
Other comprehensive income	374	(572)	886
Exchange differences	360	(520)	806
Cash flow hedge	45	(1)	(1)
Available for sale equity	(30)	22	(1)
Available for sale fixed income	38	(100)	68
Other	(39)	27	14
Wich of: Other comprehensive income	-	6	536
Other	674	2,376	(1,291)
Profit attributable to non-controlling interests	1,282	1,368	1,119
Modification of participation rates	(28)	(168)	(2,971)
Change of perimeter	(197)	761	1,465
Dividends paid to minority shareholders	(800)	(461)	(380)
Changes in capital and others concepts	417	876	(524)
<b>Balance at end of year</b>	<b>11,761</b>	<b>10,713</b>	<b>8,909</b>

In 2014 the Group increased its ownership interest in Banco Santander (Brasil), S.A., thereby generating a decrease in the balance of Non-controlling interests of EUR 2,572 million (see Note 3).

Also, in 2015 the Group acquired 50% of Société Financière de Banque - SOFIB, PSA Finance UK Limited and PSA Financial Services Spain, E.F.C., S.A. (see Note 3), thereby generating an increase in the balance of Non-controlling interests of EUR 462 million, EUR 148 million and EUR 181 million. Also, the acquisition of a 13.8% interest in Metrovacesa, S.A. from Banco Sabadell, S.A. (see Note 3) generated a decrease in the balance of Non-controlling interests of EUR 271 million.

During 2016, there was a decrease of EUR 621 million in Minority interests due to the operation of Metrovacesa, S.A. (See Note 3).

Finally, during the year 2016, the Group incorporated the remaining geographies included in the PSA framework agreement (Netherlands, Belgium, Italy, Germany, Brazil and Poland) (see Note 3), generating an increase in the balance of minority interests of EUR 410 million.

The foregoing changes are shown in the Consolidated statement of changes in total equity.

**c) Other information**

The financial information on the subsidiaries with significant non-controlling interests at 31 December 2016 is summarised below:

Millions of euros\*

	Banco Santander (Brasil)	Banco Santander - Chile	Grupo Financiero Santander Mexico	Bank Zachodni WBK	Santander Consumer USA Holdings
Total assets	181,502	53,505	65,112	29,779	37,110
Total liabilities	163,917	48,683	60,257	25,566	31,849
<b>Net assets</b>	<b>17,585</b>	<b>4,822</b>	<b>4,855</b>	<b>4,213</b>	<b>5,261</b>
Total gross income	11,321	2,422	3,203	1,314	4,829
<b>Total profit</b>	<b>1,999</b>	<b>735</b>	<b>820</b>	<b>387</b>	<b>685</b>

\* Information prepared in accordance with the segment reporting criteria described in Note 52 and, therefore, it may not coincide with the information published separately by each entity.

**» 29. Other comprehensive income**

The balances of Other comprehensive income include the amounts, net of the related tax effect, of the adjustments to assets and liabilities recognised temporarily in equity through the consolidated statement of recognised income and expense. The amounts arising from subsidiaries are presented, on a line by line basis, in the appropriate items according to their nature.

It should be noted that the consolidated statement of recognised income and expense presents items separately according to their nature, grouping together those which, pursuant to the applicable accounting standards, will not be subsequently reclassified to profit or loss when the requirements established by the related accounting standards are met. Also, with respect to items that may be reclassified to profit or loss, the consolidated statement of recognised income and expense includes changes in other comprehensive income as follows:

- Revaluation gains (losses): includes the amount of the income, net of the expenses incurred in the year, recognised directly in equity. The amounts recognised in equity in the year remain under this item, even if in the same year they are transferred to the income statement or to the initial carrying amount of the assets or liabilities or are reclassified to another line item.
- Amounts transferred to income statement: includes the amount of the revaluation gains and losses previously recognised in equity, even in the same year, which are recognised in the income statement.
- Amounts transferred to initial carrying amount of hedged items: includes the amount of the revaluation gains and losses previously recognised in equity, even in the same year, which are recognised in the initial carrying amount of assets or liabilities as a result of cash flow hedges.

- Other reclassifications: includes the amount of the transfers made in the year between the various valuation adjustment items.

The amounts of these items are recognised gross, including the amount of the Other comprehensive income relating to non-controlling interests, and the corresponding tax effect is presented under a separate item, except in the case of entities accounted for using the equity method, the amounts for which are presented net of the tax effect.

**a) Items not reclassified to profit or loss – Actuarial gains or (-) losses on defined benefit pension plans**

Other comprehensive income – Items not reclassified to profit or loss – Actuarial gains or (-) losses on defined benefit pension plans include the actuarial gains and losses and the return on plan assets, less the administrative expenses and taxes inherent to the plan, and any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

Its variation is shown in the consolidated statement of income and expense.

The provisions against equity in 2016 amounted to 1,275 million euros - see Note 25.b -, with the following breakdown:

- Increase of EUR 141 million in the accumulated actuarial losses relating to the Group's entities in Spain, mainly due to the change in the main discount rate - a decrease in the discount rate from 1.75 % to 1.50 %.
- Increase of EUR 621 million in the accumulated actuarial losses relating to the Group's entities in UK, mainly due to the change in the main actuarial assumptions - a decrease in the discount rate from 3.74% to 2.79%.



- Increase of EUR 456 million in the cumulative actuarial losses relating to the Group's businesses in Brazil, mainly due to an increase in the discount rate from 12.25 % to 10.92 % on pension benefits and from 12.03 % to 10.84 % on medical benefits and to changes in other assumptions.
- Increase of EUR 57 million in accumulated actuarial losses corresponding to other business, mainly due to the reduction of the discount rate.

Also, a decrease of EUR 103 million in accumulated actuarial profit or losses as a result of exchange rate and other effects, mainly in the UK (depreciation of the pound), and in Brazil (appreciation of the real).

**b) Items that may be reclassified to profit or loss - Hedge of net investments in foreign operations (Effective portion) and exchange differences**

- Other comprehensive income – Items that may be reclassified to profit or loss - Hedges of net investments in foreign operations includes the net amount of changes in the value of hedging instruments in hedges of net investments in foreign operations, for the portion of these changes considered as effective hedges (see Note 11).
- Other comprehensive income – Items that may be reclassified to profit or loss - Exchange differences includes the net amount of exchange differences arising on non-monetary items whose fair value is adjusted against equity and the differences arising on the translation to euros of the balances of the consolidated entities whose functional currency is not the euro (see Note 2.a).
- The changes in 2016 reflect the negative effect of the sharp depreciation of the Pound sterling and the positive effect of the appreciation of the Brazilian real, whereas the changes in 2015 reflected the negative effect of the sharp depreciation of the Brazilian real and the positive effect of the appreciation of the US dollar and the pound sterling.
- Of the change in the balance in these years, a loss of EUR 185 million in 2016, a loss of EUR 514 million in 2015 and a gain of EUR 1,093 million in 2014 related to the measurement of goodwill.

- The detail, by country is as follows:

Millions of euros

	2016	2015	2014
Net balance at end of year	(12,995)	(11,980)	(8,955)
<i>Of which:</i>			
<i>Brazilian real</i>	(8,435)	(10,679)	(5,936)
<i>Pound sterling</i>	(2,996)	232	(1,042)
<i>Mexican peso</i>	(1,908)	(1,497)	(1,243)
<i>Argentine peso</i>	(1,309)	(1,135)	(729)
<i>Chilean peso</i>	(614)	(711)	(528)
<i>US dollar</i>	2,849	2,342	535
<i>Other</i>	(582)	(532)	(12)

**c) Items that may be reclassified to profit or loss - Hedging derivatives – Cash flow hedges (Effective portion)**

- Other comprehensive income – Items that may be reclassified to profit or loss - Cash flow hedges includes the gains or losses attributable to hedging instruments that qualify as effective hedges. These amounts will remain under this heading until they are recognised in the consolidated income statement in the periods in which the hedged items affect it (see Note 11).
- Accordingly, amounts representing valuation losses will be offset in the future by gains generated by the hedged instruments.

**d) Items that may be reclassified to profit or loss - Financial assets available-for-sale**

Includes the net amount of unrealised changes in the fair value of assets classified as Financial assets available-for-sale (see Notes 7 and 8).

The breakdown, by type of instrument and geographical origin of the issuer, of Other comprehensive income – Items that may be reclassified to profit or loss - Financial assets available-for-sale at 31 December 2016, 2015 and 2014 is as follows:

Millions of euros

	31 December 2016				31 December 2015				31 December 2014			
	Revaluation gains	Revaluation losses	Net revaluation gains/(losses)	Fair value	Revaluation gains	Revaluation losses	Net revaluation gains/(losses)	Fair value	Revaluation gains	Revaluation losses	Net revaluation gains/(losses)	Fair value
Debt instruments												
Government debt securities and debt instruments issued by central banks												
<i>Spain</i>	610	(26)	584	32,729	641	(62)	579	35,283	835	(176)	659	31,190
<i>Rest of Europe</i>	50	(170)	(120)	16,879	283	(47)	236	20,310	325	(56)	269	20,597
<i>Latin America and rest of the world</i>	167	(163)	4	35,996	42	(671)	(629)	32,185	89	(97)	(8)	30,230
Private-sector debt securities	117	(162)	(45)	25,683	165	(253)	(88)	29,409	243	(193)	50	28,232
	<b>944</b>	<b>(521)</b>	<b>423</b>	<b>111,287</b>	<b>1,131</b>	<b>(1,033)</b>	<b>98</b>	<b>117,187</b>	<b>1,492</b>	<b>(522)</b>	<b>970</b>	<b>110,249</b>
Equity instruments												
Domestic												
<i>Spain</i>	48	(5)	43	1,309	66	(5)	61	1,140	35	(8)	27	1,447
International												
<i>Rest of Europe</i>	284	(4)	280	1,016	438	(14)	424	1,338	282	(23)	259	1,245
<i>United States</i>	21	-	21	772	14	(2)	12	980	25	-	25	762
<i>Latin America and rest of the world</i>	811	(7)	804	2,390	251	(2)	249	1,391	298	(19)	279	1,547
	<b>1,164</b>	<b>(16)</b>	<b>1,148</b>	<b>5,487</b>	<b>769</b>	<b>(23)</b>	<b>746</b>	<b>4,849</b>	<b>640</b>	<b>(50)</b>	<b>590</b>	<b>5,001</b>
Of which:												
<i>Listed</i>	999	(11)	988	3,200	436	(15)	421	1,986	311	(26)	285	1,787
<i>Unlisted</i>	165	(5)	160	2,287	333	(8)	325	2,863	329	(24)	305	3,214
	<b>2,108</b>	<b>(537)</b>	<b>1,571</b>	<b>116,774</b>	<b>1,900</b>	<b>(1,056)</b>	<b>844</b>	<b>122,036</b>	<b>2,132</b>	<b>(572)</b>	<b>1,560</b>	<b>115,250</b>

At each reporting date the Group assesses whether there is any objective evidence that the instruments classified as available-for-sale (debt securities and equity instruments) are impaired.

This assessment includes but is not limited to an analysis of the following information: i) the issuer's economic and financial position, the existence of default or late payment, analysis of the issuer's solvency, the evolution of its business, short-term projections, trends observed with respect to its earnings and, if applicable, its dividend distribution policy; ii) market-related information such as changes in the general economic situation, changes in the issuer's sector which



might affect its ability to pay; iii) changes in the fair value of the security analysed, analysis of the origins of such changes - whether they are intrinsic or the result of the general uncertainty concerning the economy or the country - and iv) independent analysts' reports and forecasts and other independent market information.

In the case of quoted equity instruments, when the changes in the fair value of the instrument under analysis are assessed, the duration and significance of the fall in its market price below cost for the Group is taken into account. As a general rule, for these purposes the Group considers a significant fall to be a 40% drop in the value of the asset or a continued fall over a period of 18 months. Nevertheless, it should be noted that the Group assesses, on a case-by-case basis, each of the securities that have suffered losses, and monitors the performance of their prices, recognising an impairment loss as soon as it is considered that the recoverable amount could be affected, even though the price may not have fallen by the percentage or for the duration mentioned above.

If, after the above assessment has been carried out, the Group considers that the presence of one or more of these factors could affect recovery of the cost of the asset, an impairment loss is recognised in the income statement for the amount of the loss registered in equity under Other comprehensive income – Items that may be reclassified to profit or loss – Items not reclassified to profit or loss – Other Valuation adjustments. Also, where the Group does not intend and/or is not able to hold the investment for a sufficient amount of time to recover the cost, the instrument is written down to its fair value.

At the end of 2016 the Group performed the assessment described above and recognised in provisions or reversal of provisions of financial assets available for sale in the consolidated Income statement an amount of EUR 25 million in respect of reversal debt instruments (losses of 2015: EUR: 119 million and 2014: 41 million) and losses of EUR 14 million in respect of equity instruments which had suffered a significant and prolonged fall in price at 31 December 2016 (2015: EUR 111 million; 2014: EUR 47 million).

At the end of 2016, 35.18% of the losses recognised under Other comprehensive income – Items that may be reclassified to profit or loss - Financial assets available-for-sale arising from debt securities had been incurred in more than twelve months.

Also, at the end of 2016, 13.41% of the losses recognised under Other comprehensive income – Items that may be reclassified to profit or loss - Financial assets available-for-sale arising from equity instruments had been incurred in more than twelve months. After carrying out the aforementioned assessment, the Group concluded that, given its ability and intention to hold the securities in the long term, it did not expect the factors giving rise to the decline in value described above to have an impact on future cash flows and, therefore, no impairment loss was required to be recognised at year-end.

### e) Items that may be reclassified to profit or loss and Items not reclassified to profit or loss - Other recognised income and expense of investments in subsidiaries, joint ventures and associates

Other comprehensive income – Items that may be reclassified to profit or loss - Entities accounted for using the equity method includes the amounts of Other comprehensive income recognised in equity arising from associates and joint ventures.

The changes in Other comprehensive income - Entities accounted for using the equity method were as follows:

Millions of euros

	2016	2015	2014
Balance at beginning of year	(232)	(85)	(446)
Revaluation gains/(losses)	79	(156)	266
Net amounts transferred to profit or loss	-	9	95
Transfers	-	-	-
<b>Balance at end of year</b>	<b>(153)</b>	<b>(232)</b>	<b>(85)</b>
Of which:			
<i>Zurich Santander Insurance América, S.L.</i>	(84)	(136)	(37)

## » 30. Shareholders' equity

Shareholders' equity includes the amounts of equity contributions from shareholders, accumulated profit or loss recognised through the consolidated income statement, and components of compound financial instruments having the substance of permanent equity. Amounts arising from subsidiaries are presented in the appropriate items based on their nature.

The changes in Shareholders' equity are presented in the consolidated statement of changes in total equity. Significant information on certain items of Shareholders' equity and the changes therein in 2016 is set forth below.

## » 31. Issued capital

### a) Changes

At 31 December 2013 the Bank's share capital consisted of 11,333,420,488 shares with a total par value of EUR 5,667 million.

On 30 January 2014, 29 April 2014, 30 July 2014 and 5 November 2014 the bonus issues through which the Santander Dividendo Elección scrip dividend scheme is instrumented took place, whereby 227,646,659, 217,013,477, 210,010,506 and 225,386,463 shares (2.01%, 1.88%, 1.78% and 1.82% of the share capital, respectively) were issued, giving rise to bonus issues of EUR 113.8 million, EUR 108.5 million, EUR 105 million and EUR 112.7 million, respectively.

Also, on 4 November 2014 a capital increase was carried out to cater for the exchange of Banco Santander (Brasil) S.A. shares (see Note 3), whereby 370,937,066 shares (3.09% of the share capital) were issued, corresponding to a capital increase of EUR 185.5 million (see Note 3).



At 31 December 2014 the Bank's share capital consisted of 12,584,414,659 shares with a total par value of EUR 6,292 million.

On 8 January 2015 the Group announced that its Board of Directors had resolved to increase capital through an accelerated bookbuilt (Accelerated Bookbuilt Offering) offering with disapplication of pre-emption rights. The capital increase amounted to EUR 7,500 million, of which EUR 607 million related to the par value of the 1,213,592,234 new shares issued and EUR 6,893 million to the share premium.

On 29 January, 29 April and 4 November 2015, the bonus issues through which the Santander Dividendo Elección scrip dividend scheme is instrumented took place, whereby 262,578,993, 256,046,919 and 117,859,774 shares (1.90%, 1.82% and 0.82% of the share capital) were issued for an amount of EUR 131 million, EUR 128 million and EUR 59 million, respectively.

At 31 December 2015 the Bank's share capital consisted of 14,434,492,579 shares with a total par value of EUR 7,217 million.

On November 4, 2016, a capital increase of EUR 74 million was made, through which the Santander Dividendo Elección scrip dividend scheme took place, whereby 147,848,122 shares were issued (1.02% of the share capital).

At 31 December 2016 the Bank's share capital consisted of 14,582,340,701 shares with a total par value of EUR 7,291 million.

The Bank's shares are listed on the Spanish Stock Market Interconnection System and on the New York, London, Milan, Lisbon, Buenos Aires, Mexico, São Paulo and Warsaw Stock Exchanges, and all of them have the same features and rights. Santander shares are listed on the London Stock Exchange under Crest Depositary Interest (CDI's), each CDI representing one Bank's share. They are also listed on the New York Stock Exchange under American Depositary Receipts (BDRs), each BDR representing one share. At 31 December 2016, the only shareholders listed in the Bank's shareholders register with ownership interests of more than 3% were State Street Bank & Trust Company (12.10%), The Bank of New York Mellon Corporation (8.86%), Chase Nominees Ltd. (5.98%), EC Nominees Limited (4.39%) and Clearstream Banking S.A. (3.38%).

However, the Bank considers that these ownership interests are held in custody on behalf of third parties and that none of them, as far as the Bank is aware, has an ownership interest of more than 3% of the Bank's share capital or voting power.

## b) Other considerations

The shareholders at the Annual General Meeting held on 27 March 2015 authorized additional share capital of EUR 3,515 million. The Bank's directors have until 27 March 2018 to carry out capital increases up to this limit. The resolution empowers the board to fully or partially disapply the pre-emption right in accordance with the terms of Article 506 of the Spanish Limited Liability Companies Law, although this power is limited to EUR 1,406 million.

In addition, the aforementioned Annual General Meeting authorized the board to issue fixed-income securities, convertible into or exchangeable for shares of the Bank, for up to a total amount of the issue or issues of EUR 10,000 million or the equivalent amount in another currency. The Bank's directors are authorized to execute this resolution until 27 March 2020.

At 31 December 2016 the shares of the following companies were listed on official stock markets: Banco Santander Río, S.A.; Grupo Financiero Santander Mexico, S.A.B. de C.V.; Banco Santander - Chile; Cartera Mobiliaria, S.A., SICAV; Santander Chile Holding S.A.; Banco Santander (Brasil) S.A., Bank Zachodni WBK S.A. and Santander Consumer USA Holdings Inc.

At 31 December 2016 the number of Bank shares owned by third parties and managed by Group management companies (mainly portfolio, collective investment undertaking and pension fund managers) or jointly managed was 39 million, which represented 0.27% of the Bank's share capital. In addition, the number of Bank shares owned by third parties and received as security was 235 million (equal to 1.61% of the Bank's share capital).

At 31 December 2016 the capital increases in progress at Group companies and the additional capital authorized by their shareholders at the respective general meetings were not material at Group level (see Appendix V).

## » 32. Share premium

Share premium includes the amount paid up by the Bank's shareholders in capital issues in excess of the par value.

The Spanish Limited Liability Companies Law expressly permits the use of the share premium account balance to increase capital at the entities at which it is recognised and does not establish any specific restrictions as to its use.

The increase in the balance of Share premium in 2014 is the result of the capital increase of EUR 2,372 million carried out to cater for the exchange of Banco Santander (Brasil) S.A. shares (see Note 3) and the reduction of EUR 440 million to cater for the capital increases arising from the Santander Dividendo Elección scrip dividend scheme. The increase in 2015 is the result of the capital increase of EUR 6,893 million carried out on 8 January 2015 (see Note 31.a) and the reduction of EUR 318 million to cater for the capital increases arising from the Santander Dividendo Elección scrip dividend scheme. The reduction of EUR 74 million in 2016 is the result for the capital increases arising from the Santander Dividendo Elección scrip dividend scheme.

Also, in 2016, 2015 and 2014 an amount of EUR 15 million was transferred from the Share premium account to the Legal reserve (2015: EUR 185 million; 2014: EUR 125 million) (see Note 33.b.i).





## » 33. Accumulated retained earnings

### a) Definitions

Shareholders' equity - Reserves - Reserves (losses) of entities accounted for using the equity method includes the net amount of the accumulated profit or loss generated in previous years by entities accounted for using the equity method, recognised through the consolidated income statement.

### b) Breakdown

The detail of Accumulated retained earnings and Reserves of entities accounted for using the equity method is as follows:

Millions of euros

	2016	2015	2014
<b>Restricted reserves</b>	<b>2,686</b>	<b>2,708</b>	<b>2,800</b>
Legal reserve	1,459	1,444	1,259
Own shares	1,173	1,210	1,487
Revaluation reserve Royal Decree-Law 7/1996	43	43	43
Reserve for retired capital	11	11	11
<b>Unrestricted reserves</b>	<b>11,285</b>	<b>11,486</b>	<b>10,905</b>
Voluntary reserves*	7,192	3,230	2,997
Consolidation reserves attributable to the Bank	4,093	8,256	7,908
<b>Reserves of subsidiaries</b>	<b>34,568</b>	<b>31,275</b>	<b>27,268</b>
<b>Reserves of entities accounted for using the equity method</b>	<b>465</b>	<b>291</b>	<b>187</b>
	<b>49,004</b>	<b>45,760</b>	<b>41,160</b>

\* In accordance with the commercial regulations in force in Spain.

### i. Legal reserve

Under the Consolidated Spanish Limited Liability Companies Law, 10% of net profit for each year must be transferred to the legal reserve. These transfers must be made until the balance of this reserve reaches 20% of the share capital. The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount.

In 2016 the Bank transferred EUR 15 million from the Share premium account to the Legal reserve (2015: EUR 185 million; 2014: EUR 125 million).

Consequently, once again, after the capital increases described in Note 31 had been carried out, the balance of the Legal reserve reached 20% of the share capital, and at 31 December 2016 the Legal reserve was at the stipulated level.

### ii. Reserve for treasury shares

Pursuant to the Consolidated Spanish Limited Liability Companies Law, a restricted reserve has been recognised for an amount equal to the carrying amount of the Bank shares owned by subsidiaries. The balance of this reserve will become unrestricted when the circumstances that made it necessary to record it cease to exist. Additionally, this reserve covers the outstanding balance of loans granted by the Group secured by Bank shares and the amount equivalent to loans granted by Group companies to third parties for the acquisition of treasury shares.

### iii. Revaluation reserve Royal Decree Law 7/1996, of 7 June

The balance of Revaluation reserve Royal Decree-Law 7/1996 can be used, free of tax, to increase share capital. From 1 January 2007, the balance of this account can be taken to unrestricted reserves, provided that the monetary surplus has been realised. The surplus will be deemed to have been realised in respect of the portion on which depreciation has been taken for accounting purposes or when the revalued assets have been transferred or derecognised.

If the balance of this reserve were used in a manner other than that provided for in Royal Decree-Law 7/1996, of 7 June, it would be subject to taxation.

### iv. Reserves of subsidiaries

The detail, by company, of Reserves of subsidiaries, based on the companies' contribution to the Group (considering the effect of consolidation adjustments) is as follows:

Millions of euros

	2016	2015	2014
Banco Santander (Brasil), S.A. (Consolidated Group)	8,993	8,408	7,361
Santander UK Group	6,887	6,457	5,842
Group Santander Holdings USA	3,572	2,968	1,712
Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México	3,255	2,977	2,566
Banco Santander - Chile	2,630	2,534	2,446
Banco Santander Totta, S.A. (Consolidated Group)	2,593	2,165	2,021
Santander Consumer Finance Group	2,027	1,549	1,815
Banco Santander Río, S.A.	1,326	965	703
Bank Zachodni WBK S.A.	967	578	315
Santander Seguros y Reaseguros, Compañía Aseguradora, S.A.	824	754	725
Banco Santander International	519	472	408
Santander Investment, S.A.	349	367	282
Cartera Mobiliaria, S.A., SICAV	377	363	370
Banco Santander (Suisse), S.A.	354	346	282
Exchange differences, consolidation adjustments and other companies*	(105)	372	420
	<b>34,568</b>	<b>31,275</b>	<b>27,268</b>
<i>Of which, restricted</i>	<i>2,730</i>	<i>2,445</i>	<i>2,233</i>

\* Includes the charge relating to cumulative exchange differences in the transition to International Financial Reporting Standards.

## » 34. Other equity instruments and own shares

## a) Other equity instruments

Other equity instruments includes the equity component of compound financial instruments, the increase in equity due to personnel remuneration, and other items not recognised in other "Shareholders' equity" items.

## b) Own shares

Shareholders' equity - Own shares includes the amount of own equity instruments held by all the Group entities.

Transactions involving own equity instruments, including their issuance and cancellation, are recognised directly in equity, and no profit or loss may be recognised on these transactions. The costs of any transaction involving own equity instruments are deducted directly from equity, net of any related tax effect.

On 21 October 2013 and 23 October 2014 the Bank's Board of Directors amended the regulation of its treasury share policy in order to take into account the criteria recommended by the CNMV, establishing limits on average daily purchase trading and time limits. Also, a maximum price per share was set for purchase orders and a minimum price per share for sale orders.

The Bank's shares owned by the consolidated companies accounted for 0.010% of issued share capital at 31 December 2016 (31 December 2015: 0.279%; 31 December 2014: 0.012%).

The average purchase price of the Bank's shares in 2016 was EUR 4.32 per share and the average selling price was EUR 4.48 per share.

The effect on equity, net of tax, arising from the purchase and sale of Bank shares was a EUR 15 million of benefit in 2016 (2015: EUR 16 million; 2014: EUR 40 million).

## » 35. Memorandum items

Memorandum items relates to balances representing rights, obligations and other legal situations that in the future may have an impact on net assets, as well as any other balances needed to reflect all transactions performed by the consolidated entities although they may not impinge on their net assets.

## a) Contingent and Commitment

Contingent liabilities includes all transactions under which an entity guarantees the obligations of a third party and which result from financial guarantees granted by the entity or from other types of contract. The detail is as follows:

Millions of euros

	2016	2015	2014
<b>Financial guarantees</b>	<b>17,244</b>	<b>14,648</b>	<b>13,383</b>
Financial bank guarantees	16,174	13,704	12,121
Non-performing guarantees	1,070	944	1,262
<b>Non financial guarantees</b>	<b>24,477</b>	<b>23,047</b>	<b>28,006</b>
Technical guarantees	23,684	22,526	27,630
Unconditionally cancellable guarantees	793	521	376
<b>Irrevocable documentary credits</b>	<b>2,713</b>	<b>2,139</b>	<b>2,381</b>
Irrevocable documentary credits	2,713	2,134	2,374
Doubtful irrevocable documentary credits	-	5	7
	<b>44,434</b>	<b>39,834</b>	<b>43,770</b>

Millions of euros

	2016	2015	2014
<b>Drawable by third parties</b>	<b>202,089</b>	<b>195,628</b>	<b>182,955</b>
<b>Doubtful loan commitments</b>	<b>8</b>	<b>19</b>	<b>15</b>
<b>Other contingent commitments</b>	<b>29,865</b>	<b>26,091</b>	<b>25,379</b>
Financial asset forward purchase commitments	254	261	282
Regular way financial asset purchase contracts	4,273	485	530
Purchase contracts of financial assets	12,160	12,755	11,725
Documents delivered to clearing houses	12,656	12,251	12,444
Other contingent commitments	522	339	398
	<b>231,962</b>	<b>221,738</b>	<b>208,349</b>



At 31 December 2016, the Group had recognised provisions of EUR 459 million to cover for guarantees, contingent commitments and contingent liabilities (31 December 2015: EUR 618 million; 31 December 2014: EUR 654 million) (see Note 25).

A significant portion of these guarantees will expire without any payment obligation materialising for the consolidated entities and, therefore, the aggregate balance of these commitments cannot be considered as an actual future need for financing or liquidity to be provided by the Group to third parties.

Income from guarantee instruments is recognised under Fee and commission income in the consolidated income statements and is calculated by applying the rate established in the related contract to the nominal amount of the guarantee.

#### **i. Financial guarantees**

Financial guarantees includes, inter alia, financial guarantee contracts such as financial bank guarantees, credit derivatives sold, and risks arising from derivatives arranged for the account of third parties.

#### **ii. Other bank guarantees and indemnities provided**

This item includes guarantees other than those classified as financial, such as technical guarantees, guarantees covering the import and export of goods and services, irrevocable formal undertakings to provide bank guarantees, legally enforceable letters of guarantee and other guarantees of any kind.

#### **iii. Other contingent liabilities**

Other contingent liabilities includes the amount of any contingent liability not included in other items.

#### **b) Off-balance-sheet funds under management**

The detail of off-balance-sheet funds managed by the Group and by joint ventures is as follows:

Millions of euros

	2016	2015	2014
Investment funds	129,930	109,028	109,519
Pension funds	11,298	11,376	11,481
Assets under management	18,032	20,337	20,369
	<b>159,260</b>	<b>140,741</b>	<b>141,369</b>

#### **c) Third-party securities held in custody**

At 31 December 2016 the Group held in custody debt securities and equity instruments totalling EUR 965,648 million (31 December 2015: EUR 877,682 million; 31 December 2014: EUR 1,023,819 million) entrusted to it by third parties.

## » 36. Derivatives – held for trading and hedging derivatives

The detail of the notional and/or contractual amounts and the market values of the trading and hedging derivatives held by the Group is as follows:

Millions of euros

	2016		2015		2014	
	Notional amount	Market value	Notional amount	Market value	Notional amount	Market value
<b>Trading derivatives:</b>						
Interest rate risk						
Forward rate agreements	370,244	(64)	175,661	(59)	192,659	(50)
Interest rate swaps	3,092,360	804	2,839,940	3,095	2,738,960	1,253
Options, futures and other derivatives	565,635	(980)	505,655	(555)	665,658	(1,035)
Credit risk						
<i>Credit default swaps</i>	38,827	37	54,056	46	66,596	81
Foreign currency risk						
Foreign currency purchases and sales	259,336	1,102	250,596	80	230,961	515
Foreign currency options	36,965	112	35,772	104	46,311	(38)
Currency swaps	321,316	(3,627)	342,401	(1,704)	278,380	(1,694)
Securities and commodities derivatives and other	76,523	290	90,662	(697)	105,901	(1,222)
	<b>4,761,206</b>	<b>(2,326)</b>	<b>4,294,743</b>	<b>310</b>	<b>4,325,426</b>	<b>(2,190)</b>
<b>Hedging derivatives:</b>						
Interest rate risk						
Interest rate swaps	155,047	(1,410)	175,199	(1,153)	190,872	(185)
Options, futures and other derivatives	23,131	(4)	22,169	(54)	9,569	13
Credit risk						
<i>Credit default swaps</i>	186	(1)	469	(5)	607	(9)
Foreign currency risk						
Foreign currency purchases and sales	29,282	(1,066)	38,685	500	25,530	86
Foreign currency options	28	-	-	-	621	39
Currency swaps	51,045	4,691	59,472	(496)	46,727	147
Securities and commodities derivatives and other	319	11	299	(2)	168	-
	<b>259,038</b>	<b>2,221</b>	<b>296,293</b>	<b>(1,210)</b>	<b>274,094</b>	<b>91</b>

The notional and/or contractual amounts of the contracts entered into (shown above) do not reflect the actual risk assumed by the Group, since the net position in these financial instruments is the result of offsetting and/or combining them. This net position is used by the Group basically to hedge the interest rate, underlying asset price or foreign currency risk; the results on these financial instruments are recognised under Gains/losses on financial assets and liabilities (net) in the consolidated income statements and increase or offset, as appropriate, the gains or losses on the investments hedged (see Note 11).

Additionally, in order to interpret correctly the results on the Securities and commodities derivatives shown in the foregoing table, it should be considered that these items relate mostly to securities options for which a premium has been received which offsets their negative market value. Also, this market value is offset by positive market values generated by symmetrical positions in the Group's held-for-trading portfolio.

The Group manages the credit risk exposure of these contracts through netting arrangements with its main counterparties and by receiving assets as collateral for its risk positions (see Note 2.f).



The notional amounts and fair values of the hedging derivatives, by type of hedge, are as follows:

Millions of euros

	2016		2015		2014	
	Notional amount	Fair value	Notional amount	Fair value	Notional amount	Fair value
Fair value hedges	146,191	(1,018)	214,591	(1,166)	234,939	(249)
Cash flow hedges	88,905	4,025	63,912	(572)	22,388	444
Hedges of net investments in foreign operations	23,942	(786)	17,790	528	16,767	(104)
	<b>259,038</b>	<b>2,221</b>	<b>296,293</b>	<b>(1,210)</b>	<b>274,094</b>	<b>91</b>

Following is a description of the main hedges (including the results of the hedging instrument and the hedged item attributable to the hedged risk):

### Hedge accounting

The Group, as part of its financial risk management strategy and for the purpose of reducing mismatches in the accounting treatment of its transactions, enters into interest rate, foreign currency or equity hedging derivatives, depending on the nature of the hedged risk.

In line with its objective, the Group classifies its hedges into the following categories:

- Cash flow hedges: hedge the exposure to variability in cash flows associated with an asset, liability or highly probable forecast transaction. Thus, floating rate issues in foreign currencies, fixed rate issues in non-local currency, floating rate interbank financing and floating rate assets (bonds, commercial credit, mortgages, etc.) are hedged.
- Fair value hedges: hedge the exposure to changes in the fair value of assets or liabilities attributable to an identified, hedged risk. Thus, the interest rate risk of assets and liabilities (bonds, loans, bills, issues, deposits, etc.) with coupons or fixed interest rates, investments in entities, issues in foreign currencies and deposits and other fixed rate liabilities are hedged.
- Hedges of net investments in foreign operations: hedge the foreign currency risk of investments in subsidiaries domiciled in countries outside the euro zone.

### i. Cash flow hedges

The change in fair value of the cash flow hedges, net of the related tax effect, is recognised under Total Equity Other comprehensive income – Items that may be reclassified to profit or loss - Valuation adjustments - Cash flow hedges in the Group's equity. The detail of the terms, from 31 December 2016 within which the amounts recognised under Other comprehensive income – Items that may be reclassified to profit or loss - Cash flow hedges will be recognised in the consolidated income statements in the coming years is as follows:

Millions of euros

	2016			Total
	Within 1 year	1 to 5 year	More than 5 year	
Debit balances (losses)	154	237	78	469

The net amount recognised as an equity valuation adjustment in 2016, as a result of the cash flow hedges, is an increase of EUR 298 million.

The market value of the derivatives in portfolio cash flow hedges gave rise to a gain of EUR 361 million at 31 December 2016.

The net amount reclassified from equity by net interest income to the income statements of 2016 amounts to – cash flows hedges amounts to EUR -967 million.

The impact on 2016 profit and loss of the ineffectiveness of the Group's cash flow hedges was a net loss of EUR 40 million.

The main entities that use cash flow hedges, either macro-hedges or micro-hedges, are:

- Santander UK, possessing micro-hedges of fixed rate currency issues, different to Sterling Pound, that hedge interest rate and exchange rate and possessing micro-hedges of variable mortgage rates in Sterling Pound.
- Brazil, possessing hedges to cover Bank Deposit Certificates from interest rate and to cover active currency positions from exchange rate.

### ii. Fair value hedges

The Group is making fair value hedges with derivatives for a total notional amount of EUR 146,191 million.

Of the total fair value hedges in the Group, EUR 85,427 million are categorized as macro-hedges (84% approximately from the UK) and EUR 60,764 million as micro-hedges (approximately 53% from Banco Santander and 22% approximately from the UK).

In 2016 a net gain of EUR 17 million was recognised (gains of EUR 508 million on hedged items and gains of and losses of EUR 491 million on hedging derivatives) on fair value hedging transactions.

The main entities that have fair value hedges, either macro-hedges or micro-hedges, are:

- Banco Santander possesses micro-hedges of interest rates on issues and government bonds, in addition two macro-hedge on loans from loans and issues and,
- Santander UK possesses hedges of interest rate and exchange rate on mortgages, commercial/corporate loans and liability deposits, as well as macro-hedges of inflation linked bonds and micro-hedges of fixed rate issues.

### iii. Foreign currency hedges (net investments in foreign operations).

The Santander Group assumes as a priority objective in risk management, to minimize - to the limit determined by those responsible for the Group's Financial Management - the impact on the calculation of the capital ratio of its permanent investments consolidated within the Group, and whose shares or corporate participation are legally nominated in a currency different of the Group's. For this purpose, financial instruments (generally derivatives) are contracted in exchange rates, which hedge the impact on the capital ratio of forward exchange rates.

At 31 December 2016 the total notional amount of the instruments hedging these investments was the equivalent of EUR 21,680 million, of which EUR 20,914 million related to foreign currency swaps and forwards and EUR 766 million to spot foreign currency purchases/sales (spot).

By currency,

- Hedges of the Brazilian real including hedging Forex Forward Non Delivery amounting to EUR 7,404 million (BRL 25,400 million), with a loss of EUR 1,870 million.
- The position in Mexican pesos is hedged through Forex Forwards and Forex Swaps with a notional amount of EUR 2,140 million (MXN 46,593 million) and a gain of EUR 247 million in the year.
- The Polish zloty is hedged through Forex Forwards and Forex Swaps with a notional amount of EUR 2,032 million (PLN 8,962 million) and a gain of EUR 26 million in the year.
- The hedging of the Chilean peso is instrumented through Forex Forward Non Delivery amounting to EUR 3,773 million (CLP 2,670,000 million), with a loss of EUR 447 million in the year.
- The hedging of the Colombian peso is instrumented through Forex Forward Non Delivery with a notional amount of EUR 33 million (COP 103.122 million), with a loss of EUR 5 million in the year.

- The investment in Norwegian krone is hedged through Forex Forwards and Forex Swaps amounting to EUR 892 million (NOK 8,107 million), with a loss of EUR 53 million.
- The position in Chinese yuan is hedged through Forex Forward Non Delivery of EUR 1,123 million (CNY 8,221 million). These instruments generated a gain of EUR 5 million in the year.
- The hedge of the pound sterling is instrumented through Forex Swap for the amount of EUR 3,516 million (GBP 3,010 million). In addition, the investment in this currency is covered by spot purchases and/or spot sales of this currency against euros, amounting to EUR 388 million (GBP 332 million), generating a net gain of EUR 739 million in the year.

Investments in US dollars, Canadian dollars and Swiss francs are exclusively covered by purchases / sales of these currencies against the euro (Spot).

The US dollar hedged position amounted to EUR 304 million at the end of the year (USD 321 million), with a loss in the year of EUR 38 million.

On the other hand, the position covered in Canadian dollars amounted to EUR 21 million at the end of the year (CAD 30 million), with a loss in the year of EUR 1 million.

Finally, the hedged position in Swiss francs amounted to EUR 53 million at the end of the year (CHF 57 million), generating a loss of EUR 1 million in the year.

At the close of 2015, hedge derivatives (Forex Swap and Forex Forward) were maintained to hedge the Group's non-euro currency investments: Chilean pesos for a notional of EUR 2,975 million, which generated a positive result of EUR 146 million; Brazilian real for a notional amount of EUR 3,289 million and a positive result of EUR 733 million, of which gains of EUR 27 million correspond to closure of hedging derivatives; Mexican pesos for a total notional of EUR 2,582 million with a capital gain of EUR 25 million; Polish zlotys for a notional of EUR 1,981 million with a loss of EUR 25 million; Norwegian crowns for a notional of EUR 630 million with a gain of EUR 34 million; Colombian pesos amounting to EUR 21 million, with a capital gain of EUR 4 million, and Chinese yuan for a notional of EUR 95 million, with a gain of EUR 5 million.

In addition to the above, investments in US dollars, sterling, Canadian dollars and Swiss francs were hedged by purchases and sales of spot currency against euros (Spot).

In the case of US dollars, derivatives (Forex Forward) existed for a notional amount of EUR 1,653 million and, in addition, spot purchases / sales of this currency) for an amount of EUR 954 million, with a total loss in the year of EUR 242 million.



On the other hand, for the pound sterling, there were derivatives at the end of the year (Forex Swap) for a notional of EUR 3,278 million and, in addition, purchases / sales of this currency against spot euros (Spot) for an amount of EUR 2,858 million, with a total loss in the year for this operation of EUR 270 million.

Finally, investments in Canadian dollars and Swiss francs are exclusively covered by spot purchases / sales of these currencies against spot euros. The Canadian dollar for a total of EUR 25 million at the end of the year, which yielded a capital gain of EUR 2 million. The Swiss franc, for a total of EUR 8 million at the end of the year, with a loss of EUR 11 million.

According to the purpose of these hedges, the purpose of which is to cover the forward rate, and because the notional amount of the hedging instruments used does not exceed the amount of the hedged item and, in addition, the foreign currencies of these transactions are the functional currencies of the parent company and of the business abroad, the effectiveness of these hedges is total, not being recorded in the income statement due to inefficiencies during 2016.

### » 37. Discontinued operations

No significant operations were discontinued in 2016, 2015 or 2014.

#### a) Profit or loss and net cash flows from discontinued operations

The detail of the profit or loss from discontinued operations is set forth below.

The comparative figures were restated in order to include the operations classified as discontinued:

Millions of euros

	2016	2015	2014
<b>Net interest income</b>	-	-	<b>4</b>
Net fee and commission income	-	-	-
Gains or losses on financial assets and liabilities not measured at fair value through profit or loss	-	-	-
Other operating income (expenses)	-	-	-
<b>Gross income</b>	-	-	<b>4</b>
Staff costs	-	-	(1)
Other general administrative expenses	-	-	(3)
Depreciation and amortisation charge	-	-	-
Provisions or reversal of provisions	-	-	(22)
Impairment losses on financial assets	-	-	(4)
<b>Profit (loss) from operations</b>	-	-	<b>(26)</b>
Gains (losses) on disposal of assets not classified as non-current assets held for sale	-	-	-
<b>Profit (loss) before tax</b>	-	-	<b>(26)</b>
Income tax (Note 27)	-	-	-
<b>Profit (loss) from discontinued operations</b>	-	-	<b>(26)</b>

Additionally, following is a detail of the net cash flows attributable to the operating, investing and financing activities of discontinued operations.

Millions of euros

	2016	2015	2014
Cash and cash equivalents as at beginning of year	-	-	-
Cash flows from operating activities	-	-	(10)
Cash flows from investing activities	-	-	10
Cash flows from financing activities	-	-	-
<b>Cash and cash equivalents as at end of year</b>	-	-	-

#### b) Earnings per share relating to discontinued operations

The earnings per share relating to discontinued operations were as follows:

Millions of euros

	2016	2015	2014
Basic earnings per share (euros)	-	-	(0,00)
Diluted earnings per share (euros)	-	-	(0,00)

### » 38. Interest income

Interest and similar income in the consolidated income statement comprises the interest accruing in the year on all financial assets with an implicit or explicit return, calculated by applying the effective interest method, irrespective of measurement at fair value; and the rectifications of income as a result of hedge accounting. Interest is recognised gross, without deducting any tax withheld at source.

The detail of the main interest and similar income items earned in 2016, 2015 and 2014 is as follows:

Millions of euros

	2016	2015	2014
Loans and advances - Central banks	2,090	1,392	2,038
Loans and advances - Credit institutions	2,388	1,845	1,782
Debt instruments	6,927	7,361	7,247
Loans and advances - Customers	42,578	45,445	42,175
Other interest	1,173	1,155	1,414
	<b>55,156</b>	<b>57,198</b>	<b>54,656</b>

Most of the interest and similar income was generated by the Group's financial assets that are measured either at amortised cost or at fair value through Other comprehensive income.



### » 39. Interest expense

Interest expense and similar charges in the consolidated income statement includes the interest accruing in the year on all financial liabilities with an implicit or explicit return, including remuneration in kind, calculated by applying the effective interest method, irrespective of measurement at fair value; the rectifications of cost as a result of hedge accounting; and the interest cost attributable to provisions recorded for pensions.

The detail of the main items of interest expense and similar charges accrued in 2016, 2015 and 2014 is as follows:

Millions of euros

	2016	2015	2014
Central banks deposits	127	79	55
Credit institutions deposits	1,988	2,277	2,144
Customer deposits	12,886	12,826	13,415
Debt securities issued	7,767	7,899	7,928
Marketable debt securities	6,822	6,965	6,844
Subordinated liabilities (Note 23)	945	934	1,084
Provisions for pensions (Note 25)	201	270	344
Other interest	1,098	1,035	1,223
	<b>24,067</b>	<b>24,386</b>	<b>25,109</b>

Most of the interest expense and similar charges was generated by the Group's financial liabilities that are measured at amortised cost.

### » 40. Dividend income

Dividend income includes the dividends and payments on equity instruments out of profits generated by investees after the acquisition of the equity interest.

The detail of Income from dividends as follows:

Millions of euros

	2016	2015	2014
<b>Dividend income classified as:</b>			
Financial assets held for trading	217	266	287
Financial assets available-for-sale	196	189	148
	<b>413</b>	<b>455</b>	<b>435</b>

### » 41. Share of results of entities accounted for using the equity method

Share of results of entities accounted for using the equity method comprises the amount of profit or loss attributable to the Group generated during the year by associates and joint ventures.

The detail of Share of results of entities accounted for using the equity method is as follows:

Millions of euros

	2016	2015	2014
Zurich Santander Insurance América, S.L.	223	183	167
SAM Investment Holdings Limited	79	64	51
Allfunds Bank, S.A.	-	-	23
Companhia de Crédito, Financiamento e Investimento RCI Brasil	12	28	20
Other companies	130	100	(18)
	<b>444</b>	<b>375</b>	<b>243</b>

### » 42. Commission income

Commission income comprises the amount of all fees and commissions accruing in favour of the Group in the year, except those that form an integral part of the effective interest rate on financial instruments.

The detail of Fee and commission income is as follows:

Millions of euros

	2016	2015	2014
<b>Collection and payment services:</b>			
Bills	295	271	284
Demand accounts	1,191	1,074	1,006
Cards	2,972	2,768	2,769
Orders	431	412	422
Cheques and other	133	134	144
	<b>5,022</b>	<b>4,659</b>	<b>4,625</b>
<b>Marketing of non-banking financial products:</b>			
Investment funds	696	805	831
Pension funds	86	92	111
Insurance	2,428	2,350	2,304
	<b>3,210</b>	<b>3,247</b>	<b>3,246</b>
<b>Securities services:</b>			
Securities underwriting and placement	282	252	306
Securities trading	287	303	303
Administration and custody	297	265	248
Asset management	201	222	78
	<b>1,067</b>	<b>1,042</b>	<b>935</b>
<b>Other:</b>			
Foreign exchange	353	303	264
Financial guarantees	505	494	498
Commitment fees	286	314	343
Other fees and commissions	2,500	2,983	2,604
	<b>3,644</b>	<b>4,094</b>	<b>3,709</b>
	<b>12,943</b>	<b>13,042</b>	<b>12,515</b>



### » 43. Commission expense

Commission expense shows the amount of all fees and commissions paid or payable by the Group in the year, except those that form an integral part of the effective interest rate on financial instruments.

The detail of Fee and commission expense is as follows:

Millions of euros

	2016	2015	2014
<b>Commissions assigned to third parties</b>	<b>1,639</b>	<b>1,593</b>	<b>1,618</b>
<i>Of which: Cards</i>	1,217	1,201	1,149
<i>Of which: By collection and return of effects</i>	11	13	9
<i>Of which: Other fees assigned</i>	411	379	460
<b>Other commissions paid</b>	<b>1,124</b>	<b>1,416</b>	<b>1,201</b>
Brokerage fees on lending and deposit transactions	47	43	42
Other fees and commissions	1,077	1,373	1,159
	<b>2,763</b>	<b>3,009</b>	<b>2,819</b>

### » 44. Gains or losses on financial assets and liabilities

Gains/losses on financial assets and liabilities includes the amount of the Other comprehensive income of financial instruments, except those attributable to interest accrued as a result of application of the effective interest method and to allowances, and the gains or losses obtained from the sale and purchase thereof.

#### a) Breakdown

The detail, by origin, of Gains/losses on financial assets and liability

Millions of euros

	2016	2015	2014
Gains or losses on financial assets and liabilities not measured at fair value through profit or loss, net	869	1,265	1,427
<i>Of which Financial Assets available for sale</i>	861	891	1,416
<i>Debt instruments</i>	464	760	1,173
<i>Equity instruments</i>	397	131	243
Gains or losses on financial assets and liabilities held for trading, net*	2,456	(2,312)	2,377
Gains or losses on financial assets and liabilities measured at fair value through profit or loss, net*	426	325	239
Gains or losses from hedge accounting, net	(23)	(48)	(69)
	<b>3,728</b>	<b>(770)</b>	<b>3,974</b>

\* Includes the net result obtained by operations with debt securities, equity instruments, derivatives and short positions included in this portfolio when the Group jointly manages its risk in these instruments.

As explained in Note 45, the above breakdown should be analysed in conjunction with the exchange differences, net:

Millions of euros

	2016	2015	2014
Exchange differences, net	(1,627)	3,156	(1,124)

#### b) Financial assets and liabilities measured at fair value through profit or loss

The detail of the amount of the asset balances is as follows:

Millions of euros

	2016	2015	2014
Loans and receivables:	40,390	48,129	41,504
Credit institutions	13,290	27,755	29,612
Customers	27,100	20,374	11,892
Debt instruments	52,320	47,681	58,605
Equity instruments	15,043	18,855	13,799
Derivatives	72,043	76,724	76,858
	<b>179,796</b>	<b>191,389</b>	<b>190,766</b>

The Group mitigates and reduces this exposure as follows:

- With respect to derivatives, the Group has entered into framework agreements with a large number of credit institutions and customers for the netting-off of asset positions and the provision of collateral for non-payment.

At 31 December 2016 the actual credit risk exposure of the derivatives was EUR 38,852 million.

- Loans and advances to credit institutions and Loans and advances to customers included reverse repos amounting to EUR 27,550 million at 31 December 2016.

Also, mortgage-backed assets totalled EUR 2,815 million.

- Debt instruments include EUR 45,995 million of Spanish and foreign government securities.

At 31 December 2016 the amount of the change in the year in the fair value of financial assets at fair value through profit or loss attributable to variations in their credit risk (spread) was not material.

The detail of the amount of the liability balances is as follows:

Millions of euros

	2016	2015	2014
Deposits	(48,863)	(62,836)	(71,603)
Centrals banks	(10,463)	(18,664)	(8,362)
Credit institutions	(5,059)	(8,628)	(24,570)
Customer	(33,341)	(35,544)	(38,671)
Marketable debt securities	(2,791)	(3,373)	(3,830)
Short positions	(23,005)	(17,362)	(17,628)
Derivatives	(74,369)	(76,414)	(79,048)
Other financial liabilities	-	(1)	-
	<b>(149,028)</b>	<b>(159,986)</b>	<b>(172,109)</b>

At 31 December 2016, the amount of the change in the fair value of financial liabilities at fair value through profit or loss attributable to changes in their credit risk during the year is not material.

## » 45. Exchange differences, net

Exchange differences shows basically the gains or losses on currency dealings, the differences that arise on translations of monetary items in foreign currencies to the functional currency, and those disclosed on non-monetary assets in foreign currency at the time of their disposal.

The Group manages the currencies to which it is exposed together with the arrangement of derivative instruments and, accordingly, the changes in this line item should be analysed together with those recognised under Gains/losses on financial assets and liabilities (see Note 44).

## » 46. Other operating income and expenses

Other operating income and Other operating expenses in the consolidated income statements include:

Millions of euros

	2016	2015	2014
<b>Insurance activity</b>	<b>63</b>	<b>98</b>	<b>137</b>
Income from insurance and reinsurance contracts issued	1,900	1,096	3,532
Of which:			
Insurance and reinsurance premium income	1,709	961	3,284
Reinsurance income (Note 15)	191	135	248
Expenses of insurance and reinsurance contracts	(1,837)	(998)	(3,395)
Of which:			
Claims paid, other insurance-related expenses and net provisions for insurance contract liabilities	(1,574)	(740)	(2,890)
Reinsurance premiums paid	(263)	(258)	(505)
<b>Other operating income</b>	<b>1,919</b>	<b>1,971</b>	<b>1,682</b>
Non-financial services	698	711	343
Other operating income	1,221	1,260	1,339
Of which, fees and commissions offsetting direct costs	145	115	106
<b>Other operating expense</b>	<b>(1,977)</b>	<b>(2,235)</b>	<b>(1,978)</b>
Non-financial services	(518)	(590)	(308)
Other operating expense:	(1,459)	(1,645)	(1,670)
Of which, Deposit Guarantee Fund	(711)	(769)	(577)
	<b>5</b>	<b>(166)</b>	<b>(159)</b>

Most of the Bank's insurance activity is carried on in life insurance.

## » 47. Staff costs

### a) Breakdown

The detail of Staff costs is as follows:

Millions of euros

	2016	2015	2014
Wages and salaries	8,133	8,081	7,478
Social security costs	1,291	1,330	1,293
Additions to provisions for defined benefit pension plans (Note 25)	81	96	75
Contributions to defined contribution pension funds (Note 25)	266	279	247
Other staff costs	1,233	1,321	1,149
	<b>11,004</b>	<b>11,107</b>	<b>10,242</b>



## b) Headcount

The average number of employees in the Group, by professional category, was as follows:

### ● Average number of employees\*\*

	2016	2015	2014
The Bank:			
Senior management*	76	93	101
Other line personnel	20,291	20,909	21,376
Clerical staff	1,904	2,138	2,563
General services personnel	13	22	25
	<b>22,284</b>	<b>23,162</b>	<b>24,065</b>
Rest of Spain	6,925	6,922	6,781
Santander UK plc	19,428	20,069	19,866
Banco Santander (Brasil) S.A.	48,052	47,720	47,296
Other companies**	94,946	91,591	85,930
	<b>191,635</b>	<b>189,464</b>	<b>183,938</b>

\* Categories of deputy assistant executive vice president and above, including senior management.

\*\* Excluding personnel assigned to discontinued operations.

The number of employees, at the end of 2016, 2015 and 2014, was 188,492, 193,863 and 185,405, respectively.

The functional breakdown (final employment), by gender, at 31 December 2016 is as follows:

### ● Functional breakdown by gender

	Senior executives		Other executives		Other personnel	
	Men	Women	Men	Women	Men	Women
Continental Europe	900	237	6,518	3,576	21,374	27,649
United Kingdom	145	39	1,293	580	8,980	13,663
America	501	95	6,453	3,933	38,803	53,753
	<b>1,546</b>	<b>371</b>	<b>14,264</b>	<b>8,089</b>	<b>69,157</b>	<b>95,065</b>

The same information, expressed in percentage terms at 31 December 2016, is as follows:

### ● Functional breakdown by gender

	Senior executives		Other executives		Other personnel	
	Men	Women	Men	Women	Men	Women
Continental Europe	79%	21%	65%	35%	44%	56%
United Kingdom	79%	21%	69%	31%	40%	60%
America	84%	16%	62%	38%	42%	58%
	<b>81%</b>	<b>19%</b>	<b>64%</b>	<b>36%</b>	<b>42%</b>	<b>58%</b>

The labour relations between employees and the various Group companies are governed by the related collective agreements or similar regulations.

### c) Share-based payments

The main share-based payments granted by the Group in force at 31 December 2016, 2015 and 2014 are described below.

#### i. Bank

The variable remuneration policy for the Bank's executive directors and certain executive personnel of the Bank and of other Group companies includes Bank share-based payments, the implementation of which requires, in conformity with the law and the Bank's Bylaws, specific resolutions to be adopted by the general meeting.

Were it necessary or advisable for legal, regulatory or other similar reasons, the delivery mechanisms described below may be adapted in specific cases without altering the maximum number of shares linked to the plan or the essential conditions to which the delivery thereof is subject. These adaptations may involve replacing the delivery of shares with the delivery of cash amounts of an equal value.

The plans that include share-based payments are as follows: (i) deferred conditional delivery share plan; (ii) deferred conditional variable remuneration plan, (iii) performance share plan and (iv) Deferred variable compensation plan linked to multiannual objectives. The characteristics of the plans are set forth below:

#### (i) Deferred conditional delivery share plan

In 2013 the Bank's Board of Directors, at the proposal of the appointments and remuneration committee, approved the fourth cycle of the deferred conditional delivery share plan to instrument payment of the share-based bonus of the Group executives or employees whose variable remuneration or annual bonus for 2013 exceeded, in general, EUR 0.3 million (gross), with a view to deferring a portion of the aforementioned variable remuneration or bonus over a period of three years in which it will be paid in Santander shares. Since this cycle entailed the delivery of Bank shares, the shareholders at the Annual General Meetings of 22 March 2013 approved the application of the fourth cycle of the deferred conditional delivery share plan. This cycle is not applicable to the executive directors or other members of senior management or other executives who are beneficiaries of the deferred conditional variable remuneration plan described below.

The share-based bonus is being deferred over three years and will be paid, where appropriate, in three instalments starting after the first year (2015). The amount in shares is calculated based on the tranches of the following scale established by the Board of Directors on the basis of the gross variable cash-based remuneration or annual bonus for the year:

#### ■ Benchmark bonus

Thousands of euros

	Percentage (deferred)
300 or less	0%
300 to 600 (inclusive)	20%
More than 600	30%

The condition for accrual of the share-based deferred remuneration was, in addition to that of the beneficiary remaining in the Group's employ, with the exceptions envisaged in the plan regulations, that none of the following circumstances should occur in the period prior to each of the deliveries: (i) poor financial performance of the Group; (ii) breach by the beneficiary of internal regulations, including, in particular, those relating to risks; (iii) material restatement of the Group's financial statements, except when it is required pursuant to a change in accounting standards; or (iv) significant changes in the Group's economic capital or risk profile.

#### (ii) Deferred conditional variable remuneration plan

In 2014 and 2015 the Bank's Board of Directors, at the proposal of the appointments and remuneration committee in 2014 and of the remuneration committee in 2015, approved the third, fourth and fifth cycles of the deferred conditional variable remuneration plan to instrument payment of the bonus for 2014 and 2015, respectively, of the executive directors and certain executives (including senior management) and employees who assume risk, who perform control functions or receive an overall remuneration which puts them on the same remuneration level as senior executives and employees who assume risks (all of whom are referred to as the "Identified Staff", in accordance to Article 92(2) of Directive 2013/36/EU of the European Parliament and of the Council, of 26 June 2013, and the related implementing legislation in 2014; and in 2015, pursuant to Article 32.1 of Law 10/2014, of 26 June on the regulation, supervision and capital adequacy of credit institutions, and the related implementing legislation).

In 2016, and taking into account regulatory developments and international practices in remuneration matters, the sixth cycle of the variable remuneration plan for the group identified with the exception of executive directors and certain executives (including senior management) was approved. First line of responsibility of the Group, for which the first cycle of deferred and conditioned variable remuneration described in item (v) below was approved. The recommendations issued in the Guidelines on sound remuneration policies under Articles 74 (3) and 75 (2) of Directive 2013/36 / EU and disclosures under Article 450 of Regulation (EU) No. 575/2013, Published by the European Banking Authority on 21 December 2015.

Since the aforementioned cycles entail the delivery of Bank shares, the shareholders at the Annual General Meetings of 28 March 2014, 27 March 2015 and 18 March 2016 approved, respectively, the application of the fourth, fifth and sixth cycles of the deferred conditional variable remuneration plan.

The purpose of these cycles is to defer a portion of the bonus of the beneficiaries thereof over a period of three years for the fourth and fifth cycles, and over three or five years for the fifth cycle, for it to be paid, where appropriate, in cash and in Santander shares; the other portion of the variable remuneration is also to be paid in cash and Santander shares, upon commencement of the cycles, in accordance with the rules set forth below.

In the case of the sixth cycle, the bonus will be immediately paid in 60% (at the beginning of 2017) and deferred by 40% over a three year period. In the case of the fifth and fourth cycles, will be paid according to the following percentages and periods of deferment:

2015			
	Immediate payment percentage*	Deferred percentage*	Deferral period
Executive directors and members of the Identified Staff with total variable remuneration ≥ EUR 2.6 million	40%	60%	5 years
Division managers, country heads of countries that represent at least 1% of the Group's economic capital, other executives of the Group with a similar profile and members of the Identified Staff with total variable remuneration ≥ EUR 1.7 million (< EUR 2.6 million)	50%	50%	5 years
Other beneficiaries	60%	40%	3 years

\* Generally applicable percentages. In some countries deferred percentages may be higher for certain categories of executives, thereby giving rise to lower immediate payment percentages.

2014		
	Immediate payment percentage*	Deferred percentage*
Executive directors and members of the Identified Staff with total variable remuneration ≥ EUR 2.6 million	40%	60%
Division managers, country heads, other executives of the Group with a similar profile and members of the Identified Staff with total variable remuneration ≥ EUR 1.8 million (< EUR 2.6 million)	50%	50%
Other beneficiaries	60%	40%

\* Generally applicable percentages. In some countries deferred percentages may be higher for certain categories of executives, thereby giving rise to lower immediate payment percentages.

For the fourth and sixth cycle, the payment of the deferred percentage of the bonus applicable in each case will be deferred over a period of three years and will be paid in three instalments, within 30 days following the anniversaries of the initial date (the date on which the immediate payment percentage is paid) in 2016, 2017 and 2018 for the fourth cycle and in 2018, 2019 and 2020 for the sixth cycle, 50% being paid in cash and 50% in shares, provided that the conditions described below are met.

For the fifth cycle, the payment of the deferred percentage of the bonus applicable in each case based on the group to which the beneficiary belongs will be deferred over a period of three or five years and will be paid in three or five instalments, as appropriate, within 30 days following the anniversaries of the initial date in 2017, 2018 and 2019 and, where appropriate, in 2020 and 2021, provided that the conditions described below are met.

In addition to the requirement that the beneficiary remains in the Group's employ, with the exceptions included in the plan regulations, the accrual of the deferred remuneration is conditional upon none of the following circumstances existing -in the opinion of the Board of Directors following a proposal of the remuneration committee-, during the period prior to each of the deliveries, pursuant to the provisions set forth in each case in the plan regulations: (i) poor financial performance of the Group; (ii) breach by the beneficiary of internal regulations, including, in particular, those relating to risks; (iii) material restatement of the Group's financial statements, except when it is required pursuant to a change in accounting standards; or (iv) significant changes in the Group's economic capital or risk profile.

On each delivery of fourth and fifth, the beneficiaries will be paid an amount in cash equal to the dividends paid on the deferred amount in shares and the interest on the amount accrued in cash. If the Santander Dividendo Elección scrip dividend scheme is applied, they will be paid the price offered by the Bank for the bonus share rights corresponding to those shares.

The maximum number of shares to be delivered is calculated taking into account the amount resulting from applying the applicable taxes and the volume-weighted average share prices for the 15 trading sessions prior to the date on which the Board of Directors approves the bonus for the Bank's executive directors for 2013, 2014 and 2015 for the third, fourth and fifth cycle, respectively. In the case of the sixth cycle, it is determined according to the same procedure in the fifteen sessions prior to the previous Friday (excluded) on the date on which the board decides the bonus for the Bank's executive directors for 2016.

### (iii) Performance share plan

In 2014 and 2015 the Bank's Board of Directors approved the first and second cycles, respectively, of the performance share plan by which to instrument a portion of the variable remuneration of the executive directors and other members of the Identified Staff, consisting of a long-term incentive (ILP) in shares based on the Bank's performance over a multiannual period. In addition, the second cycle also applies to other Bank employees not included in the Identified Staff, in respect of whom it is deemed appropriate that the potential delivery of Bank shares be included in their remuneration package in order to better align the employee's interests with those of the Bank.

Since the aforementioned plans entail the delivery of Bank shares, the Annual General Meetings of 28 March 2014 and 27 March 2015 approved the application of the first and second cycles of the plan, respectively.

The maximum amounts of the plan and, consequently, the maximum number of shares to which a beneficiary may be entitled under this plan was set at 15% and 20% of the beneficiaries' benchmark bonus for 2014 and 2015, respectively.

The Board of Directors, following a proposal of the remuneration committee, set the amount of the ILP for each beneficiary for 2014 and 2015.

For the second cycle, based on the maximum benchmark value (20%), at the proposal of the remuneration committee, the Board of Directors will set the maximum number of shares, the value in euros of which is called the "Agreed-upon Amount of the ILP", taking into account (i) the Group's earnings per share (EPS) and (ii) the Group's return on tangible equity (RoTE) for 2015 with respect to those budgeted for the year.

Both items had the same weighting when setting the ILP and each of them were measured based on the following scales of target compliance:

- Scale applicable to EPS of Santander Group in 2015 with respect to the budgeted EPS for the year:

EPS in 2015 (% of budgeted 2015 EPS)	2015 EPS coefficient
≥ 90%	1
> 75% but < 90%	0.75 – 1*
≤ 75%	0

\* Straight-line increase of the 2015 EPS coefficient based on the specific percentage that the 2015 EPS represents of the budgeted EPS within this line of the scale.

- Scale applicable to Santander Group's 2015 RoTE with respect to the RoTE budgeted for the year:

RoTE in 2015 (% of budgeted 2015 RoTE)	2015 RoTE coefficient
≥ 90%	1
> 75% but < 90%	0.75 – 1*
≤ 75%	0

\* Straight-line increase of the 2015 RoTE coefficient based on the specific percentage that the 2015 RoTE represents of the budgeted RoTE within this line of the scale.

Based on the Group's performance at the end of 2015, the coefficient to be applied was 100%.

For the first cycle, the following percentages were applied to 15% of the benchmark bonus in accordance with the relative performance of the Bank's Total Shareholder Return (TSR) in 2015 compared to a benchmark group:

Santander's place in the TSR ranking	Percentage of maximum shares to be delivered
1st to 8th	100%
9th to 12th	50%
13th and below	0%

Since the Bank's TSR was in fourth place, the applicable percentage was 100%.

Also, for the second cycle, the agreed-upon amount of the ILP for each beneficiary will be deferred over a period of three years and will be paid, where appropriate, at the beginning of 2019 (foreseeably, in the first quarter) based on compliance with the

multiannual targets and other plan terms and conditions. Thus, prior to the payment date, the Board of Directors, following a proposal of the remuneration committee, will calculate the amount, where appropriate, to be received by each beneficiary based on the agreed-upon amount of the ILP. The multiannual targets, the related metrics and scales of compliance are as follows:

- Relative performance of the Group's EPS growth for 2015-2017 with respect to a benchmark group of 17 credit institutions

Position of Santander's EPS growth 2015-2017	EPS coefficient
1st to 5th	1
6th	0.875
7th	0.75
8th	0.625
9th	0.50
10th and below	0

- Santander Group's 2017 RoTE:

RoTE in 2017 (%)	RoTE coefficient
≥ 12%	1
> 11% but < 12%	0.75 – 1*
≤ 11%	0

\* Straight-line increase of the RoTE coefficient based on the specific percentage, within this line of the scale, of Santander Group's RoTE in 2017.

- Employee satisfaction, measured by the inclusion or exclusion of the related Group company in 2017 among the "Top 3" best banks to work for.

- Scale of compliance at country level:

Position among the best banks to work for in 2017	Employee coefficient
1st to 3rd	1
4th or below	0

- Scale of compliance at Santander Group level:

No. of main markets in which Santander is ranked in the top three of the best banks to work for in 2017	Employee coefficient
6 or more	1
5 or less	0

- Customer satisfaction, measured by the inclusion or exclusion of the related Group company in 2017 among the top three best banks in the customer satisfaction index.





- Scale of compliance at country level:

Position among the best banks as per the customer satisfaction index in 2017	Customer coefficient
1st to 3rd	1
4th or below	0

- Scale of compliance at Santander Group level:

No. of main markets in which Santander is ranked in the top three of the best banks in the customer satisfaction index in 2017	Customer coefficient
10	1
Between 6 and 9	0.2-0.8*
5 or less	0

\* Straight-line increase of customer coefficient, whereby, within this line of the scale, the coefficient is increased by 0.2 for each additional main market in which the customer satisfaction index ranks it in the top three.

- Customer loyalty, taking into account that the targets at Santander Group level are 17 million individual customers and 1.1 million SME and business customers at 31 December 2017.

- Scales of compliance at country level:

Individual customers (% of the budget for the related market)	Individual coefficient	SME and business customers (% of the budget for the related market)	Business coefficient
≥ 100%	1	≥ 100%	1
> 90% but < 100%	0.5 – 1*	> 90% but < 100%	0.5 – 1*
≤ 90%	0	≤ 90%	0

\* Straight-line increase of the individual coefficient and business coefficient based on the specific percentage, within these lines of each scale, that the number of customers of each type represents of the budgeted number at 31 December 2017.

- Scales of compliance at Santander Group level:

Individual customers (millions)	Individual coefficient	SME and business customers (millions)	Business coefficient
≥ 17	1	≥ 1,1	1
> 15 but < 17	0.5 – 1*	> 1 but < 1.1	0.5 – 1*
≤ 15	0	≤ 1	0

\* Straight-line increase of the individual coefficient and business coefficient based on the number of customers of each type at 31 December 2017.

Based on the foregoing metrics and compliance scales and the data relating to the end of 2017, the amount accrued of the ILP for each beneficiary (the “Accrued Amount of the ILP”) will be calculated by weighting the above coefficients by 0.25, 0.25, 0.2, 0.15, 0.075 and 0.075, respectively.

For the first cycle, the agreed-upon amount of the ILP for each beneficiary will be deferred over a period of three years and will be paid, where appropriate, in thirds in June 2016, 2017 and 2018 based on compliance with the multiannual TSR targets. Thus, for each payment date, the Board of Directors, following a proposal of the remuneration committee, will calculate the amount, where appropriate, to be received by each beneficiary applying to the third of the agreed-upon amount of the ILP for that year the percentage resulting from the following table:

Santander's place in the TSR ranking	Percentage of maximum shares to be delivered
1st to 4th	100.0%
5th	87.5%
6th	75.0%
7th	62.5%
8th	50.0%
9th and below	0%

For the accrual for 2016, the benchmark TSR will be that accumulated between 1 January 2014 and 31 December 2015, for the accrual for 2017, the benchmark TSR will be that accumulated between 1 January 2014 and 31 December 2016 and for the accrual for 2018, the benchmark TSR will be that accumulated between 1 January 2014 and 31 December 2017. In 2016, a position in the RTA ranking has not been reached that determines the accrual of the first third, so it has been extinguished.

In addition to the requirement that the beneficiary remains in the Group's employ, with the exceptions included in the plan regulations, the delivery of shares to be paid on the ILP payment date based on compliance with the related multiannual target is conditional upon none of the following circumstances existing -in the opinion of the Board of Directors following a proposal of the remuneration committee-, during the period prior to each of the deliveries as a result of the actions taken in 2014 and 2015, respectively: (i) poor financial performance of the Group; (ii) breach by the beneficiary of internal regulations, including, in particular, those relating to risks; (iii) material restatement of the Group's financial statements, except when it is required pursuant to a change in accounting standards; or (iv) significant changes in the Group's economic capital or risk profile.

**(iv) Deferred variable compensation plan linked to multiannual objectives**

In 2016, the Board of Directors of the Bank, at the proposal of the remuneration committee, approved the first cycle of the deferred variable remuneration plan linked to multi-year objectives that implements the variable remuneration corresponding to 2016 for executive directors and certain executives (Including top management) of the Group's first lines of responsibility (formerly Top Network managers). The plan was approved by the general meeting on 18 March 2016 with the aim of simplifying the remuneration structure, improving the ex ante risk adjustment and increasing the impact of the long-term objectives on the Group's first guidelines. The plan also takes into account the recommendations issued in the Guidelines on sound remuneration policies under Articles 74 (3) and 75 (2) of Directive 2013/36 / EU and disclosures under Article 450 of Regulation (EU) No. 575/2013, Published by the European Banking Authority on 21 December 2015.

This plan includes the bonus (deferred and conditioned variable compensation plan mentioned in item (iii) above and the ILP of item (iv) above and is intended to defer a portion of the variable remuneration over a period of three or five Years to be paid in cash and in shares, linking part of this amount to the Bank's performance over a multi-year period and paying the other part of the variable remuneration in cash and in stock at the beginning. Detailed below.

The variable remuneration of the beneficiaries will be paid according to the following percentages, depending on when the payment occurs and the group to which the beneficiary belongs:

	2016		
	Immediate payment percentage*	Deferred percentage*	Deferral period*
Executive directors and members of the Identified Staff with total variable remuneration ≥ EUR 2.7 million	40%	60%	5 years
Division managers, country heads of countries that represent at least 1% of the Group's economic capital, other executives of the Group with a similar profile and members of the Identified Staff with total variable remuneration ≥ EUR 1.7 million (< EUR 2.7 million)	50%	50%	5 years
Other beneficiaries	60%	40%	5 years

\* In some countries the percentage and the period of deferral may be higher to comply with local regulations or with the requirements of the competent authority in each case.

Each beneficiary receives, in 2017, according to the group to which it belongs, the percentage of immediate payment that corresponds, by half in cash and in shares. The payment of the percentage of deferral of the variable remuneration that corresponds in each case according to the group to which the beneficiary belongs will be deferred for a period of three or five years and will be paid by thirds or fifths, as the case may be, within thirty Days following the anniversaries of the initial date in the years 2018, 2019 and 2020 and, if applicable, 2021 and 2022, provided that the conditions set out below are met.

The accrual of the deferred compensation is conditioned, in addition to the permanence of the beneficiary in the Group, with the exceptions contained in the plan's regulations, in the opinion of the board, at the proposal of the remuneration committee, none of The following circumstances during the period prior to each of the deliveries in the terms set forth in each case in the plan's regulations: (i) poor performance of the Group; (li) breach by the beneficiary of the internal regulations, including in particular that relating to risks; (lii) material restatement of the Group's financial statements, except when appropriate under a change in accounting regulations; Or (iv) significant changes in the Group's economic capital or risk profile.

In addition, the accrual of the deferral corresponding to the third annuity of deferral for the Group that differs in three years and the third, fourth and fifth for which it differs in five years, is conditional on the fulfillment of certain objectives related to the period 2016-2018 and The metrics and compliance scales associated with these multi-year objectives, which are as follows:

**(a) Compliance with Banco Santander's consolidated earnings per share growth target ("EPS") in 2018 vs. 2015 as shown in the following table:**

BPA growth in 2018 (% Over 2015)	BPA coefficient
≥ 25%	1
≥ 0% but < 25%	0 – 1*
< 0%	0

\* Increased linear coefficient BPA depending on the specific growth rate of BPA BPA 2018 compared to the 2015 in this line of the scale.



### (b) Relative behaviour of the total shareholder return ("RTA") of the Bank in the period 2016-2018

in relation to the weighted RTAs of a reference group of 35 credit institutions, with the corresponding RTA Coefficient being assigned according to the position of the RTA Of the Bank within the Reference Group.

Position of the Santander RTA	BPA coefficient
Exceeding the 66th percentile	1
Between the 33rd and 66th percentiles	0-1*
Inferior al percentil 33	0

\* Proportional increase of the RTA coefficient in function of the number of positions that ascends in the ranking within this line of the scale.

The Reference Group consists of the following entities: BBVA, CaixaBank, Bankia, Popular, Sabadell, BCP, BPI, HSBC, RBS, Barclays, Lloyds, BNP Paribas, Crédit Agricole, Deutsche Bank, Société Générale, Nordea, Intesa San Paolo, Unicredit, Itaú, Bradesco, Banco do Brasil, Banorte, Banco de Chile, M & T Bank Corp., Keycorp, Fifth Third Bancorp, BB & T Corp., Citizens, Crédit Acceptance Corp., Ally Financial Inc., PKO, PEKAO, Millenium, ING Poland and mBank.

### (c) Compliance with the fully loaded common equity tier 1 ("CET1") target for the year 2018, with this objective being

that at 31 December 2018 the consolidated CET1 ratio of Grupo Santander Fully loaded is greater than 11%. If this objective is met, a coefficient ("Coefficient CET1") of 1 will be assigned to this metric and, if it is not met, the Coefficient CET1 will be 0. For verification of compliance with this objective, Increases in CET1 derived from capital increases (except those that implement the Santander Dividendo Elección program) will not be taken into account. In addition, CET1 as of 31 December, 2018 may be adjusted to eliminate the effects of the regulatory changes that may occur with respect to its calculation up to that date.

### (d) Compliance with Santander's underlying return on risk-weighted assets for 2018 compared

to 2015. The corresponding coefficient (the "RoRWA Coefficient"), Will be obtained from the following table:

BPA growth in 2018 (% Over 2015)	RoRWA coefficient
≥ 20%	1
≥ 10% but < 20%	0.5 - 1*
< 10%	0

\* Increased linear coefficient RORWA depending on the specific growth rate of RORWA 2018 compared to the 2015 RORWA within this scale line.

In order to determine the annual amount of the Deferred Objective Part that, if applicable, corresponds to each beneficiary in the years 2020 and, if applicable, 2021 and 2022 (each of these payments, a

"Final Annuity"), and Without prejudice to any adjustments that may result from the malus clauses, the following formula shall apply:

$$\text{Final Annuity} = \text{Imp.} \times (0.25 \times A + 0.25 \times B + 0.25 \times C + 0.25 \times D)$$

where:

- "Imp." Corresponds to a fifth or a third, depending on the profile of the beneficiary, the Deferred Amount of Incentive A.
- "A" is the BPA Coefficient that is in accordance with the scale of section (a) above in relation to the growth of BPA in 2018 compared to 2015.
- "B" is the RTA Coefficient that is in accordance with the scale of section (b) above depending on the performance of the Bank's RTA in the period 2016-2018 with respect to the Reference Group.
- "C" is the CET1 Coefficient resulting from the fulfillment of the CET1 target described in section (c) above.
- "D" is the RoRWA Coefficient that conforms to the scale of section (d) above depending on the growth level of RoRWA 2018 compared to 2015.

In addition, the amounts paid under this plan are subject to recovery or clawback clauses in the event of the circumstances providing in the current legislation. The application of clawback will be supplemented by that of malus, so that it will take place when it is considered insufficient to collect the effects that the event must have on the assigned variable remuneration. The application of clawback will be decided by the Board of Directors on the proposal of the remuneration committee and can not be proposed once the last payment in cash or shares corresponding to the plan is made in 2022, or in the case, in 2020.

The maximum number of shares to be delivered is calculated by taking into account the weighted average daily volume of weighted average prices for the fifteen trading sessions prior to the previous Friday (excluding) on the date on which the board decides the bonus for the Executive directors of the Bank.

**ii. Santander UK plc**

The long-term incentive plans on shares of the Bank granted by management of Santander UK plc to its employees are as follows:

	Number of shares (in thousands)	Exercise price in pounds sterling*	Year granted	Employee group	Number of persons	Date of commencement of exercise period	Date of expiry of exercise period
<b>Plans outstanding at 01/01/14</b>	<b>15,907</b>						
Options granted (Sharesave)	6,745	4.91	2014	Employments	6,639**	01/11/14	01/11/17
						01/11/14	01/11/19
Options exercised	(1,375)	4.36					
Options cancelled (net) or not exercised	(2,155)	4.85					
<b>Plans outstanding at 31/12/14</b>	<b>19,122</b>						
Options granted (Sharesave)	14,074	3.13	2015	Employments	7,759**	01/11/15	01/11/18
						01/11/15	01/11/20
Options exercised	(1,839)	3.75					
Options cancelled (net) or not exercised	(6,595)	4.50					
<b>Plans outstanding at 31/12/15</b>	<b>24,762</b>						
Options granted (Sharesave)	17,296	4.91	2016	Employments	7,024	01/11/16	01/11/19
						01/11/16	01/11/21
Options exercised	(338)	3.67					
Options cancelled (net) or not exercised	(12,804)	3.51					
<b>Plans outstanding at 31/12/16</b>	<b>28,916</b>						

\* At 31 December 2016, 2015 and 2014, the euro/pound sterling exchange rate was EUR 1.16798 GBP 1 ; EUR 1.36249/GBP 1 and EUR 1.28386/GBP 1, respectively.

\*\*Number of accounts/contracts. A single employee may have more than one account/contract.

In 2008 the Group launched a voluntary savings scheme for Santander UK employees (Sharesave Scheme) whereby employees who join the scheme between GBP 5 and GBP 500 in 2014 and 2015 deducted from their net monthly pay over a period of three or five years. When this period has ended, the employees may use the amount saved to exercise options on shares of the Bank at an exercise price calculated by reducing by up to 20% the average purchase and sale prices of the Bank shares in the three trading sessions prior to the approval of the scheme by the UK tax authorities (HMRC). This approval must be received within 21 to 41 days following the publication of the Group's results for the first half of the year. This scheme was approved by the Board of Directors, at the proposal of the appointments and remuneration committee, and, since it involved the delivery of Bank shares, its application was authorized by the Annual General Meeting held on 21 June 2008. Also, the scheme was authorized by the UK tax authorities (HMRC) and commenced in September 2008. In subsequent years, at the Annual General Meetings held on 19 June 2009, 11 June 2010, 17 June 2011, 30 March 2012, 22 March 2013, 28 March 2014 and 27 March 2015, respectively, the shareholders approved the application of schemes previously approved by the board and with similar features to the scheme approved in 2008.



### iii. Fair value

The fair value of the performance share plans was calculated as follows:

a) Deferred variable compensation plan linked to multi-year objectives 2016:

The fair value of the plan has been determined, at the grant date, based on the valuation report of an independent expert. Depending on the design of the plan for 2016 and the levels of achievement of similar plans in comparable entities, the expert concludes that the reasonable range for estimating the initial achievement ratio is around 60% - 80%. Has considered that the fair value is 70% of the maximum.

b) 2015 Performance share plan:

The fair value of this plan was calculated at the grant date based on a valuation report by an independent expert. On the basis of the design of the plan for 2015 and the levels of achievement of similar plans at comparable entities, the expert concluded that the reasonable range for estimating the initial achievement coefficient was approximately 60% to 80% and, accordingly, the fair value was considered to be 70% of the maximum. Therefore, as the maximum level was determined as being 91.50%, the fair value is 64.05% of the maximum amount.

c) 2014 Performance share plan:

The fair value of the Bank's relative TSR position was calculated, on the grant date, on the basis of the report of an independent expert whose assessment was carried out using a Monte Carlo valuation model to perform thousands of simulations to determine the TSR of the Bank and of each of the companies in the benchmark group. Taking into account the foregoing, the fair value of the plan at the grant date was 36.3% of the maximum amount.

d) Performance share plans:

- It was assumed that the beneficiaries will not leave the Group's employ during the term of each plan.
- The fair value of the Bank's relative TSR position was calculated, on the grant date, on the basis of the report of an independent expert whose assessment was carried out using a Monte Carlo valuation model to perform 10,000 simulations to determine the TSR of each of the companies in the benchmark group, taking into account the variables set forth below. The results (each of which represents the delivery of a number of shares) are classified in decreasing order by calculating the weighted average and discounting the amount at the risk-free interest rate.

PI14

Expected volatility*	51.35%
Annual dividend yield based on last few years	6.06%
Risk-free interest rate (Treasury Bond yield (zero coupon) over the period of the plan)	4.073%

\* Calculated on the basis of historical volatility over the corresponding period (three years).

The application of the simulation model resulted in a percentage value of 55.39% for Plan I-13 and 55.39% for Plan I-14. Since this valuation refers to a market condition, it cannot be adjusted after the grant date.

e) Santander UK Sharesave plans:

The fair value of each option granted by Santander UK was estimated at the grant date using a European/American Partial Differential Equation model with the following assumptions:

	2016	2015	2014
Risk-free interest rate	0.31%- 0.41%	1.06%- 1.37%	1.56%- 1.97%
Dividend increase	5.92%- 6.21%	6.91%- 7.36%	10.16%- 10.82%
Volatility of underlying shares based on historical volatility over five years	31.39%- 32.00%	28.54%- 29.11%	24.16%- 24.51%
Expected life of options granted	3 and 5 years	3 and 5 years	3 and 5 years

## » 48. Other general administrative expenses

### a) Breakdown

The detail of Other general administrative expenses is as follows:

Millions of euros	2016	2015	2014
Property, fixtures and supplies	1,853	1,943	1,930
Technology and systems	1,095	1,188	979
Technical reports	768	810	606
Advertising	691	705	655
Communications	499	587	489
Taxes other than income tax	484	529	462
Surveillance and cash courier services	389	413	397
Per diems and travel expenses	232	278	287
Insurance premiums	69	74	64
Other administrative expenses	1,653	1,668	1,788
	<b>7,733</b>	<b>8,195</b>	<b>7,657</b>

**b) Technical reports and other**

Technical reports includes the fees paid by the various Group companies (detailed in the accompanying Appendices) for the services provided by their respective auditors, the detail being as follows (PwC in 2016 and Deloitte in 2015 and 2014):

Millions of euros

	2016	2015	2014
<i>Audit fees</i>	58.2	49.6	44.2
<i>Audit-related fees</i>	18.1	46.9	31.1
<i>Tax fees</i>	0.9	9.1	6.6
<i>All other fees</i>	3.6	12.6	8.0
<b>Total</b>	<b>80.8</b>	<b>118.2</b>	<b>89.9</b>

The Audit fees heading includes auditing fees for the individual and consolidated annual accounts, as the case may be, of the companies forming part of the Group, the 20-F integrated audit with the Securities and Exchange Commission (SEC) for those entities currently required to do so, the internal control audit (SOx) for those required entities, the audit of the consolidated financial statements as of June 30 and limited quarterly consolidated revisions for the Brazilian regulator as of March 31, June 30 and September 30 and the regulatory reports required by the auditor corresponding to the different locations of the Santander Group.

The main concepts included in Audit-related fees correspond to aspects such as the issuance of Comfort letters, due diligence services, or other revisions required by different regulations in relation to aspects such as, for example, Securitization or the Social Responsibility Report Corporate.

The services commissioned from the Group's auditors meet the independence requirements stipulated by the Audit Law, the US Securities and Exchange Commission (SEC) rules and the Public Accounting Oversight Board (PCAOB), and they did not involve the performance of any work that is incompatible with the audit function.

Lastly, the Group commissioned services from audit firms other than PwC amounting to EUR 127.9 million in 2016 (2015: EUR 117.4 million; 2014: EUR 97.3 million to other auditing firms other than Deloitte ).

**c) Number of offices**

The number of offices at 31 December 2016 and 2015 is as follow:

■ Number of offices

	<b>Group</b>	
	2016	2015
Spain	2,911	3,467
Group	9,324	9,563
	<b>12,235</b>	<b>13,030</b>

**» 49. Gains or losses on non financial assets and investments, net**

The detail of Gains/(losses) on disposal of assets not classified as non-current assets held for sale is as follows:

Millions of euros

	2016	2015	2014
<b>Gains:</b>			
Tangible and intangible assets*	131	104	216
Investments	30	104	3,026
<i>Of which:</i>			
<i>Santander Consumer USA</i>	-	-	1,739
<i>Altamira Asset Management (Note 3)</i>	-	-	550
<i>Insurance companies (CNP) (Note 3)</i>	-	-	413
	161	208	3,242
<b>Losses:</b>			
Tangible and intangible assets	(116)	(83)	(103)
Investments	(15)	(13)	(3)
	(131)	(96)	(106)
	<b>30</b>	<b>112</b>	<b>3,136</b>

\* Includes in 2014 mainly the gains recognised on the sale of corporate buildings in Mexico and Argentina (EUR 85 million) and the gains arising from the sales of branches (EUR 76 million) in various countries in which the Group operates.

**» 50. Gains or losses on non-current assets held for sale classified as discontinued operations**

The detail of Gains/(losses) on non-current assets held for sale not classified as discontinued operations is as follows:

Millions of euros

<b>Net balance</b>	2016	2015	2014
Tangible assets	(141)	(171)	(291)
Impairment (Note 12)	(212)	(222)	(339)
Gain (loss) on sale (Note 12)	71	51	48
Other gains and other losses	-	(2)	48
	<b>(141)</b>	<b>(173)</b>	<b>(243)</b>



## » 51. Other disclosures

### a) Residual maturity periods and average interest rates

The detail, by maturity, of the balances of certain items in the consolidated balance sheet is as follows:

31 December 2016									
Millions of euros									
	On demand	Within 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total	Average interest rate
<b>Assets:</b>									
Cash, cash balances at Central Banks and other deposits on demand	76,454	-	-	-	-	-	-	76,454	0.98%
Financial assets available-for-sale	200	5,986	2,007	5,442	23,574	13,900	60,178	111,287	
Debt instruments	200	5,986	2,007	5,442	23,574	13,900	60,178	111,287	4.33%
Loans and receivables	52,512	48,420	56,725	85,521	113,387	93,816	389,623	840,004	
Debt instruments	248	1,628	708	2,246	2,125	1,918	4,364	13,237	6.31%
Loans and advances	52,264	46,792	56,017	83,275	111,262	91,898	385,259	826,767	
Central banks	-	941	11,499	1,117	-	23	14,393	27,973	6.54%
Credits institutions	16,632	4,938	2,210	2,220	4,435	1,268	3,721	35,424	1.96%
Customers	35,632	40,913	42,308	79,938	106,827	90,607	367,145	763,370	5.79%
Held-to-maturity investments	-	-	-	123	2,075	342	11,928	14,468	1.70%
	<b>129,166</b>	<b>54,406</b>	<b>58,732</b>	<b>91,086</b>	<b>139,036</b>	<b>108,058</b>	<b>461,729</b>	<b>1,042,213</b>	<b>5.12%</b>
<b>Liabilities:</b>									
Financial liabilities at amortised cost:	480,075	95,583	67,282	125,774	115,591	69,467	90,468	1,044,240	
Deposits	471,494	79,446	42,583	86,006	69,775	34,505	7,837	791,646	
Central banks	422	2,007	633	101	20,027	20,922	-	44,112	0.26%
Credit institutions	16,649	16,357	10,603	23,313	13,540	5,560	3,742	89,764	3.97%
Customer deposits	454,423	61,082	31,347	62,592	36,208	8,023	4,095	657,770	2.25%
Marketable debt securities*	642	12,861	14,225	39,465	43,985	34,520	80,380	226,078	3.68%
<b>Other financial liabilities</b>	<b>7,939</b>	<b>3,276</b>	<b>10,474</b>	<b>303</b>	<b>1,831</b>	<b>442</b>	<b>2,251</b>	<b>26,516</b>	
	<b>480,075</b>	<b>95,583</b>	<b>67,282</b>	<b>125,774</b>	<b>115,591</b>	<b>69,467</b>	<b>90,468</b>	<b>1,044,240</b>	<b>2.57%</b>
<b>Difference (assets less liabilities)</b>	<b>(350,909)</b>	<b>(41,177)</b>	<b>(8,550)</b>	<b>(34,688)</b>	<b>23,445</b>	<b>38,591</b>	<b>371,261</b>	<b>(2,027)</b>	

\* Includes promissory notes, certificates of deposit and other short-term debt issues.

The Group's net borrowing position with the ECB was EUR 35 billion at 31 December 2016, mainly because in last period the Group borrowed funds under the ECB's targeted longer-term refinancing operations (LTRO, TLTRO) programme. (See note 20).



	31 December 2015								
	Millions of euros								
	On demand	Within 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total	Average interest rate
Assets:									
Cash, cash balances at Central Banks and other deposits on demand	77,751	-	-	-	-	-	-	77,751	0.79%
Financial assets available-for-sale	172	4,268	2,389	11,899	18,718	18,537	61,204	117,187	
Debt instruments	172	4,268	2,389	11,899	18,718	18,537	61,204	117,187	3.87%
Loans and receivables	27,870	57,666	49,852	82,485	111,322	102,462	404,499	836,156	
Debt instruments	15	1,383	1,083	1,143	1,764	1,241	4,278	10,907	5.40%
Loans and advances	27,855	56,283	48,769	81,342	109,558	101,221	400,221	825,249	
Central banks	-	6,305	5,007	2,120	47	3,835	23	17,337	7.45%
Credits institutions	6,879	11,974	4,115	5,294	3,897	1,240	4,039	37,438	1.55%
Customers	20,976	38,004	39,647	73,928	105,614	96,146	396,159	770,474	5.99%
Held-to-maturity investments	-	-	-	-	2,013	140	2,202	4,355	2.39%
	105,793	61,934	52,241	94,384	132,053	121,139	467,905	1,035,449	5.22%
Liabilities:									
Financial liabilities at amortised cost:	407,925	140,331	68,991	123,214	147,349	49,975	101,558	1,039,343	
Deposits	403,579	122,234	47,277	88,263	88,808	14,462	31,056	795,679	
Central banks	1,580	3,874	2,348	-	31,070	-	-	38,872	0.17%
Credit institutions	7,043	30,187	11,801	31,843	15,926	6,295	6,114	109,209	2.64%
Customer deposits	394,956	88,173	33,128	56,420	41,812	8,167	24,942	647,598	2.48%
Marketable debt securities*	134	13,142	14,900	34,303	57,880	34,998	67,430	222,787	3.70%
Other financial liabilities	4,212	4,955	6,814	648	661	515	3,072	20,877	
	407,925	140,331	68,991	123,214	147,349	49,975	101,558	1,039,343	2.56%
Difference (assets less liabilities)	(302,132)	(78,397)	(16,750)	(28,830)	(15,296)	71,164	366,347	(3,894)	

\* Includes promissory notes, certificates of deposit and other short-term debt issues.



31 December 2014

Millions of euros

	On demand	Within 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total	Average interest rate
<b>Assets:</b>									
Cash, cash balances at Central Banks and other deposits on demand	69,853	-	-	-	-	-	-	69,853	1.35%
Financial assets available-for-sale	154	3,878	1,098	4,528	19,811	24,363	56,417	110,249	
Debt instruments	154	3,878	1,098	4,528	19,811	24,363	56,417	110,249	4.62%
Loans and receivables	23,935	68,535	37,652	73,792	102,340	81,325	394,426	782,005	
Debt instruments	14	1,422	1,180	947	858	554	2,535	7,510	3.66%
Loans and advances	23,921	67,113	36,472	72,845	101,482	80,771	391,891	774,495	
Central banks	-	9,112	2,094	267	-	331	10	11,814	11.54%
Credits institutions	6,826	16,481	3,285	4,951	3,738	317	4,264	39,862	2.15%
Customers	17,095	41,520	31,093	67,627	97,744	80,123	387,617	722,819	6.37%
Held-to-maturity investments	-	-	-	-	-	-	-	-	
	<b>93,942</b>	<b>72,413</b>	<b>38,750</b>	<b>78,320</b>	<b>122,151</b>	<b>105,688</b>	<b>450,843</b>	<b>962,107</b>	<b>5.69%</b>
<b>Liabilities:</b>									
Financial liabilities at amortised cost:	363,411	121,398	84,114	123,250	129,047	51,280	88,552	961,052	
Deposits	359,114	106,427	52,988	86,288	74,975	23,022	28,905	731,719	
Central banks	4,614	2,703	1,179	500	-	8,294	-	17,290	0.24%
Credit institutions	7,392	24,597	23,238	19,155	18,599	6,074	6,339	105,394	3.16%
Customer deposits	347,108	79,127	28,571	66,633	56,376	8,654	22,566	609,035	2.50%
Marketable debt securities*	166	10,827	22,861	36,020	53,607	27,811	58,573	209,865	3.74%
Other financial liabilities	<b>4,131</b>	<b>4,144</b>	<b>8,265</b>	<b>942</b>	<b>465</b>	<b>447</b>	<b>1,074</b>	<b>19,468</b>	
	<b>363,411</b>	<b>121,398</b>	<b>84,114</b>	<b>123,250</b>	<b>129,047</b>	<b>51,280</b>	<b>88,552</b>	<b>961,052</b>	<b>2.81%</b>
<b>Difference (assets less liabilities)</b>	<b>(269,469)</b>	<b>(48,985)</b>	<b>(45,364)</b>	<b>(44,930)</b>	<b>(6,896)</b>	<b>54,408</b>	<b>362,291</b>	<b>1,055</b>	

\* Includes promissory notes, certificates of deposit and other short-term debt issues.

The detail of the undiscounted contractual maturities of the existing financial liabilities at amortised cost at 31 December 2016 is as follows:

31 December 2016								
Millions of euros								
	On demand	Within 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total
Financial liabilities at amortised cost:								
Deposits	467,529	95,231	49,246	68,830	66,255	34,781	7,765	789,637
Central banks	422	2,006	633	101	20,021	20,916	-	44,099
Credit institutions	16,676	15,789	15,500	20,057	12,364	5,517	3,736	89,639
Customer	450,431	77,436	33,113	48,672	33,870	8,348	4,029	655,899
Marketable debt securities	623	13,582	12,705	38,119	42,201	34,022	78,094	219,346
Other financial liabilities	7,939	3,645	10,097	305	1,837	442	2,251	26,516
	<b>476,091</b>	<b>112,458</b>	<b>72,048</b>	<b>107,254</b>	<b>110,293</b>	<b>69,245</b>	<b>88,110</b>	<b>1,035,499</b>

31 December 2015								
Millions of euros								
	On demand	Within 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total
Financial liabilities at amortised cost:								
Deposits	401,813	121,750	47,094	87,916	88,558	14,406	30,927	792,465
Central banks	1,579	3,872	2,347	-	31,053	-	-	38,851
Credit institutions	7,021	30,094	11,765	31,745	15,877	6,275	6,095	108,873
Customer	393,213	87,784	32,982	56,171	41,628	8,131	24,832	644,741
Marketable debt securities	130	12,806	14,511	33,375	56,340	33,975	65,299	216,435
Other financial liabilities	4,212	4,955	6,814	648	661	515	3,072	20,877
	<b>406,155</b>	<b>139,511</b>	<b>68,419</b>	<b>121,939</b>	<b>145,559</b>	<b>48,896</b>	<b>99,298</b>	<b>1,029,777</b>

31 December 2014								
Millions of euros								
	On demand	Within 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total
Financial liabilities at amortised cost:								
Deposits	357,266	105,930	52,761	85,877	74,616	22,939	28,755	728,144
Central banks	4,608	2,699	1,177	499	-	8,283	-	17,266
Credit institutions	7,368	24,517	23,164	19,094	18,536	6,048	6,310	105,038
Customer	345,290	78,714	28,420	66,283	56,080	8,607	22,445	605,840
Marketable debt securities	155	10,503	22,181	34,943	51,832	26,718	56,456	202,788
Other financial liabilities	4,131	4,144	8,265	942	465	447	1,074	19,468
	<b>361,552</b>	<b>120,577</b>	<b>83,207</b>	<b>121,762</b>	<b>126,913</b>	<b>50,104</b>	<b>86,285</b>	<b>950,400</b>



Below is a breakdown of contractual maturities for the rest of financial assets and liabilities as of 31 December, 2016:

Millions of euros at 31 December 2016	Within 1 months	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total
<b>Financial assets</b>							
<b>Financial assets held for trading</b>	<b>16,633</b>	<b>10,180</b>	<b>26,213</b>	<b>22,885</b>	<b>23,865</b>	<b>48,411</b>	<b>148,187</b>
Derivatives	4,300	3,726	7,206	14,829	17,707	24,275	72,043
Equity instruments	-	-	-	-	-	14,497	14,497
Debt instruments	9,491	2,022	13,752	8,026	6,113	9,538	48,922
Loans and advances	2,842	4,452	5,255	30	45	101	12,725
Credits institutions	953	2,143	125	-	-	-	3,221
Customers	1,889	2,309	5,130	30	45	101	9,504
<b>Financial assets designated at Fair Value through profit or loss</b>	<b>10,286</b>	<b>1,285</b>	<b>4,322</b>	<b>2,974</b>	<b>3,688</b>	<b>9,054</b>	<b>31,609</b>
Equity instruments	-	-	-	-	-	546	546
Debt instruments	51	38	1,024	801	713	771	3,398
Loans and advances	10,235	1,247	3,298	2,173	2,975	7,737	27,665
Centrals Banks	-	-	-	-	-	-	-
Credits institutions	9,106	220	510	110	55	68	10,069
Customers	1,129	1,027	2,788	2,063	2,920	7,669	17,596
<b>Financial Assets available for sale</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,487</b>	<b>5,487</b>
Equity instruments	-	-	-	-	-	5,487	5,487
<b>Hedging derivatives</b>	<b>340</b>	<b>309</b>	<b>728</b>	<b>1,798</b>	<b>2,263</b>	<b>4,939</b>	<b>10,377</b>
Changes in the fair value of hedged items in portfolio hedges of interest rate risk	90	12	51	191	141	996	1,481
<b>TOTAL FINANCIAL ASSETS</b>	<b>27,349</b>	<b>11,786</b>	<b>31,314</b>	<b>27,848</b>	<b>29,957</b>	<b>68,887</b>	<b>197,141</b>

Millions of euros at 31 December 2016	Within 1 months	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total
<b>Financial liabilities</b>							
<b>Financial liabilities held for trading</b>	<b>24,287</b>	<b>3,216</b>	<b>9,231</b>	<b>19,158</b>	<b>21,554</b>	<b>31,319</b>	<b>108,765</b>
Derivatives	5,074	1,777	7,453	16,353	19,389	24,323	74,369
Shorts positions	9,611	264	1,750	2,611	1,827	6,942	23,005
Deposits	9,602	1,175	28	194	338	54	11,391
Centrals Banks	1,351	-	-	-	-	-	1,351
Credits institutions	44	-	-	-	-	-	44
Customers	8,207	1,175	28	194	338	54	9,996
Marketable debt securities	-	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-	-
<b>Financial liabilities designated at fair value through profit or loss</b>	<b>29,152</b>	<b>4,816</b>	<b>1,488</b>	<b>615</b>	<b>608</b>	<b>3,584</b>	<b>40,263</b>
Deposits	29,004	4,432	1,122	100	36	2,778	37,472
Centrals Banks	5,143	3,331	638	-	-	-	9,112
Credits institutions	3,934	485	387	75	-	134	5,015
Customers	19,927	616	97	25	36	2,644	23,345
Marketable debt securities	148	384	366	515	572	806	2,791
Other financial liabilities	-	-	-	-	-	-	-
<b>Hedging derivatives</b>	<b>549</b>	<b>944</b>	<b>1,024</b>	<b>637</b>	<b>353</b>	<b>4,649</b>	<b>8,156</b>
Changes in the fair value of hedged items in portfolio hedges of interest rate risk	-	-	29	-	61	358	448
<b>Total liabilities assets</b>	<b>53,988</b>	<b>8,976</b>	<b>11,772</b>	<b>20,410</b>	<b>22,576</b>	<b>39,910</b>	<b>157,632</b>

Millions of euros at 31 December 2016	Within 1 months	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	Total
<b>Memorandum items</b>							
Drawable by third parties	84,127	11,440	20,415	26,075	40,350	19,689	202,096
Financial Guarantees	3,100	1,077	4,871	4,810	1,801	1,585	17,244
<b>Memorandum items</b>	<b>87,227</b>	<b>12,517</b>	<b>25,286</b>	<b>30,885</b>	<b>42,151</b>	<b>21,274</b>	<b>219,340</b>

In the Group's experience, no outflows of cash or other financial assets take place prior to the contractual maturity date that might affect the information broken down above.



## b) Equivalent euro value of assets and liabilities

The detail of the main foreign currency balances in the consolidated balance sheet, based on the nature of the related items, is as follows:

	Equivalent value in millions of euros					
	2016		2015		2014	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Cash, cash balances at Central Banks and other deposits on demand	60,423	-	65,886	-	63,534	-
Financial assets/liabilities held for trading	100,083	70,958	93,699	66,576	93,581	66,011
Other financial assets/liabilities at fair value through profit or loss	6,965	16,667	7,367	21,546	7,107	15,494
Financial assets/liabilities available-for-sale	68,370	-	68,012	-	65,031	-
Loans and receivables	571,829	-	569,013	-	523,596	-
Investments held-to-maturity	12,272	-	2,342	-	-	-
Investments	1,308	-	1,191	-	1,231	-
Tangible assets	16,957	-	15,005	-	12,479	-
Intangible assets	26,338	-	26,377	-	26,710	-
Financial liabilities at amortised cost	-	678,542	-	668,014	-	618,936
Liabilities under insurance contracts	-	61	-	1	-	-
Other	27,961	23,169	23,622	22,626	23,915	23,997
	<b>892,506</b>	<b>789,397</b>	<b>872,514</b>	<b>778,763</b>	<b>817,184</b>	<b>724,438</b>

## c) Fair value of financial assets and liabilities not measured at fair value

The financial assets owned by the Group are measured at fair value in the accompanying consolidated balance sheet, except for Cash, cash balances at Central Banks and other deposits on demand, loans and receivables, held-to-maturity investments, equity instruments whose market value cannot be estimated reliably and derivatives that have these instruments as their underlyings and are settled by delivery thereof.

Similarly, the Group's financial liabilities -except for financial liabilities held for trading, those measured at fair value and derivatives other than those having as their underlying equity instruments whose market value cannot be estimated reliably- are measured at amortised cost in the accompanying consolidated balance sheet.

Following is a comparison of the carrying amounts of the Group's financial instruments measured at other than fair value and their respective fair values at year-end:

**i) Financial assets measured at other than fair value****Assets**

Millions of euros

Assets	2016				
	Carrying amount	Fair value	Level 1	Level 2	Level 3
Central Banks	27,973	27,964	-	27,964	-
Credit institutions	35,424	35,577	-	18,032	17,545
Customers	763,370	770,278	-	81,228	689,050
Debt instruments	27,705	27,417	11,529	11,678	4,210
	<b>854,472</b>	<b>861,236</b>	<b>11,529</b>	<b>138,902</b>	<b>710,805</b>

**ii) Financial liabilities measured at other than fair value****Liabilities**

Millions of euros

Liabilities	2016				
	Carrying amount	Fair value	Level 1	Level 2	Level 3
Centrals banks	44,112	44,314	-	-	44,314
Credit institutions	89,764	90,271	-	90,271	-
Customers	657,770	657,587	-	-	657,587
Marketable debt securities	226,078	229,662	43,306	186,356	-
Other financial liabilities	26,516	26,096	-	-	26,096
	<b>1,044,240</b>	<b>1,047,930</b>	<b>43,306</b>	<b>276,627</b>	<b>727,997</b>

The main valuation methods and inputs used in the estimates at 31 December 2016 of the fair values of the financial assets and liabilities in the foregoing table were as follows:

- Loans and receivables: the fair value was estimated using the present value method. The estimates were made considering factors such as the expected maturity of the portfolio, market interest rates, spreads on newly approved transactions or market spreads -when available-.
- Held-to-maturity investments: the fair value was calculated based on market prices for these instruments.
- Financial liabilities at amortised cost:
  - The fair value of Deposits from central banks was taken to be their carrying amount since they are mainly short-term balances.
  - Deposits from credit institutions: the fair value was obtained by the present value method using market interest rates and spreads.

iii) Customer deposits: the fair value was estimated using the present value method. The estimates were made considering factors such as the expected maturity of the transactions and the Group's current cost of funding in similar transactions.

iv) Marketable debt securities and Subordinated liabilities: the fair value was calculated based on market prices for these instruments -when available- or by the present value method using market interest rates and spreads.

The fair value of Cash, cash balances at Central Banks and other deposits on demand was taken to be their carrying amount since they are mainly short-term balances.

In addition, at 31 December 2016, 2015 and 2014, equity instruments amounting to EUR 1,349 million, EUR 1,790 million and EUR 1,646 million, respectively, (see note 2.d) and recognised as Financial assets available-for-sale were measured at cost in the consolidated balance sheet because it was not possible to estimate their fair value reliably, since they related to investments in entities not listed on organised markets and, consequently, the non-observable inputs were significant.





2015					2014				
Carrying amount	Fair value	Level 1	Level 2	Level 3	Carrying amount	Fair value	Level 1	Level 2	Level 3
17,337	17,528	-	17,528	-	11,814	11,814	-	11,814	-
37,438	37,599	-	26,019	11,580	39,862	39,781	-	19,936	19,845
770,474	775,713	-	114,463	661,250	722,819	727,383	-	197,187	530,196
15,262	15,071	4,310	9,333	1,428	7,510	7,441	-	6,065	1,376
<b>840,511</b>	<b>845,911</b>	<b>4,310</b>	<b>167,343</b>	<b>674,258</b>	<b>782,005</b>	<b>786,419</b>	<b>-</b>	<b>235,002</b>	<b>551,417</b>

2015					2014				
Carrying amount	Fair value	Level 1	Level 2	Level 3	Carrying amount	Fair value	Level 1	Level 2	Level 3
38,872	38,894	-	-	38,894	17,290	17,290	-	-	17,290
109,209	109,480	-	109,480	-	105,394	105,808	-	105,808	-
647,598	646,927	-	11	646,916	609,035	608,419	-	80	608,339
222,787	225,362	62,539	162,823	-	209,865	214,190	61,896	152,294	-
20,877	21,178	-	-	21,178	19,468	19,428	-	-	19,428
<b>1,039,343</b>	<b>1,041,841</b>	<b>62,539</b>	<b>272,314</b>	<b>706,988</b>	<b>961,052</b>	<b>965,135</b>	<b>61,896</b>	<b>258,182</b>	<b>645,057</b>

**d) Exposure of the Group to Europe's peripheral countries**

The detail at 31 December 2016, 2015 and 2014, by type of financial instrument, of the Group's sovereign risk exposure to Europe's peripheral countries and of the short positions held with them, taking into consideration the criteria established by the European Banking Authority (EBA) –explained in Note 54– is as follows:

**■ Sovereign risk by country of issuer/borrower at 31 December 2016\***

Millions of euros

	Debt instruments							Derivatives***	
	Financial assets held for trading and Financial assets designated at fair value through profit or loss	Short positions	Financial assets available-for-sale	Loans and receivables	Held-to-maturity investments	Loans and advances to customers**	Total net direct exposure	Other than CDSs	CDSs
Spain	8,943	(4,086)	23,415	1,516	1,978	14,127	45,893	(176)	-
Portugal	154	(212)	5,982	214	4	930	7,072	-	-
Italy	2,211	(758)	492	-	-	7	1,952	(2)	2
Greece	-	-	-	-	-	-	-	-	-
Ireland	-	-	-	-	-	-	-	-	-

\* Information prepared under EBA standards. Also, there are government debt securities on insurance companies' balance sheets amounting to EUR 10,502 million (of which EUR 9,456 million, EUR 717 million and EUR 329 million relate to Spain, Portugal and Italy, respectively) and off-balance-sheet exposure other than derivatives – contingent liabilities and commitments– amounting to EUR 5,449 million (EUR 5,349 million, EUR 91 million and EUR 9 million to Spain, Portugal and Italy, respectively).

\*\* Presented without taking into account the Other comprehensive income recognised (EUR 27 million).

\*\*\* "Other than CDSs" refers to the exposure to derivatives based on the location of the counterparty, irrespective of the location of the underlying. "CDSs" refers to the exposure to CDSs based on the location of the underlying.

**■ Sovereign risk by country of issuer/borrower at 31 December 2015\***

Millions of euros

	Debt instruments						Derivatives***		
	Financial assets held for trading and Financial assets designated at fair value through profit or loss	Short positions	Financial assets available-for-sale	Loans and receivables	Held-to-maturity investments	Loans and advances to customers**	Total net direct exposure	Other than CDSs	CDSs
Spain	7,647	(2,446)	26,443	1,032	2,025	13,993	48,694	(217)	-
Portugal	278	(174)	7,916	916	-	1,071	10,007	-	1
Italy	3,980	(1,263)	-	-	-	-	2,717	(4)	4
Greece	-	-	-	-	-	-	-	-	-
Ireland	-	-	-	-	-	-	-	6	-

\* Information prepared under EBA standards. Also, there are government debt securities on insurance companies' balance sheets amounting to EUR 11,273 million (of which EUR 9,892 million, EUR 605 million and EUR 776 million relate to Spain, Portugal and Italy, respectively) and off-balance-sheet exposure other than derivatives –contingent liabilities and commitments– amounting to EUR 3,134 million (EUR 3,045 million and EUR 89 million to Spain and Portugal, respectively).

\*\* Presented without taking into account the Other comprehensive income recognised (EUR 31 million).

\*\*\* "Other than CDSs" refers to the exposure to derivatives based on the location of the counterparty, irrespective of the location of the underlying. "CDSs" refers to the exposure to CDSs based on the location of the underlying.

**■ Sovereign risk by country of issuer/borrower at 31 December 2014\***

Millions of euros

	Debt instruments						Derivatives***	
	Financial assets held for trading and Financial assets designated at fair value through profit or loss	Short positions	Financial assets available-for-sale	Loans and receivables	Loans and advances to customers**	Total net direct exposure	Other than CDSs	CDSs
Spain	4,374	(2,558)	23,893	1,595	17,465	44,769	(60)	-
Portugal	163	(60)	7,811	-	590	8,504	-	-
Italy	3,448	(1,723)	-	-	-	1,725	-	-
Greece	-	-	-	-	-	-	-	-
Ireland	-	-	-	-	-	-	61	-

\* Information prepared under EBA standards. Also, there are government debt securities on insurance companies' balance sheets amounting to EUR 8,420 million (of which EUR 7,414 million, EUR 691 million and EUR 315 million relate to Spain, Portugal and Italy, respectively) and Off-balance-sheet exposure other than derivatives –contingent liabilities and commitments– amounting to EUR 3,081 million (EUR 2,929 million, EUR 97 million and EUR 55 million to Spain, Portugal and Italy, respectively).

\*\* Presented without taking into account the Other comprehensive income recognised (EUR 45 million).

\*\*\* "Other than CDSs" refers to the exposure to derivatives based on the location of the counterparty, irrespective of the location of the underlying. "CDSs" refers to the exposure to CDSs based on the location of the underlying.



The detail of the Group's other exposure to other counterparties (private sector, central banks and other public entities that are not considered to be sovereign risks) in the aforementioned countries at 31 December 2016, 2015 and 2014 is as follows:

#### Exposure to other counterparties by country of issuer/borrower at 31 December 2016 \*

Millions of euros

	Balances with central banks	Reverse repurchase agreements	Debt instruments					Total net direct exposure	Derivatives**	
			Financial assets held for trading and Financial assets designated at fair value through profit or loss	Financial assets available-for-sale	Loans and receivables	Investments held-to-maturity	Loans and advances to customers (Note 10)*		Other than CDSs	CDSs
Spain	9,640	8,550	1,223	4,663	711	-	147,246	172,033	2,977	(16)
Portugal	655	-	84	426	3,936	240	28,809	34,150	1,600	-
Italy	26	-	818	732	-	-	6,992	8,568	161	6
Greece	-	-	-	-	-	-	47	47	34	-
Ireland	-	-	45	396	77	-	985	1,503	690	-

\* Also, the Group has off-balance-sheet exposure other than derivatives -contingent liabilities and commitments- amounting to EUR 64,522 million, EUR 6,993 million, EUR 3,364 million, EUR 268 million and EUR 369 million to counterparties in Spain, Portugal, Italy, Greece and Ireland, respectively.

\*\* Presented excluding Other comprehensive income and impairment losses recognised (EUR 8,692 million).

\*\*\* "Other than CDSs" refers to the exposure to derivatives based on the location of the counterparty, irrespective of the location of the underlying. "CDSs" refers to the exposure to CDSs based on the location of the underlying.

#### Exposure to other counterparties by country of issuer/borrower at 31 December 2015\*

Millions of euros

	Balances with central banks	Reverse repurchase agreements	Debt instruments				Total net direct exposure	Derivatives**	
			Financial assets held for trading and Financial assets designated at fair value through profit or loss	Financial assets available-for-sale	Loans and receivables	Loans and advances to customers (Note 10)*		Other than CDSs	CDSs
Spain	2,349	15,739	1,545	4,166	1,143	153,863	178,805	3,367	(42)
Portugal	2,938	-	159	992	2,999	29,928	37,016	1,729	-
Italy	5	-	167	813	-	6,713	7,698	35	5
Greece	-	-	-	-	-	44	44	32	-
Ireland	-	-	63	239	40	734	1,076	300	-

\* Also, the Group has off-balance-sheet exposure other than derivatives -contingent liabilities and commitments- amounting to EUR 64,159 million, EUR 6,374 million, EUR 3,746 million, EUR 17 million and EUR 387 million to counterparties in Spain, Portugal, Italy, Greece and Ireland, respectively.

\*\* Presented excluding Other comprehensive income and impairment losses recognised (EUR 11,641 million).

\*\*\* "Other than CDSs" refers to the exposure to derivatives based on the location of the counterparty, irrespective of the location of the underlying. "CDSs" refers to the exposure to CDSs based on the location of the underlying.

#### Exposure to other counterparties by country of issuer/borrower at 31 December 2014\*

Millions of euros

	Balances with central banks	Reverse repurchase agreements	Debt instruments				Total net direct exposure	Derivatives**	
			Financial assets held for trading and Financial assets designated at fair value through profit or loss	Financial assets available-for-sale	Loans and receivables	Loans and advances to customers (Note 10)*		Other than CDSs	CDSs
Spain	1,513	17,701	3,467	5,803	1,176	154,906	184,567	3,521	(15)
Portugal	675	-	229	1,126	2,221	24,258	28,509	1,889	-
Italy	5	-	1,037	1,040	-	6,342	8,424	20	6
Greece	-	-	-	-	-	50	50	37	-
Ireland	-	-	161	133	111	538	943	299	-

\* Also, the Group has off-balance-sheet exposure other than derivatives -contingent liabilities and commitments- amounting to EUR 60,318 million, EUR 6,051 million, EUR 3,049 million, EUR 17 million and EUR 237 million to counterparties in Spain, Portugal, Italy, Greece and Ireland, respectively.

\*\* Presented excluding Other comprehensive income and impairment losses recognised (EUR 12,238 million).

\*\*\* "Other than CDSs" refers to the exposure to derivatives based on the location of the counterparty, irrespective of the location of the underlying. "CDSs" refers to the exposure to CDSs based on the location of the underlying.

Following is certain information on the notional amount of the CDSs at 31 December 2016, 2015 and 2014 detailed in the foregoing tables:

### 31-12-16

Millions of euros

		Notional amount			Fair value		
		Bought	Sold	Net	Bought	Sold	Net
Spain	Sovereign	-	-	-	-	-	-
	Other	534	751	(217)	(3)	(13)	(16)
Portugal	Sovereign	28	290	(262)	1	(1)	-
	Other	-	6	(6)	-	-	-
Italy	Sovereign	78	503	(425)	-	2	2
	Other	317	362	(45)	(1)	7	6
Greece	Sovereign	-	-	-	-	-	-
	Other	-	-	-	-	-	-
Ireland	Sovereign	-	-	-	-	-	-
	Other	-	-	-	-	-	-

### 31-12-15

Millions of euros

		Notional amount			Fair value		
		Bought	Sold	Net	Bought	Sold	Net
Spain	Sovereign	-	-	-	-	-	-
	Other	724	991	(267)	(3)	(39)	(42)
Portugal	Sovereign	28	187	(159)	-	1	1
	Other	71	77	(6)	-	-	-
Italy	Sovereign	183	448	(265)	(1)	5	4
	Other	553	618	(65)	3	2	5
Greece	Sovereign	-	-	-	-	-	-
	Other	-	-	-	-	-	-
Ireland	Sovereign	-	-	-	-	-	-
	Other	-	-	-	-	-	-

### 31-12-14

Millions of euros

		Notional amount			Fair value		
		Bought	Sold	Net	Bought	Sold	Net
Spain	Sovereign	-	-	-	-	-	-
	Other	1,260	1,576	(316)	(11)	(4)	(15)
Portugal	Sovereign	210	239	(29)	1	(1)	-
	Other	149	162	(13)	-	-	-
Italy	Sovereign	401	318	83	(1)	1	-
	Other	668	735	(67)	2	4	6
Greece	Sovereign	-	-	-	-	-	-
	Other	-	-	-	-	-	-
Ireland	Sovereign	4	4	-	-	-	-
	Other	-	-	-	-	-	-



## » 52. Geographical and business segment reporting

Business segment reporting is a basic tool used for monitoring and managing the Group's various activities.

### a) Geographical segments

This primary level of segmentation, which is based on the Group's management structure, comprises five segments: four operating areas plus the corporate center. The operating areas, which include all the business activities carried on therein by the Group, are: Continental Europe, the United Kingdom, Latin America and the United States, based on the location of the Group's assets.

The Continental Europe area encompasses all the business activities carried on in the region. The United Kingdom area includes the business activities carried on by the various Group units and branches with a presence in the UK. The Latin America area includes all the financial activities carried on by the Group through its banks and subsidiaries in the region. The United States area includes the holding company (SHUSA) and the businesses of Santander Bank, Santander Consumer USA, Banco Santander Puerto Rico, Banco Santander International's specialised unit and the New York branch.

The corporate center segment includes the centralised management business relating to financial investments, financial management of the structural currency position, within the remit of the Group's corporate asset and liability management

committee, and management of liquidity and equity through issues.

The financial information of each reportable segment is prepared by aggregating the figures for the Group's various business units. The basic information used for segment reporting comprises the accounting data of the legal units composing each segment and the data available in the management information systems. All segment financial statements have been prepared on a basis consistent with the accounting policies used by the Group.

Consequently, the sum of the various segment income statements is equal to the consolidated income statement. With regard to the balance sheet, due to the required segregation of the various business units (included in a single consolidated balance sheet), the amounts lent and borrowed between the units are shown as increases in the assets and liabilities of each business. These amounts relating to intra-Group liquidity are eliminated and are shown in the Intra-Group eliminations column in the table below in order to reconcile the amounts contributed by each business unit to the consolidated Group's balance sheet.

There are no customers located in areas other than those in which the Group's assets are located that generate income exceeding 10% of gross income.

The condensed balance sheets and income statements of the various geographical segments are as follows:

### ■ (Condensed) balance sheet 2016

Millions of euros

	Continental Europe	United Kingdom	Latin America	United States	Corporate center	Intra-Group eliminations	Total
<b>Total Assets</b>	<b>520,136</b>	<b>354,960</b>	<b>320,767</b>	<b>137,389</b>	<b>132,154</b>	<b>(126,281)</b>	<b>1,339,125</b>
Loans and advances to customers	297,217	251,250	152,186	85,388	4,429	-	790,470
Financial assets held for trading	53,966	33,986	43,422	2,885	1,203	-	135,462
Financial assets available-for-sale	55,735	12,336	29,840	16,089	2,774	-	116,774
Central Banks and Credit institutions	58,085	15,305	48,612	1,090	172	(46,577)	76,687
Tangible and Intangible assets*	7,902	2,581	4,111	10,648	741	-	25,983
Other asset accounts	47,231	39,502	42,596	21,289	122,835	(79,704)	193,749
<b>Total Liabilities and Equity</b>	<b>520,136</b>	<b>354,960</b>	<b>320,767</b>	<b>137,389</b>	<b>132,154</b>	<b>(126,281)</b>	<b>1,339,125</b>
Customer deposits	269,935	212,113	143,746	64,459	858	-	691,111
Marketable debt securities	53,063	71,108	47,436	26,340	30,922	-	228,869
Liabilities under insurance contracts	651	-	1	-	-	-	652
Deposits from central banks and credit institutions	103,815	21,559	47,585	22,233	783	(46,577)	149,398
Other accounts**	61,488	34,068	57,475	9,896	15,230	-	178,157
Share capital, reserves, profit for the year and Other comprehensive income	31,184	16,112	24,524	14,461	84,361	(79,704)	90,938
<b>Other Customer funds under management</b>	<b>65,834</b>	<b>8,564</b>	<b>81,034</b>	<b>3,828</b>	<b>-</b>	<b>-</b>	<b>159,260</b>
Investment funds	46,229	8,446	74,554	701	-	-	129,930
Pension funds	11,298	-	-	-	-	-	11,298
Assets under management	8,307	118	6,480	3,127	-	-	18,032
<b>Customer funds under management***</b>	<b>388,832</b>	<b>291,785</b>	<b>272,216</b>	<b>94,627</b>	<b>31,780</b>	<b>-</b>	<b>1,079,240</b>

\* Including Tangible assets and Other intangible assets.

\*\* Including, in addition to liability items not broken down, the balances of Non-controlling interests.

\*\*\* Including Customer deposits, Marketable debt securities and Other customer funds under management

The corporate center segment acts as the Group's holding company. Therefore, it manages all equity (share capital and reserves of all the units) and determines the allocation thereof to each unit. The Group's share capital and reserves are initially assigned to this segment, and is then allocated in accordance with corporate policies to the business units. This allocation is shown as an asset of the corporate center segment (included in Other asset accounts) and as a liability of each business unit (included in Share capital, reserves, profit for the year and Other comprehensive income). Therefore, the allocation is reflected in the balance sheet net of adjustments for intra-Group eliminations in order not to duplicate the balances and obtain the total consolidated balance sheet for the Group.

### ■ (Condensed) balance sheet 2015

Millions of euros

	Continental Europe	United Kingdom	Latin America	United States	Corporate center	Intra-Group eliminations	Total
<b>Total Assets</b>	<b>538,645</b>	<b>383,155</b>	<b>267,885</b>	<b>130,584</b>	<b>148,134</b>	<b>(128,143)</b>	<b>1,340,260</b>
Loans and advances to customers	287,252	282,673	133,139	84,190	3,594	-	790,848
Financial assets held for trading (excluding loans and advances)	60,151	40,138	33,669	2,299	2,656	-	138,913
Financial assets available-for-sale	60,913	12,279	25,926	19,145	3,773	-	122,036
Centrals Banks and Credit institutions	76,111	14,083	35,523	1,045	6,748	(50,980)	82,530
Tangible and intangible assets*	11,798	3,025	3,522	9,156	289	-	27,790
Other asset accounts	42,420	30,957	36,106	14,749	131,074	(77,163)	178,143
<b>Total Liabilities and Equity</b>	<b>538,645</b>	<b>383,155</b>	<b>267,885</b>	<b>130,584</b>	<b>148,134</b>	<b>(128,143)</b>	<b>1,340,260</b>
Customer deposits	263,462	231,947	122,413	60,115	5,205	-	683,142
Marketable debt securities	51,103	74,260	39,526	23,905	37,366	-	226,160
Liabilities under insurance contracts	626	-	1	-	-	-	627
Deposits from central banks and credit institutions	132,688	23,610	42,395	26,170	1,490	(50,980)	175,373
Other accounts**	58,253	36,162	43,873	9,073	19,557	-	166,918
Share capital, reserves, profit for the year and Other comprehensive income	32,513	17,176	19,677	11,321	84,516	(77,163)	88,040
<b>Other Customer funds under management</b>	<b>64,433</b>	<b>9,703</b>	<b>59,065</b>	<b>7,540</b>	<b>-</b>	<b>-</b>	<b>140,741</b>
Investment funds	44,393	9,564	54,426	645	-	-	109,028
Pension funds	11,376	-	-	-	-	-	11,376
Assets under management	8,664	139	4,639	6,895	-	-	20,337
<b>Customer funds under management***</b>	<b>378,998</b>	<b>315,910</b>	<b>221,004</b>	<b>91,560</b>	<b>42,571</b>	<b>-</b>	<b>1,050,043</b>

\* Including Tangible assets and Other intangible assets.

\*\* Including, in addition to liability items not broken down, the balances of Non-controlling interests.

\*\*\* Including Customer deposits, Marketable debt securities, Subordinated liabilities and Other customer funds under management.



## ■ (Condensed) balance sheet 2014

Millions of euros

	Continental Europe	United Kingdom	Latin America	United States	Corporate center	Intra-Group eliminations	Total
<b>Total assets</b>	<b>496,598</b>	<b>354,235</b>	<b>268,488</b>	<b>108,034</b>	<b>141,375</b>	<b>(102,434)</b>	<b>1,266,296</b>
Loans and advances to customers	268,735	251,191	139,955	70,420	4,410	-	734,711
Financial assets held for trading (excluding loans and advances)	65,863	39,360	31,766	5,043	2,120	-	144,152
Financial assets available-for-sale	56,845	11,196	31,174	12,737	3,298	-	115,250
Loans and advances to credit institutions	66,602	14,093	22,104	3,460	2,433	(27,404)	81,288
Non-current assets*	11,796	2,700	3,912	6,905	796	-	26,109
Other asset accounts	26,757	35,695	39,577	9,469	128,318	(75,030)	164,786
<b>Total liabilities and equity</b>	<b>496,598</b>	<b>354,235</b>	<b>268,488</b>	<b>108,034</b>	<b>141,375</b>	<b>(102,434)</b>	<b>1,266,296</b>
Customer deposits	256,909	202,328	131,826	51,304	5,339	-	647,706
Marketable debt securities	54,840	74,957	38,363	16,796	28,739	-	213,695
Liabilities under insurance contracts	713	-	-	-	-	-	713
Deposits from central banks and credit institutions	90,305	26,720	35,978	17,760	12,257	(27,404)	155,616
Other accounts**	64,305	34,888	39,945	10,542	18,081	-	167,761
Share capital, reserves, profit for the year and other comprehensive income	29,526	15,342	22,376	11,632	76,959	(75,030)	80,805
<b>Other customer funds under management</b>	<b>60,679</b>	<b>9,667</b>	<b>62,488</b>	<b>8,535</b>	<b>-</b>	<b>-</b>	<b>141,369</b>
Investment funds	40,829	9,524	57,548	1,618	-	-	109,519
Pension funds	11,481	-	-	-	-	-	11,481
Assets under management	8,369	143	4,940	6,917	-	-	20,369
<b>Customer funds under management***</b>	<b>372,428</b>	<b>286,952</b>	<b>232,677</b>	<b>76,635</b>	<b>34,078</b>	<b>-</b>	<b>1,002,770</b>

\* Including Tangible assets and Other intangible assets.

\*\* Including, in addition to liability items not broken down, the balances of Non-controlling interests.

\*\*\* Including Customer deposits, Marketable debt securities, Subordinated liabilities and Other customer funds under management.



**(Condensed) 2016 income statement**

Millions of euros

	Continental Europe	United Kingdom	Latin America	United States	Corporate center	Total
<b>Net interest income</b>	<b>8,161</b>	<b>4,405</b>	<b>13,345</b>	<b>5,917</b>	<b>(739)</b>	<b>31,089</b>
Income from equity instruments	272	1	78	30	32	413
Share of results of entities accounted for using the equity method	168	16	309	2	(51)	444
Net fee and commission income (expense)	3,497	1,031	4,581	1,102	(31)	10,180
Other income*	818	319	806	22	136	2,101
Other operating income (expenses)	(110)	44	(355)	460	(34)	5
<b>Gross income</b>	<b>12,806</b>	<b>5,816</b>	<b>18,764</b>	<b>7,533</b>	<b>(687)</b>	<b>44,232</b>
Administrative expenses and depreciation	(6,781)	(2,967)	(7,692)	(3,197)	(464)	(21,101)
Provisions or reversal of provisions	(444)	(276)	(800)	(72)	(916)	(2,508)
Impairment losses on financial assets	(1,383)	(58)	(4,912)	(3,187)	(86)	(9,626)
<b>Profit from operations</b>	<b>4,198</b>	<b>2,515</b>	<b>5,360</b>	<b>1,077</b>	<b>(2,153)</b>	<b>10,997</b>
Impairment losses on other assets	(36)	(64)	(42)	(35)	37	(140)
Other income and charges	(150)	1	59	(6)	7	(89)
<b>Profit before tax</b>	<b>4,012</b>	<b>2,452</b>	<b>5,377</b>	<b>1,036</b>	<b>(2,109)</b>	<b>10,768</b>
Income tax	(1,083)	(736)	(1,363)	(355)	255	(3,282)
<b>Profit for the year from continuing operations</b>	<b>2,929</b>	<b>1,716</b>	<b>4,014</b>	<b>681</b>	<b>(1,854)</b>	<b>7,486</b>
Profit (loss) from discontinued operations	-	-	-	-	-	-
<b>Consolidated profit for the year</b>	<b>2,929</b>	<b>1,716</b>	<b>4,014</b>	<b>681</b>	<b>(1,854)</b>	<b>7,486</b>
Attributable to non-controlling interests	330	36	628	286	2	1,282
<b>Profit attributable to the parent</b>	<b>2,599</b>	<b>1,680</b>	<b>3,386</b>	<b>395</b>	<b>(1,856)</b>	<b>6,204</b>

\* Includes Gain or losses on financial assets and liabilities not measured at fair value through profit or loss, net, Gain or losses on financial assets and liabilities held for trading, net, Gain or losses on financial assets and liabilities measured at fair value through profit or loss, net and exchanges differences, net.

**(Condensed) 2015 income statement**

Millions of euros

	Continental Europe	United Kingdom	Latin America	United States	Corporate center	Total
<b>Net interest income</b>	<b>8,006</b>	<b>4,942</b>	<b>13,752</b>	<b>6,116</b>	<b>(4)</b>	<b>32,812</b>
Income from equity instruments	277	1	57	48	72	455
Share of results of entities accounted for using the equity method	120	10	285	3	(43)	375
Net fee and commission income (expense)	3,417	1,091	4,452	1,086	(13)	10,033
Other income*	1,186	302	517	231	150	2,386
Other operating income (expenses)	(178)	37	(308)	316	(33)	(166)
<b>Gross income</b>	<b>12,828</b>	<b>6,383</b>	<b>18,755</b>	<b>7,800</b>	<b>129</b>	<b>45,895</b>
Administrative expenses and depreciation	(6,735)	(3,357)	(7,906)	(3,025)	(697)	(21,720)
Provisions or reversal of provisions	(352)	(351)	(831)	(164)	(1,408)	(3,106)
Impairment losses on financial assets	(2,083)	(107)	(5,108)	(3,103)	(251)	(10,652)
<b>Profit from operations</b>	<b>3,658</b>	<b>2,568</b>	<b>4,910</b>	<b>1,508</b>	<b>(2,227)</b>	<b>10,417</b>
Impairment losses on other assets	(172)	(9)	20	-	(931)	(1,092)
Other income and charges	(120)	5	78	16	243	222
<b>Profit before tax</b>	<b>3,366</b>	<b>2,564</b>	<b>5,008</b>	<b>1,524</b>	<b>(2,915)</b>	<b>9,547</b>
Income tax	(887)	(556)	(1,219)	(517)	966	(2,213)
<b>Profit for the year from continuing operations</b>	<b>2,479</b>	<b>2,008</b>	<b>3,789</b>	<b>1,007</b>	<b>(1,949)</b>	<b>7,334</b>
Profit (loss) from discontinued operations	-	-	-	-	-	-
<b>Consolidated profit for the year</b>	<b>2,479</b>	<b>2,008</b>	<b>3,789</b>	<b>1,007</b>	<b>(1,949)</b>	<b>7,334</b>
Attributable to non-controlling interests	261	37	596	329	145	1,368
<b>Profit attributable to the parent</b>	<b>2,218</b>	<b>1,971</b>	<b>3,193</b>	<b>678</b>	<b>(2,094)</b>	<b>5,966</b>

\* Includes Gain or losses on financial assets and liabilities not measured at fair value through profit or loss, net, Gain or losses on financial assets and liabilities held for trading, net, Gain or losses on financial assets and liabilities measured at fair value through profit or loss, net and exchanges differences, net.



## ■ (Condensed) 2014 income statement

Millions of euros

	Continental Europe	United Kingdom	Latin America	United States	Corporate center	Total
<b>Net interest income</b>	<b>7,517</b>	<b>4,234</b>	<b>13,620</b>	<b>4,789</b>	<b>(613)</b>	<b>29,547</b>
Income from equity instruments	286	1	88	29	31	435
Share of results of entities accounted for using the equity method	(25)	9	283	4	(28)	243
Net fee and commission income (expense)	3,500	1,028	4,372	830	(34)	9,696
Other income*	1,221	241	484	205	699	2,850
Other operating income (expenses)	5	28	(290)	122	(24)	(159)
<b>Gross income</b>	<b>12,504</b>	<b>5,541</b>	<b>18,557</b>	<b>5,979</b>	<b>31</b>	<b>42,612</b>
Administrative expenses and depreciation	(6,444)	(3,055)	(7,850)	(2,239)	(598)	(20,186)
Provisions or reversal of provisions	(205)	(184)	(946)	(21)	(1,653)	(3,009)
Impairment losses on financial assets	(2,975)	(332)	(5,145)	(2,233)	(25)	(10,710)
<b>Profit from operations</b>	<b>2,880</b>	<b>1,970</b>	<b>4,616</b>	<b>1,486</b>	<b>(2,245)</b>	<b>8,707</b>
Impairment losses on other assets	(156)	-	16	(12)	(786)	(938)
Other income and charges	(238)	3	113	46	2,986	2,910
<b>Profit before tax</b>	<b>2,486</b>	<b>1,973</b>	<b>4,745</b>	<b>1,520</b>	<b>(45)</b>	<b>10,679</b>
Income tax	(639)	(416)	(1,053)	(439)	(1,171)	(3,718)
<b>Profit for the year from continuing operations</b>	<b>1,847</b>	<b>1,557</b>	<b>3,692</b>	<b>1,081</b>	<b>(1,216)</b>	<b>6,961</b>
Profit (loss) from discontinued operations	(26)	-	-	-	-	(26)
<b>Consolidated profit for the year</b>	<b>1,821</b>	<b>1,557</b>	<b>3,692</b>	<b>1,081</b>	<b>(1,216)</b>	<b>6,935</b>
Attributable to non-controlling interests	174	1	790	219	(65)	1,119
<b>Profit attributable to the parent</b>	<b>1,647</b>	<b>1,556</b>	<b>2,902</b>	<b>862</b>	<b>(1,151)</b>	<b>5,816</b>

\* Includes Gain or losses on financial assets and liabilities not measured at fair value through profit or loss, net, Gain or losses on financial assets and liabilities held for trading, net, Gain or losses on financial assets and liabilities measured at fair value through profit or loss, net and exchanges differences, net.

Following is the detail of revenue by the geographical segments used by the Group. For the purposes of the table below, revenue is deemed to be that recognised under Interest and similar income, Income from equity instruments, Fee and commission income, Other income (without considering exchange differences, net) and Other operating income in the consolidated income statements for 2016, 2015 and 2014.

## ■ Revenue

Millions of euros

	Revenue from external customers			Inter-segment revenue			Total revenue		
	2016	2015	2014	2016	2015	2014	2016	2015	2014
Continental Europe	16,567	17,653	21,076	236	422	56	16,803	18,075	21,132
United Kingdom	9,626	10,970	9,077	390	416	1,204	10,016	11,386	10,281
Latin America	36,972	32,927	35,038	54	(776)	(441)	37,026	32,151	34,597
United States	9,322	9,364	7,791	281	157	30	9,603	9,521	7,821
Corporate center	1,672	982	280	4,507	6,643	7,323	6,179	7,625	7,603
Inter-segment revenue adjustments and eliminations	-	-	-	(5,468)	(6,862)	(8,172)	(5,468)	(6,862)	(8,172)
	<b>74,159</b>	<b>71,896</b>	<b>73,262</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>74,159</b>	<b>71,896</b>	<b>73,262</b>

## b) Business segments

At this secondary level of segment reporting, the Group is structured into commercial banking, *Santander Global Corporate Banking* and the segment relating to Real Estate Operations in Spain; the sum of these segments is equal to that of the primary geographical reportable segments. Total figures for the Group

are obtained by adding to the business segments the data for the corporate center.

The commercial banking segment encompasses the entire customer banking business (including the consumer finance business), except for the Corporate Banking business, which is managed through *Santander Global Corporate Banking*. Also, this segment includes the gains or losses on the hedging positions taken in each country, within the remit of each of their asset-liability management committees. The *Santander Global Corporate Banking* segment reflects the returns on the global corporate banking business and

the markets and investment banking business worldwide, including all the globally managed treasury departments (excluding the portion allocated to commercial banking customers) and the equities business. The Real Estate Operations in Spain include loans to customers engaging mainly in property development, for which a specialised management model is in place, Metrovacesa's real estate assets and the assets of the former real estate fund (Santander Banif Inmobiliario), together with the Group's ownership interest in SAREB and foreclosed assets.

The condensed income statements are as follows:

## ■ (Condensed) 2016 income statement

Millions of euros

	Commercial banking	<i>Santander Global Corporate Banking</i>	Real estate operations in Spain	Corporate center	Total
<b>Net interest income</b>	<b>29,090</b>	<b>2,781</b>	<b>(43)</b>	<b>(739)</b>	<b>31,089</b>
Income from equity instruments	131	250	-	32	413
Share of results of entities accounted for using the equity method	505	(7)	(3)	(51)	444
Net fee and commission income (expense)	8,745	1,465	1	(31)	10,180
Other income*	663	1,293	9	136	2,101
Other operating income (expenses)	(79)	43	75	(34)	5
<b>Gross income</b>	<b>39,055</b>	<b>5,825</b>	<b>39</b>	<b>(687)</b>	<b>44,232</b>
Administrative expenses and depreciation	(18,475)	(1,951)	(211)	(464)	(21,101)
Provisions or reversal of provisions	(1,547)	(40)	(5)	(916)	(2,508)
Impairment losses on financial assets	(8,713)	(660)	(167)	(86)	(9,626)
<b>Profit from operations</b>	<b>10,320</b>	<b>3,174</b>	<b>(344)</b>	<b>(2,153)</b>	<b>10,997</b>
Net impairment losses on other assets	(97)	(59)	(21)	37	(140)
Other non-financial gains/(losses)	(22)	22	(96)	7	(89)
<b>Profit before tax</b>	<b>10,201</b>	<b>3,137</b>	<b>(461)</b>	<b>(2,109)</b>	<b>10,768</b>
Income tax	(2,799)	(876)	138	255	(3,282)
<b>Profit for the year from continuing operations</b>	<b>7,402</b>	<b>2,261</b>	<b>(323)</b>	<b>(1,854)</b>	<b>7,486</b>
Profit (loss) from discontinued operations	-	-	-	-	-
<b>Consolidated profit for the year</b>	<b>7,402</b>	<b>2,261</b>	<b>(323)</b>	<b>(1,854)</b>	<b>7,486</b>
Attributable to non-controlling interests	1,105	172	3	2	1,282
<b>Profit attributable to the parent</b>	<b>6,297</b>	<b>2,089</b>	<b>(326)</b>	<b>(1,856)</b>	<b>6,204</b>

\* Includes Gain or losses on financial assets and liabilities not measured at fair value through profit or loss, net, Gain or losses on financial assets and liabilities held for trading, net, Gain or losses on financial assets and liabilities measured at fair value through profit or loss, net and exchanges differences, net.



## (Condensed) 2015 income statement

Millions of euros

	Commercial banking	Santander Global Corporate Banking	Real estate operations in Spain	Corporate center	Total
<b>Net interest income</b>	<b>30,027</b>	<b>2,830</b>	<b>(41)</b>	<b>(4)</b>	<b>32,812</b>
Income from equity instruments	124	259	-	72	455
Share of results of entities accounted for using the equity method	434	(6)	(10)	(43)	375
Net fee and commission income (expense)	8,621	1,425	-	(13)	10,033
Other income*	1,346	739	151	150	2,386
Other operating income (expenses)	(194)	24	37	(33)	(166)
<b>Gross income</b>	<b>40,358</b>	<b>5,271</b>	<b>137</b>	<b>129</b>	<b>45,895</b>
Administrative expenses and depreciation	(18,730)	(2,058)	(235)	(697)	(21,720)
Provisions or reversal of provisions	(1,656)	(51)	9	(1,408)	(3,106)
Impairment losses on financial assets	(9,462)	(688)	(251)	(251)	(10,652)
<b>Profit from operations</b>	<b>10,510</b>	<b>2,474</b>	<b>(340)</b>	<b>(2,227)</b>	<b>10,417</b>
Net impairment losses on other assets	2	(37)	(126)	(931)	(1,092)
Other non-financial gains/(losses)	117	4	(142)	243	222
<b>Profit before tax</b>	<b>10,629</b>	<b>2,441</b>	<b>(608)</b>	<b>(2,915)</b>	<b>9,547</b>
Income tax	(2,663)	(695)	179	966	(2,213)
<b>Profit for the year from continuing operations</b>	<b>7,966</b>	<b>1,746</b>	<b>(429)</b>	<b>(1,949)</b>	<b>7,334</b>
Profit (loss) from discontinued operations	-	-	-	-	-
<b>Consolidated profit for the year</b>	<b>7,966</b>	<b>1,746</b>	<b>(429)</b>	<b>(1,949)</b>	<b>7,334</b>
Attributable to non-controlling interests	1,112	120	(9)	145	1,368
<b>Profit attributable to the parent</b>	<b>6,854</b>	<b>1,626</b>	<b>(420)</b>	<b>(2,094)</b>	<b>5,966</b>

\* Includes Gain or losses on financial assets and liabilities not measured at fair value through profit or loss, net, Gain or losses on financial assets and liabilities held for trading, net, Gain or losses on financial assets and liabilities measured at fair value through profit or loss, net and exchanges differences, net.

## (Condensed) 2014 income statement

Millions of euros

	Commercial banking	Santander Global Corporate Banking	Real estate operations in Spain	Corporate center	Total
<b>Net interest income</b>	<b>27,699</b>	<b>2,481</b>	<b>(20)</b>	<b>(613)</b>	<b>29,547</b>
Income from equity instruments	132	272	-	31	435
Share of results of entities accounted for using the equity method	341	(2)	(68)	(28)	243
Net fee and commission income (expense)	8,338	1,392	-	(34)	9,696
Other income*	1,394	749	8	699	2,850
Other operating income (expenses)	(215)	31	49	(24)	(159)
<b>Gross income</b>	<b>37,689</b>	<b>4,923</b>	<b>(31)</b>	<b>31</b>	<b>42,612</b>
Administrative expenses and depreciation	(17,519)	(1,840)	(229)	(598)	(20,186)
Provisions or reversal of provisions	(1,309)	(38)	(9)	(1,653)	(3,009)
Impairment losses on financial assets	(9,812)	(552)	(321)	(25)	(10,710)
<b>Profit from operations</b>	<b>9,049</b>	<b>2,493</b>	<b>(590)</b>	<b>(2,245)</b>	<b>8,707</b>
Net impairment losses on other assets	(26)	(43)	(83)	(786)	(938)
Other non-financial gains/(losses)	158	(13)	(221)	2,986	2,910
<b>Profit before tax</b>	<b>9,181</b>	<b>2,437</b>	<b>(894)</b>	<b>(45)</b>	<b>10,679</b>
Income tax	(2,128)	(667)	248	(1,171)	(3,718)
<b>Profit for the year from continuing operations</b>	<b>7,053</b>	<b>1,770</b>	<b>(646)</b>	<b>(1,216)</b>	<b>6,961</b>
Profit (loss) from discontinued operations	(26)	-	-	-	(26)
<b>Consolidated profit for the year</b>	<b>7,027</b>	<b>1,770</b>	<b>(646)</b>	<b>(1,216)</b>	<b>6,935</b>
Attributable to non-controlling interests	1,033	145	6	(65)	1,119
<b>Profit attributable to the parent</b>	<b>5,994</b>	<b>1,625</b>	<b>(652)</b>	<b>(1,151)</b>	<b>5,816</b>

\* Includes Gain or losses on financial assets and liabilities not measured at fair value through profit or loss, net, Gain or losses on financial assets and liabilities held for trading, net, Gain or losses on financial assets and liabilities measured at fair value through profit or loss, net and exchanges differences, net.

## » 53. Related parties

The parties related to the Group are deemed to include, in addition to its subsidiaries, associates and joint ventures, the Bank's key management personnel (the members of its Board of Directors and the executive vice presidents, together with their close family members) and the entities over which the key management personnel may exercise significant influence or control.

Following is a detail of the ordinary business transactions performed by the Group with its related parties, distinguishing between associates and joint ventures, members of the Bank's Board of Directors, the Bank's executive vice presidents, and other related parties. Related-party transactions were made on terms equivalent to those that prevail in arm's-length transactions or, when this was not the case, the related compensation in kind was recognised.

Millions of euros

	2016			
	Associates and joint ventures	Members of the Board of Directors	Executive vicepresidents	Other related parties
<b>Assets:</b>	<b>5,884</b>	<b>-</b>	<b>22</b>	<b>307</b>
Loans and advances: Credit institutions	223	-	-	-
Loans and advances: Customers	5,209	-	22	286
Debt instruments	452	-	-	21
<b>Liabilities:</b>	<b>824</b>	<b>27</b>	<b>10</b>	<b>124</b>
Financial liabilities: Credit institutions	155	-	-	-
Financial liabilities: Customers	669	27	10	124
Marketable debt securities	-	-	-	-
<b>Income statement:</b>	<b>609</b>	<b>-</b>	<b>-</b>	<b>13</b>
Interest income	67	-	-	10
Interest expense	(15)	-	-	(1)
Gains/losses on financial assets and liabilities and others	15	-	-	-
Commission income	561	-	-	4
Commission expense	(19)	-	-	-
<b>Other:</b>	<b>4,146</b>	<b>1</b>	<b>3</b>	<b>846</b>
Contingent liabilities and others	19	-	-	139
Contingent commitments	17	1	3	417
Derivative financial instruments	4,110	-	-	290

In addition to the detail provided above, there were insurance contracts linked to pensions amounting to EUR 269 million at 31 December 2016 (31 December 2015: EUR 299 million; 31 December 2014: EUR 345 million).



2015				2014			
Associates and joint ventures	Members of the Board of Directors	Executive vicepresidents	Other related parties	Associates and joint ventures	Members of the Board of Directors	Executive vicepresidents	Other related parties
6,542	-	28	573	6,885	5	25	1,276
8	-	-	-	5	-	-	-
5,997	-	28	293	6,202	5	25	284
537	-	-	280	678	-	-	992
1,122	25	16	103	1,034	9	20	315
501	-	-	-	337	-	-	-
620	25	16	103	696	9	20	315
1	-	-	-	1	-	-	-
802	-	-	24	656	-	-	11
98	-	-	17	89	-	-	6
(15)	-	-	-	(18)	-	-	(2)
73	-	-	-	35	-	-	2
664	-	-	8	572	-	-	5
(18)	-	-	(1)	(22)	-	-	-
4,123	2	4	2,682	4,270	2	3	3,720
46	-	-	191	43	-	-	265
95	2	4	132	59	2	3	77
3,982	-	-	2,359	4,168	-	-	3,378

## » 54. Risk management

### a) Cornerstones of the risk function

The Group has calculated that the risk function should be based on the following cornerstones, which are in line with the Group's strategy and business model and take into account the recommendations of the supervisory and regulatory bodies and the best market practices:

- The business strategy is defined by the risk appetite. The Group's board calculates the amount and type of risk that it considers reasonable to assume in implementing its business strategy and its deployment in objective verifiable limits that are consistent with the risk appetite for each significant activity.
- All risks must be managed by the units that generate them using advanced models and tools and integrated in the various businesses. The Group is fostering advanced risk management, using innovative models and metrics together with a control, reporting and escalation framework to ensure that risks are identified and managed from different perspectives.
- A forward-looking vision of all types of risks should be included in the risk identification, assessment and management processes.
- The independence of the risk function encompasses all risks and appropriately separates the risk generating units from those responsible for risk control.
- The best processes and infrastructure must be used for risk management.
- A risk culture integrated throughout the organisation, consisting of a series of attitudes, values, skills and guidelines for action vis-à-vis all risks.

### b) Risk control and control model - Advanced Risk Management (ARM)

The Group's risk management model ensures that it has in place a control environment that ensures the risk profile is maintained within the levels set in the risk appetite and other limits.

The main elements that ensure effective control are:

1. Robust governance, with a clear committee structure that separates decision making, on one side, from risk control, on the other, all encompassed and developed within a solid risk culture.
2. A set of key, inter-related processes in the planning of the Group's strategy (budget processes, risk appetite, regular assessment of liquidity and capital adequacy, and recovery and resolution plans).
3. Aggregated supervision and consolidation of all risks.
4. Regulatory and supervisory requirements are incorporated into day-to-day risk management.
5. Independent assessment by internal audit.
6. Decision making based on appropriate management of information and technological infrastructure.

To ensure progress towards advanced risk management, the Group launched an Advanced Risk Management (ARM) programme in 2014. This provides the basis for the best model for comprehensive risk management in the industry. This programme was completed in 2016. The advanced risk management model is now a reality in the Group.

The Group advanced risk management model enable it to do more business, and do it better. It provides it with a more robust control framework, enabling it to achieve a greater management capacity, developing talent and enhancing the autonomy for Group's units.

Continuing this work, in 2016 we continued to evolve towards a more consistent and granular version of the risk appetite

The independence of the risks function and the control environment have been enhanced through the risks governance model, ensuring separation of control and risk decisions at all levels.

The instruments that help ensure that all the risks arising from the Group's business activity are properly managed and controlled are described below.

### 1. Risk map

The risk map covers the main risk categories in which the Group has its most significant current and/or potential exposures, thus facilitating the identification thereof.

The risk map includes the following:

- Financial risks
  - Credit risk: risk that might arise from the failure to meet agreed-upon contractual obligations in financial transactions.
  - Market risk: that which is incurred as a result of the possibility of changes in market factors affecting the value of positions in the trading portfolios.
  - Liquidity risk: risk of non-compliance with payment obligations on time or of complying with them at an excessive cost.
  - Structural and capital risks: risk caused by the management of the various balance sheet items, including those relating to the adequacy of capital and those arising from the insurance and pensions businesses.
- Non-financial risks
  - Operational risk: the risk of incurring losses due to the inadequacy or failure of processes, staff and internal systems or due to external events.
  - Conduct risk: the risk caused by inappropriate practices in the Group's dealings with its customers, and the treatment and products offered to each particular customer and the adequacy thereof.
  - Compliance and legal risk: risk arising from non-compliance with the legal framework, internal rules or the requirements of regulators and supervisors.



- Transversal risks

- Model risk: includes losses arising from decisions based mainly on the results of models, due to errors in the design, application or use of the aforementioned models.
- Reputational risk: risk of damage in the perception of the Group by public opinion, its customers, investors or any other interested party.
- Strategic risk: the risk that results diverge significantly from the Group's strategy or business plan due to changes in general business conditions and risks associated with strategic decisions. This includes the risk of poor implementation of decisions or lack of capacity to respond to changes in the business environment.

## 2. Risk governance

The governance of the risk function should safeguard adequate and efficient decision making and effective risk control, and ensure that they are managed in accordance with the risk appetite defined by the Group's senior management and its units, as applicable.

For this purpose, the following principles are established

- Segregation between risk decisions and control.
- Stepping up the responsibility of risk generating functions in the decision making process.
- Ensuring that all risks decisions have a formal approval process.
- Ensuring an aggregate overview of all risk types
- Bolstering risk control committees.
- Maintaining a simple committee structure

### 2.1. Lines of defence

The Group follows a risk management and control model based on three lines of defence.

The business functions or activities that take or generate risk exposure comprise the first line of defence against it. The assumption or generation of risks in the first line of defence must comply with the defined risk appetite and limits. In order to perform its function, the first line of defence must have available the means to identify, measure, handle and report the risks assumed.

The second line of defence comprises the risk control and oversight function and the compliance function. This second line seeks to ensure effective control of risks and guarantees that risks are managed in accordance with the defined risk appetite level.

Internal audit, as the third line of defence and in its role as the last control layer, performs regular assessments to ensure that the policies, methods and procedures are appropriate and checks their effective implementation.

The risk control function, the compliance function and the internal audit function are sufficiently separate and independent of each other and of the other functions that they control or supervise for the performance of their duties, and they have access to the Board of Directors and/or its committees, through their presiding officers.

### 2.2. Risk committee structure

Responsibility for the control and management of risk and, in particular, for the setting of the Group's risk appetite, rests ultimately with the Board of Directors, which has the powers delegated to the various committees. The board is supported by the risk, regulation and compliance oversight committee and the independent risk control and supervision committee. In addition, the Group's executive committee pays particular attention to the management of the Group's risks.

The following bodies constitute the top level risk governance bodies.

#### Independent control bodies

##### Risk, regulation and compliance oversight committee:

This committee's mission is to assist the board in the oversight and control of risk, the definition of the Group's risk policies, relationships with supervisory bodies and matters of regulation and compliance, sustainability and corporate governance.

It is composed of external or non-executive directors, with a majority of independent directors, and is chaired by an independent director.

##### Risk control committee (CCR):

This collective body is responsible for the effective control of risks, ensuring that risks are managed in accordance with the risk appetite level approved by the board, while taking into account at all times an overall view of all the risks included in the general risk framework. This means the identification and monitoring of current and emerging risks and their impact on the Group's risk profile.

This committee is chaired by the Group Chief Risk Officer (GCRO) and is composed of executives of the entity. At least, the risk function, which holds the chairmanship, and the compliance, financial, controller's unit and risk control functions, inter alia, are represented. The CROs of local entities participate periodically in order to report, inter alia, on the various entities' risk profiles.

The risk control committee reports to the risk, regulation and compliance oversight committee and assists it in its function of supporting the board.

#### Decision-making bodies

##### Executive risk committee (CER):

This collective body is responsible for risk management pursuant to the powers delegated by the Board of Directors and, in its sphere of action and decision-making, oversees all risks.

It participates in decision-making on the assumption of risks at the highest level, guarantees that these are within the limits set in the Group's risk appetite and reports on its activities to the board or its committees when so required.

This committee is chaired by an executive deputy chairman of the board, comprises the CEO, executive directors and other executives of the entity, and the risk, financial, and compliance functions, inter alia, are represented. The Group CRO has the right of veto over this committee's decisions.

### 2.3. Organisational risk function structure

The Group Chief Risk (GCRO) is the head of the Group's risk function and reports to an executive deputy chairman of the Bank who is a member of the Board of Directors and chairman of the executive risk committee.

The GCRO, whose duties include advising and challenging the executive line, also reports separately to the risk, regulation and compliance oversight committee and to the board.

In 2016, the GCRO fostered the consolidation of advanced risk management based on a comprehensive, forward-looking vision of all risks, intensive use of models, and a robust control environment and risk culture in the Group, whilst complying with all regulatory and supervisory requirements.

The risk management and control model is structured on the following pillars:

- Coordination of the relationship between the local units and the Corporation, assessing the effective deployment of the risk management and control model in each unit, and ensuring these are aligned to achieve strategic risk targets.
- Enterprise Risk Management (ERM) provides consolidated oversight of all risks to senior management and the Group's governance bodies, and the development of the risk appetite and the risk identification and assessment exercise.
- Control of financial, non-financial and transversal risks, verifying that risk management and exposure are as set by senior management, by risk type.
- Transversal development of internal regulations, methodologies, scenario analyses, stress tests and data infrastructure, and robust risk governance.

### 2.4. The Group's relationship with subsidiaries regarding risk management

#### Alignment of units with the corporate centre

The risk management and control model, at all Group units, has a common set of basic principles, achieved by means of corporate frameworks. These emanate from the Group itself and the subsidiaries adhere to them through their respective governing bodies, thus configuring the relationships between the subsidiaries and the Group, including its participation in the making of important decisions by validating them.

Beyond these principles and fundamentals, each unit adapts its risk management to its local reality, pursuant to the corporate frameworks and reference documents furnished by corporate headquarters, which makes it possible to identify a risk management model at the Group.

### Committee structure

The Group-Subsidiaries Governance Model and good governance practices for subsidiaries recommends that each subsidiary should have bylaw-mandated risk committees and other executive risk committees, in line with best corporate governance practices, consistently with those already in place in the Group.

The governance bodies of subsidiary entities are structured in accordance with local regulatory and legal requirements and the dimension and complexity of each subsidiary, being consistent with those of the parent company, as established in the internal governance framework, thereby facilitating communication, reporting and effective control.

Given its capacity for comprehensive (enterprise wide) and aggregated oversight of all risks, the Corporation exercises a validation and questioning role with regard to the operations and management policies of the subsidiaries, insofar as they affect the Group's risk profile.

## 3. Management processes and tools

### 3.1. Risk appetite and limits structure

Risk appetite is defined at the Group as the amount and type of risk that it considers reasonable to assume in implementing its business strategy, in order to ensure that it can continue to operate normally if unexpected events occur.

To this end, severe scenarios are taken into account, which might have an adverse impact on its levels of capital or liquidity, its profits and/or its share price.

The Board of Directors is the body responsible for establishing and annually updating the Group's risk appetite, for monitoring its actual risk profile and for ensuring consistency between the two.

The risk appetite is determined both for the Group as a whole and for each of the main business units using a corporate methodology adapted to the circumstances of each unit/market. At local level, the Boards of Directors of the related subsidiaries are responsible for approving the respective risk appetite proposals once they have been validated by the Group.

### Banking business model and fundamentals of the risk appetite

The definition and establishment of the Group's risk appetite is consistent with its risk culture and its banking business model from the risk perspective. The main features defining the business model, which form the basis of the risk appetite at the Group, are as follows:

- A predictable general medium-low risk profile based on a diversified business model focusing on retail banking with a diversified international presence and significant market shares, and a wholesale banking model which prioritises the relationship with the customer base in the Group's principal markets.
- A stable, recurring earnings generation and shareholder remuneration policy based on a strong capital and liquidity base and a strategy to effectively diversify sources and maturities.

- A corporate structure based on autonomous subsidiaries that are self-sufficient in capital and liquidity terms, minimising the use of non-operating or purely instrumental companies, and ensuring that no subsidiary has a risk profile that might jeopardise the Group's solvency.
- An independent risk function with highly active involvement of senior management to guarantee a strong risk culture focused on protecting and ensuring an adequate return on capital.
- To maintain a management model that ensures that all risks are viewed in a global interrelated way through a robust corporate risk control and monitoring environment with global responsibilities: all risks, all businesses, and all geographical areas.
- A business model that focuses on the products with respect to which the Group considers that it has sufficient knowledge and management capacity (systems, processes and resources).
- The conduct of the Group's business activity on the basis of a behaviour model that safeguards the interests of its customers and shareholders.
- The availability of sufficient and adequate human resources, systems and tools to enable the Group to maintain a risk profile compatible with the established risk appetite, at both global and local level.
- The application of a remuneration policy containing the incentives required to ensure that the individual interests of employees and executives are in line with the corporate risk appetite framework and that the incentives are consistent with the Group's long-term earnings performance.

### Corporate risk appetite principles

The Group's risk appetite is governed by the following principles at all the entities:

- Responsibility of the board and of senior executives. The Board of Directors is the body ultimately responsible for establishing the risk appetite and its supporting regulations, as well as for overseeing compliance therewith.
- Enterprise Wide Risk, backtesting and challenging of the risk profile. The risk appetite must consider all significant risks to which the Bank is exposed, facilitating an aggregate vision of the risk profile through the use of quantitative metrics and qualitative indicators.
- Forward-looking view. The risk appetite must consider the desirable risk profile for the current moment as well as in the medium term, taking into account both the most probable circumstances as well as stress scenarios.
- Alignment with strategic and business plans and integration into management (3 year plan, annual budget, ICAAP, ILAAP crisis and recovery plans)
- Coherence in the risk appetite of the various units and common risk language throughout the organisation.
- Regular review, continuous backtesting and adapting to the best practices and regulatory requirements.

### Limits, monitoring and control structure

The risk appetite exercise is performed annually and includes a series of metrics and limits on the aforementioned metrics that express in quantitative and qualitative terms the maximum risk exposure that each Group entity and the Group as a whole are willing to assume.

Compliance with risk appetite limits is subject to ongoing monitoring. The specialised control functions report at least quarterly to the board and its specialised risk committee on the compliance of the risk profile with the authorized risk appetite.

The linking of the risk appetite limits with the limits used in the management of the business units and of the portfolios is a key element for ensuring that the use of the risk appetite as a risk management tool is effective.

### Pillars of the risk appetite

The risk appetite is expressed through limits on quantitative metrics and qualitative indicators that measure the Group's exposure or risk profile by type of risk, portfolio, segment and business line, in both current and stressed conditions. The aforementioned risk appetite metrics and limits are structured around five main pillars that define the position that the Group's senior management wishes to adopt or maintain in developing its business model:

- The volatility in the income statement that the Group is willing to assume.
- The solvency position the Group wishes to maintain.
- The minimum liquidity position the Group wishes to have.
- The maximum concentration levels that the Group considers it reasonable to assume.
- Non financial and transversal risks.

### 3.2. Risk identification and assessment (RIA)

The Group is continuously evolving its identification and assessment of different types of risks. It involves different lines of defence in the execution of these to foster advanced and proactive risk management. It also sets itself management standards that not only meet regulatory requirements but also reflect best practice in the market. The RIA is a mechanism for disseminating the risk culture and involving the business lines of the units in its management.

In addition to identifying and assessing the Group's risk profile by risk factor and unit, RIA analyses the evolution of risks and identifies areas for improvement in each of the blocks of which it is composed:

- Risk performance, enabling understanding of residual risk by risk factor through a set of metrics calibrated using international standards.
- Assessment of the control environment, measuring the implementation of a target management model, pursuant to advanced standards.

- Forward-looking analysis of the unit, based on stress metrics and/or identification and/or assessment of the main threats to the strategic plan (Top Risks), putting in place and monitoring specific action plans to mitigate potential impacts.

The RIA initiative is being increasingly integrated into risk management, developing each of the methodological blocks independently, and increasing their application to the Group's risks, pursuant to the risk map. Risk identification and assessment is one of the initiatives that form part of the ARM (Advanced Risk Management) programme the purpose of which is the advanced management of risks to enable Santander to continue to be a sound sustainable bank over the long term.

Significant progress has been made in the uses of this exercise: the risk profile is being used as a strategic metric in the local and Group risk appetite; it has been included in the generation of strategic plans and analysis of potential threats; analysis of the internal vision of the risk profile and contrast with the perception of external agents; risks identified in the RIA are being used as inputs in the generation of idiosyncratic scenarios in capital, liquidity, and recovery and resolution plans; it includes the diversification effect of the Group's business model, and internal audit planning now considers exploitation of the risk control environment.

The RIA has become a major risk management tool. Through the implementation of a demanding control environment and monitoring of the weaknesses detected, it enables the Group to undertake more and better business in the markets in which it operates, without putting at risk its income statement or its strategic objectives, whilst reducing the volatility of its earnings:

The RIA methodology is being consolidated, improved and simplified as part of the Group's continuous improvement and review process. It has been extended to all of the Group's risks and units, and is being more closely integrated into day-to-day risk management. One of its priorities is to order and manage the various risk assessments in the Group in general, and the Risk division in particular, establishing a benchmark assessment model that ensures the robustness and consistency of the assessments carried out, whilst governing the various exercises carried out in different management areas.

### 3.3. Scenario analysis

The Group conducts advanced risk management through the analysis of the impact that various scenarios in the environment in which the Group operates might cause. These scenarios are expressed in terms of both macroeconomic variables and other variables that affect management.

Scenario analysis is a very useful tool for senior management since it allows them to test the Bank's resistance to stressed environments or scenarios and to implement packages of measures to reduce the Bank's risk profile vis-à-vis such scenarios.

The robustness and consistency of the scenario analysis exercises are based on the following pillars:

- Developing and integrating mathematical models that estimate the future evolution of metrics (for example, credit losses), based on both historic information (internal to the Bank and external from the market), as well as simulation models.

- Including the expert judgement and know-how of portfolios, questioning and back testing the result of the models.

- The back testing of the results of the models against the observed data, ensuring that the results are adequate.

- The governance of the whole process, covering the models, scenarios, assumptions and rationale for the results, and their impact on management

The application of these pillars of the EBA (European Banking Authority) stress test executed and reported in 2016 has enabled Santander to satisfactorily meet the requirements set down - both quantitative and qualitative - and to contribute to the excellent results obtained by the Bank, particularly with regard to its peer.

The main uses of scenario analysis are as follows:

- Regulatory uses: in which stress tests of scenarios are performed under guidelines set by the European regulator or by each of the various national regulators that supervise the Group.
- Internal capital (ICAAP) or liquidity adequacy assessment processes (ILAAP) in which, although the regulator can impose certain requirements, the Group develops its own methodology to assess its capital and liquidity levels vis-à-vis various stress scenarios. These tools enable capital and liquidity management to be planned.
- Risk appetite: this contains stressed metrics on which maximum loss levels (or minimum liquidity levels) are established that the Bank does not wish to exceed.
- Daily risk management: scenario analysis is used in budgetary and strategic planning processes, in the generation of commercial risk approval policies, in senior management's overall analysis of risk or in specific analyses of the profiles of activities or portfolios.

### 3.4. Living wills (recovery & resolution plans)

In 2016, the Bank prepared the seventh version of its corporate recovery plan, the most important part of which envisages the measures available to emerge on its own from a very severe crisis. This plan has been prepared in accordance with applicable European Union regulations.

The plan also considers the non-binding recommendations made in this area by international bodies such as the Financial Stability Board (FSB).

As with the previous versions from 2010 to 2015, the Group presented the plan to the relevant authorities (for the second time, to the European Central Bank (ECB) in September, unlike previous years when it was only submitted to the Bank of Spain) for it to be assessed in the fourth quarter of 2016.

The plan comprise the corporate plan (covering Banco Santander) and the individual plans for the main local units (UK, Brazil, Mexico, US, Germany, Argentina, Chile, Poland and Portugal),

The Group's senior management keeps itself fully involved in the preparation and periodic monitoring of the content of the living wills by holding specific committee meetings of a technical nature, as well as for monitoring at institutional level, and this ensures that the content and structure of the documents are adapted to local and international crisis management legislation, which has been in continuous development in recent years.

The Board of Directors is responsible for approving the corporate plan, without prejudice to the content and important data therein being previously presented and discussed by the Bank's main management and control committees. In turn, the individual living wills are approved by local bodies, always in coordination with the Group since they must form part of the corporate plan.

As regards resolution plans, the competent authorities forming part of the Crisis Management Group (CMG) have decided on a common approach to the Group's resolution strategy which, given Santander's legal and business structure, is the multiple point of entry (MPE) strategy; also, they have signed the corresponding cooperation agreement (COAG) and developed the initial resolution plans. In particular, the 2016 corporate resolution plan was analysed in a meeting of the CMG held on 7 November 2016.

During 2016, the **Special Situation Management Framework** was formally approved and implemented, both in the corporation and in the main geographies of the Group, which, together with the documents that develop it:

- i) establishes common principles for the identification, scaling and management of events that could involve a serious risk for Santander or any of its entities and, if it occurs, affect its robustness, reputation, development of its activity, liquidity, solvency and, even to its present or future viability,
- ii) defines the basic roles and responsibilities in this area and identifies the necessary planning elements and key processes and
- iii) establishes the essential elements of its governance, ensuring, in any case, coordinated action between the Group entities and, where necessary, the participation of the Corporation, as the parent entity of Santander Group.

The aforementioned framework has a holistic nature, resulting from application to those special events or situations of any kind (eg financial and non-financial, systemic or idiosyncratic and slow or rapid evolution) in which there is a situation of exceptionality, Other than that expected or that should derive from the ordinary management of the business, and which may jeopardize the development of its business or lead to a serious deterioration in the financial situation of the entity or the Group as it entails a significant loss of appetite Risk and defined limits.

### 3.5. Risk Data Aggregation & Risk Reporting Framework (RDA/RRF)

In recent years the Group has developed and implemented structural and operational improvements in order to reinforce and consolidate its integral view of risk based on complete, accurate and recurring information, thus enabling senior management of the Group to assess risk and take decisions accordingly.

Once the objectives of the Risk Data Aggregation (RDA) project had been achieved at the end of 2015, in 2016 work continued to consolidate the comprehensive data and information management model, and its transposition to the countries where the Group operates.

Risks reports contain an appropriate balance between data, analysis and qualitative comments, include forward-looking measures, risk appetite data, limits and emerging risks, and are distributed in due time and form to senior management.

The Group has a common risk reporting taxonomy covering the significant areas of risk within the organisation, in keeping with the Group's size, risk profile and activity.

#### c) Credit risk

##### 1. Introduction to the treatment of credit risk

Credit risk is the possibility of loss stemming from the total or partial failure of our customers or counterparties to meet their financial obligations to the Group.

In credit risk management terms, segmentation is based on the distinction between three types of customers:

- The individuals segment includes all physical persons, except those with a business activity. This segment is, in turn, divided into sub-segments by income levels, which enables risk management adjusted to the type of customer.
- The SMEs, companies and institutions segment includes companies and physical persons with business activity. It also includes public sector activities in general and non-profit making private sector entities.
- The Santander Global Corporate Banking (SGCB) segment consists of corporate customers, financial institutions and sovereigns, comprising a closed list that is revised annually. This list is determined on the basis of a full analysis of the company (business, countries of operation, product types, volume of revenues it represents for the bank, length of relation with the customer, etc).

The Group has a mainly retail profile, with 85% of its total risk exposure being generated by its commercial banking business.

## 2. Main aggregates and variations

Following are the main aggregates relating to credit risk arising on customer business:

### ■ Main credit risk aggregates arising on customer business (Management information data)

	Credit risk customers <sup>2</sup> (million euros)		Non-performing loans rate (million euros)		Coverage rate (%)	
	2016	2015	2016	2015	2016	2015
<b>Continental Europe</b>	<b>331,706</b>	<b>321,395</b>	<b>5.92</b>	<b>7.27</b>	<b>60.0</b>	<b>64.2</b>
Spain	172,974	173,032	5.41	6.53	48.3	48.1
Santander Consumer Finance <sup>1</sup>	88,061	76,688	2.68	3.42	109.1	109.1
Portugal <sup>3</sup>	30,540	31,922	8.81	7.46	63.7	99.0
Poland	21,902	20,951	5.42	6.30	61.0	64.0
<b>UK</b>	<b>255,049</b>	<b>282,182</b>	<b>1.41</b>	<b>1.52</b>	<b>32.9</b>	<b>38.2</b>
<b>Latin America</b>	<b>173,150</b>	<b>151,302</b>	<b>4.81</b>	<b>4.96</b>	<b>87.3</b>	<b>79.0</b>
Brazil	89,572	72,173	5.90	5.98	93.1	83.7
Mexico	29,682	32,463	2.76	3.38	103.8	90.6
Chile	40,864	35,213	5.05	5.62	59.1	53.9
Argentina	7,318	6,328	1.49	1.15	142.3	194.2
<b>US</b>	<b>91,709</b>	<b>90,727</b>	<b>2.28</b>	<b>2.13</b>	<b>214.4</b>	<b>225.0</b>
Puerto Rico	3,843	3,924	7.13	6.96	54.4	48.5
Santander Bank	54,040	54,089	1.33	1.16	99.6	114.5
SC USA	28,590	28,280	3.84	3.66	328.0	337.1
<b>Total Group</b>	<b>855,510</b>	<b>850,909</b>	<b>3.93</b>	<b>4.36</b>	<b>73.8</b>	<b>73.1</b>

1. SCF includes PSA and Canada in figures for 2015.

2. Includes gross lending to customers, guarantees and documentary credits.

3. Portugal includes Banif in figures for 2015 and 2016

In 2016, credit risk with customers rose slightly by 0.6%, largely due to the increases in Brazil, SCF and Chile, which offset the fall in the United Kingdom, mainly due to the exchange rate effect. There is growth across the board in local currency, with the UK standing out.

These levels of lending, together with lower non-performing loans (NPLs) of EUR 33,643 million (-9% vs. 2015) reduced the Group's NPL ratio to 3.93%.

For coverage of these NPLs, the Group recorded net credit losses of EUR 9,518 million, after deducting write-off recoveries. This fall is reflected in a fall in the cost of credit to 1.18%.

## 3. Detail of the main geographical areas

### 3.1. United Kingdom

Credit risk with customers in the UK amounted to EUR 255,049 million at the close of December 2016, accounting for 30% of the Group total.

It is worth highlighting the mortgage portfolio because of its importance not only for Santander UK but for all of the Group's lending. This stood at EUR 180,476 million at the end of December 2016.

### Mortgage portfolio

Consists of mortgages for acquisition or reforming homes, granted to new as well as existing customers and always constituting the first mortgage. There are no operations that entail second or successive charges on mortgaged properties.

The mortgaged property must always be located within UK territory, regardless of the destiny of the financing except in the case of some one-off operations in the Isle of Man. Mortgages can be granted for properties outside the UK, but the collateral for such mortgages must consist of a property in the UK.

Most of the credit exposure is in the south east of the UK, and particularly in the metropolitan area of London, where housing prices have risen over the last year.

For mortgage loans that have already been granted, the appraised value of the mortgaged property is updated quarterly by an independent agency using an automatic appraisal system in accordance with standard procedure in the market and in compliance with current legislation.

The non-performing loans ratio fell from 1.44% in 2015 to 1.35% at 2016 year-end. The decrease in the NPL ratio was sustained by the evolution of non-performing loans, which improved thanks to a more favourable economic environment, as well as increased NPL





exits due to the improvements in the efficiency of the recovery teams. The volume of non-performing loans thus dropped by 6%, continuing the trend seen in 2015.

The credit policies limit the maximum loan-to-value ratio to 90% for loans on which principal and interest are repaid and to 50% for loans on which interest is paid periodically and the principal is repaid on maturity.

Current credit risk policies expressly prohibit loans considered to be high risk (subprime mortgages), and establish demanding requirements regarding the credit quality of both loans and customers. For example, the granting of mortgage loans with LTVs exceeding 100% has been forbidden since 2009.

An additional indicator of the portfolio's strong performance is the reduced volume of foreclosed properties, which in December 2016 amounted to EUR 42 million, less than 0.03% of total mortgage exposure. Efficient management of these cases and the existence of a dynamic market for this type of housing enables sales to take place in a short period of time (around 18 weeks on average), contributing to the good results.

On June 23, 2016, the UK held a referendum on the UK's membership of the European Union (the EU). The result of the referendum's vote was to leave the EU, which creates a number of uncertainties within the UK, and regarding its relationship with the EU.

Although the result does not entail any immediate change to the current operations and structure, it has caused volatility in the markets, including depreciation of the pound sterling, and is expected to continue to cause economic uncertainty which could adversely affect the results, financial condition and prospects. The terms and timing of the UK's exit from the EU are yet to be confirmed and it is not possible to determine the full impact that the referendum, the UK's exit from the EU and/or any related matters may have on general economic conditions in the UK (including on the performance of the UK housing market and UK banking sector) and, by extension, the impact the exit may have on the results, financial condition and prospects. Further, there is uncertainty as to whether, following exit from the EU, it will be possible to continue to provide financial services in the UK on a cross-border basis within other EU member states.

The exit from the EU could also lead to legal uncertainty and potentially divergent national laws and regulations across Europe should EU laws be replaced, in whole or in part, by UK laws on the same (or substantially similar) issues.

The negotiation of the UK's exit terms is likely to take a many of years.

The UK political developments described above, along with any further changes in government structure and policies, may lead to further market volatility and changes to the fiscal, monetary and regulatory landscape to which the group subject and could have a negative adverse effect on the financing availability and terms and, more generally, on the results, financial condition and prospects.

## 3.2. Spain

### Portfolio overview

Total credit risk exposure in Spain (including guarantees and documentary credits but excluding the real estate operations unit - discussed below) amounted to EUR 172,974 million (20% of the Group total), with an adequate degree of diversification in terms of both products and customer segments.

In 2016, total credit risk was in line with the previous year, after successive falls in recent years. The growing volume of new lending in the main individual and business segments portfolios offsets the lower funding to government bodies and the pace of repayments. Repayments exceeded growth in new lending in the individuals segment. Meanwhile, the companies segment returned to growth.

The NPL ratio for the total portfolio was 5.41%, 112 b.p lower than at year-end 2015, due to the trend of falling delinquency. This pattern is due to the lower gross NPL entries in the individual and business segments, which are 24% lower than 2015, and, to a lesser extent, the normalisation of several restructured positions and portfolio sales.

### Portfolio of home purchase loans to families

Home purchase loans granted to families in Spain stood at EUR 49,056 million at 2016 year-end. Of this amount, 98.69 % was secured by mortgages.

31-12-16  
Millions of euros

	Gross amount	Of which: Non-performing
Home purchase loans to families	49,056	1,893
Without mortgage guarantee	645	27
With mortgage guarantee	48,411	1,866

The risk profile of the home purchase mortgage loan portfolio in Spain remained at a medium-low level, with limited prospects of additional impairment:

- All mortgage transactions include principal repayments from the very first day.
- Early repayment is common practice and, accordingly, the average life of the transactions is far shorter than their contractual term.
- Debtors provide all their assets as security, not just the home.
- High quality of collateral, since the portfolio consists almost exclusively of principal-residence loans.
- Stable average debt-to-income ratio at around 28.3%.
- 74% of the portfolio has an LTV of less than 80% (calculated as the ratio of total exposure to the amount of the latest available appraisal).



## 31-12-16

Millions of euros

	Loan to value ratio					Total
	Less than or equal to 40%	More than 40% and less than 60%	More than 60% and less than 80%	More than 80% and less than 100%	More than 100%	
Gross amount	10,735	11,556	13,568	7,976	4,576	48,411
Of which: Watchlist / Non-performing	148	215	320	379	804	1,866

Credit policies limit the maximum loan to value to 80% for first residence mortgages and 70% in the case of second home mortgages.

## Companies portfolio

The EUR 96,081 million of direct credit risk exposure to SMEs and companies constitute the most important lending segment in Spain, representing 56% of the total.

93% of the portfolio relates to customers to which an analyst has been assigned who monitors the customer on an ongoing basis in all the phases of the risk cycle.

The non-performing loans ratio of this portfolio stood at 5.79% in 2016.

## Real estate business

The Group manages, as a separate unit, the real estate business portfolio as result of the previous year's sector crisis and the new business identified as viable. In both cases the Group has specialised teams not only involve in the risk areas, but also complement and support all these transactions life cycle: commercial management, legal treatment and an eventual recovery function.

In recent years the Group's strategy has been geared towards reducing these assets. The changes in gross property development loans to customers were as follows:

Millions of euros

	31-12-16	31-12-15	31-12-14
Balance at beginning of year (net)	7,388	9,349	12,105
Foreclosed assets	(28)	(62)	(357)
Reductions <sup>1</sup>	(1,415)	(1,481)	(2,015)
Written-off assets	(430)	(418)	(384)
Balance at end of year (net)	5,515	7,388	9,349

1. Includes portfolio sales, cash recoveries and third-party subrogations.

The NPL ratio of this portfolio ended the year at 61.9% (compared with 67.6% at December 2015) due to the increase in the proportion of non-performing assets in the problem loan portfolio and, in particular, to the sharp reduction in lending in this segment. The table below shows the distribution of the portfolio. The coverage ratio of the real estate doubtful exposure in Spain stands at 53.31%.

## 31-12-16

Millions of euros

	Gross amount	Excess over collateral value	Specific allowance
Financing for construction and property development recognised by the Group's credit institutions (including land) (business in Spain)	5,515	2,197	1,924
Of which: Watchlist / Non-performing	3,412	1,705	1,819
Memorandum items: Written-off assets	1,562		

## Memorandum items: Data from the public consolidated balance sheet

Carrying amount in millions of euros

	31-12-16
Total loans and advances to customers excluding the public sector (business in Spain)	161,729
Total consolidated assets	1,339,125
Impairment losses and credit risk allowances. Coverage for unimpaired assets (business in Spain)	1,241



At year-end, the concentration of this portfolio was as follows:

31-12-16

Millions of euros

	Loans: Gross amount
1. Without mortgage guarantee	405
2. With mortgage guarantee	5,110
2.1 Completed buildings	2,868
2.1.1 Residential	1,561
2.1.2 Other	1,307
2.2 Buildings and other constructions under construction	273
2.2.1 Residential	241
2.2.2 Other	32
2.3 Land	1,969
2.3.1 Developed consolidated land	1,717
2.3.2 Other land	252
<b>Total</b>	<b>5,515</b>

#### Policies and strategies in place for the management of these risks

The policies in force for the management of this portfolio, which are reviewed and approved on a regular basis by the Group's senior management, are currently geared towards reducing and securing the outstanding exposure, albeit without neglecting any viable new business that may be identified.

In order to manage this credit exposure, the Group has specialised teams that not only form part of the risk areas but also supplement the management of this exposure and cover the entire life cycle of these transactions: commercial management, legal procedures and potential recovery management.

As has already been discussed in this section, the Group's anticipatory management of these risks enabled it to significantly reduce its exposure, and it has a granular, geographically diversified portfolio in which the financing of second residences accounts for a very small proportion of the total.

Mortgage lending on non-urban land represents a low percentage of mortgage exposure to land, while the remainder relates to land already classified as urban or approved for development.

The significant reduction of exposure in the case of residential financing projects in which the construction work has already been completed was based on various actions. As well as the specialised marketing channels already in existence, campaigns were carried out with the support of specific teams of managers for this function who, in the case of the Santander Network,

were directly supervised by the recoveries business area. These campaigns, which involved the direct management of the projects with property developers and purchasers, reducing sale prices and adapting the lending conditions to the buyers' needs, enabled loans already in force to be subrogated. These subrogations enable the Group to diversify its risk in a business segment that displays a clearly lower non-performing loans ratio.

In the case of construction-phase projects that are experiencing difficulties of any kind, the policy adopted is to ensure completion of the construction work so as to obtain completed buildings that can be sold in the market. To achieve this aim, the projects are analysed on a case-by-case basis in order to adopt the most effective series of measures for each case (structured payments to suppliers to ensure completion of the work, specific schedules for drawing down amounts, etc.).

The loan approval processes are managed by specialist teams which, working in direct coordination with the sales teams, have a set of clearly defined policies and criteria:

- Property developers with a robust solvency profile and a proven track record in the market.
- Medium-high level projects, conducting to contracted demand and significant cities.
- Strict criteria regarding the specific parameters of the transactions: exclusive financing for the construction cost, high percentages of accredited sales, principal residence financing, etc.
- Support of financing of government-subsidised housing, with accredited sales percentages.
- Restricted financing of land purchases dealt with exceptional nature.

In addition to the permanent control performed by its risk monitoring teams, the Group has a specialist technical unit that monitors and controls this portfolio with regard to the stage of completion of construction work, planning compliance and sales control, and validates and controls progress billing payments. The Group has created a set of specific tools for this function. All mortgage distributions, amounts drawn down of any kind, changes made to the grace periods, etc. are authorized on a centralised basis.

#### Foreclosed properties

At 31 December 2016, the net balance of these assets amounted to EUR 4,902 million (gross amount: EUR 10,733 million; recognised allowance: EUR 5,831 million, of which EUR 3,286 million related to impairment after the foreclosure date).

The following table shows the detail of the assets foreclosed by the businesses in Spain at the end of 2016:

Millions of euros

	31-12-16			
	Gross carrying amount	Valuation adjustments	Of which: Impairment losses on assets since time of foreclosure	Carrying amount
Property assets arising from financing provided to construction and property development companies	8,625	4,764	2,970	3,861
Of which:				
Completed buildings	2,572	1,080	468	1,492
Residential	1,003	406	158	597
Other	1,569	674	310	895
Buildings under construction	762	382	246	380
Residential	746	373	245	373
Other	16	9	1	7
Land	5,291	3,302	2,256	1,989
Developed land	1,787	1,082	699	705
Other land	3,504	2,220	1,557	1,284
Property assets from home purchase mortgage loans to households	2,108	1,067	316	1,041
<b>Total property assets</b>	<b>10,733</b>	<b>5,831</b>	<b>3,286</b>	<b>4,902</b>

In recent years, the Group has considered foreclosure to be a more efficient method for resolving cases of default than legal proceedings. The Group initially recognises foreclosed assets at the lower of the carrying amount of the debt (net of provisions) and the fair value of the foreclosed asset (less estimated costs to sell).

If fair value (less costs to sell) is lower than the net value of the debt, the difference is recognised under Impairment losses on financial assets (net) - Loans and receivables in the consolidated income statement for the year. Subsequent to initial recognition, the assets are measured at the lower of fair value (less costs to sell) and the amount initially recognised. The fair value of this type of assets is determined by the Group's directors based on evidence obtained from qualified valuers or evidence of recent transactions

The management of real estate assets on the balance sheet is carried out through companies specializing in the sale of real estate that is complemented by the structure of the commercial network. The sale is realized with levels of price reduction in line with the market situation

The changes in foreclosed properties were as follows:

Thousands of millions of euros

	2016	2015	2014
Gross additions	1.3	1.7	1.8
Disposals	(1.3)	(1.1)	(0.9)
Difference	-	0.6	0.9

### 3.3. United States

The credit risk of Santander's USA subsidiary stood at EUR 91,709<sup>4</sup> million at year-end 2016. This subsidiary comprises the following business units, after their integration under Santander Holdings USA in July:

- **Santander Bank N.A.:** With total loans, including off-balance sheet exposure, of EUR 54,040 million (59% of Santander US total). Its lending activity is focused on retail and commercial banking, of which 33% is with individuals and approximately 67% with companies. One of the main strategic goals for this unit is its transformation plan. This focuses on compliance with all regulatory programs, together with the development of the retail and commercial banking model towards a comprehensive solution for its customers.

Most of the lending of Santander Bank is secured - around 60% of the total - mainly in the form of mortgages to individuals and also in companies lending. This explains its low NPL ratio and cost of credit. The credit exposure has remain steady during 2016.

The NPL ratio remains very low, standing at 1.33% at 31 December. The increase is explained by NPL classifications carried out in the first quarter for the Oil & Gas sector, which were offset by significant improvements throughout the rest of the year due to active portfolio management and favourable movements in oil prices. The cost of credit stood at 0.23%, up 10 b.p. compared to year-end 2015, due mainly to increased coverage for customers in this sector. The coverage ratio, therefore, remains at comfortable levels ending the year at 100%.

4. Including EUR 17 million of investment under Holding.



- **Santander Consumer Holdings USA (SC USA):** Focused on Automobile financing with lending of EUR 28,590 million (31% of the total for the USA), including vehicle leasing amounting to EUR 9,120 million. This activity is mainly based on its relationship with the Fiat Chrysler Automobiles (FCA) group, which dates back to 2013. Through this agreement, SC USA became the preferred lender for Chrysler vehicles in the USA. As a result, 48% of its current balance relates to loans and leasing for Chrysler vehicles. Its priority is to improve its portfolio mix, which started to be achieved in 2016, as described in greater detail on this unit's specific section.

The risk indicators for Santander Consumer USA are higher than those of the other US units, due to the nature of its business, which focuses on vehicle financing through loans and leasing. The credit profile of the unit's customers covers a wide spectrum as SC USA seeks to optimise the risk assumed and the associated returns. This means that the costs of credit are higher than those in other Group units, but these are compensated by the returns generated. This is facilitated by one of the most advanced technological platforms in the industry, including a servicing structure for third parties that is scalable and extremely efficient. Other competitive advantages include its excellent knowledge of the market and the use of internally-developed pricing, admission, monitoring and recovery models, based on effective management of comprehensive databases. This is complemented by the availability of numerous other business tools, such as discounts from the brands (OEM - Original Equipment Manufacturers), pricing policies with highly responsive recalibration capacity, strict monitoring of new production and optimised recovery management.

These figures also include the personal lending portfolio, which is considered non-strategic. In early 2016 the Lending Club business (peer to peer) was sold for EUR 824 million.

The NPL ratio remains moderate at 3.84% (up 18 b.p. compared to the previous year), thanks to preventive delinquency management accordingly to the type of business involved. The cost of credit improved to 10.72%, from 10.97% at year-end 2015. This was due to new risk policies implemented in the first quarter, with more demanding criteria resulting in a higher quality mix of new lending, and lower volumes.

The leasing portfolio - business carried out exclusively under the FCA agreement and focused on customers with high quality credit profiles - grew by 30.9% in the year, to EUR 9,120 million. The performance of customers has been positive, and the focus is now on managing and mitigating the residual value risk of the portfolio: i.e. the difference between the book value of the vehicles at the time of underwriting of the leasing agreement, and their potential value at potential value at maturity. These mitigating actions are carried out in accordance with the prudent risk appetite framework, through the definition of limits, and through management of the business, with rapid and efficient sales of the vehicles when the agreements end. The unit is currently evaluating "share-agreement" structures and sales agreements with third parties.

The growth in this portfolio has maintained profitability at adequate levels, with revenues performing favourably. This is reflected in the positive results for leases that matured during the year, and the mark-to-market valuation of vehicles in the portfolio compared to their book value, amounting to EUR 67 million at year-end 2016.

The coverage ratio remains high, at 328% compared to 337% in the previous year.

- **Other USA businesses:** Banco Santander Puerto Rico (BSPR) is a retail and commercial bank operating in Puerto Rico. Its lending stood at EUR 3,843 million at year-end 2016, 4% of total lending in the USA. Santander Investment Securities (SIS), Nueva York, is dedicated to wholesale banking, with total lending at year-end 2016 of EUR 1,459 million (2% of the USA total). Finally, Banco Santander International (BSI), Miami, focuses mainly on private banking. Its lending stood at EUR 3,760 million at year-end 2016, 4% of total lending in the USA.

At an aggregate level, Santander USA's lending increased by 1.1% compared to year-end 2015. Non-performing loans and cost of credit remained stable. This was due to the improved performance of SC USA's Auto portfolios, following the implementation of new risk policies in the first quarter to improve the profile of new originations, and adjustments to the Oil & Gas sector in Santander Bank, in line with the industry. The NPL ratio stood at 2.28% (+15 b.p.) at year end, with a cost of credit of 3.68% (+2 b.p.).

Great progress has been made in projects related to existing regulatory commitments, particularly with regard to stress testing and CCAR (Comprehensive Capital Adequacy and Review) exercises, reducing the number of outstanding recommendations by 66%.

### 3.4. Brazil

Credit risk in Brazil amounts to EUR 89,572 million, up 24.1% against 2015 and largely due to the strengthening of the Brazilian currency. Santander Brasil thus accounts for 10.5% of all Grupo Santander lending. It is adequately diversified and with a mainly retail profile (51.4% individuals, consumer finance and SMEs), without significant balances on mortgage portfolio.

The strategy focused on changing the mix used in recent years continued during 2016. Stronger growth was obtained in segments with a more conservative profile, fostering customer loyalty and digitalisation at the same time. The individuals segment was marked by growth in the mortgage portfolio and the portfolio of payroll discount loans (marketed under the brand name Olé Consignado), commercial efforts aimed at the select segment, and by marketing campaigns to increase card exposure in the third quarter.

The NPL ratio stood at 5.90% at the end of 2016. Despite the economic situation, the outlook in Brazil is increasingly optimistic, as shown by the increase in confidence indicators and also inflation, which is converging towards the government's target range. As a result, the official interest rate (SELIC) has been reduced at recent meetings of the Monetary Policy Committee, after a period of increases. Nonetheless, the recovery could prove to be slower in terms of GDP and in employment, with direct impact on NPL entries/exists.

In view of this situation, Santander Brazil has implemented a series of measures to strengthen risk management. These measures focus both on improving the quality of new production and on mitigating the effects of the aforementioned adverse environment on the portfolio. This package of measures is based mainly on preventive management of arrears, thus anticipating possible further deterioration of customer balances. The highlights of the defensive measures included in the plan are as follows:

- Preventive management of delinquency, extended through the payroll discount model ("consignado").
- Implementation of specific renegotiation products for different segments and products (Santander Financiamentos and real estate lending).
- Reduction of limits for high risk products and customers, and implementation of maximum indebtedness limits.
- Migration from revolving products to instalment repayment products
- Increased collateralisation of the portfolio.
- Improved admission models, which are more accurate and predictive, and collection channels.
- More tailored treatment of the largest SMEs.
- Management of risk appetite by sectors, and restrictions on powers in the most critical sectors.

The coverage ratio stood at 93,1 % at 2016 year-end.

## 4. Credit risk from other standpoints

### 4.1. Credit risk from financial market operations

This concept includes the credit risk arising in treasury operations with customers, mainly credit institutions. These operations are performed using both money market financing products arranged with various financial institutions and products with counterparty risk intended to provide service to the Group's customers.

As defined in Chapter of the CRR (Regulation (EU) No 575/2013), counterparty credit risk is the risk that the counterparty to a transaction could default before the final settlement of the transaction's cash flows. It includes the following types of transaction: derivative instruments, repurchase agreements, securities or commodities lending transactions, deferred settlement transactions and guarantee financing transactions.

The Group uses two methods to measure its exposure to this risk: a mark-to-market method (replacement cost for derivatives or amount drawn down for committed facilities) including an add-on for potential future exposure; and another method, introduced in mid-2014 for certain regions and products, which calculates exposure using Monte Carlo simulations. Calculations are also performed of capital at risk or unexpected loss (i.e. the loss which, once the expected loss is subtracted, constitutes the economic capital, net of guarantees and recoveries).

When the markets close, the exposures are recalculated by adjusting all the transactions to their new time horizon, the potential future exposure is adjusted and mitigation measures are applied (netting arrangements, collateral arrangements, etc.) so that the exposures can be controlled daily against the limits approved by senior management. Risk control is performed using an integrated, real-time system that enables the Group to know at any time the unused exposure limit with respect to any counterparty, for any product and maturity and at any Group unit.

### 4.2. Concentration risk

Concentration risk control is key to the risk management process. The Group continuously monitors the degree of credit risk concentration, by country, sector and customer group.

The Board of Directors, by reference to the risk appetite, determines the maximum levels of concentration. In keeping with the risk appetite, the executive risk committee establishes the risk policies and reviews the appropriate exposure limits to ensure the adequate management of credit risk concentration.

In geographical terms, credit risk exposure to customers is diversified in the main markets where the Group has a presence.

The Group is subject to the regulation of "Large Exposures" contained in Part Four of CRR (Regulation (EU) No 575/2013), according to which an institution's exposure to a customer or group of connected customers is considered a "large exposure" where its value is equal to or exceeds 10% of its eligible capital.



Additionally, in order to limit large exposures, an institution may not incur an exposure to a customer or group of connected customers the value of which exceeds 25% of its eligible capital, after taking into account the effect of the credit risk mitigation contained in the Regulation.

The regulatory credit exposure with the 20 largest groups within the sphere of large risks represented 4.7% of outstanding credit risk with clients (lending plus balance sheet risks).

The Group's risk division works closely with the financial division to actively manage credit portfolios. Its activities include reducing the concentration of exposures through various techniques, such as using credit derivatives and securitisations to optimise the risk-return relationship for the whole portfolio.

The detail, by activity and geographical area of the counterparty, of the concentration of the Group's risk at 31 December 2016 is as follows:

### 31-12-16\*

Millions of euros

	<b>Total</b>	<b>Spain</b>	<b>Other EU countries</b>	<b>America</b>	<b>Rest of the world</b>
Centrals banks and Credit institutions	223,198	29,476	84,547	95,128	14,047
Public sector	181,423	60,254	43,812	73,500	3,857
<i>Of which:</i>					
<i>Central government</i>	155,921	47,229	34,628	70,280	3,784
<i>Other central government</i>	25,502	13,025	9,184	3,220	73
Other financial institutions (financial business activity)	80,135	14,306	35,007	28,881	1,941
Non-financial companies and individual entrepreneurs (Non-financial business activity) (broken down by purpose)	336,026	88,252	96,717	137,257	13,800
<i>Of which:</i>					
<i>Construction and property development</i>	29,463	5,066	5,628	18,597	172
<i>Civil engineering construction</i>	7,289	3,292	2,023	1,974	-
<i>Large companies</i>	205,992	48,715	57,986	86,929	12,362
<i>SMEs and individual entrepreneurs</i>	93,282	31,179	31,080	29,757	1,266
Households – other (broken down by purpose)	457,948	66,253	275,314	108,957	7,424
<i>Of which:</i>					
<i>Residential</i>	296,342	47,611	208,842	39,575	314
<i>Consumer loans</i>	140,823	13,172	61,042	61,909	4,700
<i>Other purposes</i>	20,783	5,470	5,430	7,473	2,410
<b>Total</b>	<b>1,278,730</b>	<b>258,541</b>	<b>535,397</b>	<b>443,723</b>	<b>41,069</b>

\* For the purposes of this table, the definition of risk includes the following items in the public balance sheet: Loans and advances to credit institutions, Loans and advances to Central Banks, Loans and advances to Customers, Debt Instruments, Equity Instruments, trading Derivatives, Hedging derivatives, Investments and financial guarantees given.

### 4.3. Country risk

Country risk is a credit risk component inherent in all cross-border credit transactions due to circumstances other than ordinary commercial risk. Its main elements are sovereign risk, transfer risk and other risks that can affect international financial operations (war, natural disasters, balance of payments crises, etc.).

At 31 December 2016, the provisionable country risk exposure amounted to EUR 181 million (2015: EUR 193 million). The allowance recognised in this connection at 2016 year-end amounted to EUR 29 million, as compared with EUR 25 million at 2015 year-end.

The Group's country risk management policies continued to adhere to a principle of maximum prudence, and country risk is assumed, applying highly selective criteria, in transactions that are clearly profitable for the Group and bolster its global relationship with its customers.

### 4.4. Sovereign risk and exposure to other public sector entities

As a general rule, the Group considers sovereign risk to be the risk assumed in transactions with the central bank (including the regulatory cash reserve requirement), the issuer risk of the Treasury or similar body (government debt securities) and the risk arising from transactions with public entities that have the following features: their funds are obtained only from fiscal income; they are legally recognised as entities directly included in the central government public sector; and their activities are of a non-commercial nature.

This criterion, which has been employed historically by the Group, differs in certain respects from that requested by the European Banking Authority (EBA) for its periodic stress tests. The most significant differences are that the EBA's criteria do not include risk exposure to central banks, exposure to insurance companies or indirect exposure by means of guarantees or other instruments. However, they do include exposure to public sector entities (including regional and local entities) in general, not only the central government public sector.

Sovereign risk exposure (per the criteria applied at the Group) arises mainly from the subsidiary banks' obligations to make certain deposits at the corresponding central banks, from the arrangement of deposits using liquidity surpluses, and from the fixed-income portfolios held as part of the on-balance-sheet structural interest rate risk management strategy and in the trading books of the treasury departments. The vast majority of these exposures are taken in local currency and are financed out of local customer deposits, also denominated in local currency.

The detail at 31 December 2016, 2015 and 2014, based on the Group's management of each portfolio, of the Group's sovereign risk exposure, net of the short positions held with the respective countries, taking into consideration the aforementioned criterion established by the European Banking Authority (EBA), is as follows:

31-12-16

Millions of euros

Country	Portfolio				
	Financial assets held for trading and Financial assets designated at fair value through profit or loss*	Financial assets available-for-sale	Loans and receivables	Held-to maturity investments	Total net direct exposure
Spain	9,415	23,415	11,085	1,978	45,893
Portugal	(58)	5,982	1,143	4	7,072
Italy	1,453	492	7	-	1,952
Greece	-	-	-	-	-
Ireland	-	-	-	-	-
Rest of eurozone	(1,171)	751	79	-	(341)
United Kingdom	475	1,938	7,463	7,764	17,639
Poland	287	5,973	30	-	6,290
Rest of Europe	-	502	289	-	791
United States	1,174	3,819	720	-	5,713
Brazil	4,044	16,098	1,190	2,954	24,286
Mexico	2,216	5,072	3,173	-	10,461
Chile	428	2,768	330	-	3,525
Other American countries	134	497	541	-	1,172
Rest of the world	1,903	889	683	-	3,475
<b>Total</b>	<b>20,300</b>	<b>68,197</b>	<b>26,732</b>	<b>12,701</b>	<b>127,930</b>

\* Includes short positions.

In addition, at 31 December 2016 the Group had net direct derivative exposures the fair value of which amounted to EUR 2,505 million and net indirect derivative exposures the fair value of which amounted to EUR 2 million.





31-12-15

Millions of euros

Country	Portfolio				
	Financial assets held for trading and Financial assets designated at fair value through profit or loss*	Financial assets available-for-sale	Loans and receivables	Held-to maturity investments	Total net direct exposure
Spain	8,954	26,443	11,272	2,025	48,694
Portugal	104	7,916	1,987	-	10,007
Italy	2,717	-	-	-	2,717
Greece	-	-	-	-	-
Ireland	-	-	-	-	-
Rest of eurozone	(211)	143	69	-	1
United Kingdom	(786)	5,808	141	-	5,163
Poland	13	5,346	42	-	5,401
Rest of Europe	120	312	238	-	670
United States	280	4,338	475	-	5,093
Brazil	7,274	13,522	947	2,186	23,929
Mexico	6,617	3,630	272	-	10,519
Chile	193	1,601	3,568	-	5,362
Other American countries	155	1,204	443	-	1,802
Rest of the world	3,657	1,687	546	-	5,890
<b>Total</b>	<b>29,087</b>	<b>71,950</b>	<b>20,000</b>	<b>4,211</b>	<b>125,248</b>

\* Includes short positions.

In addition, at 31 December 2015 the Group had net direct derivative exposures the fair value of which amounted to EUR 2,070 million and net indirect derivative exposures the fair value of which amounted to EUR 25 million.

31-12-14

Millions of euros

Country	Portfolio			
	Financial assets held for trading and Financial assets designated at fair value through profit or loss*	Financial assets available-for-sale	Loans and receivables	Total net direct exposure
Spain	5,778	23,893	15,098	44,769
Portugal	104	7,811	589	8,504
Italy	1,725	-	-	1,725
Greece	-	-	-	-
Ireland	-	-	-	-
Rest of eurozone	(1,070)	3	1	(1,066)
United Kingdom	(613)	6,669	144	6,200
Poland	5	5,831	30	5,866
Rest of Europe	1,165	444	46	1,655
United States	88	2,897	664	3,649
Brazil	11,144	17,685	783	29,612
Mexico	2,344	2,467	3,464	8,275
Chile	593	1,340	248	2,181
Other American countries	181	1,248	520	1,949
Rest of the world	4,840	906	618	6,364
<b>Total</b>	<b>26,284</b>	<b>71,194</b>	<b>22,205</b>	<b>119,683</b>

\* Includes short positions.

In addition, at 31 December 2014 the Group had net direct derivative exposures the fair value of which amounted to EUR 1,028 million and net indirect derivative exposures the fair value of which amounted to EUR 5 million. Also, the Group did not have any exposure to held-to-maturity investments.

#### 4.5. Social and environmental risk

Banco Santander fosters the protection, conservation and recovery of the environment and the fight against climate change. To do so, Santander analyses the social and environmental risks of its funding transactions in the framework of its sustainability policies. These policies were updated in late 2015 after a painstaking review process in which the best international practices and standards were taken into account).

During 2016, the Group went to great lengths to communicate and disseminate the new versions, coordination between the different teams was stepped up, and internal processes were improved to apply the new requirements of the social and environmental policies. Supporting documentation was developed for the business and risks teams, and a training course was given by external experts designed for the areas which take part in implementing the policies in sensitive sectors such as energy and soft commodities (related to the primary sector), and in other sectors such as mining-metals and chemicals. A total of 440 pupils from across the geographical spectrum in which the Group operates took part in the course.

#### 5.5. Credit risk cycle

The credit risk management process consists of identifying, analysing, controlling and deciding on, as appropriate, the risks incurred in the Group's operations. The parties involved in this process are the business areas, senior management and the risk units.

Credit risk management is organised around a sound organisational and governance model, with the participation of the board of directors and the executive risk committee, which establishes the risk policies and procedures, the limits and delegation of powers, and approved and oversees the framework of the credit risk function.

Exclusively within the field of credit risk, the credit risk control committee is the collegiate body responsible for credit risk oversight and control of the Group. The aim of the committee is to effectively control credit risk, ensuring and advising the Chief Risk Officer and the risk control committee that credit risk is managed in accordance with Group's level of risk appetite approved by the board of directors, which includes identifying and monitoring current and emerging credit risk and its impact on the Group's risk profile.

The risk cycle has three phases: pre-sale, sale and post-sale. The process is constantly revised, incorporating the results and conclusions of the after-sale phase to the study of risk and presale planning.

#### 5.1. Risk analysis and credit rating process

In general, the risk analysis consists of examining the customer's ability to meet its contractual obligations to the Group and to other creditors. This involves analysing the customer's credit quality, its risk transactions, its solvency and the return to be obtained in view of the risk assumed.

Since 1993 the Group has used internal rating models for this purpose. These mechanisms are used in both the wholesale segment SGCB - Santander Global Corporate Banking (sovereigns, financial institutions and corporate banking) and the other companies and institutions segment.

The rating is obtained from a quantitative module based on balance sheet ratios or macroeconomic variables and supplemented by the analyst's expert judgement.

Ratings assigned to customers are reviewed periodically to include any new financial information available and the experience in the banking relationship. The frequency of the reviews is increased in the case of customers that reach certain levels in the automatic warning systems and of customers classified as requiring special monitoring. The rating tools themselves are also reviewed in order to progressively fine-tune the ratings they provide.

#### 5.2. Planning (Commercial Strategic Plan)

The purpose of this phase is to limit the risk levels assumed by the Group, efficiently and comprehensively.

The credit risk planning process serves to set the budgets and limits at portfolio level. Planning is carried out through the Strategic Commercial Plan (SCP), created as a joint initiative between the sales and risk areas.

Approval and monitoring is the responsibility of each entity's top executive risk committee. Validation and monitoring is performed at corporate level.

The PECs enable the map of all the Group's loan portfolios to be defined.

#### Scenario analysis

Credit risk scenario analysis enables senior management to gain a clearer understanding of the performance of the portfolio in response to changing market and circumstantial conditions and it is a basic tool for assessing the adequacy of the provisions recognised and the capital held to cater for stress scenarios.

Scenario analysis is applied to all of the Group's significant portfolios, usually over a three year horizon. The process involves the following main stages:

- Definition of benchmark scenarios for the central or most likely (baseline scenario) and more stressed scenarios, which are less likely, but still possible (stress scenarios).
- Determination of the value of the risk parameters (probability of default, loss given default) in various scenarios.
- Estimation of the expected loss associated with each of the scenarios considered and of the other salient credit risk metrics derived from the parameters obtained (non-performing loans, provisions, ratios, etc.).
- Analysis of the changes in the credit risk profile at portfolio, segment, unit and Group level in various scenarios and in comparison with previous years.
- A series of controls and comparisons are run to ensure that the controls and back-testing are adequate, thus completing the process.

The entire process takes place within a corporate governance framework, and is thus adapted to the growing importance of this framework and to best market practices, assisting the Group's senior management in gathering knowledge and in their decision making.

#### 5.3. Establishment of limits, pre-classifications and pre-approvals

Limits are planned and established using documents agreed between the business and risk areas and approved by the executive risk committee or committees delegated by it, in which the expected

business results, in terms of risk and return, are set out, together with the limits to which this activity is subject and management of the associated risks by group or customer.

Also, an analysis is conducted at customer level in the wholesale and other companies and institutions segments. When certain features concur, an individual limit is established for the customer (pre-classification).

Thus, for large corporate groups a pre-classification model based on an economic capital measurement and monitoring system is used. The result of the pre-classification is the maximum level of risk that can be assumed vis-à-vis a customer or group in terms of amount or maturity. In the companies segment, a simplified pre-classification model is applied for customers meeting certain requirements (thorough knowledge, rating, etc.).

#### 5.4. Transaction decision-making

The sale phase comprises the decision-making process, the aim of which is to analyse and resolve upon transactions, since approval by the risk unit is a pre-requisite for the arrangement of any risk transaction. This process must consider the transaction approval policies defined and take into account both the risk appetite and any transaction elements that are important in achieving a balance between risk and return.

In the sphere of lower-revenue individuals, businesses and SMEs, the management of large volumes of loan transactions is facilitated by the use of automatic decision-making models that rate the customer/loan relationship. Thus, loans are classified in homogeneous risk groups using the rating assigned to the transaction by the model on the basis of information on the features of the transaction and the borrower.

The preliminary limit-setting stage can follow two different paths, giving rise to different types of decisions in the companies sphere:

- Automatic decisions, consisting of verification by the business that the proposed transaction (in terms of amount, product, maturity and other conditions) falls within the limits authorized pursuant to the aforementioned pre-classification. This process is generally applied to corporate pre-classifications.
- Decisions requiring the analyst's authorisation, even if the transaction meets the amount, maturity and other conditions established in the pre-classified limit. This process applies to pre-classifications of retail banking companies.

#### Credit risk mitigation techniques

The Group applies various methods of reducing credit risk, depending, *inter alia*, on the type of customer and product. As we shall see, some of these methods are specific to a particular type of transaction (e.g. real estate guarantees) while others apply to groups of transactions (e.g. netting and collateral arrangements).

The various mitigation techniques can be grouped into the following categories:

##### Netting by counterparty

Netting refers to the possibility of determining a net balance of transactions of the same type, under the umbrella of a master agreement such as an ISDA or similar agreement.

It consists of aggregating the positive and negative market values of the derivatives transactions entered into by the Group with

a particular counterparty, so that, in the event of default, the counterparty owes the Group (or the Group owes the counterparty, if the net figure is negative) a single net figure and not a series of positive or negative amounts relating to each of the transactions entered into with the counterparty.

An important aspect of master agreements is that they represent a single legal obligation encompassing all the transactions they cover. This is the key to being able to set off the risks of all the transactions covered by the contract with the same counterparty.

#### Collateral

Collateral refers to the assets pledged by the customer or a third party to secure the performance of an obligation. Collateral may be:

- Financial: cash, security deposits, gold, etc.
- Non-financial: property (both residential and commercial), other movable property, etc.

From the risk acceptance standpoint, collateral of the highest possible quality is required. For regulatory capital calculation purposes, only collateral that meets the minimum quality requirements described in the Basel capital accords can be taken into consideration.

One very important example of financial collateral is the collateral agreement. Collateral agreements comprise a set of highly liquid instruments with a certain economic value that are deposited or transferred by a counterparty in favour of another party in order to guarantee or reduce any counterparty credit risk that might arise from the portfolios of derivative transactions between the parties in which there is exposure to risk.

Collateral agreements vary in nature but, whichever the specific form of collateralisation may be, the ultimate aim, as with the netting technique, is to reduce counterparty risk.

Transactions subject to a collateral agreement are assessed periodically (normally on a daily basis). The agreed-upon parameters defined in the agreement are applied to the net balance arising from these assessments, from which the collateral amount (normally cash or securities) payable to or receivable from the counterparty is obtained.

With regard to real estate collateral, periodic re-appraisal processes are in place, based on the actual market values for the different types of real estate, which meet all the requirements established by the regulator.

#### Personal guarantees and credit derivatives

Personal guarantees are guarantees that make a third party liable for another party's obligations to the Group. They include, for example, security deposits, suretyships and standby letters of credit. Only guarantees provided by third parties that meet the minimum requirements established by the supervisor can be recognised for capital calculation purposes.

Credit derivatives are financial instruments whose main objective is to cover credit risk by acquiring protection from a third party, through which the bank transfers the issuer risk of the underlying asset. Credit derivatives are over the counter (OTC) instruments that are traded in non-organised markets. Hedging with credit derivatives, mainly through credit default swaps, is contracted with front-line banks.

### 5.5. Monitoring/anticipation

The monitoring function is founded on a process of ongoing observation, which makes it possible to detect early any changes that might arise in customers' credit quality, so that action can be taken to correct any deviations with an adverse impact.

Monitoring is based on the segmentation of customers, is performed by dedicated local and global risk teams and is complemented by the work performed by internal audit. In the individuals model this function is performed using customer behaviour valuation models. In the business and SME with assigned analyst model, the function consists, among other things, of identifying and tracking customers whose situations require closer monitoring, reviewing ratings and continuously monitoring indicators.

Four degrees are distinguished depending on the level of concern about the observed circumstances (extinguish, secure, reduce, monitor). The inclusion of a position in one of these four levels does not mean that default has occurred, but rather that it is advisable to adopt a specific policy toward that position, establishing a responsible person and time frame for it. Customers classified in this way are reviewed at least every six months, and every quarter in the most serious cases. A company can be classified in one of these levels as a result of surveillance, a decision by the officer responsible for the customer, the triggering of the system established for automatic warnings, or internal audit reviews.

Ratings are reviewed at least every year, but if weaknesses are detected, or on the basis of the rating, it is done more regularly.

Surveillance of the risks of individual customers, businesses and SMEs with a low turnover is carried out through automatic alerts for the main indicators, in order to detect shifts in the performance of the loan portfolio with respect to the forecasts in strategic plans.

### 5.6. Measurement and control

As well as monitoring customer credit quality, Santander establishes the control procedures needed to analyse the current portfolio and its evolution, through the various phases of credit risk.

The function uses a comprehensive vision of credit risk to assess risks from various complementary perspectives, with the main elements being control by countries, business areas, management models, products, etc, facilitating early detection of points for specific attention, and preparing action plans to correct any deteriorations.

Portfolio analysis permanently and systematically controls the evolution of risk with respect to budgets, limits and benchmark standards, assessing the impacts of future situations, both exogenous and resulting from strategic decisions, to establish measures to bring the risk portfolio profile and volumes within the parameters set by the Group and in line with its risk appetite.

### 5.7. Recovery management

Recovery is a significant function within the sphere of the Group's risk management. This function is performed by the recovery and collection unit, which defines a global strategy and an integrated approach to recovery management.

The Group has in place a corporate management model that defines the general recovery action guidelines. These guidelines are applied in the various countries, always taking into account the local peculiarities required for the recovery activity, due either to the local economic environment, to the business model or to a combination of both. The Recovery Units are business areas involving direct customer management and, accordingly, this corporate model has a business approach that creates value sustainably over time on the basis of effective and efficient collection management, achieved through either the return of unpaid balances to performing status or the full recovery thereof.

The recovery management model requires the proper coordination of all management areas (recovery business, commercial, technology and operations, human resources and risk) and the management processes and methodology supporting it are reviewed and enhanced on an ongoing basis, through the application of the best practices developed in the various countries.

In order to manage recovery properly, action is taken in four main phases irregularity or early non-payment; recovery of non-performing loans; recovery of write-offs; and management of foreclosed assets. Indeed, the recovery function begins before the first non-payment, when the customer shows signs of impairment and ends when the debt has been paid or returned to normal. The function aims to anticipate non-compliance and is focused on preventative management

The current macroeconomic environment directly impacts the non-performance ratio and customer delinquency. The quality of portfolios is thus fundamental for the development and growth of our businesses in different countries. Debt collection and recovery functions are given a special and continuous focus, in order to ensure that this quality always remains within expected levels

The diverse features of our customers make segmentation necessary in order to manage recoveries adequately. Mass management of large groups of customers with similar profiles and products is conducted through processes with a high technological component, while personalised management focuses on customers who, because of their profile, require a specific manager and more individualised management

Recovery activity has been aligned with the socio-economic reality of our countries and different risk management mechanisms are used with adequate prudential criteria on the basis of age, guarantees and conditions, always ensuring, as a minimum, the required classification and provisions.

Particular emphasis in the recovery function is placed on management of the aforementioned early management mechanisms, in line with corporate policies, taking account of local realities and closely tracking vintages, stocks and performance. These policies are renewed and regularly adapted to reflect best management practices and regulatory changes.

As well as measures to adapt transactions to the customer's payment capacity, another important feature is recovery management, which seeks non-judicial solutions to achieve early payment of debts.

One of the ways to recover debt from customers who have suffered a severe deterioration in their repayment capacity is through repossession (judicial or in lieu of payment) of the real

estate assets that serve as collateral for the loans. In countries with a high exposure to real estate risk, such as Spain, very efficient sales management instruments have been put in place that enable capital to be recovered by the bank, reducing the stock on the balance sheet at a faster pace than other banks.

### Forborne loan portfolio

Forbearance is defined as the modification of the payment conditions of a transaction which allow a customer who is experiencing financial difficulties (current or foreseeable) to fulfil its payment obligations, on the basis that whether this modification was not to be made it would be reasonably certain that it would not be able to meet its financial obligations. The modification could be done in the same original transaction or through a new transaction which replaces the previous one. The aforementioned modifications are driven by concessions from the bank to the customer (concessions more favourable than those that are established in the market).

The Bank has a detailed corporate policy for forbearance which acts as a reference in the various local transpositions of all the financial institutions that form part of the Group. These share the general principles established in the new Bank of Spain circular 4/2016 and the technical criteria published in 2014 by the European Banking Authority, developing them in a more granular way on the basis of the level of customer impairment.

This policy sets down rigorous criteria for the evaluation, classification and monitoring of such transactions, ensuring the strictest possible care and diligence in their granting and follow up. These forbearance principles:

- Must be focused on recovery of the amounts due; must adapt the payment obligations to the customer's actual situation; and must recognise a loss as soon as possible, if any amounts are deemed irrecoverable.
- Forbearances may never be used to delay immediate recognition of losses or to hinder appropriate recognition of risks of default.
- Further forbearance may also be granted if it is deemed appropriate in order to maximise recoveries, providing this does not in any way represent an incentive for non-payment by the customer.
- Restructuring must always envisage maintaining existing guarantees and, if possible, improving them.
- Forbearance decisions must be based on analysis of the transaction at a suitable level of the organisation other than that which granted the initial transaction, or must be reviewed by a higher decisionmaking level or body.

Instances have been established for considering transactions to be experiencing financial difficulties, and therefore to be eligible for consideration for forbearance. Although the consideration of financial difficulties remains the responsibility of the analyst or manager, based on a number of risk indicators (high indebtedness, falling turnover, narrowing margins, impaired access to markets, operations included in a debt sustainability accord, risks relating to holders declared bankrupt with no liquidation filing, etc.), an operation can be considered for forbearance if it has been past due for more than 30 days at least once in the three months prior to the modification.

Classification criteria have also been defined for forborne transactions, in order to ensure risks are recognised appropriately. Transactions not classified as doubtful at the time of the forbearance are in general considered normal but under special surveillance. Those operations that remain classified as doubtful risk for not meeting the requirements for their reclassification to another category at the time of forbearance must fulfil a 12-month schedule of prudent payments, to ensure with reasonable certainty that the customer has recovered their payment capacity and is no longer doubtful.

The operation is no longer considered doubtful once this period has been completed, but remains subject to a trial period of special surveillance. This surveillance continues: whilst it is considered that the customer might still be experiencing financial difficulties; for at least two years; until the holder has paid all principal and interest outstanding from the date of the restructuring or refinancing; and providing that the holder has no other operations with amounts more than 30 days past due at the end of the trial period.

The internal models used by the Group for provisioning purposes include forborne transactions as follows:

- Customers not subject to individual monitoring: the internal models consider forborne transactions as a distinct segment with its own probability of default calculated on the basis of past experience, considering, among other factors, the performance of the successive forbearance measures.
- Customers subject to individual monitoring: the internal rating is an essential input in determining the probability of default. This rating is impacted by factors which are monitored regularly and must be updated at least once every six months for customers with forborne transactions.

At 31 December 2016, 37% of the forborne loan portfolio had undergone several modifications.

The following terms are used in Bank of Spain Circular 4/2016 with the meanings specified:

- Refinancing transaction: transaction that is granted or used, for reasons relating to current or foreseeable financial difficulties of the borrower, to repay one or more of the transactions granted to it, or through which the payments on such transactions are brought fully or partially up to date, in order to enable the borrowers of the cancelled or refinanced transactions to repay their debt (principal and interest) because they are unable, or might foreseeably become unable, to comply with the conditions thereof in due time and form.
- Restructured transaction: transaction with respect to which, for economic or legal reasons relating to current or foreseeable financial difficulties of the borrower, the financial terms and conditions are modified in order to facilitate the payment of the debt (principal and interest) because the borrower is unable, or might foreseeably become unable, to comply with the aforementioned terms and conditions in due time and form, even if such modification is envisaged in the agreement.

## Current refinancing and restructuring balances 31-12-16

Amounts in millions of euros, except number of operations that are in units

	Total						
	Without real guarantee		With real guarantee				
	Number of transactions	Gross amount	Number of transactions	Gross amount	Maximum amount of the actual collateral that can be considered		Impairment of accumulated value or accumulated losses in fair value due to credit risk
					Real estate guarantee	Rest of real guarantees	
Credit entities	-	-	-	-	-	-	-
Public sector	78	384	31	272	25	213	11
Other financial institutions and: individual shareholder	195	87	98	26	13	7	20
Non-financial institutions and individual shareholder	191,481	7,116	37,027	14,128	8,894	1,735	6,665
Of which: Financing for constructions and property development	644	151	3,299	4,368	3,325	97	1,933
Other warehouses	2,191,444	4,592	837,681	21,855	11,097	4,608	4,399
<b>Total</b>	<b>2,383,198</b>	<b>12,179</b>	<b>874,837</b>	<b>36,281</b>	<b>20,029</b>	<b>6,563</b>	<b>11,095</b>
Financing classified as non-current assets and disposable groups of items that have been classified as held for sale	-	-	-	-	-	-	-

The transactions presented in the foregoing tables were classified at 31 December 2016 by nature, as follows:

- Non-performing: Operations that rest on an inadequate payment scheme will be classified within the non-performing category, regardless they include contract clauses that delay the repayment of the operation throughout regular payments or present amounts written off the balance sheet for being considered irrecoverable.
- Performing: Operations not classifiable as non-performing will be classified within this category. Operations will also will be classified as normal if they have been reclassified from the non-performing category for complying with the specific criteria detailed below:

- A period of a year must have expired from the refinancing or restructuring date.
- The owner must have paid for the accrued amounts of the capital and interests, thus reducing the rearranged capital amount, from the date when the restructuring of refinancing operation was formalized.
- The owner must not have any other operation with amounts past due by more than 90 days on the date of the reclassification to the normal risk category.

Millions of euros

	2016
<b>Beginning balance</b>	<b>43,187</b>
Refinancing and restructuring of the period	14,065
<i>Memorandum item: Impact recorded in the income statement for the period</i>	2,864
Debt repayment	(8,619)
Foreclosure	(802)
Derecognised from the consolidated balance sheet	(4,693)
Others variations	(5,773)
<b>Balance at end of year</b>	<b>37,365</b>

61% of the forborne loan transactions are classified as other than non-performing. Particularly noteworthy are the level of existing guarantees (55% of transactions are secured by collateral) and the coverage provided by specific allowances (representing 18% of the total forborne loan portfolio and 47% of the non-performing portfolio).





Of which: Non-performing/Doubtful						
Without real guarantee		With real guarantee				
Number of transactions	Gross amount	Number of transactions	Gross amount	Maximum amount of the actual collateral that can be considered		Impairment of accumulated value or accumulated losses in fair value due to credit risk
				Real estate guarantee	Rest of real guarantees	
-	-	-	-	-	-	-
17	11	13	7	6	-	2
63	30	40	11	7	2	17
81,395	3,922	15,748	8,464	5,894	500	6,119
412	98	2,570	3,598	2,656	22	1,903
851,918	1,819	109,032	4,426	3,278	346	2,689
933,393	5,782	124,833	12,908	9,185	848	8,827
-	-	-	-	-	-	-

## d) Trading market and structural risk

### 1. Activities subject to market risk and types of market risk

The scope of activities subject to market risk encompasses all operations exposed to net worth risk as a result of changes in market factors. It includes both risks arising from trading activities and the structural risks that are also affected by market fluctuations:

This risk arises from changes in the risk factors -interest rates, inflation rates, exchange rates, equity prices, credit spreads, commodity prices and the volatility thereof- and from the liquidity risk of the various products and markets in which the Group operates.

- Interest rate risk is the possibility that fluctuations in interest rates might have an adverse effect on the value of a financial instrument, on a portfolio or on the Group as a whole. Interest rate risk affects, inter alia, loans, deposits, debt securities, most financial assets and liabilities held for trading and derivatives.
- Inflation rate risk is the possibility that fluctuations in inflation rates might have an adverse effect on the value of a financial instrument, on a portfolio or on the Group as a whole. Inflation rate risk affects, inter alia, loans, debt securities and derivatives, the returns on which are linked to inflation or to an actual variation rate.
- Foreign currency risk is defined as the sensitivity of the value of a position in a currency other than the base currency to a potential change in exchange rates. Accordingly, a long position in a foreign currency will generate a loss if this currency depreciates against the base currency. The positions affected by this risk include investments in subsidiaries in currencies other

than the euro, and loans, securities and derivatives denominated in foreign currencies.

- Equity risk is the sensitivity of the value of the open positions in equity securities to adverse changes in the market prices of those equity securities or in future dividend expectations. Equity risk affects, among other instruments, positions in shares, equity indices, convertible bonds and equity derivatives (puts, calls, equity swaps, etc.).
- Credit spread risk is the sensitivity of the value of open positions in fixed-income securities or in credit derivatives to fluctuations in the credit spread curves or in the recovery rates (RR) of specific issuers and types of debt. The spread is the differential between the quoted price of certain financial instruments over other benchmark instruments, mainly the IRR of government bonds and interbank interest rates.
- Commodity price risk is the risk arising from the effect of potential changes in commodity prices. The Group's exposure to commodity price risk is not material and it is concentrated in commodity derivatives with customers.
- Volatility risk is the sensitivity of the value of the portfolio to changes in the volatility of risk factors: interest rates, exchange rates, share prices, credit spreads and commodities. Volatility risk arises on financial instruments whose measurement model includes volatility as a variable, most notably financial option portfolios.

All these market risks can be mitigated in part or in full through the use of derivatives such as options, futures, forwards and swaps.



In addition, there are other market risks, which are more difficult to hedge and are as follows:

- **Correlation risk.** Correlation risk is defined as the sensitivity of the value of the portfolio to changes in the relationship between risk factors (correlation), whether they are the same type (e.g. between two exchange rates) or different (e.g. between an interest rate and a commodity price).
- **Market liquidity risk.** The risk that a Group entity or the Group as a whole may not be able to unwind or close a position on time without affecting the market price or the cost of the transaction. Market liquidity risk may be caused by the reduction in the number of market makers or institutional investors, the execution of large volumes of transactions and market instability, and it increases as a result of the current concentration in certain products and currencies.
- **Prepayment or termination risk.** When the contractual relationship in certain transactions explicitly or implicitly permits early repayment before maturity without negotiation, there is a risk that the cash flows might have to be reinvested at a potentially lower interest rate. It mainly affects mortgage loans or securities.
- **Underwriting risk.** Underwriting risk arises as a result of an entity's involvement in the underwriting of a placement of securities or other type of debt, thus assuming the risk of owning part of the issue or the loan if the entire issue is not placed among the potential buyers.

Pensions risk and actuarial risk are also affected by changes in market factors.

The activities are segmented by risk type as follows:

**a) Trading:** financial services for customers, trading operations and positions taken mainly in fixed-income, equity and foreign currency products. This activity is managed mainly by the Santander Global Corporate Banking (SGCB) division.

**b) Structural risks:** a distinction is made between on-balance-sheet risks and pensions and actuarial risks:

- b.1) **Structural balance sheet risks:** market risks inherent to the balance sheet, excluding financial assets and liabilities held for trading. Decisions affecting the management of these risks are taken through the ALCO committees in the respective countries in coordination with the Group's ALCO committee and are implemented by the financial management division. The aim pursued is to ensure the stability and recurring nature of both the net interest margin of the commercial activity and the Group's economic value, whilst maintaining adequate liquidity and solvency levels. The structural balance sheet risks are as follows:

- **Structural interest rate risk:** arises as a result of the maturity and repricing gaps of all the assets and liabilities on the balance sheet.
- **Structural foreign currency risk/hedges of results:** foreign currency risk resulting from the fact that investments in consolidated and non-consolidated companies are made in currencies other than the euro (structural exchange rate). In addition, this item includes the positions to hedge the foreign currency risk on future results generated in currencies other than the euro (hedges of results).
- **Structural equity risk:** this item includes equity investments in non-consolidated financial and non-financial companies and available-for-sale portfolios comprising equity positions.

#### b.2) Pensions and actuarial risks

- **Pensions risk:** the risk assumed by the entity in relation to pension obligations to its employees. This relates to the possibility that the fund may not cover these obligations in the accrual period of the benefits and the return obtained by the portfolio may not be sufficient and might oblige the Group to increase the level of contributions.
- **Actuarial risk:** unexpected losses arising as a result of an increase in the obligations to policyholders, and losses arising from an unexpected increase in expenses.

## 2. Trading market risk

The Group's trading risk profile remained moderately low in 2016, in line with previous years, due to the historical focus of the Group's activity on providing a service to its customers, the limited exposure to complex structured products and the diversification by geographical area and risk factor.

The standard methodology the Group applies to trading activities is Value at Risk (VaR), which measures the maximum expected loss with a certain confidence level and time frame. The standard for historic simulation is a confidence level of 99% and a time frame of one day. Statistical adjustments are applied enabling the most recent developments affecting the levels of risk assumed to be incorporated efficiently and quickly. A time frame of two years or at least 520 days from the reference date of the VaR calculation is used. Two figures are calculated every day: one applying an exponential decay factor that accords less weight to the observations furthest away in time and another with the same weight for all observations. The higher of the two is reported as the VaR.



The detail of the metrics risk related to the Group's balance sheet items as of December 31, 2016 is as follows:

### Relation of risk metrics with balances in Group's consolidated position

Millions de euros. Data at 30 December 2016

	Balance sheet amount	Main market risk metric		Main risk factor for "Other" balance
		VaR	Other	
<b>Assets subject to market risk</b>	<b>1,339,125</b>	<b>189,372</b>	<b>1,149,753</b>	
Cash and deposits at central banks	76,454		76,454	Interest rate
Trading portfolio	148,187	147,738	449	Interest rate, credit spread
Other financial assets at fair value	31,609	31,284	325	Interest rate, credit spread
Available-for-sale financial assets	116,774	-	116,774	Interest rate; equities
Investments	4,836	-	4,836	Equities
Hedging derivatives	10,377	10,350	27	Interest and exchange rates
Loans	854,472		854,472	Interest rate
Other assets financials <sup>1</sup>	35,531		35,531	Interest rate
Other non-financial liabilities at fair value <sup>2</sup>	60,885		60,885	
<b>Liabilities subject to market risk</b>	<b>1,339,125</b>	<b>157,098</b>	<b>1,182,027</b>	
Trading portfolio	108,765	108,696	69	Interest rate, credit spread
Other financial liabilities at fair value	40,263	40,255	8	Interest rate, credit spread
Hedging derivatives	8,156	8,147	9	Interest rate and exchange rates
Financial liabilities at amortised cost <sup>3</sup>	1,044,688		1,044,688	Interest rate
Provisions	14,459		14,459	Interest rate
Other financial liabilities	9,025		9,025	Interest rate
Equity	102,699		102,699	
Other non-financial liabilities	11,070		11,070	

1. Includes adjustments to macro hedging, non-current assets held for sale, reinsurance assets, and insurance contracts linked to pensions and fiscal assets.

2. Includes intangible assets, material assets and other assets.

3. Macro-hedging adjustment.

VaR during 2016 fluctuated between EUR 11.1 million and EUR 32.9 million (EUR 10.3 million and EUR 31 million in 2015). The most significant changes were related to changes in exchange rate and interest rate exposure and also market volatility.

The average VaR in 2016 was EUR 18.3 million (EUR 15.6 million in 2015) very similar to the two previous years.

As regards the VaR by risk factor, on average, the exposure was concentrated, in this order, in interest rates, equities, exchange rates and commodities. This is shown in the table below:

### ■ VaR statistics and Expected Shortfall by risk factor<sup>4</sup>

Million euros. VaR at 99% and ES at 97.5% with one day time horizon

Total trading	2016					2015		2014	
	VaR (99%)				ES (97.5%)	VaR		VaR	
	Minimum	Average	Maximum	Latest	Latest	Average	Latest	Average	Latest
<b>Total</b>	<b>11.1</b>	<b>18.3</b>	<b>32.9</b>	<b>17.9</b>	<b>17.6</b>	<b>15.6</b>	<b>13.6</b>	<b>16.9</b>	<b>10.5</b>
Diversification effect	(3.6)	(10.3)	(20.9)	(9.6)	(9.5)	(11.1)	(5.8)	(13.0)	(9.3)
Interest rate	8.9	15.5	23.1	17.9	16.8	14.9	12.7	14.2	10.5
Equities	1.0	1.9	3.3	1.4	1.7	1.9	1.1	2.7	1.8
Exchange rate	3.3	6.9	13.3	4.8	4.9	4.5	2.6	3.5	2.9
Credit spread	2.4	4.2	7.4	3.3	3.6	5.2	2.9	9.3	4.6
Commodities	0.0	0.1	0.2	0.1	0.1	0.2	0.1	0.3	0.1

The Group continued to have very limited exposure to complex structured instruments or vehicles, as a reflection of its culture of management in which prudence in risk management constitutes one of its principal symbols of identity. Specifically, at 2016 year-end, the Group had:

- Hedge funds: the total exposure is not significant (EUR 179.4 and 219.8 million at close of December 2016 and 2015) and is all indirect, acting as counterparty in derivatives transactions. The risk with this type of counterparty is analysed case by case, establishing percentages of collateralisation on the basis of the features and assets of each fund. Exposure has fallen compared with the previous year.
- Monolines: the Santander Group's exposure to bond insurance companies (monolines) was, EUR 49.5 million as of December 2016, mainly indirect exposure, EUR 49 million by virtue of the guarantee provided by this type of entity to various financing or traditional securitisation operations. The exposure in this case is to double default, as the primary underlying assets are of high credit quality. The small remaining amount is direct exposure (for example, via purchase of protection from the risk of non-payment by any of these insurance companies through a credit default swap). Exposure has fallen compared with the previous year.

This was mainly due to the integration of positions of institutions acquired by the Group, as Sovereign in 2009. All these positions were known at the time of purchase, having been duly provisioned. These positions, since their integration in the Group, have been notably reduced, with the ultimate goal of eliminating them from the balance sheet.

Santander's policy for approving new transactions related to these products remains very prudent and conservative. It is subject to strict supervision by the Group's senior management. Before approving a new transaction, product or underlying asset, the risks division verifies:

- The existence of an appropriate valuation model to monitor the value of each exposure: Mark-to-Market, Mark-to-Model or Mark-to-Liquidity.
- The availability in the market of observable data (inputs) needed to be able to apply this valuation model.

Provided the two aforementioned conditions are met, the risk division ascertains:

- The availability of appropriate systems, duly adapted to calculate and monitor every day the results, positions and risks of new operations.
- The degree of liquidity of the product or underlying asset, in order to make possible their coverage when deemed appropriate.

#### Calibration and test measures

The real losses can differ from the forecasts by the VaR for various reasons related to the limitations of this metric. This is set out in detail later in the section on the methodologies. The Group regularly analyses and contrasts the accuracy of the VaR calculation model in order to confirm its reliability.

The most important test consists of backtesting exercises, analysed at the local and global levels and in all cases with the same methodology. Backtesting consists of comparing the forecast VaR measurements, with a certain level of confidence and time frame, with the real results of losses obtained in a same time frame. This enables anomalies in the VaR model of the portfolio in question to be detected (for example, shortcomings in the parameterisation of the valuation models of certain instruments, not very adequate proxies, etc).

Santander calculates and evaluates three types of backtesting:

- Clean backtesting: the daily VaR is compared with the results obtained without taking into account the intra-day results or the changes in the portfolio's positions. This model serves to check the accuracy of the individual models used to assess and measure the risks of the various positions.
- Backtesting on complete results: daily VaR is compared with the day's net results, including the results of intra-day operations and those generated by fees and commissions.
- Backtesting on complete results without mark-ups or fees and commissions: daily VaR is compared with the day's net results, including the results of intra-day operations but excluding those generated by mark-ups and fees and commissions. This method is intended to obtain an idea of the intra-day risk assumed by the Group's treasury areas.

In the first case and for the total portfolio, there were four exceptions for Value at Earnings (VaE) at 99% in 2016 (days on



which daily profit was higher than VaE) on 12 and 18 February, 13 April and 24 June. These were caused primarily by major shifts in the exchange rates of the euro and US dollar against the Brazilian real and the interest rate curves for these currencies, together with a generalised increase in volatility in the markets as a result of Brexit.

There was also an exception to VaR at 99% (days on which the daily loss was higher than the VaR) on 3 February, caused mainly, as in the above cases, by high exchange rate volatility, in this case of the euro and dollar against the Brazilian real.

The number of exceptions occurred is consistent with the assumptions specified in the VaR calculation model.

### 3.3. Structural balance sheet risks<sup>5</sup>

#### 3.1. Main aggregates and variations

The market risk profile inherent in Grupo Santander's balance sheet, in relation to its asset volumes and shareholders' funds, as well as the budgeted financial margin, remained moderate in 2016, in line with previous years.

#### Structural VaR

A standardised metric such as VaR can be used for monitoring total market risk for the banking book, excluding the trading activity of Santander Global Corporate Banking distinguishing between fixed income (considering both interest rates and credit spreads on ALCO portfolios), exchange rate and equities.

In general the structural VaR is not significant according to the assets amounts or Capital of the Group:

#### Structural VaR

VaR at a 99% over a one day horizon

Million euros	2016				2015		2014	
	Minimum	Average	Maximum	Latest	Average	Latest	Average	Latest
<b>Structural VaR</b>	<b>717,8</b>	<b>869,1</b>	<b>990,6</b>	<b>919,2</b>	<b>698,5</b>	<b>710,2</b>	<b>718,6</b>	<b>809,8</b>
Diversification effect	(288,0)	(323,3)	(399,5)	(315,7)	(509,3)	(419,2)	(364,1)	(426,1)
VaR interest rate*	242,5	340,3	405,8	323,3	350,0	264,2	539,0	493,6
VaR exchange rate	564,1	603,4	652,7	588,5	634,7	657,1	315,3	533,8
VaR equities	199,3	248,7	331,5	323,0	223,2	208,1	228,4	208,5

\* Includes credit spread VaR on ALCO portfolios.

#### Structural interest rate risk

##### • Europe and the United State

The main balance sheets, i.e. those of Spain, the UK and the US, in mature markets and against a backdrop of low interest rates, reported positive sensitivities of the market value of equity and of the net interest margin to interest rate rises.

Exposure levels in all countries are moderate in relation to the annual budget and capital levels.

At the end of 2016, net interest income risk at one year, measured as sensitivity to parallel changes in the worst-case scenario of  $\pm 100$  basis points, was concentrated in the euro yield curve, to EUR 186 million, starting to EUR 166 million, the US dollar to EUR 140 million and the Polish Zloty with EUR 32 million, in all cases at risk of rate cuts.

At the same date, the main risk to the most relevant economic value of equity, measured as its sensitivity to parallel changes in the yield curve of  $\pm 100$  basis points in the worst-case scenario, was in the euro interest rate curve, at EUR 3,736 million, followed by the US dollar at EUR 341 million, the British pound at EUR 59 million and the Polish zloty at EUR 45 million, all with a risk of falling interest rates, scenarios which are now very unlikely.

##### • Latin America

The balance sheets are positioned, in terms of both value of equity and net interest margin, for falling interest rates, except in the case of the net interest margin in Mexico, since the country's excess liquidity is invested in local currency in the short term.

In 2016 the level of exposure in all countries continued to be moderate in relation to the annual budget and the amount of capital.

5. Includes the total balance sheet, except for financial assets and liabilities held for trading.

At the end of the year, net interest income risk over one year, measured as sensitivity to parallel  $\pm 100$  basis point movements in the worst-case scenario, was concentrated in three countries: Brazil (EUR 112 million), Chile (EUR 37 million) and Mexico (EUR 32 million).

Risk to the economic value of equity over one year, measured as sensitivity to parallel  $\pm 100$  basis point movements in the worst-case scenario, was also concentrated in Brazil (EUR 489 million), Chile (EUR 166 million) and Mexico (EUR 113 million).

#### • VaR of on-balance-sheet structural interest rate risk

In addition to sensitivities to interest rate fluctuations (shifts not only of  $\pm 100$  basis points, but also of  $\pm 25$ ,  $\pm 50$  and  $\pm 75$  basis points are assessed, in order to better characterise risk in countries with very low rate levels), the Group uses other methods to monitor on-balance-sheet structural interest rate risk including, inter alia, scenario analysis and VaR calculations, using a methodology similar to that used for the trading book.

Structural interest rate risk, measured in terms of VaR at one-day and at 99%, averaged EUR 340.3 million in 2016. It is important to note the high level of diversification between the Europe and United States balance sheets and those of Latin America.

#### Structural foreign currency risk/hedges of results

Structural foreign currency risk arises from the Group's operations in foreign currencies, and relates mainly to long-term investments, the results thereof and the hedges for both.

Foreign currency risk is managed dynamically, in order to limit the impact on the core capital ratio of exchange rate fluctuations

At the end of 2016, the largest exposures of permanent investments (with their potential impact on equity) were, in order, in Brazilian reais, pounds sterling, US dollars, Chilean pesos, Mexican pesos and Polish zlotys. The Group hedges some of these positions of a permanent nature with exchange-rate derivatives.

Additionally, the financial management division at consolidated level is responsible for managing the foreign currency risk inherent in the expected results and dividends of the Group at the units whose base currency is not the euro.

#### Structural equity risk

Santander maintains equity positions in its banking book in addition to those of the trading portfolio. These positions are maintained as available for sale portfolios (capital instruments) or as equity stakes, depending on the percentage and control of the holding.

The equity portfolio available for the banking book at the end of 2016 was diversified in securities in various countries, mainly Spain, China, the USA, Brazil and the Netherlands. Most of the portfolio is invested in the financial and insurance sectors. Other sectors, to a lesser extent, are public administrations (stake in Sareb), professional, scientific and technical activities, the transport and storage sector and manufacturing industry.

Structural equity positions are exposed to market risk. VaR is calculated for these positions using market price data series or proxies.

## 3.2. Methodologies

### Structural interest rate risk

The Group analyses the sensitivity of the net interest margin and market value of equity to changes in interest rates. This sensitivity arises from maturity and interest rate repricing gaps in the various balance sheet items.

Taking into consideration the balance-sheet interest rate position and the market situation and outlook, the necessary financial measures are adopted to align this position with that desired by the Group. These measures can range from the taking of positions on markets to the definition of the interest rate features of commercial products.

The metrics used by the Group to control interest rate risk in these activities are the repricing gap, the sensitivity of net interest margin and market value of equity to changes in interest rates, the duration of capital and value at risk (VaR) for economic capital calculation purposes.

### Structural foreign currency risk/hedges of results

These activities are monitored by measuring positions, VaR and results on a daily basis.

### Structural equity risk

These activities are monitored by measuring positions, VaR and results on a monthly basis.

### Limit control system

For trading market risk, structural balance sheet risk limits are established, within the framework of the annual limit plan, in response to the level of the Group's risk appetite.

The main limits are:

- On-balance-sheet structural interest rate risk:
  - Limit on net interest margin sensitivity at one year.
  - Limit on the sensitivity of the market value of equity.
- Structural foreign currency risk: Net position in each currency (for positions hedging results).

If any of these limits or sublimits are breached, risk management officers must explain the reasons why and provide an action plan for remedying the situation.



## 4. Pensions and actuarial risks

### 4.1. Pensions risk

In managing the risk associated with the defined-benefit employee pension funds, the Group assumes the financial, market, credit and liquidity risks incurred in connection with the fund's assets and investments and the actuarial risks arising from the fund's liabilities, i.e. the pension obligations to its employees.

The aim pursued by the Group in pensions risk control and management is primarily to identify, measure, follow up, control, mitigate and report this risk. The Group's priority, therefore, is to identify and mitigate all clusters of pensions risk.

Therefore, in the methodology used by the Group, the total losses on assets and liabilities in a stress scenario defined by changes in interest rates, inflation, stock markets and property indices, as well as credit and operational risk, are estimated every year.

### 4.2. Actuarial risk

Actuarial risk arises from biometric changes in the life expectancy of insureds (life insurance), unexpected increases in projected indemnity payments in non-life insurance and, in any event, unexpected changes in the behaviour of insurance policyholders in exercising the options envisaged in the contracts.

A distinction is made between the following actuarial risks:

- Life liability risk: risk of loss in the value of life insurance liabilities caused by fluctuations in the risk factors affecting such liabilities:
  - Mortality/longevity risk: risk of loss due to changes in the value of liabilities as a result of changes in the estimate of the probability of death/survival of insureds.
  - Morbidity risk: risk of loss due to changes in the value of liabilities as a result of changes in the estimate of the probability of disability/incapacity of insureds.
  - Surrender/lapse risk: risk of loss due to changes in the value of liabilities as a result of the early termination of the contract or changes in the policyholders' exercise of rights with regard to surrender, extraordinary contributions and/or paid up options.
  - Expense risk: risk of loss due to changes in the value of liabilities arising from adverse variances in expected expenses.
  - Catastrophe risk: losses caused by the occurrence of catastrophic events that increase the entity's life liabilities.
- Non-life liability risk: risk of loss due to changes in the value of non-life insurance liabilities caused by fluctuations in the risk factors affecting such liabilities:
  - Premium risk: loss arising from the lack of sufficient premiums to cater for claims that might be made in the future.
  - Reserve risk: loss arising from the lack of sufficient reserves for claims incurred but not settled, including the expenses arising from the management of such claims.
  - Catastrophe risk: losses caused by the occurrence of catastrophic events that increase the entity's non-life liabilities.

## e) Liquidity and funding risk

### 1. Liquidity management

Structural liquidity management seeks to finance the Group's recurring business with optimal maturity and cost conditions, avoiding the need to assume undesired liquidity risks.

Liquidity management at the Group is based on the following principles:

- Decentralised liquidity model.
- Medium- and long-term liquidity needs arising from the business must be funded using medium- and long-term instruments.
- High proportion of customer deposits, as a result of a commercial balance sheet.
- Diversification of wholesale funding sources by: instrument/ investor; market/currency; and maturity.
- Restrictions on recourse to short-term wholesale financing.
- Availability of a sufficient liquidity reserve, including a capacity for discounting at central banks, to be drawn upon in adverse situations.
- Compliance with the regulatory liquidity requirements at Group and subsidiary level, as a new conditioning factor in management.

In order to ensure the effective application of these principles by all the Group entities, it was necessary to develop a single management framework resting on the following three cornerstones:

- A solid organisational and governance model that ensures the involvement of the senior management of subsidiaries in decision-taking and its integration into the Group's global strategy. The decision-making process for all structural risks, including liquidity and funding risk, is carried out by local asset and liability committees (ALCO) in coordination with the global ALCO, which is the body empowered by Banco Santander's board in accordance with the ALM corporate framework.
- In-depth balance sheet analysis and measurement of liquidity risk, supporting decision-taking and its control. The objective is to ensure the Group maintains optimum levels of liquidity to cover its short and long-term needs with stable funding sources, optimising the impact of its cost on the income statement, both under ordinary circumstances and under stress.
- Management adapted in practice to the liquidity needs of each business. Every year, based on business needs, a liquidity plan is developed which will ensure a solid balance sheet structure, with a diversified presence in the wholesale markets in terms of products and maturities, with moderate recourse to short-term products; the use of liquidity buffers and limited use of balance sheet assets, as well as complying with both regulatory metrics and other metrics included in each entity's risk appetite statement. Over the course of the year, all the dimensions of the plan are monitored

The Group develops the **ILAAP**, or internal liquidity adequacy process), an internal self-assessment process of the adequacy of liquidity which must be integrated into the Group's other



risk management and strategic processes. It focuses on both quantitative and qualitative matters and is used as input for the SREP (Supervisory Review and Evaluation Process). The ILAAP shares the stress scenarios described above, with the Santander Group recording sound liquidity ratios in all of these

## Funding strategy and evolution of liquidity in 2016

### 2.1. Funding strategy

Santander's funding activity over the last few years has focused on extending its management model to all Group subsidiaries, including new incorporations, and, in particular, adapting the strategies of the subsidiaries to the increasingly demanding requirements of both markets and regulators.

In general terms, the approaches to funding strategies and liquidity management implemented by Santander subsidiaries are being maintained.

- Maintaining adequate and stable medium and long-term wholesale funding levels.
- Ensuring a sufficient volume of assets which can be discounted in central banks as part of the liquidity reserve.
- Strong liquidity generation from the commercial business through lower credit growth and increased emphasis on attracting customer deposits

All these developments, built on the foundations of a solid liquidity management model, enable Santander to enjoy a very robust funding structure today. The basic features of this are:

- High share of customer deposits in a retail banking balance sheet. Customer deposits are the main source of the Group's funding, representing around two-thirds of the Group's net liabilities (i.e. of the liquidity balance) and 87% of net loans at the end of 2016.
- Diversified wholesale funding focused on the medium and long term, with a very small relative short-term component. Medium and long term wholesale funding accounts for 20% of the Group's net funding and comfortably covers the lending not financed by customer deposits (commercial gap).

This funding is well balanced by instruments (approximately 40% senior debt, 30% securitisations and structured products with guarantees, 20% covered bonds, and the rest preferred shares and subordinated debt) and also by markets so that those with the highest weight in issues are those where investor activity is the strongest.

### 2.2. Evolution of liquidity in 2016

At the end of 2016, in comparison with 2015, the Group reported:

- A stable ratio of credits over net assets (total assets minus trading derivatives and inter-bank balances) of 75%, similar to the level in recent years. This high level in comparison with European competitors reflects the retail nature of Grupo Santander's balance sheet.

- Net loan-to-deposit ratio (LTD ratio) at 114%, within a very comfortable range (below 120%). This stability shows a balanced growth between assets and liabilities.
- The ratio of customer deposits plus medium and long-term funding to lending was held at 114% in the year.
- Reduced recourse to short-term wholesale funding. The ratio was around 3%, in line with previous years.
- Lastly, the Group's structural surplus (i.e. the excess of structural funding resources - deposits, medium and long-term funding and capital - over structural liquidity needs - fixed assets and loans) rose in 2016, to an average of EUR 151,227 million, unchanged on the end of the previous year.

### Early compliance with regulatory ratios

As part of its liquidity management model, in recent years the Group has been managing the implementation, monitoring and early compliance with the new liquidity requirements set by international financial legislation.

#### LCR (Liquidity Coverage Ratio)

Implementation was delayed until October 2015, although the initial compliance level of 60% was maintained. This percentage will be gradually increased to 100% in 2018.

The Group's strong short-term liquidity starting position, combined with autonomous management of the ratio in all major units, enabled compliance levels of more than 100% to be maintained throughout the year, at both the consolidated and individual levels. As of December 2016, the Group's LCR ratio stood at 146%, comfortably exceeding the regulatory requirement. Although this requirement has only been set at the Group level, the other subsidiaries also comfortably exceed this minimum ratio: Spain 134%, the UK 139%, Brazil 165%.

#### NSFR (Net Stable Funding Ratio)

The final definition of the net stable funding ratio was approved by the Basel Committee in October 2014, and will come into force on 1 January 2018.

In relation to this ratio, the Group benefits from a high weighting of customer deposits, which are more stable. As regards this ratio, Santander benefits from a high weight of customer deposits, which are more stable, permanent liquidity needs deriving from commercial activity funded by medium and long-term instruments and limited recourse to short-term funds. Taken together, this enabled Santander to maintain a balanced liquidity structure, with a high NSFR. This ratio stood at over 100% at the Group level and in most subsidiaries at year-end 2016, even though this is not required until 2018.





## Asset encumbrance

It is important to note the Group's moderate use of assets as security for structural balance-sheet funding sources.

Following the guidelines laid down by the European Banking Authority (EBA) in 2014, the concept of asset encumbrance includes both on-balance-sheet assets provided as security in transactions to obtain liquidity and off-balance-sheet assets that have been received and re-used for the same purpose, as well as other assets associated with liabilities for reasons other than funding.

The reported Group information as required by the EBA at 2016 year-end is as follows:

### On-balance-sheet encumbered assets

Thousands of millions of euros

	Carrying amount of encumbered assets	Carrying amount of non-encumbered assets
Credits and loans	210.2	725.0
Equity instruments	10.9	9.7
Debt securities	62.6	128.8
Other assets	19.5	172.5
<b>Total assets</b>	<b>303.2</b>	<b>1,035.9</b>

### Encumbrance of collateral received

Thousands of millions of euros

	Fair value of encumbered collateral received or own debt securities issued	Fair value of collateral received or own debt securities issued available for encumbrance
<b>Collateral received</b>	<b>54.6</b>	<b>43.6</b>
Credits and loans	-	-
Equity instruments	1.9	3.1
Debt securities	50.5	35.5
Other collateral received	2.2	5.1
Own debt securities issued other than own covered bonds or ABSs	-	4.1

### Encumbered assets and collateral received and matching liabilities

Thousands of millions of euros

	Matching liabilities, contingent liabilities or securities lent	Assets, collateral received and own debt securities issued other than covered bonds and ABSs encumbered
<b>Total sources of encumbrance (carrying amount)</b>	<b>279.4</b>	<b>357.8</b>

On-balance-sheet encumbered assets amounted to EUR 303.2 thousand million, more than two-thirds of which are loans (mortgage loans, corporate loans, etc.). Off-balance-sheet encumbered assets amounted to EUR 54.6 thousand million, relating mostly to debt securities received as security in asset purchase transactions and re-used. Taken together, these two categories represent a total of EUR 357.8 thousand million of encumbered assets, which give rise to EUR 279.4 thousand million of matching liabilities.

At 31 December 2016 total assets encumbered in funding transactions represented 25 % of the Group's expanded balance sheet under EBA standards (total assets plus collateral received: EUR 1,437 thousand million at December 2016). Therefore, the ratio of encumbered assets in funding transactions remained at the same level as in 2014: the Group's recourse to TLTROs in 2016 was offset by the maturity of secured debt (mainly mortgage-backed securities) that has been replaced by unsecured debt.

Lastly, regard should be had to the different sources of encumbrance and the role they play in the Group's funding:

- 47 % of total encumbered assets relate to security provided in medium- and long-term financing transactions (with residual maturity of more than one year) to fund the commercial balance-sheet activity. This places the level of asset encumbrance in "structural" funding transactions at 12 % of the expanded balance sheet under EBA standards.
- The other 53 % relate to transactions in the short-term market (with residual maturity of less than one year) or to security provided in derivative transactions whose purpose is not to fund the ordinary business activity but rather to ensure efficient short-term liquidity management.

## f) Operational risk

### 1. Definition and objectives

Following the Basel framework, Grupo Santander defines operational risk (OR) as the risk of losses from defects or failures in its internal processes, employees or systems, or external events, thus covering risk categories such as fraud, and technological, cyber, legal and conduct risk.

Operational risk is inherent in all products, activities, processes and systems, and is generated in all business and support areas; accordingly, all employees are responsible for managing and controlling the risks arising in their area of activity.

The Group's objective in controlling and managing operational risk is to identify, measure, evaluate, monitor, control, mitigate and communicate this risk.

The Group's priority is thus to identify, assess and mitigate risk concentrations, regardless of whether they produce losses or not. Analysing exposure to OR helps to establish priorities in managing this risk.

For the purpose of calculating regulatory capital for operational risk, the Group has been applying the standardised approach provided for under the European Capital Requirements Directive.

### 2. Operational risk management and control model

#### 2.1. Operational risk management cycle

The operational risk management and control model includes the following phases:

- Identification of the operational risk inherent in all the Group's activities, products, processes and systems.
- Define the target profile for the risk, specifying the strategies by unit and time frame, by establishing the OR appetite and OR tolerance for the annual losses estimation and monitoring thereof.
- Promote the involvement of all employees in the operational risk culture, through adequate training in all spheres and at all levels.
- Measure and assess operational risk objectively, continuously and consistently with regulatory standards (BCBS, European Banking Authority, Single Supervisory mechanism, Bank of Spain) and the sector.
- Continuously monitor operational risk exposure, and implement control procedures, improve the internal control environment and mitigate losses.
- Establish mitigation measures that eliminate or minimise the risk.
- Produce regular reports on operational risk exposure and its level of control for senior management and the Group's areas and units, and inform the market and regulatory bodies.
- Define and implement the methodology needed to calculate internal capital in terms of expected and unexpected loss.

The following is required for each of the key processes indicated above:

- Definition and implementation of systems enabling the Group to monitor and control operational risk exposures. These systems are integrated into the Group's daily management, using the current technology and maximising the automation of applications.
- Definition and documentation of operational risk management and control policies and implementation of the related methodologies and tools consistent with current regulations and best practices.

#### 2.2. Risk identification, measurement and assessment model

In order to identify, measure and assess operational risk, the Group defined a set of quantitative and qualitative corporate techniques/ tools that are combined to perform a diagnosis based on the identified risks and obtain a valuation through the measurement/ assessment of the area/unit.

The quantitative analysis of this risk is carried out mainly with tools that register and quantify the level of losses associated with operational risk events. Qualitative analysis seek to assess aspects (coverage, exposure) linked to the risk profile, enabling the existing control environment to be captured.

The tools defined for the qualitative analysis aim to assess aspects (coverage/exposure) linked to the risk profile, thereby making it possible to capture the control environment in place.

#### 2.3. Operational risk information system

The Group has a corporate information system that supports the operational risk management tools and facilitates the information and reporting functions and requirements at local and corporate level.

This system features event recording, risk mapping, assessment, indicator, mitigation and reporting modules, and is applicable to all the Group entities.

### 3. Mitigation measures

The Group uses the model to monitor the mitigation measures for the main risk sources which have been identified through the tools (internal event database, indicators, self-assessment, scenarios, audit recommendations, etc.) used in OR management, and the preventive implementation of operational risk management and control policies and procedures.

Active mitigation management became even more important in 2016. A new governance model has been introduced, with the participation of the first line of defence and the operational risk control function, through which specialist business and support functions exercise additional control.

The most significant mitigation measures have been centred on improving the security of customers in their usual operations, the management of external fraud, continued improvements in processes and technology, and management of the sale of products and adequate provision of services.



## Cybersecurity and data security plans

Throughout 2016, Santander continued paying full attention to cyber-security risks, which affect all companies and institutions, including those in the financial sector. This situation is a cause of concern for all entities and regulators, prompting the implementation of preventative measures to be prepared for any attack of this kind. One particularly noteworthy technical improvement has been in protection measures to cope with denial of service attacks.

The Group has evolved its internal cyber-security model to reflect international standards (including, the US NIST - National Institute of Standards and Technology - framework), incorporating concepts which can be used to assess the degree of maturity in deployment. Based on this new assessment model, individual in-situ analyses have been carried out in the main geographies to identify deficiencies and include them in the cyber-security Master Plan.

The Group's organisational and governance structure for the management and control of this risk has also been beefed up. Specific committees have been set up and cyber-security metrics have been included in the Group's risk appetite.

The Group's intelligence and analysis function has also been reinforced, by contracting bank threat monitoring services.

Progress has also been made in the incident registration, notification and escalation mechanisms for internal reporting and reporting to supervisors.

Another good practice which has been continued is that local units take part in different coordinated cyber-exercises in the different countries with public bodies, and also carrying out internal cyber-security scenarios such as risk assessment mechanisms, and response capacity tests when faced with these kinds of events.

In addition, observation and analytical assessment of the events in the sector and in other industries enables us to update and adapt our models for emerging threats.

## 4. Business continuity plan

The Group has a business continuity management system to ensure the continuity of the business processes of its entities in the event of a disaster or serious incident.

This basic objective consists of the following:

- Minimise the possible damage from an interruption to normal business operations on people, and adverse financial and business impacts for the Group.
- Reduce the operational effects of a disaster, providing predefined and flexible guidelines and procedures to be used to re-launch and recover processes.
- Restart time-sensitive business operations and associated support functions, in order to achieve business continuity, stable profits and planned growth.
- Protect the public image of, and confidence in, Grupo Santander.
- Meet the Group's obligations to its employees, customers, shareholders and other stakeholders.

During 2016, the Group continued to advance in implementing and continuously improving its business continuity management system. The methodology has been reviewed to include the definition of scenarios and plans to cope with emergency risks (such as cyber-risks), the reference policy for preparing IT contingency plans has been updated, and a control dashboard has been designed and deployed for monitoring the status of continuity plans in all geographies in which the Bank operates.

## 5. Other matters relating to operational risk control and monitoring

### Analysis and monitoring of controls in market operations

In view of the specific features and complexity of financial markets, the Group continually improves its operational control procedures in order to remain in line with new regulations and best market practices. Thus, in 2016, further improvements were made to the control model for this business, placing particular emphasis on the following points:

- Analysis of individual transactions of each Treasury trader in order to detect anomalous behaviour not aligned with the specific limits for each desk.
- Improvement of the "Speechminer" tool, which enhances control over recordings and enables compliance with new record keeping requirements for monitoring communication channels, adapted to the requirements of new regulations.
- Strengthening of controls on cancelling and modifying operations and calculation of the actual cost thereof, where these are due to operational errors.
- Reinforcement of additional controls to detect and prevent irregular transactions (such as controls on triangular sales).
- Formalisation of IT procedures, tools and systems for cyber-security protection, prevention and training.
- Review of specific procedure for control and governance of trading in remote books used in some geographies and applying the procedure to the rest.
- Development of the Keeping in B project. This involves a range of inter-disciplinary teams seeking to reinforce aspects relating to corporate governance, compliance with money laundering and credit risk controls and procedures, the architecture of financial and operational architecture, technological platforms, regulatory and organisational aspects and sufficiency of resources.

Lastly, it is important to note that the business is also undertaking a global transformation and evolution of its operational risk management model. This involves modernising its technology platforms and operational processes to incorporate a robust control model, enabling a reduction of the operational risk associated with its business.

### Corporate information

The operational risk function has an operational risk management information system that provides data on the Group's main risk elements. The information available from each country/unit in the operational risk sphere is consolidated to obtain a global view with the following features:

- Two levels of information: one corporate, with consolidated information, and the other individualised for each country/unit.
- Dissemination of best practices among the Group's countries/units, obtained from the combined study of the results of qualitative and quantitative analyses of operational risk.

This information acts as the basis for meeting reporting requirements vis-à-vis the risk control committee, the risk, regulation and compliance oversight committee, the operational risk committee, senior management, regulators, rating agencies, etc.

### The role of insurance in operational risk management

Grupo Santander regards insurance as a key element in the management of operational risk. In 2016, the Group has continued to develop procedures with a view to achieving better coordination between the different functions involved in management cycle of insurance policies used to mitigate operational risk. Once the functional relationship between the own insurance and operational risk control areas is established, the primary objective is to inform the different first line risk management areas of the adequate guidelines for the effective management of insurable risk. The following activities are particularly important:

- Identification of all risks in the Group that can be covered by insurance, including identification of new insurance coverage for risks already identified in the market.
- Establishment and implementation of criteria to quantify the insurable risk, backed by analysis of losses and loss scenarios that enable the Group's level of exposure to each risk to be determined.
- Analysis of coverage available in the insurance market, as well as preliminary design of the conditions that best suit the identified and assessed needs.
- Technical assessment of the protection provided by the policy, its costs and the elements retained in the Group (franchises and other elements at the responsibility of the insured) in order to make contracting decisions.
- Negotiating with suppliers and award of contracts in accordance with the procedures established by the Group.
- Monitoring of incidents declared in the policies, as well as of those not declared or not recovered due to an incorrect declaration, establishing protocols for action and specific monitoring forums.
- Analysis of the adequacy of the Group's policies for the risks covered, taking appropriate corrective measures for any shortcomings detected.
- Close cooperation between local operational risk executives and local insurance coordinators to strengthen mitigation of operational risk.
- Active involvement of both areas in the global insurance sourcing unit, the Group's highest technical body for defining coverage strategies and contracting insurance, the forum for monitoring the risk insured (created specifically in each geography to monitor the activities mentioned in this section), the claim monitoring forum, and the corporate operational risk committee.

## g) Compliance and conduct risk

### 1. Scope, mission, definitions and objective

The compliance and conduct function fosters the adherence of the Group to the rules, supervisory requirements, principles and values of good conduct, by setting standards, and discussing, advising and reporting in the interest of employees, customers, shareholders and the community at large.

This function addresses all matters related to regulatory compliance, prevention of money laundering and terrorism financing, governance of products and consumer protection, and reputational risk.

Under the current corporate configuration of the three lines of defence in Grupo Santander, compliance and conduct was consolidated in 2016 as an independent second-line control function reporting directly and regularly to the Board of Directors and the committees thereof, through the GCCO (Group Chief Compliance Officer), who acts independently. The compliance and conduct function reports to the Chief Executive Officer (CEO). This configuration is aligned with the requirements of banking regulation and with the expectations of supervisors.

Compliance risks are defined as including the following:

- Compliance risk: the risk arising from non-compliance with the legal framework, internal rules or the requirements of regulators and supervisors.
- Conduct risk: the risk caused by inappropriate practices vis-à-vis the Bank's relationship with its customers, the treatment and products offered to customers, and their suitability for each particular customer.
- Reputational risk: the risk arising from negative perception of the Bank on the part of public opinion, its customers, investors or any other stakeholder.

The Group's objective regarding compliance and conduct risk is to minimise the likelihood of non-compliance and irregularities occurring and to ensure that, should they ultimately occur, they are promptly identified, assessed, reported and resolved.

Other control functions (risks and audit) also take part in controlling these risks.

## 2. Control and supervision of compliance risks

According to the configuration of lines of defence in the Grupo Santander and, in particular, within this function, the first lines of defence have primary responsibility for managing this function's risks, jointly with the business units that directly originate such risks and the compliance and conduct function. This is performed either directly or through assigning compliance activities or tasks.

The function is also responsible for setting up, promoting and ensuring that the units begin to use the standardised frameworks, policies and standards applied throughout the Group. A number of different initiatives have been launched along these lines in 2016 throughout the Group, and they have been monitored and controlled.

The GCCO is responsible for reporting to Santander's governance and management bodies, and must also advise and inform, as well as promote the development of the function, in accordance with the annual plan. This is independently of the vice chairman of risks' and the GCRO's other reporting to the governance and management bodies of all Group risks, which also includes compliance and conduct risks.

In 2016, the new compliance and conduct model was rolled out at the corporate level, and started to be developed in the main Group units and countries, providing the basic components for these risks to be managed (frameworks and policies for prevention of money laundering and terrorism financing, governance of products and services and consumer protection, regulatory compliance, reputational risk, etc.) and ensuring that other risks are duly covered by the appropriate units (codes of conduct, responsible financing policies, etc.). The pertinent governance, control and oversight systems are established for this purpose.

Furthermore, Internal audit - as part of its third-line of defence functions - performs the tests and audits necessary to verify that adequate controls and oversight mechanisms are being applied, and that the Group's rules and procedures are being followed.

The essential components of compliance risk management are based on resolutions adopted by the Board of Directors, as the highest authority for such matters, through the approval of corporate frameworks - which regulate the relevant matters - and the Group's general code of conduct. These frameworks are approved at corporate level by Banco Santander, S.A. as the Parent of the Group, and are subsequently approved by the units, by way of their adherence thereto, for the purpose of transposing them, taking into account any applicable local requirements.

The corporate frameworks for the compliance function are as follows:

- General compliance framework.
- Product and service marketing framework.
- Anti-money laundering and terrorist financing framework

These corporate frameworks are developed in the Grupo Santander's internal governance and are consistent with the Parent-subsidiary relationship model. The framework for marketing of products and services and consumer protection was brought together in a single document in 2016, to improve the integration of these areas and simplify their management.

The General Code of Conduct enshrines the ethical principles and rules of conduct that must govern the actions of all Grupo Santander's employees, it is supplemented in certain matters by the rules found in codes and internal rules and regulations.

- Compliance functions and responsibilities in this field.
- The rules governing the consequences of non-compliance with it.
- A whistle-blowing channel for the submission and processing of reports of allegedly irregular conduct.

The compliance and conduct function, under the supervision of the risk, supervision, regulation and compliance committee (RSRCC), is responsible for ensuring effective implementation and oversight of the General Code of Conduct, as the board is the owner of the Code and the corporate frameworks that implement it.

## 3. Governance and organisational model

A global transformation process - TOM - was carried out in 2016, in accordance with the mandate entrusted to the compliance and conduct function by the board. The scope and targets of this model were defined in the first phase. In 2016, the model was deployed in the corporation, and the Group also launched an assessment and development process in the main Group units, seeking to ensure that the compliance and conduct function is in line with the best standards in the financial sector by the end of 2018.

It is also important to note the coordination with the risk function and, in particular, with the operational risk function, which, through risk governance, fosters a global overview of all the Group's risks. It also reports to the board and its committees.

### 3.1. Governance

The following corporate committees - each of which has a corresponding local replica - are collegiate bodies with compliance competencies:

- The regulatory compliance committee is the regulatory compliance collegiate body. It has the following key functions:
  - Controlling and overseeing regulatory compliance risk in the Group, as a second line of defence.
  - Defining the regulatory compliance risk control model in the Group and validating the annual work plans of the different local units.
  - Assessing proposed regulatory compliance programmes, or modifying them, for presentation to the compliance committee and, subsequently, the Board of Directors for approval.
- The marketing committee is the collegiate governance body for the approval of products and services. It has the following key functions:

- Validating new products or services proposed by the parent company or by any subsidiary/Group unit, prior to their launch.
- Establishing the marketing risk control model in the Group, including risk assessment indicators, and proposing the marketing risk appetite to the compliance committee.
- Establishing interpretation criteria and approving the reference models to develop the corporate product and service marketing and consumer protection framework, and its rules, and to validate the local adaptations of those models.
- Assessing and deciding which significant marketing questions might pose a potential risk for the Group, depending on the authorities granted or the powers which have to be exercised by legal obligation.
- The monitoring and consumer protection committee is the Group's collegiate governance body for the monitoring of products and services, and the assessment of customer protection issues in all Group units. It has the following key functions:
  - Monitoring the marketing of products and services by country and by product type, reviewing all the available information and focusing on products and services under special monitoring, and costs of conduct, compensation to customers, sanctions, etc.
  - Monitoring the common claim measurement and reporting methodology, based on root-cause analysis, and the quality and sufficiency of the information obtained.
  - Establishing and assessing how effective corrective measures can be when risks are detected in the governance of products and consumer protection within the Group.
  - Identifying, managing and reporting preventively on the problems, events, significant situations and best practices in marketing and consumer protection in a transversal way across the Group.
- The anti-money laundering/combating financing of terrorism committee is the collegiate body in this field. It has the following key functions:
  - Controlling and overseeing anti-money laundering/combating financing of terrorism (AML/CFT) risk in the Group, as a second line of defence.
  - Defining the AML/CFT risk control model in Santander.
  - Considering corporate AML/CFT framework proposals for escalation to the compliance committee, and updates of that framework.
  - Considering and analysing local adaptations and validating them, as the case may be.
- The compliance committee. In 2016, in order to reinforce function governance, the functions and objectives of these committees have been aligned, to bring them in line with the Group governance model, including its actions in the compliance committee, which is the higher-level collegiate body of the compliance and conduct function and which combines the objectives of these committees:
  - Monitoring and assessing compliance and conduct risk which could impact on Grupo Santander, as the second line of defence:
  - Proposing updates and modifications to the general compliance framework and corporate function frameworks for ultimate approval by the Board of Directors.
  - Reviewing significant compliance and conduct risk events and situations, the measures adopted and their effectiveness, and proposing that they be escalated or transferred, whenever the case may be.
  - Setting up and assessing corrective measures when risks of this kind are detected in the Group, either due to weaknesses in established management and control, or due to new risks appearing.
  - Monitoring new regulations which appear or those modified, and establishing their scope of application in the Group, and, if applicable, the adaptation or mitigation measures necessary.

### 3.2. Organisational model

Derived from the aforementioned transformation programme (TOM) and with the objective of attaining an integrated view and management of the different compliance and conduct risks, the function is structured using a hybrid approach in order to merge specialised risks (vertical functions) with an aggregated and homogenised overview of them (transversal functions).

### 4. Regulatory compliance

Control and supervision of regulatory compliance risk in events related to employees, organisational aspects, international markets and securities markets, developing policies and rules and ensuring compliance by units.

### 5. Product governance and consumer protection

As a result of the transformation of the compliance function into its new TOM, the former reputational risk Management, control and supervision of governance of products and services in the Group, and risks relating to marketing conduct with customers, consumer protection, and fiduciary and custody risk for financial instruments, developing specific policies and regulations in this regard.





## 6. Prevention of money laundering and of terrorist financing

Management, control and supervision of the application of the anti-money laundering and terrorist financing framework, coordinating analysis of local and Group information to identify new risks that might attract domestic or international sanctions. Analysis of new suppliers and participants in corporate transactions for approval and ensuring units comply with the rules and policies established in this regard, consolidating the global vision of these risks in the Group and global trends:

## 7. Reputational risk

Development of the control and supervision model for reputational risk, through early detection and prevention of events, and mitigation of any potential impact on the Group's reputation for employees, customers, shareholders, investors and society in general.

## 8. Compliance risk assessment model and risk appetite

The Group sets out the type of compliance and conduct risks that it is not willing to incur - for which it does not have a risk appetite - in order to clearly reduce the probability of any economic, regulatory or reputational impact occurring within the Group. Compliance risk is organised in a homogeneous way in units, by establishing a common methodology, which consists of setting a series of compliance risk indicators and assessment matrices which are prepared for each local unit.

As in previous years, the compliance and conduct function carried out a regulatory risk assessment exercise in 2016 focused on the Group's main units. This exercise is performed every year, using a bottom-up process. The first lines of the local units identify the inherent risk of all rules and regulations applicable to them, and once they have assessed how consistent controls upon them are, they determine the residual risk of each entity, and set up, as the case may be, the appropriate action plans. Actions plans have been designed to offset the risks identified in this risk assessment. These are monitored on a quarterly basis, unit by unit.

In accordance with the new TOM, the different indicators of the different compliance and conduct risks have been reviewed in 2016. Furthermore, a convergence plan has been established, with the assistance of the risk function to integrate the global overview of non-financial risks into a common tool called Heracles.

With this purpose, compliance and conduct proposed the risk appetite to the Board of Directors in July 2016, through its governance bodies and those of risks. The Board of Directors approved the proposal, and that risk appetite is currently being developed and implemented in the Group's units

Also as part of the TOM development, the taxonomy of the different types of compliance and conduct risk has been reviewed, in coordination with the risk function, so that such risks can be clearly identified.

## h) Model risk

The Group has far-reaching experience in the use of models to help make all kinds of decisions, and risk management decisions in particular. A model is defined as a system, approach or quantitative methods which applies theories, techniques or statistical, economic, financial or mathematical hypotheses to convert input data into quantitative estimates. The models are simplified representations of real world relationships between observed characteristics, values and cases. By simplifying in this way, we can focus our attention on the specific aspects which are considered to be most important to apply a certain model.

Using models implies model risk, which is defined as the potential negative consequences arising from decisions based on the results of incorrect, inadequate models or models used in an inappropriate way.

According to this definition, the sources of model risk are as follows:

- The model itself, due to the use of incorrect or incomplete data in its construction, and due to the modelling method used and its implementation in the systems.
- The misuse of the model.

The materialisation of model risk may prompt financial losses, inadequate commercial and strategic decision making or damages to the Group's reputation.

The Group has been working towards the definition, management and control of model risk for several years. Since 2015, a specific area has been put aside to control this risk, within the Risk Division.

The function is deployed at the corporation and also at each of the Group's main entities. This function is governed by the model risk framework, a common control framework throughout the Group with details concerning questions such as organisation, governance, model management and model validation. According to internal regulations in force, the models committee is largely responsible for authorising the use of models.

Model risk management and control are structured around the life cycle of a model, as defined by the Group:

### 1.- Identification

As soon as a model is identified, it is necessary to ensure that it is included in the control of the model risk.

One key feature of proper management of model risk is a complete exhaustive inventory of the models used.



The Group has a centralised inventory, created on the basis of a uniform taxonomy for all models used at the various business units. The inventory contains all relevant information on each of the models, enabling all of them to be properly monitored according to their relevance. The inventory enables transversal analyses to be conducted on the information (by geographic area, types of model, importance etc.), thereby easing the task of strategic decision-making in connection with models.

## 2.- Planning

All figures who take part in the model life cycle play a role in this phase (owners and users, developers, validators, data suppliers, technology, etc.), agreeing on and setting priorities regarding the models which are going to be developed, reviewed and implemented over the course of the year.

This planning takes place once a year at each of the Group's main entities, and is approved by local governance bodies, and validated by the corporation.

## 3.- Development

This is the model's construction phase, based on the needs set out in the Models Plan and the information furnished to this end by the specialists.

Most of the models used by the Santander Group are developed by internal methodology teams, though some models are also outsourced from external providers. In both cases, the development must take place using common standards for the Group, and which are defined by the corporation. By this means, we can assure the quality of the models used for decision-making purposes.

## 4.- Independent validation

Internal validation of models is not only a regulatory requirement in certain cases, but it is also a key feature for proper management and control of Grupo Santander's model risk.

Hence, a specialist unit is in place which is totally independently of both developers and users, draws up a technical opinion of the suitability of internal models to their purposes, and sets out conclusions concerning their robustness, utility and effectiveness. The validation opinion takes the form of a rating which summarises the model risk associated with it.

The internal validation encompasses all models under the scope of model risk control, from those used in the risk function (credit, market, structural or operational risk models, capital models, economic and regulatory models, provisions models, stress tests, etc.), up to types of models used in different functions to help in decision making.

The scope of validation includes not only the more theoretical or methodological aspects, but also IT systems and the data quality they allow, which determines their effectiveness. In general, it includes all relevant aspects of management in general (controls, reporting, uses, senior management involvement etc.).

## 5.- Approval

This is the phase during which the newly developed model is implemented in the system in which it will be used. As indicated above, this implementation phase is another possible source of model risk, and it is therefore essential that tests be conducted by technical units and the model owners to certify that it has been implemented pursuant to the methodological definition and functions as expected.

## 6.- Deployment and use

Once a model has been constructed, the developers, together with the model owners, subject it to various tests in order to ensure that the model functions as expected and, where appropriate, they make the necessary adjustments.

## 7.- Monitoring and control

Models have to be regularly reviewed to ensure that they function correctly and are adequate for the purpose for which they are being used, or, otherwise, they must be adapted or redesigned.

Also, control teams have to ensure that the model risk is managed in accordance with the principles and rules set out in the model risk framework and related internal regulations.

### i) Strategic risk

For the Group, strategic risk is one the risks considered to be transversal, and there is a **strategic risk control and management model** which is used as a reference for Group subsidiaries. This model includes the definition of the risk, the principles and key processes for management and control, as well as functional and governance aspects.

Strategic risk is the risk which is associated with strategic decisions and with changes in the entity's general conditions, which have an important impact on its business model in both the mid and long term.

The entity's **business model** is a key factor for strategic risk. It has to be viable and sustainable, and capable of generating results in line with the Bank's objectives each year and for the next three years at least.

Three categories or subtypes of strategic risk can be distinguished:

- **Business model risk:** the risk associated with an entity's business model. This includes, inter alia, the risk that the business model may become outdated or irrelevant and/or may no longer have the value to generate the desired results. This risk is caused both by external factors (macroeconomic, regulatory, social and political matters, changes in the banking industry, etc.) and by internal factors (strength and stability of the income statement, distribution model/channels, income and cost structure, operational efficiency, suitability of human resources and systems, etc.).
- **Strategy design risk:** the risk associated with the strategy reflected in the entity's five-year strategic plan. More specifically, it includes the risk that this plan may prove to be inadequate in terms of its nature or due to the assumptions considered, leading to unexpected results. Another factor that should be borne in mind is the opportunity cost of designing another more effective strategy or even that arising from a lack of action if no such strategy is designed.



- **Strategy execution risk:** the risk associated with the implementation processes of three- and five-year strategic plans. Due to the medium- and long-term nature of such plans, their execution often entails risk, as a result of its complexity and the numerous variables involved. Other sources of risk to be considered are inadequate resources, change management and, lastly, the inability to respond to changes in the business environment.

Lastly, in addition to the three components above, strategic risk management and control also takes into account other risks which may not be of a strategic origin (credit, market, operational, compliance risks, etc.) but which could cause a significant impact or affect the entity's strategy and business model. These risks are identified, assessed and managed through the corporate Risk Identification & Assessment exercise jointly by the business areas and the risks areas of the bank. This identifies the "Top Risks", which are regularly reported to the bank's senior management in a manner that enables them to be adequately monitored and mitigated.

#### j) Capital risk

Santander defines capital risk as the risk that the Group or some of its companies do not have the amount and/or quality of sufficient equity to meet the minimum regulatory requirements set for operating as a bank, to fulfil the market's expectations about its/ their credit solvency and support business growth and the strategic possibilities they present, in accordance with the strategic plan.

Capital management and adequacy in the Group are conducted using an all-encompassing approach, seeking to guarantee the solvency of the entity, comply with regulatory requirements and obtaining the highest possible profitability. It is determined by the strategic targets and the risk appetite marked by the Board of Directors. With this purpose in mind, a series of policies are defined, reflecting the Group's approach to capital management:

- Establish adequate capital planning which can be used to cover current needs and to provide the own funds needed to cover the needs of business plans, regulatory demands and associated short and mid term risks, maintaining the risk profile approved by the board.
- Ensure that under stress scenarios, the Group and its companies have sufficient capital to cover needs arising from the increased risks due to worsening macroeconomic conditions .
- Optimise use of capital through adequate capital allocation to businesses based on relative return on regulatory and economic capital, taking into account risk appetite, its growth and strategic targets.

The Group commands a sound solvency position, above the levels required by regulators and by the European Central bank.

In late 2016, the ECB sent each entity its minimum prudential capital requirements for the following year. In 2017, at the consolidated level, Grupo Santander has to maintain a minimum capital ratio of 7.75% CET1 phase-in (4.5% for Pillar I, 1.5% for Pillar 2 requirement, 1.25% for the capital conservation buffer, and 0.50% as a Global Systemically Important Entity). Grupo Santander must also maintain a minimum Tier 1 phase-in capital ratio of 9.25%, and minimum total phase-in capital of 11.25%.

The Group is working towards its goal of having a CET1 fully loaded ratio of 11% by 20188.

#### 1. Regulatory framework

In December 2010, the Basel Committee on Banking Supervision published a new global regulatory framework for international capital requirements (Basel III). This reinforced the requirements set out in the earlier Basel I, Basel II and Basel 2.5 regulations, enhancing the quality, consistency and transparency of the capital base and improving risk coverage. The Basel III legal framework was incorporated into European regulations on 26 June 2013 through Directive 2013/36 (hereinafter, CRD IV), which repealed Directives 2006/48 and 2006/49 and Regulation 575/2013, on prudential requirements for credit institutions and investment firms (hereinafter, CRR).

CRD IV was introduced into Spanish law through Act 10/2014, on the ordering, supervision and solvency of credit institutions, and its subsequent regulatory implementation through Royal Decree Act 84/2015 and Bank of Spain Circular 2/2016, which completed the adaptation of the Spanish legislative framework. This Circular repealed most of Circular 3/2008 (which continued to apply to aspects of Circular 5/2008 on minimum own funds and mandatory information for mutual guarantee societies), on the determination and control of own funds; and a section of Circular 2/2014, on the exercise of various regulatory provisions set down in the CRR. The CRR is directly applicable in Member States from 1 January 2014 and repeals lower-ranking standards that entail additional capital requirements.

The CRR provides for a phase-in period that will allow institutions to adapt gradually to the new requirements in the European Union. The phase-in arrangements have been introduced into Spanish law through Bank of Spain Circular 2/2014. The phase-in affects both the new deductions from capital and the instruments and elements of capital that cease to be eligible as capital under the new regulations. The capital conservation buffers provided for in CRD IV will also be phased in gradually, starting in 2016 and reaching full implementation in 2019.

The Basel regulatory framework is based on three pillars: Pillar I determines minimum eligible capital, allowing the possibility of using internal models and ratings to calculate risk-weighted exposures. The idea is that regulatory requirements should be more sensitive to risks actually borne by entities when carrying out their business activities. Pillar II establishes a supervisory review system to improve internal management of risks and self-assessment of capital adequacy based on risk profile. Lastly, Pillar III defines elements relating to information and market discipline.

On 23 November 2016, the European Commission published a draft of the new CRR and CRD IV, including different standards to those used by Basel, such as the Fundamental Review of the Trading Book for market risk, the Net Stable Funding Ratio for liquidity risk and the SA-CCR for calculating EAD for counterparty risk. It also introduced changes to the treatment of central clearing counterparties, the MDA (Maximum distributable amount), Pillar II and the leverage ratio. One of the most significant developments was the implementation of the TLAC Term Sheet issued by the FSB (Financial Stability Board) for capital, such that systemic entities have to comply with TLAC requirements in Pillar I, whilst non-systemic entities only have to comply with the MREL in Pillar II, as the resolution authority decides on a case by case basis.

For more detail on the regulatory novelties produced through the year, see the Report with Prudential Relevance, section 1.3.1.1.

In 2016, the European Banking Authority carried out a transparency exercise, in which it published capital and solvency information and details for sovereign positions at December 2015 and June 2016 for 131 banks in 24 European countries. This exercise has been aimed at promoting transparency and knowledge about European banks' capital and solvency data, thereby enhancing market discipline and financial stability in the EU. The results demonstrate the Group's sound capital position and solvency, and show that it is ahead of its peers in many of the main metrics

Lastly, the ECB Supervisory Board has launched the Targeted Review of Internal Models (TRIM) exercise, which is aimed at restoring its credibility, homogenising discrepancies in capital requirements that are not due to the risk profile of exposures, and standardising supervisory practices through better knowledge of models. This review affects 70 entities at European level and approximately 2,000 models; it is going to be developed in 2016, 2017 and 2018 with different intermediary milestones.

## 2. Regulatory capital

In 2016, the solvency target set was achieved. Santander's CET1 fully loaded ratio stood at 10.55% at the close of the year, demonstrating its organic capacity to generate capital. The key regulatory capital figures are indicated below:

### Reconciliation of accounting capital with regulatory capital

	Thousands of Euros 31 Dec 2016	Thousands of Euros 31 Dec 2015
Subscribed capital	7,291,170	7,217,246
Share premium account	44,912,482	45,001,191
Reserves	49,243,853	45,974,743
Treasury shares	(6,714)	(209,735)
Attributable profit	6,204,188	5,966,120
Approved dividend	(1,666,652)	(1,546,410)
<b>Shareholders' equity on public balance sheet</b>	<b>105,978,327</b>	<b>102,403,156</b>
Valuation Adjustment	(15,039,194)	(14,361,538)
Non-controlling interest	11,760,770	10,712,847
<b>Total equity on public balance sheet</b>	<b>102,699,903</b>	<b>98,754,465</b>
Goodwill and intangible assets	(28,405,092)	(28,253,941)
Eligible preference shares and participating securities	6,469,083	6,570,176
Accrued dividend	(802,104)	(721,725)
Other adjustments	(6,252,932)	(2,870,841)
<b>Tier (Phase-in)</b>	<b>73,708,859</b>	<b>73,478,132</b>

\* Fundamentally for non-computable non-controlling interests and other deductions and reasonable filters in compliance with CRR.

The following table shows the Phase-in capital coefficients and a detail of the eligible internal resources of the Group:

### Capital coefficients

	2016	2015
Level 1 ordinary eligible capital (millions of euros)	73,709	73,478
Level 1 additional eligible capital (millions of euros)	-	-
Level 2 eligible capital (millions of euros)	12,628	10,872
Risks (millions of euros)	588,088	585,633
Level 1 ordinary capital coefficient (CET1)	12.53%	12.55%
Level 1 additional capital coefficient (AT1)	-	-
Level 1 capital coefficient (TIER1)	12.53%	12.55%
Level 2 capital coefficient (TIER 2)	2.15%	1.86%
<b>Total capital coefficient</b>	<b>14.68%</b>	<b>14.40%</b>

On 3 February, 2016, the European Central Bank authorised the use of the Alternative Standard approach for the calculation of the capital requirements at a consolidate level derived from operational risk in Banco Santander (Brasil), S.A. The impact of the aforementioned authorisation on the group risk weighted assets (-7,836) and, consequently, on their capital ratio, were not taken into account in the information published on 27 January, 2016. This information is also included in this report for December 2015.

### Eligible capital

	Thousands of Euros 31 Dec 2016	Thousands of Euros 31 Dec 2015
<b>Common Equity Tier I</b>	<b>73,708,859</b>	<b>73,478,132</b>
Capital	7,291,170	7,217,246
(-) Treasury shares and own shares financed	(9,799)	(213,829)
Share premium	44,912,482	45,001,191
Reserves	49,233,524	45,974,744
Other retained earnings	(14,924,287)	(13,435,490)
Minority interests	8,018,330	7,825,106
Profit net of dividends	3,735,436	3,697,963
Deductions	(24,547,997)	(22,588,801)
Goodwill and intangible assets	(21,585,371)	(21,587,333)
Others	(2,962,626)	(1,001,466)
<b>Additional Tier I</b>	<b>-</b>	<b>-</b>
Eligible instruments AT1	6,469,083	6,570,176
T1 excesses - subsidiaries	350,637	96,432
Residual value of intangibles	(6,819,721)	(6,666,608)
Deductions	-	-
<b>Tier II</b>	<b>12,628,041</b>	<b>10,871,630</b>
Eligible instruments T2	9,038,877	6,936,602
Gen. Funds and surplus loan loss prov. IRB	3,492,850	3,866,305
T2 excesses - subsidiaries	96,314	68,723
Deductions	-	-
<b>Total eligible capital</b>	<b>86,336,900</b>	<b>84,349,762</b>

Note: Santander Bank and its affiliates had not taken part in any State aid programmes.



### Model roll-out

As regards credit risk, the Group continued its plan to implement Basel's advanced internal rating-based (AIRB) approach for almost all the Group's banks (up to covering more than 90% of net exposure of the credit portfolio under these models). Meeting this objective in the short term will also be conditioned by the acquisition of new entities, as well as by the need for coordination between supervisors of the validation processes of internal models.

The Group operates in countries where the legal framework among supervisors is the same, as is the case in Europe via the Capital Directive. However, in other jurisdictions, the same process is subject to the cooperation framework between the supervisor in the home country and that in the host country with different legislations. This means, in practice, adapting to different criteria and calendars in order to attain authorisation for the use of advanced models on a consolidated basis.

The Group currently has supervisory authorisation to use advanced approaches for calculating the regulatory capital requirements for credit risk of the parent bank and its main subsidiaries in Spain, the UK and Portugal, and certain portfolios in Mexico, Brazil, Chile, Scandinavia (Sweden, Finland, Norway), France and the US. The strategy of implementing Basel in the Group is focused on achieving use of advanced models in the main institutions in the Americas and Europe. During 2016, the Portugal IFIC portfolios were authorised, and we are awaiting completion of the supervisory validation process for the Chile institutions and sovereigns, Santander Consumer Germany mortgages and most of its revolving products and PSA UK retail, dealers and fleets.

With regard to operational risk, Grupo Santander currently applies the standard approach to calculating regulatory capital, as set out in the European Capital Directive. In February 2016, the European Central Bank authorised the use of the alternative standard approach to calculate capital requirements at consolidated level in Banco Santander Brazil.

As for the other risks expressly considered in Basel Pillar I, in market risk this year the Group received permission to use its internal model in the treasury trading activity in the UK, in addition to those already authorised in Spain, Chile, Portugal and Mexico.

### Leverage ratio

The leverage ratio has been defined within the regulatory framework of Basel III as a measure of the capital required by financial institutions not sensitive to risk. The Group performs the calculation as stipulated in CRD IV and its subsequent amendment in EU Regulation no. 573/2013 of January 17, 2015, which was aimed at harmonising calculation criteria with those specified in the BCBS Basel III leverage ratio framework and disclosure requirements document.

This ratio is calculated as Tier 1 capital divided by leverage exposure. Exposure is calculated as the sum of the following items:

- Accounting assets, excluding derivatives and items treated as deductions from Tier 1 capital (for example, the balance of loans is included, but not that of goodwill).

- Off-balance-sheet items (mainly guarantees, unused credit limits granted and documentary credits) weighted using credit conversion factors.
- Inclusion of net value of derivatives (gains and losses are netted with the same counterparty, minus collaterals if they comply with certain criteria) plus a charge for the future potential exposure.
- A charge for the potential risk of security funding transactions.
- Lastly, it includes a charge for the risk of credit derivative swaps (CDS).

### Leverage

Millions of Euros

	31-12-2016	31-12-2015
Level 1 Capital (millions of euros)	73,709	73,478
Exposure (millions of euros)	1,364,889	1,364,684
<b>Leverage Ratio</b>	<b>5.40%</b>	<b>5.38%</b>

### Global systemically important banks

The Group is one of 30 banks designated as global systemically important banks (G-SIBs).

The designation as a systemically important entity is based on the measurement set by regulators (the FSB and BCBS), based on 5 criteria (size, cross-jurisdictional activity, interconnectedness with other financial institutions, substitutability and complexity).

This definition means it has to fulfil certain additional requirements, which consist mainly of a capital buffer (1%), in TLAC requirements (total loss absorbing capacity), that we have to publish relevant information more frequently than other banks, greater regulatory requirements for internal control bodies, special supervision and drawing up of special reports to be submitted to supervisors.

The fact that Grupo Santander has to comply with these requirements makes it a more solid bank than its domestic rivals.

### 3. Economic capital

Economic capital is the capital needed, in accordance with an internally developed model, to support all the risks of business with a certain level of solvency. In the case of Santander, the solvency level is determined by the long-term rating objective of "A" (two notches above Spain's rating), which means a confidence level of 99.95% (above the regulatory level of 99.90%) for calculating capital requirements.

The measurement of Santander's economic capital model includes all the significant risks incurred by the Group in its operations (risk of concentration, structural interest, business, pensions and others beyond the sphere of Pillar 1 regulatory capital). Moreover, economic capital incorporates the diversification impact, which in the case of Grupo Santander is vital, because of its multinational nature and many businesses, in order to determine the global risk profile and solvency.

Economic capital is a key tool for the internal management and development of the Group's strategy, both from the standpoint of assessing solvency, as well as risk management of portfolios and businesses.

From the solvency standpoint, the Group uses, in the context of Basel Pillar II, its economic model for the internal capital adequacy assessment process (ICAAP). For this, the business evolution and capital needs are planned under a central scenario and alternative stress scenarios. By using this planning, the Group ensures that it meets its solvency objectives even under adverse economic scenarios.

The economic capital metrics also enable risk-return objectives to be assessed, setting the prices of operations on the basis of risk, evaluating the economic viability of projects, units and lines of business, with the overriding objective of maximising the generation of shareholder value.

As a homogeneous measurement of risk, economic capital can be used to explain the risk distribution throughout the Group, reflecting comparable activities and different types of risk in a metric.

#### RORAC and value creation

Grupo Santander has been using the RORAC methodology in its credit risk management since 1993 in order to:

- Calculate the consumption of economic capital and the return on it of the Group's business units, as well as segments, portfolios and customers, in order to facilitate optimum assigning of economic capital.
- Measurement of the Group units' management, using budgetary tracking of capital consumption and RORAC.
- Analyse and set prices in the decision-taking process for operations (admission) and clients (monitoring).

RORAC methodology enables one to compare, on a like-for-like basis, the return on operations, customers, portfolios and businesses, identifying those that obtain a risk-adjusted return higher than the cost of the Group's capital, aligning risk and business management with the intention of maximising the creation of value, the ultimate aim of the Group's senior management.

The Group regularly assesses the level and evolution of value creation (VC) and the risk-adjusted return (RORAC) of its main business units. The VC is the profit generated over and above the cost of the economic capital (EC) used, and is calculated using the following formula: value creation = recurring profit – (average economic capital x cost of capital).

The profit used is obtained by making the required adjustments to accounting profit in order to reflect only the recurring profit obtained by each unit from its business activity.

#### 4. Capital planning and stress tests

Capital stress tests have become particularly important as a dynamic evaluation tool of the risks and solvency of banks. It is a forward-looking assessment, based on macroeconomic as well as idiosyncratic scenarios of little probability but plausible. Thus, It is necessary to have robust planning models, capable of transferring the impact defined in projected scenarios to the different elements that influence a bank's solvency.

The ultimate goal of capital stress tests is to perform a complete evaluation of banks' risk exposure and capital adequacy in order to determine any possible capital requirements that would arise if banks failed to meet the regulatory or internal capital targets set.

Internally, the Group has defined a capital planning and stress process, to serve not only as a response to the various regulatory exercises, but also as a key tool integrated in the Bank's management and strategy.

The goal of the internal process of stress and capital planning is to ensure sufficient current and future capital, including when facing adverse though plausible economic scenarios. Starting from the Group's initial situation (defined by its financial statements, capital base, risk parameters and regulatory ratios), the envisaged results are estimated for different business environments (including severe recessions as well as "normal" macroeconomic situations), and the Group's solvency ratios are obtained for a period of usually three years.

This process provides a comprehensive view of the Group's capital for the time frame analysed and in each of the scenarios defined. It incorporates the metrics of regulatory capital, economic capital and available capital.

The entire process is carried out with the maximum involvement and under the close supervision of senior management, and within a framework that guarantees suitable governance and the application of adequate levels of challenge, review and analysis to all components of the process.

In addition, the whole process is developed with the maximum involvement of senior management and its close supervision, under a framework that ensures that the governance is the suitable one and that all elements that configure it are subject to adequate levels of challenge, review and analysis.

It should be noted that this internal capital planning and stress process is conducted transversally across the entire Group, not only at consolidated level, but also locally at the various units composing the Group. These units use the capital planning and stress process as an internal management tool and to respond to their local regulatory requirements

Throughout the 2008 economic crisis, Grupo Santander was submitted to six stress tests which demonstrated its strength and solvency in the most extreme and severe macroeconomic scenarios. All of them, thanks mainly to the business model and geographic diversification in the Group, showed that Banco Santander will continue to generate profits for its shareholders and comply with the most demanding regulatory requirements.

#### » 55. Explanation added for translation to English

These consolidated financial statements are presented on the basis of the regulatory financial reporting framework applicable to the Group in Spain (see Note 1.b).



## Appendix



Annexes I, II and III included in this Report differ from the ones included in the formulated consolidated annual accounts since the former ones contain information about the most significant companies that form the Group, whereas the Annexes in the consolidated annual accounts, available for all the shareholders from the calling date of the Ordinary General Shareholders Meeting, where they will be subject to their approval, include the inventory of all the Group companies.

The selection criteria consists of including all companies whose activity is Banking or Insurance, as well as those whose local equity is greater than 20 million Euros in absolute value, excluding holding companies that do not consolidate or do not have significant transactions with third parties.

## » Appendix I

### ■ Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
2 & 3 Triton Limited (d)	United Kingdom	0.00%	100.00%	100.00%	100.00%	Property	44	5	12
Abbey Covered Bonds LLP	United Kingdom	-	(b)	-	-	Securitisation	-389	-19	0
Abbey National International Limited	Jersey	0.00%	100.00%	100.00%	100.00%	Banking	16	0	0
Abbey National Property Investments	United Kingdom	0.00%	100.00%	100.00%	100.00%	Finance	521	26	162
Abbey National Treasury Services Overseas Holdings	United Kingdom	0.00%	100.00%	100.00%	100.00%	Holding Company	409	18	418
Abbey National Treasury Services plc	United Kingdom	0.00%	100.00%	100.00%	100.00%	Banking	4,177	213	3,328
Alliance & Leicester Commercial Bank plc	United Kingdom	0.00%	100.00%	100.00%	100.00%	Finance	26	0	26
Alliance & Leicester Personal Finance Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Finance	-237	-1	0
Altamira Santander Real Estate, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Property	521	-296	121
Atlantes SME No. 4	Portugal	-	(b)	-	-	Securitisation	82	1	0
Atlantes SME No. 5	Portugal	-	(b)	-	-	Securitisation	88	-3	0
Atlantys Espacios Comerciales, S.L.	Spain	0.00%	70.27%	100.00%	100.00%	Property	25	0	24
Aviación Antares, A.I.E.	Spain	99.99%	0.01%	100.00%	100.00%	Renting	36	5	28
Aviación Centaurus, A.I.E.	Spain	99.99%	0.01%	100.00%	100.00%	Renting	33	2	25
Aviación Intercontinental, A.I.E.	Spain	65.00%	0.00%	65.00%	65.00%	Renting	76	4	35
Aviación Regional Cantabria, A.I.E.	Spain	73.58%	0.00%	73.58%	73.58%	Renting	19	10	12
Aviación Scorpius, A.I.E.	Spain	99.99%	0.01%	100.00%	100.00%	Renting	36	3	26
Aviación Tritón, A.I.E.	Spain	99.99%	0.01%	100.00%	100.00%	Renting	21	2	19
Aymoré Crédito, Financiamento e Investimento S.A.	Brazil	0.00%	89.38%	100.00%	100.00%	Finance	414	15	356
Banca PSA Italia S.p.a.	Italy	0.00%	50.00%	50.00%	50.00%	Banking	193	26	96
Banco Bandepe S.A.	Brazil	0.00%	89.38%	100.00%	100.00%	Banking	859	76	804
Banco de Albacete, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Banking	15	0	9
Banco de Asunción, S.A. en liquidación voluntaria (j)	Paraguay	0.00%	99.33%	99.33%	99.33%	Banking	0	0	0
Banco Madesant - Sociedade Unipessoal, S.A.	Portugal	0.00%	100.00%	100.00%	100.00%	Banking	1,097	2	1,101
Banco Olé Bonsucesso Consignado S.A.	Brazil	0.00%	53.63%	60.00%	60.00%	Banking	193	4	122
Banco PSA Finance Brasil S.A.	Brazil	0.00%	44.69%	50.00%	-	Finance	76	3	36
Banco Santander - Chile	Chile	0.00%	67.12%	67.18%	67.18%	Banking	3,587	668	3,237





## Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Banco Santander (Brasil) S.A.	Brazil	13.86%	75.52%	90.00%	89.86%	Banking	16,348	1,610	10,197
Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México	Mexico	0.00%	75.05%	99.99%	99.99%	Banking	4,200	723	3,695
Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México como Fiduciaria del Fideicomiso 100740	Mexico	0.00%	75.05%	100.00%	100.00%	Finance	163	16	134
Banco Santander (Panamá), S.A.	Panamá	0.00%	100.00%	100.00%	100.00%	Banking	51	6	51
Banco Santander (Suisse) SA	Suisse	0.00%	100.00%	100.00%	100.00%	Banking	573	27	325
Banco Santander Bahamas International Limited	Bahamas	0.00%	100.00%	100.00%	100.00%	Banking	522	10	532
Banco Santander Consumer Portugal, S.A.	Portugal	0.00%	100.00%	100.00%	100.00%	Banking	137	26	128
Banco Santander de Negocios Colombia S.A.	Colombia	0.00%	100.00%	100.00%	99.99%	Finance	74	-1	72
Banco Santander International	USA	0.00%	100.00%	100.00%	100.00%	Banking	878	58	935
Banco Santander Perú S.A.	Peru	99.00%	1.00%	100.00%	100.00%	Banking	153	19	121
Banco Santander Puerto Rico	Puerto Rico	0.00%	100.00%	100.00%	100.00%	Banking	829	24	853
Banco Santander Río S.A.	Argentina	0.00%	99.30%	99.20%	98.44%	Banking	968	310	421
Banco Santander Totta, S.A.	Portugal	0.00%	99.85%	99.95%	99.94%	Banking	2,483	351	3,415
Banco Santander, S.A.	Uruguay	97.75%	2.25%	100.00%	100.00%	Banking	367	15	191
Banif International Bank, Ltd	Bahamas	0.00%	99.85%	100.00%	100.00%	Banking	1	-4	2
Bank Zachodni WBK S.A.	Poland	69.41%	0.00%	69.41%	69.41%	Banking	3,843	472	4,171
BRS Investments S.A.	Argentina	0.00%	100.00%	100.00%	100.00%	Finance	37	10	73
BZ WBK Finanse Sp. z o.o.	Poland	0.00%	69.41%	100.00%	100.00%	Financial services	42	5	20
BZ WBK Leasing S.A.	Poland	0.00%	69.41%	100.00%	100.00%	Leasing	105	4	23
BZ WBK Towarzystwo Funduszy Inwestycyjnych S.A.	Poland	50.00%	34.71%	100.00%	100.00%	Fund management company	10	11	39
Carfax (Guernsey) Limited (i)	Guernsey	0.00%	100.00%	100.00%	100.00%	Insurance brokerage	24	0	23
Carfinco Inc.	Canada	0.00%	96.42%	100.00%	100.00%	Finance	39	4	189
Cartera Mobiliaria, S.A., SICAV	Spain	0.00%	82.46%	85.29%	95.46%	Securities investment	733	1	468
Casa de Bolsa Santander, S.A. de C.V., Grupo Financiero Santander México	Mexico	0.00%	75.03%	99.97%	99.97%	Brokerage	46	1	35
Cater Allen Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Banking	351	77	260
CCAP Auto Lease Ltd.	USA	0.00%	58.79%	100.00%	100.00%	Leasing	630	631	0
Central Eólica Coqueirinho S.A.	Brazil	0.00%	77.59%	100.00%	100.00%	Electricity production	25	-2	19
Central Eólica Corrupião S.A.	Brazil	0.00%	77.59%	100.00%	100.00%	Electricity production	23	-1	18
Central Eólica Inhambu S.A.	Brazil	0.00%	77.59%	100.00%	100.00%	Electricity production	29	-2	22
Central Eólica Tamanduá Mirim S.A.	Brazil	0.00%	77.59%	100.00%	100.00%	Electricity production	27	-2	20
Certidesa, S.L.	Spain	0.00%	100.00%	100.00%	100.00%	Airplane renting	-44	-6	0

## ■ Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Chrysler Capital Auto Funding II LLC	USA	0.00%	58.79%	100.00%	-	Finance	0	-27	0
Chrysler Capital Master Auto Receivables Funding 2 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-47	-122	0
Chrysler Capital Master Auto Receivables Funding LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-134	24	0
Compagnie Generale de Credit Aux Particuliers - Credipar S.A.	France	0.00%	50.00%	100.00%	100.00%	Banking	363	185	428
Compagnie Pour la Location de Vehicules - CLV	France	0.00%	50.00%	100.00%	100.00%	Finance	33	7	22
Drive Auto Receivables Trust 2015-C	USA	-	(b)	-	-	Securitisation	-25	-2	0
Drive Auto Receivables Trust 2015-D	USA	-	(b)	-	-	Securitisation	-53	15	0
Drive Auto Receivables Trust 2016-A	USA	-	(b)	-	-	Securitisation	0	-47	0
Drive Auto Receivables Trust 2016-B	USA	-	(b)	-	-	Securitisation	0	-99	0
Drive Auto Receivables Trust 2016-C	USA	-	(b)	-	-	Securitisation	0	-161	0
Evidencia Previdência S.A.	Brazil	0.00%	89.38%	100.00%	100.00%	Holding Company	64	9	73
Financiera El Corte Inglés, E.F.C., S.A.	Spain	0.00%	51.00%	51.00%	51.00%	Finance	214	66	140
Fuencarral Agrupante, S.L. Unipersonal	Spain	0.00%	70.27%	100.00%	100.00%	Property	92	8	101
Fundo de Investimento Imobiliário-FII	Brazil	0.00%	89.38%	100.00%	-	Investment fund	172	-1	153
Geoban, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Services	24	4	24
Gestora Patrimonial Calle Francisco Sancha 12, S.L.	Spain	68.80%	0.00%	68.80%	68.80%	Securities and real estate management	12	85	8
Getnet Adquirência e Serviços para Meios de Pagamento S.A.	Brazil	0.00%	79.10%	88.50%	88.50%	Payment services	350	78	339
Hipototta No. 4 FTC	Portugal	-	(b)	-	-	Securitisation	37	10	0
Hipototta No. 5 FTC	Portugal	-	(b)	-	-	Securitisation	28	9	0
Hune Rental, S.L. (c)	Spain	64.44%	0.00%	64.44%	-	Machinery rent	-230	-6	30
Ingeniería de Software Bancario, S.L.	Spain	100.00%	0.00%	100.00%	100.00%	It services	187	10	145
Inmo Francia 2, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Property	54	0	54
Inversiones Capital Global, S.A. Unipersonal	Spain	100.00%	0.00%	100.00%	100.00%	Holding Company	536	-18	494
Isban Chile S.A.	Chile	0.00%	100.00%	100.00%	100.00%	It services	21	1	20
Isban México, S.A. de C.V.	Mexico	0.00%	100.00%	100.00%	100.00%	It services	55	3	61
Laparanza, S.A.	Spain	61.59%	0.00%	61.59%	61.59%	Agricultural holding	28	0	16
Luri 6, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Real estate investment	1,148	87	1,444
Merlion Aviation One Limited	Ireland	51.00%	0.00%	51.00%	51.00%	Renting	39	0	0
Metrovacesa Inmuebles y Promociones, S.L.	Spain	0.00%	70.27%	100.00%	100.00%	Property	32	0	32
Metrovacesa Promoción y Arrendamiento, S.A.	Spain	52.50%	17.77%	70.27%	-	Real state development	317	-18	229
Metrovacesa Suelo y Promoción, S.A.	Spain	52.50%	17.77%	70.27%	-	Real state development	1,033	-14	804
Naviera Trans Iron, S.L.	Spain	100.00%	0.00%	100.00%	100.00%	Leasing	22	1	21



## Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Naviera Trans Wind, S.L.	Spain	99.99%	0.01%	100.00%	100.00%	Renting	37	2	43
Norbest AS	Norway	7.94%	92.06%	100.00%	100.00%	Securities investment	95	-1	94
Novimovest – Fundo de Investimento Imobiliário	Portugal	0.00%	78.96%	79.08%	78.59%	Investment fund	323	8	254
Open Bank, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Banking	222	9	237
Optimal Investment Services SA	Suisse	100.00%	0.00%	100.00%	100.00%	Fund management company	26	-1	29
Optimal Multiadvisors Ltd / Optimal Strategic US Equity Series (consolidado) (c)	Bahamas	0.00%	55.62%	56.10%	56.10%	Fund management company	49	0	0
PBE Companies, LLC	USA	0.00%	100.00%	100.00%	100.00%	Property	118	2	106
Produban Servicios Informáticos Generales, S.L.	Spain	99.96%	0.04%	100.00%	100.00%	Services	196	9	202
Promociones Vallebramen, S.L.	Spain	0.00%	70.27%	100.00%	100.00%	Property	-29	3	0
PSA Bank Deutschland GmbH	Germany	0.00%	50.00%	50.00%	50.00%	Banking	400	33	199
PSA Banque France	France	0.00%	50.00%	50.00%	50.00%	Banking	790	282	463
PSA Finance Arrendamento Mercantil S.A.	Brazil	0.00%	89.37%	100.00%	-	Leasing	103	6	74
PSA Finance Belux S.A.	Belgium	0.00%	50.00%	50.00%	-	Finance	84	15	41
PSA Finance Polska Sp. z o.o.	Poland	0.00%	40.82%	50.00%	-	Finance	33	1	11
PSA Finance Suisse, S.A.	Suisse	0.00%	50.00%	100.00%	100.00%	Leasing	24	3	15
PSA Finance UK Limited	United Kingdom	0.00%	50.00%	50.00%	50.00%	Finance	297	70	127
PSA Financial Services Nederland B.V.	Holland	0.00%	50.00%	50.00%	-	Finance	52	9	22
PSA Financial Services Spain, E.F.C., S.A.	Spain	0.00%	50.00%	50.00%	50.00%	Finance	357	34	174
Punta Lima, LLC	USA	0.00%	100.00%	100.00%	100.00%	Leasing	31	-1	36
Retop S.A. (f)	Uruguay	100.00%	0.00%	100.00%	100.00%	Finance	13	15	63
Riobank International (Uruguay) SAIFE (j)	Uruguay	0.00%	100.00%	100.00%	100.00%	Banking	0	0	0
Santander Agente de Valores Limitada	Chile	0.00%	67.43%	100.00%	100.00%	Brokerage	55	17	48
Santander Ahorro Inmobiliario 1, S.I.I., S.A.	Spain	59.75%	9.45%	73.41%	40.02%	Real estate investment	37	-2	28
Santander Ahorro Inmobiliario 2, S.I.I., S.A.	Spain	87.12%	7.68%	95.22%	85.51%	Real estate investment	31	-5	26
Santander Asset Finance (December) Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Leasing	46	6	0
Santander Asset Finance plc	United Kingdom	0.00%	100.00%	100.00%	100.00%	Leasing	204	2	169
Santander Asset Management - Sociedade Gestora de Fundos de Investimento Mobiliário, S.A.	Portugal	100.00%	0.00%	100.00%	100.00%	Fund management company	27	0	26
Santander BanCorp	Puerto Rico	0.00%	100.00%	100.00%	100.00%	Holding Company	970	23	993
Santander Bank & Trust Ltd.	Bahamas	0.00%	100.00%	100.00%	100.00%	Banking	794	-2	403
Santander Bank, National Association	USA	0.00%	100.00%	100.00%	100.00%	Banking	12,585	144	12,730
Santander Benelux, S.A./N.V.	Belgium	0.00%	100.00%	100.00%	100.00%	Banking	1,164	22	1,170
Santander Brasil Administradora de Consórcio Ltda.	Brazil	0.00%	89.38%	100.00%	100.00%	Services	31	9	36
Santander Brasil, EFC, S.A.	Spain	0.00%	89.38%	100.00%	100.00%	Finance	775	-15	665
Santander Capitalização S.A.	Brazil	0.00%	89.38%	100.00%	100.00%	Insurance	58	32	80

## ■ Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Santander Cards Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Cards	108	0	108
Santander Cards UK Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Finance	167	1	125
Santander Consumer (UK) plc	United Kingdom	0.00%	100.00%	100.00%	100.00%	Finance	562	103	304
Santander Consumer ABS Funding 3 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-3	-26	0
Santander Consumer Auto Receivables Funding 2011-A LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	250	45	0
Santander Consumer Auto Receivables Funding 2013-L1 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-135	-61	0
Santander Consumer Auto Receivables Funding 2014-B1 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	29	28	0
Santander Consumer Auto Receivables Funding 2014-B3 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	12	13	0
Santander Consumer Auto Receivables Funding 2014-B4 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	6	21	0
Santander Consumer Auto Receivables Funding 2014-B5 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	15	26	0
Santander Consumer Auto Receivables Funding 2014-L1 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-45	-4	0
Santander Consumer Auto Receivables Funding 2015-L3 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-16	-25	0
Santander Consumer Auto Receivables Funding 2015-L4 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-12	-26	0
Santander Consumer Auto Receivables Funding 2016-B1 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	0	-28	0
Santander Consumer Auto Receivables Funding 2016-B2 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	0	-40	0
Santander Consumer Auto Receivables Funding 2016-B3 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	0	-44	0
Santander Consumer Auto Receivables Funding 2016-B4 LLC	USA	0.00%	58.79%	100.00%	-	Finance	0	-41	0
Santander Consumer Auto Receivables Funding 2016-L1 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	0	-25	0
Santander Consumer Auto Receivables Funding 2016-L2 LLC	USA	0.00%	58.79%	100.00%	-	Finance	0	-20	0
Santander Consumer Bank AG	Germany	0.00%	100.00%	100.00%	100.00%	Banking	3,063	530	4,820
Santander Consumer Bank AS	Norway	0.00%	100.00%	100.00%	100.00%	Finance	1,507	268	1,814
Santander Consumer Bank GmbH	Austria	0.00%	100.00%	100.00%	100.00%	Banking	326	33	363
Santander Consumer Bank S.A.	Poland	0.00%	81.65%	100.00%	100.00%	Banking	511	102	507
Santander Consumer Bank S.p.A.	Italy	0.00%	100.00%	100.00%	100.00%	Banking	613	67	603
Santander Consumer Banque S.A.	France	0.00%	100.00%	100.00%	100.00%	Banking	432	57	490
Santander Consumer Captive Auto Funding LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-18	-10	0
Santander Consumer Chile S.A.	Chile	51.00%	0.00%	51.00%	51.00%	Finance	56	12	17
Santander Consumer Credit Services Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Finance	-36	0	0
Santander Consumer Finance Benelux B.V.	Holland	0.00%	100.00%	100.00%	100.00%	Finance	98	22	190
Santander Consumer Finance Oy	Finland	0.00%	100.00%	100.00%	100.00%	Finance	143	44	130
Santander Consumer Finance, S.A.	Spain	63.19%	36.81%	100.00%	100.00%	Banking	9,238	621	7,377



## Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Santander Consumer Funding 3 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	205	-20	0
Santander Consumer International Puerto Rico LLC	Puerto Rico	0.00%	58.79%	100.00%	100.00%	Services	5	199	5
Santander Consumer Leasing GmbH	Germany	0.00%	100.00%	100.00%	100.00%	Leasing	20	46	101
Santander Consumer Receivables 10 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	484	156	0
Santander Consumer Receivables 11 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	85	83	0
Santander Consumer Receivables 3 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	154	81	0
Santander Consumer Receivables 7 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	125	140	0
Santander Consumer Receivables 9 LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	186	26	0
Santander Consumer Renting, S.L.	Spain	0.00%	100.00%	100.00%	100.00%	Leasing	32	5	39
Santander Consumer USA Holdings Inc.	USA	0.00%	58.79%	58.79%	58.94%	Holding Company	4,243	727	3,561
Santander Consumer USA Inc.	USA	0.00%	58.79%	100.00%	100.00%	Finance	3,096	-389	2,631
Santander Consumer, EFC, S.A.	Spain	0.00%	100.00%	100.00%	100.00%	Finance	413	102	505
Santander Consumo, S.A. de C.V., SOFOM, E.R., Grupo Financiero Santander México	Mexico	0.00%	75.05%	100.00%	100.00%	Cards	559	130	517
Santander Corredora de Seguros Limitada	Chile	0.00%	67.20%	100.00%	100.00%	Insurance brokerage	88	4	62
Santander Corredores de Bolsa Limitada	Chile	0.00%	83.23%	100.00%	100.00%	Brokerage	54	3	48
Santander Corretora de Câmbio e Valores Mobiliários S.A.	Brazil	0.00%	89.38%	100.00%	100.00%	Brokerage	142	31	145
Santander Drive Auto Receivables Trust 2012-5	USA	-	(b)	-	-	Securitisation	140	13	0
Santander Drive Auto Receivables Trust 2012-6	USA	-	(b)	-	-	Securitisation	229	19	0
Santander Drive Auto Receivables Trust 2013-1	USA	-	(b)	-	-	Securitisation	213	22	0
Santander Drive Auto Receivables Trust 2013-2	USA	-	(b)	-	-	Securitisation	212	24	0
Santander Drive Auto Receivables Trust 2013-3	USA	-	(b)	-	-	Securitisation	204	24	0
Santander Drive Auto Receivables Trust 2013-4	USA	-	(b)	-	-	Securitisation	52	18	0
Santander Drive Auto Receivables Trust 2013-5	USA	-	(b)	-	-	Securitisation	80	40	0
Santander Drive Auto Receivables Trust 2013-A	USA	-	(b)	-	-	Securitisation	33	16	0
Santander Drive Auto Receivables Trust 2014-1	USA	-	(b)	-	-	Securitisation	79	43	0
Santander Drive Auto Receivables Trust 2014-2	USA	-	(b)	-	-	Securitisation	54	49	0
Santander Drive Auto Receivables Trust 2014-3	USA	-	(b)	-	-	Securitisation	35	49	0
Santander Drive Auto Receivables Trust 2014-4	USA	-	(b)	-	-	Securitisation	12	35	0
Santander Drive Auto Receivables Trust 2014-5	USA	-	(b)	-	-	Securitisation	-8	38	0
Santander Drive Auto Receivables Trust 2015-1	USA	-	(b)	-	-	Securitisation	-34	69	0

## Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Santander Drive Auto Receivables Trust 2015-2	USA	-	(b)	-	-	Securitisation	-44	65	0
Santander Drive Auto Receivables Trust 2016-1	USA	-	(b)	-	-	Securitisation	0	-48	0
Santander Drive Auto Receivables Trust 2016-2	USA	-	(b)	-	-	Securitisation	0	-73	0
Santander Drive Auto Receivables Trust 2016-3	USA	-	(b)	-	-	Securitisation	0	-132	0
Santander Equity Investments Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Finance	39	8	49
Santander Factoring S.A.	Chile	0.00%	99.83%	100.00%	100.00%	Factoring	46	2	48
Santander Factoring y Confirming, S.A., E.F.C.	Spain	100.00%	0.00%	100.00%	100.00%	Factoring	467	53	126
Santander FI Hedge Strategies	Ireland	0.00%	89.38%	100.00%	100.00%	Investment company	146	21	150
Santander Financial Exchanges Limited	United Kingdom	100.00%	0.00%	100.00%	100.00%	Finance	778	5	311
Santander Financial Services, Inc.	Puerto Rico	100.00%	0.00%	100.00%	100.00%	Finance	313	18	319
Santander Fintech Limited	United Kingdom	100.00%	0.00%	100.00%	100.00%	Securitisation	69	-3	59
Santander Fundo de Investimento Amazonas Multimercado Crédito Privado Investimento no Exterior (l)	Brazil	0.00%	89.38%	100.00%	100.00%	Investment fund	141	14	139
Santander Fundo de Investimento Diamantina Multimercado Crédito Privado Investimento no Exterior (g)	Brazil	0.00%	89.38%	100.00%	100.00%	Investment fund	130	6	122
Santander Fundo de Investimento em Cotas de Fundos de Investimento Contract i Referenciado DI (f)	Brazil	0.00%	93.56%	100.00%	100.00%	Investment fund	126	3	121
Santander Fundo de Investimento Financeiro Curto Prazo (e)	Brazil	0.00%	89.37%	100.00%	100.00%	Investment fund	2,686	183	2,563
Santander Fundo de Investimento Guarujá Multimercado Crédito Privado Investimento no Exterior	Brazil	0.00%	89.38%	100.00%	100.00%	Investment fund	78	10	79
Santander Fundo de Investimento Renda Fixa Capitalization (e)	Brazil	0.00%	89.38%	100.00%	100.00%	Investment fund	203	13	193
Santander Fundo de Investimento Unix Multimercado Crédito Privado (l)	Brazil	0.00%	89.38%	100.00%	100.00%	Investment fund	86	11	87
Santander Global Facilities, S.A. de C.V.	Mexico	100.00%	0.00%	100.00%	100.00%	Real estate management	95	1	136
Santander Global Facilities, S.L.	Spain	100.00%	0.00%	100.00%	100.00%	Property	686	3	614
Santander Global Property, S.L.	Spain	97.34%	2.66%	100.00%	100.00%	Securities investment	254	28	255
Santander Global Sport, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Sport activity	31	-2	29
Santander Hipotecario, S.A. de C.V., SOFOM, E.R., Grupo Financiero Santander México	Mexico	0.00%	75.05%	100.00%	100.00%	Finance	267	31	223
Santander Holding Vivienda, S.A. de C.V.	Mexico	0.00%	75.05%	100.00%	100.00%	Services	27	3	22
Santander Holdings USA, Inc.	USA	100.00%	0.00%	100.00%	100.00%	Holding Company	18,266	344	11,248
Santander Insurance Agency, U.S., LLC	USA	0.00%	100.00%	100.00%	100.00%	Insurance	1	0	1



## Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Santander Insurance Services UK Limited	United Kingdom	100.00%	0.00%	100.00%	100.00%	Asset management	40	1	47
Santander Investment Bank Limited	Bahamas	0.00%	100.00%	100.00%	100.00%	Banking	967	-9	899
Santander Investment Bolsa, Sociedad de Valores, S.A. Unipersonal	Spain	0.00%	100.00%	100.00%	100.00%	Brokerage	189	3	140
Santander Investment Chile Limitada	Chile	0.00%	100.00%	100.00%	100.00%	Finance	567	25	321
Santander Investment Securities Inc.	USA	0.00%	100.00%	100.00%	100.00%	Brokerage	155	67	223
Santander Investment, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Banking	176	10	191
Santander Lease, S.A., E.F.C.	Spain	70.00%	30.00%	100.00%	100.00%	Leasing	72	7	35
Santander Leasing S.A. Arrendamento Mercantil	Brazil	0.00%	89.37%	99.99%	99.99%	Leasing	1,627	154	1,485
Santander Lending Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Mortgages	210	11	221
Santander Participações S.A.	Brazil	0.00%	89.38%	100.00%	100.00%	Holding Company	404	46	363
Santander Private Banking Gestión, S.A., S.G.I.I.C.	Spain	100.00%	0.00%	100.00%	100.00%	Fund management company	36	7	35
Santander Private Banking s.p.a.	Italy	100.00%	0.00%	100.00%	100.00%	Banking	45	-4	41
Santander Private Banking UK Limited	United Kingdom	0.00%	100.00%	100.00%	100.00%	Property	297	1	406
Santander Real Estate, S.G.I.I.C., S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Fund management company	119	0	118
Santander S.A. - Serviços Técnicos, Administrativos e de Corretagem de Seguros	Brazil	0.00%	93.56%	100.00%	100.00%	Insurance brokerage	178	58	201
Santander Securities LLC	Puerto Rico	0.00%	100.00%	100.00%	100.00%	Brokerage	66	-43	29
Santander Securities Services Brasil Distribuidora de Títulos e Valores Mobiliários S.A.	Brazil	0.00%	100.00%	100.00%	100.00%	Brokerage	250	20	256
Santander Securities Services, S.A. Unipersonal	Spain	0.00%	100.00%	100.00%	100.00%	Banking	427	34	372
Santander Seguros y Reaseguros, Compañía Aseguradora, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Insurance	970	126	1,188
Santander Totta Seguros, Companhia de Seguros de Vida, S.A.	Portugal	0.00%	99.90%	100.00%	100.00%	Insurance	151	12	47
Santander UK Group Holdings plc	United Kingdom	77.67%	22.33%	100.00%	100.00%	Finance	14,177	793	20,416
Santander UK Investments	United Kingdom	100.00%	0.00%	100.00%	100.00%	Finance	51	0	47
Santander UK plc	United Kingdom	0.00%	100.00%	100.00%	100.00%	Banking	15,040	1,367	14,971
Santander Vivienda, S.A. de C.V. SOFOM, E.R. Grupo Financiero Santander México	Mexico	0.00%	75.05%	100.00%	100.00%	Finance	86	-2	63
Santusa Holding, S.L.	Spain	69.76%	30.24%	100.00%	100.00%	Holding Company	5,199	1,031	6,479
Services and Promotions Miami LLC	USA	0.00%	100.00%	100.00%	100.00%	Property	61	4	72
Shiloh III Wind Project, LLC	USA	0.00%	100.00%	100.00%	100.00%	Electricity production	305	10	266
SIAF LLC	USA	0.00%	58.79%	100.00%	100.00%	Finance	-108	-164	0
Socur, S.A. (f)	Uruguay	100.00%	0.00%	100.00%	100.00%	Finance	37	27	59



## Subsidiaries of Banco Santander, S.A.<sup>1</sup>

Company	Location	% of ownership held by the bank		% of voting power <sup>k</sup>		Line of business	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015		Capital and Reserves	Net profit (loss) for the year	Carrying amount
Sol Orchard Imperial 1 LLC	USA	0.00%	81.90%	100.00%	100.00%	Electricity production	36	1	38
Sovereign Lease Holdings, LLC	USA	0.00%	100.00%	100.00%	100.00%	Financial services	132	4	127
Sovereign Precious Metals, LLC	USA	0.00%	100.00%	100.00%	100.00%	Precious metal commerce	144	0	14
Sovereign Securities Corporation, LLC	USA	0.00%	100.00%	100.00%	100.00%	Inactive	54	0	50
Totta (Ireland), PLC (h)	Ireland	0.00%	99.84%	100.00%	100.00%	Finance	450	3	450
Totta Urbe - Empresa de Administração e Construções, S.A.	Portugal	0.00%	99.85%	100.00%	100.00%	Property	140	2	100
Transolver Finance EFC, S.A.	Spain	0.00%	51.00%	51.00%	50.00%	Leasing	34	5	17
Wallcesa, S.A.	Spain	100.00%	0.00%	100.00%	100.00%	Securities investment	-942	0	0

a. Amount per books of each company at 31 December 2016 without considering, where appropriate, the interim dividends that have been made in the year. In the carrying amount (net cost of provision), the Group's ownership percentage has been applied to the number of each of the holders, without considering the impairment of goodwill incurred in the consolidation process. The data of the foreign companies are converted into euros at the exchange rate at the end of the period.

b. Companies over which effective control is exercised.

c. Data from the latest approved financial statements as at 31 December 2015.

d. Data from the latest approved financial statements as at 31 March 2016.

e. Data from the latest approved financial statements as at 30 June 2016.

f. Data from the latest approved financial statements as at 30 September 2016.

g. Data from the latest approved financial statements as at 31 July 2016.

h. Data from the latest approved financial statements as at 30 November 2016.

i. Company resident in the UK for tax purposes.

j. Company in liquidation as at 31 December 2016.

k. Pursuant to Article 3 of Royal Decree 1159/2010, of 17 September approving the rules for the preparation of consolidated financial statements, in order to determine voting power, the voting power relating to subsidiaries or to other persons acting in their own name but on behalf of Group companies was added to the voting power directly held by the Parent. For these purposes, the number of votes corresponding to the Parent in relation to companies over which it exercises indirect control is the number corresponding to each subsidiary holding a direct ownership interest in such companies.

l. Data from the latest approved financial statements as at 28 February 2016.

1. The preference share issuer companies are detailed in Appendix III, together with other relevant information.



## » Appendix II

### ■ Companies in which Santander Group has ownership interests of more than 5%<sup>g</sup>, associates of Santander Group and joint ventures

Company	Location	% of ownership held by the bank		% of voting power <sup>f</sup>		Line of business	Type of company	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015			Assets	Capital and Reserves	Net profit (loss) for the year
Aegon Santander Generales Seguros y Reaseguros, S.A.	Spain	0.00%	49.00%	49.00%	49.00%	Insurance	Multigroup	297	101	12
Aegon Santander Portugal Não Vida - Companhia de Seguros, S.A.	Portugal	0.00%	48.95%	49.00%	49.00%	Insurance	Multigroup	19	12	2
Aegon Santander Portugal Vida - Companhia de Seguros Vida, S.A.	Portugal	0.00%	48.95%	49.00%	49.00%	Insurance	Multigroup	88	19	5
Aegon Santander Vida Seguros y Reaseguros, S.A.	Spain	0.00%	49.00%	49.00%	49.00%	Insurance	Multigroup	259	143	23
Aguas de Fuensanta, S.A.	Spain	36.78%	0.00%	36.78%	36.78%	Food	Associated	0	-40	0
Allfunds Bank International S.A.	Luxembourg	0.00%	25.25%	50.00%	50.00%	Banking	Multigroup	213	25	5
Allfunds Bank, S.A.	Spain	0.00%	25.25%	50.00%	50.00%	Banking	Multigroup	939	141	64
Attijariwafa Bank Société Anonyme (consolidado) (b)	Morocco	0.00%	5.26%	5.26%	5.26%	Banking	-	38,536	3,368	497
Aviva Powszechna Towarzystwo Emerytalne Aviva BZ WBK S.A. (b)	Poland	0.00%	6.94%	10.00%	10.00%	Pension fund management company	-	85	52	26
Aviva Towarzystwo Ubezpieczeń na Życie S.A. (b)	Poland	0.00%	6.94%	10.00%	10.00%	Insurance	-	3,411	238	180
Bagoeta, S.L. (b)	Spain	30.61%	0.00%	30.61%	-	Services	-	177	8	-45
Banco Internacional da Guiné-Bissau, S.A. (d) (e)	Guinea Bissau	0.00%	48.92%	49.00%	49.00%	Banking	-	12	-30	-1
Banco RCI Brasil S.A.	Brazil	0.00%	35.65%	39.89%	39.89%	Leasing	Multigroup	2,924	364	23
Bank of Beijing Consumer Finance Company	China	0.00%	20.00%	20.00%	20.00%	Finance	Associated	2,166	301	1
Bank of Shanghai Co., Ltd. (consolidado) (b)	China	6.48%	0.00%	6.48%	7.20%	Banking	-	197,965	10,900	1,782
BZ WBK-Aviva Towarzystwo Ubezpieczeń na Życie S.A.	Poland	0.00%	34.01%	49.00%	49.00%	Insurance	Associated	232	12	9
BZ WBK-Aviva Towarzystwo Ubezpieczeń Ogólnych S.A.	Poland	0.00%	34.01%	49.00%	49.00%	Insurance	Associated	98	30	16
CNP Santander Insurance Europe Designated Activity Company	Ireland	49.00%	0.00%	49.00%	49.00%	Insurance brokerage	Associated	664	61	15
CNP Santander Insurance Life Designated Activity Company	Ireland	49.00%	0.00%	49.00%	49.00%	Insurance brokerage	Associated	1,102	133	32

■ Companies in which Santander Group has ownership interests of more than 5%<sup>g</sup>, associates of Santander Group and joint ventures

Company	Location	% of ownership held by the bank		% of voting power <sup>f</sup>		Line of business	Type of company	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015			Assets	Capital and Reserves	Net profit (loss) for the year
Compañía Española de Seguros de Crédito a la Exportación, S.A., Compañía de Seguros y Reaseguros (consolidado) (b)	Spain	20.53%	0.55%	21.08%	21.08%	Credit insurance	-	835	356	30
Federal Home Loan Bank of Pittsburgh (b)	USA	0.00%	8.66%	8.66%	17.60%	Banking	-	91,392	4,027	243
Federal Reserve Bank of Boston (b)	USA	0.00%	30.44%	30.44%	30.25%	Banking	-	108,409	2,393	-736
FIDC RCI Brasil I – Financiamento de Veículos (l)	Brazil	-	(h)	-	-	Securitisation	Multigroup	158	147	12
FIDC RN Brasil – Financiamento de Veículos	Brazil	-	(h)	-	-	Securitisation	Multigroup	102	99	2
Fortune Auto Finance Co., Ltd	China	0.00%	50.00%	50.00%	50.00%	Finance	Multigroup	1,727	142	42
Gire S.A.	Argentina	0.00%	57.92%	58.33%	58.33%	Collection and payment services	Associated	152	15	16
Hyundai Capital UK Limited	United Kingdom	0.00%	50.01%	50.01%	50.01%	Finance	Multigroup	1,988	100	28
Imperial Holding S.C.A. (e) (i)	Luxembourg	0.00%	36.36%	36.36%	36.36%	Securities investment	-	0	-112	0
Inbond Inversiones 2014, S.L.	Spain	40.00%	0.00%	40.00%	40.00%	Financial studies	Multigroup	226	222	3
Inversiones ZS América Dos Ltda	Chile	0.00%	49.00%	49.00%	49.00%	Securities and real estate investment	Associated	366	366	48
Inversiones ZS América SpA	Chile	0.00%	49.00%	49.00%	49.00%	Securities and real estate investment	Associated	392	267	39
Lusimovest Fundo de Investimento Imobiliário	Portugal	0.00%	25.73%	25.77%	-	Investment fund	Associated	145	92	2
Merlin Properties, SOCIMI, S.A. (consolidado) (k)	Spain	16.83%	5.55%	22.38%	-	Property	Associated	-	-	-
Norchem Holdings e Negócios S.A.	Brazil	0.00%	19.44%	29.00%	29.00%	Holding company	Associated	37	26	2
Procapital - Investimentos Imobiliários, S.A. (e) (c)	Portugal	0.00%	39.96%	40.00%	-	Property	-	3	-22	0
PSA Corretora de Seguros e Serviços Ltda.	Brazil	0.00%	44.69%	50.00%	-	Insurance	Multigroup	1	0	0
PSA Insurance Europe Limited	Malta	0.00%	50.00%	50.00%	50.00%	Insurance	Multigroup	72	47	4
PSA Life Insurance Europe Limited	Malta	0.00%	50.00%	50.00%	50.00%	Insurance	Multigroup	23	9	3
Redsys Servicios de Procesamiento, S.L. (b)	Spain	17.56%	0.00%	17.56%	17.56%	Cards	Associated	126	24	8
Retama Real Estate, S.A.	Spain	0.00%	50.00%	50.00%	50.00%	Services	Multigroup	60	-32	-4
Rio Alto Gestão de Créditos e Participações, S.A.	Brazil	0.00%	44.69%	50.00%	50.00%	Collection and payment services	-	177	132	56
SAM Investment Holdings Limited (m)	Jersey	0.00%	50.00%	50.00%	50.00%	Holding company	Multigroup	1,976	853	153



■ Companies in which Santander Group has ownership interests of more than 5%<sup>g</sup>, associates of Santander Group and joint ventures

Company	Location	% of ownership held by the bank		% of voting power <sup>f</sup>		Line of business	Type of company	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015			Assets	Capital and Reserves	Net profit (loss) for the year
Santander Asset Management S.A. Administradora General de Fondos	Chile	0.00%	49.99%	49.99%	49.99%	Fund management company	Multigroup	33	17	7
Santander Asset Management UK Limited	United Kingdom	0.00%	50.00%	50.00%	50.00%	Investment fund and portfolio management	Multigroup	86	29	39
Santander Asset Management, S.A., S.G.I.I.C.	Spain	0.00%	50.00%	50.00%	50.00%	Fund management company	Multigroup	142	50	53
Santander Brasil Asset Management Distribuidora de Títulos e Valores Mobiliários S.A.	Brazil	0.00%	50.50%	50.50%	50.50%	Management company	Multigroup	65	40	2
Santander Brasil Gestão de Recursos Ltda.	Brazil	0.00%	50.00%	50.00%	50.00%	Real estate investment	Multigroup	627	560	41
Santander Elavon Merchant Services Entidad de Pago, S.L.	Spain	49.00%	0.00%	49.00%	49.00%	Payment services	Multigroup	266	174	3
Santander Pensiones, S.A., E.G.F.P.	Spain	0.00%	50.00%	50.00%	50.00%	Pension fund management company	Multigroup	42	24	19
Saudi Hollandi Bank (consolidado) (b)	Saudi Arabia	0.00%	11.16%	11.16%	11.16%	Banking	-	27,914	2,584	522
Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, S.A. (b)	Spain	16.62%	0.00%	16.62%	17.28%	Financial services	-	47,627	-1,218	0
Stephens Ranch Wind Energy Holdco LLC (consolidado)	USA	0.00%	28.80%	28.80%	44.00%	Electricity production	-	306	289	-1
Tecnologia Bancária S.A.	Brazil	0.00%	18.54%	19.81%	19.81%	Atm	Associated	382	113	5
Teka Industrial, S.A. (consolidado) (b)	Spain	0.00%	9.42%	9.42%	9.42%	Household appliances	-	611	166	9
Testa Residencial, SOCIMI, S.A. (consolidado)	Spain	34.52%	11.68%	46.21%	-	Property	Associated	1,072	637	-3
Tonopah Solar Energy Holdings I, LLC (consolidado)	USA	0.00%	26.80%	26.80%	26.80%	Holding company	Multigroup	919	327	-57
Transbank S.A.	Chile	0.00%	16.78%	25.00%	25.00%	Cards	Associated	1,004	63	7
U.C.I., S.A.	Spain	50.00%	0.00%	50.00%	50.00%	Holding company	Multigroup	311	50	25
Unicre-Instituição Financeira de Crédito, S.A.	Portugal	0.00%	21.47%	21.50%	21.50%	Finance	Associated	324	22	57
Unión de Créditos Inmobiliarios, S.A., EFC	Spain	0.00%	50.00%	50.00%	50.00%	Mortgages	Multigroup	12,603	361	12
Uro Property Holdings SOCIMI, S.A. (b)	Spain	14.96%	0.00%	14.96%	22.77%	Property	-	1,718	121	68
Venda de Veículos Fundo de Investimento em Direitos Creditórios (I)	Brazil	-	(h)	-	-	Securitisation	Multigroup	70	64	6
Webmotors S.A.	Brazil	0.00%	65.49%	70.00%	70.00%	Services	Multigroup	42	27	10

■ Companies in which Santander Group has ownership interests of more than 5%<sup>g</sup>, associates of Santander Group and joint ventures

Company	Location	% of ownership held by the bank		% of voting power <sup>f</sup>		Line of business	Type of company	Millions of euros <sup>a</sup>		
		Direct	Indirect	2016	2015			Assets	Capital and Reserves	Net profit (loss) for the year
Zurich Santander Brasil Seguros e Previdência S.A.	Brazil	0.00%	48.79%	48.79%	48.79%	Insurance	Associated	12,759	654	202
Zurich Santander Brasil Seguros S.A.	Brazil	0.00%	48.79%	48.79%	48.79%	Insurance	Associated	256	-3	47
Zurich Santander Insurance América, S.L.	Spain	49.00%	0.00%	49.00%	49.00%	Holding company	Associated	1,519	1,510	246
Zurich Santander Seguros Argentina S.A. (j)	Argentina	0.00%	49.00%	49.00%	49.00%	Insurance	Associated	70	14	22
Zurich Santander Seguros de Vida Chile S.A.	Chile	0.00%	49.00%	49.00%	49.00%	Insurance	Associated	301	54	51
Zurich Santander Seguros Generales Chile S.A.	Chile	0.00%	49.00%	49.00%	49.00%	Insurance	Associated	203	36	14
Zurich Santander Seguros México, S.A.	Mexico	0.00%	49.00%	49.00%	49.00%	Insurance	Associated	725	44	159
Zurich Santander Seguros Uruguay, S.A.	Uruguay	0.00%	49.00%	49.00%	49.00%	Insurance	Associated	11	8	1

- a. Amounts per the books of each company generally as at 31 December 2016, unless otherwise stated, because the financial statements have not yet been authorized for issue. The data on foreign companies were translated to euros at the year-end exchange rates.
- b. Data from the latest approved financial statements as at 31 December 2015
- c. Data from the latest approved financial statements as at 30 December 2002.
- d. Data from the latest approved financial statements as at 30 April 2002.
- e. Company in liquidation as at 31 December 2016.
- f. Pursuant to Article 3 of Royal Decree 1159/2010, of 17 September approving the rules for the preparation of consolidated financial statements, in order to determine voting power, the voting power relating to subsidiaries or to other persons acting in their own name but on behalf of Group companies was added to the voting power directly held by the Parent. For these purposes, the number of votes corresponding to the Parent in relation to companies over which it exercises indirect control is the number corresponding to each subsidiary holding a direct ownership interest in such companies.
- g. Excluding the Group companies listed in Appendix I and those of negligible interest with respect to the fair presentation that the consolidated financial statements must express (pursuant to Article 48 of the Spanish Commercial Code and Article 260 of the Spanish Limited Liability Companies Law).
- h. Companies over which the non-subsidary investee of the Group exercises effective control.
- i. Data from the latest available approved financial statements as at 31 October 2015
- j. Data from the latest approved financial statements as at 30 June 2016
- k. Recent create company without approved financial statements available.
- l. Data from the latest approved financial statements as at 31 May 2016.
- m. Company resident in the UK for tax purposes.



## » Appendix III

### ■ Preference share issuer subsidiaries

Company	Location	% ownership held by the bank		Line of business	Millions of euros <sup>a</sup>			Net profit (loss) for the year
		Direct	Indirect		Share capital	Reserves	Preference share cost	
Abbey National Treasury (Structured Solutions) Limited	United Kingdom	0.00%	100.00%	Finance	0	0	0	0
Emisora Santander España, S.A. Unipersonal	Spain	100.00%	0.00%	Finance	3	0	0	-1
Santander Emisora 150, S.A. Unipersonal	Spain	100.00%	0.00%	Finance	0	1	0	0
Santander Finance Capital, S.A. Unipersonal	Spain	100.00%	0.00%	Finance	0	1	10	1
Santander Finance Preferred, S.A. Unipersonal	Spain	100.00%	0.00%	Finance	0	6	18	0
Santander International Preferred, S.A. Unipersonal	Spain	100.00%	0.00%	Finance	0	0	18	0
Sovereign Real Estate Investment Trust	USA	0.00%	100.00%	Finance	5,451	-3,289	68	37

a. Amounts per the books of each company as at 31 December 2016, translated to euros (in the case of foreign companies) at the year-end exchange rates.

## » Appendix IV

### Notifications of acquisitions and disposals of investments in 2016

(Article 155 of the Spanish Limited Liability Companies Law and Article 125 of the Spanish Securities Market Law).

On 2 November 2016, the CNMV registered a notification from Banco Santander which disclosed that Santander Group's ownership interest in MERLIN PROPERTIES, SOCIMI, S.A. had fallen exceeded 22.86% on 26 October 2016.

## » Appendix V

### Other information on the Group's banks

A) Following is certain information on the share capital of the Group's main banks based on their total assets.

#### 1. Santander UK plc

##### a) Number of financial equity instruments held by the Group

Santander UK plc has issued 31,051,768,866 ordinary shares with a par value of GBP 0.10 each, amounting to GBP 3,105,176,886.6. On 10 January 2014, Cántabro Catalana de Inversiones, S.A. transferred one ordinary share with a par value of GBP 0.10 to Banco Santander, S.A. for GBP 1. Subsequently, on 1 April 2014, Banco Santander, S.A. transferred 24,117,268,866.6 ordinary shares with a par value of GBP 0.10 each to Santander UK Group Holdings Limited for GBP 2,411,726,886.6. Also, on 1 April 2014, Santusa Holding, S.L. transferred 6,934,500,000 shares with a par value of GBP 0.10 each to Santander UK Group Holdings Limited for GBP 693,450,000. As at 31 December 2015, the Group holds all the ordinary share capital (31,051,768,866 ordinary shares with a par value of GBP 0.10 each, amounting to GBP 3,105,176,886.6) through Santander UK Group Holdings Plc.

On 23 October 1995, Santander UK plc issued 10.0625% exchangeable capital securities amounting to GBP 200,000,000, exchangeable into 200,000,000 10.375% non-cumulative sterling preference shares with a par value of GBP 1 each. At 31 December 2016, the Group held 30.10% of the 10.0625% exchangeable capital securities (amounting to GBP 66,147,000) through Banco Santander, S.A.

Also, on 23 October 1995, Santander UK plc issued 10.375% non-cumulative sterling preference shares amounting to GBP 100,000,000 with a par value of GBP 1 each, and on 13 February 1996 Santander UK plc issued additional 10.375% non-cumulative sterling preference shares amounting to GBP 100,000,000 with a par value of GBP 1 each. At 31 December 2016, the Group held 32% of the 10.375% non-cumulative sterling preference shares (amounting to GBP 63,913,355) through Banco Santander, S.A..

On 9 June 1997, Santander UK plc issued 8.625% non-cumulative sterling preference shares amounting to GBP 125,000,000 with a par value of GBP 1 each. At 31 December 2016, the Group held 80.40% of the 8.625% non-cumulative sterling preference shares (amounting to GBP 100,487,938) through Banco Santander, S.A..

On 28 April 2010, pursuant to current legislation, preference shares of Alliance & Leicester Limited (formerly Alliance & Leicester plc) were exchanged for 300,002 redeemable fixed/floating rate series A non-cumulative preference shares of Santander UK plc amounting to GBP 300,002,000, with a par value of GBP 1 each and a liquidation preference of GBP 1,000. On 16 December 2014, Santander UK plc repurchased 265,069 redeemable fixed/floating rate series A non-cumulative preference shares for GBP 265,069,000. On 12 June 2015, Santander UK plc repurchased 21,136 redeemable fixed/floating rate series A non-cumulative preference shares for GBP 22,509,840. On 1 July 2016, Santander UK Plc repurchases 17 redeemable fixed/floating rate series A non-cumulative for GBP 17,000. At 31 December 2016, 13,780 redeemable fixed/floating rate series A non-cumulative preference shares, amounting to GBP 13,780,000, were still outstanding.

**b) Capital increases in progress**

At 31 December 2016, there were no approved capital increases.

**c) Share capital authorized by the shareholders at the general meeting**

The shareholders at the Annual General Meeting held on 31 March 2016 resolved to unconditionally authorize the company to carry out the following repurchases of share capital.

**1) The repurchase of its own 8.625% non-cumulative sterling preference shares subject to the following conditions:**

- a) The company may repurchase up to 125,000,000 of the 8.625% non-cumulative sterling preference shares.
- b) The lowest price that the company may pay for the 8.625% non-cumulative sterling preference shares will be 75% of the average market price of the preference shares for the five days prior to the purchase; and
- c) The highest price (excluding costs) that the company may pay for each 8.625% non-cumulative preference sterling share will be 125% of the average market price of the preference shares for the five days prior to the purchase.

It is hereby stated that this authorisation will expire at the date of the company's next Annual General Meeting unless it is renewed, amended or revoked by the company. However, prior to such expiry, the company may enter into an agreement on the repurchase of its 8.625% preference shares even if the purchase is finalised after this authorisation expires.

**2) The repurchase of its own 10.375% non-cumulative sterling preference shares subject to the following conditions:**

- a) The company may repurchase up to 200,000,000 of the 10.375% preference shares;
- b) The lowest price that the company may pay for the 10.375% non-cumulative sterling preference shares will be 75% of the average market price of the preference shares for the five days prior to the purchase; and
- c) The highest price (excluding costs) that the company may pay for each 10.375% non-cumulative preference sterling share will be 125% of the average market price of the preference shares for the five days prior to the purchase.

It is hereby stated that this authorisation will expire at the date of the company's next Annual General Meeting unless it is renewed, amended or revoked by the company. However, prior to such expiry, the company may enter into an agreement on the repurchase of its 10.375% preference shares even if the purchase is finalised after this authorisation expires.

**3) The repurchase of its own redeemable fixed/floating rate series A non-cumulative preference shares subject to the following conditions:**

- a) The company may repurchase up to 13,797 redeemable fixed/floating rate series A non-cumulative preference shares;
- b) The lowest price that the company may pay for the redeemable fixed/floating rate series A non-cumulative preference shares will be 75% of the average market price of the preference shares for the five days prior to the purchase; and
- c) The highest price (excluding costs) that the company may pay for each of the redeemable fixed/floating rate series A non-cumulative preference shares will be 125% of the average market price of the preference shares for the five days prior to the purchase.

It is hereby stated that this authorisation will expire at the date of the company's next Annual General Meeting unless it is renewed, amended or revoked by the company. However, prior to such expiry, the company may enter into an agreement on the repurchase of its redeemable fixed/floating rate series A non-cumulative preference shares even if the purchase is finalised after this authorisation expires.

However, prior to such expiry, the company may submit bids or adopt resolutions that could require the allocation of shares and the directors may allocate shares in accordance with any bid or resolution, considering the expiry of the authorisation granted in this resolution.

In accordance with this resolution, any previous authorisations granted to the directors and not exercised for the allocation of shares are hereby revoked and substituted, notwithstanding any allocation of shares or grant of rights already completed, offered or agreed.

**d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights**

Not applicable.

**e) Specific circumstances that restrict the availability of reserves**

Not applicable.

**f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

**g) Quoted equity instruments**

Not applicable.

**2. Abbey National Treasury Services plc****a) Number of financial equity instruments held by the Group**

The Group holds ordinary shares amounting to GBP 2,549,000,000 through Santander UK plc (2,548,999,999 ordinary shares with a par value of GBP 1 each) and Abbey National Nominees Limited (1 ordinary share with a par value of GBP 1).





The Group also holds 1,000 tracker shares (shares without voting rights but with preferential dividend rights) amounting to GBP 1,000 and 1,000 B tracker shares amounting to GBP 1,000 through Santander UK plc, both with a par value of GBP 1 each.

#### **b) Capital increases in progress**

At 31 December 2016, there were no approved capital increases.

#### **c) Capital authorized by the shareholders at the general meeting**

Not applicable.

#### **d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights**

Not applicable.

#### **e) Specific circumstances that restrict the availability of reserves**

Not applicable.

#### **f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

#### **g) Quoted equity instruments**

Not applicable.

### **3. Banco Santander (Brasil) S.A.**

#### **a) Number of financial equity instruments held by the Group**

The Group holds 3,440,170,512 ordinary shares and 3,273,507,089 preference shares through Banco Santander, S.A. and its subsidiaries Sterrebeeck B.V., Grupo Empresarial Santander, S.L. and Banco Madesant - Sociedade Unipessoal, S.A.

The shares composing the share capital of Banco Santander (Brasil) S.A. have no par value and there are no capital payments payable. At 2016 year-end the bank's treasury shares consisted of 25,785,923 ordinary shares and 25,785,923 preference shares, with a total of 51,571,846 shares.

In accordance with current Bylaws (Article 5.7) the preference shares do not confer voting rights on their holders, except under the following circumstances:

- a) In the event of the transformation, merger, consolidation or spin-off of the company.
- b) In the event of approval of agreements between the company and the shareholders, either directly, through third parties or other companies in which the shareholders hold a stake, provided that, due to legal or bylaw provisions, they are submitted to a general meeting.
- c) In the event of an assessment of the assets used to increase the company's share capital.

The General Assembly may, at any moment, decide to convert the preference shares into ordinary shares, establishing a reason for the conversion.

However, the preference shares do have the following advantages (Article 5.6):

- a) Their dividends are 10% higher than those on ordinary shares.
- b) Priority in the distribution of dividends.
- c) Participation, on the same terms as ordinary shares, in capital increases resulting from the capitalisation of reserves and profits and in the distribution of bonus shares arising from the capitalisation of retained earnings, reserves or any other funds.
- d) Priority in the reimbursement of capital in the event of the dissolution of the company.
- e) In the event of a public offering due to a change in control of the company, the holders of preference shares are guaranteed the right to sell the shares at the same price paid for the block of shares that changed hands as part of the change of control, i.e. they are treated the same as shareholders with voting rights.

#### **b) Capital increases in progress**

At 31 December 2016, there were no approved capital increases.

#### **c) Capital authorized by the shareholders at the general meeting**

The company is authorized to increase share capital, subject to approval by the Board of Directors, up to a limit of 9,090,909,090 ordinary shares or preference shares, and without the need to maintain any ratio between any of the different classes of shares, provided they remain within the limits of the maximum number of preference shares established by Law.

At present the share capital consists of 7,563,082,417 shares (3,850,970,714 ordinary shares and 3,712,111,703 preference shares).

#### **d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights**

At the general meeting held on 21 December 2016 the shareholders approved the rules relating to the 2016 deferred remuneration plans for the directors, management and other employees of the company and of companies under its control. The delivery of the shares is linked to the achievement of certain targets.

#### **e) Specific circumstances that restrict the availability of reserves**

The only restriction on the availability of Banco Santander (Brasil) S.A.'s reserves relates to the legal reserve (restricted reserves), which can only be used to offset losses or to increase capital.

The legal reserve is provided for in Article 196 of the Spanish Public Limited Liability Companies Law, which establishes that before being allocated to any other purpose, 5% of profits must be transferred to the legal reserve, which must not exceed 20% of share capital.

#### **f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

**g) Quoted capital instruments**

All the shares are listed on the Brazilian Securities, Commodities and Futures Exchange (BM&FBOVESPA) and the share deposit certificates (units) are listed on the New York Stock Exchange (NYSE).

**4. Santander Bank, National Association****a) Number of financial equity instruments held by the Group**

At 31 December 2016 the Group held 530,391,043 ordinary shares that carry the same voting and dividend acquisition rights over Santander Holdings USA, Inc. (SHUSA). This holding company and Independence Community Bank Corp. (ICBC) hold 1,237 ordinary shares with a par value of USD 1 each, which carry the same voting rights. These shares constitute all the share capital of Santander Bank, National Association (SBNA).

SHUSA holds an 80.84% ownership interest in SBNA, and the remaining 19.16% belongs to ICBC. ICBC is wholly owned by SHUSA. There is no shareholders' meeting for the ordinary shares of SBNA.

**b) Capital increases in progress**

At 31 December 2016 there were no approved capital increases.

**c) Capital authorized by the shareholders at the general meeting**

Not applicable.

**d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights**

Not applicable.

**e) Specific circumstances that restrict the availability of reserves**

Not applicable.

**f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

**g) Quoted equity instruments**

Not applicable.

**5. Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México****a) Number of financial equity instruments held by the Group**

The Group, through the companies Grupo Financiero Santander México, S.A.B. de C.V. And Santander Global Facilities, S.A. de C.V. (Mexico) holds 80,848,278,413 common shares, which constitute 99.99% of the capital stock of Banco Santander (Mexico), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México, as of December 31, 2016.

**b) Capital increases in progress**

By Ordinary and Extraordinary Shareholders' Meeting held on December 5, 2016, it was approved to increase the Company's capital stock, up to the amount of \$ 786,283,883.00 MN, (Seven hundred eighty-six million two hundred eighty-three thousand eight hundred and eighty-three pesos 00 / 100 MN) through the issuance of 7,862,838,825 new shares representing the "F" Series of the Company's capital, all of them ordinary, nominative shares with a par value of \$ 0.10 MN each, which will be held in treasury Company as authorized capital to guarantee the possible conversion of obligations into shares in relation to the Issue agreed by said Assembly.

**c) Capital autorizado por la junta de accionistas**

At the General Shareholders' Meeting held on December 5, 2016, the increase in the authorized capital stock of Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México, was approved, up to the amount of \$ 786,283,883.00 MN, (Seven hundred eighty-six million two hundred eighty-three thousand eight hundred and eighty-three pesos 00/100 MN), through the issuance of 7,862,838,825 new shares representing the Series "F", which will be held in treasury of the Company as authorized capital for Guarantee the possible conversion of obligations into shares in relation to the Issue agreed by the Assembly.

In relation to the foregoing, until the shares are subscribed, they will remain in the treasury of the company, so that the subscribed and paid-up capital stock continues to be in the amount of 8,085,540,380.30 Mexican pesos, represented by a total Of 80,855,403,803 shares, fully subscribed and paid, with a nominal value of 0.10 Mexican pesos per share.

**d) Rights on founder's shares, bonds or debt issues, convertible debentures and similar securities or rights**

- (i) At the Board of Directors meeting held on 22 October 2015 the directors acknowledged their awareness of the situation of the debt issue of Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México that had been ratified at the board meeting held on 17 October 2013 for the issue of debt up to USD 6,500 million in local or international markets. They stipulated that the debt should be senior or subordinated for a maximum term of 15 years and that debt instruments that qualify as capital under current legislation should be included, and resolved that such issue may be instrumented individually or through various issue programmes.

At present, the detail of Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México debt issue is as follows:



Instrument	Type	Term	Amount	Undrawn balance
Issue programme in connection with stock market certificates and term deposit certificates of deposit	Revolving	19/feb/2021	Up to MXN 55,000,000,000.00	Up to MXN 45,000,000,000
Private structured bank bond certificate without public offer	Non-revolving (*)	24/feb/2021	Up to MXN 20,000,000,000.00	Up to MXN 5,710,000,000.00
Private structured bank bond certificate		Authorization in process by CNBV	Up to MXN 10,000,000,000.00	In process
Senior Bond	Non-resolving	09/nov/2022	Up to USD 1,000,000,000,000	N/A
Capital Instruments	Non-solving	30/jan/2024	Up to USD 1,300,000,000,000	N/A
Issue of Tier II subordinated debt in international markets	Non-revolving	Perpetual	Up to USD 500,000,000,000	N/A

\* The issue of private structured bank bonds is non-revolving. Once the amount established in the related certificate is placed, a new certificate is issued for the authorized amount.

(ii) The Board of Directors at its meeting held on January 27, 2011 approved the general conditions for the issuance of senior debt in international markets. On October 18, 2012, the issuance of \$ 500 million and \$ 1 billion was authorized for a period of 5 to 10 years. The issue was approved with the purpose of obtaining resources to fund the increase of business assets and the Bank's liquidity management. Pursuant to these resolutions adopted by the Board of Directors, on November 9, 2012, a debt of US \$ 1.

(iii) On December 27, 2013, Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México, issued a total amount of US \$ 1,300,000,000 in subordinated notes that meet the capital requirements provided By the Basel III criteria for complementary capital / Tier 2 at a rate of 5.95% maturing on 30 January 2024. The parent company of Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México, Banco Santander, S.A, Spain, agreed to purchase 975,000,000 American dollars, i.e., 75% of the total amount of the notes.

These notes were offered through a private placement to qualified institutional buyers only in accordance with Rule 144A under the US Securities Act of 1933 and subsequent amendments thereto. Outside the US, they were offered in accordance with Regulation S of the Securities Act.

The issue was approved with a view to increasing the efficiency of the bank's capital structure, adapting the bank's profile with regard to capitalisation to that of its competitors and obtaining greater returns on capital with the same strength of capital and capacity for growth of risk-weighted assets.

(iv) The shareholders at the general meeting held on 14 May 2012 ratified the resolution adopted by the shareholders at the extraordinary general meeting held on 17 March 2009, which approved the arrangement of a collective loan from the shareholders for USD 1,000,000,000 through the placement of unsecured subordinated non-preference debentures not convertible into shares. This issue had not yet been launched at the reporting date.

(v) At a meeting of the Board of Directors of Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México on October 27, 2016, the issuance of debt was approved for up to US \$ 500 million dollars or its equivalent in pesos in Mexico. The Ordinary and Extraordinary Shareholders' Meeting of Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México éxico, dated December 5, 2016, approved, among others, the issuance of a financial instrument that complies with the regulatory capital requirements established by the Basel III criteria and which was considered as Basic non-core capital, for up to US \$ 500 million.

On December 29, 2016, Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México, issued a private issue abroad of subordinated, non-preferred, perpetual and convertible bonds Social, for a total amount of US \$ 500,000,000 dollars, which had the character of a back-to-back issuance, as a guarantee of liquidity of the non-preferred, perpetual and subordinated subordinated debentures, issued by Banco Santander (Mexico), SA, Institución de Banca Múltiple, Grupo Financiero Santander México.

#### e) Specific circumstances that restrict the availability of reserves

Pursuant to the Mexican Credit Institutions Law and the general provisions applicable to credit institutions, the Mexican Companies Law and the institutions' own Bylaws, universal banking institutions are required to constitute or increase capital reserves for the purposes of ensuring solvency and protecting payment systems and savers.

The bank increases its legal reserve annually directly from the profit obtained in the year.

The bank must recognise the various reserves as stipulated in the legal provisions applicable to credit institutions. Credit loss reserves are calculated on the basis of the credit rating assigned to each loan and are released when the rating of the related loan improves or when the loan is settled.

**f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

**g) Quoted capital instruments**

Not applicable.

**6. Banco Santander Totta, S.A****a) Number of equity instruments held by the Group**

The Group holds 1,256,078,158 ordinary shares through its subsidiaries: Santander Totta, SGPS, S.A. with 1,241,179,513 shares, Taxagest Sociedade Gestora de Participações Sociais, S.A. with 14,593,315 shares, and Banco Santander Totta, S.A. with 305,330 treasury shares, all of which have a par value of EUR 1 each and identical voting and dividend rights and are subscribed and paid in full.

**b) Capital increases in progress**

At 31 December 2016, there were no approved capital increases.

**c) Capital authorized by the shareholders at the general meeting**

Not applicable.

**d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights**

Not applicable.

**e) Specific circumstances that restrict the availability of reserves**

Under Article 296 of the Portuguese Companies' Code, the legal and merger reserves can only be used to offset losses or to increase capital.

Non-current asset revaluation reserves are regulated by Decree-Law 31/98, under which losses can be offset or capital increased by the amounts for which the underlying asset is depreciated, amortised or sold.

**f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

**g) Quoted equity instruments**

Not applicable.

**7. Santander Consumer Bank AG****a) Number of financial equity instruments held by the Group**

At 31 December 2016, through Santander Consumer Holding GmbH, the Group held 30,002 ordinary shares with a par value of EUR 1,000 each, all of which carry the same voting rights.

**b) Capital increases in progress**

At 31 December 2016, there were no approved capital increases.

**c) Capital authorized by the shareholders at the general meeting**

Not applicable.

**d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights**

Not applicable.

**e) Specific circumstances that restrict the availability of reserves**

Not applicable.

**f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

**g) Quoted equity instruments**

Not applicable.

**8. Banco Santander - Chile****a) Number of financial equity instruments held by the Group**

The Group holds a 67% ownership interest in its subsidiary in Chile corresponding to 126,593,017,845 ordinary shares of Banco Santander - Chile through its subsidiaries: Santander Chile Holding S.A. with 66,822,519,695 ordinary shares, Teatinos Siglo XXI Inversiones S.A., with 59,770,481,573 ordinary shares and Santander Inversiones S.A. with 16,577 fully subscribed and paid ordinary shares that carry the same voting and dividend rights.

**b) Capital increases in progress**

At 31 December 2016, there were no approved capital increases.

**c) Capital authorized by the shareholders at the general meeting**

Share capital at 31 December 2016 amounted to CLP 891,302,881,691.

**d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights**

Not applicable.

**e) Specific circumstances that restrict the availability of reserves**

Remittances to foreign investors in relation to investments made under the Statute of Foreign Investment (Decree-Law 600/1974) and the amendments thereto require the prior authorisation of the foreign investment committee.

**f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity**

Not applicable.

**g) Quoted equity instruments**

All the shares are listed on the Chilean stock exchanges and, through American Depositary Receipts (ADRs), on the New York Stock Exchange (NYSE).



## 9. Bank Zachodni WBK S. A.

### a) Number of financial equity instruments held by the Group

At 31 December 2016, Banco Santander, S.A. held 68,880,774 ordinary shares with a par value of PLN 10 each, all of which carry the same voting rights.

### b) Capital increases in progress

At 31 December 2016, there were no approved capital increases.

### c) Capital authorized by the shareholders at the general meeting

Not applicable.

### d) Rights on founder's shares, "rights" bonds, convertible debentures and similar securities or rights

At the general meeting held on 30 June 2014 the shareholders resolved to approve the "Incentive Scheme V" as an initiative to attract, motivate and retain the bank's employees. Delivery of the shares is tied to the achievement of certain targets in the years from 2014 to 2016. The bank considers that the exercise of these rights might give rise to the issuance of no more than 250,000 shares.

### e) Specific circumstances that restrict the availability of reserves

Not applicable.

### f) Non-Group entities which hold, directly or through subsidiaries, 10% or more of equity

Not applicable.

### g) Quoted equity instruments

All the shares of Bank Zachodni WBK S.A. are listed on the Warsaw stock exchange.

### B) The restrictions on the ability to access or use the assets and settle the liabilities of the Group, as required under paragraph 13 of IFRS 12, are described below.

In certain jurisdictions, restrictions have been established on the distribution of dividends on the basis of the new, much more stringent capital adequacy regulations. However, there is currently no evidence of any practical or legal impediment to the transfer of funds by Group subsidiaries to the Parent in the form of dividends, loans or advances, repatriation of capital or any other means.

## » Appendix VI

### Annual banking report

The Group's total tax contribution in 2016 (taxes incurred directly by the Group and the collection of taxes incurred by third parties generated in the course of its economic activities) exceeded EUR 15,800 million of which more than EUR 6,000 million correspond to own taxes (Corporate income tax, non-recoverable VAT and other indirect taxes, payments to the Social Security on behalf of the employer and other taxes on payroll and other taxes and levies).

This Annual Banking Report was prepared in compliance with Article 89 of Directive 2013/36/EU of the European Parliament and of the Council, of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, and its transposition into Spanish law pursuant to Article 87 of Law 10/2014, of 26 June on the regulation, supervision and capital adequacy of credit institutions.

Pursuant to the aforementioned Article, from 1 January 2015, credit institutions must send the Bank of Spain and publish annually a report as an appendix to the financial statements audited in accordance with the legislation regulating audits of financial statements, which specifies, by country in which they are established, the following information on a consolidated basis for each year:

- a) Name(s), nature of activities and geographical location.
- b) Turnover.
- c) Number of employees on a full time equivalent basis.
- d) Gross profit or loss before tax.
- e) Tax on profit or loss.
- f) Public subsidies received.

Following is a detail of the criteria used to prepare the annual banking report for 2016:

### a) Name(s), nature of activities and geographical location

The aforementioned information is available in Appendices I and III to the Group's consolidated financial statements, which contain details of the companies operating in each jurisdiction, including, among other information, their name(s), geographical location and the nature of their activities.

As can be seen in the aforementioned Appendices, the main activity carried on by the Group in the various jurisdictions in which it operates is commercial banking. The Group operates mainly in ten markets through a model of subsidiaries that are autonomous in capital and liquidity terms, which has clear strategic and regulatory advantages, since it limits the risk of contagion between Group units, imposes a double layer of global and local oversight and facilitates crisis management and resolution. The number of Group offices totals 12,235 (the largest commercial network of any international bank) and these offices provide our customers with all their basic financial needs.

**b) Turnover**

For the purposes of this report, turnover is considered to be gross income, as defined and presented in the consolidated income statement that forms part of the Group's consolidated financial statements.

**c) Number of employees on a full time equivalent basis**

The data on employees on a full time equivalent basis were obtained from the average headcount of each jurisdiction.

**d) Gross profit or loss before tax**

For the purposes of this report, gross profit or loss before tax is considered to be profit or loss before tax, as defined and presented in the consolidated income statement that forms part of the Group's consolidated financial statements.

**e) Tax on profit or loss**

In the absence of specific criteria, this is the amount of tax effectively paid in respect of the taxes the effect of which is recognised in Income tax in the consolidated income statement.

Taxes effectively paid in the year by each of the companies in each jurisdiction include:

- supplementary payments relating to income tax returns, normally for prior years.
- advances, prepayments, withholdings made or borne in respect of tax on profit or loss for the year. Given their scanty representative amount, it was decided that taxes borne abroad would be included in the jurisdiction of the company that bore them.
- refunds collected in the year with respect to returns for prior years that resulted in a refund.
- where appropriate, the tax payable arising from tax assessments and litigation relating to these taxes.

The foregoing amounts are part of the statement of cash flows (EUR 2,872 million during 2016, an effective rate 26.7%) and, therefore, differ from the income tax expense recognised in the consolidated income statement (EUR 3,282 million during 2016, an effective rate 30.5%). Such is the case because the tax legislation of each country establishes:

- the time at which taxes must be paid and, normally, there is a timing mismatch between the dates of payment and the date of generation of the income bearing the tax.
- its own criteria for calculating the tax and establishes temporary or permanent restrictions on expense deduction, exemptions, relief or deferrals of certain income, thereby generating the related differences between the accounting profit (or loss) and taxable profit (or tax loss) which is ultimately taxed; tax loss carryforwards from prior years, tax credits and/or relief, etc. must also be added to this. Also, in certain cases special regimes are established, such as the tax consolidation of companies in the same jurisdiction, etc.

**f) Public subsidies received**

In the context of the disclosures required by current legislation, this term was interpreted to mean any aid or subsidy in line with the European Commission's State Aid Guide and, in such context, the Group companies did not receive public subsidies in 2016.



The detail of the information for 2016 is as follows:

2016				
Jurisdiction	Turnover (millions of euros)	Employees	Gross profit or loss before tax (millions of euros)	Tax on profit or loss (millions of euros)
Germany	1,537	4,792	505	15
Argentina	1,320	7,774	461	91
Australia	4	6	1	-
Austria	142	373	63	10
The Bahamas	(5)	43	(20)	-
Belgium	87	170	51	5
Brazil <sup>1</sup>	11,222	45,245	2,796	1,133
Canada	38	186	6	2
Chile	2,434	11,996	941	163
China	64	214	(7)	(1)
Colombia	12	94	-	1
Spain <sup>2</sup>	4,967	28,976	(821)	(114)
United States <sup>3</sup>	7,368	15,621	995	(122)
Denmark	145	215	77	21
Finland	92	148	56	17
France	495	897	266	109
Hungary	-	21	-	-
Ireland	69	6	40	-
Isle of Man	6	18	3	(1)
Cayman Islands	(1)	-	(1)	-
Italy	381	834	165	(1)
Jersey	(42)	486	(45)	1
Luxembourg	3	-	3	-
Malta	3	-	3	-
Mexico <sup>4</sup>	3,350	17,735	1,119	473
Norway	326	491	158	32
The Netherlands	88	269	45	36
Panama	6	5	5	-
Paraguay	-	-	-	-
Peru	53	151	26	9
Poland	1,682	14,610	703	236
Portugal <sup>5</sup>	1,322	6,898	591	79
Puerto Rico	349	1,559	(11)	16
United Kingdom	6,104	24,107	2,362	622
Singapore	3	12	(2)	1
Sweden	159	317	67	3
Switzerland	103	205	42	12
Uruguay	346	1,674	125	24
<b>Consolidated Group total</b>	<b>44,232</b>	<b>186,148</b>	<b>10,768</b>	<b>2,872</b>

1. Including the information relating to a branch in the Cayman Islands the profits of which are taxed in full in Brazil. The contribution of this branch profit before tax from continuing operations 2016 is EUR 347 million.

2. Includes the corporate center. During 2016, there have been tax refunds in relation to fiscal years 2014 and 2015, the latter in advance- ; so deducting its effect the amount of taxes paid would have been EUR: +175 million.

3. Tax accrued in the year in this jurisdiction amounted to approximately EUR 300 million due mainly to the difference in deferred taxes.

4. Including the information on a branch in the Bahamas the profits of which are taxed in full in Mexico. In 2016 the contribution of this branch to operating profit before tax from continuing operations was EUR 15 million.

5. Including the information relating to the branch in the UK, which is taxed both in the UK and in Portugal. In 2016 the contribution of this branch to profit before tax from continuing operations was EUR 84 million.

At 31 December 2016, the Group's return on assets (ROA) was 0.56%.







# Consolidated Directors' Report

Translation of the report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

# Banco Santander, S.A. and companies composing the Santander Group

Consolidated Directors' Report for 2016

This report has been prepared following the Spanish Securities Market Commission (CNMV) recommendations on preparation of directors' reports for listed companies, issued in September 2013, and is arranged in the nine sections suggested.

## » 1. Situation of the entity

---

### 1.1 Description

At the end of 2016, the Group was the second-largest bank in the euro area and the 19th largest in the world in terms of market capitalisation: EUR 72,314 million.

Its corporate purpose is to engage in all types of activities, operations and services that are typical of the banking business in general. Its business model focuses on commercial banking products and services with the objective of meeting the needs of its 125 million customers - private individuals, SMEs and businesses. The Group operates through a global network of 12,235 branch offices, the most extensive in international banking, as well as digital channels, in order to provide top-quality service and the utmost flexibility. The Santander Group has EUR 1,339 billion in assets and manages funds of EUR 1,522 billion across all its customer segments. It has 3.9 million shareholders and employs over 190,000 professionals. Commercial banking accounts for 87% of the Group's income.

The Group is highly diversified and operates in 10 main markets, holding significant market shares.

The Group's senior decision-making body is the Board of Directors, except in matters for which the shareholders, in general meeting, have sole responsibility. The Board is highly qualified, with the directors' varied and deep experience, knowledge, dedication and diversity comprising its chief assets. The Board's operating procedures and actions are governed by the principles of transparency, responsibility, fairness and efficiency, whereby the Bank's best interests are aligned with the legitimate interests of its stakeholders.

In line with the Bank's vision and mission and within its general supervisory framework, the Board of Directors takes decisions concerning the Group's main policies and strategies, its corporate culture, the definition of its structure and the promotion of suitable corporate social responsibility policies. In addition, and especially in exercising its responsibility in managing all risks, the Board approves and monitors the risk framework and appetite and ensures that these are in line with the Bank's business, capital and liquidity plans. The Board also verifies that risks are correctly reported by all units and oversees the operation of the three lines of defence, guaranteeing the independence of the heads of risk, compliance and internal audit and their direct access to the Board.

Of the 15 members currently sitting on the Board, four are executive and 11 are non-executive. Of the latter, eight are independent, one is proprietary and two, in the opinion of the Board, are neither proprietary nor independent. Six women serve on the Board of Directors, with one acting as the Executive Chairman and the remaining serving as independent external directors.



## Geographies



## Group functions and Corporate Centre activities

Risk	Compliance	Internal Audit	Chairman's Office and Strategy	Innovation	Universities	Communications, Corporate Marketing and Research	
General Secretariat and Human Resources	Technology and Operations	Financial Accounting and Control	Finance	Fin. Planning & Corporate Development	Strategic Alliances in AM and Insurance	Costs	

1. Santander Consumer Finance (SCF) with presence in Austria, Belgium, Denmark, Finland, France, Germany, Italy, Netherlands, Norway, Poland, Portugal, Spain, Sweden, Switzerland and UK.

The Board has set up an executive committee, entrusted with general decision-making powers. Other Board committees are entrusted with supervisory, reporting, advisory and proposing functions. These include the Audit Committee, the Risk Supervision, Regulation and Compliance Committee, the Appointments Committee, the Remuneration Committee, the Innovation and Technology Committee and the International Committee.

The Group's corporate governance model follows a set of principles designed to safeguard the equal rights of shareholders, such as the principle of one share, one vote, one dividend. The by-laws do not establish any protective measures, and steps are taken to encourage informed participation at shareholders' meetings.

A policy of maximum transparency is also applied, particularly as regards remuneration.

This model of corporate governance has been recognised by socially-responsible investment indices. The Group has been included in the DJSI and FTSE4Good indices since 2000 and 2002, respectively. Further information on the Bank's administrative structure is provided in Section C of the Annual Corporate Governance Report.

The Board holds regular (usually weekly) meetings, chaired by the CEO and attended by the executive vice presidents of each division and the country heads, to monitor the various businesses and other important matters concerning the day-to-day running of the Group.

Following the year-end close, a new Santander Digital division was created, through the integration of the Commercial and Innovation divisions.

At 31 December 2016, the operating business areas reflect a two-tiered structure:

### a) Geographic businesses

The activities of the operating units are segmented by geographical region, a view that coincides with the first level of Group management and reflects the positioning of Santander in the three areas of monetary influence in the world (euro, pound sterling and dollar). The segments reported on are as follows:

- Continental Europe, which comprises all the businesses in the region as well as real estate operations in Spain. Detailed financial information is given for Spain, Portugal, Poland and Santander Consumer Finance (SCF), which covers all the business in the region, including that of Spain, Portugal and Poland.
- United Kingdom, which includes all the business carried out by the Group's units and branches operating in that country.
- Latin America, comprising all the financial business activities in which the Group engages through its banks and subsidiaries in the region. Particular details are provided on the accounts for Brazil, Mexico and Chile.

- United States, which includes the holding company Intermediate Holding Company (IHC) and its subsidiaries Santander Bank, Banco Santander Puerto Rico, Santander Consumer USA, Banco Santander International and Santander Investment Securities, as well as the New York branch.

There are no customers located in areas other than those in which the Group's assets are located that generate income exceeding 10% of the Group's ordinary income.

## b) Global businesses

The activities of the operating units are divided by type of business, into commercial banking, Santander Global Corporate Banking (SGCB) and the real estate operations in Spain.

- Commercial banking, which comprises all of the customer banking businesses, including consumer finance, except those of corporate banking, which are managed through SGCB. Also included in this business segment are the results of the hedging positions taken in each country within the scope of the relevant asset/liability committee (ALCO).
- Santander Global Corporate Banking (SGCB), which reflects the income from global corporate banking, investment banking and markets businesses worldwide, including the globally-managed treasury departments (after the appropriate distribution with commercial banking customers), along with the equities business.

In addition to the operating businesses described above by region and business, the Group also has a Corporate Centre. This area encompasses the centralised management businesses relating to financial investments, the financial management of the structural currency position, taken from within the scope of the Group's corporate ALCO, as well as the management of liquidity and equity through securities issues.

As the Group's holding unit, this segment handles total capital and reserves, capital allocations and liquidity with the rest of the businesses. It also incorporates provisions of different types and amortisation of goodwill, but not the costs related to the Group's central services, which are charged to the different areas, with the exception of corporate and institutional expenses related to the Group's functioning.

Lastly, at 31 December 2016 the Group has a number of support units, such as Risks, Compliance, Internal Audit, Chairman's Office and Strategy, Innovation, Universities, Communication, Corporate Marketing and Research, General Secretary's Office and Human Resources, Technology and Operations, Controller's Office and Management Control, Financial Management, Corporate Development and Financial Planning, Strategic Alliances in Asset and Insurance Management and Costs.

After the end of the year, the new Santander Digital division was created for the integration of the Commercial and Innovation divisions.

The purpose of all these units is to ensure that the Group is a cohesive, efficient and productive group. To that end, the units are entrusted with implementing the Group's corporate policies.

Information on the Group's different units, given below, has been prepared in accordance with these criteria and therefore may differ from the information published for each company on an individual basis.

## 1.2 Mission and business model

Santander's customer-focused business model enables it to fulfil its mission of helping people and businesses to prosper.

The Group's vision is to be the best retail and commercial bank that earns the lasting loyalty of our people, customers, shareholders and communities, all embrace by the Simple, Personal and Fair corporate culture.

Santander's unique model is underpinned by solid and unparalleled pillars:

- 125 million customers and a solid presence in 10 key markets.
- Geographic diversification.
- Subsidiaries model.

These pillars allow the Group to secure highly-predictable and stable financial results throughout the economic cycle, along with elevated, sustainable returns. As such, Santander is able to take advantage of growth opportunities when they arise and to continually grow the per-share cash dividend.

### The Group's 125 million customers and solid presence in 10 key markets drive profitable growth

Banco Santander's commercial model focuses on meeting the needs of all types of customers: individuals with different levels of income, businesses of any size and across all sectors, private corporations and public institutions. The Group's 125 million customers are in markets comprising around 1,000 million people, with 75% of the Group's earnings being generated from its commercial banking activities.

The business is underpinned by long-term personal relationships between the Bank and its customers and therefore the Bank places great previousity on deepening these relationships. By constantly innovating, Santander is transforming its commercial model to offer better digital services and to enhance customer trust, which in turn drives the business toward greater profitability and sustainability.

Santander has a solid presence and a leading position in 10 key markets: Argentina, Brazil, Chile, Mexico, Poland, Portugal, Spain, the United States and the United Kingdom, along with the consumer financing business in Europe.

### The Group's geographic diversification generates predictable profits, which means lower capital needs

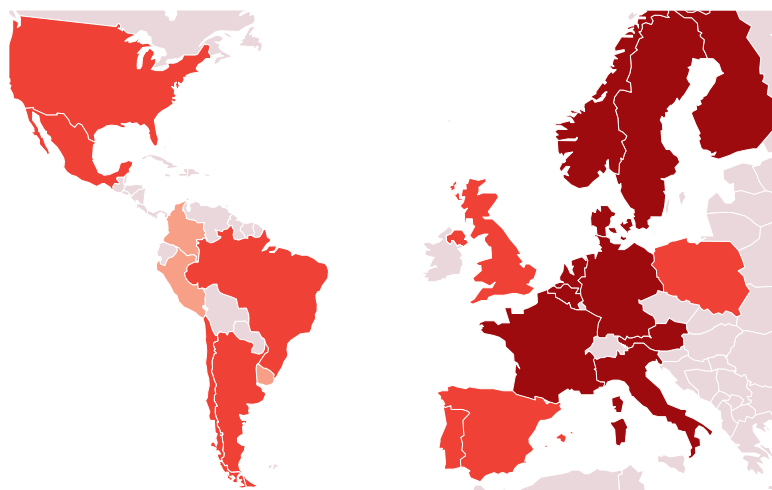
The Santander Group's geographic diversification is balanced between mature and emerging markets, which generates predictable and growing profits throughout the economic cycle. 55% of the Group's profit is generated in Europe, while 45% comes from North and South America.

The Group's solid capital is in line with its business model, balanced geographic diversification, a conservative risk profile and balance sheet structure, and strictly complies with all regulatory requirements.

Santander's strong balance sheet and high earnings allow it to finance its growth and distribute greater cash dividends while accumulating capital.



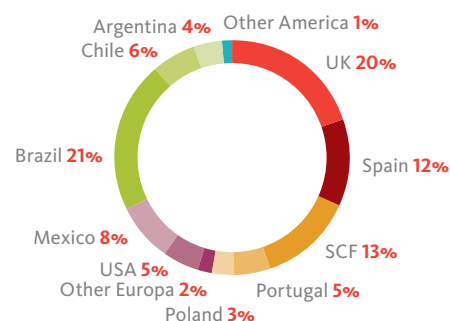
## Critical mass in our core countries



<b>USA</b> Mkt. share <sup>1,5</sup> : 4% Branches 768	<b>Brazil</b> Mkt. share <sup>2</sup> : 13% Branches 3.431	<b>Argentina</b> Mkt. share <sup>1</sup> : 10% Branches 453	<b>Portugal</b> Mkt. share <sup>1</sup> : 14% Branches 657	<b>UK</b> Mkt. share <sup>3</sup> : 11% Branches 844
<b>Mexico</b> Mkt. share <sup>1</sup> : 14% Branches 1.389	<b>SCF</b> Nº de países: 14 Branches 567	<b>Chile</b> Mkt. share <sup>1</sup> : 19% Branches 435	<b>Poland</b> Mkt. share <sup>1,4</sup> : 10% Branches 658	<b>Spain</b> Mkt. share <sup>1</sup> : 14% Branches 2.911

(1) Lending (2) Non-earmarked lending (3) Including total mortgage loans, UPLs and SMEs (4) Including Santander Consumer Finance business (SCF) (5) In the states where the Group operates. Data: Jun'16 or latest available. Branches do not include Santander Consumer Finance business. \*Excluding Corporate Centre and Spain Real State activities.

## Underlying attributable profit\*, 2016



### The collaboration-based subsidiaries model drives efficiency and excellence of service

The Santander Group is structured through a model of subsidiaries that are autonomous in terms of capital and liquidity. All subsidiaries are subject to the regulation and supervision of their local authorities and are managed by local teams with deep knowledge of customers in their respective markets.

Santander is one of the most efficient international banks, with an efficiency ratio of 48.1%. As part of its bid for operational excellence, Santander has improved digital operations and commercial channels, simplified processes and optimised costs. All these efforts have served to improve customer experience and satisfaction. As such, at the 2016 year end, Santander is one of the top three banks in customer satisfaction in eight of the nine countries in which it operates.

The Corporate Centre contributes value and maximises the competitiveness of the subsidiaries by promoting collaboration, helping them to be more efficient, reinforcing the Group's governance structure and fostering the exchange of best commercial practices. This enables the Group to obtain better results than would be achieved by the sum of each of the local banks. In short, the Corporate Centre locks in the benefits of the Group's scale and unlocks them for all subsidiaries.

### Vision and value creation

The Group's vision is to be the best retail and commercial bank that earns the lasting loyalty of our people, customers, shareholders and communities.

To secure this goal, the Group has set ambitious objectives and strategic previousities with respect to all stakeholder groups, i.e., employees, customers, shareholders and communities. It has also designed clear indicators in order to gauge its progress in each objective and previousity.

- Regarding employees, the primary objective is to be considered the best bank to work for in our core markets. To that end, the Group's people management strategy focuses on six major areas: talent management, know-how and development, compensation and benefits, employee experience, culture and technology. The purpose of this strategy is for all Santander employees to be motivated and fully committed to the shared goal of helping both individual and corporate customers prosper.

During the year, the Bank has promoted knowledge of the eight corporate behaviours and helped employees incorporate them into their daily work. Those employees that showcase these behaviours in their posts have been recognised by the Group.

- As regards customers, Santander aims to deepen the quality of its relationships, by developing simple, customised solutions that increase their long-term loyalty with and trust in the Bank, in order to support international expansion and growth of business customers. The Group is well aware that today's banking customers need easily-accessible and readily-available digital channels. As such, it is transforming its commercial model, further enhancing the customer service and personalised attention that have long been Santander's hallmark.

- In terms of its shareholders, the objective is to offer attractive, growing and sustainable returns, thereby ensuring long-term trust.

Santander's solid capital is in line with its business model, and its sound risk culture, dubbed "risk pro", clearly defines how the Group and its employees understand and manage risks in day-to-day operations.

- Regarding communities, the objective is to operate in a simple, personal and fair manner. The Group ensures that strong ethical, social and environmental criteria are fully mainstreamed in its business activity. This allows the Bank to responsibly and sustainably contribute to the economic and social progress of companies and to support individuals in the local communities in which it operates.

A key feature of the Group's contribution to society is the Santander Universities programme, the hallmark of its social commitment. Banco Santander's long-standing support for higher education gives it a unique value over other banking institutions. According to the first global study published by the Varkey Foundation, in collaboration with UNESCO, Santander is the world's top corporate contributor to education.

In 2016, the Bank met all its financial targets and made great strides toward its strategic priorities.

In short, Santander represents a unique corporate culture and international positioning that truly exemplifies a Simple, Personal and Fair way of banking helping people and business prosper.

### 1.3 Economic, regulatory and competitive context

Global growth fell slightly from 2015 to 2016 (3.2% to 3.0%), reflecting the slowdown in the advanced economies, which started the year weakly in response to a series of situational factors (financial instability, weather conditions, etc.).

With respect to financial markets, after a negative start to the year, markets turned around in the second half of February. Volatility lowered due to signs of stabilisation in the Chinese economy, a recovery in oil prices and an improved US economy.

In March, the European Central Bank (ECB) lowered its benchmark interest rates and extended the corporate and public sector debt repurchase programmes, which spurred a sharp drop in returns on euro-denominated fixed income securities. Short and medium-term government bonds saw negative yields in a large part of euro area countries.

The June 2016 leave vote in the UK referendum on membership in the European Union and the results of the US presidential election in November caused volatile reactions in markets.

At year end, the upward trend in long-term interest rates was bolstered by the US Federal Reserve's interest rate hike and the rise in oil prices, as well as by improved economic growth in the world's main economies. Nevertheless, in late 2016, the monetary policies of the mature economies remained clearly expansive in nature.

The banking environment in the countries in which the Santander Group operates continued to be affected by regulatory changes and to present clear economic challenges. Financial institutions in mature economies continued to shore up their balance sheets, with an across-the-board rise in solvency levels.

Despite this progress, banks continue to face major challenges in driving profitability, facing minimum-level interest rates, low business volumes and a sharp rise in competitive pressure in the majority of markets.

In terms of the supervisory and regulatory context, the international agenda was marked by progress toward finalising the Third Basel Accord (Basel III). This updated framework aims to put forth simpler, more comparable and more risk-sensitive ratios, without significantly increase banks' capital requirements. At European level, the European Commission's proposed reforms of the capital and resolution framework were of special note. These proposed reforms entailed the start of a lengthy legislative process that will be fully effective between 2019 and 2021, along with measures to move forward with the single European market.

A summary of the macroeconomic situation in the main countries in which the Group operates is given in the sections on each geographic unit.





## » 2. Business performance and results

	2016	2015
<b>Balance sheet (millions of euros)</b>		
Total assets	1,339,125	1,340,260
Loans and advances to customers (net)	790,470	790,848
Customer deposits	691,112	683,142
Customer funds managed and marketed	1,102,488	1,075,563
Equity	102,699	98,753
Total funds managed and marketed	1,521,633	1,506,520
<b>Income (millions of euros)</b>		
Net interest income	31,089	32,189
Gross income	43,853	45,272
Net margin	22,766	23,702
Ordinary profit/(loss) before tax	11,288	10,939
Ordinary profit attributable to the Group	6,621	6,566
Profit attributable to the Group	6,204	5,966
<b>Eps, profitability and efficiency (%)</b>		
Attributable profit per share (euros)	0.41	0.40
RoE	6.99	6.57
Ordinary RoTE (*)	11.08	10.99
ROTE	10.38	9.99
RoA	0.56	0.54
Ordinary RoRWA (*)	1.36	1.30
RoRWA:	1.29	1.20
Efficiency (including write-downs)	48.1	47.6
<b>Solvency and npl (%)</b>		
CET1 fully-loaded	10.55	10.05
CET1 phase-in	12.53	12.55
NPL ratio	3.93	4.36
NPL coverage ratio	73.8	73.1
<b>Shares and capitalisation</b>		
Number of shares (millions)	14,582	14,434
Price (€)	4.959	4.558
Market capitalisation (€ million)	72,314	65,792
Tangible book value (€):	4.22	4.07
Price / tangible book value (times):	1.17	1.12
PER (price / earnings per share) (times)	12.18	11.30
<b>Other figures</b>		
Number of shareholders	3,928,950	3,573,277
Number of employees	188,492	193,863
Number of branches	12,235	13,030

\* Does not include net of non-recurring gains and write-downs.

### 2.1 Review of the year

In 2016, the Santander Group's strategy and business model continued to generate value for customers and shareholders. The Bank's geographic diversification, with a solid presence in the main markets, and its industry-leading efficiency endow it with a strong competitive edge. Accordingly, it has been resilient against a challenging economic scenario, particularly for banks, and in the face of high volatility episodes and greater fiscal pressure in certain countries.

Against this backdrop, Santander's year-end financial results were solid, with sustainable and predictable returns, meeting all financial and commercial targets.

Profit and dividends were up in 2016 and, excluding the impact of exchange rates, volumes were higher. The balance sheet structure remained balanced, with liquidity ratios well above requirements and a clear improvement in the capital position and credit quality. At the same time, Santander moved forward in its commercial transformation process, breathing new life into its customer relationships and improving their experience with the Bank.

Group highlights in 2016 were as follows:

#### Strong earnings

The strength of Santander's business model has been demonstrated throughout the years, allowing us to deliver highly predictable earnings and placing us among the best banks in efficiency and profitability.

Ordinary pre-tax profit stood at EUR 11,288 million in 2016, up 3% over 2015. The increase in constant euros was 12%, with growth in nine of the 10 main markets.

The main income statement items highlight the strategy followed during the year:

- Strong pace of revenues, underpinned by net interest income and fee and commission income, which together represented 94% of gross income.
- Strict cost control for the third consecutive year, with a 2% drop in real terms in 2016, on a like-for-like basis.
- Further annual reduction in provisions and improved cost of credit, thanks to a stronger corporate risks culture.

The income statement outcome was also affected by the larger tax expense, reflecting new taxes levied against certain units, and certain non-recurring gains and losses, entailing a charge net of taxes of EUR 417 million in 2016. Non-recurring items totalled EUR 600 million in 2015.

Attributable profit to the Santander Group stood at EUR 6,204 million, up 4% over 2015, or 15% excluding the impact of exchange rates.

### Commercial transformation process

In 2016, the Santander Group continued to move forward in transforming its commercial model to further reflect the Simple, Personal and Fair culture.

All units made progress toward improving customer loyalty, developing new products and services for both individual and business customers, through innovative solutions and global propositions. These efforts include 1|2|3 World, Santander Select, Santander Private Banking, Santander SMEs, Santander Trade Network, Global Treasury Solutions, Santander Flame and new digital applications in all countries.

In order to enhance customer loyalty, the Bank must ensure operational excellence, which translates into the best and most efficient experience for customers. Maximising new technologies is a key step toward securing this goal. Accordingly, the Group continues to work on different facets of digital transformation.

Today's banking customers demand easily-accessible and readily-available digital channels, without sacrificing the customer service and personalised attention that have long been Santander's hallmark. Consequently, the Group has also locked in thorough improvements at its branches, through the Smart Red project, and its contact centres. At the same time, the Group has taken great strides with respect to the Santander NEO CRM smart business tool, which integrates information from all channels (branches, contact centres, digital platforms, etc.) and features new transactional capacities. This allows the Bank to have a deeper understanding of its customers and to offer them value propositions based on their actual experiences and needs, while at the same time generating cost savings.

As a result of this transformation process, Santander boasts 15.2 loyal customers (up 10% during the year) and 20.9 million digital customers (up 26%). These increases are mirrored by the improvement in the revenue base, primarily in fee and commission income, where growth doubled that of 2015.

The Bank has also achieved great success in terms of customer satisfaction during the year. At present, eight units (three more than in 2015) are considered among the top three local banks in terms of customer experience.

### Growth of business activity

The greater customer loyalty and the commercial strategy are reflected in higher across-the-board volumes, especially in developing markets, with a consistently medium-low risk profile and a highly-diversified portfolio.

Lending has increased the most in Latin America, Santander Consumer Finance and Poland, and somewhat more moderately in

the UK. After improving earlier trends in the second half of the year, Brazil closed 2016 with a stable lending (+0.4%). The deleveraging process is still underway in Spain and Portugal, and the US was somewhat affected by sales of lower-quality portfolios.

All units recorded growth in customer funds, particularly in demand deposits and mutual funds, as part of the Bank's strategy to improve financing costs.

### Stronger solvency

In terms of capital, Santander again demonstrated its capacity to generate sustainable capital while paying attractive dividends. The fully-loaded CET1 ratio stood at 10.55% at year end, outperforming the target for the year and consistently moving towards its goal of 11% by 2018.

The fully-loaded total capital ratio and the leverage ratio also improved during the year. In regulatory terms, the Bank closed 2015 with CET1 of 12.53%, well above the minimum required by European Central Bank.

### Improved credit quality

Santander maintained its medium-low risk profile and its high asset quality, with all credit quality indicators improving during the year. The Group's non-performing loan ratio fell by 43 basis points (bp) to 3.93%, while the coverage ratio rose one percentage point (pp) to 74% and the cost of credit fell to 1.18%, down 7 bp.

This improvement was seen in virtually all geographic areas and is a direct result of the strength of the Group's risk culture, called "risk pro".

### Creation of value for shareholders

In 2016, shareholder value was once again one of the Group's key priorities.

Earnings per share rose by 1%, while cash dividends per share climbed 8%, with RoTE remaining among the best of our global peers.

Fully-loaded capital rose by over EUR 3,000 million and tangible book value per share climbed to 4.22 euros, reflecting four years of growth.

As a result, the share price gained 8.8% during the year and total shareholder returns climbed 14.2%, both far outperforming the DJ Stoxx Banks and the DJ Stoxx 50.



## 2.2 Earnings

A comparison of 2016 and 2015 earnings is set out below.

### Condensed consolidated income statement

Millions of euros

	2016	2015
Interest income	55,156	57,198
Interest expense	(24,067)	(24,386)
<b>Net interest income</b>	<b>31,089</b>	<b>32,812</b>
Dividend income	413	455
Share of profit (loss) of companies accounted for using the equity method	444	375
Fee and commission income	12,943	13,042
Fee and commission expenses	(2,763)	(3,009)
Gains/(losses) on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net	869	1,265
Gains/(losses) on financial assets and liabilities held for trading, net	2,456	(2,312)
Gains/(losses) on financial assets and liabilities designated at fair value through profit or loss, net	426	325
Gains/(losses) from hedge accounting, net	(23)	(48)
Exchange differences, gains/(losses), net	(1,627)	3,156
Other operating income	1,919	1,971
Other operating expenses	(1,977)	(2,235)
Income from assets under insurance and reinsurance contracts	1,900	1,096
Expenses from liabilities under insurance and reinsurance contracts	(1,837)	(998)
<b>Gross income</b>	<b>44,232</b>	<b>45,895</b>
Administrative expenses	(18,737)	(19,302)
<i>Personnel expenses</i>	<i>(11,004)</i>	<i>(11,107)</i>
<i>Other administrative expenses</i>	<i>(7,733)</i>	<i>(8,195)</i>
Depreciation and amortisation	(2,364)	(2,418)
Provisions or reversal of provisions	(2,508)	(3,106)
Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss	(9,626)	(10,652)
<i>Financial assets at cost:</i>	<i>(52)</i>	<i>(228)</i>
<i>Available-for-sale financial assets</i>	<i>11</i>	<i>(230)</i>
<i>Loans and receivables</i>	<i>(9,557)</i>	<i>(10,194)</i>
<i>Held-to-maturity investments</i>	<i>(28)</i>	<i>—</i>
<b>Profit from operations</b>	<b>10,997</b>	<b>10,417</b>
Impairment or reversal of impairment on investments in joint ventures and associates	(17)	(1)
Impairment or reversal of impairment on non-financial assets	(123)	(1,091)
<i>Tangible assets</i>	<i>(55)</i>	<i>(128)</i>
<i>Intangible assets</i>	<i>(61)</i>	<i>(701)</i>
<i>Others</i>	<i>(7)</i>	<i>(262)</i>
Gains/(losses) on derecognition of non-financial assets and investments, net	30	112
Negative goodwill recognised in profit or loss	22	283
Profit/(loss) from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations	(141)	(173)
<b>Profit/(loss) before tax from continuing operations</b>	<b>10,768</b>	<b>9,547</b>
Tax expense or income related to profit or loss from continuing operations	(3,282)	(2,213)
<b>Profit/(loss) after tax from continuing operations</b>	<b>7,486</b>	<b>7,334</b>
Profit/(loss) before tax from discontinued operations	—	—
<b>Net profit (loss) for the year:</b>	<b>7,486</b>	<b>7,334</b>
<i>Attributable to minority interests (non-controlling interests)</i>	<i>1,282</i>	<i>1,368</i>
<i>Attributable to owners of the parent</i>	<i>6,204</i>	<i>5,966</i>

In the statement presented above, non-recurring positive and negative results are included in each of the income statement line items where they were recognised due to their nature.

To facilitate an understanding of the changes between the two years, the condensed income statement set out below shows non-recurring gains and write-downs for the net amount on a separate line just before the attributable profit to the Group ("Net extraordinary capital gains and provisions").

The net negative impact of non-recurring positive and negative results was EUR 417 million in 2016. In particular, capital gains stood at EUR 227 million and related to the sale of VISA Europe. During the year, the Group recognised expenses for a total amount of EUR 644 million for restructuring costs (EUR 475 million), provisions to cover potential claims related to payment protection insurance (PPI) products in the UK (EUR 137 million) and the restatement of Santander Consumer USA data (EUR 32 million).

In 2015, the negative impact was EUR 600 million. During that year, gains totalled EUR 1,118 million and related to the net result of the reversal of tax liabilities in Brazil (EUR 835 million) and the generation of goodwill of EUR 283 million on the acquisition of assets and liabilities of the Portuguese bank Banco Internacional do Funchal (Banif). In 2015, the Group recognised expenses for a total amount of EUR 1,718 million in connection with provisions to cover potential claims in connection with payment protection insurance (PPI) products in the UK (EUR 600 million), impairment and impairment of intangible assets (EUR 683 million) and other provisions (EUR 435 million).

### Condensed income statement

Millions of euros

	2016	2015
<b>Net interest income</b>	<b>31,089</b>	<b>32,189</b>
Net fees and commissions	10,180	10,033
Net gains/(losses) on financial transactions	1,723	2,386
Other income	862	665
<b>Gross income</b>	<b>43,853</b>	<b>45,272</b>
Operating costs	(21,088)	(21,571)
General administrative expenses	(18,723)	(19,152)
Personnel	(10,997)	(11,107)
Other general administrative expenses	(7,727)	(8,045)
Depreciation and amortisation of property, plant and equipment and intangible assets	(2,364)	(2,419)
<b>Net margin</b>	<b>22,766</b>	<b>23,702</b>
Allowances for loan loss provisions	(9,518)	(10,108)
Impairment of other assets	(247)	(462)
Other income	(1,712)	(2,192)
<b>Ordinary profit (loss) before taxes</b>	<b>11,288</b>	<b>10,939</b>
Income tax	(3,396)	(3,120)
<b>Ordinary profit from continuing operations</b>	<b>7,892</b>	<b>7,819</b>
Profit/(loss) from discontinued operations (net)	0	—
<b>Ordinary consolidated profit (loss)</b>	<b>7,893</b>	<b>7,819</b>
Minority interests	1,272	1,253
<b>Ordinary profit attributable to the Group</b>	<b>6,621</b>	<b>6,566</b>
Net of capital gains and writedowns	(417)	(600)
<b>Profit attributable to the Group</b>	<b>6,204</b>	<b>5,966</b>

In 2016, the Group's attributable profit stood at EUR 6,204 million, up 4% compared to 2015, or 15% excluding the impact of exchange rates. Before non-recurring result and taxes, which reflected the higher fiscal pressure, ordinary pre-tax profit stood at EUR 11,288 million, up 3% year on year, or 12% excluding the impact of exchange rates.

This performance is particularly relevant when taking into account the pressures being exerted on the banking sector since the start of the financial crisis:

- Economies in mature markets continue to present low interest rates and greater regulatory demands, high levels of non-performing assets, sluggish demand for loans, new entrance, technological challenges and returns that are still below the cost of capital.
- Developing markets recorded faster growth rates in volumes, higher interest rates and greater potential for banking penetration.

Previous to analysing performance of the different income statement items, it should be noted that the year-on-year comparison has been affected by the following:

- A somewhat positive consolidation scope effect due to transactions in SCF and the acquisition of Banif in Portugal.
- A negative effect due to exchange rates of the different currencies in which the Group operates, against the euro. This effect stood at 6 pp for the Group total in the comparison of revenues and costs, and 11 pp in attributable profit.

### Exchange rates: Exchange rate 1 euro = currency

Average (Income statement)

	2016	2015
US Dollar	1.106	1.109
Pound	0.817	0.725
Brazilian real	3.831	3.645
Mexican peso	20.637	17.568
Chilean peso	747.500	724.014
Argentine peso	16.316	10.207
Polish zloty	4.362	4.182

### Breakdown of the main lines of the income statement

Highlights in 2016 vs. 2015:

Gross income totalled EUR 43,853 million, down 3% over 2015, impacted by exchange rates. Excluding this, gross income rose 3% and its quality improved, driven by customer revenues.

The Group's revenues structure, where net interest income and fee and commission income represent 94% of total gross income, enables the Bank to secure steady, recurring revenue growth.

Net interest income accounted for 71% of gross income and stood at EUR 31,089 million, down 3%.



The table below shows the average balance sheet balances for each year, obtained as the average of the months in the period, which does not differ significantly from the average of the daily balances, as well as the interests generated, which are presented in the management accounts. The distinction between domestic and international is based on the customer's home address.

#### ■ Average balance - assets and interest income

millions of euros except for percentage

Assets	2016			2015		
	Average balance	Interest	Average rate	Average balance	Interest	Average rate
<b>Cash and deposits at central banks Loans and advances to credit institutions</b>						
<i>Domestic</i>	28,238	132	0.47%	30,960	133	0.43%
<i>International</i>	135,182	4,346	3.21%	132,339	3,104	2.35%
	<b>163,420</b>	<b>4,478</b>	<b>2.74%</b>	<b>163,299</b>	<b>3,237</b>	<b>1.98%</b>
<b>Loans and advances to customers</b>						
<i>Domestic</i>	157,281	3,615	2.30%	159,897	4,134	2.59%
<i>International</i>	624,228	38,963	6.24%	625,763	41,311	6.60%
	<b>781,509</b>	<b>42,578</b>	<b>5.45%</b>	<b>785,660</b>	<b>45,445</b>	<b>5.78%</b>
<b>Debt securities</b>						
<i>Domestic</i>	52,304	724	1.38%	51,467	859	1.67%
<i>International</i>	128,885	6,203	4.81%	130,918	6,502	4.97%
	<b>181,189</b>	<b>6,927</b>	<b>3.82%</b>	<b>182,385</b>	<b>7,361</b>	<b>4.04%</b>
<b>Hedging income</b>						
<i>Domestic</i>		56			83	
<i>International</i>		533			(350)	
		<b>589</b>			<b>(267)</b>	
<b>Other interest</b>						
<i>Domestic</i>		350			658	
<i>International</i>		234			764	
		<b>584</b>			<b>1,422</b>	
<b>Total interest-earning assets</b>						
<i>Domestic</i>	237,823	4,877	2.05%	242,324	5,867	2.42%
<i>International</i>	888,295	50,279	5.66%	889,020	51,331	5.77%
	<b>1,126,118</b>	<b>55,156</b>	<b>4.90%</b>	<b>1,131,344</b>	<b>57,198</b>	<b>5.06%</b>
<b>Other assets</b>	<b>211,543</b>			<b>214,313</b>		
<b>Assets from discontinued operations</b>	<b>—</b>			<b>—</b>		
<b>Average total assets</b>	<b>1,337,661</b>	<b>55,156</b>		<b>1,345,657</b>	<b>57,198</b>	

The average balance of interest-earning assets was EUR 1,126 billion in 2016, virtually in line with 2015 (EUR 1,131 billion).

Variations in the average balances for the two years were immaterial, both in terms of the domestic/international distinction and the breakdown of the assets.

The average return on all interest-earning assets decreased 16 bp to 4.90%, due to lending to customers and debt securities. This reduction occurred in both domestic and international balances.

## ■ Average balance - liabilities and shareholders' equity

millions of euros except for percentages

Liabilities and shareholders' equity	2016			2015		
	Average balance	Interest	Average rate	Average balance	Interest	Average rate
<b>Deposits from credit institutions</b>						
<i>Domestic</i>	33,990	124	0.36%	31,931	180	0.56%
<i>International</i>	127,616	1,990	1.56%	134,781	2,176	1.61%
	<b>161,606</b>	<b>2,114</b>	<b>1.31%</b>	<b>166,712</b>	<b>2,356</b>	<b>1.41%</b>
<b>Customer deposits</b>						
<i>Domestic</i>	166,964	946	0.57%	173,793	1,102	0.63%
<i>International</i>	512,430	11,939	2.33%	511,282	12,347	2.41%
	<b>679,394</b>	<b>12,885</b>	<b>1.90%</b>	<b>685,075</b>	<b>13,449</b>	<b>1.96%</b>
<b>Marketable debt securities</b>						
<i>Domestic</i>	60,995	1,122	1.84%	62,510	1,628	2.60%
<i>International</i>	144,246	5,700	3.95%	140,147	5,337	3.81%
	<b>205,241</b>	<b>6,822</b>	<b>3.32%</b>	<b>202,657</b>	<b>6,965</b>	<b>3.44%</b>
<b>Subordinated liabilities</b>						
<i>Domestic</i>	8,989	349	3.88%	6,840	250	3.65%
<i>International</i>	7,584	596	7.86%	8,189	684	8.35%
	<b>16,573</b>	<b>945</b>	<b>5.70%</b>	<b>15,029</b>	<b>934</b>	<b>6.21%</b>
<b>Other interest-bearing liabilities</b>						
<i>Domestic</i>	6,484	117	1.80%	6,896	137	1.99%
<i>International</i>	1,974	84	4.26%	2,160	133	6.16%
	<b>8,458</b>	<b>201</b>	<b>2.38%</b>	<b>9,056</b>	<b>270</b>	<b>2.98%</b>
<b>Hedging expenses</b>						
<i>Domestic</i>		(166)			(307)	
<i>International</i>		(189)			(103)	
		<b>(355)</b>			<b>(410)</b>	
<b>Other interest</b>						
<i>Domestic</i>		600			761	
<i>International</i>		854			684	
		<b>1,454</b>			<b>1,445</b>	
<b>Total interest-bearing liabilities</b>						
<i>Domestic</i>	277,422	3,092	1.11%	281,970	3,751	1.33%
<i>International</i>	793,850	20,974	2.64%	796,559	21,258	2.67%
	<b>1,071,272</b>	<b>24,067</b>	<b>2.25%</b>	<b>1,078,529</b>	<b>25,009</b>	<b>2.32%</b>
<b>Other liabilities</b>	<b>166,026</b>			<b>166,625</b>		
<b>Non-controlling interests</b>	<b>11,622</b>			<b>10,283</b>		
<b>Shareholders' equity</b>	<b>88,741</b>			<b>90,220</b>		
<b>Liabilities from discontinued operations</b>	<b>—</b>			<b>—</b>		
<b>Average total liabilities and shareholders' equity</b>	<b>1,337,661</b>	<b>24,067</b>		<b>1,345,657</b>	<b>25,009</b>	



The average balance of interest-bearing liabilities was EUR 1,071 billion in 2016. As with the assets balances, the variations in both the average balances and the breakdown and customer domicile are not material.

The average cost of interest-bearing liabilities fell 7 bp to 2.25%, in both the domestic and international component. As in the case of assets, the decrease was across the board.

The changes in income and expense shown in the table below are calculated and attributed mainly to the following:

- The change in volume, which is obtained by applying the previous period's interest rate to the difference between the average balances of the present and previous periods
- The change in interest rate, which is obtained by applying to the average balance for the previous year the difference between the rates of the present and previous periods

When distinguishing between interest income and interest expense, the following is of note:

- Interest income decreased by EUR 2,042 million, due to lower interest rates (EUR -1,804 million). This reduction is distributed virtually 50/50 between the domestic and international component.

## Interest income

Millions of euros

Interest income	2016/2015 Increase (decrease) due to changes in		
	Volume	Rate	Net change
<b>Cash and deposits at central banks and Loans and advances to credit institutions</b>			
Domestic	(11)	10	(1)
International	9	1,233	1,242
	<b>(2)</b>	<b>1,243</b>	<b>1,241</b>
<b>Loans and advances to customers</b>			
Domestic	(67)	(452)	(519)
International	(101)	(2,247)	(2,348)
	<b>(168)</b>	<b>(2,699)</b>	<b>(2,867)</b>
<b>Debt securities</b>			
Domestic	15	(150)	(135)
International	(101)	(198)	(299)
	<b>(86)</b>	<b>(348)</b>	<b>(434)</b>
<b>Total interest-bearing assets without considering hedging transactions</b>			
Domestic	(63)	(592)	(655)
International	(193)	(1,211)	(1,404)
	<b>(256)</b>	<b>(1,803)</b>	<b>(2,059)</b>
<b>Hedging income</b>			
Domestic	(27)	—	(27)
International	883	—	883
	<b>856</b>	<b>—</b>	<b>856</b>
<b>Other interest</b>			
Domestic	(308)	—	(308)
International	(530)	—	(530)
	<b>(838)</b>	<b>—</b>	<b>(838)</b>
<b>Total interest-earning assets</b>			
Domestic	(398)	(592)	(990)
International	160	(1,212)	(1,052)
	<b>(238)</b>	<b>(1,804)</b>	<b>(2,042)</b>



- Interest expense fell EUR 942 million due to the interest rate effect (EUR -1,025 million). In this case, the decrease in the expense was mainly related to the domestic component.

### Interest expense

Millions of euros

Interest expense	2016/2015 Increase (decrease) due to changes in		
	Volumen	Tipo	Variación neta
<b>Deposits from credit institutions</b>			
Domestic	11	(67)	(56)
International	(113)	(73)	(186)
	<b>(102)</b>	<b>(140)</b>	<b>(242)</b>
<b>Customer deposits</b>			
Domestic	(42)	(114)	(156)
International	28	(435)	(407)
	<b>(14)</b>	<b>(549)</b>	<b>(563)</b>
<b>Marketable debt securities</b>			
Domestic	(39)	(467)	(506)
International	159	204	363
	<b>120</b>	<b>(263)</b>	<b>(143)</b>
<b>Subordinated liabilities</b>			
Domestic	82	17	99
International	(49)	(39)	(88)
	<b>33</b>	<b>(22)</b>	<b>11</b>
<b>Other interest-bearing liabilities</b>			
Domestic	(8)	(12)	(20)
International	(11)	(38)	(49)
	<b>(19)</b>	<b>(50)</b>	<b>(69)</b>
<b>Total interest-bearing liabilities without considering hedging transactions</b>			
Domestic	5	(644)	(639)
International	14	(381)	(367)
	<b>19</b>	<b>(1,025)</b>	<b>(1,006)</b>
<b>Hedging expenses</b>			
Domestic	141	—	141
International	(86)	—	(86)
	<b>55</b>	<b>—</b>	<b>55</b>
<b>Other interest</b>			
Domestic	(161)	—	(161)
International	171	—	171
	<b>10</b>	<b>—</b>	<b>10</b>
<b>Total interest-bearing liabilities</b>			
Domestic	(15)	(645)	(660)
International	98	(380)	(282)
	<b>83</b>	<b>(1,025)</b>	<b>(942)</b>

The net result is a decrease of EUR 1,101 million, virtually all of which is due to lower interest rates.

All the above changes are affected by the negative impact of exchange rates.

Excluding this impact, net interest income rose 2% year on year, due to higher lending and deposit volumes coupled with strong management of the cost of funds.

By unit and excluding the exchange rate impact, net interest income rose 28% in Argentina, 14% in Mexico, 11% in both Santander Consumer Finance and Poland, and 7% in Chile. Increases were also registered in Brazil (2%) and the United Kingdom (0.4%). The only decreases occurred in Spain, due to lower volumes, interest rate pressure on loans and lower revenues from the ALCO portfolio, and in the US, as a result of lower balances in the Santander Consumer USA auto finance and the change in business mix towards a lower risk profile.

Fee and commission income stood at EUR 10,180 million, up 1%, or 8% excluding the exchange rate, underscoring the increased activity and customer loyalty. By business, increases were noted in commercial banking (86% of total fee and commission income) and Global Corporate Banking.

By geographic area, fee and commission income rose across the board, reflecting the rise in loyal customers across all units, the higher added value product offer and the enhanced customer experience.

Gains on financial transactions, which represent only 4% of gross income, fell 24% in constant euros, as they were very high in 2015, due to management of interest rate and exchange rate hedging portfolios.

Other revenues account for less than 2% of total gross income. This item includes dividends, which fell EUR 42 million, the results accounted for by the equity method, increased EUR 69 million, and other operating income rose EUR 170 million, partly due to higher revenues from the US leasing business.

Operating costs totalled EUR 21,088 million, down 2% (up 4% excluding the exchange rate effect). In real terms and excluding the perimeter impact, operating costs fell 2%. The third consecutive year of flat or negative growth in real terms.

As part of the stricter management efforts, during 2016 Santander took measures to streamline and simplify structures, which has allowed the Group to continue investing in its commercial transformation (sales tools, simpler processes, new office models, etc.) and improve customer satisfaction, while ensuring a more efficient organisation as a whole.



In terms of business units, the Group has continued its active management approach during the year, adapting the base to the business reality in each market. This allowed the Bank to reduce costs in seven of the ten core business units, in real terms and excluding the perimeter impact. Costs increased the most in Mexico, on the back of its technology investment and commercial expansion plans, and in the US due to adapting to regulatory requirements and developing the franchise.

At 48.1% (47.6% in 2015), the efficiency ratio was among the best of comparable banks, with its stability underpinned by cost control efforts and by solid earnings, despite pressure on revenues.

Loan loss provisions stood at EUR 9,518 million, down 6% over 2015. Excluding the exchange rate effect, the reduction was 2%.

Provisions were significantly down across all European units: Spain (-41%), United Kingdom (-39%), SCF (-27%), Poland (-10%) and Portugal (-25%). In Latin American countries, provisions rose in line with the increase in lending, with the exception of Chile, where they declined.

The cost of credit continued to improve quarter to quarter, reflecting the selective growth strategy and the appropriate risk management policy. The improvement, from 1.25% in December 2015 to 1.18% in December 2016 was registered in nearly all the Group's units and particularly in Spain, Portugal, Argentina and SCF. There were declines also in Mexico, Chile and Poland. Cost of credit was virtually stable in Brazil, at below the 5% maximum target set for the year.

Other results and provisions was EUR 1,959 million negative, compared to EUR 2,654 million also negative recorded in 2015. These items cover various provisions as well as capital gains and losses, losses and impairment of financial assets. The year-on-year decrease is highly diluted by concepts, countries and businesses.

Underlying profit before taxes was up 3% at EUR 11,288 million (up 12% in constant euros), reflecting the strong performance of gross income, controlled costs and the good evolution of provisions and cost of credit.

By geographical region, despite the difficult backdrop in several markets in 2016, ordinary profit before taxes was up in all units, except for the United States, with six of these regions increasing by more than 15%.

Taxes also rose across the board, with higher fiscal pressure in some units, particularly Chile, the UK and Poland, in the latter two due to the introduction of new taxes on the sector. The tax rate for the Group as a whole was 30%.

As indicated above, attributable profit to the Group was affected by non-recurring positive and negative results. Excluding them, underlying attributable profit was EUR 6,621 million, up 1% (up 10% in constant euros).

In view of the foregoing, 2016 was a year of solid financial earnings, with growth in profits and with an ordinary RoTE of 11.08%, among the highest in the banking sector. Ordinary RoRWA also improved from 1.30% in 2015 to 1.36% in 2016.

Lastly, attributable profit to the Group stood at EUR 6,204 million in 2016, up 4% over 2015, or 15% excluding the exchange rate effect.

Earnings per share (EPS) rose 1% during the year, to EUR 0.41, vs. EUR 0.40 in 2015. Total RoTE was 10.38% (9.99% in 2015), while total RoRWA stood at 1.29% (1.20% in 2015).

## 2.3 Balance sheet

Below is the condensed balance sheet at 31 December 2016, showing a comparison with the 2015 year-end figures.

### Condensed consolidated balance sheet

Millions of euros

	2016	2015
<b>Assets</b>		
Cash and cash balances at central banks	76,454	77,751
Financial assets held for trading	148,187	146,346
Debt securities	48,922	43,964
Equity instruments	14,497	18,225
Loans and advances to customers	9,504	6,081
Loans and advances to central banks and credit institutions	3,221	1,352
Derivatives	72,043	76,724
Financial assets designated at fair value through profit or loss	31,609	45,043
Loans and advances to customers	17,596	14,293
Loans and advances to central banks and credit institutions	10,069	26,403
Others (debt securities and equity instruments)	3,944	4,347
Available-for-sale financial assets	116,774	122,036
Debt securities	111,287	117,187
Equity instruments	5,487	4,849
Loans and receivables	840,004	836,156
Debt securities	13,237	10,907
Loans and advances to customers	763,370	770,474
Loans and advances to central banks and credit institutions	63,397	54,775
Held-to-maturity investments	14,468	4,355
Investments in joint ventures and associates	4,836	3,251
Tangible assets	23,286	25,320
Intangible assets	29,421	29,430
of which: goodwill	26,724	26,960
Other asset accounts	54,086	50,572
<b>Total assets</b>	<b>1,339,125</b>	<b>1,340,260</b>
<b>Equity and liabilities</b>		
Financial liabilities held for trading	108,765	105,218
Customer deposits	9,996	9,187
Debt securities issued	—	—
Deposits from central banks and credit institutions	1,395	2,255
Derivatives	74,369	76,414
Others	23,005	17,362
Financial liabilities designated at fair value through profit or loss	40,263	54,768
Customer deposits	23,345	26,357
Debt securities issued	2,791	3,373
Deposits from central banks and credit institutions	14,127	25,037
Others	—	1
Financial liabilities at amortised cost	1,044,240	1,039,343
Customer deposits	657,770	647,598
Debt securities issued	226,078	222,787
Deposits from central banks and credit institutions	133,876	148,081
Others	26,516	20,877
Liabilities under insurance and reinsurance contracts	652	627
Provisions	14,459	14,494
Other liability accounts	28,047	27,057
<b>Total liabilities</b>	<b>1,236,426</b>	<b>1,241,507</b>
Shareholders' equity	105,977	102,402
Capital	7,291	7,217
Reserves	94,149	90,765
Profit attributable to the Group	6,204	5,966
Less: Dividends and remuneration	(1,667)	(1,546)
Accumulated other comprehensive income	(15,039)	(14,362)
Non-controlling interests	11,761	10,713
<b>Total equity</b>	<b>102,699</b>	<b>98,753</b>
<b>Total liabilities and shareholders' equity</b>	<b>1,339,125</b>	<b>1,340,260</b>



In the Group overall, exchange rates had a negative impact on the variation in lending (-3 pp) and on customer funds (-2 pp). However, the impact varied considerably in the Group's main units: Brazil (+26 pp), Chile (+10 pp); US (+3 pp), Poland (-4 pp), Mexico (-14 pp), United Kingdom (-15 pp) and Argentina (-21 pp).

The perimeter impact was irrelevant at under 1%.

#### Exchange rates: Exchange rate 1 euro = currency

Final exchange rate (balance sheet)

	2016	2015
US Dollar	1.054	1.089
Pound	0.856	0.734
Brazilian real	3.431	4.312
Mexican peso	21.772	18.915
Chilean peso	707.612	773.772
Argentine peso	16.705	14.140
Polish zloty	4.410	4.264

The Group's gross lending to customers amounted to EUR 814,863 million at 31 December 2016, virtually flat on the EUR 817,366 million recorded at the 2015 year end. Excluding the exchange rate impact and repos, lending grew 2%.

#### Loans and advances to customers\*

Millions of euros

	2016	2015
Loans to the Spanish public sector	14,127	13,993
Lending to other residential sectors.	147,246	153,863
Commercial loans	9,567	9,037
Secured loans	87,509	92,478
Other loans	50,170	52,348
Non-resident sector lending	653,490	649,509
Secured loans	387,546	409,136
Other loans	265,944	240,373
<b>Loans and advances to customers (gross)</b>	<b>814,863</b>	<b>817,366</b>
Fund for credit-loss provisions	24,393	26,517
<b>Loans and advances to customers (net)</b>	<b>790,470</b>	<b>790,848</b>
Memorandum item: Doubtful assets	32,573	36,133
Public authorities	101	145
Other resident sectors	12,666	16,301
Non-residents	19,806	19,686

\* Including REPOs

At the 2016 year end, of total lending to customers maturing in over one year, 54% was linked to floating interest rates, while the remaining 46% was linked to fixed rates. The geographic breakdown reveals the following:

- In Spain, 74% of loans are linked to floating rates, while 26% are at fixed rates.
- Internationally, 49% of loans are at floating rates, vs. 51% at fixed rates.

#### Credit facilities with maturities exceeding one year at year-end 2016

	Domestic		International		Total	
	Amount (millions of euros)	Weight on total (%)	Amount (millions of euros)	Weight on total (%)	Amount (millions of euros)	Weight on total (%)
Fixed	32,073	26%	242,194	51%	274,267	46%
Variable	90,941	74%	233,018	49%	323,959	54%
<b>Total</b>	<b>123,014</b>	<b>100%</b>	<b>475,212</b>	<b>100%</b>	<b>598,226</b>	<b>100%</b>

Note 10.b to the accompanying consolidated financial statements provides details on the distribution of loans and advances to customers by business line.

The geographic breakdown of the variation in gross lending to customers in 2016, excluding repos, is as follows (excluding the exchange rate effect):

- The main increases were in Argentina (+37%), Santander Consumer Finance (+14%, bolstered by the agreement with PSA Finance), Mexico and Poland (+8% each) and Chile (+7%).
- Growth was more moderate in the UK (+2%) and Brazil (+0.4%).
- The US decreased 2%, partly due to the sale of portfolios, while Spain dropped 4%, resulting from balances in institutions, mortgages and the reduction in non-performing loans. Portugal decreased 5%. The latter two occurred in deleveraging markets, where the growth in new loans is still not enough to increase the stock.
- By segments, growth in loans to individual customers as well as to SMEs and companies, bolstered by the 1|2|3 strategy.
- In the real estate unit in Spain, net lending fell 29% year on year, in response to the ongoing strategy followed in recent years.

On the liabilities side, total customer funds under management, including mutual funds, pension funds and assets managed, stood at EUR 1,102,488 million, an increase of 3% for the year.

In 2016, the increase in total customer funds (i.e. customer deposits excluding repos and mutual funds) was 3%. At constant exchange rates, customer funds rose 5%.

In detail by product, and according to the strategy followed in the year of reduction of the cost of liabilities, demand accounts have increased by 10%, growing in all countries, and mutual funds increased by 7%. Also with generalized increases. On the contrary, the term balances are reduced by 9%.

Customer funds rose in all the Group's main geographic areas, as follows and at constant exchange rates:

- Two-digit growth in Argentina (+49%), Mexico (+12%) and Poland (+10%)
- More moderate increases in the US (+7%) and the UK and Chile (+6% each)

- 3% rise in both Brazil and Spain, and 2% growth in Portugal, in the latter two cases due to the strategy to reduce time deposits, in contrast to the growth in demand deposits, of EUR 10,000 million and EUR 4,000 million, respectively.

The net loan-to-deposit ratio stood at 114% at December 2016, compared to 116% at the 2015 year end.

### Customer funds managed and marketed

Millions of euros

	2016	2015
Resident public sector	8,699	11,737
Other resident sectors	160,026	157,611
Sight	119,425	108,410
Term	39,506	47,297
Others	1,094	1,904
Non-resident sector	522,387	513,795
Sight	328,736	313,175
Term	134,528	146,317
Others	59,123	54,303
<b>Customer deposits</b>	<b>691,112</b>	<b>683,142</b>
Debt securities issued	228,869	226,160
<b>Customer funds on balance sheet</b>	<b>919,981</b>	<b>909,302</b>
of which: subordinated liabilities	19,897	21,151
Investment funds	147,416	129,077
Pension funds	11,298	11,376
Assets under management	23,793	25,808
<b>Other customer funds managed and marketed</b>	<b>182,508</b>	<b>166,260</b>
<b>Customer funds managed and marketed</b>	<b>1,102,488</b>	<b>1,075,563</b>

In addition to attracting customer deposits, the Group applies a strategy of maintaining a selective issuance policy in international bond markets, endeavouring to adapt the frequency and volume of market operations to both the structural liquidity requirements of each unit and the receptivity of each market.

The following operations were carried out through the different Group units in 2016:

- Medium- and long-term issues of senior debt amounting to EUR 24,309 million, covered mortgage bonds of EUR 4,720 million and subordinated debt amounting to EUR 2,239 million
- Securitisations placed on the market in the amount of EUR 13,144 million
- Medium- and long-term debt maturities totalling EUR 35,597 million

Available-for-sale financial assets totalled EUR 116,774 million at 31 December 2016, representing a EUR 5,262 million decrease on the prior year (-4%), due to lower positions in Spain and the US.

### Available-for-sale financial assets

Millions of euros

	2016	2015
Debt securities	111,287	117,187
Equity instruments	5,487	4,849
<b>Total</b>	<b>116,774</b>	<b>122,036</b>

Information on the valuation adjustments generated by available-for-sale financial assets is provided in Note 29.a to the accompanying consolidated financial statements.

Held-to-maturity investments stood at EUR 14,468 million, up EUR 10,113 million on the year-end 2015 figure.

Goodwill totalled EUR 26,724 million, in line with the EUR 26,960 million recorded at December 2015.

Lastly, tangible assets amounted to EUR 23,286 million, down EUR 2,034 million in the year, due to the deconsolidation of assets on the Metrovacesa / Merlin merger, which broadly offset the increase in connection with US leasing business assets.

## 2.4 Business areas

### Continental Europe

Continental Europe includes all of the business activities carried out in the region.

### Environment and strategy

The euro area GDP grew moderately in 2016, around 1.7%, below 2015 levels. Nevertheless, the area was resilient when taking into account the adverse developments occurring during the year.

Although deflation risk appears to be abating, prices rose at a pace far quicker than the 2% target, spurring the ECB to reduce interest rates to new minimums.

Against this backdrop, the Group has focused its strategy on growth in customer engagement, increased market share, cost control and improved credit quality.

During the year, the agreement between Santander Consumer Finance and Banque PSA Finance was successfully concluded, as was the on-time technological and operational integration of Banco Internacional do Funchal (Banif) in Portugal.

The number of loyal and digital customers continued to rise in both individuals as well as SMEs and companies. The Group's multi-channel approach also paid out in an 11% increase in digital customers.

### Business activities and earnings

Lending increased 1% compared to December 2015, in constant euros. This performance is the net balance of growth in SCF and Poland offset by the decreases recorded in Spain and Portugal.

Customer funds rose 3%, with four business units showing positive rates. During the year, the Group maintained its strategy of increasing demand deposits (+11%) and mutual funds (+6%). Time deposits decreased 12%.



Attributable profit in continental Europe stood at EUR 2,599 million, up 18% over 2015 in constant euros.

This improvement was largely due to lower loan loss provisions (-32%) across the main units, reflecting the healthier non-performing loans ratio and the cost of credit.

Strict cost control also contributed to the income statement (+1%, -3% excluding the perimeter impact).

Lastly, net interest income and fee and commission income improved slightly, despite the historically low interest rates and the strong competition impacting spreads on loans.

## Spain

### Environment and strategy

The Spanish economy grew roughly 3.2%, again underpinned by domestic demand. The labour market revived notably, pushing the unemployment rate down to 19%. Growth was also supported by moderate inflation, a foreign trade surplus and the improved public deficit.

Against this backdrop, Santander Spain moved forward in its commercial transformation and closer to the targets proposed. These efforts were based on the following:

- The 1|2|3 strategy, which is the cornerstone of the transformation and which has helped increase customer loyalty, boost activity and improve both customer satisfaction and the risk profile. This is reflected in both, a 32% increase in the loyal customers and improved risk profile, which translates into a 112 bp reduction in the non-performing loan ratio during the year.
- Transformation of the commercial branch network, with the creation of the new larger-scale Smart Red (Smart Network) branch model to better serve and guide customers, as well as the integration with digital channels.
- Major strides forward in the Bank's technological and operating transformation. The Group has 2.7 million digital customers and more than 950,000 mobile banking customers (+45%), thanks to the development of new apps and the push payments via mobile phone.
- Exclusive launch of Apple Pay in Spain, as an example of the Bank's clear focus on digital leadership and innovation.

### Business activities and earnings

Lending fell 4%, primarily affected by mortgage repayments, reduced loans to institutions and a strong decrease in non-performing loans. Nevertheless, loans to individual customers rose 16%, with consumer lending climbing 91% and mortgage lending up 18%.

In terms of customer funds, the Bank maintained its strategy to reduce the cost of deposits, with growth of 8% in demand deposits and 6% in mutual funds, while time deposits shrank 14%.

Attributable profit for the year stood at EUR 1,022 million, up 5% over 2015, on the back of improved credit quality, the efficiency plan and the strong performance of fee and commission income.

- Substantial improvement of the cost of credit, which is returning to normal levels thanks to a more favourable cycle moment, the improved profile of 1|2|3 customers and the proactive management approach. Provisions were down 41% during the year, which was the main driver pushing profits up. This trend was linked to a decrease in the non-performing loan ratio, to 5.41%.
- Reduction in costs (-4%), capturing part of the impact of the efficiency plan undertaken during the year.
- In gross income, the strong performance of fee and commission income (+6%), in particular those from retail banking, closely linked to the greater transactionality derived from the customer loyalty strategy.

In contrast, net interest income was lower due to low interest rates, mortgage repricing and the impact of reduced ALCO portfolio revenues. Gains on financial transactions were also down (-24%).

## Santander Consumer Finance (changes in constant currency)

### Environment and strategy

The main European markets in which Santander Consumer Finance does business registered growth in 2016 ranging from 0.9% to 3.2%.

SCF is the leading consumer finance company in Europe, operating in 14 countries and offering financing and services to over 130,000 associated points of sale. In addition, SCF has entered into a significant number of financing agreements with car and motorcycle manufacturers and with retail distribution groups.

In 2016, SCF continued to focus on its business model, with strong geographic diversification, higher efficiency than its peers, and a risk control and recoveries system that allows it to maintain high credit quality. Management focus was on the following:

- Completing the agreements with Banque PSA Finance (BPF) to create joint ventures in 11 countries. In 2015, the joint ventures in Spain, Portugal, United Kingdom, France and Switzerland were set up. In 2016, six more companies were created, in Italy and the Netherlands (Q1), Belgium (Q2), Germany and Austria (Q3) and Poland (Q4).
- Increasing auto and consumer finance and extending agreements with the main dealers/retailers
- Strengthening digital channels



### Business activities and earnings

In addition to the agreement with BPF, work continued toward the signature and development of new agreements, both with retail distributors and with manufacturers.

Lending rose 14% during the year, with new loans above those of 2015, greatly bolstered by the auto finance. Widespread growth in all units.

On the liability side, customer deposits rose 7%.

Attributable profit stood at EUR 1,093 million, up 18% over 2015. The increase in the year was driven by two main factors:

- The low interest rates environment, which was very positive for consumer finance, both in terms of revenues and provisions.
- The impact of the units incorporated, reflecting growth in the main income statement items

Gross income was up primarily due to net interest income (80% of revenues), which rose 11% from 2015 to 2016.

Costs also rose (+8%), in line with the business and the new acquisitions, although the efficiency ratio remained steady around 45%.

Provisions decreased 27%, with a strong improvement in the cost of credit (0.47% vs 0.77% in 2015), to very low levels for consumer finance. These achievements were possible due to the strong performance of portfolios and to the 74 bp reduction in the non-performing loan ratio, to 2.68%. The coverage ratio stands at 109%.

Attributable profit was especially strong in Spain (+22%), the Nordic countries (+24%) and Italy (+226%).

### Poland (changes in local currency)

#### Environment and strategy

Growth in the Polish economy slowed in 2016 (estimated 2.8% vs. 3.9% in 2015), with inflation falling 0.6% on average in 2016, although December saw a turnaround to positive figures (0.8% year on year). The National Bank of Poland was able to hold the benchmark interest rate at 1.5% throughout the year, while the exchange rate depreciated 3% against the euro.

In this context, in 2016 Santander maintained its target of being the bank of first choice for its customers, remaining at the forefront of mobile and online banking and ranking second in terms of number of active credit cards.

Internal processes were also improved, including the implementation of the CRM tool, which will allow the Bank to provide customised responses drawing from its knowledge of customers, their behaviour and risk profile, and offer ongoing service and communication through the different distribution channels.

As a result of these actions, the number of loyal and digital customers grew 4% and 5%, respectively.

### Business activities and earnings

In terms of volume, the Bank's growth outperformed the sector, with an 8% market share gain during the year, driven by both the corporate segment and the individual customers segment.

Deposits grew 11% year on year, with a balanced increase between individual and corporate customers.

This performance allows the Bank to maintain its solid financing structure (loans-to-deposits ratio of 88%).

Attributable profit stood at EUR 272 million during the year, down 6% over 2015 due to application of a new 0.44% tax on assets. Excluding this rate, profit rose 14% year on year, with the following breakdown:

- Gross income was up 7%. Net interest income was particularly strong, rising 11%, primarily due to growth in volumes. Fee and commission income dropped slightly in response to regulatory issues. Gains on financial transactions were also lower, due to lower ALCO portfolio sales in 2016.
- Costs were up 2% year on year, due to the 37% rise in amortisation. In contrast, personnel expenses decreased 3%.
- Provisions fell 10% due to the significant improvement in credit quality. The non-performing loan ratio decreased 5.42% (6.30% at December 2015), while the cost of credit stood at 0.70% (0.87% in 2015).

### Portugal

#### Environment and strategy

GDP growth fell slightly, from 1.6% in 2015 to 1.3% (estimated) in 2016, with a constant domestic demand and a falling unemployment rate. Inflation was similar to 2015, at 0.6%, thereby continuing to support revenue growth.

The Bank remained highly focused on structural improvements to its commercial model, in order to boost customer service efficiency and quality, through the CRM platform, a multi-channel approach and more simplified processes.

Progress milestones in the commercial strategy were as follows:

- In individual customers (mid & mass market and select segments), commercial activity continued to be bolstered by the 1|2|3 World programme, with significant increases in the number of accounts, credit cards and protection insurance.
- Considerable growth also in lending to individuals and companies.

All the improvements achieved during the year underpinned an increase in loyal and digital customers of 21% and 32%, respectively.

In line with the calendar established, in October 2016 technological and operational integration of Banif activities was completed. As a result, all branch offices are now operating under the same



technological platform. This development has made the Bank's loan portfolio more balanced and allowed it to gain market share in the companies segment.

### Business activities and earnings

Loans fell 5% during the year. Although the level of new mortgages remained high, this has not yet offset repayments, leading to a decrease of 1% in the stock. The sale of portfolios during the year also affected the overall lending figure.

Total customer funds rose 2%, with a stronger performance of deposits, which underscores the Bank's solid position within the Portuguese financial system. Demand deposits rose 46%, as part of the Bank's strategy to improve the cost of deposits.

Attributable profit was EUR 399 million, up 33% over 2015, reflecting the strong performance of commercial revenues and provisions and some perimeter impact.

- Gross income rose 19%, with increases of 32% and 19%, respectively, in net interest income and fee and commission income. Gains on financial transactions fell 32% from very high levels in 2015, when larger sales of public debt were made and the stake in Banco Caixa Geral Totta Angola was recorded.
- Costs rose 19% due to changes in the scope of consolidation. In real terms, costs were down 5%, with a cost-to-income ratio of 49%.
- Provisions to loan loss provisions decreased 25%, while the cost of credit improved from 0.29% in 2015 to 0.18%.
- Lastly, the non-performing loan ratio, which was affected by Banif portfolios, began to fall in the second half of the year.

### Real estate business in Spain

In addition to the above units, the activity of the real estate business in Spain is reported separately. This unit includes loans to real-estate developers, for which a specialised management model is applied, as well as the interest in Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, S.A. (SAREB) and the remaining Metrovacesa assets, the assets of the previous real-estate fund and foreclosed assets.

In recent years, the Group's strategy has focused on reducing these assets, primarily loans and foreclosed assets. Net lending in this unit stands at EUR 1,990 million, down 29% in the year. This represents 0.3% of the Group's total loans and 1% of those held in Spain.

The real estate activity in Spain closed the quarter with a non-performing loan ratio of 86.50% and a coverage ratio of 56%. Total loan coverage, including outstanding balances, is 53%. Foreclosed asset coverage stands at 58%.

The unit reported a loss of EUR 326 million in 2016, compared to EUR 420 million in the previous year, primarily due to lower provision needs.

## United Kingdom (changes in local currency)

### Environment and strategy

The UK economy grew an estimated 2.0% in 2016. The Bank of England mitigated the impact of the uncertainty caused by the EU referendum, reducing the benchmark rate by 25 bp in August and holding it at 0.25% for the remainder of the year. The Bank of England also added a considerable quantitative easing package to support growth.

The unemployment rate continued to fall to 4.8% in October, while inflation rose 1.6% year on year in December and the pound sterling saw a 14% depreciation against the euro.

In recent years, Santander has enacted a transformation strategy in order to become the bank of first choice for customers. To that end, in 2016;

- The Bank continued to develop the digital proposition, with the launch of the Investment Hub, an online mortgage management app, and the introduction of Android Pay.
- Santander continued to support the 1|2|3 World strategy, fostering growth in the number of customers and in current account balances.
- With respect to corporate customers, both customer relationships and business growth efforts were deepened.

This entailed growth of over 24,000 loyal customers, companies and SMEs over 12 months. The number of digital customers rose 25% year on year to 4.6 million.

### Business activities and earnings

Lending rose 2% compared to December 2015, with growth companies and mortgages.

Customer deposits excluding repos also improved during the year (+6% year on year) backed by 1|2|3 current accounts, which more than offset the scarce demand for savings products.

Attributable profit was GBP 1,373 million in 2016, down 4%, affected by the new 8% surcharge on tax levied on banks. Excluding this impact, pre-tax profit rose 8%, underpinned by fee and commission income, cost restrictions and the strong performance of loans, partially offset by pressure on net interest income.

Net interest income remained virtually flat during the year, due to higher lending volumes and the improved liabilities margin, which was partially offset by lower balances in standard variable rate (SVR) mortgages and pressure on asset margins.

Fee and commission income increased 7% year on year, primarily due to the rise in retail banking 1|2|3 commissions and those for digital and internal commercial bank payments. In contrast, fee and commission income on cards and on mutual funds were affected by regulatory changes.

Costs remained flat, given that the improved efficiency absorbed investments in business growth, the cost of banking reform and the improvement in digital channels.

The lending portfolio remains robust, underpinned by conservative risk criteria and low interest rates. This is reflected in the improvement in the non-performing loan ratio to 1.41% (1.52% at December 2015) and the 39% reduction in provisions.

### Latin America (changes in constant currency)

#### Environment and strategy

Overall GDP in Latin America fell for the second year in a row, as trends were highly varied across the various countries in terms of GDP, interest rates and markets. The shift in economic policy in Argentina and Brazil, moved towards adjusting inflation, and the foreign deficit allowed the region to lay the groundwork for recovery.

In general, this economic growth was not favourable for the business, primarily due to the across-the-board devaluation of currencies and, in particular, the contraction of GDP in Brazil.

The Group continued to focus on deepening customer relationships, improving customer experience and satisfaction, and accelerating digital transformation.

To that end, the Bank has fine tuned its value propositions for individual customers, with the launch of innovative products and through agreements with other service providers. In addition, the Bank continues with its SME plan in all regions.

Accordingly, Santander continued to see solid growth in customers. In 2016, the main Latin American countries reported 13% and 36% growth in loyal and digital customers, respectively.

#### Business activities and earnings

Lending without reverse repos increased 5% compared to December 2015, in constant euros.

Deposits without repos rose 8% year on year, also in constant euros. Demand deposits climbed 13%, while time deposits rose 4% and mutual funds gained 6%.

In Latin America, attributable profit increased 19% to EUR 3,386 million, broken down as follows:

- Gross income was up 10%, driven by both net interest income and fee and commission income.
- Costs rose 8% due to salary agreements, dollar-indexed costs and investments. Growth, when measured in real terms, was moderate.
- Provisions continued to perform well, growing 7%, which reflects the improved non-performing loan ratio (-15 bp) and coverage ratio (+8 pp), to 4.81% and 87%, respectively.

### Brazil (changes in local currency)

#### Environment and strategy

In 2016, the Brazilian economy completed its second consecutive year of recession. Nevertheless, the Central Bank of Brazil kept inflation (6.3% at the 2016 year end) from exceeding the upper target limit (6.5%). Forecast inflation for 2017 and 2018 should be closer to the central bank's 4.5% target, which has allowed the benchmark

interest rate of 14.25% to slip to 13.75% toward the end of the year. This points to a clearly downward trend, which began in January 2017 with a new 75 bp cut placing the benchmark rate at 13%.

The exchange rate rallied considerably during the year, closing 2016 at EUR 1 = BRL 3.43, vs BRL 4.31 in 2015.

In this context, Santander Brazil continued its transformation process, highlights of which are as follows:

#### Efforts to drive digitalisation:

- Acceleration of the digital transformation, with new mobile banking functions for individual customers.
- Retail banking launch of the digital customer service channel for Van Goal and Empresas 1 customers and, in wholesale banking, of a remote channel for 100% of corporate and GCB customers.
- Development of Santander Way, a real-time card management app. Santander was the first bank in offering customers the Samsung Pay feature.
- Completion of the acquisition of 100% of ContaSuper, the pre-paid digital channel.
- In consumer financing, launch of the new +Negócios digital platform, a tool for digitalising the entire customer experience, with a strong potential for growing the business.

Launch of commercial actions to improve or consolidate the market presence. This includes:

- Extension of presence in the payroll lending market with Olé Consignado, which combines the experience of Banco Bonsucesso and Santander.
- In credit cards, the Bank announced a commercial agreement with American Airlines, Inc., for a miles-building programme.
- In SMEs, Santander Negócios & Empresas offers innovative solutions in the Brazilian market, supporting its customers in their development, internationalisation and personnel training.
- Creation of a joint venture between Santander Financiamientos and Hyundai.
- Strengthening of the agro business and nomination to the 2016 Lide Agronegocios award.

In addition, internal processes have been simplified and greater efficiency and productivity have been secured through the CERTO model and the Clique Único digital platform.

All these strategies have underpinned the growth in the business, the 16% rise in loyal customers and the 45% jump in digital customers, to 6.4 million.

#### Business activities and earnings

Lending remained stable during the year (+0.4%), reflecting the improved trend in recent months (5% rise in Q4).

Customer funds increased 3%, with balanced growth across demand, savings and time deposits.



Attributable profit stood at EUR 1,786 million, for a 15% year-on-year growth, with an upward movement during all quarters of the year.

The year-on-year comparison is as follows:

- Gross income rose 7%, with outstanding performance of fee and commission income (17%), particularly those from current accounts, funds and cards. Net interest income grew 2%, underpinned by higher margins on deposits and lending.
- Costs were up 6% (3 pp under average inflation), reflecting the ongoing management effort and discipline.
- Provisions were 8% higher than in 2015, reflecting the still weak macroeconomic environment.
- Asset quality ratios were strong: the cost of credit stood at 4.89%, under the 5% target announced in early 2016, while the non-performing loan ratio ended the year at 5.90% (-8 bp on 2015).

### Mexico (changes in local currency)

#### Environment and strategy

The Mexican economy slowed slightly in 2016 (estimated 2.3% vs 2.6% in 2015), due to the challenging external environment, which spurred adjustments to fiscal policy and a tightening of monetary policy. Furthermore, the depreciation of the exchange rate led the Bank of Mexico to raise its benchmark rate from 3.25% to 5.75% during 2016. Inflation climbed from 2.1% to 3.3%, while unemployment stayed at an average of 3.8% for the year.

As part of the transformation, innovation and customer loyalty strategy, the Bank carried out various actions during 2016, highlights of which follows:

Multi-channel approach and digitalisation:

- The Portal Público, SuperNet and SuperMóvil electronic banking applications were improved.
- In December, a three-year MXN 15,000 million investment plan was announced to continue improving the Bank's franchise and systems.

Strengthening of the business through new sales actions and product launches, most notably:

- The commercial strategy focused on two main aspects: the Santander Plus programme, which offers multiple benefits to its members, and
- The launch of the Santander-Aeroméxico credit card, after building an exclusive, 10-year alliance with this leading national airline.
- The Bank also implemented other competitive offers, such as the Hipoteca Personal Santander, which offers personalised rates based on each customer's profile and needs.
- In terms of companies and institutions, the focus was on transactional loyalty and on attracting new customers through the reverse factoring product and the push for the agrobusiness sector.

All these measures have led to an improvement in the customer retention rate and have raised the number of loyal customers by 16%. Moreover, digital customers now stand at 1.3 million, following a 46% increase in the year.

#### Business activities and earnings

Lending grew 8% year on year, while deposits (excluding repos) rose 16%. Growth was seen both in demand deposits and time deposits. Mutual funds rose 3%.

Attributable profit stood at EUR 629 million, up 18%, primarily spurred by growth in gross income and the improved cost of credit:

- Gross income rose 13% year on year, with a notable 14% increase in net interest income, underpinned by growth in lending and the ongoing expansion of deposits, along with higher interest rates as from December 2015.
- Costs were up 9% due to the strategic initiatives undertaken to position Santander as the bank of first choice among its customers. Even with this investment effort, the efficiency ratio improved 150 bp to below 40%.

Credit quality ratios improved across the board: the non-performing loan ratio fell 62 bp to 2.76%, the coverage ratio improved 13 pp to 104%, and the cost of lending stood at 2.86% (down 5 bp during the year).

### Chile (changes in local currency)

#### Environment and strategy

The Chilean economy saw less buoyant GDP growth in 2016 (estimated 1.6% vs. 2.3% in 2015), with inflation falling to 3% and unemployment at 6.5%. The slowdown in growth was primarily due to the international context and the mining industry's adaptation to a more moderate price environment.

The year-end exchange rate was CLP 708 = EUR 1, an appreciation of 9% during the year. At 31 December 2016, the Central Bank of Chile's benchmark rate stood at 3.5%, the same level as at the 2015 close.

The Group maintained its strategy of improving long-term returns, despite the backdrop of lower margins and greater regulation. The Bank aims to be the highest-valued bank in Chile, by improving customer service quality and transforming retail banking, particularly in respect of mid- to high-income individuals and SMEs.

During the year, Santander took several actions toward meeting this goal:

- A more customer-centred strategy and simpler internal processes, adapting them to a digital, multi-channel environment, has improved customer satisfaction and closed the gap in customer service with respect to the Bank's competitors.
- In order to continue improving its ability to attract new customers, the Bank launched projects such as WorkCafé, a new multi-segment branch concept that focuses on collaboration and reflects the Simple, Personal and Fair culture.
- Increase in digitalisation: launch of 123 Click, a new 100% digital consumer loan.

These measures have prompted an increase in the number of loyal customers, as well as higher fee and commission income lined to transactionality. The number of digital customers rose 4%.

#### Business activities and earnings

Lending grew 7% year on year in local currency, with advances in the target segments. Deposits rose 3% during the year: 2% for demand deposits and 3% for time deposits.

Attributable profit stood at EUR 513 million at the 2016 year end, up 16%. This increase was affected by a higher tax rate. Pre-tax profit was EUR 894 million, up 20%.

Details are as follows:

- Income rose 7%, with an across-the-board improvement: net interest margin was up 7% on the back of higher volumes and liabilities cost management, while gains on financial transactions climbed 23% and fee and commission income grew slightly, primarily underpinned by those generated by means of payment and transactions.
- Costs were up by 1% only, despite the higher investment in technological developments and the year-on-year inflation-indexed in contracts, rents and salaries.

Provisions were reduced by 6%. All credit quality indicators improved during the year, with the cost of credit at 1.43%, the non-performing loan ratio standing at 5.05% and the coverage ratio at 59%.

#### Argentina (changes in local currency)

##### Environment and strategy

In 2016, Argentina responded firmly to the macroeconomic imbalances and the microeconomic distortions, by shoring up its institutional framework. Adjustment measures led to a 2% contraction in GDP, although at the same time laid the groundwork for controlling inflation and public deficit, in order to return to a path of growth.

The benchmark interest rate fell from 33% to 24.5%, while the Argentine peso depreciated strongly against the euro.

The Bank continued its strategy to increase customer business, with special focus on loyalty and profitability:

- Agreement with American Airlines for its AAdvantage® rewards program, whereby customers can earn miles on purchases made with AA credit cards.
- Launch of inflation-pegged UVA mortgage loans.
- Strengthening of Select products in the high-income segment and opening of new spaces and specialised business areas for SMEs.
- Continuation of the plan to expand and transform branch offices.
- Implementation of the +CHE commercial management system in the branch network.

During the year, the number of loyal and digital customers rose 6% and 20%, respectively. In October, Santander signed an agreement with Citibank Argentina to acquire its retail business, including 500,000 customers and 70 branch offices, making the Group the number-one private bank in the country. The transaction is pending authorisation from the Central Bank of Argentina.

#### Business activities and earnings

Lending was up 37% on 2016, with particular growth in consumer credit. Deposits rose 47%.

Attributable profit stood at EUR 359 million in 2016, up 52% on the previous year. The commercial strategy spurred a 42% rise in gross income, most notably the 28% growth in net interest income and the 36% increase in fee and commission income.

Costs were up 37% due to the effect of inflation, the updated collective salary agreement, the enlargement of the branch network and the investments in transformation and technology.

The rise in provisions was less than that of lending, which allowed the cost of credit to improve by 43 bp. Credit quality remained high, with a non-performing loan ratio of 1.49% and a coverage ratio of 142%.

#### Uruguay (changes in local currency)

##### Environment and strategy

Estimated GDP growth for 2016 was 0.5%, with inflation of 9.2%. The year-end exchange rate stood at UYU 30.6 = EUR 1, an appreciation of 6%.

The Group continued to be the number-one private bank in the country, with a strategy aimed at retail banking growth and improved efficiency and service quality. In 2016:

- The number of engaged customers rose 4%, spurred by measures such as the implementation of the new CRM Celestium and the launch of the customer retention unit.
- Within the process to digitalise and modernise its banking channels, great strides were made in the Santander app and a new payment app was launched to increase transactionality of customers. As a result of these measures, the number of digital customers rose 50% in the course of the year.
- The Bank also locked in its leading position in consumer financing.

#### Business activities and earnings

The lending portfolio rose across the key segments and products (SMEs and consumer financing), with total lending rising 1%.

Deposits fell 7%, due to the withdrawal of non-resident deposits and the strategy aimed at making deposits more profitable.

Attributable profit stood at EUR 84 million for the year, up 32%. Earnings were bolstered by the acquisition of Créditos de la Casa in August 2015. Excluding this effect, the rise in attributable profit was 19%, reflecting the negative impact of higher fiscal pressure.

Pre-tax profit for the year was up 48% (35% on a like-for-like basis), greatly bolstered by growth in net interest income and fee and commission income, as well as measures carried out under the efficiency plan.



The efficiency ratio continued to improve, dropping 5.5 pp from 2015 to stand at 51.4%.

Provisions were up 13%, although from a very low base. Cost of credit was low (1.79%) and the non-performing loan and coverage ratios stood at 1.63% and 168%, respectively.

## Peru (changes in local currency)

### Environment and strategy

Growth in the Peruvian economy slowed to 3.9% (estimated) in 2016. Inflation stood at around 3.4% and the Peruvian sol appreciated 6% against the euro.

Against this backdrop, the Group's activity was focused on corporate banking and on the country's largest companies, as well as on providing service to the Group's global customers.

### Business activities and earnings

Lending rose 8% during the year, while deposits fell 6%, reflecting the 10% decrease in time deposits as part of the funding strategy.

Attributable profit was EUR 37 million, up 21%.

- Gross income grew 3%, with solid performance of net interest income and fee and commission income, but was affected by the decrease in gains on financial transactions.
- Costs were up 1%, while provisions for loan loss provisions decreased 84%.

The efficiency ratio improved 33 bp to 30.5% and the non-performing ratio remained very low (0.37%). The coverage ratio remained very high.

## Colombia

In Colombia, the Group is focusing on bolstering business with Latin American companies, multinational companies, international desks and large and medium local companies, providing solutions for their cash management, risk coverage, foreign trade and reverse factoring needs, as well as investment banking and capital markets products.

Premier Credit focused its efforts on increasing transaction volumes, entering into commercial agreements with dealers. The Bank has also launched the project aimed at endowing Banco Santander de Negocios Colombia with the capacity to finance loans generated at Premier Credit.

Management results recorded net operating income of EUR 8 million.

## United States (changes in local currency)

### Economic environment

US GDP grew an estimated 1.6% in 2016. The unemployment rate fell to 4.7%, while inflation stood at 1.8%. In December, the US Federal Reserve raised its benchmark interest rate from 0.50% to 0.75% and announced progressive hikes in 2017. The exchange rate stood at EUR 1 = USD 1.05 (USD 1.09 at the 2015 year end).

### Strategy

Santander in the United States includes Santander Holdings (Intermediate Holding Company (IHC) and its subsidiaries Santander Bank, Banco Santander Puerto Rico, Santander Consumer USA, Banco Santander International and Santander Investment Securities, as well as the New York branch.

Santander US is focused on a series of strategic previousities aimed at improving the profitability of Santander Bank, optimising the auto finance business and expanding the GCB business with US-based customers, maximising the interconnectivity offered by being part of a global group.

In 2016, Santander US continued to move forward in regulatory compliance. It also completed creation of the holding company, bringing the country's main units under a single management and governance structure.

Santander Bank continues its work to improve the franchise, through a simplified yet complete product offer aimed at improving customer satisfaction. These efforts have led to a 26% increase in the number of digital customers.

At Santander Consumer USA, the strategy continues to be to maximise efficiency, secure a scalable infrastructure for underwriting, generating and servicing profitable assets, focused on regulatory compliance and on obtaining the total value of Chrysler Capital.

Puerto Rico launched a new programme for attracting customers, simplifying and personalising customer service. In addition, the e-banking platforms have been improved.

### Business activity

Santander Bank lending was down 2%, while customer deposits rose 2% during the year.

At Santander Consumer USA, the drop in lending was affected by lower new loans, reflecting the competitive environment, and the strategy to improve risk-adjusted returns in the non-primer portfolios.

### Earnings

Attributable profit stood at USD 437 million, reflecting the strategy followed by the Group during the year.

Firstly, major investments were made in technology to improve customer experience, risk management and capital planning to comply with regulatory targets, which kept costs for the year at elevated levels. Santander Bank also repurchased expensive liabilities, which negatively affected gains on financial assets and liabilities.

Santander Consumer USA changed its business mix toward a lower risk profile, which had an impact on income, in line with the 2016 RoTE of 18%.

These factors, coupled with the impact of certain non-recurring costs and the increase in provisions, in part those made during the first quarter for the oil and gas-related business, led to a 42% drop in attributable profit. Pre-tax profit was down 32%.

## Corporate Centre

The Corporate Centre reported an ordinary loss of EUR 1,439 million in 2016, compared to a loss of EUR 1,493 million in 2015. After taking into account the net result of non-recurring gains and losses, of EUR -417 million, the total loss for the year was EUR 1,856 million, in line with the EUR 2,093 loss in 2015.

The year-on-year comparison is as follows:

- Lower gross income due to reduced results from the centralised management of certain risks (primarily exchange rate risk and interest rate risk).
- Costs were down 18%, due to the restructuring carried out in the second quarter of the year and the ongoing corporate simplification process launched in 2015.
- Other results and provisions, registered a loss of EUR 75 million, an improvement over 2015, which reflected greater provisions than usual.

## Retail & Commercial Banking

The commercial banking transformation program is structured on three main pillars:

1. Customer loyalty and satisfaction.
2. Digital transformation of channels, products and services
3. Operational excellence in processes

The actions carried out for each pillar, in summary of those disclosed throughout this report, are as follows:

1. In order to continually improve customer loyalty and satisfaction, in 2016 the Group carried out the following initiatives, among others:
  - The 1|2|3 strategy in Spain, Portugal and the UK, which continues to bring about a strong pace in new accounts.
  - Consolidation of value propositions for individual customers in Mexico, such as Santander Plus and the alliance with Aeroméxico, as well as Programa Superpuntos in Chile, both offering significant advantages to customers.
  - The Suite Digital platform launched in Mexico, which integrates a fully-digital banking services and financial education offer, the sina financial application Germany offers its customers to manage their savings, and Santander UK's Investment Centre, which allows customers to manage their investments online.

- The launch of the Select Global Value offer, which rounds out the local offer with non-financial services and which provides Group customers the same exclusive service, regardless of their country of residence.

- The ongoing SME plans in all regions and continual improvements such as the factoring web application for SMEs and companies in Chile. The Santander Trade Network is also of note.

2. In order to bring about a simpler bank for its customers, Santander continues to promote digital transformation and its multi-channel approach:

- In Brazil, the new + Negócios commercial model was launched for the consumer financing segment.

- In Spain, the Group implemented Santander Personal as a specialised and personalised customer service channel, while Santander Poland launched the new internet banking with a personalised customer service area.

- Several different payment solutions were launched within the Group, including the Wallet app and the Apple Pay and Bizum services in Spain and the Santander Way app in Brazil, which provides card users control, security and speed in transactions.

- Progress was also made in the transformation of branches under the Smart Red programme. Spain, Brazil, Mexico, the United Kingdom and Argentina have already launched new office models, while Portugal has created specialised spaces for company customers and Chile opened its first WorkCafé.

- NEO CRMs have become the benchmark CRM tool in the market, with new improvements such as the transactional CRM +CHE at Santander Rio, the new multi-channel CRM at the Poland contact centre, the Jupiter NEO being deployed in all offices in Mexico and the NEO CRM recently launched in the UK.

3. Customer experience and satisfaction continues to be the Group's priority. To that end, work continues toward securing operational excellence, with new, simpler, more efficient multi-channel processes developed using the Agile methodology, and toward improving service quality.

Pre-tax profit stood at EUR 10,201 million, down slightly due to the impact of exchange rates. Excluding this impact, pre-tax profit rose 4%. The sharp rise in the tax rate also affected attributable profit, amounting to EUR 6,297 million, which was virtually unchanged from 2015 excluding the exchange rate effect. The income statement was driven by net interest income, the strong performance of fee and commission income across virtually all units, cost control and lower provisions.

## Santander Global Corporate Banking (SGCB) (changes in constant currency)

In 2016, SGCB maintained the key pillars of its business model, focused on customers, the global capacities of the division and its interconnection with local units, within an active management of risk, capital and liquidity.



SGCB's results are underpinned by the strength and diversification of customer revenues. Attributable profit for 2016 stood at EUR 2,089 million, up 30% on the prior year.

- In cumulative terms, the area accounts for 13% of income and 25% of attributable profit of the Group's operating areas.
- Income was up 14% during the year, with growth logged in all products. Global Transaction Banking grew 13%, despite the tighter spreads and lower interest rates prevailing in the sector. Financing Solutions & Advisory improved by 1%, reflecting the soundness of the different businesses, while Global Markets expanded 21%, with strong performance in Europe and, in particular, in America.
- Costs were down 2% following the efficiency plans implemented, especially in Spain and the United States, while allowances were up 1%.

## 2.5 Issues relating to the environment

In compliance with best international corporate social responsibility practices, Santander's corporate and local governance structure ensures that ethical, social and environmental criteria are correctly mainstreamed into the Bank's financial activities.

The Board of Directors is the senior decision-making body within the Group, except for those matters reserved for the shareholders in general meeting, in respect of the Group's general policies and strategies, including those regarding sustainability.

The Sustainability Committee, chaired by the CEO and comprising the executive vice presidents of the Bank's main divisions, proposes policies and promotes the Group's key sustainability initiatives. The committee meets at least once a year. Local committees chaired by the corresponding country head are also set up in virtually all the countries in which the Group operates.

Santander's sustainability policies (general policy, protection, energy, soft commodities, climate change, human rights and volunteer force) are reviewed on a yearly basis. In 2016, the Sustainability Committee proposed a modification and update of the climate change policy to meet the requirements set out in the new ISO 14001 Environment Management System standard and to reflect the changes in internal government and the Group's focus on climate-change issues following the Paris conference held in late 2015 and the international commitments assumed thereat.

Santander's Risk Supervision, Regulation and Compliance Committee supervises the corporate social responsibility policy, ensuring compliance therewith and that it is geared to creating value for the Bank.

In order to ensure that this thorough update of the sustainability policies made in 2015 was correctly implemented, during 2016 the Bank carried out an intense process of information-sharing, communication and adhesion to these policies in all the Group's regions. A training programme was carried out, taught by an independent experts, for the business, risks, legal advisory, sustainability and compliance teams, on the analysis and valuation of operations and customers in sensitive sectors.

Santander also has a social, environmental and reputation working group, chaired by the Chief Compliance Officer, who assesses the risk on large operations in sensitive sectors and issues the corresponding recommendations to the relevant risk committees.

In addition, following the Paris Agreement, Santander created the Climate Finance Task Force, a working group entrusted with establishing Santander's position and strategy in respect of climate change and identifying risks and opportunities for the business in the transition to a low-carbon economy. The task force met two times in 2016.

The Santander Group has adhered to a number of international commitments including some relating to the environment, such as the Equator Principles, the Soft Commodities Compact promoted by the Banking Environment Initiative (BEI) and the declaration of the European Financial Service Round Table.

The Bank's environmental actions focused on the following lines of work:

### a) Reduction in energy consumption and emissions

Since 2009, Santander has measured, calculated and controlled the environmental footprint of all Group installations.

The environmental footprint includes information on the electricity, fuel, water and paper used and the waste generated, as well as a breakdown of greenhouse gas emissions.

Santander is currently developing a global energy efficiency plan, with the following targets for 2016-2018:

- 9% reduction in electricity consumption
- 9% reduction in CO<sub>2</sub> emissions
- 4% reduction in paper consumption

In 2016, energy consumption fell 8.5%, while CO<sub>2</sub> emissions and paper consumption were decreased by 6.8% and 23.9%, respectively.

Green electricity represents 41% of the total electricity consumed by the Group. In the United Kingdom, Germany and Spain, this figure stands at 100%.

Santander continued to hold environmental certifications (ISO 14001 and LEED) at its corporate centres in Brazil, Chile, Spain, Mexico and the UK.



## b) Integrating social and environmental risks in credit extension

The Group considers social and environmental aspects to be a key part of the procedures for risk analysis and decision-making in its financing transactions, in accordance with its sustainability policies. It also identifies and implements the measures required for the appropriate management of such risks.

## c) Development of financial solutions

The Group contributes to the global objective of reducing the effects of climate change by providing financial solutions and taking the lead in matters relating to project finance for renewable energies and energy efficiency at an international level.

Noteworthy here are:

- The Group's participation in the financing of new renewable energy projects in 2016: wind farms, hydroelectric and photovoltaic power plants in Brazil, the United States, Germany, Italy, Chile, Portugal, the United Kingdom and Uruguay, with a total installed capacity of 7,082 MW.
- Additional credit lines were arranged with the European Investment Bank (EIB) for a total amount of EUR 275 million for energy efficiency and renewable energy projects in Spain and Poland.

## Sustainability report and presence in sustainability indices

Information on the main actions taken in relation to the environment and the other sustainability actions performed by the Group is provided every year in the sustainability report, verified externally by PwC in 2016.

The Group is also included in the main stock market indices that analyse and assess the sustainability actions taken by businesses. The Bank has formed part of the Dow Jones Sustainability Index (DJSI) since 2000, and in 2016, improved its ranking to number six worldwide, making it the highest-ranking European bank in the DJSI.

The Bank's corporate, social and environmental policies, the measurement of its environmental footprint and its contribution to combating climate change were some of the aspects highlighted by DJSI in the environmental aspect.

Since 2007, the Group has also been a signatory of the Carbon Disclosure Project (CDP), the international benchmark initiative for business reporting on climate change. It has filed the CDP Water Disclosure since 2012.

## 2.6 Issues relating to human resources

At 31 December 2016, the Santander Group employed 188,492 professionals worldwide, with an average age of 38 years; 55% were women and 45% were men.

The nearly 188.492 employees at Santander are the motor behind the transformation being carried out to make the bank more Simple, Personal and Fair (SPF). Human Resources is adapting all its processes and initiatives in order to ensure that its teams are motivated, committed and prepared to contribute to the progress of people and companies.

This commitment is reflected in the strategic target of becoming, by 2018, one of the top three best banks to work in the main regions in which the Group operates.

To achieve this goal, Santander is focusing its people management strategy on six broad strategic lines:

1. Talent management: helping people grow professionally, in a global environment.
2. Knowledge and development: offering training and ongoing development that makes the most of employees' skills and abilities.
3. Compensation and benefits: establishing clear objectives and compensating not only results but also the manner in which they are achieved.
4. Employee experience: promoting commitment and motivation among teams, through initiatives fostering listening, more flexible work methods, a work/life balance, and a healthy environment.
5. Systems: maximising the advantages of digitalisation in order to manage people in a simple, personal and fair way.
6. Culture: ensuring that the Group shares the Santander Way, a common culture focused on the mission, vision and way of doing things, that helps Santander be the benchmark bank for its employees, customers, shareholders and communities.

After defining the behaviours employees should adhere to in order to make Santander a simple, personal and fair bank, an implementation plan was launched, featuring communication, awareness-raising and training initiatives, so that employees could learn how to apply these behaviours in their day-to-day work. In addition, the people management processes (performance, recognition, training, etc.) are being reviewed to adapt them to the new culture. A shared framework has been created to promote the Santander Way throughout the Group.

## Talent

The main initiatives aimed at identifying and developing Group talent include the following:

- The new corporate segmentation has been defined and distributed, to both members of the different groups and to the rest of the organisation, fostering transparency and meritocracy. This new segmentation of executives is dynamic, and placements are reviewed on a half-yearly basis, responding to changes in roles and responsibilities and reflecting the performance of members. Appointments are defined on the basis of objective criteria (contribution, results), as well as individual criteria (performance, potential).
- In order to move forward in succession planning for the Bank's leading managers and thereby ensure business continuity, the succession policy was approved. The policy establishes guidelines for the proper management and monitoring of possible replacements and succession planning, following a common, structured methodology for key senior management posts and control functions.



- The talent appraisal committees met on a regular basis, with the support and input of senior management (country heads, members of the management committees and corporate function heads). Over 2,500 executives have been reviewed and an individual development plan has been created for nearly 57% of them.
- The 360° appraisal for Group managers has been implemented. This is the first stage of the corporate performance management model, in which managers will be evaluated by their peers, their direct reports and their supervisors on how they apply the eight corporate behaviours in their day-to-day work.
- The Global Assessment Programme (GAP) was launched in order to identify both strengths and areas for improvement of senior management and to design personalised action plans that help them contribute to the Bank's transformation. By using the GAP, the Bank can plan and provide more suitable development for team managers, as well as prepare the succession plan. A total of 300 managers have been interviewed in 15 different countries.
- With respect to international mobility, the Bank has continued to foster the development of employees using different mobility-focused tools and programmes, such as:
  - Global Job Posting, the corporate platform that gives all the Group's professionals the opportunity to view and apply for vacancies in other countries, companies and divisions. Since its launch in 2014, over 2,600 jobs worldwide have been posted on the tool.
  - Santander World, the corporate development program in which professionals carry out a three-month work project in another country, fostering the exchange of best practices and enhancing their global vision. Since the start of the programme, 1,569 employees from 26 different countries have taken part in the initiative.
  - Talent in Motion (TIM) programme, aimed at accelerating the development of talented young professionals. This programme promotes mobility and gives participants the opportunity to have an international experience and to expand their strategic view of the Group, by assigning them to a host country and to different functions than they carry out at home. A total of 22 employees participated in the first round of this programme.

## Knowledge

Staff training is one of the areas to which the Group is committed in order to achieve its transformation and create a new bank. In 2016, the Group invested EUR 89 million in disseminating knowledge amongst its employees, which translated into 94.5% of professionals trained and an annual average of 34 hours of training per employee.

The main initiatives carried out during the year were:

- Solaruco Pop Up, aimed at sharing the knowledge learned at the Corporate Knowledge and Development Centre with all Group professionals. This training model is well aligned with the new culture:
  - Simple: top-level training is shared with countries, with proven success from the Corporate Centre
  - Personal: adapted to each market and to each country, with flexibility in terms of format, place and content
  - Fair: reaches employees in all countries

Over 1,000 employees participated in the Solaruco Pop Ups held in Argentina, Chile, Brazil and Mexico and at the Corporate Centre for Santander Consumer Finance.

- Implementation of the corporate Building The Santander Way programme, aimed at helping managers in their role as drivers of the new culture and teaching them the importance of leading through example, in order to secure this transformation. A total of nine editions have been carried out, with the participation of 380 managers.
- The Santander Business Insights conference cycle was launched, focused on corporate behaviours. The purpose of these conferences is to share best internal and external practices to help transmit the Group's culture.

## Compensation

The principles guiding compensation at the Santander Group are as follows:

- Compensation is aligned with the interests of the Group's shareholders and is focused on long-term value creation, while remaining in line with a rigorous risk management and with the Group's long-term values, interests and strategy.
- Fixed remuneration must represent a significant proportion of total compensation.
- Variable remuneration compensates the performance for having achieved set targets, based on the position and responsibilities and ensuring prudent management.
- Variable remuneration must promote good conduct and not provide incentives for the sale of a product or service if another product or service is more suitable for a customer's needs.
- Variable remuneration must also grant appropriate benefits for supporting employees.
- The general remuneration structure and package must be competitive, so as to attract and retain talented employees.
- Conflicts of interest must always be avoided when taking decisions on remuneration, so that the Group or any of its employees is not influenced by secondary interests.
- There should be no discrimination in respect of decisions regarding remuneration, except for with respect to performance.
- The structure and amount of remuneration in each country should comply with all local regulations and laws.

Based on these principles, the Group's total compensation system comprises fixed remuneration, which recognises and rewards the role and responsibility level of the post held by the employee, plus a short and long-term variable remuneration, which rewards performance based on achievement of Group, team and individual targets, ensuring a rigorous management of risks and reflecting with long-term objectives.

Fixed remuneration is fundamentally determined by local market elements. Compensation levels are determined based on local practices and closely respect the collective labour agreements prevailing in each region and company.

The corporate variable remuneration systems reward the achievement of the Group's strategic objectives. The corporate bonus schemes, in which more than 8,000 people from all the geographic areas participate, take into account achievement of strategic targets related to the four stakeholder groups: employees, customers, shareholders (returns, capital and risk control) and communities. Value is placed on both quantitative aspects of achievements and on qualitative factors related with proper risk management, quality and recurrence of earnings, employee commitment, social projects, customer satisfaction levels and earnings compared to comparable entities, among others.

### Employee commitment and experience

During 2016, the Group continued to listen to and maintain an ongoing dialogue with its employees.

- To that end, in September 2016 it launched the global commitment and organisational support survey. A total of 85% of employees (vs 84% in 2015) participated in the survey, putting forward 67,271 suggestions. The main findings were as follows:
  - Team commitment stands at 78% (75% in 2015).
  - 74% of employees are familiar with the Simple, Personal and Fair corporate culture and are motivated to make the Bank more SPF (64% in the 2015 survey).
  - 84% of employees are proud to work at Santander (82% in 2015).

In the commitment survey, the issues of flexibility and work/life balance have progressed the most since 2014: 78% of employees state that their boss facilitates their work/life balance, compared to 50% in 2014.

- With respect to Santander's Flexiworking programme, aimed at creating a new way to work at the Bank, new open-plan spaces are being set up at offices to promote collaboration and the exchange of knowledge. Employees have access to technological tools that allow them to be in ongoing contact with teams in other countries, thereby helping to move past the need for in-person contact only.
- Santander is promoting a culture of recognition within the Group. To that end, Chile, Mexico, Argentina, Spain and the Corporate Centre have implemented platforms to recognise those employees that stand out as living examples of the corporate behaviours.
- At the Group Convention, an event was held bringing together the 100 SPF ambassadors, who were chosen by their colleagues as examples of the corporate behaviours. The first Star Me UP platform was launched, as the first global recognition network for promoting collaboration and recognising those employees that apply the corporate behaviours in their day-to-day work.

- Be Healthy, the global health and wellness programme, was also launched, to raise the overall wellness of employees throughout the world. This programme creates a common framework aimed at making health and wellness one of the advantages of working at Santander, as well as organising the different initiatives implemented at country level in order to promote a healthier lifestyle among employees.

The four pillars of the Be Healthy programme (Know Your Number, Eat, Move and Be Balanced) are channelled into specific actions, in collaboration with the different countries. The first initiative was a challenge whereby the overall sum of steps taken by employees would be sufficient to circle the globe. Santander donated one euro for each kilometre walked to UNICEF, for a total of EUR 44,000, as part of its campaign to eradicate polio, a disease that primarily affects children.

The Be Healthy programme was implemented in Mexico, Brazil, Spain, Portugal, the UK, Argentina and Germany.

- In June, the We are Santander Week was held in all countries in which the Group operates. The initiative aims to enhance employees' pride in forming part of a diverse global organisation with a shared mission and culture. In 2016, the week focused on corporate behaviours. Town hall meetings, conferences and volunteer activities were held to foster teamwork and a family-friendly atmosphere, in all countries in which the Group operates.
- With respect to corporate volunteering, over 60,000 volunteers from the Group participated in local initiatives supporting the progress of the communities in which the Bank is present, primarily in connection with education. These efforts include Programa Escola Brasil (PEB) to support early childhood education in Brazil and the Wise Workshops in the UK to improve financial education at schools and to help teenagers be more employable later in life.

### Diversity

In 2016, the Group continued fostering the development of female leaders, through the corporate Take the Lead programme and other initiatives carried out at country level.

These include the Corporate Centre's Sumando Talento programme, the gender diversity program launched at Santander Spain.

In Portugal, Santander Totta, along with 78 other organisations, signed the Portuguese Charter for Diversity, a symbolic act whereby signatories publicly assumed a commitment to accept, respect and foster diversity.

### Occupational health and safety

The Group's occupational health and safety policies reflect the greater sustainability strategy, defined in a plan that is Simple (simplified processes), Personal (providing quality service to each employee, which benefits the health of all staff) and Fair (with the ultimate aim of contributing to the health and well-being of employees in particular and society as a whole).



Santander's occupational health and safety plan, approved by senior management and made available to all employees on the corporate intranet, is based on an excellence culture certified under management systems standards such as ISO 9001: 2015 and ISO 14001: 2015, with a score of 83 points in the Dow Jones Sustainability Index Occupational Health and Safety dimension 3.6, making the Group one of the best companies worldwide in this aspect.

During 2016, Banco Santander moved forward in its goal of continually improving management of health, well-being and the prevention of occupational risks in all countries in which it operates. In late 2016, it adhered to the Luxembourg Declaration on Workplace Health Promotion, put forth by the European Network for Workplace Health Promotion (ENWHP).

Under the motto "Transforming traditional prevention to a prevention culture by and for people", in April 2016, Santander was selected as a host of the 3rd conference on occupational health and safety innovation, thanks to its contribution to preventive culture. Over 400 OHS professionals from both Spain and abroad attended this event, at which 30 speakers, including representatives of the top IBEX-35 companies, shared their best practices.

In addition, Santander has collaborated in research projects as an investment in its teams and a way to give back to the community. These include:

- The Santander Heart Study (PESA), in coordination with the Spanish Centre for Cardiovascular Research, with the collaboration of over 4,000 employees from the Madrid region. The first findings of the study have been published in leading sector journals.
- The TANSNIP project, a sub-study of the Santander Heart Study, which aims to improve the lifestyle habits of 1,000 Group employees, through a personalised programme including motivational sessions guided by a team of psychologists, use of tools to measure activity and the voluntary installation of adjustable standing desks, in order to reduce sedentary activity during the work day.
- Study on intestinal microbes, in collaboration with the Spanish National Research Council (CSIC).

Other occupational health and safety initiatives carried out in 2016 include:

- Collaboration in the New Ways of Working Project: Office of the Future, maximising new spaces and their outfitting, both from the point of view of ergonomics and security, and proposing healthy initiatives that can be integrated in the new spaces, such as "stairwells to better health" and employee training in healthy posture guidelines.

- Occupational health and safety training and information, through practical workshops, seminars, corporate intranet postings and courses.
- Information campaigns on healthy lifestyle habits, such as the Mejora tu Salud programme in Spain, in which over 550 employees learned how to improve their nutritional and physical fitness habits.

Creation of a lactation room for new mothers at the Boadilla del Monte Corporate Centre, strengthening the Group's Maternity Support Policy and offering employees even more flexibility toward a better work/life balance. Although the Group already had lactation rooms in other countries such as Brazil and Argentina, Banco Santander is the first company in Spain to offer this amenity to employees.

	2016	2015
<b>Headcount</b>		
Number of employees	188,492	193,863
Average age personnel	37.7	37.8
Avg. yrs. of service	9.3	9.9
Executives	12.9%	11.9%
<b>Attraction</b>		
CVs received	860,253	779,090
New hires in the Group	21,525	25,156
<b>Rotation</b>		
Annual rotation	14.7%	12.1%
<b>Training</b>		
Employees trained	94.5%	93.7%
Hours of training per employee	34.1	39.4
Total investment in training (€, mn)	88,8	103.7
<b>Management</b>		
Employees promoted	8.7%	10.1%
Employees in international mobility	613	954
Executives in home country	88.5%	88.5%
<b>Commitment</b>		
Global commitment index	78%	75%
<b>Remuneration</b>		
Employees with variable remuneration	100%	100%
<b>Diversity and equality</b>		
% women	55%	55%
<b>Health and occupational safety</b>		
Absenteeism rate	3.6%	3.9%

## » 3. Liquidity and Capital

### 3.1 Liquidity

In recent years, Santander's financing business has been underpinned by the extension of the management model to all Group subsidiaries, including recent acquisitions and, in particular, by adapting subsidiaries' strategy to the growing demands of both markets and regulators.

- Santander has developed a funding model based on independent subsidiaries that are responsible for meeting their own liquidity requirements.
- This structure enables Santander to take advantage of its commercial banking business model to maintain comfortable liquidity positions at Group level and at its main units, even in situations of market stress.
- In recent years, the Group had to adapt its funding strategies to new trends in the commercial business, to market conditions and to the new regulatory requirements.
- In 2016, the Group continued to improve in specific aspects on a very comfortable liquidity position at Group and subsidiary level, without any material changes in the liquidity and funding management policies and practices. As a result, it is able to face 2017 from a good starting position, with no restrictions on growth.

In broad terms, 2016 saw the continuation of the trends implemented by Santander subsidiaries in their liquidity management and funding strategies, namely:

- Adequate, stable medium- and long-term wholesale funding.
- Sufficient volume of assets eligible for discount at central banks, as part of the liquidity reserve.
- Strong generation of liquidity from the commercial business due to the lower growth of credit and greater emphasis on attracting customer funds.

This section of the report first looks at

- The Group's liquidity management, including the underlying principles and the surrounding framework.
- Secondly, reference is made to the funding strategy applied by the Group and its subsidiaries, with special focus on liquidity trends in 2016. Trends in liquidity management ratios are shown for the year, along with business and market trends.
- Lastly, a qualitative description is provided of the outlook in terms of financing for the coming year, for both the Group and its main regional operations.

Information on wholesale funding, both short and medium/long-term, is stated at nominal value, applying the year-end exchange rate.

### 3.1.1 Liquidity management at the Santander Group

Structural liquidity management seeks to finance the Group's recurring business with optimal maturity and cost conditions, avoiding the need to assume undesired liquidity risks.

At Santander, liquidity management is based on the following principles:

- Decentralised liquidity model.
- Funding of medium- and long-term liquidity needs arising from the business using medium- and long-term instruments.
- High proportion of customer deposits, as a result of a commercial balance sheet.
- Diversification of wholesale funding sources by instrument/ investor, market/currency and maturity.
- Restrictions on recourse to short-term wholesale financing.
- Availability of a sufficient liquidity reserve, including a capacity for discounting at central banks, to be drawn upon in adverse situations.
- Compliance with regulatory liquidity requirements at Group and subsidiary level, as a new conditioning factor in management.

In order to ensure the effective application of these principles by all Group entities, a single management framework resting on the following three cornerstones was developed:

- A sound organisational and governance model to ensure that senior management of the subsidiaries is involved in the decision-making process and is included in the Group's global strategy. Decisions relating to all structural risks, including liquidity and funding risk, are made through local asset-liability committees (ALCOs) in coordination with the Global ALCO. The Global ALCO is the body empowered by the Banco Santander Board of Directors in accordance with the asset and liability management (ALM) corporate framework.

This governance model has been strengthened through integration within Santander's Risk Appetite Framework. This framework addresses the demands put forth by regulators and market participants, deriving from the financial crisis, that call for financial institutions to strengthen their risk control and management systems.

- An in-depth balance-sheet analysis and liquidity risk measurement to support the decision-making process and the control thereof. The aim is to ensure that the Group maintains adequate liquidity levels to cover its short- and long-term requirements with stable funding sources, optimising the impact of funding costs on the income statement, in both ordinary circumstances and in situations of market stress.

To that end, the Group has identified risk appetite metrics at specific levels, for the different ratios and for minimum liquidity horizons under different stress scenarios. In general, the following scenarios are defined for all Group units in their disclosures to senior management, irrespective of any local scenarios that may be addressed:



- a) Idiosyncratic crisis: affects the entity but not its environment.
- b) Local systemic crisis: lack of confidence of international financial markets in the country in which the unit is located.
- c) Global crisis: deterioration of the global economy, primarily in the United States and Europe, with contagion in the main emerging economies (BRIC).
- Management adapted to the liquidity needs of each business. To that end, a liquidity plan is prepared each year on the basis of business needs. This ensures:
    - a solid balance sheet structure, diversifying the Group's presence in wholesale markets by product and maturity, with moderate recourse to short-term markets
    - maintenance of liquidity buffers and limited use of balance sheet assets
    - compliance with regulatory metrics and other metrics defined in the risk appetite statement for each entity

All aspects of this plan were closely monitored in 2016.

The Group carries out the Internal Liquidity Adequacy Assessment Process (ILAAP), which is integrated with the Group's other risk management and strategic processes. The review focuses on both quantitative and qualitative aspects and is used as input for the Supervisory Review and Evaluation Process (SREP). The ILAAP applies the same stress scenarios mentioned above. In all cases, the Santander Group presents comfortable liquidity ratios.

### 3.1.2 Funding strategy and liquidity trends in 2016

#### 3.1.2.1. Funding strategy and structure

Santander continues to present a very robust funding structure, the main features of which are as follows:

- High proportion of customer deposits in a commercial balance sheet. Customer deposits are the Group's major source of funding, representing around two-thirds of the Group's net liabilities (i.e. of the liquidity balance sheet). At the 2016 year end, they accounted for 87% of net loans.

Customer deposits are also very stable funds because they mainly originate from the retail customer business (89% of the Group's deposits come from commercial and private banking, while the remaining 11% is generated from large corporate and institutional clients).

#### ■ Santander Group liquidity balance sheet

% at December 2016

Loans	75%	Deposits	65%
Fixed assets and others	8%	Securitisations	5%
Financial assets	17%	Med/Long-term funding	14%
		Equity and other liabilities	13%
		Short-term funding	3%
<b>Assets</b>	<b>100%</b>	<b>Liabilities</b>	<b>100%</b>

- Diversified wholesale funding, primarily at medium and long term, with a very small proportion maturing in the short term. Medium- and long-term wholesale funding represents 19% of the Group's net liabilities and enables it to cater for the net loans not funded with customer deposits (the commercial gap).

This funding is well-balanced by type of instrument (approximately 40% senior debt, 30% securitisations and structured instruments with collateral and 20% covered bonds, with the remainder consisting of preference shares and subordinated debt), as well as by market: the markets with a greater proportion of issues are the ones where investment activity is higher.

In addition to instrument diversification, wholesale funding is diversified by geographic region as well. The tables below reflect the Group's geographic diversification of loans to customers and of medium and long-term wholesale funding, in order to highlight the similarity between the two.

#### ■ Net customer lending

% at December 2016

Net customer lending		
Euro zone	277,235	35%
United Kingdom	251,250	32%
Rest of Europe	19,979	2%
United States	85,389	11%
Brazil	75,474	10%
Rest of Latin America	76,713	10%
<b>Operating areas</b>	<b>786,040</b>	

#### ■ Med/Long-term wholesale funding

% at December 2016

Med/Long-term wholesale funding		
Euro zone	73,961	36%
United Kingdom	62,902	31%
Rest of Europe	479	0%
United States	31,881	15%
Brazil	24,837	12%
Rest of Latin America	12,529	6%
<b>Total group</b>	<b>206,590</b>	

Most of the medium - and long-term wholesale funding comprises debt issues. The outstanding balance on the market at the 2016 year end stood at a nominal amount of EUR 149,578 million and offered an appropriate maturities profile, with an average term of 4.3 years.



The table below gives the breakdown by instrument in the last three years and the profile of contractual maturities.

### ■ Distribution by contractual maturity

	0-1 month	1-3 months	3-6 months	6-9 months	9-12 months	1-2 years	2-5 years	> 5 years	Total
Preference shares	-	-	-	-	-	-	-	8,515	8,515
Subordinated debt	61	-	-	-	215	601	580	10,524	11,981
Senior debt	2,035	7,331	4,438	6,892	8,018	15,374	32,310	13,170	89,568
Covered bonds	3,112	749	3,284	-	4,850	1,073	11,629	14,816	39,513
<b>Total</b>	<b>5,208</b>	<b>8,079</b>	<b>7,722</b>	<b>6,892</b>	<b>13,083</b>	<b>17,048</b>	<b>44,520</b>	<b>47,025</b>	<b>149,578</b>

\* In the case of issues with a put option in favour of the holder, the maturity of the put option will be considered instead of the contractual maturity. Note: None of the senior debt issued by the Group's subsidiaries has additional guarantees.

In addition to the debt issues, medium- and long-term wholesale funding also comprises securitisation bonds placed on the market, collateralised and other special financing for an aggregate amount of EUR 57,012 million with a maturity of 1.7 years.

Wholesale funding from short-term issue programmes is a residual part of the Group's financial structure (representing around 3% of net liabilities). It is connected with cash activities and is more than covered by liquid financial assets.

At December 2016, the outstanding balance amounted to EUR 27,250 million, distributed as follows: various certificate of deposit and commercial paper programmes in the United Kingdom, 36%; European commercial paper, US commercial paper and the parent's domestic programmes, 25%; and other programmes of other units, 39%.

#### 3.1.2.2. Liquidity trends in 2016

The key aspects of liquidity in 2016 were as follows:

- Basic liquidity ratios remained comfortable.
- The Group continued to comply with regulatory ratios ahead of schedule.
- The high liquidity reserve continues to increase.
- The Group's asset encumbrance was moderate.

#### i. Basic liquidity ratios at comfortable levels

The table shows the performance in recent years of the basic liquidity monitoring metrics at Group level:

#### ■ Monitoring metrics Santander Group

	2014	2015	2016
Net loans / Net assets	74%	75%	75%
Net loan-to-deposit ratio (LTD)	113%	116%	114%
Customer deposits and medium- and long-term funding/net loans	116%	114%	114%
Short-term wholesale funding/net liabilities	2%	2%	3%
Structural liquidity surplus (% of net liabilities)	15%	14%	14%

At the 2016 year end, the Santander Group reported:

- A stable ratio of loans to net assets (total assets less trading derivatives and interbank balances) at 75%, in line with the previous years. The high level of this ratio in comparison with those of European competitors reflects the commercial nature of Santander Group's balance sheet.
- Loan-to-deposit (LTD) ratio of 114%, within very comfortable levels (lower than 120%). This stability reflects balanced growth between assets and liabilities.
- The ratio of customer deposits plus medium- and long-term funding to loans remained at 114% for the year.
- Limited recourse to short-term wholesale financing by the Group. At 3%, this ratio is in line with previous years.
- Lastly, the Group's structural surplus (i.e. the excess of structural funding resources -- deposits, medium- and long-term funding, and capital -- over structural liquidity requirements -- non-current assets and loans) increased to an average balance of EUR 151,227 million in 2016, in line with the 2015 year-end figure.





At 31 December 2016, the structural surplus stood at EUR 150,105 million on a consolidated basis. This surplus comprises fixed income assets (EUR 169,931 million) and equities (EUR 17,139 million), partially offset by short-term wholesale funding (EUR -27,250 million) and net deposits taken as interbank deposits and from central banks (EUR -9,716 million). In relative terms, the total amount of the structural surplus is equal to 14% of the Group's net liabilities, a similar level to that recognised in December 2015.

The following table shows the most frequently used liquidity ratios for Santander's main management units at December 2016:

#### ● Liquidity ratios for the main units

% at December 2016

	LTD ratio	Deposits + Med/Long-term funding / Net loans
Spain	86%	148%
Portugal	91%	124%
Santander Consumer Finance	243%	66%
Poland	88%	116%
United Kingdom	118%	109%
Brazil	104%	129%
Mexico	94%	115%
Chile	138%	99%
Argentina	72%	141%
United States	132%	113%
<b>Total Group</b>	<b>114%</b>	<b>114%</b>

In general, two factors were key in both the Group and the subsidiaries' liquidity positions in 2016 (stripping out exchange rate effects):

1. Solid performance of deposits in the Group's primary regions, particularly in Spain and the United Kingdom. This performance narrowed the commercial gap, as it comfortably offset the increase in lending.
2. The issuance activity continued at a strong pace, particularly in European units, although issuances were more selective in view of the reduced balance sheet needs and the greater financing ease implemented by central banks, especially the Bank of England's Term Funding Scheme following the UK Brexit vote.

The total medium- and long-term funding raised by the Group as a whole amounted to EUR 45,995 million in 2016.

By **instrument**, medium- and long-term fixed-income issues (senior debt, covered bonds, subordinated debt and preferred shares) decreased 25% to EUR 32,851 million, primarily due to the drop in senior debt. Spain and the United Kingdom were the biggest issuers, followed by Santander Consumer Finance; together these three accounted for 73% of the issues. Securitisation activities and secured funding stood at EUR 13,144 million, down 9% on 2015.

In terms of geographic region, the largest decreases were in Brazil and the UK. In Brazil, this primarily reflects lower funding needs due to performance of assets. In the UK, it was due to a better-than-expected performance of deposits.

Santander Consumer Finance posted a securitisations volume of around EUR 4,868 million, slightly above the 2015 figure due to new acquisitions.

The **breakdown of issues made during the year, by instrument and geographic region**, is as follows:

#### ● Breakdown of 2016 issues by instrument

% at December 2016

Breakdown by instrument	Dec-16	
Mortgage covered bonds	4,591	10%
Regional covered bonds	-	0%
Preference shares	56	0%
Senior debt	25,850	56%
Subordinated debt	2,354	5%
Securitisations	13,144	29%
<b>Total</b>	<b>45,995</b>	

#### ● Breakdown of 2016 issues by region

% at December 2016

Breakdown by instrument	Dec-16	
Argentina	119	0%
Brazil	3,118	7%
Chile	3,409	7%
Mexico	601	1%
Poland	161	0%
Portugal	8	0%
Santander	9,100	20%
Santander UK	10,360	23%
Santander US	9,258	20%
SCF	9,863	21%
<b>Total</b>	<b>45,995</b>	

In short, the Santander Group maintains an ample capacity to access the various markets in which it operates, which was strengthened by the incorporation of new issuer units. In 2016, the Group launched issues and securitisations in 13 currencies, in which 23 significant issuers in 16 countries participated, with an average maturity of approximately four years, in line with the 2015 figures.

## ii. Early compliance with regulatory ratios

As part of its liquidity management model, in recent years the Santander Group has been managing the implementation and monitoring of, as well as early compliance with, the new liquidity requirements set by international financial legislation.

**Liquidity Coverage Ratio (LCR).** Implementation was delayed until October 2015, although the level of initial compliance remains at 60%, which should gradually increase to 100% by 2018.

The good starting position in short-term liquidity, coupled with the autonomous management of the ratio in all major units, has enabled compliance levels exceeding 100% to be maintained throughout 2016, at both consolidated and individual level in all of these units. At December 2016, the Group's LCR stood at 146%, comfortably exceeding the regulatory requirement. Although the requirement is only established at Group level, the subsidiaries also comfortably exceed the requirement: Spain at 134%, the United Kingdom at 139% and Brazil at 165%.

**Net Stable Funding Ratio (NSFR).** The final definition of the net stable funding ratio was approved by the Basel Committee in October 2014 and will enter into force on 1 January 2018.

In relation to this ratio, Santander benefits from a high weighting of customer deposits, which are more stable, from long-term liquidity needs arising from the commercial activity funded by medium- and long-term instruments, and from limited recourse to short term. All of this enables Santander to maintain a balanced liquidity structure with high NSFR levels. Both at Group level and for most of the subsidiaries, the NSFR exceeded 100% at 2016 year end, even though compliance is not mandatory until 2018.

In short, the liquidity model and management enable Santander to bring forward compliance with both regulatory metrics by the Group and by its main subsidiaries, well ahead of the legal requirements.

## iii. High liquidity reserve

This is the third key feature reflecting the Group's comfortable liquidity position in 2016.

The liquidity reserve is the collection of highly-liquid assets held by the Group and its subsidiaries to serve as a last resort in situations of maximum market stress, when it is not possible to obtain funding for adequate terms and at adequate prices.

Consequently, this reserve includes balances with central banks and cash, uncommitted government debt securities, the discounting capacity at central banks, and financeable assets and lines available at official bodies (e.g. the US Federal Home Loans Banks).

This all strengthens the sound liquidity position that Santander's business model (diversification, focus on commercial banking, autonomous subsidiaries, etc.) affords the Group and its subsidiaries.

At 31 December 2016, the Santander Group's liquidity reserve stood at EUR 265,913 million, up 3% on the December 2015 figure and 10% above the average for the year. The breakdown of this volume by type of asset according to its cash value (net of haircuts) is as follows:

### ● Liquidity reserve

Cash value (net of haircuts) in millions of euros

	2016	2016 average	2015
Cash and balances with central banks	52,380	45,620	48,051
Available public debt	89,135	81,040	85,454
Discount available at central banks	105,702	100,531	110,033
Financeable assets and undrawn credit lines	18,696	15,358	14,202
<b>Liquidity reserve</b>	<b>265,913</b>	<b>242,549</b>	<b>257,740</b>

This increase in volume was accompanied by a qualitative increase in the Group's liquidity reserve, resulting from the varying performance of its assets. Accordingly, the first two categories (cash and balances with central banks + available public debt), the most liquid (or "high-quality liquid assets" in Basel terminology, as "first liquidity line") posted above-average growth. In 2016, they rose by EUR 8,010 million, increasing their weighting to 53% of total reserves at year end (vs. 52% in 2015).

As part of the autonomy conferred by the funding model, each subsidiary keeps a mix of assets in its liquidity reserve that is appropriate to the conditions of its business and market (e.g. capacity to mobilise assets or gain recourse to additional discounting lines such as in the US).

As most of the assets are denominated in the currency of the country, there are no restrictions on their use, although in most geographical areas there are regulatory restrictions that limit activities between related entities.

The geographic distribution of the liquidity reserve is as follows: 51% in the United Kingdom, 25% in the euro area, 10% in the US, 6% in Brazil and 8% in the remaining areas.

### ● Location of the liquidity reserve

	Millions of euros	% of total
United Kingdom	134,283	51%
Euro area	64,951	25%
US	27,497	10%
Brazil	16,786	6%
Other	22,397	8%
<b>Total</b>	<b>265,913</b>	



#### iv. Asset encumbrance

Lastly, it is important to note the Santander Group's moderate use of assets as security for structural balance-sheet funding sources.

Following the guidelines laid down by the European Banking Authority (EBA) in 2014, the concept of asset encumbrance includes both on-balance-sheet assets provided as security in transactions to obtain liquidity and off-balance-sheet assets that have been received and re-used for the same purpose, as well as other assets associated with liabilities for reasons other than funding.

The detail of these assets is included in Note 54 to the accompanying financial statements.

#### 3.1.3 Funding outlook for 2017

Santander Group begins 2017 with a comfortable initial position and a positive funding outlook for the coming year. However, certain global uncertainty persists regarding volatility in financial markets and geopolitical risks.

With maturities that are assumable in the coming quarters, due to the reduced weighting of short-term and the crucial dynamism of medium- and long-term issues similar to the year-ago period, the Group will manage each geographical area so as to maintain a solid balance sheet structure in the Group and in all units.

Reduced commercial needs are projected for the Group as a whole, given that, in the majority of cases, growth in lending will be largely offset by higher customer deposits. Greater liquidity requirements will also derive from the Santander Consumer Finance and the United Kingdom units.

Notwithstanding the above, at Group level, Santander maintains its long-term plan to issue liabilities that are eligible to be included in capital. The plan, the purpose of which is to efficiently strengthen current regulatory ratios, also takes into account future regulatory requirements. In particular, compliance with the total loss-absorbing capacity (TLAC) requirement that comes into force in 2019 for global systemically important financial institutions. Although the TLAC requirement is still only an agreement at international level and has not yet been transposed into European legislation, the Group is already including it in its future issue plans in order to cover potential needs. The issue of these financial instruments will not give rise to higher issue volumes or the need to focus on specific non-secured instruments. As a result, the Group expects the level of encumbered assets in long-term funding transactions to be limited even further during the coming quarters.

Within this general framework, various Group units have taken advantage of the good market conditions at the start of 2017 to launch issues, raising over EUR 5,000 million in January.

#### 3.2 Capital

Capital management and control at the Group seeks to ensure the capital adequacy of the entity and to maximise its profitability, while guaranteeing compliance with internal capital targets and regulatory requirements. It is a fundamental strategic tool for decision-making at local and corporate level.

The Group manages its capital at two levels: regulatory and economic.

Regulatory capital management is based on the analysis of the capital base, of the capital adequacy ratios under the criteria of current legislation and of the scenarios used in capital planning. The objective is for the capital structure to be as efficient as possible in terms of both cost and compliance with regulatory requirements. Active capital management includes capital allocation strategies and the efficient use in businesses, as well as securitisations, asset sales and issuance of equity instruments (preferred shares and subordinated debt) and equity hybrids.

From an economic standpoint, capital management seeks to optimise value creation at the Group and at its constituent units. To this end, the economic capital, RoRAC and value creation data for each business unit are generated, analysed and reported to the Capital Committee on a quarterly basis. Within the framework of the internal capital adequacy assessment process, the Group uses an economic capital measurement model with the objective of ensuring that sufficient capital is available to support all the risks of its activity in various economic scenarios, with the solvency levels agreed upon by the Group.

Capital stress tests are a key tool for the dynamic evaluation of banks' risk exposure and capital adequacy.

This forward-looking assessment is based on both macroeconomic and idiosyncratic scenarios that are highly improbable but nevertheless plausible. To conduct the assessment, it is necessary to have robust planning models capable of transferring the effects defined in the projected scenarios to the various elements that have a bearing on the adequacy of a bank's capital.

The ultimate goal of capital stress tests is to perform a complete evaluation of banks' risk exposure and capital adequacy in order to determine any possible capital requirements that would arise if banks failed to meet the regulatory or internal capital targets set.

Since the 2008 economic crisis, the Santander Group has undergone six stress tests in which it has demonstrated its strength and capital adequacy in the face of increasingly extreme and severe macroeconomic scenarios. All the tests showed that, owing mainly to its business model and geographical diversification, Banco Santander would continue to generate profits for its shareholders and comply with the most demanding regulatory requirements.

In July 2016, the EBA published the results of the latest stress tests carried on the 51 largest banks in the European Union. In contrast to 2014, no minimum capital level was established. Rather, the results of the exercise were used as an additional variable for the European Central Bank to determine the minimum capital requirements for

each individual bank, as part of the SREP. Although the adverse scenario was more challenging than in previous years, and although higher penalties were placed on operational risk, conduct risk and market risk, the Santander Group retained the greatest amount of capital from among its peers.

These results show that Santander Group's business model, based on commercial banking and geographic diversification, enables it to face the most severe international crisis scenarios with greater robustness.

Internally, the Santander Group has defined a capital planning and stress process, to serve not only as a response to the various regulatory exercises, but also as a key tool integrated in the Bank's management and strategy.

The aim of the internal capital planning and stress process is to guarantee current and future capital adequacy, even in adverse economic scenarios. To this end, taking as a basis the Group's initial position (as defined by its financial statements, its capital base, its risk parameters and its regulatory ratios), estimates are made of the expected outcomes for the Group in various business environments (including severe recessions as well as "normal" macroeconomic scenarios), and the Group's capital adequacy ratios, projected generally over a three-year period, are obtained.

The process implemented provides a comprehensive view of the Group's capital for the time horizon analysed and in each of the scenarios defined. The analysis incorporates regulatory capital, economic capital and available capital metrics.

In regulatory terms, phase-in eligible capital stood at EUR 86,337 million, equivalent to a total capital ratio of 14.68% and a Common Equity Tier 1 (CET1) ratio of 12.53%. The minimum ratios the European Central Bank has set for the Santander Group on a consolidated basis for 2017 are a total capital ratio of 11.25% and CET1 of 7.75%.

The main changes in the regulatory capital are shown in the following table:

### Flow statement. Regulatory capital

Thousand of euros

	2016
<b>Capital Core Tier I</b>	
<b>Starting figure (31/12/2015)</b>	<b>73,478,132</b>
Shares issued during the year and share premium account	(14,785)
Treasury shares and own shares financed	204,030
Reserves	(439,183)
Attributable profit net of dividends	3,735,436
Changes in other retained earnings	(1,488,797)
Minority Interests	193,224
Decrease/(increase) in goodwill and other intangibles	1,962
Other deductions	(1,961,160)
<b>Final figure (31/12/2016)</b>	<b>73,708,859</b>
<b>Capital Tier I adicional</b>	
Starting figure (31/12/2015)	-
Eligible instruments AT1	(101,093)
T1 excesses - subsidiaries	254,205
Residual value of intangibles	(153,113)
Deductions	-
<b>Final figures (31/12/2016)</b>	<b>-</b>
<b>Capital Tier II</b>	
Starting figure (31/12/2015)	10,871,630
Eligible Instruments T2	2,102,275
Gen. Funds and surplus loan loss prov. IRB	(373,455)
T2 excesses - subsidiaries	27,591
Deductions	-
<b>Final figure (31/12/2016)</b>	<b>12,628,041</b>
Deductions from total Capital	
<b>Final figure for total capital (31/12/2016)</b>	<b>86,336,900</b>



The breakdown of the total RWA which compose the upper part of the capital requirements according to risk and the geographical segment distribution are as follows:

Thousand of euros

	RWA		Minimum capital requirements
	2016	2015	2016
<b>Credit risk (excluding CRR)</b>	<b>476,348,973</b>	<b>466,590,018</b>	<b>38,107,918</b>
Of which standardised approach (SA)	271,519,313	259,568,447	21,721,545
Of which the foundation IRB (FIRB) approach	27,986,097	29,434,967	2,238,888
Of which the advanced IRB (AIRB) approach	160,497,089	167,456,613	12,839,767
Of which Equity IRB under the Simple riskweight or the IMA	16,346,474	10,129,990	1,307,718
<b>CCR</b>	<b>4,559,259</b>	<b>4,749,657</b>	<b>364,741</b>
Of which Mark to market	-	-	-
Of which Original exposure	-	-	-
Of which standardised approach	3,851,459	4,110,929	308,117
Of which internal model method (IMM)	-	-	-
Of which risk exposure amount for contributions to the default fund of a CCP	312,678	381,777	25,014
Of which CVA	395,122	256,951	31,610
<b>Settlement risk</b>	<b>699</b>	<b>566</b>	<b>56</b>
<b>Securitisation exposures in banking book (after cap)</b>	<b>2,234,250</b>	<b>1,855,484</b>	<b>178,740</b>
Of which IRB approach	1,224,331	918,242	97,946
Of which IRB supervisory formula approach (SFA)	111,817	237,679	8,945
Of which standardised approach	898,102	699,563	71,848
<b>Market risk</b>	<b>26,078,889</b>	<b>27,437,989</b>	<b>2,086,311</b>
Of which the standardised approach	11,863,939	18,269,027	949,115
Of which IMA	14,214,950	9,168,963	1,137,196
<b>Operational risk</b>	<b>61,083,820</b>	<b>65,879,234</b>	<b>4,886,706</b>
Of which Basic Indicator Approach	-	-	-
Of which Standardised Approach	61,083,820	65,879,234	4,886,706
Of which Advanced Measurement Approach	-	-	0
<b>Amounts below the thresholds for deduction (subject to 250% risk weight)</b>	<b>17,781,702</b>	<b>19,120,341</b>	<b>1,422,536</b>
<b>Floor adjustment</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>588,087,593</b>	<b>585,633,290</b>	<b>47,047,007</b>

## Capital requirements by geographical area

Thousand of euros

	Total	Spain	United Kingdom	Rest of Europe	Brazil	Rest of LATAM	USA	Rest of the world
<b>Credit risk (excluding counterparty credit risk)</b>								
<b>Of which standardised approach (SA)</b>	<b>21,721,545</b>	<b>2,357,685</b>	<b>2,292,283</b>	<b>3,856,310</b>	<b>4,356,035</b>	<b>3,959,869</b>	<b>4,836,685</b>	<b>62,678</b>
Central governments or central banks	414,908	35	180	-	162,330	252,014	349	-
Regional governments or local authorities	37,234	-	26	13,529	14,489	6,481	2,708	-
Public sector entities	22,948	-	-	1,454	-	12,384	9,109	-
Multilateral Development Banks	70	-	-	-	-	70	-	-
International Institutions	552,449	40,374	22,142	50,118	82,989	98,943	257,440	442
Corporates	5,947,214	326,088	1,360,872	998,459	1,232,525	994,280	1,032,243	2,747
Retail	7,348,253	253,101	509,589	1,716,695	1,649,283	1,269,603	1,890,909	59,072
Secured by mortgages on immovable property	3,135,260	216,198	69,377	629,027	328,723	827,225	1,064,710	0
Exposures in default	635,675	56,831	32,612	132,077	175,597	167,494	70,739	324
Items associated with particular high risk	159,579	-	-	5,167	-	132,841	21,570	-
Covered bonds	34,316	-	27,788	6,528	-	-	0	-
Claims on institutions and corporates with a short-term credit assessment	26,058	55	-	25,979	-	-	24	-
Collective investments undertakings (CIU)	5,802	5,802	-	-	-	-	-	-
Equity exposures	412,154	331,047	1,042	56,946	4,567	14,109	4,443	-
Other items	2,989,627	1,128,154	268,654	220,330	705,532	184,425	482,439	92
<b>Of which internal rating-based (IRB) approach</b>	<b>15,078,655</b>	<b>5,868,814</b>	<b>4,205,939</b>	<b>2,694,879</b>	<b>1,026,621</b>	<b>733,493</b>	<b>530,491</b>	<b>18,417</b>
- Central governments and central banks	32,802	32,709	0	92	-	-	0	-
- Institutions	628,217	222,280	172,174	111,767	-	57,810	59,051	5,135
- Corporates - SME	1,236,981	737,228	160,472	237,061	-	101,765	454	-
- Corporates - Specialised Lending	1,466,027	620,395	578,693	141,231	-	111,657	14,052	-
- Corporates - Other	6,078,910	2,868,613	498,831	752,606	1,026,621	462,261	456,696	13,283
Retail - Secured by real estate SME	58,586	58,555	30	-	-	-	1	-
Retail - Secured by real estate non-SME	3,379,020	717,579	2,391,036	270,207	-	-	198	-
Retail - Qualifying revolving	287,362	101,439	179,727	6,182	-	-	13	-
Retail - Other SME	232,282	151,432	162	80,686	-	-	2	-
Retail - Other non-SME	1,678,467	358,584	224,812	1,095,045	-	-	26	-
<b>Equity IRB</b>	<b>1,307,718</b>	<b>1,053,579</b>	<b>50,176</b>	<b>-</b>	<b>195,970</b>	<b>7,993</b>	<b>-</b>	<b>-</b>
- Under the PD/LGD approach	764,439	730,954	9,890	-	19,214	4,380	-	-
- Under internal model	132,843	132,843	-	-	-	-	-	-
- Under the simple risk-weight approach	410,436	189,782	40,285	-	176,755	3,613	-	-
<b>Counterparty credit risk</b>	<b>364,741</b>	<b>36,224</b>	<b>179,703</b>	<b>31,929</b>	<b>44,083</b>	<b>40,612</b>	<b>20,549</b>	<b>11,640</b>
of which standardised approach for counterparty credit risk	308,117	10,278	154,531	31,562	42,471	37,170	20,464	11,640
Of which: Risk exposure amount for contributions to the default fund of a CCP	25,014	11,860	13,100	-	11	43	-	-
Of which: CVA	31,610	14,087	12,071	367	1,601	3,399	85	-
<b>Settlement risk</b>	<b>56</b>	<b>56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Securitisation exposures in banking book (after cap)</b>	<b>178,740</b>	<b>50,475</b>	<b>53,220</b>	<b>29,268</b>	<b>-</b>	<b>12,944</b>	<b>32,834</b>	<b>-</b>
Of which IRB ratings-based approach (RBA)	97,946	39,883	37,275	20,788	-	-	-	-
Of which IRB Supervisory Formula Approach (SFA)	8,945	8,945	-	-	-	-	-	-
Of which Standardised approach (SA)	71,848	1,647	15,945	8,479	-	12,944	32,834	-
<b>Market risk</b>	<b>2,086,311</b>	<b>1,344,557</b>	<b>346,304</b>	<b>26,421</b>	<b>107,622</b>	<b>250,951</b>	<b>10,456</b>	<b>-</b>
Of which standardised approach (SA)	949,115	734,162	54,461	26,162	107,622	16,252	10,456	-
Of which internal model approaches (IM)	1,137,196	610,395	291,843	259	0	234,699	-	-
<b>Operational risk</b>	<b>4,886,706</b>	<b>874,585</b>	<b>672,910</b>	<b>685,089</b>	<b>711,154</b>	<b>881,252</b>	<b>1,061,715</b>	<b>-</b>
Of which Standardised Approach	4,886,706	874,585	672,910	685,089	711,154	881,252	1,061,715	-
<b>Amounts below the thresholds for deduction and other non-deducted investments</b>	<b>1,422,536</b>	<b>629,677</b>	<b>1,042</b>	<b>163,211</b>	<b>351,753</b>	<b>203,905</b>	<b>71,762</b>	<b>1,187</b>
<b>Floor adjustment</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>47,047,007</b>	<b>12,215,653</b>	<b>7,801,577</b>	<b>7,487,106</b>	<b>6,793,237</b>	<b>6,091,020</b>	<b>6,564,492</b>	<b>93,922</b>



The table shows the main changes in the credit risk capital requirements:

Thousand of euros

	RWA*	Requerimientos of Capital (*)
<b>Opening balance (31/12/2015)(*)</b>	<b>491,677</b>	<b>39,334</b>
Business changes	(4,130)	(330)
Parameters changes	5,505	440
Perimeters variations	5,730	458
Exchange rates	1,434	115
<b>Closing balances (31/12/2016)</b>	<b>500,216</b>	<b>40,017</b>

\* Includes variable capital requirements and securizations under IRP method.

In fully-loaded terms, the CET1 ratio rose from 10.05% at December 2015 to 10.55% at the 2016 year end, after increasing during each quarter of the year. The fully-loaded total capital ratio was 13.87%, up 82 bp in the year.

Further information on capital, capital requirements and capital adequacy ratios, as well as the Group's management policies and criteria, can be found in Notes 1.e and 54 to the consolidated financial statements and also in the disclosure of prudential information that is published annually.

## » 4. Risks

The Group's business is exposed to the same risks as those faced by other financial institutions; risks that could have a material adverse impact on it if they occur.

The Group's geographical diversification means that it is sensitive to the economic conditions in continental Europe, the United Kingdom, the United States, Brazil and other Latin American countries.

The Group's ordinary business is also subject to other factors, such as strong competition, market volatility, the cyclical nature of certain businesses, market, liquidity and operational risk, losses due to litigation and regulatory proceedings, as well as other factors that may negatively affect the Group's earnings, its rating and/or funding costs, including risks not identified or envisaged in the Group's risk management methods, policies and procedures.

The Group's risk policy focuses on maintaining a predictable medium-low risk profile for all its risks, and its risk management model is a key factor in achieving the Group's strategic objectives.

The Santander Group aims to construct the future through the early management of all risks, within a robust control environment. Accordingly, risk management is one of the key functions enabling the Group to remain a solid, safe and sustainable bank, earning the lasting trust of its employees, customers and shareholders, as well as of communities.

The risk function is based on the following cornerstones, which are in line with the Santander Group's strategy and business model and take into account the recommendations of supervisory and regulatory bodies, as well as best market practices:

- The business strategy is defined by the risk appetite. The Santander Group's Board of Directors calculates the amount and type of risk that it considers reasonable to assume in implementing its business strategy and its deployment in objective, verifiable limits that are consistent with the risk appetite for each significant activity.
- All risks must be managed by the units that generate them, using advanced models and tools, and they must be integrated in the various businesses. The Santander Group is fostering advanced risk management, using innovative models and metrics together with a control, reporting and escalation framework to ensure that risks are identified and managed from different perspectives.
- A forward-looking vision of all types of risks should be included in the risk identification, assessment and management processes.
- The independence of the risk function encompasses all risks and appropriately separates risk-generating units from those responsible for risk control. This involves having sufficient authority and direct access to management and governing bodies responsible for setting and supervising risk strategy and policies.
- The best processes and infrastructure must be used for risk management. The Santander Group aims to be the benchmark model for the development of infrastructure and processes to support risk management.
- A risk culture integrated throughout the organisation, consisting of a series of attitudes, values, skills and guidelines for action vis-à-vis all risks. The Santander Group understands that advanced risk management cannot be attained without a strong, constant risk culture that is present in each and every one of its activities.

The main risks that the Group faces and the policies and methodologies used to control, manage and mitigate the risks are described in the notes to the accompanying consolidated financial statements, mainly Note 54. The notes include information on credit risk, market risk, operational risk, country risk, compliance and reputational risk, foreclosures, restructuring and refinancing transactions and risk concentration.

The Bank's senior management considers that within the intrinsic risks of the banking business, in recent years the emerging risks have been those related to the macroeconomic environment, regulatory change and reputational and conduct risk. The treatment and mitigating actions for these risks are also described in Note 54 to the accompanying consolidated financial statements.



## » 5. Significant events after the reporting date

No significant events occurred from 1 January 2017 to the date on which these consolidated financial statements were authorised for issue.

## » 6. Expected outlook

The management report contains certain prospective information reflecting the plans, forecasts or estimates of the directors, based on assumptions that the latter consider reasonable. Users of this report should, however, take into account that such prospective information is not to be considered a guarantee of the future performance of the entity, inasmuch as said plans, forecasts or estimates are subject to numerous risks and uncertainties that mean that the entity's future performance may not match the performance initially expected. These risks and uncertainties are described in the Risks section of this management report and in note 54 of the financial statements.

The International Monetary Fund expects global growth to rise from 3.1% in 2016 to 3.4% in 2017. This improvement will be driven by both advanced and emerging economies. Global growth remains lacklustre compared with the years prior to 2008, although it has shown notable resistance to the headwinds that have arisen in recent quarters.

Mature economies are expected to grow by 1.9% in 2017 (up from 1.6% in 2016) primarily owing to the revitalisation of the US economy. The euro area can be expected to grow at a rate similar to that attained in 2016. Within the euro area, there have been significant differences in growth and in countries' positions in the business cycle but in general the situation is more homogeneous than in previous years.

According to IMF forecasts, emerging economies will grow by 4.5% in 2017 (compared with an estimated 4.1% in 2016). These projections are based on the improved credibility of policies, on commodities prices, on sustained growth in China, and on the improvement of some relevant countries that experienced a complicated situation over the last year.

In Latin America on the whole, after two years of recession in the region, growth of 1.2% is expected in 2017 (vs. -0.7% in 2016), primarily as a result of the recoveries in Brazil and Argentina. Mexico will be beset by uncertainty resulting from a possible change in US economic policy and will experience lower growth, but the rest of the region will grow at a pace similar to or somewhat higher than that seen in 2016.

There will continue to be sharp differences in monetary policies among advanced economies, with gradual new hikes in the United States, whereas in the euro area the ECB is expected to keep rates at their current levels. In the United Kingdom, the low-rate environment will continue, and the Bank of England is not expected to lower rates. Long-term rates are expected to gradually rise once the expansion takes hold and inflation rises moderately, although substantial increases are not expected, especially in Europe, given the direction of monetary policy. The slope of the rates curve will tend to become steeper.

In developing economies, rates will also change at an uneven pace. In particular, in Latin America, interest-rate cuts are expected as inflation declines in Argentina and Brazil, along with interest-rate hikes in Mexico, which will track the US Federal Reserve.

As in recent years, overall risk continues to decline, although less sharply than before, owing to the risk of protectionism, the size of the rate increases in the US and their effect on the dollar, the negotiations following the UK Brexit vote, the ability of some emerging-market countries, including China, to deal with a more complex situation, and the elections this year in various European countries, including France and Germany.

The Group is facing this situation after a year in which it met all of its targets, reflecting increases in the number of engaged customers, in volumes and in profit, and in which its credit quality improved and it surpassed the capital target set at the beginning of the year.

The Group's ultimate objective is to become the best bank for individuals and companies, earning the long-lasting confidence and loyalty of employees, customers, shareholders, and society. The Group will continue with its commercial transformation in order to raise its return on capital employed.

To this end, it is focusing on the following strategic priorities:

1. To continue to increase the number of engaged customers, both individuals and companies, and the number of digital customers. The Group's goal is 17 million engaged customers in 2017 and 25 million digital customers.
2. To accelerate revenue growth, especially in emerging markets, where high-single-digit or double-digit increases are expected in volume in all units and where interest rates make it possible to obtain healthy margins.
3. In mature markets, where revenue is under pressure, the Group must increase its market share, primarily in companies, and to continue increasing the amount of fees and commissions generated.
4. To keep costs under control.
5. To continue improving the cost of lending, with the Group's provisions decreasing as the business cycle improves in some key markets such as Brazil and Spain.
6. To see to it that risk-weighted assets (RWA) grow at a slower pace than the Group's lending and profits.
7. All these measures should allow Santander to improve its profitability and to move the capital ratio toward the 11% target set for 2018.



The management priorities of the main units for 2017 are described below:

## Europe

**United Kingdom.** Although the Brexit referendum has until now had only a moderate impact, the uptick in inflation associated with the weaker pound and the uncertainty stemming from the negotiations will bring growth to below the 2% recorded in 2016.

In light of this scenario, the bank will continue to pursue excellence, prioritising its customers' needs. To this end, it has formulated the following strategic lines:

- A continued focus on customer loyalty as the primary driver of growth.
- Making a priority of operating and digital excellence in order to offer customers the best possible experience.
- Increasing profits in a predictable manner while maintaining a sound balance sheet.

**Spain.** GDP is expected to grow by about 2.5% in 2017, clearly above the level foreseen for the euro area overall, while inflation is expected to stand at above 2%. Lending should gradually recover during the year.

Against this backdrop, Santander seeks to increase its presence and to offer higher quality service, for which reason it has established the following priorities:

- To increase market share in an organic, sustainable, profitable and predictable manner.
- To be the benchmark bank for companies, consolidating the Bank's commercial position while maintaining leadership in the wholesale banking and large companies segment.
- To move ahead with the digital transformation in order to promote customer loyalty and improve customers' overall experience.
- To continue with the implementation of the Simple, Personal and Fair culture, with the commitment to be the best bank to work at.

**The real estate segment in Spain** will maintain its strategy of shedding assets, thereby reducing its exposure, primarily in lending.

**Santander Consumer Finance.** Leveraging its position in the European consumer market, this area seeks to make the most of its growth potential. Its priorities are centred on:

- Increasing and maximising the auto financing business by proactively managing brand agreements and developing digital projects.
- Sustained growth focused on value creation, maintaining high risk-adjusted returns.
- Increasing the consumer financing business by accelerating the digital-transformation process, thereby increasing its presence in these channels.

**Portugal.** The economy should grow by 1.2% this year, somewhat higher than last year. Because of improved investor confidence, investment is expected to rise slightly. Santander will focus on:

- Increasing the number of engaged and digital customers.
- Continuing to gain profitable market share (companies and SMEs) while optimising its funding cost.
- Improving its efficiency levels and cost of lending.
- Normalising the capital structure and bringing it into line with the new regulatory requirements.

**Poland.** GDP is expected to grow by 2.7% in 2017, mainly as a result of private consumption, with exports and investment picking up at the end of the year. Santander's leading position in profitability and digital services allows it to set the following targets for the year:

- Top 3 in quality of service, expanding the base of engaged customers.
- Making progress in the end-to-end digital transformation so as to continue being leaders in digital channels in the country.
- Growing above competitors in terms of volumes, and thus gaining market share.
- Maintaining leadership in profitability within an environment of greater regulatory pressure.

## America

**Brazil.** After the country suffered one of its worst recessions in decades in 2015 and 2016, the economy will return to growth, with a rate of 0.7% expected in 2017. Santander has continued its transformation process while showing excellent performance and increasing its number of customers and improving its results. The Bank will face the following challenges in 2017:

- Continuing to increase the number of active, engaged and digital customers, improving its understanding of their needs.
- Moving forward with its digital transformation, innovating its offering of products and services, and expanding its sales and digital channels.
- Continuing to gain market share, primarily in areas such as acquisition, consumption and SMEs.
- Improving profitability, with a focus on increasing revenue through the risk-adjusted margin and commissions and fees.

**Mexico.** Lower economic growth is expected—1.8% this year compared with 2.2% in 2016—as a result of the strong dollar, a tighter monetary policy, and a more uncertain outlook in the United States. Within this context, Santander must continue to strengthen its business in order to consolidate its position. The key aspects of management in 2017 will be:

- Improving sales tools, CRM and digital platforms through the technology plan.
- Enhancing *Santander Plus's* offering in order to attract new, high-potential customers and increase customer loyalty.
- Increasing digital customers and payrolls and continuing to improve customer service.
- Consolidating the positioning in the mortgage business and recovering leadership in SMEs.

**Chile.** The Chilean economy is expected to recover in 2017, with growth of about 2%. The Bank's strategy will focus on:

- Consolidating the transformation of the commercial banking business through the new branch network model.
- Continuing to improve customer care and customer experience.
- Boosting the business with large and medium companies.
- Focusing on fees and commissions and on long-term returns, despite the backdrop of lower margins and greater regulation.

**Argentina.** Banco Santander Río S.A., the country's leading private bank by volume, is expected to consolidate its leadership position as the country pulls out of recession, and to grow at a rate of 3% in 2017, against a backdrop of economic policies to promote consumption and reduce the fiscal deficit. Management priorities will centre on:

- Moving forward with the transformation plan toward a digital bank, with improved efficiency, customer loyalty and satisfaction.
- Completing the integration of Citibank's retail bank.
- Increasing lending to companies and families—primarily consumer loans, mortgages and credit facilities for investments and foreign trade.
- Growing significantly in terms of customer funds, especially in investment funds.

**United States.** GDP is expected to grow for the eighth consecutive year, rising to 2.3% from 1.6% in 2016. Santander will continue to improve the management of the business and to advance in complying with regulatory requirements. By unit, the commercial management priorities will be:

- To improve customer experience and loyalty through an efficient sales force, simple products and the development of digital channels at Santander Bank.

- To maintain leadership in vehicle financing with a focus on increasing "prime" originations through Chrysler.
- To continue improving the management of capital, of risks, and of liquidity in order to comply with regulatory requirements and strengthen the franchise.

## » 7. Research, development and innovation activities

The Santander Group has made innovation and technological development a strategic pillar in order to respond to new challenges stemming from the digital revolution, with a focus on operating excellence and customer experience.

Moreover, as a global systemic entity, Santander, along with its individual subsidiaries, is subject to increasing regulatory requirements that impact the systems model and the underlying technology. This makes it necessary for Santander to devote additional investments to ensure compliance and legal certainty.

Consequently, as in previous editions, the European Commission (the 2016 EU Industrial R&D Investment Scoreboard, with data from 2015) recognises the entity's technological effort, ranking the Santander Group as the leading Spanish company and the first global bank in the study according to own funds investment in R+D. In 2015, technical logical investment in R+D+i stood at EUR 1.481 billion, equal to 3% of total gross income, in line with preceding years.

In 2016, investment was EUR 1.726 billion (4% of gross income).

### Technological Strategy

The Santander Group is starting from a sound, robust technological position, which is recognised as one of the best of banks with a global reach. The Group stands out for its global infrastructure with state-of-the-art data processing centres, the Partenon & Altair common core banking and the powerful shared-services centres model that allows for knowledge specialisation and allows the Bank to utilise efficiencies in all its locations.

The Group's technological strategy has continued to evolve, including with the rollout of a new-generation technological platform to facilitate the Group's digital transformation. This has taken into account the technological trends in the market (Mobility, Cloud, Big Data, Cognitive, Social, and extended ecosystems)

### Evolution of the technology platform to digital transformation

The new technology platform will facilitate the development of new business capacities at the Group, thanks to the new technologies, as described below:

- IaaS / Infrastructure as a Service, in order to automate the provision and management of infrastructure.
- PaaS / Platform as a Service, which aims to improve the productivity of the developer, making it possible to consume and roll out services quickly and automatically. The current focus of this is developing mobility solutions.



- Application Lifecycle Management (ALM): tools for automating the management and rollout of software.
- Data & Cognitive: massive handling of structured and unstructured data from different sources (BigData & Analytics), and the introduction of artificial intelligence and cognitive capacities.
- API Management: new tools for developing, publishing and executing APIs (internal or for third parties).
- Methodologies, processes and tools: New ways of working that enable a responsive, collaborative development.

### Infrastructure

The Group has a small number of high quality, strategically located data processing centres (DPCs). Five pairs of world class or tier IV DPCs (according to standards of the Uptime Institute) are located near the Group's largest business volumes: Boadilla and Cantabria, Spain; Campinas, Brazil; Carlton Park, United Kingdom; and Querétaro, Mexico.

This shared global infrastructure (interconnected through the Group's own communications system, GSNET) not only makes it possible to provide high levels of quality and efficiency for the business and for customer service but also ensures compliance with regulatory requirements and minimises operational risk.

In addition, cloud infrastructures are being further developed, complementing online services with the new technological strategy.

### Cybersecurity

In 2016, the Santander Group continued to strengthen its internal cybersecurity practices, offering the best possible protection to all its customers. These practices involve different milieus and are deployed according to the most widely disseminated IT security standards, such as those of ISO and the National Institute of Standards and Technology (NIST).

The main breakthroughs include:

- The implementation of more than 300 projects related to strengthening cybersecurity throughout the Group, as a result of the Santander Cyber Security Program (SCSP).
- Adoption of an ongoing cybersecurity improvement model at each subsidiary, evaluating the different subsidiaries' capacities and the maturity of their management practices.
- Strengthening the Group's Security Operating Centres from which IT-infrastructure activity is monitored in order to detect and react to possible intrusions.
- Identification of internal cybersecurity exercises and scenarios to ensure maximum responsiveness to incidents.
- Adoption of specific procedures for evaluating and managing cyber-risk linked to outsourced services.
- Raising awareness and monitoring maximum level security with the creation of the Cybersecurity Committee, in which the main executives of the Group participate.
- Launch of a specific cybersecurity course for all employees.

In addition to these initiatives, the Group has continued to take part in different exercises and external work groups related to cybersecurity coordinated by different government agencies such as the National Critical Infrastructure Protection Centre (CNPIC) and the National Cybersecurity Institute (INCIBE). These activities are part of the Group's model for collaborating with and taking part in international protection networks against this type of threats.

### Foundations of Digitalisation

In addition to the new technology platform, the evolution of infrastructure and the cybersecurity initiatives referred to above, Santander Group has based its digital transformation on the following measures:

1. Improving the customer's experience through the channels (with a focus on mobile banking), the digitalization of the processes and the redesigning of the main customer journeys.
2. Improving the quality of data and the use thereof (new CRM platforms, Big Data & Analytics...).
3. Cultural change: New ways of working by using tools and collaborative methodologies and with a focus on innovation.

Specifically, the most noteworthy lines of progress, by geographic area, in 2016 were as follows:

#### 1. Improving the customer experience in the channels:

- The Group has continued to promote the development of applications designed specifically for smartphones and tablets. The objective is for the Group's customers to have access, immediately and from anywhere, to the services offered by the Bank. In addition, important agreements have been entered into with mobile telephony providers to increase the use of mobile devices among both the employees and the customers of the Group.

The main projects in the area of mobile banking include:

- Improving the offering of services and payments over mobile banking, allowing customers to make payments at stores, withdraw money at ATMs and make transfers between mobile numbers, among other functionalities. The most noteworthy milestones in 2016 include the extension of Santander Wallet to the UK, Brazil (Santander Way), Chile and Mexico, as well as the implementation in Spain and the US of Apple Pay (payment by mobile phone) and of Samsung Pay in Brazil (where it is the first bank to offer payment by mobile phone).
- In addition, in Spain, immediate payment between private parties (Bizum) has been introduced, and in Poland *iBzines24*, which is geared toward payment services, has been rolled out for the SME and corporate segment.
- Evolution of mobile banking apps in the UK, Argentina and Chile, and the inclusion of new functionalities in some geographic areas, such as the case of the online broker in Portugal, or the arrangement of loans and commercial offers in Brazil. In the US, customers are offered communications service cards in real time, with fraud alerts triggered by their debit and credit card transactions.

- Development of new mobile-app ecosystems in Santander Spain (new app for individuals, companies, wallet, agro and employees), in Chile (new app for claims by customers and non-customers), and Poland (new app for the corporate segment).
- The webpages of the Group's different banks have also continued to improve. The most noteworthy progress in 2016 was the redesign of the webpages of companies in Spain, the webpages of private parties in Argentina and Brazil, and the new Internet Banking solution for private parties in Mexico, all of which ensure a unique user experience based on simplicity and improved browsing.
- New digital office model in Chile, whose operations are 100% digital, and which broadens the new office concept that had begun in Spain and Argentina, among other locations.
- Simplification and reduction of manual processes (process digitalisation):
  - In the UK, there have been multiple initiatives for the digitalization of the mortgage process (eze Digital Sales, Paperless mortgage offers, Underwriting Decisioning Portal, Electronic Mortgage Statements, Digital contract...)
  - Likewise, Mexico has implemented the new Super Cuenta Go, intended to attract new customers whom it allows to enter into contracts online from their mobile phone or on the web. This is similar to what has been done in Poland for customers in the merchants segment. In Brazil, the opening of digital accounts (conta súper) has been extended to high income customers (VanGogh and Select). In this geographic area, progress has also been made with the digital onboarding of individuals, which has been integrated with the process to prevent money laundering. This in turn has improved the customer experience through a simple, easy, fluid and interactive digital process,
  - Santander UK launches the Investment Centre, a new platform that can be accessed through internet banking and which allows customers to make purchases and maintain their investments online.
- Process digitalization has contributed significantly to the designing of new customer journeys—in particular, in 2016, the new digital customer journeys in Chile.

In Mexico, the Digital File for Companies solution has been implemented, making it possible to automate and optimise corporate loan application and approval processes.

**2. Improved quality of data and data use**, in order not only to comply with regulatory requirements but to better know customers and identify their needs.

- The Group is investing in the establishment of Data Lakes. This initiative allows all structured and unstructured data to be stored in a common repository, facilitating its use through sophisticated Big Data and Analytics techniques. In Spain, following proofs of concept the first implementations in production have taken place: Real time (CXM) and operational efficiency (ARCO).

- In 2016, new commercial platforms for managers were implemented, contributing greater simplicity and intelligence, along with a 360° customer vision, therefore improving commercial productivity. Of particular note are the commercial platform in Portugal (Galileu) and the UK (Neo CRM), as well as the evolution of the CRM front in Poland, among other milestones.
- The projects that use Big Data technology include the broadening of the implementation of Spendlytics (a personal-expense management tool) to android devices in the UK.

**3. Cultural change:** New ways of working by using tools and collaborative methodologies and with a focus on innovation.

- The Group is promoting the adoption of Agile methodologies based on Design Thinking, Scrum and DevOps, which entail tight cooperation between business and technology, with multidisciplinary teams that seek new designs for customer experience.
- In addition, several applications targeting employees have been developed. These applications' functionalities include the ongoing-feedback app and the peer-recognition app, in order to reinforce the corporate behaviours that are the foundation of the Group's culture.

Lastly, Santander is positioning itself in the **Fintech (Financial Technology)** ecosystem as an innovative bank and a benchmark in the sector, which gives it an insider view to stay ahead of and participate in up-and-coming digital trends.

To develop this strategy, which goes beyond the digitalisation of daily operations, the Bank is working on more innovative and disruptive aspects through the Global Innovation Unit, which has the status of a General Division, answers directly to the Office of the Chairman, and has a "Corporate Venture Capital Fund" (Santander InnoVentures) which invests in and promotes strategic alliances with start-ups related to the financial industry.

Santander InnoVentures is Santander's Corporate Venture Capital Fund. Created in 2014 and initially endowed with USD 100 million, the fund was increased in 2016 by an additional USD 100 billion. Its objective is to position Santander as one of the main actors in the wave of transformation brought about by the FinTech ecosystem.

With Santander InnoVentures, the Group intends to take part in the digital revolution and ensure that all of its customers around the world can benefit from the most recent technologies in the financial sector.

The Fund reaches agreements with and invests in non-controlling stakes in the equity of start-ups in the financial sector. This allows these start-ups to grow and, in turn, allows the Group to learn about the new technologies and promote their introduction in the Group's business and that of its customers. At the 2016 year end, Santander InnoVentures' portfolio included 10 companies covering different aspects such as payments, distributed (blockchain), loans and asset management. In addition, the Fund is part of the innovation agenda of the Santander Group, allowing it to obtain two-way synergies.



## » 8. Acquisition and disposal of treasury shares

Transactions involving the purchase and sale of treasury shares by the Company or by other companies controlled by it shall conform to the provisions established by current regulations and by the resolutions of the general shareholders' meeting in such respect.

The Bank, by a resolution of the Board of Directors on 23 October 2014, approved the current treasury share policy taking into account the criteria recommended by the CNMV.

Treasury stock trading will be used to:

- To provide liquidity or a supply of securities, as appropriate, in the market where the Bank's shares are traded, giving depth to the market and minimising any potential temporary imbalances between supply and demand.
- To take advantage, to the benefit of the Bank's shareholders as a whole, of situations of share price weakness in relation to likely medium-term performance.

Transactions with treasury shares will be carried out by the Investments and Holdings Department, which is separate from the rest of the Bank's activities and protected by Chinese walls, preventing it from receiving any inside or material information. The head of the department will be responsible for managing the treasury shares portfolio.

Transactions involving treasury shares will be subject to the following general rules:

- Transactions may not be carried out for the purpose of influencing the free formation of prices.
- Trading may not take place if the unit entrusted with such transaction is in possession of insider or relevant information.
- Where applicable, the department head will permit the execution of buyback programmes and the acquisition of shares to cover obligations of the Bank or the Group.

At 31 December 2016, the Bank held 1,476,897 treasury shares, representing 0.010% of its share capital at that date (at year-end 2014: 40,291,209 treasury shares, representing 0.279% of the Bank's share capital).

Transactions with treasury shares performed in the Group's interest by the consolidated companies in 2016 entailed the acquisition of 319,416,152 shares, at an average purchase price of EUR 4.32 each, for an effective amount of EUR 1,380.5 million.

The sale entailed the disposal of 358,230,464 shares at an average price of EUR 4.48 each, for an effective amount of EUR 1,604.8 million.

The after tax net impact generated by transactions in shares issued by the Bank in 2010 represented a gain of EUR 15 million, which was recognised by the Group in Shareholders' Equity – Reserves. The effect in terms of earnings-per-share was negligible.

Note 34 of the accompanying consolidated financial statements and sections A.8 and A.9 of the annual corporate governance report provide further information on the treasury share policy and the acquisition and disposal of treasury shares.

## » 9. Other relevant information

### 9.1 Stock market information

At 31 December 2016, the shares of Banco Santander Río S.A.; Banco Santander (Mexico), S.A.; Institución de Banca Múltiple, Grupo Financiero Santander México; Banco Santander - Chile; Cartera Mobiliaria, S.A., SICAV; Santander Chile Holding S.A.; Banco Santander (Brasil) S.A.; Bank Zachodni WBK S.A.; and Santander Consumer USA Holdings Inc. traded on official securities markets.

The total number of shareholders at year-end is 3,928,950, of whom 3,733,199 are European shareholders who control 79.6% of the share capital, 179,781 are American shareholders with 20.0% of the share capital, and 15,970 are shareholders from the rest of the world with 0.4% of the share capital.

At year-end 2016, Banco Santander was the second largest bank in the euro area and the nineteenth largest in the world in market value, with a capitalisation of EUR 72,314 million. At the end of January 2017, it was the largest bank in the euro area and the sixteenth largest in the world.

Banco Santander is the most liquid institution on the EuroStoxx, having traded 25,882 million shares during the year, for an effective value of EUR 104,214 million, and had a liquidity ratio of 179%. Each day, an average of 100.7 million shares has been traded for an effective amount of EUR 406 million.

The stock markets had a very volatile year, marked by uncertainty over the Chinese economy, the performance of commodities, the solvency of the financial sector in some countries, various central banks' interest-rate policies and stimulus measures, the result of the UK vote on EU membership, and the presidential elections in the US. In this context, Santander's share price closed 2016 at EUR 4.959, an 8.8% increase for the year.

Total shareholder returns in 2016, considering the change in the share price and remunerations received (with the reinvestment of dividends), were 14.2%, in line with the primary global banks index, MSCI World Banks, and well above the main European benchmark index, DJ Stoxx Banks, which recorded a negative return of 2%.



## Share price

	2016	2015
<b>Shareholders and shares</b>		
Shareholders (number)	3,928,950	3,573,277
Number of shares (millions)	14,582.3	14,434.5
<b>Price (€)</b>		
Closing price	4.959	4.558
Change in the price	+8.8%	-34.8%
Maximum for the period	5.049	7.169
Maximum date in the period	16-12-16	07-04-15
Minimum for the period	3.150	4.445
Minimum date in the period	24-06-16	14-12-15
Average for the period	4.051	5.947
End-of-period market capitalisation (million)	72,313.8	65,792.4
<b>Trading</b>		
Total volume of shares traded (million)	25,882	26,556
Average daily volume of shares traded (million)	100.7	103.7
Total cash traded (millions of euros)	104,214	158,084
Average daily cash traded (millions of euros)	405.5	617.5
<b>Ratios</b>		
PER (price / ordinary earnings per share) (times)	11.37	10.23
Price / tangible book value (times):	1.18	1.12
Tangible book value (€)	4.22	4.07
Ordinary RoE	7.46	7.23
Ordinary RoTE	11.08	10.99

## 9.2 Dividend policy

As required in the Bank's by-laws, each year the shareholder remuneration policy is submitted for approval by the General Shareholders' Meeting. In keeping with this policy, the Bank normally compensates shareholders each quarter.

In 2015, the Bank paid its shareholders EUR 0.20 per share, in four instalments: three cash payments of EUR 0.05 per share, and one payment, also for EUR 0.05 per share, through the remuneration programme named Santander Scrip Dividend, which allows shareholders to elect to receive the amount equivalent to the dividend either in cash or in Santander shares. The average percentage of acceptance of the payment in shares was 84.79%.

In 2016, the Board of Directors intends for the compensation against earnings for the year to be EUR 0.21 per share, or 5% higher than in 2015. EUR 0.055 per share has already been paid in cash for the first and third dividends (August 2016 and February 2017, respectively), as well as EUR 0.045 per share through the Santander Scrip dividend programme (with an 89.11% acceptance rate of the payment in shares) for the second dividend (November 2016). The remaining EUR 0.055 per share is expected to be paid in April/May, in cash.

This remuneration represents an average return of 5.2% on the share price in 2016.

This will bring the total amount paid in cash in 2016 to EUR 2,469 million, compared with EUR 2,268 million the preceding year.

In coming years, dividends are expected to perform in line with the increase in results, bringing the cash pay-out to between 30% and 40% of recurring profit.

The shareholder remuneration system is detailed in Note 4 of the accompanying consolidated financial statements.

## 9.3 Management of the credit rating

The Group's access to wholesale financing markets, as well as the cost of its issues, depends in part on the ratings given by rating agencies.

These agencies regularly review the Group's ratings. The rating of its debt depends on a series of factors that are endogenous to the institution (solvency, business model, income generation capacity...) and on other, exogenous factors related to the overall economic environment, the situation in the sector, and sovereign risk in the geographic areas where it operates.

In 2016, DBRS, Fitch, Moody's and Standard & Poor's confirmed their ratings, in all cases with a stable outlook. In February 2017, Standard & Poor's has confirmed the ratings again, improving the outlook from stable to positive.

## Rating agencies

	Long-term	Short-term
DBRS	A	R1 (low)
Fitch Ratings	A-	F2
Moody's	A3	P-2
Standard & Poor's	A-	A-2
Scope	A+	S-1

## 9.4 Branch network

The Group has a network of 12,235 branches, making it the international bank with the largest commercial network. Most of these branches offer full-service banking, although the Group also has branches that offer specialised customer care for certain segments.

Some branches focus on the consumer financing business and belong to Santander Consumer Finance in Europe while others specialise in North and South American countries. In addition, the Group has branches that cater to SMEs and the corporate segment in different countries and that have been strengthened through the implementation in the last three years, in the Group's main geographic areas, of the Advance programme, along with specialised branches or specific spaces within full-service branches for the "Select" high income segment. The Group



also has branches that specialise in private banking or in specific groups such as customers affiliated with universities.

In 2016, the number of branches decreased by 795, primarily in continental Europe, as a result of efficiency-improvement and digitalisation processes, including, in particular, those carried out in Spain and Portugal. These changes have been followed by the remodelling of branches and their specialisation to allow them to offer better customer service.

The Group is making progress with digitalisation, but without allowing the Bank to lose its essence. The branches will continue to be a relevant channel for customers, focusing on selling products of greater complexity and requiring more advice.

## » Glossary of alternative performance measures

Information on alternative performance measures is given below, in compliance with the Guidelines on Alternative Performance Measures of the European Securities and Markets Authority (ESMA). This information has not been audited.

For the management of its business, the Group uses the following indicators to measure its profitability and efficiency, the quality of its loan portfolio, and the book value, and analysing the performance thereof over time and comparing this with the performance of its competitors.

The purpose of the profitability and efficiency indicators is to measure the ratio of income to capital, tangible equity, assets, and risk-weighted assets, according to the following definitions. The cost-to-income ratio makes it possible to measure the general administrative expenses (personnel and others) and amortisation expenses needed to generate income.

- **RoE:** Return on equity: profit attributed to the Group / Average of: equity + reserves + retained earnings + valuation adjustments (without minority interests).
- **Ordinary RoE:** Ordinary return on equity: ordinary profit attributed to the Group / Average of: equity + reserves + retained earnings + valuation adjustments (without minority interests).
- **RoTE:** Return on tangible equity: profit attributed to the Group / Average of: equity + reserves + retained earnings + valuation adjustments (without minority interests) - goodwill - intangible assets.
- **Ordinary RoTE:** Ordinary return on tangible equity: ordinary profit attributed to the Group / Average of: equity + reserves + retained earnings + valuation adjustments (without minority interests) - goodwill - intangible assets.
- **RoA:** Return on assets: consolidated income / Average total assets.
- **Ordinary RoA:** Ordinary return on assets: consolidated income / Average total assets.

- **RoRWA:** Return on risk-weighted assets: consolidated income / average risk-weighted assets.

- **Ordinary RoRWA:** Ordinary return on risk-weighted assets: consolidated income / average risk-weighted assets.

- **Efficiency:** Operating costs / gross profit Operating costs defined as general administrative expenses + depreciation and amortisation.

The NPL indicators make it possible to measure the quality of the credit portfolio and the percentage of the NPL portfolio covered by loan loss provisions, according to the following definitions:

- **NPL ratio:** Loans and advances to customers and non-performing contingent liabilities (without country risk) / Lending. Lending is defined as total loans and advances to customers and contingent liabilities (without country risk).
- **NPL coverage ratio:** Provisions for coverage of impairment losses on loans and advances to customers and contingent liabilities (without country risk) / Loans and advances to customers and non-performing contingent liabilities (without country risk).
- **Cost of credit:** Sum of the allowances for loan loss provisions in the last 12 months / Average lending in the last 12 months.

Lastly, the calculated capitalisation indicated provides information on the volume of the tangible book value, in accordance with the following definition:

- **Tangible book value (TNAV) per share (euro):** Tangible book value / number of shares (once treasury shares have been deducted). Tangible book value calculated as the sum of shareholders' equity + valuation adjustments (without minority interests) - goodwill - intangible assets

### Notes:

1. The averages included in the denominators of RoE, RoTE, RoA and RoRWA are calculated on the basis of 13 months, from December to December.
  - 2) The risk-weighted assets included in the denominator of RoRWA are calculated according to the criteria defined by the Capital Requirements Regulation (CRR).
- In addition, the Group reports the real changes that occurred in the income statement as changes without the exchange rate effect, with the understanding that such changes facilitate the analysis given that they make it possible to identify movements in the businesses without taking into account the impact of the translation of each local currency to euros.

## Profitability and efficiency

	2016	2015
<b>RoE</b>	<b>6.99%</b>	<b>6.57%</b>
Profit attributable to the Group	6,204	5,966
Average equity	88,744	90,798
<b>Ordinary RoE</b>	<b>7.46%</b>	<b>7.23%</b>
Ordinary profit attributable to the Group	6,621	6,566
Average equity	88,744	90,798
<b>ROTE</b>	<b>10.38%</b>	<b>9.99%</b>
Profit attributable to the Group	6,204	5,966
Average tangible book value	59,771	59,734
<b>Ordinary RoTE</b>	<b>11.08%</b>	<b>10.99%</b>
Ordinary profit attributable to the Group	6,621	6,566
Average tangible book value	59,771	59,734
<b>RoA</b>	<b>0.56%</b>	<b>0.54%</b>
Consolidated profit/(loss) for the year	7,508	7,219
Average total assets	1,337,661	1,345,657
<b>Ordinary RoA</b>	<b>0.59%</b>	<b>0.58%</b>
Ordinary consolidated profit/(loss) for the year	7,893	7,819
Average total assets	1,337,661	1,345,657
<b>RoRWA:</b>	<b>1.29%</b>	<b>1.20%</b>
Consolidated profit/(loss) for the year	7,508	7,219
Average risk-weighted assets	580,777	603,000
<b>Ordinary RoRWA</b>	<b>1.36%</b>	<b>1.30%</b>
Ordinary consolidated profit/(loss) for the year	7,893	7,819
Average risk-weighted assets	580,777	603,000
<b>Efficiency (including write-downs)</b>	<b>48.1%</b>	<b>47.6%</b>
Operating costs	21,088	21,571
General administrative expenses	18,723	19,152
Depreciation and amortization of tangible and intangible assets	2,364	2,419
Gross income	43,853	45,272

## Credit exposure

	2016	2015
<b>NPL ratio</b>	<b>3.93%</b>	<b>4.36%</b>
Loans and advances to customers and non-performing contingent risks (without country risk)	33,643	37,094
Non-performing loans and advances to customers	32,566	36,133
Other (primarily contingent risks) (1)	1,077	961
Lending (loans and advances to customers and contingent risks without country risk)	855,510	850,909
Loans and advances to customers	813,140	817,365
Other (primarily contingent risks) (1)	42,370	33,544
<b>NPL coverage ratio</b>	<b>73.8%</b>	<b>73.1%</b>
Provisions for coverage of impairment losses on loans and advances to customers and contingent liabilities (without country risk)	24,835	27,121
Provisions for loans and advances to customers	24,378	26,517
Other (primarily contingent risks) (1)	457	604
Loans and advances to customers and non-performing contingent risks (without country risk)	33,643	37,094
<b>Cost of lending</b>	<b>1.18%</b>	<b>1.25%</b>
Allowances for loan loss provisions over 12 months	9,518	10,108
Average lending	806,595	806,284

1. "Others" includes the contingent risks considered loans and is subtracted from country risk. These items are not directly reconciled with information published by the Group.

## Capitalisation

	2016	2015
<b>Tangible book value (€):</b>	<b>4.22</b>	<b>4.07</b>
Tangible book value	61,517	58,610
Shareholders' equity	105,977	102,402
Accumulated other comprehensive income	(15,039)	(14,362)
Intangible assets	(29,421)	(29,430)
Number of shares after deducting treasury shares (million)	14,581	14,394



# Annual corporate governance report

# Annual Corporate Governance Report

## » A. Ownership structure

### A.1 Complete the following table on the company's share capital.

Date of last modification	Share capital (€)	Number of shares	Number of voting rights
4,11,2016	7,291,170,350.50	14,582,340,701	14,582,340,701

### Indicate whether different types of shares exist with different associated rights.

Yes ☐ No ☒

At 31 December 2016, the Bank's share capital is represented by 14,582,340,701 shares of EUR 0.50 par value each.

All shares carry the same dividend and voting rights.

### A.2 List the direct and indirect holders of significant ownership interests in your company at year-end, excluding directors:

At 31 December 2016, the only shareholders appearing on the Bank's register of shareholders with a stake of over 3%<sup>1</sup> were State Street Bank and Trust Company, holding 12.10%; The Bank of New York Mellon Corporation, holding 8.86%; Chase Nominees Limited, holding 5.98%; EC Nominees Limited, holding 4.39%; and Clearstream Banking S.A., holding 3.38%.

Nevertheless, the Bank believes that those stakes are held in custody in the name of third parties and to the best of the Bank's knowledge none of those shareholders holds itself a stake of over 3% in the share capital or in the voting rights<sup>2</sup>.

At 31 December 2016, no shareholders with an interest greater than 1% were resident in tax havens.

### Indicate the most significant movements in the shareholder structure during the year:

In 2016, the Bank effected a rights issue under the Santander Scrip Dividend scheme, a process effectively completed on 4 November. A total of 147,848,122 new shares were issued, equivalent to 1.02% of the Bank's share capital at year-end 2015.

	No. of shares	% of share capital*
4 November	147,848,122	1.02
<b>Total</b>	<b>147,848,122</b>	<b>1.02</b>

\* Share capital at year-end 2016.

1. The threshold stipulated in Royal Decree 1362/ 2007 of 19 October, which implemented the law 24/1988, of 28 July Spanish Securities Market defining with general character the concept of significant holding.

2. The website of the CNMV ([www.cnmv.es](http://www.cnmv.es)) contains a notice of significant holding published by Blackrock, Inc. on 27 October 2016, in which it notifies an indirect holding in the voting rights attributable to Bank shares of 5.028%, plus a further stake of 0.043% held through financial instruments. However, according to the Bank's shareholder register, Blackrock, Inc. did not hold more than 3% of the voting rights on that date, or on 31 December 2016.



### A.3 Complete the following tables on company board of directors holding voting rights through company shares:

Below is a breakdown of the interests of directors at 31 December 2016.

#### ■ Name or corporate name of director

	Number of direct voting rights	Indirect voting rights		% of total voting rights
		Direct shareholder <sup>1</sup>	Number of voting rights	
<b>Ms Ana Botín-Sanz de Sautuola y O'Shea</b>	<b>612,696<sup>2</sup></b>	<b>N/A</b>	<b>17,602,582<sup>2</sup></b>	<b>0.125%</b>
Mr José Antonio Álvarez	697,913	N/A	1,348	0.005%
Mr Bruce Carnegie-Brown	20,099	N/A	-	0.000%
Mr Rodrigo Echenique Gordillo	822,927	N/A	14,184	0.006%
Mr Matías Rodríguez Inciarte	1,475,161	N/A	308,163	0.012%
Mr Guillermo de la Dehesa Romero	148	N/A	-	0.000%
Ms Homaira Akbari	22,000	N/A	-	0.000%
Mr Ignacio Benjumea Cabeza de Vaca	3,067,201	N/A	-	0.021%
Mr Javier Botín-Sanz de Sautuola y O'Shea	4,793,481 <sup>2</sup>	N/A	68,634,712 <sup>2 and 3</sup>	0.504% <sup>3</sup>
Ms Sol Daurella Comadrán	128,263	N/A	412,521	0.004%
Mr Carlos Fernández González	16,840,455	N/A	-	0.115%
Ms Esther Giménez-Salinas i Colomer	5,405	N/A	-	0.000%
Ms Belén Romana García	150	N/A	-	0.000%
Ms Isabel Tocino Biscarolasaga	270,585	N/A	-	0.002%
Mr Juan Miguel Villar Mir	1,199	N/A	-	0.000%
<b>% total voting rights held by the board of directors</b>				<b>0.669%</b>

1. The "Direct shareholder" box does not apply, since at year-end 2016 there were no direct holders of shares with voting rights with a holding in excess of 3% of total voting rights, or in excess of 1% for residents of tax havens.

2. Syndicated shares.

3. Includes Ms Ana Botín - Sanz de Sautuola y O'Shea direct and indirect shares.

### Complete the following tables on share options held by directors

Shareholders at the Bank's general meetings held on 30 March 2012, 22 March 2013, 28 March 2014, 27 March 2015 and 18 March 2016 approved, respectively, the corresponding cycles of the conditional deferred variable remuneration plan and the deferred variable remuneration plan conditional upon pluriannual objectives in which the executive directors participate up until 2016.

A brief description of the above plans is provided below. For further information, please see notes 5 and 47 to the Group's Consolidated Financial Statements.

#### a) Deferred and conditional variable remuneration plan (bonus) (2012-2015) and variable remuneration plan conditioned to multi-year objectives (incentive) (2016)

The shareholders approved the first cycle of the deferred and conditional variable remuneration plan at the general shareholders' meeting of 17 June 2011. The plan relates to performance-based or bonus pay for 2011 accrued by the executive directors and certain executives (including senior management) and employees who assume risk, exercise control functions or for whom total compensation is determined on the basis of the same criteria as that of the senior executives and employees who assume risks (all of whom are listed as identified staff in keeping with the Guidelines on Remuneration Policies and Practices approved by the committee of European Banking Supervisors on 10 December 2010 for 2013; in 2014 in accordance with Article 92(2) of Directive 2013/36/EU of the European Parliament and Council of 26 June 2013 and its enabling regulations; and in 2015 and 2016, in accordance with Article 32.1 of Law 10/2014 of 26 June on the organization, supervision, and solvency of credit institutions and its enabling regulations). This report includes information on the cycles regarding the pending payments to executive directors in 2016 (cycles two through five).

Additionally, the general shareholders meeting of March 18, 2016 approved the first cycle of the variable remuneration plan conditioned to multi-annual objectives, under which the old bonuses and Long Term Incentives (ILP) are grouped together, with the aim of simplifying the remuneration structure, giving greater weight to the long-term objectives and combining the short and long-term objectives more effectively.

The purpose of these cycles is to defer part of the beneficiaries' bonus over a period of three or five years, to be paid in cash or Santander shares depending on the case, whilst paying the other part of the variable remuneration bonus at the outset, likewise in cash or Santander shares. For more information, see note 5 to the Group's 2016 financial statements.

#### 2012 bonus receivable in Santander shares

	Immediate payment	Deferred*	Total	% of total voting rights
Ms Ana Botín-Sanz de Sautuola y O'Shea	69,916	104,874	174,790	0.001%
Mr José Antonio Álvarez Álvarez	72,140	72,140	144,280	0.001%
Mr Rodrigo Echenique Gordillo	0	0	0	0.000%
Mr Matías Rodríguez Inciarte	83,059	124,589	207,648	0.001%
<b>Total</b>	<b>225,115</b>	<b>301,603</b>	<b>526,718</b>	<b>0.004%</b>

\* In three years: 2014, 2015 and 2016, subject to continued service, and subject to the exceptions set out in the plan's terms and conditions, and subject to compliance with the conditions set out for the second cycle. The immediate payment and the 2014, 2015 and 2016 tranches were paid out on the expected dates.

The second cycle has already delivered all of the shares at 31 December 2016 and therefore none of the amounts indicated above represent a right to shares at that date.

#### 2013 bonus receivable in Santander shares

	Immediate payment	Deferred*	Total	% of total voting rights
Ms Ana Botín-Sanz de Sautuola y O'Shea	66,241	99,362	165,603	0.001%
Mr José Antonio Álvarez Álvarez	58,681	58,681	117,362	0.001%
Mr Rodrigo Echenique Gordillo	0	0	0	0.000%
Mr Matías Rodríguez Inciarte	69,092	103,639	172,731	0.001%
<b>Total</b>	<b>194,014</b>	<b>261,682</b>	<b>455,696</b>	<b>0.003%</b>

\* In three years: 2015, 2016 and 2017, subject to continued service, and subject to the exceptions set out in the plan's terms and conditions, and subject to compliance with the conditions set out for the third cycle. The immediate payment and the 2015 and 2016 tranches were paid out on the expected date.

The third cycle has already delivered part of the shares at 31 December 2016. Only a third of those indicated in the Deferred column have yet to be delivered, hence not all of the above amounts constitute a right over shares as at that date.

#### 2014 bonus receivable in Santander shares

	Immediate payment	Deferred*	Total	% of total voting rights
Ms Ana Botín-Sanz de Sautuola y O'Shea	121,629	182,444	304,073	0.002%
Mr José Antonio Álvarez Álvarez	78,726	78,726	157,452	0.001%
Mr Rodrigo Echenique Gordillo	0	0	0	0.000%
Mr Matías Rodríguez Inciarte	92,726	139,088	231,814	0.002%
<b>Total</b>	<b>293,081</b>	<b>400,258</b>	<b>693,339</b>	<b>0.005%</b>

\* In three years: 2016, 2017 and 2018, subject to continued service, and subject to the exceptions set out in the plan's terms and conditions, and subject to compliance with the conditions set out for the fourth cycle. The immediate payment and the 2016 tranche were paid out on the expected dates.

The fourth cycle has already delivered part of the shares at 31 December 2016. Two thirds of the shares indicated in the Deferred column have yet to be delivered, hence not all of the amounts indicated above represent a right to shares at that date.

#### 2015 bonus receivable in Santander shares

	Immediate payment	Deferred*	Total	% of total voting rights
Ms Ana Botín-Sanz de Sautuola y O'Shea	211,534	317,300	528,834	0.004%
Mr José Antonio Álvarez Álvarez	140,609	210,914	351,523	0.002%
Mr Rodrigo Echenique Gordillo	104,155	156,233	260,388	0.002%
Mr Matías Rodríguez Inciarte	144,447	216,671	361,118	0.002%
<b>Total</b>	<b>600,745</b>	<b>901,118</b>	<b>1,501,863</b>	<b>0.010%</b>

\* In 5 years: 2017, 2018, 2019, 2020 and 2021 subject to continued service and subject to the exceptions set out in the plan's terms and conditions and to compliance with the conditions set out for the fifth cycle. The immediate payment was paid out on the expected date.

The fifth cycle has already delivered part of the shares at 31 December 2016. Those indicated in the Deferred column have yet to be delivered and therefore not all of the amounts indicated above represent a right to shares at that date.



## 2016 incentive receivable in Santander shares

	Immediate payment	Deferred*	Total	% of total voting rights
Ms Ana Botín-Sanz de Sautuola y O'Shea	236,817	355,226	592,043	0.004%
Mr José Antonio Álvarez Álvarez	159,843	239,764	399,607	0.003%
Mr Rodrigo Echenique Gordillo	118,389	177,583	295,972	0.002%
Mr Matías Rodríguez Inciarte	140,982	211,473	352,455	0.002%
<b>Total</b>	<b>656,031</b>	<b>984,046</b>	<b>1,640,077</b>	<b>0.011%</b>

\* In 5 years: 2018, 2019, 2020, 2021 and 2022 subject to continued service and subject to the exceptions set out in the plan's terms and conditions and to compliance with the conditions set out for the corresponding cycle. No tranche of the deferred amounts was paid out at 31 December 2016 (the amount of the immediate payment was paid at the beginning of the 2017 financial year).

All of the rights indicated with respect to the 2016 Incentive had yet to be delivered at 31 December 2016.

In addition, the accrual of three fifths (the deferred amounts payable, where appropriate, in the financial years 2020, 2021 and 2022) of the deferred remuneration of the 2016 (incentive) is subject to the fulfillment of certain long-term objectives related to the period 2016-2018, as well as the employee remaining at Santander Group. The long-term metrics, detailed in the Commission's Report of 2016 to be published by Santander Group are as follows.

### (a) Compliance with Banco Santander's consolidated earnings per share growth target ("EPS") in 2018 vs. 2015 as shown in the following table:

EPS growth in 2018 (% over 2015)	EPS coefficient
≥ 25%	1
> 0% but < 25%	0 – 1*
≤ 0%	0

\* Increased linear coefficient EPS depending on the specific growth rate of EPS 2018 compared to the 2015 in this line of the scale.

### (b) Relative behaviour of the total shareholder return ("TSR") of the Bank in the period 2016-2018 in relation to the weighted TSRs of a reference group of 35 credit institutions, with the corresponding TSR Coefficient being assigned according to the position of the TSR of the Bank within the Reference Group.

Position of the Santander TSR	TSR coefficient
Exceeding the 66th percentile	1
Between the 33rd and 66th percentiles	0-1*
Below the 33rd percentile	0

\* Proportional increase of the TSR coefficient in function of the number of positions that ascends in the ranking within this line of the scale.

The TSR<sup>3</sup> measures the investment return for the shareholder as the sum of the fluctuations of the share listing price plus dividends and other similar concepts (including *Santander Dividendo Elección* programme), that the shareholders may receive during the consider period.

The Reference Group consists of the following entities: BBVA, CaixaBank, Bankia, Popular, Sabadell, BCP, BPI, HSBC, RBS, Barclays, Lloyds, BNP Paribas, Crédit Agricole, Deutsche Bank, Société Générale, Nordea, Intesa San Paolo, Unicredit, Itaú, Bradesco, Banco do Brasil, Banorte, Banco de Chile, M & T Bank Corp., Keycorp, Fifth Third Bancorp, BB & T Corp., Citizens, Crédit Acceptance Corp., Ally Financial Inc., PKO, PEKAO, Millenium, ING Poland and mBank.

### (c) Compliance with the fully loaded common equity tier 1 ("CET1") target for the year 2018, with this objective being

that at 31 December 2018 the consolidated CET1 ratio of Grupo Santander Fully loaded is greater than 11%. If this objective is met, a coefficient "Coefficient CET1" of 1 will be assigned to this metric and, if it is not met, the Coefficient CET1 will be zero. For verification of compliance with this objective, increases in CET1 derived from capital increases (except those that implement the *Santander Dividendo Elección* program) will not be taken into account. In addition, CET1 as of 31 December, 2018 may be adjusted to eliminate the effects of the regulatory changes that may occur with respect to its calculation up to that date.

### (d) Compliance with Santander's underlying return on risk-weighted assets ("RoRWA") for 2018 compared to 2015.

The corresponding coefficient (the "RoRWA Coefficient"), Will be obtained from the following table:

RoRWA growth in 2018 (% over 2015)	RoRWA coefficient
≥ 20%	1
≥ 10% but < 20%	0,5 – 1*
< 10%	0

\* Increased linear coefficient RoRWA depending on the specific growth rate of RoRWA 2018 compared to the 2015 RoRWA within this scale line.

3. The "TRS" constitutes the difference (expressed as a percentage relationship) between the final value of an investment in Santander Bank ordinary shares and the initial value of the same investment, taking into account, for the calculation of the final value, dividends and other similar concepts (such as the *Santander Dividendo Elección* programme) perceived by the shareholders for such investment during the relevant period of time as if they had invested in more shares of the same kind on the first date that the dividend or the similar concept is due to the shareholders for the average weighted price on that date. For the RTA calculation, the weighted average by daily volume of the weighted average listing price will be taken into account in relation to the first fifteen trading sessions prior to 1 January, 2016 (excluded) (for the initial value calculation) and the first fifteen trading sessions prior to 19 January, 2019 (excluded) (for the final value calculation).



In order to determine the annual amount of the Deferred Objective Part that, if applicable, corresponds to each beneficiary in the years 2020, 2021 and 2022 (each of these payments, a "Final Annuity"), and without prejudice to any adjustments that may result from the malus clauses, the following formula shall apply:

---


$$\text{Final Annuity} = \text{Imp.} \times (0.25 \times A + 0.25 \times B + 0.25 \times C + 0.25 \times D)$$


---

where:

- "Imp." Corresponds to a third of the Deferred Amount of Incentive (12% of the total assigned incentive).
- "A" is the EPS Coefficient that is in accordance with the scale of section (a) above in relation to the growth of EPS in 2018 compared to 2015.
- "B" is the TSR Coefficient that is in accordance with the scale of section (b) above depending on the performance of the Bank's TSR in the period 2016-2018 with respect to the Reference Group.
- "C" is the CET1 Coefficient resulting from the fulfillment of the CET1 target described in section (c) above.
- "D" is the RoRWA Coefficient that conforms to the scale of section (d) above depending on the growth level of RoRWA 2018 compared to 2015.

Each year's deferred compensation is subject to the malus circumstances provided in each case according to the regulations of the corresponding cycle of the plan in force.

Likewise, the amounts paid out of the 2016 Incentive plan will be subject to a possible clawback by the Bank in the circumstances and period stipulated in the Group's malus and clawback policy, all under the terms and conditions provided therein.

In accordance with that policy, the application of malus and clawback clauses are activated, regarding the 2016 Incentive plan, in cases where there is a poor financial performance of the entity as a whole, a poor financial performance in a particular division or area, or a poor financial performance of the entity from the staff, considering at least the following factors:

- Significant flaws in risk management made by the entity, by a business unit or a risk control unit.
- Increase in capital requirements experienced by the entity or by a business unit, not foreseen in the moment when the exposures were generated.
- Regulatory sanctions or adverse judicial sentences for facts attributable to the unit or the personnel responsible for those. Additionally, a breach of the entity's internal codes of conduct.
- Irregular behaviours, regardless they are individual or collective. Negative effects derived from the commercialisation of inadequate products and responsibilities of the people or bodies that make the relevant decision will be especially taken into account.

The board of directors, at the proposal of the remuneration committee, and based on the level of compliance with those conditions, will determine the specific amount of deferred compensation to be paid in each instance.

If the above-listed requirements are met on each anniversary, the beneficiaries will be provided their cash and shares, in thirds or in fifths, within the 30 days following the first, second, third, fourth and fifth anniversary.

For the 2015 and previous years variable remuneration, on the occasion of each delivery of shares and cash the beneficiary will be paid a sum in cash equal to the dividends paid out for those shares and the interest accrued on the cash amount, in both instances from the start date until the date on which the shares and cash are paid in each case. In the case of the scrip dividend programme (*Santander Dividendo Elección*), the price paid shall be that offered by the Bank for the bonus share rights corresponding to the shares in question. This provision won't be applicable for the 2016 and following years variable remuneration.

The beneficiaries receiving shares may not sell them or hedge their value directly or indirectly for one year from when they are delivered. Nor may the beneficiaries hedge their shares, directly or indirectly, before they receive them.

#### **a) Performance Shares Plan (ILP) 2014**

From 2014, the variable remuneration of the identified group includes a long-term incentive. The general shareholders' meeting of 28 March 2014 approved the first cycle of the Performance Shares Plan, which implements the variable remuneration of the identified group in the form of a long-term incentive to be received, as the case may be, entirely in shares and based on the Bank's performance over a multi-year period. This cycle of the Performance Shares Plan covers the years 2014, 2015, 2016 and 2017, as the period of reference to determine the achievement of the targets upon which the LTI is conditional, without prejudice to the deferral thereof upon the terms set forth below.

The board of directors, at the proposal of the remuneration committee, has set the maximum number of shares to which executive directors of the Bank may be entitled under the 2014 LTI in each of the indicated years, based on 15% of such beneficiaries' reference bonus as at the approval date of the first cycle of the plan. These amounts have been determined by applying a 100% ratio to the aforementioned 15% reference bonus, as the total shareholder return (TSR) of the Bank in 2014 was fourth in the reference group comprising 15 competing institutions.

During 2016 no share was delivered for this purpose since the minimum threshold was not reached; therefore, shares that could have been delivered in 2016 do not constitute a right to shares of the company anymore as of 31 December.



## ILP 2014

	Maximum number of shares 2017	Maximum number of shares 2018	max % of total voting rights*
Ms Ana Botín-Sanz de Sautuola y O'Shea	20,798	20,799	0.000%
Mr José Antonio Álvarez	16,327	16,328	0.000%
Mr Rodrigo Echenique Gordillo	-	-	0.000%
Mr Matías Rodríguez Inciarte	25,218	25,219	0.000%
Mr Juan Rodríguez Inciarte**	17,782	17,782	0.000%
<b>Total</b>	<b>80,125</b>	<b>80,128</b>	<b>0.001%</b>

\* Maximum percent of shares to which a beneficiary may be entitled in 2017 and 2018 of the Bank's share capital at 31 December 2016, subject to continued service, with the exceptions set out in the plan's terms and conditions and subject to compliance with the indicated conditions for each annual amount of the first cycle of the Performance Shares Plan.

\*\* Resigned as a director effective on 30 June 2015 and as senior executive director on 1 January 2016; the number of shares shown is the one that corresponds to him as executive director.

As shown in the table, the maximum number of shares for each director determined in this way is deferred by thirds over a period of three years and will be paid out, as the case may be, two-thirds outstanding in June 2017 and 2018, pursuant to the Bank's TSR position within the aforementioned reference group. This position will determine the number of shares to which beneficiaries are entitled, as the case may be, in each of those years and up to the maximum specified above.

### b) Performance Shares Plan (ILP) 2015

The Bank's shareholders approved on 27 March 2015 the second cycle of the Performance Shares Plan. The maximum benchmark ILP for executive directors was set by the board, at the proposal of the remuneration committee, at an amount equal to 20% of the benchmark bonus in 2015. Based on that figure, and ILP amount (the "Agreed ILP Amount") was determined for each director taking into account the performance of the two indicators (earnings per share – EPS – and return on tangible equity – ROTE – in 2015, as is set out in detail in the following table:

## ILP 2015

	Maximum number of shares*	max % of total voting rights*
Ms Ana Botín-Sanz de Sautuola y O'Shea	184,337	0.001%
Mr José Antonio Álvarez Álvarez	124,427	0.001%
Mr Rodrigo Echenique Gordillo	92,168	0.001%
Mr Matías Rodríguez Inciarte	143,782	0.001%
Mr Juan Rodríguez Inciarte**	50,693	0.000%
<b>Total</b>	<b>595,407</b>	<b>0.004%</b>

\* Agreed ILP amount in shares = 91.50% (compliance with ROTE and EPS) x ILP reference value / 3.971 (share price to be taken into account in accordance with the fifteen stock market sessions prior to 26 January 2016 – the date on which the board approved the bonus for executive directors in 2015–).

\*\* Resigned as a member of the board on 30 June 2015 and as senior executive on 1 January 2016. The number of shares shown corresponds to him as an executive director.

The agreed ILP amount for each beneficiary is deferred for three years and will be paid, if appropriate, at the start of 2019 based on compliance with the multi-year targets and the remaining conditions

of the plan. More information is available in Note 47 of the Santander Group Financial Statements for 2015.

The delivery of shares due on each payment date for the 2014 and 2015 performance shares is subject to the continued service of the beneficiary in the Santander Group and on the absence, in the judgement of the board of directors, at the proposal of the remuneration committee, of any of the following circumstances during the period prior to each delivery due to actions carried out in 2014 or 2015, depending on the case: (i) inadequate financial performance by the Group; (ii) non-compliance by the beneficiary with internal rules, particularly with regard to risk prevention; (iii) a material restatement of the Group's financial statements, when deemed necessary by the external auditors, except if such restatement is made pursuant to a change in accounting rules; or (iv) significant changes in the Group's capital or risk profile.

**A.4 Indicate, as applicable, any family, commercial, contractual or corporate relationships between owners of significant shareholdings, insofar as these are known by the company, unless they are insignificant or arise from ordinary trading or exchange activities:**

Does not apply, as there are no owners of significant shareholdings, as indicated in section A.2 above.

**A.5 Indicate commercial, contractual or corporate relationships between significant shareholders and the company and/or its group, if any, except any that are insignificant and those deriving from ordinary commercial business:**

Does not apply, as there are no owners of significant shareholdings, as indicated in section A.2 above.

**A.6 Indicate whether the company has been notified of any shareholders' agreements pursuant to articles 530 and 531 of the Spanish Corporate Enterprises Act ("LSC"). Provide a brief description and list the shareholders bound by the agreement, as applicable:**

Yes ☒ No ☐

In February 2006, a shareholder agreement was entered into, that was notified to the Bank and to the Spanish Securities Markets Commission ("CNMV") as a material fact. The document witnessing the aforementioned agreement was filed at both the CNMV Registry and the Cantabria Mercantile Registry.

That agreement was entered into by Mr Emilio Botín-Sanz de Sautuola y García de los Ríos, Ms Ana Botín-Sanz de Sautuola y O'Shea, Mr Emilio Botín-Sanz de Sautuola y O'Shea, Mr Francisco Javier Botín-Sanz de Sautuola y O'Shea, Simancas, S.A., Puente San Miguel, S.A., Puenteumar, S.L., Latimer Inversiones, S.L. and Cronje, S.L. Unipersonal, and covers the syndication of the Bank's shares that the signatories own or over which they hold voting rights.

The aim of the syndication agreement through the restrictions established on the free transferability of the shares and the regulated exercise of the voting rights inherent thereto is to ensure, at all times, the concerted representation and actions of the syndicate members as shareholders of the Bank, for the purpose of developing a lasting, stable common policy and an effective, unitary presence and representation in the Bank's corporate bodies.

At any given time, the chairman of the syndicate is the person then presiding over the Fundación Botín, currently Mr Francisco Javier Botín-Sanz de Sautuola y O'Shea.

The members of the syndicate undertake to syndicate and pool the voting and other political rights attaching to the syndicated shares, so that these rights may be exercised, and, in general, the syndicate members may act towards the Bank, in a concerted manner, in accordance with the instructions and indications and with the voting criteria and orientation, necessarily unitary, issued by the syndicate. For this purpose, the representation of these shares is attributed to the chairman of the syndicate as the common representative of its members.

Except for transactions carried out in favour of other members of the syndicate or in favour of the Fundación Botín, prior authorisation must be granted from the syndicate meeting, which may freely approve or refuse permission for the planned transfer.

The Bank filed a material fact with the CNMV on 3 August and 19 November 2012, by means of the pertinent material fact filings, that it had been officially notified of amendments to this shareholder agreement in respect of the persons subscribing to it.

On 17 October 2013, the Bank filed a material fact with the CNMV updating the holders and distribution of the shares included in the syndication to reflect the business reorganisation of one of the parties to the agreement.

The Bank filed a material fact with the CNMV on 3 October 2014 updating the holders and the distribution of the shares included in the syndication, and changing the chairman of the syndicate to Mr Francisco Javier Botín-Sanz de Sautuola y O'Shea, present chairman of Fundación Botín, completing this information through a material fact filed on 6 February 2015.

The Bank filed respective material facts with the CNMV on 6 February and 29 May 2015 updating the holders and the distribution of shares included in the syndication, all within the framework of the inheritance process as a result of the death of Mr Emilio Botín-Sanz de Sautuola y García de los Ríos.

Lastly, Banco Santander filed a material fact with the CNMV on 29 July 2015 updating the holders and the distribution of shares included in the syndication as a result of extinguishing the usufruct over the shares pertaining to one of the parties to the agreement along with the voting rights arising therefrom, thereby consolidating the full price of the aforementioned shares in the Fundación Botín.

In all other respects the aforementioned syndication agreement remains unchanged.

The material facts mentioned above that were sent to the CNMV registered under numbers 64179, 171949, 177432, 194069, 211556, 218392, 223703 and 226968, may be consulted on the Group's corporate website ([www.santander.com](http://www.santander.com)).

At the date of execution of the agreement, the syndicate comprised a total of 44,396,513 shares of the Bank (0.3045% of its share capital at year-end 2016). In addition, as established in clause one of the shareholders' agreement, the syndication extends, solely with respect to the exercise of the voting rights, to other Bank shares held either directly or indirectly by the signatories, or whose voting rights are assigned to them, in the future. Accordingly, at 31 December 2016, a further 29,031,680 shares (0.1991% of share capital at the time) were also included in the syndicate.

#### Shares included in the syndication

At 31 December 2016, the syndication included a total of 73,428,193 shares of the Bank (0.5035% of its share capital), broken down as follows:

Parties to the shareholder agreement	Number of shares
Ms Ana Botín-Sanz de Sautuola y O'Shea	612,696
Mr Emilio Botín-Sanz de Sautuola y O'Shea <sup>1</sup>	16,873,709
Mr Francisco Javier Botín-Sanz de Sautuola y O'Shea <sup>2</sup>	16,291,842
Ms Paloma Botín-Sanz de Sautuola y O'Shea <sup>3</sup>	7,835,293
Ms Carmen Botín-Sanz de Sautuola y O'Shea	8,636,792
PUENTEPUMAR, S.L.	-
LATIMER INVERSIONES, S.L.	-
CRONJE, S.L., Unipersonal <sup>4</sup>	17,602,582
NUEVA AZIL, S.L. <sup>5</sup>	5,575,279
<b>TOTAL</b>	<b>73,428,193</b>

1. 7,800,332 shares held indirectly through Puente San Miguel, S.L.U.

2. 11,447,138 shares held indirectly through Agropecuaria El Castaño, S.L.U.

3. 6,628,291 shares held indirectly through Bright Sky 2012, S.L.

4. Controlled by Ms Ana Botín-Sanz de Sautuola y O'Shea.

5. Controlled by Ms Carolina Botín-Sanz de Sautuola y O'Shea.

**Indicate whether the company is aware of the existence of any concerted actions among its shareholders. Give a brief description as applicable:**

Yes ☒ No ☐

Described above.

**Expressly indicate any amendments to or termination of such agreements or concerted actions during the year.**

There were no amendments or terminations in 2016 (see preceding description of the existing agreement).

**A.7 Indicate whether any individuals or bodies corporate currently exercise control or could exercise control over the company in accordance with article 5 of the Spanish Securities Market Act (Ley del Mercado de Valores). If so, identify.**

Yes ☐ No ☒



## A.8 Complete the following tables on the company's treasury shares.

At year end:

Number of shares held directly	Number of shares held indirectly*	% total of share capital
91.138	1.385.759	0,010%

(\*) Through:

Name or corporate name of the direct shareholder	Number of shares held directly
Pereda Gestión, S.A.	1,385,759
<b>Total</b>	<b>1,385,759</b>

Give details of any significant changes during the year, pursuant to Royal Decree 1362/2007:

Date of notification	Total number of direct shares acquired	Total number of indirect shares acquired	% total of share capital*
20/01/2016	129,089,294	16,897,952	1.010%
26/04/2016	116,077,194	29,269,471	1.008%
20/07/2016	120,974,563	28,373,138	1.036%
28/10/2016	135,036,307	14,101,844	1.034%

\* Percentage calculated based on current share capital on the notification date.

Pursuant to Article 40 of Royal Decree 1362/2007, the CNMV is notified of the percentage of voting rights held by the Bank when acquisitions of treasury shares are made that exceed 1% of the Company's voting rights, individually or in a series of transactions since the last communication.

## A.9 Give details of the applicable conditions and time periods governing any resolutions of the general shareholders' meeting to issue, buy back or transfer treasury shares.

The capital authorised by the shareholders at the annual general meeting held on 27 March 2015, under item eight on the agenda, amounted to EUR 3,515,146,471.50. The Bank's directors have until 27 March 2018 to carry out capital increases up to this limit. The shareholders gave the board (or, by delegation, the executive committee) the power to exclude pre-emptive rights, in full or in part, pursuant to the provisions of article 506 of the Corporate Enterprises Act, although this power is limited to capital increases carried out under this authorisation up to EUR 1,406,058,588.50.

This authorisation had not been used as of the date of this document.

In addition, the decision was reached at the same general meeting of 27 March 2015 to authorise the board to issue fixed-income securities convertible into and/or exchangeable for shares in the Bank for a combined maximum issue value (on one or more occasions) of EUR 10,000 million, or equivalent value in another currency. The general meeting also authorised the directors to fully or partially waive the pre-emptive subscription right, subject to the same limits as for the aforementioned authorised capital.

The Bank's directors will be entitled to issue instruments under this power through to 27 March 2020.

This authorisation had not been used as of the date of this document.

Moreover, the annual general meeting held on 18 March 2016 resolved to delegate to the board of directors, pursuant to the provisions of article 297.1.a) of the Companies Act, the broadest powers such that, within one year of the aforementioned date, it may set the date and the terms and conditions, as to all matters not provided for by the shareholders themselves, of an increase in capital agreed by the general meeting in the amount of EUR 500 million. If the board does not exercise the powers delegated to it within the aforementioned period, these powers will be rendered null and void.

This authorisation had not been used as of the date of this document.

### Treasury share policy

At the meeting held on 23 October 2014, the Bank's board of directors approved the current treasury share policy<sup>4</sup> taking into account the criteria recommended by the CNMV for issuers of securities and financial intermediaries. The treasury share policy was defined in the following terms:

1. *Transactions involving the purchase and sale of treasury stock by the company or other companies dominated by it will conform, in the first place, to the provisions established by current regulations and by the resolutions of the general shareholders' meeting in such respect.*
2. *Trading in treasury stock will seek to achieve the following, with observance of the indications herein, in accordance with the recommendations on discretionary trading of treasury stock published by the CNMV in July 2013:*
  - a) *Provide liquidity or a supply of securities, as appropriate, in the market where the Bank's shares are traded, giving depth to such market and minimising any potential temporary imbalances between supply and demand.*
  - b) *Take advantage, to the benefit of the Bank's shareholders as a whole, of situations of share price weakness in relation to medium-term performance prospects.*
3. *Treasury stock trading will be undertaken by the department of investments and holdings, as an isolated area separated from the Bank's other activities and protected by the respective Chinese walls, so as not to have any insider or material information at its disposal. The head of the treasury stock department will be responsible for managing the treasury stock portfolio, which will be notified to the CNMV.*

*In order to know the market situation of the Bank's shares, this department may collect data from the market members it considers appropriate, although ordinary trades in the continuous market should only be executed through one such member, reporting such to the CNMV.*

4. The treasury share policy is published on the Bank's corporate website ([www.santander.com](http://www.santander.com)).

No other Group unit will undertake treasury stock trading, the only exception being as set out in paragraph 10 below.

4. Transactions involving treasury shares will be subject to the following general rules:

- They may not be carried out for the purpose of intervening in the free formation of prices.
- Trading may not take place if the unit responsible for executing the trade is in possession of insider or material information.
- Where applicable, the execution of buy-back programmes and the acquisition of shares will be permitted to cover obligations of the Bank or the Group.

5. Orders to buy should be made at a price not higher than the greater of the following two:

- The price of the last trade carried out in the market by independent persons.
- The highest price contained in a buy order of the orders book.

Orders to sell should be made at a price not lower than the lesser of the following two:

- The price of the last trade carried out in the market by independent persons.
- The lowest price contained in a sell order of the orders book.

The buy and sell price should not generate any trend in the price of the stock.

6. As a general rule, treasury stock operations, including purchases and sales, will not exceed 15% of the daily average traded volume of the Bank's shares in the previous 30 sessions of the continuous market.

This limit will be 25% when the treasury stock is to be used as consideration in the purchase of another company or in a swap as part of a merger transaction.

7. Treasury stock trading operations should adhere to the following time limits:

- a. No buy or sell orders should be submitted during opening and closing auctions, except for exceptional and justified reasons, exercising due caution to avoid such orders having a decisive effect on the auction price. In such exceptional cases: (i) the accumulated volume of buy and sell orders submitted must not exceed 10% of the theoretical volume resulting from the auction at the time of submitting the orders; and (ii) no market or at best orders should be submitted, except in exceptional and justified circumstances.
- b. No treasury stock transactions will be undertaken if the Bank has decided to delay the publication or release of significant information pursuant to article 82.4 of the Securities Market Act (Ley del Mercado de Valores), until such information is released. The compliance division will notify the department of investments and holdings should such a situation arise.
- c. No orders will be submitted during auction periods prior to the raising of suspension of trading in the Bank's shares, should this

occur, until trades in the share have taken place. Orders that have not been executed when such a suspension is declared must be withdrawn.

d. No treasury stock trading will take place during the 15 calendar days prior to publication of the Bank's financial information required under Royal Decree 1362/2007, of 19 October.

e. All trading operations involving treasury stock will be carried out during normal trading hours, except for exceptional operations in line with any of the cases envisaged for carrying out special operations.

8. In exceptional circumstances, such as, inter alia, significant alterations of volatility or of the levels of supply and demand of shares, or for a justified reason, the limit of the first paragraph in section 6 may be exceeded, or the rule in section 7.d above may not be applied. In such a case, the department of investments and holdings must notify the compliance division of this immediately.

9. The rules set out in the second paragraph of section 3 and sections 5, 6 and 7 will not apply to treasury stock trading in the market for block trades, unless it is demonstrated to the Bank that its counterparty is unwinding a previously established position through transactions in the orders market.

10. As envisaged in paragraph 3, Group units other than the department of investments and holdings may acquire treasury stock in the implementation of market risk hedging activity or when providing brokerage or hedging for customers. The rules contained in paragraphs 2, 4 (subparagraph c), 5, 6 and 7 above will not be applicable to such activities.

11. The executive committee will receive regular information on treasury stock activity.

For their part, directors verify in every meeting of the board of directors that the requirements have been fulfilled for the acquisition of treasury shares established in Article 146.3 of the Spanish Corporate Enterprises Act.

12. The head of compliance will report on a monthly basis to the risk supervision, regulation and compliance committee on all trading involving treasury stock in the month, and on the operation of the controls during the period.

### Treasury stock

The current authorisation for treasury share transactions in 2016 was the fifth resolution adopted by shareholders at a general meeting held on 28 March 2014, section II) of which states as follows:

"To expressly authorise the Bank and the subsidiaries making up the Group to acquire shares representing the Bank's share capital for any valuable consideration permitted by law, within the limits of the law and subject to all legal requirements, up to a maximum number of shares (including the shares they already hold) equal to 10% of the share capital existing at any given time or the maximum percentage permitted by law while this authorisation remains in force, such shares being fully paid at a minimum price per share equal to the par value thereof and a maximum price of up to 3% higher than the last listing price for transactions in which the Bank does not act on its own behalf on the Continuous Market of the Spanish stock exchanges (including the block market) prior to the acquisition in question. This authorisation may only be exercised within five years of the date of the general shareholders' meeting.





The authorisation includes the acquisition of any shares that must be delivered to the employees and directors of the Company either directly or as a result of the exercise of the options held by them”.

#### A.9 bis Estimated free float:

	%
Estimated free float	99.196%*

\* The entity's free float, after deducting the capital in the possession of the members of the board of directors at 31 December 2016 and that held by the company in treasury shares (bearing in mind that there are no significant shareholdings), in accordance with CNMV Circular 5/2013, of 12 June as worded by Circular 7/2015, of 22 December.

#### A.10 Give details of any restriction on the transfer of securities and/or voting rights. Indicate, in particular, the existence of any restrictions on the takeover of the company by means of share purchases on the market.

Yes ☐ No ☒

#### Description of restrictions

##### Restrictions on the free transfer of shares

There are no restrictions on the free transfer of securities other than the legal restrictions indicated in this section.

Acquisition of significant ownership interests is regulated by articles 16 to 23 of Law 10/2014, of 26 June, on the organization, supervision and solvency of credit institutions and in articles 23 to 28 of Royal Decree 84/2015, of 13 February, which implemented Law 10/2014. European Union Regulation No 1024/2013 of the Council of 15 October 2013 confers specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, including the assessment of the acquisition and disposal of significant holdings in credit institutions, based on the assessment criteria set out in applicable EU law and, as applicable, on Spanish laws transposing such rules. Also, the purchase of a Bank's significant share could require the authorisation of other national and foreign regulatory bodies with full power over the Bank and its subsidiaries' activities.

Notwithstanding the foregoing, a shareholders' agreement notified to the Bank affecting the free transfer of certain shares is described in section A.6 of this report.

##### Restrictions on voting rights

There are no legal or by-law restrictions (except for those resulting from the failure to comply with applicable regulations on the acquisition of significant holdings) on the exercise of voting rights.

The first paragraph of Article 26.1 of the By-laws states:  
*“The holders of any number of shares registered in their name in the respective book-entry registry five days prior to the date on which the general shareholders' meeting is to be held and who are current in the payment of pending subscriptions shall be entitled to attend general shareholders' meetings.”*

The By-laws of Banco Santander do not establish any restrictions on the maximum number of votes which a given shareholder or companies belonging to the same group may cast. General shareholders' meeting attendees are entitled to one vote for every share held, as stipulated in the first sentence of article 35.4 of the Bank's By-laws.

Therefore, there are no restrictions on the takeover of the company by means of share purchases on the market.

#### A.11 Indicate whether the General Shareholders' Meeting has resulted in measures to neutralize a takeover bid under Law 6/2007.

Yes ☐ No ☒

#### If applicable, explain the measures adopted and the terms under which these restrictions may be lifted:

Not applicable.

#### A.12 Indicate whether the company has issued securities not traded in a regulated market of the European Union.

Yes ☒ No ☐

#### If so, identify the various classes of shares and, for each class of shares, the rights and obligations they confer.

Banco Santander's shares trade on the continuous market of the Spanish Stock Exchanges and on the New York, London, Milan, Lisbon, Buenos Aires, Mexico, São Paulo and Warsaw Stock Exchanges. The shares traded on all of these exchanges carry identical rights and obligations.

Santander shares are traded on the London Stock Exchange through Crest Depositary Interests (CDIs), where each CDI represents one share of the Bank, and on the New York Stock Exchange through American Depositary Shares (ADSs), where each ADS represents one share of the Bank, and on the São Paulo Stock Exchange through Brazilian Depositary Receipts (BDRs), where each BDR represents one share.

### » B. General shareholders' meetings

#### B.1 Indicate the quorum required for constitution of the general shareholders' meeting established in the company's By-laws. Describe how it differs from the system of minimum quorums established in the Spanish Corporate Enterprise (“LSC”).

Yes ☐ No ☒

	Quorum % other than that established in Article 193 of the LSC for general cases	Quorum % other than that established in Article 194 of the LSC for the special cases described in Article 194
Quorum required for first call	-	-
Quorum required for second call	-	-

#### Description of differences

There are none

The quorum required to hold a valid general shareholders' meeting established in the By-laws (article 25) and in the Rules and Regulations for the General Shareholders' Meeting (article 12) is the same as provided under the Corporate Enterprises Act.

Articles 193, 194.1 and 194.2 of the LSC therefore apply.

It should also be borne in mind that sector regulations applicable to credit institutions complement some aspects of the LSC with regard to the quorum and majorities required to adopt resolutions (e.g. article 34 of Act 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, requires a two-thirds or three-quarters majority, depending on whether the quorum is higher than 50%, for the setting of ratios higher than 100% of the variable components of remuneration to fixed components).

## B.2 Indicate and, as applicable, describe any differences between the company's system of adopting corporate resolutions and the framework established in the LSC:

Yes ☐ No ☒

Describe how they differ from the rules established in the LSC

	Qualified majority other than that established in article 201.2 of the LSC for general cases described in 194.1 of the LSC	Other cases requiring a qualified majority
% set by company for adopting corporate resolutions	-	-
<b>Describe the differences</b>		
There are none		

The system for adopting resolutions is set out in Article 35 of the By-laws and in Article 23 of the Rules and Regulations for the General Meeting, and is identical to the content of the Spanish Corporate Enterprises Act.

Articles 159 and 201 of the LSC therefore apply.

It should also be borne in mind that sector regulations applicable to credit entities complement some aspects of the Spanish Corporate Enterprises Act with regard to the quorum and majorities required to adopt resolutions, as indicated in section B.1 above.

## B.3 Indicate the rules governing amendments to the company's By-laws. In particular, indicate the majorities required to amend the By-laws and, if applicable, the rules for protecting shareholders' rights when changing the By-laws.

As required by article 286 of the LSC, if the By-laws are to be amended, the Bank's directors or, where appropriate, the shareholders tabling the resolution, must draft the complete text of the proposed amendment along with a written report justifying the proposed change, which must be provided to shareholders in conjunction with the call notice for the meeting at which the proposed amendment will be voted on.

Furthermore, pursuant to article 287 of the LSC, the call notice for the general shareholders' meeting must clearly set out the items to be amended, detailing the right of all shareholders to examine the full text of the proposed amendment and accompanying report at the company's registered office, and to request that such documents be delivered or sent to them free of charge.

Article 25 of the By-laws, which regulates the calling of general shareholders' meetings, stipulates that if the shareholders are called upon to deliberate on amendments to the By-laws, including the increase and reduction of share capital, on any alteration of legal form, mergers, spin-offs or transfers in bloc of assets and liabilities or transfer the registered office abroad, on the issuance of debentures or on the exclusion or limitation of pre-emptive rights, the required quorum on first call shall be met by the attendance of shareholders representing at least fifty per cent of the subscribed share capital with the right to vote. If a sufficient quorum is not available, the general meeting shall be held on second call, where at least twenty-five per cent of the subscribed share capital with voting rights must be present.

When shareholders representing less than fifty per cent of the subscribed share capital with the right to vote are in attendance, the resolutions mentioned in the preceding paragraph may only be validly adopted with the favourable vote of two-thirds of the share capital present in person or by proxy at the meeting. However, when shareholders representing fifty per cent or more of the subscribed share capital with the right to vote are in attendance, resolutions may be validly adopted by absolute majority, pursuant to article 201 of the LSC.

Article 291 of the LSC establishes that any changes to the By-laws involving new obligations for shareholders must receive the consent of those affected. Moreover, if the modification directly or indirectly affects a particular class of shares, or a part thereof, it will be subject to the provisions of article 293 of the LSC.

As required by article 10 of Royal Decree 84/2015, the amendment of credit institutions' By-laws requires authorisation from the supervising authority. However, the following amendments are exempt from this authorisation procedure (although they must nevertheless be reported to the Bank of Spain): those intended to reflect a change in registered office within Spain, a capital increase, the addition to the wording of the By-laws of legal or regulatory requirements of an imperative or prohibitive nature or wording changes to comply with court for administrative rulings and any other amendments which the Bank of Spain has ruled exempt from authorisation on account of scant materiality in response to prior consultations submitted to it to this end.

## B.4 Indicate the attendance figures for the General Shareholders' Meetings held during the year:

General shareholders' meeting of 18 March 2016:

### Attendance data

Date of general meeting	% attending in person	% by proxy	% remote voting		
			Electronic means	Other <sup>3</sup>	Total
18/03/2016	0.86% <sup>1</sup>	43.46% <sup>2</sup>	0.27%	13.04%	57.63%

1. Of the percentage specified (0.86%), 0.003% corresponds to the capital represented by remote attendance via Internet.
2. The percentage of capital represented by proxies granted via Internet was 1.064%.
3. This percentage corresponds to postal voting.

General shareholders' meeting of 27 March 2015:





## Attendance data

Date of general meeting	% attending in person	% remote voting			Total
		% by proxy	Electronic means	Other <sup>3</sup>	
27/03/2015	0.35% <sup>1</sup>	43.44% <sup>2</sup>	0.22%	15.71%	59.72%

1. Of the percentage specified (0.35%), 0.003% corresponds to the capital represented by remote attendance via Internet.
2. The percentage of capital represented by proxies granted via Internet was 0.903%.
3. This percentage corresponds to postal voting.

## B.5 Indicate whether the By-laws impose any minimum requirement on the number of shares required to attend the general shareholders' meetings.

Yes ☐ No ☒

Number of shares required to attend the general shareholders' meeting One share

## B.7 Indicate the address and mode of accessing corporate governance content on your company's website as well as other information on General Meetings which must be made available to shareholders on the website.

Since 2004, the Group's website (www.santander.com) has disclosed all information required under applicable law. Currently, the i) Spanish Corporate Enterprises Act, ii) Order ECC/461/2013, of 20 March, which defines the content and structure of the annual corporate governance report, the annual remuneration report and other reporting instruments of public listed companies, savings banks and other entities issuing securities admitted to trading on official secondary markets, later amended by Order ECC/2575/2015, of 30 November, determining the content, structure and requirements for publication of the annual corporate governance report, and establishing the accounting obligations of banking foundations, iii) CNMV Circular 3/2015 of 23 June, on technical and legal specifications and information that must be contained on the websites of public listed companies, savings banks and other entities issuing securities admitted to trading on official secondary markets) and iv) Bank of Spain Circular 2/2016 of 2 February for credit institutions and regarding supervision and solvency and it completes the adaptation of Directive 2013/36/EU and Regulation (EU) No. 575/2013 to Spanish law.

Information on corporate governance and other information regarding general shareholders' meetings can be found in the sections: i) "Investor relations" (under the title "Corporate governance" and "General shareholders' meeting") and ii) "Corporate Governance and Remuneration Policy". Access to both sections is available through the links located on the home page at the Bank's corporate website (www.santander.com).

This information can also be accessed from the home page through the "Investor relations" section, from which the "Corporate governance" section is available.

In summary, the three access points to the information are:

- Home/Information for Shareholders and Investors/Corporate Governance
- Home/Corporate Governance and Remuneration Policy
- Home/Shareholders and investors/Corporate Governance

The following may be consulted on the corporate website, which is available in Spanish, English and Portuguese:

- The Bylaws.
- The Rules and Regulations for the General Shareholders' Meeting.
- The Rules and Regulations of the Board of Directors.
- The composition of the board of directors and its committees.
- Professional biographies and other information on the directors.
- The Annual Report.
- The Annual Corporate Governance Report.
- The Reports of the board committees approving their annual activities report.
- The Code of Conduct in Securities Markets.
- The General Code of Conduct.
- The Sustainability Report.
- Policy on communication and contact with shareholders, institutional investors and proxy advisors.

From the date of its publication, the call notice for the 2017 general shareholders' meeting will be available on the website. The meeting information provided will include the resolutions for ratification and the mechanisms for exercising the right to receive information, the right to grant proxies and the right to vote, including an explanation of how to use remote voting mechanisms, and the rules governing the on-line shareholders' forum which the Bank will set up within its corporate website (www.santander.com).

Article 6 of the Rules and Regulations for the General Shareholders' Meeting specifies the information available on the Company's website from the publication of the call to a meeting until the general meeting is held.

## » C. Company management structure

### C.1 Board of directors

#### C.1.1 List the maximum and minimum number of directors included in the By-laws:

Maximum number of directors	22
Minimum number of directors	14

#### C.1.2 Complete the following table with board members' details:

Name or corporate name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure
Ms Ana Botín-Sanz de Sautuola y O'Shea	N/A	Executive	Chairman	04.02.1989	28.03.2014	Vote in general shareholders' meeting
Mr José Antonio Álvarez Álvarez	N/A	Executive	Chief executive officer	25.11.2014 <sup>1</sup>	27.03.2015	Vote in general shareholders' meeting
Mr Bruce Carnegie-Brown	N/A	Non-executive independent	Vice chairman	25.11.2014 <sup>2</sup>	18.03.2016	Vote in general shareholders' meeting
Mr Rodrigo Echenique Gordillo	N/A	Executive	Vice chairman	07.10.1988	28.03.2014	Vote in general shareholders' meeting
Mr Matías Rodríguez Inciarte	N/A	Executive	Vice chairman	07.10.1988	27.03.2015	Vote in general shareholders' meeting
Mr Guillermo de la Dehesa Romero	N/A	Non-executive (neither independent nor proprietary)	Vice chairman	24.06.2002	27.03.2015	Vote in general shareholders' meeting
Ms Homaira Akbari	N/A	Non-executive independent	Member	27.09.2016	27.09.2016	Appointment by co-option <sup>3</sup>
Mr Ignacio Benjumea Cabeza de Vaca	N/A	Non-executive (neither independent nor proprietary)	Member	30.6.2015 <sup>4</sup>	18.03.2016	Vote in general shareholders' meeting
Mr Javier Botín-Sanz de Sautuola y O'Shea	N/A	Proprietary director	Member	25.07.2004	18.03.2016	Vote in general shareholders' meeting
Ms Sol Daurella Comadrán	N/A	Non-executive independent	Member	25.11.2014 <sup>5</sup>	18.03.2016	Vote in general shareholders' meeting
Mr Carlos Fernández González	N/A	Non-executive independent	Member	25.11.2014 <sup>2</sup>	27.03.2015	Votación en junta de accionistas
Ms Esther Giménez-Salinas i Colomer	N/A	Non-executive independent	Member	30.03.2012	28.03.2014	Vote in general shareholders' meeting
Ms Belén Romana García	N/A	Non-executive independent	Member	22.12.2015	18.03.2016	Vote in general shareholders' meeting
Ms Isabel Tocino Biscarolasaga	N/A	Non-executive independent	Member	26.03.2007	18.03.2016	Vote in general shareholders' meeting
Mr Juan Miguel Villar Mir	N/A	Non-executive independent	Member	07.05.2013	27.03.2015	Vote in general shareholders' meeting

1. Effective 13 January 2015.

2. Effective 12 February 2015.

3. Appointment will be submitted for ratification by the 2017 general shareholders' meeting.

4. Effective 21 September 2015.

5. Effective 18 February 2015.



Pursuant to the provisions of article 55 of the By-laws and article 22 of the Rules and Regulations of the Board of Directors, one-third of the positions on the board will be renewed each year, based on length of service and according to the date and order of the respective appointment.

<b>Total number of directors</b>	<b>15</b>
----------------------------------	-----------

#### Indicate any board members who left during the period:

Name or corporate name of director	Status of the director at the time	Leaving date
D. Ángel Jado Becerro de Bengoa	Non-executive independent	27/09/2016

At the board of directors' meeting held on 27 September 2016 Mr Ángel Jado Becerro de Bengoa presented his resignation from the board for personal reasons, which was recorded in the minutes.

#### C.1.3 Complete the following tables on board members and their respective categories:

##### EXECUTIVE DIRECTORS

Article 6.2.a) of the Rules and Regulations of the Board of Directors establishes that those who perform management functions within the Company or the Group shall be considered executive directors, irrespective of their legal relationship with them. For clarification purposes, the following directors shall be included in this category: the executive chairman, the chief executive officer, and all other directors who perform management or decision-making duties in connection with any part of the business of the Company or the Group other than the duties of supervision and collective decision-making falling upon the directors, either through the delegation of powers, stable proxy-granting, or a contractual, employment or services relationship.

When a director performs management functions and, at the same time, is or represents a significant shareholder or one that is represented on the board of directors, they shall be considered an executive director.

Therefore, the following are executive directors of the Bank at 31 December 2016:

Name or corporate name of director	Position held in the company
Ms Ana Botín-Sanz de Sautuola y O'Shea	Executive chairman
Mr José Antonio Álvarez Álvarez	Chief Executive Officer
D. Rodrigo Echenique Gordillo	Vice chairman
Mr Matías Rodríguez Inciarte	Vice chairman
<b>Total number of executive directors</b>	<b>4</b>
<b>% of the board</b>	<b>26.67%</b>

##### EXTERNAL PROPRIETARY DIRECTORS

Article 6.2.b) of the Rules and Regulations of the Board of Directors establishes that proprietary directors are external or non-executive directors who hold or represent shareholdings equal to or greater than that legally considered as significant, or those who have been designated as such due to their status as shareholders despite their shareholdings not reaching the threshold to be considered significant, as well as those who represent any of such shareholders.

Since 2002, the criterion followed by the board and the appointments committee as a necessary but not sufficient condition for designation or consideration as an external proprietary director is the holding of at least 1% of the Bank's share capital. This percentage was established by the Bank in accordance with its self-regulatory powers and is less than that deemed significant by law, although the Bank believes it is sufficient so as to enable the board to classify directors that hold or represent a shareholding equal to or greater than such percentage as proprietary directors.

The board of directors, taking into consideration the circumstances of each case, and following a report from the appointments committee, considers the following director to be a non-executive proprietary director:

Name or corporate name of director	Name or corporate name of significant shareholder represented or proposing appointment <sup>1</sup>
Mr Javier Botín-Sanz de Sautuola y O'Shea	Fundación Botín, Cronje, S.L., Puente de San Miguel, S.L.U., Nueva Azil, S.L., Agropecuaria El Castaño S.L.U., Bright Sky 2012, S.L., Ms Ana Botín-Sanz de Sautuola y O'Shea, Mr Emilio Botín-Sanz de Sautuola y O'Shea, Ms Carmen Botín-Sanz de Sautuola y O'Shea, Ms Paloma Botín-Sanz de Sautuola y O'Shea, Mr Jorge Botín-Sanz de Sautuola Ríos, Mr Francisco Javier Botín-Sanz de Sautuola Ríos, Ms Marta Botín-Sanz de Sautuola Ríos and his own interest. The voting rights of the aforementioned shareholders corresponded to 1.034% of the Bank's share capital at year-end 2016.

<b>Total number of proprietary directors</b>	<b>1</b>
<b>% of the board</b>	<b>6.67%</b>

1. As indicated in section A.2, there are no significant shareholders.

## EXTERNAL INDEPENDENT DIRECTORS

The board of directors deems that all directors are independent directors, a classification that is based on the solvency, integrity and professionalism of each director and not on compliance with certain requirements.

Article 6.2.c) of the Rules and Regulations of the Board of Directors contains the definition of an independent director.

Article 6.2.c) of the Rules and regulations of the board of directors:

*“External or non-executive directors who have been appointed based on their personal or professional status and who perform duties not conditioned by relationships with the Company or its Group, or with the significant shareholders or management thereof shall be considered independent directors.*

*In no event may there be a classification as independent directors of those who:*

- (i) *Have been employees or executive directors of the Group's companies, except after the passage of three or five years, respectively, since the cessation of such relationship.*
- (ii) *Receive from the Company, or from another Group company, any amount or benefit for something other than director compensation, unless it is immaterial for the director.*  
  
*For purposes of the provisions of this sub-section, neither dividends nor pension supplements that a director receives by reason of the director's prior professional or employment relationship shall be taken into account, provided that such supplements are unconditional and therefore, the Company paying them may not suspend, modify or revoke the accrual thereof without breaching its obligations.*
- (iii) *Are, or have been during the preceding three years, a partner of the external auditor or the party responsible for auditing the Company or any other Group company during such a period.*
- (iv) *Are executive directors or senior managers of another company in which an executive director or senior manager of the Company is an external director.*
- (v) *Maintain, or have maintained during the last year, a significant business relationship with the Company or with any Group company, whether in their own name or as a significant shareholder, director or senior manager of an entity that maintains or has maintained such relationship.*

*Business relationships shall be considered the relationships of a provider of goods or services, including financial services, and those of an advisor or consultant.*

- (vi) *Are significant shareholders, executive directors or senior managers of an entity that receives, or has received during the preceding three years, donations from the Company or the Group.*

*Those who are merely members of the board of a foundation that receives donations shall not be considered included in this item.*

- (vii) *Are spouses, persons connected by a similar relationship of affection, or relatives to the second degree of an executive director or senior manager of the Company.*
- (viii) *Have not been proposed, whether for appointment or for renewal, by the appointments committee.*
- (ix) *Have been directors for a continued period that exceeds 12 years.*
- (x) *Are, as regards a significant shareholder or shareholder represented on the board, in one of the circumstances set forth in items (i), (v), (vi) or (vii) of this sub-section 2(c). In the event of a kinship relationship set forth in item (vii), the limitation shall apply not only with respect to the shareholder, but also with respect to the related proprietary directors thereof in the affiliated company.*

*Proprietary directors who lose this status as a result of the sale by the shareholder they represent of its shareholding can only be re-elected as independent directors if the shareholder they've represented until then has sold all its shares in the company.”*

A director who owns an equity interest in the Company may have the status of independent director, provided that the director meets all the conditions set out in Article 6, paragraph 2 (c), of the Rules and Regulations of the Board of Directors and, in addition, the shareholding thereof is not significant.

Taking into consideration the circumstances of each case and following a report from the appointments committee, the board considers the following board members to be non-executive independent directors at 31 December 2016:



Name or corporate name of director	Profile
Mr Bruce Carnegie-Brown	<p>Born in 1959 in Freetown, Sierra Leone.            Joined the board in 2015.            Master of Arts in English Language and Literature from the University of Oxford.            Other positions of note: currently the non-executive chairman of Moneysupermarket.com Group Plc and non-executive director of Santander UK Plc and of Jardine Lloyd Thompson Group Plc. He was formerly the non-executive chairman of AON UK Ltd (2012-2015), founder and managing partner of the quoted private equity division of 3i Group Plc., and chairman and chief executive officer of Marsh Europe. He was also lead independent director at Close Brothers Group Plc (2006-2014) and Catlin Group Ltd (2010-2014). He previously worked at JPMorgan Chase for eighteen years and at Bank of America for four years.</p>
Ms Homaira Akbari	<p>Born in 1961 in Tehran (Iran).            Joined the board in 2016.            Doctorate in Experimental Particle Physics from Tufts University and MBA from Carnegie Mellon University.            Chief executive officer of AKnowledge Partner, LLC.            Other positions of note: currently non-executive director of Gemalto NV, Landstar System, Inc. and Veolia Environment S.A. Ms Akbari has also been president and chief executive of Sky Bitz, Inc., managing director of True Position Inc., non-executive director of Covisint Corporation and US Pack Logistics LLC and she has held various posts at Microsoft Corporation and at Thales Group.</p>
Ms Sol Daurella Comadrán	<p>Born in 1966 in Barcelona, Spain.            Joined the board in 2015.            Degree in Business and MBA in Business Administration.            She is executive chairman of Olive Partners, S.A. and holds several positions in companies of the Cobega Group. She is also non-executive chairman of Coca Cola European Partners, Plc.            Other positions of note: she has served as a member of the governing board of the Círculo de Economía and also as an independent non-executive director of Banco Sabadell, S.A., Ebro Foods, S.A. and Acciona, S.A. She is also honorary counsel general of Iceland in Catalonia.</p>
Mr Carlos Fernández González	<p>Born in 1966 in Mexico City, Mexico.            Joined the board in 2015.            Industrial engineer. He has undertaken graduate studies in business administration at the Instituto Panamericano de Alta Dirección de Empresas.            He is the chairman of the board of directors of Finaccess, S.A.P.I.            Other positions of note: Mr Fernández has also sat on the boards of Anheuser-Busch Companies, LLC and Televisa S.A. de C.V., among other companies. He is currently non-executive director of Inmobiliaria Colonial, S.A. and member of the supervisory board of AmRest Holdings, SE.</p>
Ms Esther Giménez-Salinas i Colomer	<p>Born in 1949 in Barcelona, Spain.            Joined the board in 2012.            Doctor in Law and psychologist.            Professor Emeritus at Ramon Llull University, board member of Unibasq and Aqu (quality assurance agencies for the Basque and Catalan university systems) and of Gawa Capital Partners, S.L. She also sits on the advisory board of Endesa-Catalunya.            Other positions of note: she has been chancellor of Ramon Llull University, member of the General Council of the Judiciary, member of the standing committee of the Conference of Chancellors of Spanish Universities and executive vice president of the Centre for Legal Studies attached to the Department of Justice of the Government of Catalonia (Generalitat de Catalunya).</p>
Ms Belén Romana García	<p>Born in 1965 in Madrid, Spain.            Joined the board in 2015.            Graduate in Economics and Business Administration from Universidad Autónoma de Madrid and Government Economist.            Non-executive director of Aviva Plc.            Other positions of note: she was formerly executive vice president of Economic Policy and executive vice president of the Treasury of the Ministry of Economy of the Spanish Government, as well as director of the Bank of Spain and the Spanish National Securities Market Commission (CNMV). She also held the position of director of the Instituto de Crédito Oficial and of other entities on behalf of the Spanish Ministry of Economy. She was the executive chairman of Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, S.A. (SAREB).</p>
Ms Isabel Tocino Biscarolasaga	<p>Born in 1949 in Santander, Spain.            Joined the board in 2007.            Doctor in Law. She has completed graduate studies in business administration at IESE and Harvard Business School.            Professor at the Complutense University of Madrid.            Other positions of note: she has been Spanish Minister for the Environment, chairman of the European Affairs committee and of the Foreign Affairs committee of the Spanish Congress and chairman for Spain and Portugal and vice chairman for Europe of Siebel Systems. She is currently an elected member of the Spanish State Council, a member of the Royal Academy of Doctors and a non-executive director of ENCE Energía y Celulosa, S.A., Naturhouse Health, S.A. and Enagas, S.A.</p>
Mr Juan Miguel Villar Mir	<p>Born in 1931 in Madrid, Spain.            Joined the board in 2013.            Doctorate in Civil Engineering, graduate in Law and degree in Industrial Organisation.            He is the Chairman of Villar Mir Group.            Other positions of note: formerly Minister of Finance and vice president of the government for Economic Affairs from 1975 to 1976. He has also served as chairman of the OHL Group, Electra de Viesgo, Altos Hornos de Vizcaya, Hidro Nitro Española, Empresa Nacional de Celulosa, Empresa Nacional Carbonífera del Sur, Cementos del Cinca, Cementos Portland Aragón, Puerto Sotogrande, the COTEC Foundation and of Colegio Nacional de Ingenieros de Caminos, Canales y Puertos. He is also currently professor of Business Organisation at Universidad Politécnica de Madrid, a member of the Royal Academy of Engineering and of the Royal Academy of Moral and Political Sciences, an honorary member of the Royal Academy of Doctors and supernumerary of the Royal Academy of Economics and Finance.</p>

<b>Total number of independent directors</b>	8
<b>% of the board</b>	53.33%

List any independent directors who receive from the company or group any amount or payment other than standard director remuneration or who maintain or have maintained during the period in question a business relationship with the company or any group company, either in their own name or as a significant shareholder, director or senior manager of an entity which maintains or has maintained the said relationship.

Santander Group maintains risk positions with companies at which some of the independent directors are, or have been, relevant shareholders or administrators through different instruments such as syndicated loans, long-term bilateral loans, bilateral loans to finance working capital, finance leases, derivatives or surety lines.

If applicable, include a statement from the board detailing the reasons why the said director may carry on their duties as an independent director.

When assessing the suitability of the directors mentioned in the previous section for their consideration as independent directors, the appointments committee first, followed by the Board, took into account the fact that Santander Group finances those companies in which the directors are or have previously been significant shareholders or directors. Following this, they concluded that, in every case, the existing funding did not lie within the scope of significant or important business relationships, in accordance with the definition included in article 529 duodecies.4.e) of the Spanish LSC for the classification of the directors as independent. They considered this, among other reasons: (i) since the directors do not generate a situation of economic dependence in the relevant companies in view of the substitutability of such financing for other sources of funding, either bank-base financing or other; (ii) since the business relationships of the companies with the Group are aligned with the market share of Santander Group within the relevant market and finally, (iii) because neither the Spanish LSC nor any other Spanish Law provides specific materiality thresholds (e.g., 2% and 5% of the income with respect to the gross income amounts, the applicable standards that the NYSE and Nasdaq establish as independence references; the debt-to-income ratio being over 25%, amount that is considered to be significant borrowing under the Canada's Bank Act for excluding independence).

At the meeting held on 21 February 2017, the board approved the proposal presented by the appointments committee regarding the character of the members of the Bank's board, in accordance with which the independent directors may continue to be considered such due to complying with the requirements established by Article 529 duodecies. 4 of the Spanish Corporate Enterprises Act.

## OTHER EXTERNAL DIRECTORS

Identify all other external directors and explain why these cannot be considered proprietary or independent directors and detail their relationships with the company, its executives or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom they maintain a relationship
Mr Guillermo de la Dehesa Romero	Has held the position of director for more than 12 years	Banco Santander, S.A.
Mr Ignacio Benjumea Cabeza de Vaca	For having been employed less than three years since the cessation of that relationship	Banco Santander, S.A.
<b>Total number of other external directors</b>		2
<b>% of the board</b>		13.33%

List any changes in the category of each director which have occurred during the year.

Name or corporate name of director	Date of change	Previous category	Current category
-	-	-	-

## C.1.4 Complete the following table on the number of female directors over the past four years and their category.

	Number of female directors				% of total directors of each type			
	2016	2015	2014	2013	2016	2015	2014	2013
Executive	1	1	1	1	6.67%	6.67%	7.14%	6.25%
Proprietary	0	0	0	0	0.00%	0.00%	0.00%	0.00%
Independent	5	4	3	2	33.33%	26.67%	21.43%	12.50%
Other external	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Total:</b>	<b>6</b>	<b>5</b>	<b>4</b>	<b>3</b>	<b>40.00%</b>	<b>33.33%</b>	<b>28.57%</b>	<b>18.75%</b>





### C.1.5 Explain the measures, if applicable, which have been adopted to ensure that there is a sufficient number of female directors on the board to guarantee an even balance between men and women.

#### Explanation of measures

Both the appointments committee and the board of directors are aware of the importance of promoting equal opportunities for men and women and the benefits of appointing women with the necessary abilities, dedication and skills for the job to the board of directors.

Pursuant to article 31.3 of Act 10/2014 (which covers the same content as the current article 529.quindecies.3.b) of the LSC), at the meeting held on 21 October 2014 the appointments and retributions committee fixed the target representation of the less well-represented gender on the Bank's board of directors at 25%, and the committee, at the meeting held on 25 January 2016, agreed to increase this target to 30%.

According to a study conducted by the European Commission with data from July 2016, the percentage of female board members at large listed companies was 23.3% for all 28 countries in the European Union and 20.2% for Spain.

The current composition of the board (40% female directors) exceeds the objective set by the Bank in 2016 and the aforementioned European average.

The percentage of women on board committees at year-end 2016 was as follows:

	No. of members	No. of female directors	% of female directors
Executive committee	8	2	25.0
Audit committee	4	2	50.0
Appointments committee	5	1	20.0
Remuneration committee	5	2	40.0
Risk supervision, regulation and compliance committee	7	2	28.57
International committee	6	2	33.3
Innovation and technology committee	9	3	33.3

### C.1.6 Explain the measures taken, if applicable, by the appointments committee to ensure that the selection processes are not subject to implicit bias that would make it difficult to select female directors, and whether the company makes a conscious effort to search for female candidates who have the required profile:

In accordance with Articles 42.4 of the By-laws and 6.1 of the Rules and Regulations of the Board of Directors' the board of directors and, as a result, the Appointments committee, must ensure that the procedures for selecting their members guarantee the individual and collective training of directors, foster diversity of gender, experience and knowledge, and do not carry implicit any bias that might lead to any discrimination whatsoever and, in particular, facilitate the selection of female directors.

Article 17.4.a) of the Rules and Regulations of the Board of Directors establishes that the appointments committee, shall evaluate the balance among the components of knowledge, capabilities, qualifications, diversity and experience that are required and existing on the board and prepare the respective matrix of capabilities and the description of duties and qualifications required for each specific appointment, assessing the time and dedication needed for appropriate performance of the duties of director.

In accordance with the above regulations, when the process of selecting a new director commences, the appointments committee analyses the competencies and diversity of the members of the board in order to determine the skills that are required for the post and may obtain the assistance of an external advisor in this respect. The result of this analysis is taken into account to evaluate the various candidates that may be pre-selected and to evaluate their competencies and their suitability to be directors of the Bank, in order to propose to the board the appointment of the candidate considered to be most ideal.

The aforementioned Articles 42.4 of the By-laws and 6.1 of the Rules and Regulations of the Board require that director selection procedures encourage gender diversity and do not give rise to implicit measures that may give rise to any discrimination and, in particular, the facilitating of the selection of female directors. At the meeting held on 24 January 2017 team and at the proposal of the appointments committee, the board of directors approved the policy applicable to the selection and succession of directors at Banco Santander, S.A., preparing a single document as stipulated by the By-laws and the Rules and Regulations of the Board of Directors. This policy requires that director selection processes encourage a diversity of genders, experience and knowledge and to not contain any implicit measures that may give rise to any discrimination and, in particular, they must facilitate the selection of female directors.

At the date of this document, there are six women on the board of directors, including its chairman, Ms Ana Botín-Sanz de Sautuola y O'Shea, Ms Homaira Akbari, Ms Sol Daurella Comadrán, Ms Esther Giménez-Salinas, Ms Isabel Tocino Biscarolasaga and Ms Belén Romana García, with Ms Ana Botín-Sanz de Sautuola y O'Shea being an executive director and the other five independent directors.

For further information on the measures taken by the appointments committee in the selection of women as members of the board, see sections C.1.5 and C.1.6 bis of this report.

### When, despite the measures taken, there are few or no female directors, explain the reasons:

#### Explanation of the reasons

Not applicable.

Refer to sections C.1.5 and C.2.2 of this report for more information on the female presence on the board and its committees.

### C.1.6.bis Explain the conclusions of the appointments committee on the verification of compliance with the director selection policy. In particular, explain how this policy pursues the goal of having at least 30% of total board places occupied by female directors before the year 2020.

During the process of selecting directors, the committee evaluates the balance of knowledge, competencies, capacity, diversity and experience that is necessary and that which exists on the board and it prepares the relevant matrix of competencies and a description of functions and aptitudes that are necessary for each specific appointment, as has been explained in section C.1.6 above. Specifically, when the process of selecting a new director commences, the committee analyses the competencies of the members of the board in order to determine the skills that are required for the post. The result of this analysis is taken into account to evaluate the various candidates and to propose the appointment of the candidate deemed most suitable to the board.



On an annual basis the committee issues a report that contains a summary of its activities during the year and an evaluation of the performance of its duties, including a description of director selection processes that were carried out during the year and, consequently, and evaluation of the application of the relevant selection policy.

The Bank has promoted the effective application of the principle of equal opportunities for men and women in relation to selecting directors for appointment to the board, avoiding any situation of inequality, and actively favouring the presence on the board of women with the necessary abilities, skills and dedication. However, this is done while respecting the principle of ability, which requires the director selection process to value the candidates' commercial and professional integrity, knowledge, experience and the disposition to exercise good governance of the Company.

At a meeting held on 26 January 2016 the board raised the target representation level of women on the Company's board to 30%, as is indicated in section C.1.5 above, although that percentage is currently 40%.

#### C.1.7 Explain how shareholders with significant holdings are represented on the board.

No shareholders hold significant holdings. Refer to section A.2. of this report.

#### C.1.8 Explain, when applicable, the reasons why proprietary directors have been appointed upon the request of shareholders who hold less than 3% of the share capital:

Name or corporate name of shareholder	Reason
Mr Javier Botín-Sanz de Sautuola y O'Shea	The criteria for appointing non-executive proprietary directors representing shareholders who hold less than 3% of the capital are described in section C.1.3.

Provide details of any rejections of formal requests for board representation from shareholders whose equity interest is equal to or greater than that of other shareholders who have successfully requested the appointment of proprietary directors. If so, explain why these requests have not been entertained:

Yes ☐ No ☒

#### C.1.9 Indicate whether any director has resigned from office before their term of office has expired, whether that director has given the board his/her reasons and through which channel. If made in writing, list below the reasons given by that director:

Name of director	Reasons for resignation
Mr Ángel Jado Becerro de Bengoa	Voluntary resignation for personal reasons

The director wrote to each of the directors and personally informed the board of the reasons for his resignation at the meeting held on 27 September 2016.

#### C.1.10 Indicate what powers, if any, have been delegated to the chief executive officer/s:

Name or corporate name of director	Brief description
Ms Ana Botín-Sanz de Sautuola y O'Shea	Executive chairman
Mr José Antonio Álvarez Álvarez	Chief executive officer

The executive chairman and chief executive officer, without prejudice to the By-laws establishing the higher hierarchical status in the Bank of the former and the responsibility for the day-to-day management of the Bank's business areas of the latter, have been delegated the same powers, that is, all powers of the board of directors, except for those that cannot be delegated by law or the Bank's By-laws and those which are reserved for the board in article 3 of the Rules and Regulations of the Board of Directors. These functions are:

- (a) The approval of the Company's general policies and strategies and the supervision of their application, including, without limitation:
  - (i) Strategic or business plans, management goals and annual budget.
  - (ii) Investment and financing policy.
  - (iii) Capital and liquidity strategy.
  - (iv) Tax strategy.
  - (v) Dividend and treasury stock policy.
  - (vi) Risk management, control policy, including tax risks.
  - (vii) Policy on corporate governance and internal governance of the Company and its Group.
  - (viii) Remuneration policies for personnel of the Company and its Group.
  - (ix) Corporate social responsibility policy.
  - (x) Regulatory compliance policy, including the approval of codes of conduct, as well as the adoption and implementation of organisational and management models that include appropriate measures for oversight and control in order to prevent crimes or significantly reduce the risk of commission thereof (criminal risk prevention model).
- (b) Approval of policies for the provision of information to and for communication with shareholders, markets and public opinion, and supervision of the process of dissemination of information and communications relating to the Company. The board assumes the duty to provide the markets with prompt, accurate and reliable information, especially in connection with the shareholding structure, any substantial amendments to the rules of governance, related party transactions of particular importance and treasury stock.



- (c) Approval of the financial information that the Company must make public on a periodic basis due to its status as a listed company.
- (d) Preparation of the financial statements and their submission to shareholders at the general shareholders' meeting.
- (e) Supervision and assurance of the integrity of the internal information and control systems and of the accounting and financial information systems, including operational and financial control and compliance with applicable law.
- (f) Preparation of any kind of report required of the board of directors by law, as long as the transaction covered by the report may not be delegated.
- (g) Calling the general shareholders' meeting and preparing the agenda and proposed resolutions.
- (h) Definition of the structure of the Group of companies of which the Company is the controlling entity.
- (i) Oversight, control and periodic evaluation of the effectiveness of the corporate governance and internal governance system and of the regulatory compliance policies, as well as adoption of appropriate measures to remedy any deficiencies thereof.
- (j) Approval of investments or transactions of any kind that, due to the large amount or special features thereof, are strategic in nature or entail a significant tax risk, unless such approval must be given by the shareholders at a general shareholders' meeting, pursuant to the provisions of article 20 of the By-laws.
- (k) Approval of the remuneration to which each director is entitled, within the framework of the provisions of the By-laws and of the director remuneration policy approved by the shareholders at the general shareholders' meeting.
- (l) Approval of the contracts governing the performance by directors of duties other than those inherent in their capacity as such and the remuneration to which they are entitled for the performance of additional duties other than the duties of supervision and collective decision-making that they discharge in their capacity as mere members of the board.
- (m) Design and supervision of the director selection policy and of the succession plans for the directors (including those applicable to the Group executive chairman and to the chief executive officer) and for the other members of senior management, pursuant to the provisions of article 24 of the Rules and Regulations.
- (n) Selection, appointment on an interim basis (co-option) and continued evaluation of directors.
- (o) Selection, appointment and, if applicable, removal of the other members of senior management (senior executive vice presidents and similar officers, including key positions at the Company), as well as effective supervision thereof through oversight of the management activity and continued evaluation of such officers.
- (p) The definition of the basic conditions of senior management contracts, as well as the approval of their generation and the essential elements of the remuneration for other executives or employees that, while not pertaining to senior management, assume risks, carry out control duties (i.e. internal audit, risk management and compliance) or receive overall remuneration that places them in the same remuneration scale as senior executives and employees that assume risks, and whose professional activities have a significant impact on the Group's risk profile (all of them making up the so-called "Identified Staff" together with senior management and the Company's board, which will be defined at any given moment in accordance with applicable regulations).
- (q) Authorisation for the creation or acquisition of interests in special purpose entities or entities registered in countries or territories considered to be tax havens, and any other transactions or operations of a similar nature that, due to the complexity thereof, might impair the transparency of the Company and its Group.
- (r) The approval of related-party transactions in accordance with the provisions of Article 33 of the Rules and Regulations of the Board, except in cases in which that authority is legally attributed to the general shareholders' meeting.
- (s) Authorisation or waiver of the obligations arising from the duty of loyalty provided for in article 30 of the Rules and Regulations of the Board of Directors rules and regulations, except in cases in which such power is legally vested in the shareholders acting at a general meeting.
- (t) Exercise of such powers as the shareholders acting at a general meeting have delegated to the board of directors, unless the shareholders have expressly authorised the board to delegate them in turn.
- (u) Determination of its organisation and operation and, specifically, approval and amendment of the rules and regulations.
- (v) Any specifically established by the Rules and Regulations of the Board of Directors.
- There is a clear separation of duties between those of the Group executive chairman, the chief executive officer, the board, and its committees, and various checks and balances that assure proper equilibrium in the Bank's corporate governance structure, including the following:
- The board and its committees oversee and control the activities of both the Group executive chairman and the chief executive officer.
  - The lead independent director chairs the appointments, the remuneration and the risk supervision, regulation and compliance committees. The lead director also oversees the periodic process of assessing the chairman and coordinates the succession plan.
  - The audit committee is chaired by an independent director considered as a financial expert, as such term is defined in model 20-F of *Securities and Exchange Commission* (SEC).
  - The powers delegated to the Group executive chairman and the chief executive officer exclude those that are exclusively reserved for the board itself.
  - The Group executive chairman may not simultaneously hold the position of chief executive officer of the Bank.
  - The corporate Risk, Compliance and Internal Audit functions report to a committee or a member of the board of directors and have direct access thereto.

**C.1.11 List the directors, if any, who hold office as directors or executives in other companies belonging to the listed company's group.**

At year-end 2016, the directors who are managers or directors of other Group companies are:

Name or corporate name of director	Corporate name of the group entity	Position
Ms Ana Botín-Sanz de Sautuola y O'Shea	Santander UK Plc	Director*
	Santander UK Group Holdings Plc	Director*
	Portal Universia, S.A.	Chairman*
	Universia Holding, S.L.	Chairman*
Mr José Antonio Álvarez Álvarez	Banco Santander (Brasil) S.A.	Director*
	SAM Investment Holdings Limited	Director*
Mr Bruce Carnegie-Brown	Santander UK Plc	Director*
	Santander UK Group Holdings Plc	Director*
Mr Rodrigo Echenique Gordillo	Universia Holding, S.L.	Director*
	Grupo Financiero Santander México, S.A.B. de C.V.	Director*
	Santander Vivienda, S.A. de C.V. SOFOM, E.R. Grupo Financiero Santander México	Director*
	Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México	Director*
	Casa de Bolsa Santander, S.A. de C.V., Grupo Financiero Santander México	Director*
	Santander Consumo, S.A. de C.V., SOFOM, E.R., Grupo Financiero Santander México	Director*
Mr Matías Rodríguez Inciarte	Financiera El Corte Inglés E.F.C., S.A.	Director*

\* Non executive.

For the purpose of this table, the concept of Group under article 5 of the Securities Market Act is used.



**C.1.12 List any company board members who likewise sit on the boards of directors of other non-group companies that are listed on official securities markets, insofar as these have been disclosed to the company.**

Details of the positions held by the Bank's directors at year-end 2016 are as follows.

Name or corporate name of director	Name of listed company	Position
Ms Ana Botín-Sanz de Sautuola y O'Shea	The Coca-Cola Company	Non-executive director
Mr Bruce Carnegie-Brown	Moneysupermarket.com Group Plc	Non-executive chairman
	Jardine Lloyd Thompson Group Plc	Non-executive director
Mr Rodrigo Echenique Gordillo	Industria de Diseño Textil, S.A. (Inditex)	Non-executive director
	Merlin Properties, SOCIMI, S.A.	Non-executive chairman
Mr Matías Rodríguez Inciarte	Financiera Ponferrada, S.A., SICAV (FIPONSA)	Non-executive director
Mr Guillermo de la Dehesa Romero	Amadeus IT Holding, S.A.	Non-executive vice chairman
Ms Homaira Akbari	Veolia Environnement, S.A.	Non-executive director
	Landstar System, Inc.	Non-executive director
	Gemalto N.V.	Non-executive director
Ms Sol Daurella Comadrán	Coca-Cola European Partners Plc	Non-executive chairman
Mr Carlos Fernández González	Inmobiliaria Colonial, S.A.	Non-executive director
	AmRest Holdings SE	Supervision committee member
Ms Belén Romana García	Aviva Plc.	Non-executive director
Ms Isabel Tocino Biscarolasaga	ENCE Energía y Celulosa, S.A.	Non-executive director
	Enagás, S.A.	Non-executive director
	Naturhouse Health, S.A.	Non-executive director
Mr Juan Miguel Villar Mir	Abertis Infraestructuras, S.A.	Representative of Grupo Villar Mir S.A.U. (proprietary vice chairman)*

\* Resigned as director with effect from 31 January 2017.

**C.1.13 Indicate and, where appropriate, explain whether board regulations establish rules on the maximum number of company boards on which its directors may sit:**

Yes ☒ No ☐

**Explanation of rules**

The maximum number of boards to which directors may belong, as stipulated in article 30 of the Rules and Regulations of the Board of Directors, shall be governed by the provisions of article 26 of Act 10/2014, of 26 July, on the ordering, supervision and solvency of credit institutions. This statutory provision is developed by Articles 29 and subsequent of Royal Decree 84/2015 of 13 February and by Rules 30 and subsequent of Bank of Spain Circular 2/2016 of 2 February.

Thus, Bank directors will not be allowed to occupy, at the same time, more than: (a) one executive position and two non-executive positions, or (b) four non-executive positions. For such purposes, executive and non-executive positions held within the same group will be counted as a single position, while positions held at non-profit organisations or charitable organisations will not be included. The Bank of Spain may authorise a director to hold an additional non-executive position, if it considers that this will not interfere with the performance of its activities in the Bank.

**C.1.15 List the total remuneration paid to the board of directors in the year:**

Board remuneration (thousands of euros) <sup>1</sup>	29,759
Amount of accumulated pension rights of current directors (thousands of euros)	120,787
Amount of accumulated pension rights of former directors (thousands of euros)	96,869

1. They do not include EUR 4,770 thousand relating to the contribution to the savings scheme during the year. The assessment of the maximum number of shares corresponding with the second third of the 2014 ILP to deliver in 2017 is not included. The maximum number of shares that may be delivered to the executive directors participating in the plan who have provided their services at some point during 2016 amounts to 80,125.

### C.1.16 List any members of senior management who are not executive directors and indicate total remuneration paid to them during the year.

Position(s)*	Name or corporate name
Strategic Alliances in Asset Management and Insurance	Mr Juan Manuel San Román López
Internal Audit (Group Chief Audit Executive)	Mr Juan Guitard Marín
Retail and commercial banking	Mr Ángel Rivera Congosto
Retail and commercial banking Santander UK	Mr Javier San Félix García
Global Corporate Banking	Mr Jacques Ripoll
Communication, corporate marketing and research	Mr Juan Manuel Cendoya Méndez de Vigo
Costs	Mr Javier Maldonado Trinchant
Compliance (Group Chief Compliance Officer)	Ms Mónica López-Monís Gallego
Corporate Development	Mr José Luis de Mora Gil-Gallardo
Spain	Mr Rami Aboukhair Hurtado
Consumer Finance	Ms Magda Salarich Fernández de Valderrama
Financial management (Group Chief Financial Officer)	Mr José García Cantera
Innovation	Mr J. Peter Jackson
Financial accounting and control (Group Chief Accounting Officer)	Mr José Francisco Doncel Razola
Chairman's office and strategy	Mr Víctor Matarranz Sanz de Madrid
Risk (Group Chief Risk Officer)	Mr José María Nus Badía
General Secretariat and Human Resources	Mr Jaime Pérez Renovaes
Technology and Operations	Mr Andreu Plaza López
<b>Total remuneration received by senior management (thousands of euros)**</b>	<b>53,296</b>

\* Senior executive vice presidents that ceased to hold senior management positions during the year: Mr César Ortega Gómez on 1 January 2016, Mr José María Fuster van Bendegem on 31 March 2016, and Mr José Antonio Villasante Cerro on 30 September 2016.

After 31 December 2016, it was announced: the integration of the retail and commercial banking and Innovation divisions into a new one named Santander Digital which will be lead temporarily by Mr Victor Matarranz Sanz de Madrid until the new responsible appointment; Mr Peter Jackson Group's leave; and the appointment of Mr Ángel Rivera Congosto as senior executive vice presidents of Santander Mexico retail and commercial banking.

\*\* Excluding contributions to pensions and supplementary widowers, orphans and permanent disability allowances made in 2016 by the Bank senior executive vice presidents (EUR 12.9 million). The assessment of the maximum number of shares of the second third corresponding with the 2014 ILP to deliver during 2017 is not included. The maximum number of shares that may be delivered to the indicated participating managers who have provided their services sometime during 2016 amount to 151.668.

### C.1.17 List, if applicable, the identity of those directors who are likewise members of the boards of directors of companies that own significant holdings and/or group companies.

Name or corporate name of director	Name or corporate name of related-party significant shareholder	Position
------------------------------------	-----------------------------------------------------------------	----------

Not applicable.

List, if appropriate, any relevant relationships, other than those included under the previous heading, that link members of the board of directors with significant shareholders and/or their group companies.

Name or corporate name of director	Name or corporate name of associated significant shareholder <sup>1</sup>	Relationship
Mr Javier Botín-Sanz de Sautuola y O'Shea	Fundación Botín, Cronje, S.L., Puente de San Miguel, S.L.U., Nueva Azil, S.L., Agropecuaria El Castaño S.L.U., Bright Sky 2012, S.L., Ms Ana Botín-Sanz de Sautuola y O'Shea, Mr Emilio Botín-Sanz de Sautuola y O'Shea, Ms Carmen Botín-Sanz de Sautuola y O'Shea, Ms Paloma Botín-Sanz de Sautuola y O'Shea, Mr Jorge Botín-Sanz de Sautuola Ríos, Mr Francisco Javier Botín-Sanz de Sautuola Ríos, Ms Marta Botín-Sanz de Sautuola Ríos and his own interest.	Representation on the board of directors by the persons listed in the previous column.

1. As indicated in section A.2 above, there are no significant shareholders.

### C.1.18 Indicate whether any changes have been made to the board regulations during the year:

Yes ☒ No ☐

At a meeting held on 26 January 2016, the board of directors adopted a resolution to amend Article 17 quinquies, section 3, of the Rules and Regulations of the Board of Directors so as to extend duties relating to the new digital environment that will be developed by the banking business as part of those falling to the innovation and technology committee. This amendment to Rules and Regulations of the Board of Directors was filed with the Cantabria Mercantile Registry on 4 February 2016.

At a meeting held on 28 June 2016 the board of directors adopted a resolution to make certain amendments to the Rules and Regulations of the Board of Directors in line with the changes in the By-laws approved by the General shareholders' meeting, adapting them to the LSC and the recommendations of the Code of Good Governance. The amendments introduced to the Rules and Regulations of the Board of Directors pursue, among other things, the following goals:

- Adjusting the competences of the Board, the remuneration committee and the Risk supervision, regulation and compliance committee, taking into account the new Remuneration Guide of the European Banking Authority, which is in force from 1 January 2017.
- Include the recommendation of the Code of Good Governance for listed companies relating to independent directors representing

at least 50% of the board in the Rules and Regulations of the Board of Directors, although the Bank already complied with that recommendation.

- Adapt the audit committee regulations to Article 529 quaterdecies to the LSC, as worded by Law 22/2015 of 20 July, on the auditing of accounts (in line with the amendments made to the By-laws).
- Expressly stipulate that the chairman of the board reports the most relevant corporate governance matters relating to the Bank at the General shareholders' meeting, in line with the recommendations of the Code of Good Governance for listed companies.
- Adjust the items relating to the calling and sending of documentation regarding board and committee meetings to Bank practices.
- Provide greater flexibility to the composition of board committees, expanding the maximum number of members on each committee to 9 (in line with the amendments made to the By-laws).
- Introduce some technical improvements and better wording for certain items, including, among others:

(a) the regulation of the authority of the board and its committees to obtain expert assistance, and generally requiring to verify by the committees that there are no conflicts of interest that could harm the independence of the advisory services when it is required; and

(b) the regulation of directors' obligations deriving from their loyalty duty, adjusting the obligation to report shareholdings in companies that compete in an effective way with the Bank to meet current legislation.

The aforementioned amendments to the Rules and Regulations of the Board of Directors were formally adopted in a public document executed on 1 July 2016 and filed with the Mercantile Registry on 11 July 2016.

### **C.1.19 Indicate the procedures for appointing, re-electing, evaluating and removing directors. List the competent bodies, procedures and criteria used for each of these procedures.**

The most significant regulations governing the procedures, criteria and competent bodies for the selection, appointment, re-election, assessment and removing of directors are contained in various provisions of the LSC (articles 211 to 215, 221 to 224, 243, 244, and 529.decies to 529.duodecies), the Regulations of the Mercantile Registry (143 to 148), the Bank's By-laws (articles 20.2.(i), 41, 42, 55 and 56) and the Rules and Regulations of the Board of Directors (articles 6, 7, 17 and 21 to 25). All regulations applicable to credit institutions also apply, especially Act 10/2014, of 26 June, on the organization, supervision and solvency of credit institutions, and Royal Decree 84/2015, of 13 February, which develops this last rule.

The Company has an internal policy for the selection and succession of directors, which stipulates:

- The criteria concerning the quantitative and qualitative composition of the board of directors and its committees.
- The process for reviewing the quantitative and qualitative composition of the board and its committees.
- The process for identifying potential candidates.

- The selection and appointments process.

Following is a description of the most relevant features of the framework resulting from the aforementioned provisions:

- Number of directors.

The By-laws (article 41.1) state that the maximum number of directors is 22 and the minimum 14, with the specific number being determined at the annual general shareholders' meeting. At year-end 2016, the Bank's board of directors was composed of 15 directors, a number the institution considers suitable for ensuring proper representation and effective operation of the board.

Article 42.1 of the By-laws stipulates that the general shareholders' meeting shall endeavour to ensure that the board of directors is made up such that external or non-executive directors represent a large majority over executive directors, and that a reasonable number of the former are independent directors (at least 50% as stipulated by Article 6.1 of the Rules and Regulations of the Board of Directors).

- Power to appoint directors.

The appointment and re-election of directors belongs to the general shareholders meeting and is regulated by articles 41.2 of the By-laws and 21.1 of the Rules and Regulations of the Board of Directors.

Article 41.2 of the By-laws states that: *"it falls upon the shareholders at a general shareholders' meeting to set the number of members of the board within the aforementioned range. Such number may be set indirectly by the resolutions adopted by the shareholders at a general shareholders' meeting whereby directors are appointed or their appointment is revoked."*

Article 21.1 of the Rules and Regulations of the Board of Directors states that, *"the directors shall be designated, re-elected or ratified by the shareholders at the general shareholders' meeting or by the board of directors, as applicable, pursuant to the provisions of the LSC, the By-laws, the director selection policy and the succession plan approved by the board."*

In the event that directors vacate their office during the term for which they were appointed, the board of directors may provisionally designate another director until the shareholders, at the earliest subsequent general shareholders' meeting, either confirm or revoke this appointment.

- Appointment requisites and restrictions.

In accordance with article 21.4 of the Rules and Regulations of the Board of Directors, all persons designated as directors shall meet the requirements set forth by law and the By-laws, and shall formally undertake, upon taking office, to fulfil the obligations and duties prescribed therein and in the Rules and Regulations of the Board of Directors. The provisions of Royal Decree 84/2015 of 13 February are applicable in this respect. This legislation enables Law 10/2014 of 26 June, on the organization, supervision and solvency of credit institutions and relates to the honour requirements that must be met by directors.

It is not necessary to be a shareholder in order to be appointed a director. The following persons may not hold directorships: minors who are not emancipated, legally disabled persons, persons considered incapacitated in accordance with the Bankruptcy Law during the period of incapacitation by firm ruling for crimes against



liberty, property the social and economic order, collective security or the administration of justice, and crimes of deception, as well as those whose positions would entail a bar on holding the directorship. Other persons ineligible for directorships are government employees who discharge functions relating to the business activities inherent to the companies in question, judges or magistrates, or other persons subject to legal conflict of interest.

Directors must be persons of renowned commercial and professional integrity, competence and solvency, and must have the knowledge and experience needed to exercise these functions and be in a position to ensure the good governance of the entity. Nominees for the position of director will also be selected on the basis of their professional contribution to the board as a whole, and particular importance will be attached, where appropriate, to the size of their shareholdings in the Bank's capital.

If a director is a body corporate, the natural person representative thereof is subject to compliance with the same requirements as established for natural person directors.

The effectiveness of the appointment will be subject to the relevant regulatory authorizations once suitability has been determined.

#### - Proportional system.

Holders of shares representing an amount of share capital equal to or greater than that which results from dividing the total share capital by the number of board members, or who pool shares to achieve such a proportion, will carry entitlement to designate, on the legally-stipulated terms, a proportionate number of directors, disregarding fractions.

#### - Term of office

The term of office of a director, as regulated by article 55 of the By-laws, is three years, although directors can be re-elected. Directors who have been designated by interim appointment (co-option) to fill vacancies may be ratified in their position at the first general shareholders' meeting that is held following such designation, in which case they shall vacate office on the date on which their predecessor would have vacated office. Article 55 also provides for the annual renewal of one-third of the board.

#### - Withdrawal or removal of directors

The withdrawal or removal of directors is regulated by articles 56 of the By-laws and 23 of the Rules and Regulations of the Board of Directors. Directors shall cease to hold office when the term for which they were appointed elapses, unless they are re-elected, when the general shareholders' meeting so resolves, or when they resign or place their office at the disposal of the board.

Directors must place their office at the disposal of the board and tender the related notice of resignation if the board, after receiving the report of the appointments committee, should deem this appropriate, in those cases in which the directors might have an adverse effect on the functioning of the board or on the Bank's credibility and reputation and, in particular, when they are subject to any incompatibility or prohibition provided for by law that would bar them from holding office. In the event of the emergence of any blemishes in terms of their honour, knowledge or adequate experience or capacity to exercise good governance, temporary suspension or definitive removal of the director may be decided by the European Central Bank in accordance with the

procedure envisaged in Act 10/2014, of 26 June, on the organization, supervision and solvency of credit institutions.

Furthermore, the directors must, at their earliest convenience, notify the board of any circumstances that might jeopardise the Bank's credibility and reputation and, in particular, of any criminal lawsuits in which they are involved as under investigations or prosecuted.

Lastly, the Rules and Regulations of the Board of Directors specifically provide that non-executive proprietary directors must tender their resignations when the shareholder they represent disposes of, or significantly reduces, its ownership interest.

#### - Procedure.

The proposals for appointment, re-election and ratification of directors, regardless of their category, that the board of directors submits to the shareholders for consideration at the general shareholders' meeting, as well as the decisions adopted by the board regarding appointments by co-option must be preceded by the corresponding report and proposal of the appointments committee.

If the board disregards the proposal made by said committee, it must give the reasons for its decision and place these reasons on record.

Pursuant to article 25 of the Rules and Regulations of the Board of Directors, those directors affected by proposals for appointment or re-election to or withdrawal from office shall abstain from attending and participating in the debate and voting of the board of directors or of the committees thereof that deal with such matters.

In addition to company procedures, the effective appointment of a new director is subject to verification of their suitability by the European Central Bank.

#### - Criteria applied by the board of directors and the appointments committee.

Considering the set of applicable regulations, the recommendations resulting from Spanish reports on corporate governance and the present situation of the Bank and its Group, the appointments committee and the board of directors have been applying the following criteria to the processes for the appointment, ratification and re-election of directors and to the preparation of proposals for that purpose:

- a. First, attention is given to limitations resulting from legal prohibitions and incompatibilities, and from positive requirements (experience, solvency, etc.) applicable to bank directors in Spain and the eurozone.
- b. Having complied with these restrictions, a balanced composition of the board of directors is sought, taking into account the content of articles 41 and 42 of the By-laws and articles 6 and 7 of the Rules and Regulations of the Board of Directors, to this end:
  - (i) A broad majority of external or non-executive directors is sought, but leaving room for an adequate number of executive directors. At year-end 2016, 4 of the 15 directors were executive directors.
  - (ii) A majority participation of independent directors is sought among the external directors (at year-end 2016, 8 out of 11 external directors), but at the same time, a board of directors representing mostly in the Board of the Company's capital is





sought, (at 31 December 2016, the board directly or indirectly held 0.669% of the Company's share capital; with one of directors being a proprietary director representing of 1.034% of the share capital, as explained in section C.1.3.)

Article 21.2 of the Rules and Regulations of the Board of Directors establishes that it is the responsibility of the appointments committee to prepare a reasoned report on and proposal for such appointments, re-elections or ratifications of directors, regardless of their classification. In the event of re-election or ratification, such proposal made by the committee shall contain an assessment of work performed and actual dedication to the position during the last period of time in which the proposed director held office. In addition, such proposals from the appointments committee must in all cases be accompanied by a duly substantiated report prepared by the board containing an assessment of the qualifications, experience and merits of the proposed candidate. If the board disregards the proposal made by the appointments committee, it must give the reasons for its decision and place these reasons on record in the minutes.

In all cases, and in accordance with the By-laws (article 42.1) and the Rules and Regulations of the Board of Directors (article 6.1), the board of directors shall endeavour to ensure that the external or non-executive directors represent a wide majority over the executive directors and that the former include a majority number of independent directors. This is currently the case, with external directors representing 73.33% and independent directors 53.33% of the board at 31 December 2016.

- (iii) Special importance is also given to the experience of board members in different public and private professional arenas (in particular, considering the skills map that is updated at the time of each appointment) and in the various geographical areas in which the Group carries out its activities, such that the individual and collective abilities of the directors favours diversity of gender, experiences and expertise, and that the selection process is free from any implied bias entailing any kind of discrimination and which facilitates the selection of female directors.

All according with the aforementioned internal selection and succession policy of directors referred at the beginning of this section.

**C. Together with the aforementioned general criteria, an assessment of the director's work and effective dedication during the director's term in office is specifically taken into account in the re-election or ratification thereof.**

**C.1.20 Explain to what extent this annual evaluation of the board has prompted significant changes in its internal organisation and the procedures applicable to its activities:**

Specific measures or practices adopted in 2016 as a result of the board's assessment in 2015 included the following:

- Board meetings to be held yearly to analyse matters of strategic interest to the Group.
- Information to be sent to board members on all opinions and reports issued by financial analysts and institutional investors in relation to the Bank.

- Board composition to be adjusted by incorporating new independent directors with a more international profile, while strengthening diversity and increasing board expertise in digital strategy.

- More preparatory meetings to be held in the lead-up to actual board members so as to improve relations between board members and encourage interaction between board members and company executives.

- Board to become involved in managing talent by setting up talent committees tasked with assessment processes and succession plans and reporting to the appointments committee and the board.

**C.1.20.bis Describe the assessment process undertaken by the board of directors and the areas evaluated, with the aid of an external facilitator, with respect to the composition, duties and powers of its committees, the performance of the chairman of the board of directors and the company's chief executive officer and the performance and contribution of individual directors.**

Article 19.7 of the Rules and Regulations of the Board stipulates that the operation of the board and of the committees thereof, the quality of its work, and the individual performance of its members, including the chairman and the managing director or directors, shall be evaluated once a year. Such evaluation shall be carried out, at least every three years, with the assistance of an external independent consultant, whose independence shall be assessed by the appointments committee (the last assessment was in 2015).

In accordance with article 17.4.(j) of the Rules and Regulations of the Board, the appointments committee, at the meeting held on 18 November 2016, agreed to initiate and internally perform the board assessment process in 2016.

The assessment is based on the information collected from board members via a questionnaire, as part of a confidential and anonymous process led by the executive chairman and the chairman of the appointments committee, that also included personal interviews between the directors and the chairman of the appointments committee. All non-executive directors were involved in the process of assessing the lead director. In turn, the lead director oversaw the process of assessing the chairman.

The assessment process focused on the following aspects:

- In relation to the board as a whole: structure; organisation and functioning; internal culture and arrangements (planning of meetings, director support and training); knowledge and diversity; and performance of the supervisory function. The process also addressed a number of other issues relating to strategy, such as where their priorities should lie and what their challenges should be for 2017, plus other matters of interest.
- In relation to commissions: composition; functioning; board support and reporting; committee content; and their main challenges and priorities for 2017.
- In relation to the lead director: performance of his or her functions; leadership; relations with institutional investors; dedication; and performance of the role done by him.

The conclusions of this evaluation was presented to the board and the committees, if applicable, of audit, appointments and remunerations, risk, regulation and compliance risks and action plan

were approved to implement the improvements measures and the identified challenges.

For more information on this section, see the Group's annual report and the annual report of the appointment committee which will be published on the corporate website ([www.santander.com](http://www.santander.com)).

**C.1.20.<sup>ter</sup> Breakdown, if relevant, the business relationships that the advisor or other of its group companies maintain with the company or other group companies.**

Not applicable.

**C.1.21 Indicate the cases in which directors must resign.**

Without prejudice to the provisions of Royal Decree 84/2015, of 13 February, which implemented Law 10/2014, of 26 June on the organization, supervision and solvency of credit institutions, regarding the honour requirements for directors and the consequences of the loss of such honour, the By-laws (article 56.2) and the Rules and regulations of the board of directors (article 23.2) establish that directors shall tender their resignation to the board of directors and formally resign from their position if the board, upon the prior report of the appointments committee, deems it appropriate, in those cases that might adversely affect the operation of the board or the credit and reputation of the Bank and, particularly, when they are prevented by any legal prohibition against or incompatibility with holding such office.

As such, the Rules and Regulations of the Board of Directors (article 23.3) stipulates that proprietary directors must submit their resignations, in the corresponding numbers, when the shareholder that they represent parts with its shareholdings or reduces them in a significant manner.

**C.1.23 Are qualified majorities, other than those prescribed by law, required for any type of decisions?:**

Yes ☐ No ☒

If applicable, describe the differences.

Not applicable.

**C.1.24 Indicate whether there are any specific requirements, apart from those relating to the directors, to be appointed chairman.**

Yes ☐ No ☒

**C.1.25 Indicate whether the chairman has the casting vote.**

Yes ☒ No ☐

**● Matters where the chairman has the casting vote**

According to Article 47.5 of the By-laws and Article 20.6 of the Rules and regulations of the board of directors, the chairman has the casting vote to settle tied votes.

**C.1.26 Indicate whether the By-laws or the board regulations set any age limit for directors.**

Yes ☐ No ☒

Age limit for the chairman	-
Age limit for the Chief Executive Officer	-
Age limit for directors	-

**C.1.27 Indicate whether the By-laws or the board regulations set a limited term of office for independent directors different to the one included in the Standard.**

Yes ☐ No ☒

Maximum number of years in office	There are none
-----------------------------------	----------------

Article 529.duodecies.4.i) of the Spanish LSC establishes that a director continuously in a post for over 12 years can no longer be considered independent.

The board of directors attaches great value to the experience of its directors, for which reason it does not deem it advisable to limit the terms of office of non-executive independent directors other than by this legal requirement. This decision must be left in each case to the shareholders at the general shareholders' meeting.

The appointment committee verifies annually the nature of the independent directors, in order to confirm or review such independence at the general meeting.

At year-end 2016, the average length of service by external independent directors was 3.35 years.



**C.1.28 Indicate whether the By-laws or board regulations stipulate specific rules on appointing a proxy to the board, the procedures thereof and, in particular, the maximum number of proxy appointments a director may hold. Also indicate whether there are any restrictions as to what categories may be appointed as a proxy other than those stipulated by law. If so, give brief details.**

Articles 47.1 and 2 of the By-laws stipulate the following:

- "1. Meetings of the board shall be validly held when more than one-half of its members are present in person or by proxy.*
- 2. The directors must attend the meetings held in person. However, if they cannot attend they may grant a proxy to another director, for each meeting and in writing, in order that the latter shall represent them at the meeting for all purposes. The non-executive directors may only grant a proxy to another Non-Executive director.*

Furthermore, article 20.1 and 2 of the Rules and Regulations of the Board of Directors states that:

- "1. Meetings of the board shall be validly held when more than one-half of its members are present in person or by proxy. The directors shall endeavour to ensure that absences are reduced to cases of absolute necessity.*
- 2. When directors cannot attend personally, they may grant a proxy to another director, for each meeting and in writing, in order that the latter shall represent them at the meeting for all purposes. A director may hold more than one proxy. Non-Executive directors may only grant a proxy to another Non-Executive director. The proxy shall be granted with instructions."*

Likewise, and with regard to delegating votes of committee members, in accordance with Articles 14.6, 16.8, 17.9, 17 bis 9, 17 ter.6, 17 quater.6 and 17 quinquies.6 of the Rules and Regulations of the Board of Directors, which concern the delegation of votes by the members of committees, the members of the executive, audit, appointments, remuneration, risk supervision, regulation and compliance, international and innovation and technology committees, respectively, may give a proxy to another member, taking into account that non-executive directors may only give such proxies to another non-executive director. In the case of the audit committee, no member may assume more than two proxies, in addition to their own vote.

**C.1.29 Indicate the number of board meetings held during the year, and how many times the board has met without the chairman's attendance. Attendance will also include proxies appointed with specific instructions.**

Number of board meetings	13
Number of board meetings held without the chairman's attendance	0

If the chairman is an executive director, indicate the number of meetings held without the attendance or representation of any executive director and under the chairmanship of the lead director.

Number of meetings	0
--------------------	---

Indicate the number of meetings of the various board committees held during the year.

Number of meetings of the executive committee	52
Number of meetings of the audit committee	10
Number of meetings of the appointments committee	10
Number of meetings of the remuneration committee	9
Number of meetings of the risk supervision, regulation and compliance committee	12
Number of meetings by the innovation and technology committee	3

**C.1.30 Indicate the number of board meetings held during the year with all members in attendance. Attendance will also include proxies appointed with specific instructions.**

Number of meetings with all members present	8
% of attendances of the total votes cast during the year	95.92%

The percentage shown in the second box (95.92%) was calculated by dividing the number of attendances, including proxies with specific instructions, by the maximum possible number of attendances if every director had attended all board meetings.

**Committees**

Directors	Decision-making		Advisory				Reporting	
	Board	Executive	Audit	Appointments	Remuneration	Risk supervision, regulation and compliance	Innovation and technology	Internacional <sup>a</sup>
Average attendance:	95,92%	94,71%	91,49%	93,10%	100,00%	89,16%	100,00%	-
Individual attendance								
Ana Botín-Sanz de Sautuola y O'Shea	13/13	50/52					3/3	
Mr José Antonio Álvarez Álvarez	13/13	51/52					3/3	
Mr Bruce Carnegie-Brown	13/13	39/52		10/10	9/9	12/12	3/3	
Mr Rodrigo Echenique Gordillo	13/13	50/52					3/3	
Mr Matías Rodríguez Inciarte	13/13	52/52					3/3	
Mr Guillermo de la Dehesa Romero	13/13	50/52		10/10	9/9	12/12	3/3	
Ms Homaira Akbari <sup>1</sup>	4/4						0/0	
Mr Ignacio Benjumea Cabeza de Vaca	13/13	52/52		10/10	9/9	12/12	3/3	
Javier Botín-Sanz de Sautuola y O'Shea	11/13							
Ms Sol Daurella Comadrán	11/13			10/10	9/9			
Mr Carlos Fernández González	12/13		8/10	6/10		7/12		
Ms Esther Giménez-Salinas i Colomer	13/13						3/3	
Ms Belén Romana García	13/13		10/10			2/2		
Ms Isabel Tocino Biscarolasaga	13/13	50/52	10/10		9/9	11/12		
Mr Juan Miguel Villar Mir	10/13		8/10			9/12		
Mr Ángel Jado Becerro de Bengoa <sup>2</sup>	10/10		7/7	8/8	7/7	9/9		

a. No meetings held in 2016.

1. Director since 27 September 2016.

2. Resigned as director on 27 September 2016.



On average, each of the directors has dedicated approximately 104 hours to board meetings. In addition, those who are members of the executive committee have dedicated approximately 260 hours; members of the audit committee, 100 hours; appointments committee, 40 hours; members of the remuneration committee 36 hours; and members of the risk supervision, regulation and compliance committee 120 hours; and innovation and technology committee, 12 hours.

In accordance with the Rules and Regulations of the Board of Directors, any director may attend meetings of board committees of which the director is not a member, with the right to participate but not to vote, at the invitation of the chairman of the board and of the respective committee, and by prior request to the chairman of the board. In addition, all members of the board who are not also members of the executive committee may attend the meetings of the latter at least twice a year, for which purpose they shall be called by the chairman.

In 2016, there was regular attendance at executive committee meetings by directors who were not members thereof. During the year the directors that do not pertain to an executive committee attended an average of 10.9 meetings, of the total of 52 meetings held in 2016.

#### **C.1.31 Indicate whether the consolidated and individual financial statements submitted for authorisation for issue by the board are certified previously.**

Yes ☒ No ☐

Identify, where applicable, the person(s) who certified the company's individual and consolidated financial statements prior to their authorisation for issue by the board:

Name	Position
Mr José Francisco Doncel Razola	Group Chief Accounting Officer

#### **C.1.32 Explain the mechanisms, if any, established by the board of directors to prevent the individual and consolidated financial statements it prepares from being laid before the general shareholders' meeting with a qualified audit report.**

The mechanisms adopted for such purpose (contemplated in Article 62.3 of the By-laws and Articles 16.1, 2, 3 and 4 b), c), d), e), f), g), h), and i) and 35.5 of the Rules and Regulations of the Board of Directors) can be summarised as follows:

- Strict processes for gathering the data necessary for the financial statements and for the preparation thereof by the services of the Bank and the Group, all in accordance with legal requirements and generally accepted accounting principles.
- Review by the audit committee of the financial statements prepared by the services of the Bank and of the Group. The audit committee is a body specialised in this area and comprises solely non-executive directors. This committee serves as the normal channel of communication between the board and the external auditor.

In reference to the financial statements and management report for 2016, which will be submitted at the 2017 annual general meeting, the audit committee, at its meeting held on 15 February 2017, following its review, issued a favourable report on their content prior to their authorisation for issue by the board, which occurred at the meeting held on 21 February 2017 following certification by the chief accounting officer of the Group.

In meetings held on 20 April, 20 July and 20 October 2016 and on 18 January 2017, the audit committee reported favourably on the financial statements at 31 March, 30 June, 30 September and 31 December 2016, respectively. These reports were issued prior to approval of the corresponding financial statements by the board and disclosure to the markets and regulators.

The financial statements for the Group expressly note that the audit committee has ensured that the 2016 interim financial information is prepared in accordance with the same principles and practices applied to the financial statements.

The audit committee has reported favourably on the condensed interim consolidated financial statements for the first half of 2016. These were prepared in accordance with prevailing international accounting principles and rules (specifically IAS 34 Interim Financial Reporting, as adopted by the European Union) and in accordance with article 12 of Royal Decree 1362/2007.

Regular meetings were held with the external auditor, both by the board of directors - to which the external auditor reported two times in 2016 - and by the audit committee. In 2016, the external auditor attended all ten meetings held by that committee, providing sufficient time to detect any possible discrepancies with respect to the accounting criteria employed.

In the event of a dispute, if the board believes that its opinion must prevail, it shall provide a public explanation, through the chairman of the audit committee, of the content and scope of the discrepancy, and shall also endeavour to ensure that the auditor likewise discloses its considerations in this regard.

No reservations or qualifications have been made to the individual financial statements of the Bank or to the consolidated financial statements of the Group over the last three fiscal years.

#### **C.1.33 Is the secretary of the board also a director?**

Yes ☐ No ☒

The person acting as the general secretary and the secretary of the board does not need to be a director.

#### **C.1.35 Indicate and explain, where applicable, the specific mechanisms implemented by the company to preserve the independence of the auditor, financial analysts, investment banks and rating agencies.**

##### **a. External auditors**

PricewaterhouseCoopers Auditores, S.L. (PwC) audited Santander Group's individual and consolidated financial statements in 2016.

In accordance with article 529. quaterdecies of the Spanish LSC and articles 16.4.c) and 35 of the Rules and Regulations of the Board of Directors, relations with the external auditor are channelled

thorough the audit committee, which is responsible for ensuring the independence of the external auditor.

In this regard, Article 35 of the Rules and Regulations of the Board states that:

1. *All relations of the board of directors with the Company's external auditor shall be channelled through the audit committee.*

*Notwithstanding the foregoing, the external auditor shall attend the meetings of the board of directors twice a year in order to submit its report and permit all the directors to have access to as much information as possible regarding the content and conclusions of the auditor's reports relating to the Company and the Group. For such purposes, one of these meetings shall be held in order for the external auditor to report on the work carried out and on the changes in the Company's accounting situation and risks.*

2. *The board of directors shall not hire audit firms in which the fees intended to be paid to them, for any and all services, exceed the limits set forth at any time by applicable law.*
3. *No services shall be contracted with the audit firm, other than audit services proper, which might risk the independence of such firm.*
4. *The board of directors shall make public the overall amount of fees paid by the Company to the audit firm for services other than auditing.*
5. *The board of directors shall use its best efforts to prepare the accounts such that there is no room for qualifications by the auditor. However, if the board believes that its opinion must prevail, it shall provide a public explanation, through the chairman of the audit committee, of the content and scope of the discrepancy, and shall also endeavour to ensure that the auditor likewise discloses its considerations in this regard.*

In accordance with the aforementioned Article 35 of the Rules and Regulations of the Board of Directors, non-audit services will be carried out by the audit firm that could endanger its independence, and the board of directors must publicly report the overall fees paid by the Bank to the audit firm for services other than audit.

In order to properly exercise its decision-making powers in connection with commissioning the external auditor to provide non-audit services, at the meeting held on 28 June 2016 the board of directors approved, at the proposal of the audit committee, the Policy for endorsing the non-audit services provided by the external auditor which, in line with the latest national and international practices, regulates the procedure for endorsing said services provided by the Group's external auditor, as well as the system for capping fees. The audit committee must endorse any decision to arrange non-audit services insofar as not prohibited by applicable regulations, having first properly assessed any threats to the auditor's independence and the safeguard measures applied in accordance with said regulations.

The fees received in 2016 by auditors for services provided to the various Group companies were as follows (figures from Pricewaterhousecoopers Auditores, S.L. (PwC) for 2016 and Deloitte, in 2015 and 2014):

Millions of euros

	2016	2015	2014
Audit fees	58.3	49.6	44.2
Audit-related fees	18.0	46.9	31.1
Tax fees	0.9	9.1	6.6
All other fees	3.6	12.6	8.0
<b>Total</b>	<b>80.8</b>	<b>118.2</b>	<b>89.9</b>

The 'Audit fees' heading includes auditing fees for:

- The individual and consolidated annual accounts, as the case may be, of Banco Santander, S.A., and, in his case the companies forming part of the Group.
- The integrated audit carried out for the filing with the *Securities and Exchange Commission* (SEC) of the United States for the financial statements in Form 20-F for those entities currently required to do so.
- The internal control audit for those required Group entities.
- The audit of the consolidated financial statements as of June 30 and limited quarterly consolidated revisions for the Brazilian regulator as of March 31, June 30 and September 30 and the regulatory reports required by the auditor corresponding to the different locations of the Santander Group.

The main concepts included in 'Audit-related fees' correspond to aspects such as the issuance of Comfort letters, Due diligence services, or other revisions required by different regulations in relation to aspects such as, for example, securitizations or the Corporate Social Responsibility Report.

The services commissioned from the Group's auditors meet the independence requirements stipulated by the Spanish Audit Law, the US Securities and Exchange Commission (SEC) rules and the Public Accounting Oversight board (PCAOB), and they did not involve the performance of any work that is incompatible with the audit function.

Lastly, the Group commissioned services from audit firms other than PwC amounting to EUR 127.9 million in 2016 (2015: EUR 117.4 million; 2014: EUR 97.3 million to other auditing firms other than Deloitte).

The audit committee believes that there are no objective grounds for doubting the independence of the Group's external auditor. To that end for assessing the effectiveness of the external audit function, the audit committee:

1. Has reviewed all the services rendered by the auditor for the audit and related services, tax services and other services described above, finding that the services arranged with the Group's auditors comply with the independence requirements set out in the Audit Act, as well as SEC and PCAOB in the US, and the Rules and Regulations of the Board of Directors.
2. It verified the relationship between the fees received by the auditor in the period for non-audit and related services and the total amount of fees received by the auditor for all services to the Group, resulting in a ratio of 5.6%.





As a reference, in accordance with the available information on the main companies whose shares are traded in Spanish organised markets, fees that, on average, were paid to their auditors in 2016 for non-audit and related services accounted for 15% of total fees.

3. Has examined the percentage that the fees paid for all items represent compared to the total fees generated by the audit firm in 2016. The Group's total fees paid account for less than 0.3% of PwC's total revenues.

Therefore, the audit committee, at the meeting of 15 February 2017, issued a favourable report on the independence of the auditor, stating its position on matters including the performance of additional services different from the audit by the auditor.

The aforesaid report, to be issued prior to the auditor's report, will include the content required by applicable rules.

## b. Financial analysts

The Shareholder and Investor Relations department channels communication with the institutional shareholders and financial analysts that cover Santander shares.

Based on Article 31.1 of the Rules and Regulations of the Board of Directors, the board has defined and promotes a Bank policy of communication and contacts with shareholders, institutional investors and proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position.

Articles 32.1. and 32.2 of the Rules and Regulations of the Board of Directors governs the board's relationship with institutional investors and vote consultants.

Article 34 of the Rules and Regulations of the Board of Directors governs the board's relationship with markets.

## c. Investment banks and rating agencies

The Bank complies with the "Guidelines for the release of insider information to third parties" published by the National Stock Market Commission (CNMV) on 9 March 2009, which expressly indicates that financial institutions and rating agencies are recipients of that information. It also follows the "Recommendations regarding informational meetings with analysts, institutional investors and other stock market professionals" published by the National Stock Market Commission on 22 December 2005.

In particular, when the Bank is advised in a transaction by a third party and, within the context of these services, this party receives privileged information, the Bank includes the names of the people who have had access to such insider information on a list drawn up by the compliance department, and alerts these people and/or institutions to the fact that they are also subject to the same applicable legislation and must draw up their own list of insiders. Such entities will also provide a description of the internal mechanisms they use to preserve their independence.

## C.1.36 Indicate whether the company has changed its external audit firm during the year. If so, identify the incoming audit firm and the outgoing auditor:

Yes ☒ No ☐

At the proposal of the board of directors, the annual general shareholders' meeting held on 18 March 2016 approved the designation of PwC as the new external auditor of Banco Santander, S.A. and its Group for verification of the annual financial statements corresponding to the financial years 2016, 2017 and 2018. Deloitte, S.L. ended its term as the external auditor of Santander Group's individual and consolidated accounts in 2015.

## Explain any disagreements with the outgoing auditor and the reasons for the same:

Yes ☐ No ☒

## C.1.37 Indicate whether the audit firm performs non-audit work for the company and/or its group. If so, state the amount of fees paid for such work and the percentage they represent of all fees invoiced to the company and/or its group.

Yes ☒ No ☐

	Company	Group	Total
Amount of non-audit work (thousands of euros)	2,061	2,409	4,470
Amount of non-audit work as a % of the total amount billed by the audit firm	2.6%	3.0%	5.6%

## C.1.38 Indicate whether the audit report on the previous year's financial statements is qualified or includes reservations. Indicate the reasons given by the chairman of the audit committee to explain the content and scope of those reservations or qualifications.

Yes ☐ No ☒

## C.1.39 Indicate the number of consecutive years during which the current audit firm has been auditing the financial statements of the company and/or its group. Likewise, indicate for how many years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited:

	Company	Group
Number of consecutive years	1	1

	Company	Group
Number of years audited by current audit firm/No. of years the company's financial statements have been audited (%)	2.857%	2.941%



**C.1.40 Indicate and give details of any procedures through which directors may receive external advice.**Yes ☒ No ☐**Procedures**

The Rules and Regulations of the Board of Directors (article 27) expressly recognise that directors and the audit, the risk supervision, regulation and compliance, the appointments, the remuneration, the innovation and technology, and the international committees are entitled to be assisted by experts in the performance of their duties and thus are entitled to ask the board, through the general secretary, to hire external advisors legal, accounting, financial, technological, recruitment or other specialists) at the Bank's cost, to deal with specific issues of special significance or complexity arising during the performance of their duties. The board may only reject such requests with good reason. When the board or the committees consult the external auditor, they will ensure that any conflicts of interest do not harm the independence of the advisory services.

**C.1.41 Indicate whether there are procedures for directors to receive the information they need in sufficient time to prepare for meetings of the governing bodies.**Yes ☒ No ☐**Procedures**

Article 19.2 of the Rules and Regulations of the Board of Directors stipulates that the schedule of board meetings will be established annually, together with proposed informational agendas which, if modified, must be duly reported to each director. The board shall also keep a formal list of matters reserved for discussion by it and shall formulate a plan for the distribution of such matters between the ordinary meetings contemplated in the estimated calendar approved by the board (Article 19.6 of the Rules and Regulations of the Board).

Article 19.2, paragraphs 2 and 3, add that meetings must be called 15 days in advance by the board Secretary and the relevant documentation for each meeting (draft agenda, presentations, minutes to prior meetings) generally must be sent to the directors four business days in advance of the board meeting via secure electronic means.

The board committees also approve an annual schedule for meetings and the relevant documentation for each meeting (draft agenda, presentations, minutes to prior meetings) generally must be provided to the members of the respective committees 3 days in advance of the meeting (Article 16.6, 17.7, 17.bis, 7 17.ter.4 and 17.quinquies.4 of the Rules and Regulations of the Board of Directors).

The information provided to the directors prior to the meetings is prepared specifically for the purpose of preparing for these meetings and is intended for such purpose. In the opinion of the board, such information is complete and is sent sufficiently in advance.

In addition, Article 26 of the Rules and Regulations of the Board of Directors expressly vest directors with the right to request and obtain information regarding any aspect of the Bank and its subsidiaries, whether domestic or foreign, as well as the right of inspection, which allows them to examine the books, files, documents and any other records of corporate transactions, and to inspect the premises and facilities of such companies.

Directors also have the right to request and obtain, through the secretary, such information and advice as deemed necessary for the performance of their duties. (Article 19.4 of the Rules and Regulations of the Board of Directors).

Lastly, in accordance with Articles 14.7 and 26.3 of the Rules and Regulations of the Board of Directors, any director may attend and participate but not vote at meetings of board committees of which he or she is not a member, by invitation of the chairman of the board and of the chairman of the respective committee, after having requested such attendance from the chairman of the board. Furthermore, all members of the board who are not also members of the executive committee may attend the meetings of the latter at least twice a year, for which purpose they shall be called by the chairman.

**C.1.42 Indicate and, where appropriate, give details of whether the company has established rules obliging directors to inform the board of any circumstances that might harm the organisation's name or reputation, tendering their resignation as the case may be.**Yes ☒ No ☐**Explain the rules**

As part of the duty of loyalty of the directors, article 30 of the Rules and Regulations of the Board of Directors establishes the obligation of directors to report any circumstances that might harm the good name or reputation of the Bank, particularly any criminal charges.

When those circumstances arise and, in particular, when there is any case of incompatibility or legal prohibition, the affected directors must offer their resignation and formally execute that resignation if the board, after having obtained a report from the appointments committee, deems it advisable, as is stipulated by Article 56.2 of the By-laws and 23.2 of the Rules and Regulations of the Board of Directors.

**C.1.43 Indicate whether any director has notified the company that they have been indicted or tried for any of the offences stated in article 213 of the Spanish LSC:**Yes ☐ No ☒

Name of the director	Criminal proceedings	Remarks
Indicate whether the board of directors has examined this matter. If so, provide a justified explanation of the decision taken as to whether or not the director should continue to hold office or, if applicable, detail the actions taken or to be taken by the board.		

Not applicable.

Yes ☐ No ☒

Decision/action taken	Justified explanation
-----------------------	-----------------------



#### C.1.44 List the significant agreements entered into by the company which come into force, are amended or terminate in the event of a change of control of the company due to a takeover bid, and their effects.

None.

#### C.1.45 Identify, in aggregate form and provide detailed information on, agreements between the company and its officers, executives and employees that provide indemnities for the event of resignation, unfair dismissal or termination as a result of a takeover bid or other operations.

Number of beneficiaries*		19
Senior executive vice presidents	In 2013, all remaining golden parachutes were ended for senior executive vice presidents still entitled to them	
Other employees	<p>A number of employees have a right to compensation equivalent to one to two years of their basic salary in the event of their contracts being terminated by the Bank in the first two years of their contract.</p> <p>In addition, for the purposes of legal compensation, in the event of redundancy a number of employees are entitled to recognition of length of service including services provided prior to being contracted by the Bank; this would entitle them to higher compensation than they would be due based on their actual length of service with the Bank itself.</p>	

\* Data at 31 December 2016.

If Mr Rodrigo Echenique Gordillo's contract is terminated before 1 January 2018 for reasons other than his own decision, death or permanent disability or to a serious breach of his obligations, he shall be entitled to receive a severance payment amounting to twice his fixed salary.

Mr Echenique was appointed CEO on 16 January 2014. The described right is set out in the contract concluded upon his appointment as the CEO.

Indicate whether these agreements must be reported to and/or authorised by the governing bodies of the company or its group:

	Board of directors	General shareholders' meeting
Body authorising clauses	✓	
	YES	NO
Is the general shareholders' meeting informed of such clauses?	✓	

## C.2 Board committees

### C.2.1 Give details of all the board committees, their members and the proportion of executive, proprietary, independent and other external directors.

The membership of board committees described in the tables of this section corresponds to the situation at year-end 2016.

#### EXECUTIVE COMMITTEE

Name	Position	Type
Ms Ana Botín-Sanz de Sautuola y O'Shea	Chairman	Executive director
Mr José Antonio Álvarez Álvarez	Member	Executive director
Mr Bruce Carnegie-Brown	Member	Non-executive independent director
Mr Rodrigo Echenique Gordillo	Member	Executive director
Mr Matías Rodríguez Inciarte	Member	Executive director
Mr Guillermo de la Dehesa Romero	Member	Non-executive director (neither proprietary nor independent)
Mr Ignacio Benjumea Cabeza de Vaca	Member	Non-executive director (neither proprietary nor independent)
Ms Isabel Tocino Biscarolasaga	Member	Non-executive independent director
Mr Jaime Pérez Renovales	Secretary	Non-director

% of executive directors	50%
% of proprietary directors	0%
% of independent directors	25%
% of other external directors	25%

### Explain the committee's duties, describe the procedure and organisational and operational rules and summarise the main actions taken during the year.

The executive committee is regulated by articles 51 of the By-laws and 14 of the Rules and Regulations of the Board of Directors.

#### Article 51 of the By-laws:

- The executive committee shall consist of a minimum of five and a maximum of twelve directors. The chairman of the board of directors shall also be the chairman of the executive committee.
- Any permanent delegation of powers to the executive committee and all resolutions adopted for the appointment of its members shall require the favourable vote of not less than two-thirds of the members of the board of directors.
- The permanent delegation of powers by the board of directors to the executive committee shall include all of the powers of the board, except for those that may not be delegated under the law or which may not be delegated pursuant to the provisions of these By-laws or of the rules and regulations of the board.
- The executive committee shall meet as many times as it is called to meeting by its chairman or by the vice chairman replacing him.

5. *The executive committee shall report to the board of directors on the affairs discussed and the decisions made in the course of its meetings and shall make a copy of the minutes of such meetings available to the members of the board”.*

#### **Article 14 of the Rules and Regulations of the Board of Directors:**

1. *The executive committee shall consist of a minimum of five and a maximum of twelve directors. The chairman of the board of directors shall also be the chairman of the executive committee.*
2. *The board of directors shall endeavour to ensure that the size and qualitative composition of the executive committee conform to standards of efficiency and reflect the guidelines for determining the composition of the board.*
3. *Any permanent delegation of powers to the executive committee and all resolutions adopted for the appointment of its members shall require the favourable vote of not less than two-thirds of the members of the board of directors.*
4. *The permanent delegation of powers by the board of directors to the executive committee shall include all of the powers of the board, except for those that may not be delegated under the law or which may not be delegated pursuant to the provisions of the By-laws or of these rules and regulations.*
5. *The executive committee shall meet as many times as it is called to meeting by its chairman or by the vice chairman replacing him. As a general rule, the executive committee shall meet on a weekly basis, in accordance with the schedule of monthly meetings approved by the committee before the beginning of each month. The necessary documentation for each meeting (draft agenda, presentations, reports, minutes of previous meetings and other supporting documents) is provided to committee members using mechanisms set up for this purpose that ensure that the information is kept confidential, three business days prior to the meeting date, unless for reasons of urgency this period cannot be upheld, in which case the information shall be provided to members as soon as possible.*
6. *Meetings of the executive committee shall be validly held when more than one-half of its members are present in person or by proxy. The committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member, provided, however, that Non-Executive directors may only represent another Non-Executive director. The resolutions of the executive committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.*
7. *All members of the board who are not also members of the executive committee may attend the meetings of such executive committee at least twice a year, for which purpose they shall be called by the chairman.*
8. *“The executive committee, through its chairman, shall report to the board of directors on the affairs discussed and the decisions made in the course of its meetings and shall deliver a copy of the minutes of such meetings to the members of the board.”*

The permanent delegation of powers by the board of directors to the executive committee includes all of the board's powers, except for those that may not be delegated under the law or which may not be delegated pursuant to the provisions of the By-laws or which are

reserved exclusively for the board in accordance with Article 3 of the Rules and Regulations of the Board of Directors, i.e.:

- (a) *The approval of the Company's general policies and strategies, and its supervision including, without limitation:*
  - (i) Strategic or business plans, management goals and annual budget.
  - (ii) Investment and financing policy.
  - (iii) Capital and liquidity strategy.
  - (iv) Tax strategy.
  - (v) Dividend and treasury stock policy.
  - (vi) Risk management, control policy, including tax risks.
  - (vii) Policy on corporate governance and internal governance of the Company and its Group.
  - (viii) Remuneration policies for personnel of the Company and its Group.
  - (ix) Corporate social responsibility policy.
  - (x) Regulatory compliance policy, including the approval of codes of conduct, as well as the adoption and implementation of organisational and management models that include appropriate measures for oversight and control in order to prevent crimes or significantly reduce the risk of commission thereof (criminal risk prevention model).
- (b) *Approval of policies for the provision of information to and for communication with shareholders, markets and public opinion, and supervision of the process of dissemination of information and communications relating to the Company. The board assumes the duty to provide the markets with prompt, accurate and reliable information, especially in connection with the shareholding structure, any substantial amendments to the rules of governance, related party transactions of particular importance and treasury stock.*
- (c) *Approval of the financial information that the Company must make public on a periodic basis due to its status as a listed company.*
- (d) *Preparation of the financial statements and their submission to shareholders at the general shareholders' meeting.*
- (e) *Supervision and assurance of the integrity of the internal information and control systems and of the accounting and financial information systems, including operational and financial control and compliance with applicable law.*
- (f) *Preparation of any kind of report required of the board of directors by law, as long as the transaction covered by the report may not be delegated.*
- (g) *Calling the general shareholders' meeting and preparing the agenda and proposed resolutions.*
- (h) *Definition of the structure of the Group of companies of which the Company is the controlling entity.*



- (i) Oversight, control and periodic evaluation of the effectiveness of the corporate governance and internal governance system and of the regulatory compliance policies, as well as adoption of appropriate measures to remedy any deficiencies thereof.
  - (j) Approval of investments or transactions of any kind that, due to the large amount or special features thereof, are strategic in nature or entail a significant tax risk, unless such approval must be given by the shareholders at a general shareholders' meeting, pursuant to the provisions of article 20 of the By-laws.
  - (k) Approval of the remuneration to which each director is entitled, within the framework of the provisions of the By-laws and of the director remuneration policy approved by the shareholders at the general shareholders' meeting.
  - (l) Approval of the contracts governing the performance by directors of duties other than those inherent in their capacity as such and the remuneration to which they are entitled for the performance of additional duties other than the duties of supervision and collective decision-making that they discharge in their capacity as mere members of the board.
  - (m) Design and supervision of the director selection policy and of the succession plans for the directors (including those applicable to the Group executive chairman and to the chief executive officer) and for the other members of senior management, pursuant to the provisions of article 24 of the Rules and Regulations.
  - (n) Selection, appointment on an interim basis (co-option) and continued evaluation of directors.
  - (o) Selection, appointment and, if applicable, removal of the other members of senior management (senior executive vice presidents and similar officers, including key positions at the Company), as well as effective supervision thereof through oversight of the management activity and continued evaluation of such officers.
  - (p) The definition of the basic conditions of senior management contracts, as well as the approval of their generation and the essential elements of the remuneration for other executives or employees that, while not pertaining to senior management, assume risks, carry out control duties (i.e. internal audit, risk management and compliance) or receive overall remuneration that places them in the same remuneration scale as senior executives and employees that assume risks, and whose professional activities have a significant impact on the Group's risk profile (all of them making up the so-called "Identified Staff" together with senior management and the Company's board, which will be defined at any given moment in accordance with applicable regulations).
  - (q) Authorisation for the creation or acquisition of interests in special purpose entities or entities registered in countries or territories considered to be tax havens, and any other transactions or operations of a similar nature that, due to the complexity thereof, might impair the transparency of the Company and its Group.
  - (r) Approval of related-party transactions in accordance with the provisions of article 33 of the Rules and Regulations of the Board, except in cases in which such power is legally vested in the shareholders acting at a general meeting.
  - (s) Authorisation or waiver of the obligations arising from the duty of loyalty provided for in article 30 of the Rules and Regulations of the Board of Directors rules and regulations, except in cases in which such power is legally vested in the shareholders acting at a general meeting.
  - (t) Exercise of such powers as the shareholders acting at a general meeting have delegated to the board of directors, unless the shareholders have expressly authorised the board to delegate them in turn.
  - (u) Determination of its organisation and operation and, specifically, approval and amendment of the rules and regulations.
  - (v) Any specifically established by the Rules and Regulations of the Board of Directors.
- The powers set forth in paragraphs (c), (h) (only where related to transactions that do not need a report from the audit committee pursuant to article 16.4.(h) of the Rules and Regulations of the Board of Directors), (j), (q), (r) and (u) may be exercised by the executive committee whenever advisable for reasons of urgency, with a subsequent report thereof to the board for ratification at the first meeting thereafter held by it.
- During 2016 the executive committee took action relating to various areas of the Bank and the Group, particularly with respect to the risk area, and dealt with matters relating to the following, among others:
- **Chairman information:** the Group's chairman of the board of directors, who also chairs the executive committee, regularly reported on certain aspects relating to Group management.
  - **Corporate transactions:** the committee analysed and, if appropriate, approved investments and divestments by the Group.
  - **Risks:** the committee was regularly informed about the risks facing the Group and, within the framework of the risk governance model, made decisions about transactions that must be approved thereby due to their amount or relevance.
  - **Subsidiaries:** the committee received reports on the performance of the various units and, in line with current internal procedures, it authorised transactions and appointments of directors of subsidiaries.
  - **Capital:** The committee has received frequent information on the performance of capital ratios and of the measures being used to optimise them.
  - **Activities with supervisors and regulatory matters:** the committee was regularly informed of the initiatives and activities of supervisors and regulators.
  - **Earnings:** The committee has also been kept up to date on Group earnings, and their impact on investors and analysts.
  - **Other matters:** the committee was kept continuously and fully informed of the performance of the various business areas of the Group, through the management reports submitted thereto regarding the economic environment, liquidity (parent and Group), medium- and long-term wholesale funding, intra-group positions and technology, among others. It was also informed of various projects relating to the development of the Group's culture (Simple, Personal and Fair).

**Indicate whether the composition of the executive committee reflects the participation within the board of the different types of directors.**

Yes ☐ No ☒

In accordance with article 14.2 of the Rules and Regulations of the Board of Directors, *“the board of directors will ensure that the size and the qualitative composition of the executive committee meet efficiency criteria and reflect the board’s composition guidelines”*.

The executive committee is a basic instrument for the corporate government operation of both, the Bank and the Group. Given its collegiate nature, with powers delegated by the board of directors, the Executive committee considers it sufficient to use the efficiency criteria set out in article 14.2 of the Rules and Regulations of the Board of Directors and to include the executive members, not disregarding the participation from external managers and, particularly from independent members, with the aim of rationalize and make the decision making process efficient, ensuring that the composition of the committee reflects, as far as possible, the board’s guidelines.

While the composition of the Executive committee does not identically replicate the board of director’s composition, the Bank considers that it complies with the spirit of the recommendation 37 of the Code of Good Governance of the listed companies and does not consider it convenient to increase the number of members of the Executive board, solely in order to enable that the composition of the committee to be equal to the board of director’s composition, based on the categories presented, since this would slow the agility and frequency in the decision making process of the executive committee. For this reason, the board believes that the composition of the executive committee is well balanced, given that it is made up of the following at year-end 2016: 8 directors, 4 executive and 4 external or non-executive. Of the external directors, 2 are independent and 2 are neither proprietary, nor independent so the number of executive directors is not greater than the number of external directors or non-executive. In any case, the Executive committee informs punctually to the board of directors about its activity and the agreements reached in the performance of the duties delegated by the board, being this the cornerstone of the management and supervision of the Bank.

In addition, article 14.7 of the Regulation of the board of directors states that *“all members of the board that are not members of the Executive committee will be entitled to attend, at least twice a year, to the sessions of the latter and will be convened by the president for such purpose”*. In this respect, as stated in section C.1.30 above, in 2016 participation in executive committee meetings from non-executive members was scarce. In particular, non-executive members attended to an average of 10.9 meetings out of a total of 52 meetings taken place in 2016.

Lastly, according to the By-laws (articles 45.1 and 45.5) and the Rules and Regulations of the Board of Directors (articles 11.1 and 11.3), the secretary of the board must serve as the secretary of the executive committee.

## AUDIT COMMITTEE

Name	Position	Type
Ms Belén Romana García	Chairman	Non-executive independent director
Mr Carlos Fernández González	Member	Non-executive independent director
Ms Isabel Tocino Biscarolasaga	Member	Non-executive independent director
Mr Juan Miguel Villar Mir	Member	Non-executive independent director
Mr Jaime Pérez Renovales	Secretary	Non director

% of proprietary directors	0%
% of independent directors	100%
% of other external directors	0%

**Explain the committee’s duties, describe the procedure and organisational and operational rules and summarise the main actions taken during the year.**

The audit committee is regulated by article 53 of the By-laws and article 16 of the Rules and Regulations of the Board of Directors.

### Article 53 of the By-laws:

1. The audit committee shall consist of a minimum of three directors and a maximum of nine, all of whom shall be external or non-executive, with independent directors having majority representation.
2. The board of directors will appoint the members of the audit committee, bearing in mind their knowledge, aptitude and experience in accounting, auditing or risk management, so that, overall, the members of the committee are in possession of all the relevant technical knowledge in relation to the sector of activity in which the Bank participates.
3. The audit committee must in all events be presided over by an independent director, who shall also be knowledgeable about and experienced in matters of accounting, auditing or risk management. The chairman of the audit committee shall be replaced every four years, and may be re-elected after the passage of one year from the end of his preceding term.
4. The audit and compliance committee shall have at least the following powers and duties:
  - (i) Have its chairman and/or secretary report to the shareholders at the general shareholders’ meeting with respect to matters raised therein by shareholders regarding its powers and, specifically, regarding the results of the audit, explaining how such audit has contributed to the integrity of the financial information and the role that the committee has played in such process.





- (ii) *Supervise the effectiveness of the Bank's internal control, the internal audit and the risk management systems, and discuss with the auditor any significant weaknesses detected in the internal control system during the conduct of the audit, without compromising its independence. Recommendations or proposals may be made to the board of directors and the relevant monitoring period established.*
- (iii) *Supervise the process of preparing and presenting the required financial information and making recommendations or proposals to the board of directors to safeguard integrity.*
- (iv) *Submit to the board of directors proposals for the selection, appointment, re-election and replacement of the external auditor—being responsible for the selection process in accordance with applicable legal regulations—and the latter's contract conditions, and regularly compile from the external auditor information regarding the audit plan and the execution thereof, while preserving its independence.*
- (v) *Establish appropriate relations with the external auditor to receive information on those issues that might threaten its independence, for examination by the audit committee, and on any other issues relating to the financial statements audit process and, when appropriate, authorize services other than those that are prohibited in the terms established by the regulations governing the audit of financial information, as well as any other communications established therein.*

In any event, the audit committee should annually receive from the external auditor written confirmation of the latter's independence versus the Company or institutions directly or indirectly related to the Company, as well as detailed and itemised information on additional services of any kind provided by the aforementioned auditor or by persons or institutions related thereto and the fees received from such entities, pursuant to the regulations governing the auditing of accounts.

- (vi) *Prior to the issuance of the external auditor's report, the committee shall annually issue a report expressing an opinion on whether the independence of the external auditor is compromised. Such report shall in any event contain a reasoned evaluation of each and every one of the additional services mentioned in the preceding section (v), taken both individually and as a whole, other than legal audit services, and in connection with the rules on independence or with the regulations governing the auditing of accounts.*
- (vii) *Previously report to the board of directors regarding all the matters established by law, the By-laws and in the rules and regulations of the board, and in particular regarding:*
  - a) *the financial information that the company must publish from time to time;*
  - b) *the creation or acquisition of interests in special-purpose entities or with registered office in countries or territories that are considered tax havens; and*
  - c) *related-party transactions.*

The provisions in paragraphs (iv), (v) and (vi) are without prejudice to the law on auditing of accounts.

- 5. *The audit and compliance committee shall meet as many times as it is called to meeting upon resolution made by the committee itself or by the chairman thereof, and at least four times per year. Any member of the management team or of the Company's personnel shall, when so required, attend the meetings of the audit and compliance committee, provide it with his cooperation and make available to it such information as he may have in his possession. The audit and compliance committee may also require that the external auditor attend such meetings. One of its meetings shall be devoted to preparing the information relating to the committee's competencies that the board is to approve and include in the annual public documents.*
- 6. *Meetings of the audit committee shall be validly held when at least one-half of its members are present in person or by proxy. The committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member. The resolutions of the audit committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.*
- 7. *The rules and regulations of the board shall further develop the rules applicable to the audit committee established in this article.*

#### **Article 16 of the Rules and Regulations of the Board of Directors:**

- 1. *The audit committee shall consist of a minimum of three directors and a maximum of nine, all of whom shall be external or non-executive, with independent directors having majority representation.*
- 2. *The board of directors will appoint the members of the audit committee, bearing in mind their knowledge, aptitude and experience in accounting, auditing or risk management, so that, overall, the members of the committee are in possession of all the relevant technical knowledge in relation to the sector of activity in which the Bank participates.*
- 3. *The audit committee must in all events be presided over by an independent director, who shall also be knowledgeable about and experienced in matters of accounting, auditing or risk management. The chairman of the audit committee shall be replaced every four years, and may be re-elected after the passage of one year from the end of his preceding term.*
- 4. *The audit committee shall have the following duties, and any other provided for in applicable law:*
  - (a) *Have its chairman and/or secretary report to the shareholders at the general shareholders' meeting with respect to matters raised therein by shareholders regarding its powers and, specifically, regarding the results of the audit, explaining how such audit has contributed to the integrity of the financial information and the role that the committee has played in such process.*
  - (b) *Review the accounts of the Company and the Group, monitor compliance with legal requirements and the proper application of generally accepted accounting principles and report on the proposals for alterations to the accounting principles and standards suggested by management.*

## (c) In connection with the Company's external auditor:

(i) With respect to the appointment thereof, the audit committee shall have the following powers:

- (1) Submit to the board of directors the proposals for selection, appointment, re-election and replacement of the external auditor, assuming responsibility for the selection procedure established by applicable law, as well as the terms of the contract therewith, and periodically obtain from the external auditor information regarding the audit plan and the implementation thereof. The committee shall favour the Group's external auditor also assuming responsibility for auditing the companies making up the Group.
- (2) Ensure that the Company gives public notice of the change of external auditor in the form of a material fact, attaching to such notice a statement regarding the possible existence of disagreements with the outgoing external auditor and, if any have existed, regarding the content thereof, and in the event of resignation of the external auditor, examine the circumstances giving rise thereto.

(ii) With respect to the conduct of the audit, the audit committee shall:

- (1) Establish proper relations with the external auditor so as to receive information regarding matters that might jeopardise its independence, in order to examine such information, and any other information relating to the auditing process, as well as all other communications pursuant to legislation on the auditing of financial statements and audit standards, and serve as a communication channel between the board and the external auditor, evaluating the results of each audit and the management team's response to its the recommendations contained therein, mediating in cases of discrepancy with the auditor and the board in regard to the principles and criteria applicable in preparing the financial statements. Specifically, it shall endeavour to ensure that the statements ultimately drawn up by the board are submitted to the shareholders at the general shareholders' meeting without any qualifications or reservations in the auditor's report.
- (2) Supervise compliance with the audit contract, seeking to ensure that the opinion regarding the annual financial statements and the main content of the audit report is written clearly and accurately.
- (3) Ensure that the external auditor annually attends the meeting of the board of directors provided for in article 35.1 in fine of these rules and regulations.
- (4) Ensure that the external auditor issues a report on the system of internal controls on financial information.

(iii) And with respect to the independence of the auditor and the provision of services other than audit work, the audit committee shall ensure that the Company and the external auditor comply with applicable regulations regarding the provision of such services, the limits on concentration of the external auditor's business and, in general, all other regulations governing

independence of the external auditor. For purposes of ensuring the independence of the external auditor, the audit committee shall take note of those circumstances or issues that might risk such independence and any others related to the development of the auditing procedure. And, specifically, it shall ensure that the remuneration of the external auditor for its work does not compromise the quality and independence thereof, and shall verify the percentage that the fees paid for any and all reasons represent out of the total income of the audit firm, as well as the length of service of the partner who leads the audit team in the provision of such services to the Company.

Likewise, the audit committee must endorse any decision to hire services other than audit services, not prohibited by applicable regulations, having first properly assessed any threats to the auditor's independence and the safeguard measures applied in accordance with said regulations.

The annual report shall set forth the fees paid to the audit firm, including information relating to fees paid for professional services other than audit work.

In any event, the audit committee should annually receive from the external auditor written confirmation of the latter's independence versus the Company or institutions directly or indirectly related to the Company, as well as detailed and itemised information on additional services of any kind provided by the aforementioned auditor or by persons or institutions related thereto and the fees received from such entities, pursuant to the regulations governing the auditing of accounts.

Likewise, prior to the issuance of the external auditor's report, the committee shall annually issue a report expressing an opinion on whether the independence of the external auditor is compromised. Such report shall in any event contain a reasoned evaluation of each and every one of the additional services mentioned in the preceding paragraph, taken both individually and as a whole, other than legal audit services, and in connection with the rules on independence or with the regulations governing the auditing of accounts.

## (d) Supervise the internal audit function and specifically:

- (i) Propose the selection, appointment and withdrawal of the officer responsible for internal audit;
- (ii) Approve the proposed guidance and the annual working plan of internal audit submitted to the board, ensuring that internal audit activities are primarily focused on the Company's significant risks, and review the annual activities report;
- (iii) Ensure the independence and effectiveness of the internal audit function;
- (iv) Propose the budget for this service, including the physical and human resources needed for the performance of its duties;
- (v) Receive periodic information regarding the activities thereof; and
- (vi) Verify that senior management and the board take into account the conclusions and recommendations set forth in its reports.



(e) Supervise the financial reporting system and the internal control systems. In particular, the Audit committee shall:

- (i) Supervise the process of preparing and presenting the required financial information relating to the Company and the Group, as well as its integrity, reviewing compliance with regulatory requirements, the proper demarcation of the Group's scope of consolidation and the correct application of accounting standards;
- (ii) Supervise the effectiveness of the internal control systems, reviewing them periodically, so that the principal risks are identified, managed and properly disclosed; and
- (iii) Discuss with the external auditor any significant weaknesses detected in the internal control system during the course of the audit.

As a consequence of its activities, the audit committee may submit recommendations or proposals to the board of directors.

In any event, the performance of the duties established herein shall not affect the independence of the internal audit function.

(f) Report to the board, in advance of its adoption of the corresponding decisions, regarding:

- (i) The financial information that the Company must periodically make public, ensuring that such information is prepared in accordance with the same principles and practices applicable to the annual accounts.
- (ii) The creation or acquisition of interests in special purpose entities or entities registered in countries or territories that are considered to be tax havens.
- (iii) The approval of related-party transactions provided for in article 33.

(g) Become apprised of and, if applicable, respond to the initiatives, suggestions or complaints put forward or raised by the shareholders regarding the area of authority of this committee and which are submitted thereto by the office of the general secretary of the Company. The committee shall also:

- (i) Receive, deal with and keep a record of the claims received by the Bank on matters related to the process for gathering financial information, auditing and internal controls.
- (ii) Establish and supervise a mechanism whereby Group employees may communicate, confidentially and anonymously, potentially significant irregularities as to matters within its area of authority, especially of a financial and accounting nature.

(h) Receive information regarding structural and corporate changes planned by the Company, for analysis thereof and for submission of a prior report to the board of directors regarding the financial terms and the accounting impact of any such transactions and, in particular and if applicable, regarding the proposed exchange rate. The foregoing shall not apply to transactions of little complexity

and significance to the Group's activities, including, if applicable, intragroup reorganisation transactions.

- (i) Receive information from the company's head of tax matters in regard to the tax policies applied, at least prior to the preparation of the annual financial statements and the filing of corporate income tax returns and, where relevant, regarding the tax-related consequences of operations or matters subject to the approval of the board of directors or the executive committee, unless these bodies have been directly informed, in which case the committee shall be notified at the next meeting it holds. The audit committee shall transmit the information received to the board of directors.

(j) Evaluate its operation and the quality of its work at least once per year.

(k) And the other duties specifically provided for in these rules and regulations.

5. The internal audit function of the Bank shall report to the audit committee and shall respond to requests for information that it receives therefrom in the performance of its duties. Notwithstanding the foregoing, the internal audit function, as an independent unit, shall periodically report to the board of directors and, in any event, at least two times per year, and shall also have direct access to the board when it deems it appropriate.

6. The audit committee shall approve an annual calendar of meetings, which shall provide for at least four meetings. In any case, the audit committee shall meet as many times as it is called to meeting upon resolution adopted by the committee itself or by the chairman thereof. The necessary documentation for each meeting (draft agenda, presentations, reports, minutes of previous meetings and other supporting documents) is provided to committee members using mechanisms set up for this purpose that ensure that the information is kept confidential, three business days prior to the meeting date, unless for reasons of urgency this period cannot be upheld, in which case the information shall be provided to members as soon as possible.

7. Any one or more members of the management team or of the Company's personnel shall attend its meetings, provide the committee with their cooperation and make available thereto such information as they may have in their possession when so required and under such terms as the committee may establish for attendance. The committee may also request the attendance of the external auditor. One of its meetings shall be devoted to preparing the information relating to the committee's competencies that the board is to approve and include in the annual public documents.

8. Meetings of the audit committee shall be validly held when at least one-half of its members are present in person or by proxy. The committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member, but none of them may represent more than two members in addition to himself. The resolutions of the audit committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.

9. The audit committee, through its chairman, shall report on its activities to the board of directors. This reporting process shall be carried out at meetings of the board planned for this purpose. However, if the chairman of the committee deems it necessary based

*on the urgency and significance of the matters in question, the information shall be given to the board at the first meeting thereof to be held after the meeting of the committee.*

*Furthermore, a copy of the minutes of the meetings of the committee shall be delivered to all directors.*

In 2016, none of the members of the audit committee were executive directors. On 27 September 2016, Mr Ángel Jado Becerro de Bengoa ceased to be a member of the committee, when he resigned as a director of the Bank.

The audit committee issued an activity report for 2016 that was presented by the committee chairman to the board and it contains a summary of the activities it carried out in 2016 (see section C.2.5 below).

During 2016 the audit committee carried out the following activities: (i) review the interim financial information and any other financial information made available to the market or to supervisory organizations during the year, (ii) favourable opinion of the report on information of prudential relevance, the Group's annual report, The annual corporate governance report, with respect to its areas of competence, the share registration document and the annual report in the 20-F format, (iii) review and provide a favourable opinion of the financial statements and the management report for the Bank and its Group for 2016, (iv) analyse the reports from the external auditor relating to the individual and consolidated accounts for 2016, (v) report on the independence of the external auditor and review and approve the contracting of services other than audit, (vi) supervise the Group's internal audit area, reviewing and approving the internal audit plan for 2016 and evaluating the adequacy and effectiveness of the area when performing its mission, and (vii) receiving the report on the internal control system for financial reporting (ICFR) at 31 December 2016.

**Identify the director of the audit committee who has been appointed chairman on the basis of knowledge and experience of accounting or auditing, or both and state the number of years they have been chairman.**

<b>Name of director</b>	Ms Belén Romana García
<b>Number of years as chairman</b>	8 months

## APPOINTMENTS COMMITTEE

Name	Position	Type
Mr Bruce Carnegie-Brown	Chairman	Non-executive independent director
Mr Guillermo de la Dehesa Romero	Member	Non-executive director (neither proprietary nor independent)
Mr Ignacio Benjumea Cabeza de Vaca	Member	Non-executive director (neither proprietary nor independent)
Ms Sol Daurella Comadrán	Member	Non-executive independent director
Mr Carlos Fernández González	Member	Non-executive independent director
Mr Jaime Pérez Renovales	Secretary	Non-director

<b>% of proprietary directors</b>	0%
<b>% of independent directors</b>	60.00%
<b>% of other external directors</b>	40.00%

**Explain the committee's duties, describe the procedure and organisational and operational rules and summarise the main actions taken during the year.**

The appointments committee is regulated by articles 54 of the By-laws and 17 of the Rules and Regulations of the Board of Directors:

### Article 54 of the By-laws:

1. An appointments committee shall be established and entrusted with general proposal-making and reporting powers on matters relating to appointment and withdrawal of directors on the terms established by law.
2. The appointments committee shall be composed of a minimum of three and a maximum of nine directors, all of whom shall be external or Non-Executive directors, with independent directors having majority representation.
3. The members of the appointments committee shall be appointed by the board of directors taking into account the directors' knowledge, qualifications and experience and the responsibilities of the committee.
4. The appointments committee shall in any case be presided over by an independent director.
5. The rules and regulations of the board of directors shall govern the composition, operation and powers and duties of the appointments committee.

### Article 17 of the Rules and Regulations of the Board of Directors

1. The appointments committee shall be composed of a minimum of three and a maximum of nine directors, all of whom shall be external or Non-Executive directors, with independent directors having majority representation.
2. The members of the appointments committee shall be appointed by the board of directors taking into account the directors' knowledge, qualifications and experience and the responsibilities of the committee.
3. The appointments committee shall in any case be presided over by an independent director.
4. The appointments committee shall have the following duties:
  - (a) Propose and review the director selection policy and the succession plan approved by the board and the internal criteria and procedures to be followed in order to select those persons who will be proposed to serve as directors, as well as for the continuous evaluation of directors, reporting on such continuous evaluation. In particular, the appointments committee shall:
    - (i) Evaluate the balance among the components of knowledge, capabilities, qualifications, diversity and experience that are required and existing on the board of directors and prepare the respective matrix of capabilities and the description



of duties and qualifications required for each specific appointment, assessing the time and dedication needed for appropriate performance of the duties of director.

- (ii) Receive, for subsequent consideration, any proposals of potential candidates to cover vacancies that the directors may submit.
- (iii) Periodically (at least once a year) report in regard to the structure, size, composition and action of the board of directors, the operation of and compliance with the policy for selecting directors, and the succession plan, presenting recommendations to the board for potential changes.
- (iv) Conduct a periodic review, at least once per year, of the fitness and properness of the different members of the board of directors and of the board as a whole and report to the board of directors accordingly.
- (v) Establish, in line with the provisions of article 6.1 of these rules and regulations, a goal for representation of the less-represented gender on the board of directors and prepare guidelines as to how to increase the number of persons of that less-represented gender in order to reach such target. The target, the guidelines and the application thereof shall be published as provided by applicable law.
- (b) Apply and supervise the succession plan for the directors approved by the board of directors, working in coordination with the chairman of the board or, for purposes of the succession of the chairman, with the lead director. In particular, examine or organise the succession of the chairman and of the chief executive officer pursuant to article 24 of these rules and regulations.
- (c) Prepare, by following standards of objectiveness and conformance to the corporate interest, taking into account the succession plan and assessing the fitness and properness of the potential candidates and, in particular, the existence of possible conflicts of interest, the reasoned proposals for appointment, re-election and ratification of directors provided for in section 2 of article 21 of these rules and regulations, any proposals for removal of directors, as well as proposals for appointment of the members of each of the committees of the board of directors. It shall also prepare the proposals for the appointment of positions on the board of directors and its committees, following the same aforementioned standards.
- (d) Annually verify the classification of each director (as executive, proprietary, independent or other) for the purpose of their confirmation or review at the ordinary general shareholders' meeting and in the annual corporate governance report.
- (e) Report on proposals for appointment or withdrawal of the secretary of the board and, if applicable, the vice secretary, prior to submission thereof to the board.
- (f) Propose and review the policies and internal procedures for the selection and continuous evaluation of senior executive vice presidents or similar officers and other employees responsible for internal control functions or who hold key positions for the day-to-day conduct of banking activities, as well as the succession plan for such executive officers, report on their appointment and withdrawal from office and their continuous

evaluation in implementation of such procedures, and make any recommendations it deems appropriate.

- (g) Ensure compliance by the directors with the duties prescribed in Article 30 of these rules and regulations, prepare the reports provided for herein and receive information, and, if applicable, prepare a report on the measures to be adopted with respect to the directors in the event of non-compliance with the abovementioned duties or with the code of conduct of the Group in the securities markets.
  - (h) Examine the information sent by the directors regarding their other professional obligations and assess whether such obligations might interfere with the dedication required of directors for the effective performance of their work.
  - (i) Evaluate, at least one a year, its operation and the quality of its work.
  - (j) Report on the process of self-evaluation of the board and of the members thereof and assess the independence of the external consultant hired pursuant to article 19.7 of these rules and regulations.
  - (k) Report on and supervise implementation of the Group's policy for planning succession, and modifications thereto.
  - (l) The other duties specifically provided for in these rules and regulations and any others assigned to the committee by applicable law.
5. In the performance of its duties, the appointments committee shall take into account, to the extent possible and on a continuous basis, the need to ensure that decision-making at the board of directors is not monopolised by one person or a reduced number of persons in a manner such that the interests of the Company as a whole may be prejudiced as a result.
6. The chairman and any director may make suggestions to the committee with respect to matters that fall within the scope of its powers. In addition, the appointments committee shall consult with the chairman and with the chief executive officer, especially on matters relating to the executive directors. Finally, the committee may hire external firms to assist it in the candidate selection process and in the performance of its other duties, pursuant to the provisions of article 27 of these rules and regulations.
7. The appointments committee shall approve an annual calendar of meetings, which shall provide for at least four meetings. In any case, the appointments committee shall meet as many times as it is called to meeting upon resolution adopted by the committee itself or by the chairman thereof. Meetings of the committee may be attended by any person from within or outside the Company as is deemed fit. The necessary documentation for each meeting (draft agenda, presentations, reports, minutes of previous meetings and other supporting documents) is provided to committee members using mechanisms set up for this purpose that ensure that the information is kept confidential, three business days prior to the meeting date, unless for reasons of urgency this period cannot be upheld, in which case the information shall be provided to members as soon as possible.
8. The appointments committee, through its chairman, shall report to the board of directors on its activities and work. Furthermore, a copy of the minutes of the meetings of this committee shall be delivered to all directors.

9. Meetings of the appointments committee shall be validly held when more than one-half of its members are present in person or by proxy. The appointments committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member. The resolutions of the appointments committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.

In 2016, none of the members of the appointments committee were executive directors. On 27 September 2016, Mr Ángel Jado Becerro de Bengoa ceased to be a member of the committee, when he resigned as director of the Bank.

The appointments committee issued an activity report for 2016 that was presented by the committee chairman to the board and it contains a summary of the activities it carried out in 2016 (see section C.2.5 below).

During 2016 the appointments committee carried out the following activities: (i) propose the appointment of the female director that was designated in 2016, directing the relevant selection process, (ii) propose the appointment of the new members of the board committees, (iii) verify the character of each director, making the relevant proposal to the board, (iv) evaluate the suitability of the members of the board and the board as a whole, as well as the general directors, the persons responsible for internal control and the persons holding key jobs with respect to the daily development of the Group's banking business, (v) review the succession policy at Santander Group, and (vi) report the appointments of the members of senior management that took place in 2016. In 2017 it has been reported the result of the self-evaluation process involving the board and its members performed in the last quarter of 2016, as well as the selection and succession policy for directors of Banco Santander, S.A., as is required by the By-laws and the Rules and Regulations of the Board of Directors.

## REMUNERATION COMMITTEE

Name	Position	Type
Mr Bruce Carnegie-Brown	Chairman	Non-executive independent director
Mr Guillermo de la Dehesa Romero	Member	Non-executive director (neither proprietary nor independent)
Mr Ignacio Benjumea Cabeza de Vaca	Member	Non-executive director (neither proprietary nor independent)
Ms Sol Daurella Comadrán	Member	Non-executive independent director
Ms Isabel Tocino Biscarolasaga	Member	Non-executive independent director
Mr Jaime Pérez Renovales	Secretary	Non director
% of proprietary directors		0%
% of independent directors		60.00%
% of other external directors		40.00%

## Explain the committee's duties, describe the procedure and organisational and operational rules and summarise the main actions taken during the year.

The remuneration committee is regulated by article 54.bis of the By-laws and article 17.bis of the Rules and Regulations of the Board of Directors.

### Article 54 bis of the By-laws:

1. A remuneration committee shall be established and entrusted with general proposal-making and reporting powers on matters relating to remuneration on the terms established by law.
2. The remuneration committee shall be composed of a minimum of three directors and a maximum of nine, all of whom shall be external or Non-Executive directors, with independent directors having majority representation.
3. The members of the remuneration committee shall be appointed by the board of directors, taking into account the directors' knowledge, qualifications and experience and the responsibilities of the committee.
4. The remuneration committee shall in any case be presided over by an independent director.
5. The rules and regulations of the board of directors shall govern the composition, operation and powers and duties of the remuneration committee.

### Article 17 bis of the Rules and Regulations of the Board:

1. The remuneration committee shall be composed of a minimum of three directors and a maximum of nine, with independent directors having majority representation.
2. The members of the remuneration committee shall be appointed by the board of directors, taking into account the directors' knowledge, qualifications and experience and the responsibilities of the committee.
3. The remuneration committee shall in any case be presided over by an independent director.
4. The remuneration committee shall have the following duties:
  - (a) Prepare and propose the decisions relating to remuneration that the board of directors must adopt, including those that have an impact on the Company's risk and risk management. In particular, the remuneration committee shall propose:
    - (i) The director remuneration policy, preparing the required reasoned report on such remuneration policy as provided by article 28 bis of these rules and regulations as well as the annual remuneration report provided for in article 29.
    - (ii) The individual remuneration of the directors in their capacity as such.
    - (iii) The individual remuneration of the directors for the performance of duties other than those in their capacity as such, and other terms of their contracts.
    - (iv) The remuneration policy applicable to the senior executive vice presidents and other members of senior management in compliance with the provisions of law.





- (v) *The basic terms of the contracts and the remuneration of the members of senior management.*
  - (vi) *Propose to the board the essential elements of remuneration for other directors or employees who, although not members of senior management, do belong to the identified staff.*
  - (b) *Assist the board with the supervision of the observance of the remuneration policy for directors and other members of the Identified Staff, as well as the other remuneration policies at the Company and the Group.*
  - (c) *Periodically review the remuneration programmes to ensure they are up-to-date, giving weight to their adaptation and performance, ensuring that remuneration is in line with the criteria of moderation and the company's results, culture and risk appetite; and that no incentives are offered to assume risk that exceeds the level tolerated by the company, such that they promote and are compatible with adequate and effective risk management. For these purposes the mechanisms and systems adopted will be revised to ensure that the remuneration programmes take into account all types of risk and all levels of capital and liquidity, and that remuneration is in line with the company's business targets and strategies, corporate culture and long-term interest.*
  - (d) *Ensure the transparency of remuneration and the inclusion in the annual report, the annual corporate governance report, the annual remuneration report or other reports required by applicable law of information regarding the remuneration of directors and, for such purposes, submit to the board any and all information that may be appropriate.*
  - (e) *Evaluate the attainment of performance targets and the need to make "ex post" adjustments to risk, including the application of reduction ("malus") or recovery systems ("clawback").*
  - (f) *Review possible scenarios in order to verify the effects of possible external and internal events on remuneration policies and practices, and perform, together with the risk supervision, regulation and compliance committee, a subsequent analysis of the criteria used to determine compensation and the ex ante risk adjustment, taking into consideration how the previously evaluated risks have actually arisen.*
  - (g) *Evaluate, at least once a year, its operation and the quality of its work.*
  - (h) *And such other duties as are specifically provided for in these rules and regulations or assigned thereto by applicable law.*
- In the performance of its duties, the remuneration committee shall take into account the long-term interest of shareholders, investors and other Company stakeholders, as well as the public interest.*
5. *The chairman and any director may make suggestions to the committee with respect to matters that fall within the scope of its powers. In addition, the remuneration committee shall consult with the chairman and with the chief executive officer on matters relating to the executive directors and senior officers.*
  6. *Any one or more members of the management team or of the Company's personnel, particularly including the members of the Company's risk function, and other areas of internal control, human resources, legal counsel and strategic planning, shall attend the meetings of the remuneration committee, provide their cooperation and make available thereto such information as they may have in their possession, when so required and under such terms as the committee may establish for attendance.*
  7. *The remuneration committee shall approve an annual calendar of meetings, which shall provide for at least four meetings. In any case, the remuneration committee shall meet as many times as it is called to meeting upon resolution adopted by the committee itself or by the chairman thereof. Meetings of the committee may be attended by any person from within or outside the Company as is deemed fit. The necessary documentation for each meeting (draft agenda, presentations, reports, minutes of previous meetings and other supporting documents) is provided to committee members using mechanisms set up for this purpose that ensure that the information is kept confidential, three business days prior to the meeting date, unless for reasons of urgency this period cannot be upheld, in which case the information shall be provided to members as soon as possible.*
  8. *The remuneration committee, through its chairman, shall report to the board of directors on its activities and work. Furthermore, a copy of the minutes of the meetings of this committee shall be delivered to all directors.*
  9. *Meetings of the remuneration committee shall be validly held when more than one-half of its members are present in person or by proxy. The committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member. The resolutions of the remuneration committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.*
- In 2016, none of the members of the remuneration committee were executive directors. On 27 September 2016, Mr Ángel Jado Becerro de Bengoa ceased to be a member of the committee, when he resigned as a director of the Bank.
- The committee issued an activity report for 2016 that was presented by the committee chairman to the board and it contains a summary of the activities it carried out in 2016 (see section C.2.5 below).
- During 2016 the remuneration committee carried out the following activities: (i) propose a director remuneration policy to the board, preparing the required report on that policy and the annual remuneration report, (ii) propose individual remuneration for executive directors to the board, (iii) propose a remuneration policy for general directors and other members of senior management to the board and ensure that it is observed, and (iv) propose to the board the essential elements of compensation for other directors that, while not pertaining to senior management, are assigned to the Company's internal control tasks (internal audit, risk management and compliance) or which receive significant remuneration, particularly variable amounts, and whose activities may have a relevant impact on the assumption of risks by the Group.

## RISK SUPERVISION, REGULATION AND COMPLIANCE COMMITTEE

Name	Position	Type
Mr Bruce Carnegie-Brown	Chairman	Non- executive independent director
Mr Guillermo de la Dehesa Romero	Member	Non- executive director (neither proprietary nor independent)
Mr Ignacio Benjumea Cabeza de Vaca	Member	Non- executive director (neither proprietary nor independent)
Mr Carlos Fernández González	Member	Non- executive independent director
Ms Belén Romana García	Member	Non- executive independent director
Ms Isabel Tocino Biscarolasaga	Member	Non- executive independent director
Mr Juan Miguel Villar Mir	Member	Non- executive independent director
Mr Jaime Pérez Renovales	Secretary	Non- director
% of proprietary directors		0%
% of independent directors		71.43%
% of other external directors		28.57%

### Explain the committee's duties, describe the procedure and organisational and operational rules and summarise the main actions taken during the year.

The risk supervision, regulation and compliance committee is regulated by article 54.ter of the By-laws and article 17.ter of the Rules and Regulations of the Board of Directors.

#### Article 54 ter of the By-laws:

1. A risk supervision, regulation and compliance committee shall be established and entrusted with general powers to support and advise the board of directors in its risk control and oversight duties, in the definition of the risk policies of the Group, in relations with supervisory authorities and in compliance matters.
2. The risk supervision, regulation and compliance committee shall consist of a minimum of three and a maximum of nine directors, all of whom shall be external or non-executive, with independent directors having majority representation.
3. The members of the risk supervision, regulation and compliance committee shall be appointed by the board of directors taking into account the directors' knowledge, skills and experience and the tasks of the committee.
4. The risk supervision, regulation and compliance committee must in all events be presided over by an independent director.
5. The rules and regulations of the board shall govern the composition, operation and powers of the risk supervision, regulation and compliance committee.

#### Article 17 ter of the Rules and Regulations of the Board of Directors:

1. The risk supervision, regulation and compliance committee shall consist of a minimum of three and a maximum of nine directors, all of whom shall be external or non-executive, with independent directors having majority representation.
2. The members of the risk supervision, regulation and compliance committee shall be appointed by the board of directors taking into account the directors' knowledge, qualifications and experience and the responsibilities of this committee.
3. The risk supervision, regulation and compliance committee must in all events be presided over by an independent director.
4. The risk supervision, regulation and compliance committee shall have the following responsibilities, and any other provided for in applicable law:
  - (a) Support and advice to the board in defining and assessing risk policies affecting the Group, and in determining the current and future risk appetite and the strategy in this area.

The Group's risk policies shall include:

- (i) The identification of the various types of financial and non-financial risk (operational, technological, tax, legal, social, environmental, political, reputational, and compliance and behavioural, among others) that the Company faces, including, among financial or economic risks, contingent liabilities and others which are off-balance sheet;
  - (ii) The setting of the risk appetite that the Company deems acceptable;
  - (iii) The measures planned to mitigate the impact of identified risks in the event that they materialise; and
  - (iv) The information and internal control systems that will be used to control and manage such risks, including tax risks.
- (b) Assistance to the board in monitoring the implementation of the risk strategy and the alignment thereof with the strategic commercial plans.
  - (c) Assistance to the board in approving the capital and liquidity strategy and supervision of the application thereof.
  - (d) Ensuring that the pricing policy for the assets and liabilities offered to customers is fully aligned with the Company's business model, risk appetite and risk strategy. If such is not the case, the committee shall submit to the board of directors a plan for the correction of such policy.
  - (e) Knowing and assessing the risks arising from the macroeconomic context and from the economic cycles within which the Company and its Group carry out their activities.
  - (f) Systematic review of exposure to principal customers, economic sectors of activity, geographic areas and risk types.
  - (g) Supervising the risk function, without prejudice to the direct access of the latter to the board of directors.



(h) Support and assistance to the board in the performance of stress tests by the Company, in particular by assessing the scenarios and assumptions to be used in such tests, evaluating the results thereof and analysing the measures proposed by the risk function as a consequence of such results.

(i) Knowing and assessing management tools, improvement initiatives, advancement of projects and any other relevant activity relating to the control of risks, including the policy on internal risk models and the internal validation thereof.

(j) Determination, together with the board of directors, of the nature, amount, format and frequency of the risk-related information that is to be received by the committee itself and by the board of directors. In particular, the risk supervision, regulation and compliance committee shall receive periodic information from the chief risk officer (CRO).

(k) Cooperation in establishing rational remuneration policies and practices. For this purpose, without prejudice to the duties of the remunerations committee, the risk supervision, regulation and compliance committee will determine whether the incentives policy envisaged in the remuneration scheme takes into account risk, capital, liquidity and the probability and opportunity of profit. In conjunction with the remunerations committee, the risk supervision, regulation and compliance committee will also conduct a subsequent analysis of the criteria used to determine compensation and the ex-ante risk adjustment, based on how risks previously assessed actually materialised.

(l) Supervision and regular evaluation of the operation of the Company's compliance programme, of the governance rules and the compliance function, and making such proposals as may be required for the improvement thereof. For such purpose, the risk supervision, regulation and compliance committee:

(i) Shall supervise compliance with the general code of conduct, manual and procedures to prevent money laundering and terrorist financing and any other codes and regulations that apply to the industry.

(ii) Shall receive information and, in the event, issue reports concerning any disciplinary measures applied to members of senior management.

(iii) Shall supervise the adoption of actions and measures that result from the reports issued or the inspection proceedings carried out by the administrative authorities in charge of supervision and control.

(iv) Shall supervise the operation of and compliance with the criminal risk prevention model approved by the board of directors pursuant to article 3.2 of these rules and regulations.

For the performance of this task, the committee shall have its own powers of initiative and control. This includes, without limitation, the power to obtain any information it deems appropriate and to call any officer or employee of the Group, including, in particular, the heads of the compliance function and of the various committees related to this area that may exist in order to assess their performance, as well as the power to commence and direct such internal inquiries as it deems necessary into events related to any possible non-compliance with the criminal risk prevention model.

Furthermore, the committee shall periodically evaluate the operation of the prevention model and the effectiveness thereof in preventing or mitigating the commission of crimes, for which purpose it may rely on external advice when it deems it appropriate, and shall propose to the board of directors any changes to the criminal risk prevention model and, in general, to the compliance programme that it deems fit in view of such evaluation.

(m) Review of the Company's corporate social responsibility policy, ensuring that it is aimed at the creation of value for the Company, and monitoring of the strategy and practices in this field, evaluating the level of adherence thereto.

(n) Supervision of the strategy for communication and relations with shareholders and investors, including small and mid-sized shareholders, as well as supervision and evaluation of the procedures for relations with stakeholders.

(o) Coordination of the process of communication of non-financial and diversity information, in accordance with applicable regulations and leading international standards.

(p) Periodic evaluation of the appropriateness of the Company's corporate governance system, in order to ensure that it fulfils its mission of promoting the corporate interest and that it takes into account, where applicable, the legitimate interests of the other stakeholders.

(q) Support and advice to the board regarding relations with supervisors and regulators in the various countries where the Group operates.

(r) Tracking and evaluation of rule-making proposals and regulatory changes that may be applicable and of any possible consequences for the Group.

(s) Reporting on any proposed amendments to these rules and regulations prior to the approval thereof by the board of directors.

(t) Evaluate, at least once a year, its operation and the quality of its work.

5. The risk supervision, regulation and compliance committee shall approve an annual calendar of meetings, which shall provide for at least four meetings. In any case, the risk supervision, regulation and compliance committee shall meet as many times as it is called to meeting upon resolution made by the committee itself or by the chairman thereof, and any member of the Company's management team or personnel shall, when so required, attend its meetings and cooperate and provide access to the information available to them. The necessary documentation for each meeting (draft agenda, presentations, reports, minutes of previous meetings and other supporting documents) is provided to committee members using mechanisms set up for this purpose that ensure that the information is kept confidential, three business days prior to the meeting date, unless for reasons of urgency this period cannot be upheld, in which case the information shall be provided to members as soon as possible.



6. Meetings of the risk supervision, regulation and compliance committee shall be validly held when more than half of its members are present in person or by proxy. The risk supervision, regulation and compliance committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member. The resolutions of the risk supervision, regulation and compliance committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.

7. In order to ensure effective communication and coordination, the risk supervision, regulation and compliance committee may periodically call joint meetings with other committees and, in particular, the remuneration committee and the audit committee in order to ensure an effective exchange of information and the coverage of all risks.

8. The risk supervision, regulation and compliance committee, through its chairman, shall report on its activities and work to the board of directors. Furthermore, a copy of the minutes of the committee's meetings shall be delivered to all directors.

In 2016, none of the members of the risk supervision, regulation and compliance committee were executive directors. On 27 September 2016, Mr Ángel Jado Becerro de Bengoa ceased to be a member of the committee, when he resigned as director of the Bank.

At the proposal of the appointments committee, on 28 October 2016 the board of directors appointed Ms Belén Romana García, member of the risk supervision, regulation and compliance committee.

The risk supervision, regulation and compliance committee issued an activity report for 2016 that was presented by the committee chairman to the board and it contains a summary of the activities it carried out in 2016 (see section C.2.5 below).

During 2016 the risk supervision, regulation and compliance committee carried out the following activities: (i) supervised the risks, affecting the Group, based on the information received from risk management, (ii) reviewed the annual capital self-assessment and liquidity plan report, (iii) received quarterly information regarding advances made with respect to compliance with the target operating model, (iv) received information regarding the application and compliance with the Group's codes of conduct, the Group's corporate system to prevent money laundering and the financing of terrorism and the Group's policies for sensitive industries, (v) analysed the most relevant reports issued by the supervisory authorities in Spain and in the other countries in which the Group operates, (vi) Report proposed amendments to the Rules and Regulations of the Board of Directors that were adopted in 2016, (vii) evaluate the adequacy of the Bank's corporate governance system, and (viii) it was informed by the persons responsible for the analysis and public policy service regarding the macro-economic environment and the evolution and outlook of the economies and politics in various countries, as well as the main proposed legislation, regulatory novelties and matters being debated in the financial sector.

## INTERNATIONAL COMMITTEE

Name	Position	Type
Ms Ana Botín-Sanz de Sautuola y O'Shea	Chairman	Executive director
Mr José Antonio Álvarez Álvarez	Member	Executive director
Mr Rodrigo Echenique Gordillo	Member	Executive director
Mr Guillermo de la Dehesa Romero	Member	Non-executive director (neither proprietary nor independent)
Mr Ignacio Benjumea Cabeza de Vaca	Member	Non-executive director (neither proprietary nor independent)
Ms Esther Giménez-Salinas i Colomer	Member	Non-executive independent director
Mr Jaime Pérez Renovales	Secretary	Non director
% of executive directors		50%
% of proprietary directors		0%
% of independent directors		16.67%
% of other external directors		33.33%

## Explain the committee's duties, describe the procedure and organisational and operational rules and summarise the main actions taken during the year.

The international committee is regulated by article 17. quarter of the Rules and Regulations of the Board of Directors.

### Article 17 quarter of the Rules and Regulations of the Board

1. The international committee shall be composed of a minimum of three and a maximum of nine directors. The chairman of the board of directors shall also be the chairman of the international committee.

*The board of directors shall endeavour to ensure that the size and qualitative composition of the international committee conform to standards of efficiency and reflect the guidelines followed in determining the composition of the board.*

2. The members of the international committee shall be appointed by the board of directors taking into account the directors' knowledge, qualifications and experience in the areas for which the committee is responsible.

3. The international committee shall have the following duties:

(a) monitor the development of the Group's strategy and of the activities, markets and countries in which the Group wishes to operate by means of direct investments or specific transactions, for which purpose it shall be informed of the commercial initiatives and strategies pursued by the various units of the Group and of any new projects that may arise; and

(b) review the performance of financial investments and of the business, as well as the international economic situation, in order to submit, if applicable, any proposals required to adjust the limits on country risk, the structure and profitability thereof and the assignment of such risk by business and/or unit.



4. The international committee shall approve an annual calendar of meetings, which shall provide for at least four meetings. In any case, the international committee shall meet as many times as it is called to meeting upon resolution adopted by the committee itself or by the chairman thereof. Meetings of the committee may be attended by any person from within or outside the Company as is deemed fit. The necessary documentation for each meeting (draft agenda, presentations, reports, minutes of previous meetings and other supporting documents) is provided to committee members using mechanisms set up for this purpose that ensure that the information is kept confidential, three business days prior to the meeting date, unless for reasons of urgency this period cannot be upheld, in which case the information shall be provided to members as soon as possible.
5. The international committee, through its chairman, shall report to the board of directors on its activities and work. Furthermore, a copy of the minutes of the meetings of this committee shall be delivered to all directors.
6. Meetings of the international committee shall be validly held when more than one-half of its members are present in person or by proxy. The committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member, provided, however, that non-executive directors may only represent another non-executive director. The resolutions of the international committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.

## INNOVATION AND TECHNOLOGY COMMITTEE

Name	Position	Type
Ms Ana Botín-Sanz de Sautuola y O'Shea	Chairman	Executive director
Mr José Antonio Álvarez Álvarez	Member	Executive director
Mr Bruce Carnegie-Brown	Member	Non-executive independent director
Mr Rodrigo Echenique Gordillo	Member	Executive director
Mr Matías Rodríguez Inciarte	Member	Executive director
Mr Guillermo de la Dehesa Romero	Member	Non-executive director (neither proprietary nor independent)
Ms Homaira Akbari	Member	Non-executive independent director
Mr Ignacio Benjumea Cabeza de Vaca	Member	Non-executive director (neither proprietary nor independent)
Ms Esther Giménez-Salinas i Colomer	Member	Non-executive independent director
Mr Jaime Pérez Renovales	Secretary	Non director
% of executive directors		44.44%
% of proprietary directors		0%
% of independent directors		33.33%
% of other external directors		22.22%

## Explain the committee's duties, describe the procedure and organisational and operational rules and summarise the main actions taken during the year.

The innovation and technology committee is regulated by article 17.quinquies of the Rules and Regulations of the Board of Directors:

### Article 17 quinquies of the Rules and Regulations of the Board

1. The innovation and technology committee shall be composed of a minimum of three and a maximum of nine directors. The chairman of the board of directors shall also be the chairman of the innovation and technology committee.

The board of directors shall endeavour to ensure that the size and qualitative composition of the innovation and technology committee conform to standards of efficiency and reflect the guidelines followed in determining the composition of the board.

2. The members of the innovation and technology committee shall be appointed by the board of directors taking into account their knowledge, qualifications and experience in the areas for which the committee is responsible.
3. The purpose of the innovation and technology committee is to assist the board of directors in complying with its supervisory responsibilities with respect to the role of technology in the activities and strategies of the Group's business and to advise it in matters related to the Group's innovation strategies and plans, along with the trends resulting from new business models, technology and products.

To fulfil its role, the innovation and technology committee shall have the following duties:

- (a) Review and report on plans and activities relating to technology:

- (i) information systems and application programming;
- (ii) investments in information technology equipment and technological transformation;
- (iii) design of operating processes to improve productivity;
- (iv) programmes for improvement of service quality and measurement procedures, as well as those relating to means and costs; and
- (v) significant projects in the area of technology.

- (b) Review and report on plans and activities relating to innovation:

- (i) tests and adoption of new business models, technology, systems and platforms;
- (ii) associations, commercial relationships and investments; and
- (iii) significant projects in the area of innovation.

- (c) *Propose to the board the technology framework and the data management framework for the Company.*
  - (d) *Assist the board in the approval of the strategic technology plan.*
  - (e) *Assist the board by making recommendations relating to the Group's innovation agenda.*
  - (f) *Assist the board in the identification of the major threats to the status quo which may result as a consequence of new business models, technology, processes, products and concepts.*
  - (g) *Propose to the board the annual systems plan.*
  - (h) *Assist the board in evaluating the quality of the technological service.*
  - (i) *Assist the board in evaluating the capacity and conditions for innovation at both Group and country level.*
  - (j) *Assist the risk supervision, regulation and compliance committee in the supervision of technological and security risks and supervise the management of cybersecurity.*
4. *The innovation and technology committee shall approve an annual calendar of meetings, which shall provide for at least four meetings. In any case, the innovation and technology committee shall meet as many times as it is called to meeting upon resolution adopted by the committee itself or by the chairman thereof. Meetings of the committee may be attended by any person from within or outside the Company as is deemed fit. The necessary documentation for each meeting (draft agenda, presentations, reports, minutes of previous meetings and other supporting documents) is provided to committee members using mechanisms set up for this purpose that ensure that the information is kept confidential, three business days prior to the meeting date, unless for reasons of urgency this period cannot be upheld, in which case the information shall be provided to members as soon as possible.*
5. *The innovation and technology committee, through its chairman, shall report to the board of directors on its activities and work. Furthermore, a copy of the minutes of the meetings of this committee shall be delivered to all directors.*
6. *Meetings of the innovation and technology committee shall be validly held when more than one-half of its members are present in person or by proxy. The innovation and technology committee shall adopt its resolutions upon a majority vote of those present in person or by proxy. In the event of a tie, the chairman of the committee shall have the tie-breaking vote. The committee members may grant a proxy to another member, provided, however, that Non-Executive directors may only represent another Non-Executive director. The resolutions of the innovation and technology committee shall be recorded in a minute book, and each set of minutes shall be signed by the chairman and the secretary.*

On 27 September 2016, the board appointed Ms Homaira Akbari to the innovation and technology committee at the proposal of the appointments committee.

During 2016, the innovation and technology committee has performed, among others, the following actions: (i) learn about the Group's plans and strategies with regard to technology and operations, innovation and cybersecurity; and (ii) inform about the new corporate technology model (IT), that has been approved by the board in the session dated 30 November, 2016.



**C.2.2 Complete the following table on the number of female directors on the various board committees over the past four years.**

	Number of female directors							
	2016		2015		2014		2013	
	Number	%	Number	%	Number	%	Number	%
Executive committee	2	25.00%	2	25.00%	2	28.57%	1	25.00%
Audit committee	2	50.00%	1	25.00%	-	-	-	-
Appointments committee	1	20.00%	1	20.00%	-	-	-	-
Remuneration committee	2	40.00%	2	33.33%	1	25,00%	-	-
Risk supervision, regulation and compliance committee	2	28.57%	1	14.29%	1	25,00%	-	-
International committee	2	33.33%	2	33.33%	2	33,33%	1	28,57%
Innovation and technology committee	3	33.33%	2	25.00%	1	33,33%	1	25,00%

**C.2.5 Indicate, as appropriate, whether there are any regulations governing the board committees. If so, indicate where they can be consulted, and whether any amendments have been made during the year. Also indicate whether an annual report on the activities of each committee has been prepared voluntarily.**

The regulations governing the board committees are set out in the By-laws and the Rules and Regulations of the Board of Directors, which are available on the Group's corporate website ([www.santander.com](http://www.santander.com)).

When the general shareholders' meeting for 2017 is called the Company's corporate website ([www.santander.com](http://www.santander.com)) will publish the reports from the audit committee (including the reports on the independence of the auditor and on related-party transactions), the appointments committee, the remuneration committee (which will include the remuneration policy for the directors that will be submitted for the approval of shareholders at the meeting) and the risk supervision, regulation and compliance committee, and there will be a summary of the activities carried out by these committees in 2016.

In 2016 the By-laws and the Rules and Regulations of the Board of Directors governing committees were modified. See sections C.1.18 and C.2.1 of this report.

## » D. Related-party and intragroup transactions

### D.1 Explain, if applicable, the procedures for approving related-party or intragroup transactions.

#### ■ Procedures for informing of the approval of related-party transactions

Related-party transactions are governed by Articles 16.4 (f) (iii), 30 and 33 of the Rules and Regulations of the Board of Directors. In accordance with Article 16.4 (f) (iii) the audit committee is responsible for informing the board of the approval of the related-party transactions referred to by Article 33, prior to the board adopting the relevant resolution.

Article 30 establishes that the duty to avoid conflicts of interest requires directors to abstain from carrying out transactions with the company, except in the cases set out in Article 33 of the Rules and Regulations of the Board of Directors.

Finally, Article 33 of the Rules and Regulations of the Board of Directors states:

1. *The board shall examine the transactions that the Company or Group companies carry out with directors (upon the terms established by law and by article 30 of these rules and regulations), with shareholders that own, whether individually or together with others, a significant interest, including shareholders represented on the board of directors of the Company or of other Group companies, or with persons related thereto. The performance of such transactions shall require the authorisation of the board, following a favourable report from the audit committee, except where the law provides that the approval thereof falls within the purview of the shareholders acting at a general shareholders' meeting. Such transactions shall be evaluated in the light of the principle of equal treatment among all shareholders and the prevailing market conditions, and shall be disclosed in the annual corporate governance report and in the periodic public information, upon the terms set forth by applicable regulations.*
2. *However, the authorisation provided for in the preceding subsection shall not be required for transactions that simultaneously meet the following three conditions:*
  - 1<sup>a</sup>. *They are performed under contracts with standard terms and conditions that are normally applicable to customers that contract the type of product or service in question.*
  - 2<sup>a</sup>. *They are performed at prices or rates established in general terms by the supplier of the goods or service in question, or when the transactions relate to goods or services where there are no established rates, under normal market conditions, similar to those applied in commercial relationships with customers with similar characteristics.*
  - 3<sup>a</sup>. *The amount does not exceed 1% of the Company's annual income. If the foregoing conditions are satisfied, the affected directors shall not be required to report such transactions or to preventively seek the authorisation of the board.*
3. *As an exception, when so advised for reasons of urgency, related-party transactions may be authorised by the executive committee, with subsequent ratification by the board.*

Also, the Bank has a finance policy for members of senior management which sets out the terms and conditions for loans, mortgages and consumer credit to executive directors and other members of senior management. This policy includes general rules on maximum borrowing levels, interest rates and the rules applicable to changes in the status of the beneficiary.

In the same way, the Bank has established a procedure to authorize credit operations and guarantees to executive directors and other members of senior management, pursuant to Act 10/2014, of 26 June, on the organization, supervision and solvency of credit institutions, and its implementing regulation.

In accordance with the policy and procedure aforementioned, the same conditions applied to employees of the company also apply to both senior executive directors and directors.

Identical rules (approval bodies and procedures) apply to intragroup transactions as to transactions with customers, with processes in place to monitor that such transactions are under market terms and conditions and prices.

### D.2 List any relevant transactions, by virtue of their amount or importance, between the company or its group of companies and the company's significant shareholders:

As indicated above (see section A.2), the Bank is not aware of the existence of significant shareholders and accordingly, there is no information regarding transactions therewith.

### D.3 List any relevant transactions, by virtue of their amount or importance, between the company or its group of companies and the company's managers or directors.

During 2016 and up to the date this report was published, to the best knowledge of the Bank, no member of the board of directors, no person represented by a director, and no company of which such persons, or persons acting in concert with them or through nominees therein, are directors, members of senior management or significant shareholders, has entered into any transactions with the Bank under unusual market conditions, pursuant to Order EHA/3050/2004, of 15 September, on the information that companies issuing securities admitted for trading on official secondary markets should provide in connection with related-party transactions in their interim reports.

The audit committee has verified that all transactions completed with related parties during the year were fully compliant with the Rules and Regulations of the Board and did not require approval from the governing bodies; otherwise, approval was duly obtained following a positive report issued by the committee, once the agreed consideration and other terms and conditions were found to be within market parameters.

The audit committee report contains information regarding related-party transactions and is published on the Group's corporate website ([www.santander.com](http://www.santander.com)), (see section C.2.1 of this report).

The direct risks of the Group with the directors of the Bank in terms of loans, credit and guarantees at 31 December 2016 are shown below. The conditions of these transactions are equivalent to those carried out under market conditions or the related compensation in kind was charged.

All of these transactions fall within the ordinary business of the Bank or the Group company with which they have been carried out and are set out in Note 5.f to the Group's consolidated financial statements for 2016.





Name of directors or senior managers	Name or corporate name of the related party	Relationship	Type of transaction	Amount (Thousands of euros)
Ms Ana Botín-Sanz de Sautuola y O'Shea	Banco Santander, S.A.	Director	Financing	0
Mr José Antonio Álvarez Álvarez	Banco Santander, S.A.	Director	Financing	9
Mr Bruce Carnegie-Brown	Banco Santander, S.A.	Director	Financing	2
Mr Matías Rodríguez Inciarte	Banco Santander, S.A.	Director	Financing	16
Mr Rodrigo Echenique Gordillo	Banco Santander, S.A.	Director	Financing	21
Mr Javier Botín-Sanz de Sautuola y O'Shea	Banco Santander, S.A.	Director	Financing	4
Ms Sol Daurella Comadrán	Banco Santander, S.A.	Director	Financing	25
Mr Ángel Jado Becerro de Bengoa*	Banco Santander, S.A.	Director	Financing	0
Mr Ignacio Benjumea Cabeza de Vaca	Banco Santander, S.A.	Director	Financing	2
Mr Guillermo de la Dehesa Romero	Banco Santander, S.A.	Director	Financing	11

\* Ceased as director on 27 September 2016.

#### D.4 List any relevant transactions undertaken by the company with other companies in its group that are not eliminated in the process of drawing up the consolidated financial statements and whose subject matter and terms set them apart from the company's ordinary trading activities.

##### In any case, list any intragroup transactions carried out with entities in countries or territories considered to be tax havens.

Pursuant to Spanish legislation, the transactions and the results obtained by the Company (Banco Santander, S.A.) at 31 December 2016 with Group entities resident in countries or territories that were considered tax havens at this date are detailed below. These results were eliminated in the consolidation process.

These jurisdictions compliant with OECD standards with respect to transparency and exchange of tax information. In 2017 the OECD and the European Commission are expected to publish their lists of territories deemed non-cooperative in tax matters.

See note 3 of the 2016 consolidated financial statements of the Santander Group for more information on offshore entities.

Name of the group company	Brief description of the transaction	Amount*
Totta & Açores Financing Ltd. (Cayman Islands)	In relation to issuance of preferred shares guaranteed by Banco Santander Totta, S.A. and subscribed in full by Banco Santander, S.A. (a)	2,855
	Contracting of derivatives (including with the New York branch of Banco Santander, S.A.) (b)	22,910
Banco Santander (Brasil), S.A. (Cayman Islands Branch)	Overnight deposits with the New York branch of Banco Santander, S.A. (liability) (c)	(11,309)
	Debt instruments (asset) (d)	38
	Interest and fees associated with correspondent bank accounts (assets) (e)	19

\* Profit/(loss) for 2016 in thousand euros earned by the company on the transactions described.

Details of these transactions and the current balances of these at 31/12/2016 are given below: these were eliminated in the consolidation process:

- Issue in 2005 of EUR 300 million, 100% subscribed by Banco Santander, S.A., which was amortised as of 30 December 2015. The issuing company was liquidated in August 2016.
- Derivatives with a net negative market value of EUR 20.1 million in the company, as follows:
  - 131 Non Delivery Forward.
  - 58 Swaps.
  - 40 Cross Currency Swaps.
  - 7 Options.
  - 33 Forex.
- Nominal overnight deposits of EUR 2,989 million at 31.12.2016
- Debt securities issued by the Cayman Island branch of Banco Santander (Brasil), S.A. There is no open position at the end of the year.
- Correspondent bank accounts with outstanding balance of EUR 45 million at 31.12.2016.

#### D.5 Indicate the amount from other related party transactions.

The Group's transactions with related parties, including associates and multi-group entities, members of the Bank's board of directors and senior managers relate to the Group's ordinary business. The conditions of these transactions are equivalent to those carried out under market conditions or with corresponding cash amounts, as the case may be.

At the end of 2016 the Group recognizes transactions carried out with related parties as follows: with associates and jointly controlled companies asset, liability, results and other (off-balance sheet) positions remain open in the amount of EUR 5,884, 824, 609 and 4,146 million, respectively, with members of the board of directors, asset and liability and other (off-balance sheet) positions remain open in the amount of EUR 0, 27 and 1 million, respectively, with general directors, asset, liability and other (off-balance sheet) positions remain open in the amount of EUR 22, 10 and 3 million, respectively, and with other related parties asset, liability, results

and other (off-balance sheet) positions remain open in the amount of EUR 307, 124, 13 and 846 million, respectively.

In addition to the above, there were also insurance contracts related to pensions amounting to EUR 269 million at 31 December 2016.

See note 53 (Related parties) to the Group's financial statements.

## **D.6 List the mechanisms established to detect, determine and resolve any possible conflicts of interest between the company and/or its group, and its directors, management or significant shareholders.**

### **Directors**

In accordance with Article 30 of the Rules and Regulations of the Board of Directors, directors must adopt the measures that are necessary to prevent situations in which their interests, whether their own or through another party, may enter into conflict with the Company's business interests and their duties. The duty to avoid conflicts of situation requires directors to fulfil certain obligations such as abstaining from using the Company's name or revealing their position as director to unduly influence private transactions.

Directors must inform the board of any direct or indirect conflict of interest between their own interests, or those of their related parties, and those of the Bank.

If the conflict relates to a transaction, Article 33 of the Rules and Regulations of the Board of Directors stipulates that the director may not carry out the transaction without the approval of the board, after having received a favourable report from the audit committee, except in the cases in which such approval is legally required from shareholders at a general meeting. Such transactions will be evaluated from the point of view of equality of treatment and of market conditions, and will be included in the annual corporate governance report and in the periodic public information under the terms envisaged in applicable regulations.

Authorisation from the board will not be necessary, as aforesaid in point D.1, if such transactions simultaneously comply with the following three conditions:

1. They are performed under contracts with standard terms and conditions that are normally applicable to customers that contract the type of product or service in question.
2. They are performed at prices or rates established in general terms by the supplier of the goods or service in question, or when the transactions relate to goods or services where there are no established rates, under normal market conditions, similar to those applied in commercial relationships with customers with similar characteristics.
3. The amount does not exceed 1% of the company's annual income.

If the foregoing conditions are satisfied, the affected directors shall not be required to report such transactions or to preventively seek the authorisation of the board.

The related-party transaction system also governs transactions that the Company or Group companies carry out with shareholders that own, whether individually or together with others, a significant interest, including shareholders represented on the board of directors of the Company or of other Group companies, or with persons related thereto.

### **Senior Management**

The Code of Conduct in Securities Markets, which may be found on the Group's corporate website ([www.santander.com](http://www.santander.com)), governs this matter under title I, chapter III, letter A (Statement of personal situation). Specifically relevant are sections 12 and 13 of the code, the texts of which are set forth below:

*"12. General statement of linkages.*

*Subjected Persons should present a statement to Compliance Management detailing their linkages. Such statement should be constantly updated.*

*13. Situations of possible conflict.*

*Subjected Persons should notify Compliance Management of any situation in which a conflict of interest could occur, from the point of view of an impartial and unbiased observer and with respect to a specific act, service or operation, owing to the linkages of such Subjected Person or because of any other reason or circumstance."*

Title 1, chapter III, letter B (Conduct in the event of conflicts of interest) of the code of conduct in securities markets regulates the actions of subjected persons in conflicts of interest based on the principle of avoidance of conflicts of interest. Point 14 of the code states:

*"Subjected Persons shall endeavour to avoid conflicts of interests, both their own and those of the Group, and if affected personally by such conflicts, shall abstain from deciding (or where applicable, issuing) their vote in situations where such conflicts arise and shall likewise advise those who are to take the respective decision."*

Regarding the rules to be applied in resolving conflicts of interest, section 15 of the Code of Conduct in Securities Markets provides that the following shall be borne in mind:

*"Conflicts of interest shall be resolved by the person holding maximum responsibility for the area affected. If several areas are affected, the resolution shall be made by the immediately senior officer of all such areas, or if none of the foregoing rules are applicable, by whomsoever Compliance Management may decide. In the event of any doubt, Compliance Management should be consulted."*

*"15.1 In the event of a conflict between the Group and a customer, the safeguarding of the latter's interests.*

*15.2 In the event of a conflict between Subjected Persons and the Group, the loyal obligation of the former.*

*15.3 In the event of a conflict between customers, the affected persons will be notified, and the services or operations where the conflict is present may only be implemented if the affected parties agree. The favouring of any affected party shall be avoided."*





## D.7 Is more than one group company listed in Spain?

Yes ☐ No ☒

### Identify the listed subsidiaries in Spain:

Listed subsidiaries
Not applicable

### Indicate whether they have provided detailed disclosure on the type of activity they engage in, and any business dealings between them, as well as between the subsidiary and other group companies;

Yes ☐ No ☒

Define the possible business relationship between the parent and listed subsidiary company, as well as between the subsidiary and the other companies in the group
Not applicable

### Indicate the mechanisms in place to resolve possible conflicts of interest between the listed subsidiary and other group companies.

Mechanisms
Not applicable

## » E. Risk control and management systems

### E.1 Describe the risk management system in place at the company, including fiscal risks.

The scope of the risk management system in place at Santander Group follows the first option included in appendix I of CNMV Circular 5/2013, of 12 June (amended by CNMV Circular 7/2015, of 22 December):

*“The risk management system works in an integrated, continuous and consolidated manner for activity and business areas or units, subsidiaries, geographic areas and support areas (such as human resources, marketing and management control) at the corporate level.”*

The Group's risk management and control model ensures that its risk profile remains within the defined risk appetite levels approved by the Bank's board and other limits. It likewise includes corrective and mitigating measures to ensure that risk remains within the limits defined by the board.

Adequate management and control of all risks resulting from the Group's activities is guaranteed through:

### 1) Risk maps

Identifying and assessing all risks is a cornerstone of risk management and control. The risk map covers the main risk categories in which Banco Santander has its most significant actual and/or potential exposure, facilitating their identification.

This risk map is described in the general risk framework approved by the board of directors and, at its initial level, identifies the following risk types:

#### Financial risks:

- Credit risk: deriving from failure to comply with agreed contractual obligations for financial transactions.
- Market risk: arising from possible changes in market factors affecting the value of positions in trading portfolios.
- Liquidity risk: risk of not complying with payment obligations in due time, or doing so at excessive cost.
- Structural and capital risks: arising from management of different balance sheet items, including capital adequacy and insurance and pension activities.

#### Non-financial risks:

- Operational risk: risk of losses due to inadequacies or failures in processes, people and internal systems, or external events.
- Conduct risk: arising from inadequate practices in the Bank's relationship with, treatment of, and products offered to its customers, and their suitability for each specific customer.
- Compliance and legal risk: arising from failure to comply with the legal framework, including fiscal matters not classified as operating risk, and internal regulations or the requirements of regulators and supervisors.

#### Transversal risks:

- Model risk: losses arising from decisions based mainly on the results of models, due to errors in their concept, application or use.
- Reputational risk: risk of damage to the perception of the Bank among customers, investors, public opinion and other stakeholders.
- Strategic risk: risk associated with strategic decisions and changes in the general business conditions and in the environment, which have a relevant impact on its business model and strategy in both the medium and long-term.

### 2) Risk appetite and limits structure

Risk appetite is defined as the maximum level and type of risk it is prepared to assume, within its risk capacity, in order to achieve its strategic objectives and roll out its business plan. The risk appetite framework, approved by the board of directors, establishes the roles, processes and responsibilities for its development and control. This involves examining severe scenarios that might negatively impact its capital, liquidity, profitability and/or share price.

The board of directors is responsible for establishing the Group's risk appetite and updating this annually; it is also responsible for monitoring its effective risk profile and ensuring that the two are consistent. The risk appetite is formulated for the Group as a whole, and for each of its business units, based on a corporate methodology adapted to the nature of each business and unit. Locally, the boards of subsidiaries are responsible for approving their own risk appetite proposals, once these have been validated by the Group as being suitable, in order to verify its adequacy with the established appetite.

In addition, in the annual and tri-annual strategic planning process, limits are established to determine the risk appetite for each of the related portfolios or risks, setting all of the operating limits that facilitate the day-to-day management process of the business and its close monitoring. The risk profile and compliance with limits are continuously monitored, adopting, where applicable, the measures necessary to ensure they are suitable.

### 3) Scenario analysis

The Bank takes an advanced approach to risk management by analysing the potential impact of different scenarios in the environment in which it operates. These scenarios involve both macroeconomic variables and other variables affecting the management of our business.

Scenario analysis enables the Bank to assess the sensitivity of different scenarios and to verify the adjustment of risk appetite to the desired risk profile. In this way it allows the Bank to test its robustness in the face of stress environments and scenarios and to put in place measures to reduce its risk profile or mitigate the potential impact of such scenarios.

### 4) Risk identification and assessment (RIA)

As part of its ordinary activity, Banco Santander identifies and assesses the financial and non-financial risks inherent to its activities to which it is exposed in the markets where it operates.

With the aim of increasing the solidity of and systematic approach to the Group's risk profile assessment, a corporate risk identification & assessment project was launched at the end of 2014 and continued to be rolled out.

This exercise enables the identification, assessment and evaluation of the Bank's main risks, the associated control environment and the possible factors that could pose a threat to the success of the Group's strategic plan.

### 5) Measurement models

The measurement and monitoring of risks is based on the existence of metrics and models that allow the different risks to be quantified and modelled under a robust and standardised structure.

One of the Bank's continued strengths is therefore its ability to develop internal models and, at the same time, it has rolled out an independent risk control structure model that regularly validates and revises the suitability of the models to the risks it is trying to measure, to the environment and in the necessary detail.

### 6) Reporting

The risk information framework is one of the key elements in the management model. It sets standards that ensure a comprehensive overview of all risks faced, based on complete, precise and regular data, enabling the Group's senior management to assess and take action.

This framework is constantly evolving to incorporate best practice in the market. Santander is committed to complying with the highest standards in this respect, as defined by the Basel committee on Banking Supervision's "Principles for effective risk data aggregation and risk reporting".

### 7) Enterprise Risk Management (ERM)

ERM ensures identification, assessment, adequate management and control of all risks, from a comprehensive and integrated perspective at all levels of the organisation. The coordinated implementation and management of its elements ensures on-going assessment and comprehensive management of the Group's risk profile, improving risk management at all levels of the organisation.

The Group has implemented the Santander Advanced Risk Management programme to accelerate implementation of its strategic improvement projects to improve its risk management and control capacity, seeking to position Santander at the forefront of best practices in today's financial services market.

The programme seeks to achieve excellence in risk management at both the corporate and local levels, maintaining a commitment to doing "more and better" business.

### 8) Internal controls

Risk management features an internal control environment ensuring a comprehensive overview and adequate control of all risks faced. This control is carried out in all Group units and for every risk type, ensuring that the Group's global risk profile and exposure remains within the limits set by the board of directors and regulators.

The main elements involved in guaranteeing effective risk control are:

1. The clear assignment of responsibilities in those areas which generate risks, through internal decision making and control of activities.
2. The specialised control of each risk factor.
3. Aggregated consolidation and supervision for all risks.
4. Assessment of internal control mechanisms
5. Independent assessment by internal audit.



## 9) Risk culture

A solid risk culture is one of the key factors that has enabled the Group to respond to the changes in the economic cycle; the latest demands of customers, supervisors and regulators; and the increase in competition, and position itself as a bank in which employees, customers, shareholders and society trust.

This risk culture is defined through five principles, which form part of the ordinary management of all the Group's employees:

- **Responsibility:** because all units and employees (regardless of the function they carry out) must know and understand the risks they incur in their daily activities and are responsible for identifying, assessing, managing and reporting such risks.
- **Resilience:** understood as the sum of prudence and flexibility. All employees must be prudent and avoid those risks that are unfamiliar or that exceed the established risk appetite. They also have to be flexible, because risk management has to quickly adapt to new environments and unexpected scenarios.
- **Challenge:** because continuous debate is encouraged within the organisation. Pro-active, positive and open discussion on the best way to manage risks, so as to always have an outlook that enables future challenges to be anticipated.
- **Simplicity:** because universal risk management requires clear processes and decisions, documented and understandable for employees and customers.
- **Customer oriented:** All risk actions taken are oriented towards customers in defence of their long-term interests.

In order to do this, the Bank undertakes various projects which seek to reinforce the risk culture and involve training mechanisms at all levels of the organisation.

## 10) Recovery and resolution plans

As part of the risk management instruments, the Bank constantly updates its recovery plan, the most significant part of which comprises the measures available to it in order to overcome a very severe crisis without external assistance.

The Group's senior management is fully involved in preparing and monitoring the content of these plans, through specific technical forums and monitoring at the institutional level to ensure that the content and structure of the documents is compliant with local and international crisis management regulations.

In terms of resolution plans, the competent authorities involved in the Crisis Management Group (CMG) have agreed on a common approach to the Group's strategy for resolution. Given its legal and business structure, the Bank applies a multiple point of entry (MPE) approach. The corresponding resolution cooperation agreement (COAG) has been signed and the operational resolution plans have been drawn up for our main geographical areas. The Group is working continuously with the competent authorities, providing the detailed information they need to prepare the resolution plans, which they are, in general, responsible for preparing.

## E.2 Identify the bodies responsible for preparing and implementing the risk management system, including fiscal risks.

Risk governance must ensure adequate and efficient risk decision making, the effective control of risks and their management in accordance with the level of risk appetite defined by the boards of the Group and its business units.

In relation to this final point, risk governance is based on the following principles: (i) sufficient separation of risk decision making and control, (ii) increased responsibility of the functions that assume risks in decision making, (iii) ensure that all decisions have a formal approval process, (iv) ensure there is an overall vision of all types of risks, (v) strengthen the role of risk control committees and (vi) ensure a simple committee structure.

On the basis of these aforementioned principles, the Group follows a risk management and control model based on three lines of defence. In this way, the business lines or activities that take or generate exposure to risk, as well as the support functions, form the first line of defence against risk. The generation of risk by the first line of defence should be adjusted to the risk appetite and its defined limits.

The second line of defence is formed by the risk control and compliance functions. This second line ensures effective risk control and ensures that risks are managed in accordance with the risk appetite and its defined limits.

Finally, internal audit, as the third line of defence, and in its role as the final layer of control, regularly monitors that the policies, methods and procedures used are adequate and tests their effective implementation.

There is a sufficient degree of separation and independence between the risk control function, the compliance function and the internal audit function themselves, and with regard to those other functions they control or supervise, to enable them to carry out their functions, and they have access to the board of directors and/or its committees through their heads.

### Risk governance bodies and their duties:

The ultimate responsibility for risk control and management matters, and especially, in the setting of the Group's risk appetite, belongs to the board of directors.

In particular, the board of directors is responsible for the approval of the Bank's general policies and strategies and especially, for the general risk control and management policy, including tax risks, and the supervision of the internal information and control systems.

The board is supported in this mission by the risk supervision, regulation and compliance committee. This committee was established to support the board of directors in its risk control and supervisory duties and, in particular, in the definition and assessment of the Group's risk policies, the determination of risk propensity and strategy in this area, in relations with supervisory authorities, and in regulatory and compliance matters. The committee members are external or Non-Executive directors, with a majority of independent directors. The committee is chaired by the lead director.

Section C.2.1 of this report describes the duties and composition of the risk supervision, regulation and compliance committee,

In addition, the Group's executive committee, which is chaired by the chairman of the board, dedicates a weekly session specifically to the management and control the Group's risks.

Without prejudice to the abovementioned powers of the board of directors and its committees, with the aim of strengthening the Group's risk governance and ensuring compliance with the principles on which it is based, and, in particular, the separation between the decision making and control functions and the responsibility of the business lines that generate exposure to risk, or form the first line of defence, the Group has set up the following internal committees.

#### Executive Risk committee (ERC)

Since 1 November 2015, and after the approval of the new risk governance model, it is responsible for overall risk management with the following authorities delegated by the board of directors: (i) propose to the board, at least annually, the Group's risk appetite, following a report from the risk supervision, regulation and compliance committee, (ii) assess its development and the risk identification & assessment (RIA) of subsidiaries; (iii) manage exposures to different customers, economic sectors of activity, geographic areas and types of risk, which shall include, among other functions, to approve and, where appropriate, validate the global limits by risk type within the risk appetite approved by the board of directors and make decisions on risk proposals, within the quantitative and qualitative limits established by the board; (iv) approve the creation, modification and termination of other lower-level risk committees or decision-making bodies and their regulations; (v) analyse and recommend Group corporate transactions; (vi) approve risk regulations; (vii) authorise the risk management tools necessary to monitor projects; and (viii) adopt the necessary measures in matters of risk to comply with the recommendations and indicators formulated by supervisory bodies and Group internal audit. The committee is chaired by one of the executive vice-chairmen of the board of directors, and is composed also of the Chief Executive Officer (CEO), another executive vice-chairman, and the Bank's Chief Risk Officer (CRO), Chief Financial Officer, Chief Compliance Officer (CCO), the person responsible for Global Corporate Banking and the general secretary. The Group's CRO has the right of veto the committee's decisions.

#### Risk Control committee (RCC)

This committee is responsible for the supervision and overall control of the Group's risks and has been delegated the following powers by the board: (i) assist the risk supervision, regulation and compliance committee in carrying out its support and assessment functions to the board; (ii) supervise risk identification & assessment (RIA); (iii) carry out full and regular monitoring of all risks, both actual and potential, checking whether their profile fits within the Group's risk appetite as approved by the board; (iv) undertake periodic independent monitoring of risk management activities; (v) determine the information on risks that must be submitted to the risk supervision, regulation and compliance committee or the board of directors and (vi) supervise the measures adopted in risk matters to comply with the recommendations and indicators formulated by supervisory bodies and internal audit. This committee is chaired by the CRO and consists of Bank executives, including the persons responsible for financial matters (CFO), the chief administrative officer (CAO) and compliance (CCO).

The governance function of Risk is supplemented with delegate decision-making committees and others specialising in the control of certain risks:

#### Risk management relationship between parent and subsidiaries

##### As regards the alignment of subsidiaries with the Parent

The risk management and control model shares certain basic principles in all Group business units, through the use of corporate frameworks. These emanate from the Group itself and are adhered to by subsidiaries, through their various boards of directors.

Beyond these basic principles, each unit adapts its risk management to the local environment, in accordance with corporate frameworks and reference documents provided by the Group, which allows Group Santander to have a recognisable risk management model.

One of the strengths of this model is the adoption of the best practices developed in each of the Group's units and markets. The corporate risk divisions act as a central focus and channel for these practices.

##### With respect to the structure of committees

The subsidiaries' governing bodies are structured taking into account local regulatory and legal requirements, and the size and complexity of each unit. They are consistent with those of the parent, by being in accordance with the guidelines set by the internal governance framework, thereby enabling communication, reporting and effective control.

The boards of directors of subsidiaries, in accordance with the internal governance framework established by the Group, have their own risk models (quantitative and qualitative), although these must follow the principles contained in the models and reference frameworks developed at corporate level.

Given its ability to take an overall and aggregated view of all risks, the parent reserves the power to challenge and approve management policies and transactions in the various business units, in so far as it affects the Group's risk profile.

Likewise, to ensure the control of risks in the Group, the Group Subsidiary Governance Model and good governance practices for the Bank's subsidiaries and affiliates require regular communication with and functional reporting to the Group CRO from each local CRO, and the Corporation involvement in the appointment, objective setting, assessment and remuneration of these local CROs.

#### E.3 Indicate the main risks, including fiscal, which may prevent the entity from achieving its targets

Note 54 (risk management) to Santander Group's 2016 consolidated financial statements details how the Group identifies, measures and manages the risks to which it is exposed in its ordinary activities.

In short, the Group's economic capital model enables it to quantify its risk profile, considering all the significant risks involved in its activities and the diversification effect inherent to a multi-national, multi-business group such as Banco Santander.



The concept of economic capital has traditionally been contrasted with that of regulatory capital, the latter being the measure required by capital adequacy regulations. The Basel capital framework brings these two concepts together. While Pillar I determines the minimum regulatory capital requirements, Pillar II quantifies, through economic capital, the Group's overall capital adequacy position.

At 31 December 2016, the Group's main risks, measured in terms of economic capital, were: credit (39%), market (11%), operational (5%), interest (5%) and business (4%).

No risks of a fiscal nature were identified that could affect the business achieving its objectives.

By operating area, Continental Europe accounted for 40%; Latin America, including Brazil, 29%; the US 16% and the UK 15%.

The concept of diversification is essential for adequately understanding and measuring the risk profile of a group with global operations such as Santander. The fact that the Group undertakes a particular business activity in several countries through a structure of different legal entities, involving a variety of customer segments and products, subject to different interest rates, means that the Group is less vulnerable to poor conditions in particular markets and portfolios or for particular customers or risks. Despite the significant scale of globalisation in today's world, economic cycles are not the same and differ in degree in different geographic areas. This gives groups with a global presence greater business stability and enhanced capacity to resist a crisis in a particular market or portfolio, which contributes to lower risk. In other words, the risk and related economic capital of the Group as a whole is less than that risk and capital would be if its parts were considered separately.

#### **E.4 Identify if the entity has a risk tolerance level, including fiscal**

As explained in section E.1, risk appetite is one of the cornerstones of Santander Group's risk management and control.

The Group's risk appetite is defined and established consistently with its risk culture, and its banking business model is consistent from the risk perspective. The main elements defining this business model and providing the foundations for Santander Group's risk appetite are:

- A predictable, low-medium general risk profile. This is based on a diversified business model focusing on retail banking, with a diversified international presence and significant market shares, and a wholesale business model that prioritises relationships with our customer base in the Group's main markets.
- A stable, recurrent policy of generating income and shareholder returns based on a strong capital and liquidity base and a strategy to effectively diversify sources and maturities.
- A corporate structure based on subsidiaries that are autonomous in terms of capital and liquidity, minimising the use of non-operating or purely instrumental companies, and ensure that no subsidiary has a risk profile that might jeopardise the Group's solvency.

- An independent risk function with intense involvement from senior management, ensuring a strong risk culture focused on protecting and ensuring an adequate return on capital.
- A management model that ensures that all risks are viewed in a global interrelated way through a robust corporate risk control and monitoring environment with global responsibilities: all risks, all businesses, all geographical areas.
- A business model built around products with respect to which the Group considers that it has sufficient knowledge and management capacity (systems, processes and resources).
- A model of conduct that seeks to protect the interests of customers, shareholders and other stakeholders, including the various tax authorities.
- Adequate and sufficient availability of human resources, systems and tools to ensure the risk profile remains compatible with the established risk appetite, both globally and locally.
- A remuneration policy that contains the incentives necessary to ensure that the individual interests of employees and executives are in line with the corporate risk appetite framework and that the incentives are consistent with the Group's long-term earnings performance.

#### **Risk appetite limit, structure and factors**

The risk appetite is expressed through limits based on quantitative metrics and qualitative indicators that measure the Bank's risk profile and exposure by risk type, portfolio, segment and business line, under both actual and stressed conditions. These risk appetite limits and metrics are based on 5 major factors that define the positions Santander's senior management seeks to adopt or maintain in developing its business model:

- The income statement volatility the Group is prepared to accept.
- The solvency position the Group wishes to maintain.
- The minimum liquidity the Group wishes to have available.
- The maximum risk concentrations the Group considers reasonable.
- Qualitative aspects and complementary metrics.

For more information, see note 54 (risk management) to the Santander Group's 2016 financial statements.

#### **Risk appetite limit structure, monitoring and control**

The Group's risk appetite is assessed annually and expresses in quantitative and qualitative terms the maximum risk exposure each Group company, and the Group as a whole, is prepared to assume.

Compliance with risk appetite limits is continuously monitored. The Group's specialist control functions report at least quarterly to the board and to the risk, supervision, regulation and compliance committee on how well the risk profile fits with the authorised risk appetite.

Any breaches of risk appetite limits are reported by the risk control function to the relevant governance bodies. Such presentations are accompanied by an analysis of the causes of the breach, an estimate of how long the situation will last and proposals, where appropriate, for corrective actions.

This linking of risk appetite limits with the limits used in managing business units and portfolios is a key element in ensuring the effectiveness of risk appetite as a risk management tool.

The management policies and the limit structure used in managing the various risk types and categories are directly related and traceable to the defined risk appetite principles and limits.

Therefore, any changes in the risk appetite feed through to changes in the Group's risk management limits and controls. Each business and risk area is then responsible for ensuring that the limits and controls they use in their day-to-day activities do not result in any breach of the risk appetite limits. The control functions then monitor this assessment, ensuring that management limits are appropriate for the risk appetite.

### **E.5 Identify any risks, including fiscal, which have occurred during the year**

The Group is exposed to the risks identified in the risk map in section E.1. The most important of these, in terms of economic capital, is credit risk.

Gross exposure (customer loans, financial institutions, fixed income, derivatives and repos) to credit risk in 2016, was EUR 1,300,885 million. Loans to customers and financial institutions predominated, accounting for 86% of the total exposure.

Risk diversification in the main areas where the Group operates, was as follows: Continental Europe (40%); the UK (27%); Latin America (22%) and the US (11%).

Credit risk exposure declined by 0.7% in 2016, largely due to the effect of fewer loans in the UK (due to the exchange rate effect).

Santander Group's profile is largely one of a retail bank, with 85% of total credit risk being generated by commercial banking.

With current lending standing at EUR 855,510 million, and a drop in non-performing loans of EUR 33,643 million (-9.3% compared to 2015), the Group's non-performing loans ratio fell to 3.93% (-43 b.p. compared to 2015).

In order to provide for this, the Group has made insolvency provisions EUR 9,518 million (-5.8% compared to 2015), having deducted recoveries. This decrease is reflected in a 1.18% reduction in the cost of credit, 7 b.p. down on the previous year.

Total funds for insolvencies stand at EUR 24,835 million, with a coverage ratio for the Group of 74%. It is important to note with respect to this ratio that the rates in the United Kingdom and in Spain have been affected by the weight of mortgages on the balance sheet since they are secured by collateral.

### **E.6 Explain the response and monitoring plans for the main risks the entity is exposed to, including fiscal**

Note 54 (risk management) to the Santander Group's 2016 consolidated financial statements provides detailed information on the Group's plans for responding to the main risks to which it is exposed: credit, market, liquidity and financing, operational and compliance and reputational risk.

As set out in section E.1, in general terms, a range of mechanisms are in place to respond to and monitor the entity's risk, such as risk assessment, scenario analysis, the risk appetite, recovery & resolution plans and the risk control framework.

From a structural point of view, the CRO is responsible for the risk function and reports to one of the Bank's executive vice-chairs.

The CRO who advises and challenges the executive branch, reports independently to the risk supervision, regulation and compliance committee and the board.

The risk control and management model, including fiscal risk, is based on:

- Coordination of the relationship between the countries and corporation, valuing the effective implementation of the management and control framework in each unit and ensuring alignment in the achievement of strategic risk objectives.
- Enterprise Wide Management (EWM) entails a consolidated view of all risks to the Group's senior management and governing bodies, as well as the development of risk appetite and the identification and evaluation of all risks. It also helps develop relationships with risk supervisory and regulatory bodies.
- Control of financial, non-financial and transversal risks (refer to the risk map in section E.1.), verifying that they are managed correctly and exposure is appropriate for each risk type, as established by senior management.
- With regard to risks, implement rules and regulations, methodologies, scenario analysis and stress tests, and an information infrastructure, along with robust risk governance.





## » F. Internal control over financial reporting (ICFR)

Describe the mechanisms which comprise the internal control over financial reporting (ICFR) risk control and management system at the company.

This section describes key aspects of the internal control and risk management systems in place at Santander Group with respect to the financial reporting process, specifically addressing the following aspects:

- Control environment
- Risk assessment in financial reporting
- Control activities
- Information and communication
- Monitoring

### F.1 The entity's control environment

Indicate the existence of at least the following components, describing their main characteristics:

#### F.1.1. The bodies and/or functions responsible for: (i) the existence and regular updating of a suitable, effective ICFR; (ii) its implementation; and (iii) its monitoring

The board of directors is ultimately responsible for the internal control and risk management systems. In this sense, in accordance with article 16.4.e) of the Rules and Regulations of the Board of Directors, this function is entrusted to the audit committee, which must:

*“(e) Supervise the financial reporting system and the internal control systems. In particular, the Audit committee shall:*

- Supervise the preparation and presentation of relevant financial information concerning the company and the Group, as well as ensuring that such information is complete, reviewing compliance with regulatory requirements, the proper demarcation of the consolidation scope and the correct application of accounting criteria.*
- Supervise the effectiveness of the internal control systems, reviewing them periodically, so that the principal risks are identified, managed and properly disclosed; and*
- discuss with the external auditor any significant weaknesses detected in the internal control system during the course of the audit.”*

Also, in accordance with article 16.4.c) (ii)(4), the audit committee shall:

*“(4) Ensure that the external auditor issue a report about the system of internal control over financial reporting.*

In addition, article 34.2 of the Rules and Regulations of the Board of Directors establishes that the board will adopt any measures required to ensure that the quarterly, half-yearly, and any other financial information that is made available to the markets is prepared in accordance with the same principles, standards and professional practices used to prepare the annual financial statements and is as reliable as such financial statements. To this

end, such information shall be reviewed by the audit committee before dissemination thereof.

The existence, maintenance, implementation and documentation of an adequate ICFR system, driven and coordinated by the non-financial risk control area, covers the entire organizational structure with control relevance, through a direct hierarchy of responsibilities assigned on an individual basis. The controller and management control units in each of the countries in which the Group operates, each of which is headed by a lead Controller, play a relevant role in compliance with regulations. Section F.1.2. below provides further information on the roles of the controllers in each area and the non-financial risk control department.

The General Code of Conduct<sup>5</sup> sets out the main ethical principles and regulations on behaviour for all Group employees. Chapter VIII of Title IV of the Code of Conduct (section 35) sets out obligations relating to the appropriate design of ICFR with regard to the Group's accounting obligations. A number of internal control systems are in place to ensure that ICFR is implemented correctly. These are described in section 36 of the General Code of Conduct.

These sections state

### 35. Accounting obligations

1. *Reliability and strictness shall be applied in the drawing-up of the Group's financial information, ensuring that:*

- The transactions, facts and other events contained in the financial information actually exist and have been recorded at the appropriate time.*
- The information reflects all transactions, facts and other events in which the institution is an affected party.*
- Transactions, facts and other events are recorded and valued according to applicable regulations.*
- Transactions, facts and other events are classified, presented and divulged in the financial information in accordance with applicable regulations.*
- The financial information reflects, as of the respective date, the rights and obligations through the respective assets and liabilities, in accordance with applicable regulations.*

2. *The financial information includes all information of an accounting and economic nature which the Group presents to securities markets and files with supervisory bodies. It therefore includes the annual financial report, the half-yearly financial report and intermediate statements, both individual and consolidated, and the prospectuses drawn up by the Group for the issuances of financial instruments.*

### 36. Internal controls

1. *All the internal control procedures established by the Group to guarantee the correct entry of transactions and their appropriate reflection in the financial information published by the Group shall be observed.*

5. The complete text of Santander Group's General Code of Conduct can be found on the corporate website ([www.santander.com](http://www.santander.com)).



2. *On preparing financial information, the areas of the Group responsible for each activity, process and sub-process shall certify that they have observed the controls established by the Group and that the information supplied is correct.*
3. *The audit committee will supervise the financial information presentation process, the effectiveness of internal controls and the internal audit and risk management systems*

The General Code of Conduct allocates responsibility for these obligations to management and other employees at their corresponding levels.

### **F.1.2. The existence or otherwise of the following components, especially in connection with the financial reporting process:**

**• The departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) defining clear lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) deploying procedures so this structure is communicated effectively throughout the company.**

The Group, through the corporate organisation division and the organisation units for each country/entity or business (within the area of General Secretariat and Human Resources, organisation and costs division), defines, implements and maintains the organisational structures, catalogue of job positions and size of the units. Specifically, the corporate organisation division is responsible for defining and documenting the Corporate Model for Managing Structures and Staff, which serves as the framework manual across the Group; it is similarly responsible for communicating this framework model to all Group entities.

The organisational function delegated to the countries/entities/businesses is designed to:

- optimise and align the organisational structures to the strategy defined by the corresponding corporate divisions and the Group's strategic targets;
- define the job map in the units under its remit as a core tool for organising how the structure works and facilitating the management of its human resources.

The business/support areas channel any initiatives relating to their organisational structures through the aforementioned organisation units. These units are tasked with analysing/reviewing and, where appropriate, inputting the opportune structural modifications into the corporate IT tools. In addition, the organisation units are responsible for identifying and defining the main functions attributed to each structural unit.

Based on this assignment, each of the business/support areas identifies and documents the necessary tasks and controls in its area within Internal Control Model, based on its knowledge and understanding of its activities, processes and potential risks.

Each unit thus detects the potential risks associated with those processes, which are necessarily covered by the MCI. This detection takes place based on the knowledge and understanding that management has of the business and process.

This requires maintaining up-to-date documentation so that it reflects the reality of the activities at all times, making all modifications that are necessary to the documentation when organizational changes take place or processes and controls are executed within its area of competency.

It must also establish the persons responsible for the various controls, tasks and duties within the documented processes such that each member of the Division has been clearly assigned responsibilities.

The purpose of this is to try to ensure, among other things, that the organisational structure provides a solid model of internal control over financial reporting.

With respect to the specific process of preparing its financial information, the Group has defined clear lines of responsibility and authority. The process entails exhaustive planning, including, among other things, the distribution of tasks and functions, the required time line and the various reviews to be performed by each manager. To this end, the Group has management control departments in each of its operating markets; these are headed up by a controller whose duties include the following:

- Integrating the corporate policies defined at the Group level into their management, adapting them to local requirements.
- Ensuring that the organisational structures in place are conducive to due performance of the tasks assigned, including a suitable hierarchical-functional structure.
- Deploying critical procedures (control models), leveraging the Group's corporate IT tools to this end.
- Implementing the corporate accounting and management information systems, adapting them to each entity's specific needs as required.

In order to preserve their independence, the controller reports to his country head and to the Group's corporate management control division and functionally to the business management control unit.

In addition, to support the existence of adequate documentation for the Group's internal control model, the corporate non-financial risk control department is responsible for establishing and reporting the work method governing the process of documenting, evaluating and certifying the internal control model that covers the ICFR system, among other regulatory and legal requirements. It also handles maintaining documentation up-to-date to adapt it to organizational and regulatory changes and, together with the general controller and management control division and, if appropriate, the representatives of the divisions and/or companies concerned, present the conclusions of the internal control model evaluation process to the audit committee. There are uniform duties at each unit that reports to the Group non-financial risks control department.



**• Code of conduct, approving body, dissemination and instruction, principles and values covered (stating whether it makes specific reference to record keeping and financial reporting), body in charge of investigating breaches and proposing corrective or disciplinary action.**

The Group's General Code of Conduct is approved by the board of directors, setting out behavioural guidelines relating to accounting and financial information requirements, among other matters<sup>6</sup>.

This code is binding for all members of the Group's governance bodies and all employees of Banco Santander, S.A., who acknowledge as much when they join the Group, notwithstanding the fact that some of these individuals are also bound by the Code of Conduct in Securities Markets and other codes of conduct specific to the area or business in which they work.

The Group provides all its employees with e-learning courses on the aforementioned General Code of Conduct. Moreover, the compliance department is available to address any queries with respect to its application.

Title V, Chapter I of the General Code sets out the functions of the Group's governance bodies, units and areas with competences for compliance with the Code, in addition to the compliance area.

The irregularities committee, consisting of representatives from various parts of the Group, is responsible for imposing disciplinary measures for breaches of the General Code and proposing corrective actions.

Title V, Chapter II, section 57 sets out the consequences of breaches, which may *"lead to labour-offence sanctions, notwithstanding any administrative or criminal sanctions that may also result from such breaches"*.

**• 'Whistle-blowing' channel, for the reporting to the audit committee of any irregularities of a financial or accounting nature, as well as breaches of the code of conduct and malpractice within the organisation, stating whether reports made through this channel are confidential.**

*Article 16.4.(g) of the Rules and Regulations of the Board of Directors stipulates that the audit committee assumes, among others, the following function "Become apprised of and, if applicable, respond to the initiatives, suggestions or complaints put forward or raised by the shareholders regarding the area of authority of this committee and which are submitted thereto by the office of the general secretary of the Company. The committee shall also: (i) receive, process and archive claims received by the Bank regarding matters involving the process of generating financial information, audits and internal controls and (ii) establish and supervise a mechanism that allows Group employees to confidentially and anonymously report irregularities with potential importance in their areas, particularly the financial and accounting areas"*.

No such communications have been received during the last three fiscal years.

The procedure for communicating such claims to the audit committee is regulated and establish that such communications, whether from employees or others, must be sent in writing to the Bank's registered office.

The following measures are in place to ensure the confidentiality of communications prior to their examination by the audit committee:

- The personal details and the sender and their contact details are not required in such communications.
- Only certain persons from the office of the general secretary and the board of directors may review the communication, so as to determine whether it deals with accounting or audit matters and forward it to the accounting committee or the head of the relevant area or department as appropriate, who will report to the committee.

**• Training and refresher courses for personnel involved in preparing and reviewing financial information or evaluating ICFR, which address, at least, accounting rules, auditing, internal control and risk management.**

Group employees involved in preparing and reviewing its financial information participate in training programmes and regular refresher courses which are specifically designed to provide them with the knowledge required to allow them to discharge their duties properly.

The training and refresher courses are mostly promoted by the management control and general audit division itself and are designed and overseen together with the corporate learning and career development unit which is, in turn, part of the HR department and is responsible for coordinating and imparting training across the Group.

These training initiatives take the form of a mixture of e-learning and on-site sessions, all of which are monitored and overseen by the aforementioned corporate unit in order to guarantee they are duly taken and that the concepts taught have been properly assimilated.

With respect to the training received concerning financial information preparation and reviews, the general secretary and human resources division, in coordination with the financial accounting and control division, has provided in 2016 the employees involved in preparing and reviewing the financial information with courses on the following topics: risk analysis and management, accounting and financial statement analysis, the business, banking and financial environment, financial management, costs and budgeting, numerical skills, calculations and statistics and financial statement auditing, among other matters directly and indirectly related to the financial information process.

In 2016, 33,315 employees from the Group's entities in the various countries in which it operates were involved in such training, involving over 185,750 training hours at the Corporate Centre in Spain and remotely (e-learning). In addition, each country develops its own training programme based on that developed by the parent.

6. Santander Group's General Code of Conduct can be found on the corporate website ([www.santander.com](http://www.santander.com)).

## F.2. Risk assessment in financial reporting

Report at least:

### F.2.1. The main characteristics of the risk identification process, including risks of error or fraud, stating whether:

- **The process exists and is documented.**
- **The process covers all financial reporting objectives, (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations), is updated and with what frequency.**
- **A specific process is in place to define the scope of consolidation, with reference to the possible existence of complex corporate structures, special purpose vehicles, holding companies, etc.**
- **The process addresses other types of risk (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they may affect the financial statements.**
- **Which of the company's governing bodies is responsible for overseeing the process.**

Santander Group's internal control model is defined as the process carried out by the board of directors, senior management and the rest of the Group's employees to provide reasonable assurance that their objectives will be attained.

The Group's ICFR model complies with the most stringent international standards and specifically complies with the guidelines established by the committee of Sponsoring Organizations of the Tradeway Commission (COSO) in its most recent framework published in 2013, which addresses control targets in terms of operations effectiveness and efficiency, financial information reliability and compliance with applicable rules and regulations.

ICFR documentation is implemented at the main Group companies using standard and uniform methodology such that it ensures inclusion of the appropriate controls and covers all material financial information risk factors.

The risk identification process takes into account all classes of risk (particularly those included in the recommendations issued by the Basel Risk committee). Its scope is greater than the totality of risks directly related to the preparation of the Group's financial information.

The identification of potential risks that must be covered by ICFR is based on the knowledge and understanding that management have of the business and its operating processes, taking into account both criteria of relative importance and qualitative criteria associated with the type, complexity or the structure of the business itself.

In addition, the Bank ensures the existence of controls covering the potential risk of error or fraud in the issuance of the financial information, i.e., potential errors in terms of: i) the existence of the assets, liabilities and transactions as of the corresponding date; ii) the fact that the assets are Group goods or rights and the liabilities Group obligations; iii) proper and timely recognition and correct measurement of its assets, liabilities and transactions; and iv) the correct application of the accounting rules and standards and adequate disclosures.

The following aspects of the Group's ICFR model are worth highlighting:

- It is a corporate model involving the totality of the Group's relevant organisational structure by means of a direct structure of individually-assigned lines of responsibility.
- The management of the ICFR documentation is decentralised, being delegated to the Group's various units, while its coordination and monitoring is the duty of the non-financial risk control department, which issues general criteria and guidelines to ensure uniformity and standardisation of the documentation of procedures, control validation tests, criteria for the classification of potential weaknesses and rule changes.
- It is a far-reaching model with a global scope of application, which not only documents the activities relating to generation of the consolidated financial information, its core scope of application, but also other procedures developed by each entity's support areas which, while not generating a direct impact on the accounting process, could cause possible losses or contingencies in the case of incidents, errors, regulatory breaches and/or fraud.
- It is dynamic and updated continually to mirror the reality of the Group's business as it evolves, the risks to which it is exposed and the controls in place to mitigate these risks.
- It generates comprehensive documentation of all the processes falling under its scope of application and includes detailed descriptions of the transactions, evaluation criteria and checks applied to the ICFR model.

All of the Group companies' ICFR documentation is compiled into a corporate IT application which is accessed by employees of differing levels of responsibility in the evaluation and certification process of Santander Group's internal control system.

The Group has a specific process for identifying the companies that should be included within its scope of consolidation. This is mainly monitored by the financial accounting and control division and the office of the general secretary and human resources.

This procedure enables the identification of not just those entities over which the Group has control through voting rights from its direct or indirect holdings, but also those over which it exercises control through other channels, such as mutual funds, securitisations and other structured vehicles. This procedure analyses whether the Group has control over the entity, has rights over or is exposed to its variable returns, and whether it has the capacity to use its power to influence the amount of such variable returns. If the procedure concludes that the Group has such control, the entity is included in the scope of consolidation,

and it is integrated by the global consolidation method. If not, it is analysed to identify whether there is significant influence or joint control. If this is the case, the entity is included in the scope of consolidation, and consolidated using the equity method.

Finally, as stated in section F.1.1 above, the audit committee is responsible for supervising the Company and Group's regulated financial information process and internal control system.

In supervising this financial information, particular attention is paid to its integrity, compliance with regulatory requirements and accounting criteria, and the correct definition of the scope of consolidation. The internal control and risk management systems are regularly reviewed to ensure their effectiveness and adequate identification, management and reporting.

### F.3. Control activities

Indicate the existence of at least the following components, and specify their main characteristics:

#### **F.3.1. Procedures for reviewing and authorising the financial information and description of ICFR to be disclosed to the markets, stating who is responsible in each case and documentation and flow charts of activities and controls (including those addressing the risk of fraud) for each type of transaction that may materially affect the financial statements, including procedures for the closing of accounts and for the separate review of critical judgements, estimates, evaluations and projections.**

As already noted elsewhere in this report, the board itself has delegated in its audit committee the duty to: *"supervise the process of preparing and presenting the required financial information relating to the Company and the Group, as well as its integrity, reviewing compliance with regulatory requirements, the proper demarcation of the Group's scope of consolidation and the correct application of accounting standards"* (article 16.4.(e) (i) of the Rules and Regulations of the Board of Directors).

The process of creating, reviewing and authorizing the financial information and the description of the ICF are documented in a corporate tool which integrates the control model into risk management, including a description of the activities, risks, tasks and the controls associated with all of the transactions that may have a material effect on the financial statements. This documentation covers recurrent banking transactions and one-off operations (stock trading, property deals, etc.) and aspects related to judgements and estimates, covering the registration, assessment, presentation and disclosure of financial information. The information in the tools is updated to reflect changes in the way of carrying out, reviewing and authorising procedures for generating financial information.

The audit committee also has the duty to *"report to the board, in advance of the adoption by it of the corresponding decisions, regarding: (i) The financial information that the Company must periodically make public, ensuring that such information is prepared in accordance with the same principles and practices applicable to the annual accounts"* (article 16.4.(f) (i) of the Rules and Regulations of the Board of Directors).

The most significant aspects of the accounting close process and the review of the material judgements, estimates, measurements and projections used are as follows:

- impairment losses on certain assets.
- the assumptions used to calculate the value of liabilities and commitments relating to post-employment benefits and other obligations;
- useful lives of property, plant and equipment and intangible assets
- the measurement of goodwill;
- provisions and contingent consideration liabilities;
- the fair value of certain unlisted securities.
- the recoverability of deferred tax assets.

The Group's Chief Accounting Officer presents the Group's financial information to the audit committee on a quarterly basis, at least, providing explanations of the main criteria employed for estimates, valuations and value judgements.

The board of directors is responsible for approving the financial information that the Bank is obliged to publish, in accordance with article 3.2 c) of its Rules and Regulations.

The information provided to directors prior to board meetings, including information on value judgements, estimates and forecasts relating to the financial information, is prepared specifically for the purposes of these meetings.

To verify that the ICFR model is working properly and check the effectiveness of the defines functions, tasks and controls, the Group has in place an evaluation and certification process which starts with an evaluation of the control activities by the staff responsible for them. Depending on the conclusions, the next step is to certify the tasks and functions related to the generation of financial information so that, having analysed all such certifications, the chief executive officer, the chief financial officer and the controller can rule on the effectiveness of the ICFR model.

In 2016, the Group performed two evaluation processes:

- The evaluation of the effectiveness of the controls during the first half of the year, in order to adequately manage the change to the new methodology and the new corporate system, as well as to anticipate any incidents that will allow it to be improved before the end of the year.
- Annual evaluation of the effectiveness of the controls and processes.

The non-financial risk control unit prepares a report spelling out the conclusions reached as a result of the certification process conducted by the units, taking the following aspects into consideration:

- A list of the certifications obtained at all levels.
- Any additional certifications considered necessary.
- Specific certification of all significant outsourced services.
- The ICFR model design and operation tests performed by those responsible for its maintenance and/or independent experts.

This report also itemises any incidents unearthed throughout the certification process by any of the parties involved, indicating whether these incidents have been properly resolved or, to the contrary, the plans in place to bring them to a satisfactory conclusion.

The conclusions of those evaluation processes are presented to the audit committee by the non-financial risk control department, together with general controller and management control division and, if appropriate, the representatives of the divisions and/or work companies required, after having been presented to the risk control committee.

Lastly, on the basis of this report, the Group's general auditor and controller (CAO), Chief Financial Officer (CFO) and its Chief Executive Officer (CEO) rule on the effectiveness of the ICFR model in terms of preventing or detecting errors which could have a material impact on the consolidated financial information.

### **F.3.2. Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.**

The technology and operations division issues corporate IT policies.

For internal control purposes, the following policies are of particular importance.

The Group's IT systems which are directly or indirectly related to the financial statements are configured to ensure the correct preparation and publication of financial information at all times by means of a specific internal control protocol.

To this end, the entity has internal policies and procedures, which are duly updated and distributed, relating to systems security and access to the IT applications and systems based on roles and in accordance with the duties and clearances assigned to each unit/post so as to ensure proper separation of powers.

The Group's internal policies establish that access to all systems that store or process data shall be strictly controlled, and that the level of access control required is determined by potential impact on the business. Access rights are assigned by Group experts in this area (known as authorised signatures), by roles and functions. In addition, to ensure compliance, the user and profile maintenance control and review processes in which responsible personnel in each area are involved ensure that information is only accessed by persons who need it for their work.

The Group's methodology is designed to ensure that any new software developments and the updating and maintenance of existing programmes go through a definition-development-testing cycle that guarantees that financial information is handled reliably.

In this way, once software developments have been completed on the basis of the defined requirements (detailed documentation of the processes to be implemented), these developments are subjected to exhaustive testing by a specialist 'software lab'.

The Corporate Certification Office (CCO) is then responsible for the complete testing cycle of the software in a pre-production environment (IT environments that simulate real situations), prior to its final implementation. The CCO manages and coordinates this whole cycle, which includes: technical and functional testing, performance testing, user acceptance testing, and pilot and prototype testing as defined by the entities, prior to making the applications available to all end users.

Underpinned by corporate methodology, the Group guarantees the existence of business continuity plans that ensure on-going performance of key functions in the event of disasters or other events that could halt or interrupt business operations.

These plans catalogue the measures, which translate into specific initiatives, designed to mitigate the scale and severity of IT incidents and to ensure that operations are up and running again as quickly and with as little fallout as possible.

To this end, the Group has highly-automated back-up systems to ensure the continuity of the most critical systems with little or no human intervention thanks to parallel redundant systems, high-availability systems and redundant communication lines.

In addition, there are specific force majeure risk mitigation strategies in place, such as virtual data processing centres, back-up power suppliers and off site storage facilities.

### **F.3.3. Internal control policies and procedures for overseeing the management of outsourced activities, and of the appraisal, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.**

With regard to suppliers belonging to the Group, a general framework, also with policies and procedures have been put in place to ensure coverage of the risks associated with such outsourcing.

The relevant processes include the following:

- The performance of tasks relating to the initiation, recording, processing, settlement, reporting and accounting of asset valuations and transactions.
- The provision of IT support in its various manifestations: software development or infrastructure maintenance, incident management, IT security and IT processing.
- The provision of other material support services not directly related to the generation of financial information: supplier management, property management, HR management, etc.

The main control procedures in place to ensure adequate coverage of the risks intrinsic to these processes are:

- Relations among Group companies are documented in contracts which detail exhaustively the type and level of service provided.
- All of the Group's service providers document and validate the main processes and controls related to the services they provide.





- Entities to which activities are outsourced document and validate their controls in order to ensure that the material risks associated with the outsourced services are kept within reasonable levels.

The Group assesses its estimates in-house. Whenever it considers it advisable to hire the services of a third party to help with specific matters, it does so having verified their expertise and independence, and having validated their methods and the reasonableness of the assumptions made.

Furthermore, the Group has signed service level agreements and put in place controls to ensure the integrity and quality of information for external suppliers providing significant services that might impact the financial statements -mainly the management of foreclosed property and management of non-performing loans.

The previous policies and procedures comply, in every case, with the provisions included in the Bank of Spain Circular 2/2016, of 2 February, applicable to the credit institutions, about supervision and solvency, that completes the adaptation of the Spanish legal system to the Directive 2013/36/UE and the Regulation (EU) n° 575/2013.

#### F.4. Information and communication

**Indicate the existence of at least the following components, and specify their main characteristics:**

**F.4.1. A specific function in charge of defining and maintaining accounting policies (accounting policies area or department) and settling doubts or disputes over their interpretation, which is in regular communication with the team in charge of operations, and a manual of accounting policies regularly updated and communicated to all the company's operating units.**

The financial accounting and control division includes the financial regulation and accounting processes area, the head of which reports directly to the controller and has the following exclusive responsibilities:

- Defining the accounting treatment of the operations that constitute the Bank's business in keeping with their economic substance and the regulations governing the financial system.
- Defining and updating the Group's accounting policies and resolving any questions or conflicts deriving from their interpretation.
- Enhancing and standardising the Group's accounting practices.
- Assisting and advising the professionals responsible for new IT developments with respect to accounting requirements and ways of presenting information for internal consumption and external distribution and on how to maintain these systems as they relate to accounting issues.

Accounting policies are set out in the Accounting Policy and Standards Manual together with the measurement standards applicable at Santander Group. New accounting matters and the most relevant interpretations of accounting standards in force prepared by the financial regulation and accounting process area are presented on a monthly basis. These documents are stored in

the accounting regulation library (NIC-KEY), which is accessible to all Group units.

The financial accounting and control division has put in place procedures to ensure it has all the information it needs to update the audit plan to cover the issue of new products and regulatory and accounting changes that make it necessary to adapt the plan and accounting principles and policies.

The Group entities, through the heads of their operations or accounting units, maintain an on-going and fluid dialogue with the financial regulation and accounting processes area and with the other areas of the management control unit.

**F.4.2. Mechanisms in standard format for the capture and preparation of financial information, which are applied and used in all units within the entity or group, and support its main financial statements and accompanying notes as well as disclosures concerning ICFR.**

The Group's computer applications are configured in a management model which, using an IT system structure appropriate for a bank, is divided into several 'layers' supplying different kinds of services, including:

- General IT systems: these provide information to division/ business unit heads.
- Management systems: these produce information for business monitoring and control purposes.
- Business systems: software encompassing the full product-contract-customer life cycle.
- Structural systems: these support the data shared and used by all the applications and services. These systems include all those related to the accounting and financial information.

All these systems are designed and developed in accordance with the following IT architecture:

- General software architecture, which defines the design patterns and principles for all systems.
- Technical architecture, including the mechanisms used in the model for design outsourcing, tool encapsulation and task automation.

One of the overriding purposes of this model is to provide the Group's IT systems with the right software infrastructure to manage all the transactions performed and their subsequent entry into the corresponding accounting registers, with the resources needed to enable access to and consultation of the various levels of supporting data.

The software applications do not generate accounting entries per se; they are based on a model centred on the transaction itself and a complementary model of accounting templates that specifies the accounting entries and movements to be made for the said transaction. These accounting entries and movements are designed, authorised and maintained by the financial accounting and control division.

The applications execute the transactions performed in a day across the various distribution channels (branches, internet,

telephone banking, e-banking, etc.) and store them in the 'daily transaction register' (DGO for its acronym in Spanish).

The DGO generates the transaction accounting entries and movements on the basis of the information contained in the accounting template, uploading it directly into the accounting IT infrastructure.

This application carries out the other processes necessary to generate financial information, including: capturing and balancing the movements received, consolidating and reconciling with application balances, cross-checking the software and accounting information for accuracy, complying with the accounting allocation structural model, managing and storing auxiliary accounting data and making accounting entries for saving in the accounting system itself.

Some applications do not use this process. These rely instead on their own account assistants who upload the general accounting data directly by means of account movements, so that the definition of these accounting entries resides in the applications themselves.

In order to control this process, before inputting the movements into the general accounting system, the accounting information is uploaded into a verification system which performs a number of controls and tests.

The accounting infrastructure and the aforementioned structural systems generate the processes needed to prepare, disclose and store all the financial information required from a financial institution for regulatory and internal purposes, under the guidance, supervision and control of the management control unit.

To minimise the attendant operational risks and optimise the quality of the information produced in the consolidation process, the Group has developed two IT tools which it uses in the financial statement consolidation process.

The first channels information flows between the units and the financial accounting and control division, while the second performs the consolidation proper on the basis of the information provided by the former.

Each month, all of the entities within the Group's scope of consolidation report their financial statements, in keeping with the Group's audit plan.

The Group's audit plan, which is included in the consolidation application, generally contains the disclosure needed to comply with the disclosure requirements imposed on the Group by Spanish and international authorities.

The consolidation application includes a module that standardises the accounting criteria applied so that the units make the accounting adjustments needed to make their financial statements consistent with the accounting criteria followed by the Group.

The next step, which is automated and standardised, is to convert the financial statements of the entities that do not operate in euros into the Group's functional currency.

The financial statements of the entities comprising the scope of consolidation are subsequently aggregated.

The consolidation process identifies intragroup items, ensuring they are correctly eliminated. In addition, in order to ensure the quality and comprehensiveness of the information, the consolidation application is configured to make investment-equity elimination adjustments and to eliminate intragroup transactions, which are generated automatically in keeping with the system settings and checks.

Lastly, the consolidation application includes another module (the annex module) which allows all units to upload the accounting and non-accounting information not specified in the aforementioned audit plan and which the Group deems opportune for the purpose of complying with applicable disclosure requirements.

This entire process is highly automated and includes automatic controls to enable the detection of incidents in the consolidation process. The financial accounting and control division also performs additional oversight and analytical controls.

## F.5 Monitoring

**Indicate the existence of at least the following components, describing their main characteristics:**

**F.5.1. The ICFR monitoring activities undertaken by the audit committee and an internal audit function whose competencies include supporting the audit committee in its role of monitoring the internal control system, including ICFR. Describe the scope of the ICFR assessment conducted in the year and the procedure for the person in charge to communicate its findings. State also whether the company has an action plan specifying corrective measures for any flaws detected, and whether it has taken stock of their potential impact on its financial information.**

The board of directors has approved a corporate internal audit framework of the Santander Group, which defines the overall function of internal audit and the way in which it is to be developed.

In accordance with this, internal audit is a permanent function and independent from all other functions and units. Its mission is to provide the board of directors and senior management with independent board when deemed assurances in regard to the quality and efficacy of the systems and processes of internal control, risk management (current and emerging) and governance, thereby helping to safeguard the organisation's value, solvency and reputation. Internal audit will report to the audit committee and to the board of directors on a regular basis, and it has direct access to the appropriate.

The internal audit evaluates:

- The efficacy and efficiency of the processes and systems cited above;
- Compliance with applicable legislation and requirements of supervisory bodies;
- The reliability and integrity of financial and operating information; and
- The integrity of capital.





Internal audit is the third line of defence, independent of the others.

The scope of its work encompasses:

- All Group entities over which it exercises effective control;
- Separate asset pools (for example, mutual funds) managed by the entities mentioned in the previous section; and
- All entities (or separate asset pools) not included in the previous points, for which there is an agreement for the Group to provide internal audit functions.

This scope, subjectively defined, includes the activities, businesses and processes carried out (either directly or through outsourcing), the existing organisation and any commercial networks. In addition, and also as part of its mission, internal audit can undertake audits in other subsidiaries not included among the points above, when the Group has reserved this right as a shareholder.

Article 16.5 of the Rules and Regulations of the Board of Directors states that: *"The internal audit function of the Bank shall report to the audit committee and shall respond to requests for information that it receives therefrom in the performance of its duties. Notwithstanding the foregoing, the internal audit function, as an independent unit, shall periodically report to the board of directors and, in any event, at least two times per year, and shall also have direct access to the board when it deems it appropriate."*

As provided for in article 16.4.(d) of the Rules and Regulations of the Board of Directors, the audit committee supervises the Group's internal audit function and, specifically: *"(i) Propose the selection, appointment and withdrawal of the officer responsible for internal audit; (ii) Approve the proposed guidance and the annual working plan of internal audit submitted to the board, ensuring that internal audit activities are primarily focused on the Company's significant risks, and review the annual activities report; (iii) Ensure the independence and effectiveness of the internal audit function; (iv) Propose the budget for this service, including the physical and human resources needed for the performance of its duties; (v) Receive periodic information regarding the activities thereof; and (vi) Verify that senior management and the board take into account the conclusions and recommendations set forth in its reports."*

At year-end 2016, internal audit employed 1,074 people, all dedicated exclusively to this service. Of these, 237 were based in the Corporate Centre and 837 in local units situated in the principal geographic areas in which the Group is present, all of whom exclusively work in that location.

Every year, internal audit prepares an audit plan based on a self-assessment exercise on the risks faced by the Group. Internal audit is exclusively responsible for implementing this plan. The audits carried out may result in audit recommendations being made. These are prioritised by their relative importance, and then continuously monitored until fully implemented.

At its meeting on 20 January 2016, the audit committee considered and approved the audit plan for 2016, which was submitted to, and approved by, the board at the meeting held on 26 January 2016.

In 2016, the effectiveness and functioning of the main elements of the internal control system and controls on information systems in the units analysed were assessed.

In 2016, the audit committee and the board of directors were kept informed of the work carried out by the internal audit division on its annual plan and other issues related to the audit function at 10 out of the 10 meetings of the audit committee and 2 of the board meetings. The audit committee assessed whether the work of internal audit was sufficient and the results of its activity and monitored the recommendations made, particularly the most important. It also reviewed the effects of the results of this work on the financial information. Finally, the committee monitored the corrective actions implemented, giving priority to the most important of these.

At its meeting of 18 January 2017, the audit committee reviewed and approved the internal audit plan for this year. At its meeting of 24 January 2017, the board was informed regarding the internal audit activities conducted in 2016 and the aforementioned audit plan, becoming aware and confirming.

**F.5.2. A discussion procedure whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other assignments, to the company's senior management and its audit committee or board of directors. State also whether the entity has an action plan to correct or mitigate the weaknesses found.**

As stipulated in the By-laws and Rules and Regulations of the Board of Directors, the audit committee is officially tasked with overseeing the financial information process and the internal control systems.

The audit committee deals with any possible control deficiencies that might affect the reliability and accuracy of the financial statements. To this end it can call in the various areas of the Group involved to provide the necessary information and clarifications. The committee also takes stock of the potential impact of any flaws detected in the financial information.

Article 16.4.e) of the Rules and Regulations of the Board of Directors defines a duty of the audit committee as being to:

- (e) Supervise the financial reporting system and the internal control systems In particular, the Audit committee shall: (...) (iii) Discuss with the external auditor any significant weaknesses detected in the internal control system during the course of the audit.*

Moreover, article 16.4.d) of the Rules and regulations of the board of directors establishes that the supervision duties of the audit committee with regard to the internal audit function include, and, in particular, "v) receive periodic information regarding the activities thereof; and vi) verify that senior management and the board take into account the conclusions and recommendations set forth in its reports."

As part of its supervision work, the audit committee assesses the results of the work of the internal audit division, and can take action as necessary to correct any effects identified on the financial information.

## F.6. Other relevant information

## F.7. External auditor report

## State whether:

**F.7.1 The ICFR information supplied to the market has been reviewed by the external auditor, in which case the corresponding report should be attached. Otherwise, explain the reasons for the absence of this review.**

The information relating to the internal control over financial reporting (ICFR) system (also known internally as Santander Group Internal Control Model) provided in this section of the annual corporate governance report is assessed by the external auditor, which issues an opinion on the same and on the effectiveness of the ICFR system with respect to the financial information included in the Group's consolidated financial statements for the year ended 31 December 2016.

The auditor's report on the ICFR system is included as an appendix to this report and the 2016 consolidated financial statements.

## » G. Degree of compliance with corporate governance recommendations

Indicate the degree of the company's compliance with the recommendations of the good governance code for listed companies.

Should the company not comply with any of the recommendations or comply only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations are not acceptable.

**1. The By-laws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.**

See sections A.10, B.1, B.2, B.5, C.1.23 and C.1.24

Compliant ☒ Explain ☐

In keeping with Articles 26.1 (paragraph one) and 35.4 of the By-laws, there are no limitations or restrictions on voting rights or on the acquisition or transfer of Bank shares.

**2. When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:**

**a) The activity they engage in, and any business dealings between them, as well as between the subsidiary and other group companies;**

**b) The mechanisms in place to resolve possible conflicts of interest.**

See section D.7.

Compliant ☐ Partially compliant ☐

Explain ☐ Not applicable ☒

Does not apply as the Bank has no listed subsidiaries in Spain.

**3. During the annual general meeting the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular.**

**a) Changes taking place since the previous annual general meeting.**

**b) The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative procedures followed in its stead.**

Compliant ☒ Partially compliant ☐ Explain ☐



In accordance with Article 31.1 of the Rules and Regulations of the Board of Directors, the chairman of the board of directors will report to the general shareholders' meeting the most relevant corporate governance issues at the Company in the year to which the financial statements being submitted to shareholders refer.

At the General shareholders' meeting held on 18 March 2016 the chairman of the board of directors verbally informed shareholders of the most relevant aspects of the Bank's corporate governance model and, in particular, those mentioned in this recommendation.

**4. The company should draw up and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position.**

**This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.**

See sections B.7 and C.1.35

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

Article 31.1 of the Rules and Regulations of the Board states:

*The board of directors shall define and advance a policy of communication between the Company and its shareholders, institutional investors and proxy advisers. The Company shall publicise this policy on its website.*

*Within the framework of this policy, the lead director shall maintain contact with investors and shareholders in order to gather their insights and thus form an opinion about their concerns, especially in connection with the Company's corporate governance.*

*In addition, the Company shall promote the holding of meetings attended by the lead director, other directors and/or such members of senior management as are deemed appropriate for the provision of information on the progress of the Company and its Group to shareholders residing in the most significant locations of Spain and other countries. In no event shall such meetings with shareholders entail the provision to them of any information that might place them in a privileged or advantageous position vis-à-vis the other shareholders.*

*Article 32.1 of the Rules and Regulations of the Board of Directors states that "within the framework of the policy referred to in Article 31.1 above, the board of directors will also establish adequate mechanisms for regularly exchanging information with institutional investors holding an interest in the Company and with proxy advisors", and section 2 adds that "In no case will the relations between the board of directors and those groups translate into the provision to them of any information that could give rise to a privileged or advantageous situation with respect to other shareholders."*

Likewise, article 17 ter 4(n) of the Rules and Regulations of the Board, entrusts in the risk supervision, regulation and compliance committee, the "supervision of the strategy for communication and relations with shareholders and investors, including small and mid-sized shareholders, as well as supervision and evaluation of the procedures for relations with stakeholders."

In accordance with the above system, the policy for communicating with shareholders, investors and proxy advisors establishes the rules and practices that the Company applies with respect to such communications, they are respectful of market abuse regulations and the dispensing of similar treatment to all shareholders. The policy is published on the Company's corporate website ([www.santander.com](http://www.santander.com)).

Since 2004 the "Shareholders and Investors" section under the main menu of the Bank's corporate website ([www.santander.com](http://www.santander.com)) has provided all the information required by applicable legislation regarding shareholders and investors, as well as other information to facilitate shareholders' rights to attendance, information and participation at the general shareholders' meeting.

In accordance with Article 12 bis of the Rules and Regulations of the Board of Directors, the lead independent director is particularly authorized to maintain contacts with investors and shareholders and, in this respect, in 2016 a corporate governance road show was developed for the stakeholders. Other actions with investors, such as the Group Strategy Update or the International Banking Conference took place in 2016, celebrated on 30 September and 10 November, respectively.

Relations with the Bank's shareholders and investors area undertook a number of initiatives in 2016, aimed at improving transparency with shareholders and investors and helping them to exercise their rights, both in terms of communication (through the channels chosen by shareholders and investors to inform them of material events, the general shareholders' meeting, Group Strategy Update, dividends/Scrip Dividend, the share price, the Group's development and results, events; and with the launch of new channels of communication with shareholders and investors based on new technologies -the new corporate and commercial websites, and the Santander shareholders and investors app-), as well as forums and road shows, and remote channels such as electronic mailboxes, telephone queries and postal mail.

**5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.**

**When a board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.**

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

In 2016 the board of directors did not present to the general shareholders' meeting any proposal to delegate authority to issue shares or securities convertible into shares, excluding the preferred subscription right.

At the next ordinary general shareholders' meeting the board will present a proposal to delegate authority to issue shares and increase share capital, excluding preferred subscription rights. In this sense (as is the case with current delegated authority approved by the general shareholders' meeting on 27 March 2015, in accordance with points eight and ten A of the agenda), a limitation will be established whereby that share capital increase

cannot exceed, individually or on an aggregate basis, a maximum of 20% of the share capital at the date of the relevant proposal submitted by the board to shareholders, when they include an exclusion of the shareholders' preferred subscription right.

**6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:**

**a) Report on auditor independence.**

**b) Reviews of the operation of the audit committee and the nomination and remuneration committee.**

**c) Audit committee report on third-party transactions.**

**d) Report on corporate social responsibility policy.**

See sections B.7 and C.2.1, C.2.5

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

**Report on auditor independence**

The audit committee report for 2016 contains the committee's report on the independence of the Bank's external auditor, which was issued at its meeting held on 15 February 2017 with the contents established in the applicable regulation, the committee expressed a favourable opinion of the independence of the Bank's external auditor.

The audit committee's report for 2016 will be published on the Company's corporate website ([www.santander.com](http://www.santander.com)) upon the calling of the 2017 ordinary general shareholders' meeting.

**Reviews of the operation of the audit, appointments, remuneration and risk regulation and compliance committees**

The audit, appointments, remuneration, risk supervision, regulation and compliance committees each issue an annual report regarding their operations that is presented to the board of directors by the chairs of those committees in accordance with Article 16, 17, 17 bis and 17 ter of the Rules and Regulations of the Board of Directors, respectively, and those reports are published on the Company's corporate website ([www.santander.com](http://www.santander.com)) at the time the announcement of the call to the ordinary general shareholders' meeting for the following year is published.

The activity reports from these committees will be published on the Company's website ([www.santander.com](http://www.santander.com)) upon the call notice for the 2017 ordinary annual general shareholders' meeting.

**Audit committee report on related-party transactions**

The audit committee report for 2016 also contains the committee's report on transactions with related parties in 2016, which was prepared at the meeting held on 15 February 2017 and the committee has verified that all transactions completed with related parties during the year were fully compliant with the Rules and Regulations of the Board and did not require approval from the governing bodies; otherwise, approval was duly obtained following a positive report issued by the committee, once the agreed consideration and other terms and conditions were found to be within market parameters.

The audit committee report for 2016 will be published on the Company's website ([www.santander.com](http://www.santander.com)) upon the call notice for the 2017 ordinary annual general shareholders' meeting.

**Report on the corporate social responsibility policy**

At the meeting held on 21 February 2017, the board of directors approved the Company's 2016 sustainability report, which was prepared in accordance with the "Sustainability Reporting Guidelines" issued by the Global Reporting Initiative and it includes general aspects of the Bank's corporate social responsibility policy. This report will be published in the section "Sustainability" on the Company's corporate website ([www.santander.com](http://www.santander.com)).

**7. The company should broadcast its general meetings live on the corporate website.**

See section B.7

**Compliant** ☒ **Explain** ☐

The Company will provide a live broadcast of the 2017 ordinary general shareholders' meeting as it did for the general meeting held on 18 March 2016. To promote the broadest communication of its meetings and the resolutions adopted, access to the meeting will also be provided to the media.

Article 6 of the Rules and Regulations for the general shareholders' meeting specifies the information available on the Company's website ([www.santander.com](http://www.santander.com)) from the publication of the call to the meeting.

**8. The audit committee should strive to ensure that the board of directors can present the company's accounts to the general meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the chairman of the audit committee and the auditors should give a clear account to shareholders of their scope and content.**

See sections C.1.31, C.1.32, C.1.38 and C.2.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

There were no reservations or qualifications in the audit reports of either the individual or consolidated financial statements of the Bank.



The regulations governing these matters are to be found in Articles 62.3 of the By-laws and 35.5 of the Rules and Regulations of the Board of Directors. Each statement established that *“The board of directors shall endeavor to formulate the accounts in such a way that there is no room for reservations by the external auditor”*. However, if the board believes that its opinion must prevail, it shall provide a public explanation, through the chairman of the audit committee, of the content and scope of the discrepancy, and shall also endeavour to ensure that the auditor likewise discloses its considerations in this regard”.

Article 16.4. c), (ii) (1) of the Rules and Regulations of the Board of Directors also stipulates that the audit committee *“will ensure that the accounts that are finally prepared by the board are presented to the general meeting without reservations or qualifications in the audit report”*.

**9. The company should disclose its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.**

**Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.**

See sections A.10, B.1, B.2, B.5 and B.7

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The By-laws and the Rules and Regulations of the Board of Directors establish the requirements and procedures for crediting ownership of shares and to exercise shareholder voting rights when general meetings are called and held.

The By-laws and the Rules and Regulations for the General Shareholders' Meeting are published on the Company's corporate website ([www.santander.com](http://www.santander.com)). This information facilitates the informed participation of shareholders at general meetings and is required, as necessary, from the call notice for the general shareholders' meeting, which is published on the company's website along with a model attendance, proxy-granting and distance voting card and the rest of the documentation relating to this meeting.

The aforementioned rules encourage the attendance of shareholders at the general meeting and the exercising of their rights, and provide equal treatment to shareholders as a result of the following, among other things:

a) Article 6 of the Rules and Regulations for the General Shareholders' Meeting stipulates that:

*“1. In addition to fulfilling legal or by-law requirements, as from the time the call to the meeting is published and up until the General Shareholders' Meeting is held, the Company will continuously publish the following information on its website:*

(...)

(vi) *The forms relating to the attendance card and proxy and remote voting documents, unless they are sent directly by the Company to each shareholder. If they cannot be published on the website for technical reasons, the Company shall specify how to obtain the forms in paper format, which it shall send to all shareholders that request them. These forms will be updated if requests are*

*made to include new points in the agenda or if there are proposed alternative resolutions, in the terms established by law.*

2. *Notwithstanding the content of other sections of this Regulation and any legal or by law requirement, as from the date on which the call to the meeting is announced the Company's website will also provide all information deemed advisable to facilitate the attendance of shareholders at the General Meeting as well as their participation, including:*

(i) *Information regarding the place at which the Meeting will be held, and describing the manner to access the facility, if appropriate.*

(ii) *Description of the mechanisms that may be used for granting proxies and remote voting.*

(iii) *Any information regarding systems or procedures that facilitate the monitoring of the Meeting, such as simultaneous interpretation mechanisms, audiovisual broadcasts, information in other languages, etc.”*

b) Article 8 of the Rules and Regulations for the General Shareholders' Meeting stipulates that *“notwithstanding the provisions of the By-laws, the right to attend the General Shareholders' Meeting may be delegated to any natural or legal person”*.

c) Article 9.1 of the Rules and Regulations for the General Shareholders' Meeting stipulates that *“all those that in the terms established by the law and the By-laws own any number of shares registered in their name in the relevant accounting records five days before the date on which a General Meeting is to be held are entitled to attend that meeting”*.

The Bank allows shareholders to exercise their rights to attend, delegate and vote using remote communication systems, which also favour participation in the general meeting.

**10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:**

**a) Immediately circulate the supplementary items and new proposals.**

**b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.**

**c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.**

**d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.**

**Compliant** ☒ **Partially compliant** ☐

**Explain** ☐ **Not applicable** ☐



In 2016 no entitled shareholder exercised that right in the terms established by applicable legislation, the By-laws and the Rules and Regulations for the General Shareholders' Meeting.

Article 5.4 of the Rules and Regulations for the General Shareholders' Meeting stipulates that *"shareholders that represent at least three percent (3%) of share capital may request that a supplementary announcement be made in addition to the call to the Meeting including one or more points of the agenda, provided that these new points are accompanied by justification or, if appropriate, a justified proposed resolution"*.

The supplement to the call to the meeting will be given the same exposure as the original call to the meeting"; and paragraph 5 adds that *"shareholders that represent at least three percent (3%) of share capital may present, within the same deadline established in paragraph, proposals regarding matters already included, or which should be included, in the agenda for the General Shareholders' Meeting"*.

Article 6.1 of the Rules and Regulations for the General Shareholders' Meeting stipulates that between the time the announcement of the call to the meeting and the date on which the general meeting is held, the Company will publish on its website, without interruption and including such proposals, the following information:

- Proposed alternative resolutions: *"(iv) the full text of the proposed resolutions submitted by the board of directors regarding each and every one of the items on the agenda or, with relation to merely informative items, a report prepared by the competent bodies, containing a discussion of such items. If received, any proposed resolutions presented by shareholders will also be included (...)"* and
- Proposed resolutions relating to a supplementary call: *"When there is a supplement to a call, the Company will announce it as soon as possible on its website, including the text of the proposals and the justification provided to the Company regarding that supplement, notwithstanding the publication of the supplement (...)"*.
- Updating of the attendance card, delegation and remote voting: *"(vi) the forms of the attendance, proxy-granting and distance voting card, unless they are sent directly by the Bank to each shareholder. If they cannot be published on the website for technical reasons, the Company shall specify how to obtain the forms in paper format, which it shall send to all shareholders that request them. These forms will be updated if requests are made to include new points in the agenda or if there are proposed alternative resolutions, in the terms established by law"*.

Article 6 bis of the Rules and Regulations for the General Shareholders' Meeting regulates the electronic shareholder forum, establishing that individual shareholders and voluntary associations that shareholders may create in accordance with the law may have access to that forum with all due guarantees in order to facilitate communications prior to the holding of General Meetings. *The forum may contain proposals that are intended to be presented as supplements to the agenda announced in the call to the meeting, manners of supporting those proposals, initiatives to attain a sufficient percentage of votes to exercise the minority rights established by law, as well as offers petitions and voluntary proxy mechanisms. The board of directors may further develop the foregoing provisions by establishing the procedure, time periods and other terms and conditions applicable to the operation of the Electronic Shareholders' Forum."*

Finally, Article 21.1 of the Rules and Regulations for the General Shareholders' Meeting establishes that *"once all shareholders have spoken and any responses provided in accordance with these Regulations, the proposed resolutions regarding the matters making up the agenda or those others that are not required to be in the agenda in accordance with the law, including those prepared in accordance with the provisions of the law by shareholders during the course of the meeting, will be submitted to a vote. All proposed resolutions that are validly prepared will be submitted to a vote in the terms set out below."*

*The process for adopting resolutions will be carried out in accordance with the agenda established in the call to the meeting. If there are any alternative proposals regarding a point in the agenda, the Chairman will decide the order in which they will be submitted to a vote, which will also be the case if any proposals relating to matters on which the Meeting may reach a decision without having to be included in the agenda are prepared. In any event, the understanding will be that a favourable vote of the Meeting for a proposal with the majority necessary for approval, will represent a vote against those alternative proposals that are incompatible with the former. In accordance with the provisions of Article 23.5 below, when the Chairman of the Meeting is aware of the existence of a sufficient number of votes to approve or reject the proposed resolution at the time the voting is to take place, the Chairman especially state this circumstance and declare the resolution approved or rejected, as appropriate, notwithstanding the statements that shareholders may make to the Notary regarding their vote or abstention."*

#### **11. In the event that a company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.**

Compliant ☐ Partially compliant ☐

Explain ☐ Not applicable ☒

The company has no plans to pay for attendance at the general shareholders' meeting, and therefore it is not necessary to establish a general, long-term policy in this respect. Notwithstanding the above, and as has been a tradition for decades, the Company offers attendees of the general meeting a commemorative courtesy gift.

#### **12. The board of directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.**

**In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.**

See sections C.1.10, C.2.1, D.1 and E.2

Compliant ☒ Partially compliant ☐ Explain ☐



The Company's board of directors acts in accordance with the principles set out in this recommendation, and those principles are also established in Article 40.1 of the By-laws and Article 5 of the Rules and Regulations of the Board of Directors. The latter precept establishes that the board will carry out its duties *"guided by the interests of the business, which is understood to be the attainment of a profitable business that is sustainable over time, on which promotes its continuity and maximises the value of the company"*, and it adds that the board of directors will also ensure that the Company faithfully complies with current legislation, respects habitual uses and good practices in the sectors or countries in which it operates and observes the principles of social responsibility that it has voluntarily accepted.

In accordance with Article 3.2 (a)(ix) of the Rules and Regulations of the Board of Directors, the board is responsible for approving the corporate social responsibility policy, thereby guaranteeing supervision and monitoring by the board of the Company's socially responsible behaviour. To this effect, the board shall be supported by the risk supervision, regulation and compliance committee, which, as stipulated by article 17 ter.4 (m) of the Rules and Regulations of the Board of Directors, reviews *"the Company's corporate social responsibility policy, ensuring that it is aimed at the creation of value for the Company, and monitoring of the strategy and practices in this field, also evaluating the level of adherence thereto."*

Furthermore, Articles 31, 32, 32.bis, 34 and 35 of the Rules and Regulations of the Board of Directors govern the relationship between the board of directors and shareholders, institutional investors and proxy advisors, supervisors, markets and the external auditor, respectively.

### 13. The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.

See sections C.1.1 and C.1.2

**Compliant** ☒ **Explain** ☐

In 2006, the general shareholders' meeting agreed to modify the By-laws, reducing the maximum number of directors from 30 to 22. The minimum was kept at 14.

Since 2010, the size of the board has decreased by 25%, from 20 to 15 members at the time of writing.

The board of directors considers its current size to be adequate in terms of the Group's size, complexity and geographical diversity. The board considers that its modus operandi, in full and via its committees - a delegated committee and the rest with supervisory, advisory, reporting and proposal-making duties -, guarantees the effective and due participation by all its members, and an efficient and participatory board.

### 14. The board of directors should approve a director selection policy that:

a) Is concrete and verifiable;

b) Ensures that appointment or re-election proposals are based on a prior analysis of the board's needs; and

c) Favours a diversity of knowledge, experience and gender.

**The results of the prior analysis of board needs should be written up in the nomination committee's explanatory report, to be published when the general meeting is convened that will ratify the appointment and re-election of each director.**

**The director selection policy should pursue the goal of having at least 30% of total board places occupied by women directors before the year 2020.**

**The nomination committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.**

See sections C.1.5, C.1.6, C.1.6.bis. and C.2.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The procedures and criteria for selecting directors are fundamentally established by Articles 20, 41, 42, 55 and 56 of the By-laws and Articles 3, 6, 7, 17 and 21 of the Rules and Regulations of the Board of Directors.

In accordance with Articles 3.2 (m), 6.1 and 17.4.(a) (i) of the Rules and Regulations of the Board of Directors, the board will ensure that the procedures for selecting its members ensure the individual and collective capacity of directors and favour a diversity of genders, experiences and knowledge on the board, and the appointments committee evaluates the balance of knowledge, competencies, capacity, diversity and experience that are necessary and those that exist on the board and prepares the relevant skills map and a description of the duties and aptitudes that are necessary for each specific appointment.

In accordance with these regulations, in 2016 an analysis of the competencies and the diversity of the members of the board was carried out and it was taken into consideration for the selection of the female director appointed 2016, as is explained in the activity report from the appointments committee in 2016, which is published on the Company's corporate website ([www.santander.com](http://www.santander.com)).

Furthermore, and in accordance with the content of the aforementioned Articles of the By-laws and the Rules and Regulations of the Board of Directors, on 24 January 2017 the board of directors unified the selection and succession policy for directors at Banco Santander, S.A. into a single document at the proposal of the appointments committee and also established the quantitative and qualitative composition criteria for the board of directors and its committees, including gender diversity and the target for women to represent 30% of all members of the board, the process for carrying out a review of that situation, as well as the identification of potential candidates in order to select and appoint directors.

With the occasion of the call to the 2017 general shareholders' meeting, the board report will be published together with the proposal from the appointments committee supporting the proposals to ratify and re-elect the Bank directors that will be submitted for the approval of that general meeting, after having verified compliance with the aforementioned director selection and succession policy, and evaluating the competency, experience and merits of the persons whose ratification or re-election will be proposed to shareholders at the meeting.



In particular, in 2016 the appointments committee raised the target representation of women on the board to 30% and the Bank's board of directors currently has 40% female members.

**15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.**

See sections A.3 and C.1.3

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

Article 42.1 of the By-laws stipulate that efforts will be made to ensure that the board of directors is made up such that external directors represent a large majority over executive directors, and that a reasonable number of the former are independent directors. Specifically, Article 6.1 of the Rules and Regulations of the Board of Directors stipulates that *"the board of directors will ensure that the number of independent directors represents at least 50% of all directors"*.

At year-end 2016, the board had a large majority of external directors. Of the 15 directors sitting on the board of directors, 4 are executive and 11 are external. Of the 11 external directors, 8 are independent, 1 is proprietary and 2 are, in the opinion of the board, neither proprietary nor independent.

The board of directors considers the current number of executive directors to be adequate in terms of the size, complexity and geographical diversity of the Group.

**16. The percentage of proprietary directors out of all Non-Executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.**

**This criterion can be relaxed:**

**a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.**

**b) In companies with a plurality of shareholders represented on the board but not otherwise related.**

See sections A.2, A.3 and C.1.3

**Compliant** ☒ **Explain** ☐

The Bank believes that it complies with this recommendation, as the circumstances for relaxing the strict proportionality between shareholder participation and representation on the board contemplated in the Good Governance Code of Listed Companies, apply in full.

Banco Santander is a large cap company (EUR 72,313.8 million as listed on the Spanish Stock Exchanges at 31 December 2016) where there are no shareholder interests legally considered significant, but there is a shareholder with a shareholding of a high absolute value.

Since 2002, the criterion that the appointments and remuneration committee, presently appointments committee, and the board of directors at Banco Santander have followed, as a necessary but not sufficient condition, is that the percentage of capital that a shareholder must hold in order to be considered an external proprietary director is 1% of the capital of the Bank. Current article 529.duodecies of the Spanish LSC is consistent with this criterion, as it expressly establishes that proprietary directors are *"those holding a shareholding equal to or greater than that legally considered significant, or who have been appointed because they are shareholders, even if their shareholding is below this amount, and the representatives of such shareholders"*.

In the case of Banco Santander, there is one director, who in the view of the appointments committee and the board of directors, should be classified as external proprietary, namely Mr Javier Botín-Sanz de Sautuola y O'Shea, who represents the interests of Cronje, S.L., Puente San Miguel, S.L.U., Nueva Azil, S.L., Agropecuaria El Castaño S.L.U., Bright Sky 2012, S.L., Ms Ana Botín-Sanz de Sautuola y O'Shea, Mr Emilio Botín O'Shea, Ms Carmen Botín-Sanz de Sautuola y O'Shea, Ms Paloma Botín-Sanz de Sautuola y O'Shea, Mr Jorge Botín-Sanz de Sautuola Ríos, Mr Francisco Javier Botín-Sanz de Sautuola Ríos, Ms Marta Botín-Sanz de Sautuola Ríos, as well as his own (in total, 1.034% of the Bank's share capital at 31 December 2016).

The new good governance code for listed companies (principle 11), in line with the 2006 Report of the special working group on the good governance of listed companies, specifies that this recommendation is not intended as a mathematical equation, but rather as a rule of thumb to ensure that independents are sufficiently present and that no significant shareholders can exert an influence on the board's decisions that is out of step with their capital ownership; subsequently Recommendation 16 incorporates an extenuating circumstance for large cap companies. This is consistent with article 529.duodecies of the Spanish LSC, which allows directors holding or representing an interest of less than 3% of the share capital to be considered proprietary.

The fact that the proprietary director constitutes 9.091% of external directors in the Bank at year-end 2016, whilst representing 1.034% of its capital does not, in the opinion of the board, imply non-compliance with the proportional criterion of the recommendation.

A distortion or slant on the proportional make-up of the board is inevitable if two circumstances are taken into account, which are in both the spirit and the letter of this recommendation, as follows:

- (i) The minimum overweighting possible is that which allows a significant shareholder to be attributed a proprietary director; and
- (ii) In the case of a shareholder with a percentage interest of less than 3% but of a high absolute value (in the Company's case the shareholding represented by the proprietary director exceeded EUR 748 million at 31 December 2016) it must be possible, in agreement with the recommendation, for the Company to designate this person as a proprietary director. The recommendation states just this *"in large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings, despite the considerable sums actually invested"*.



Given the sums involved, it is undeniable that strict application of this recommendation will always give rise to disproportions of some scale between the different categories of director, although without implying as a result that this goes beyond or exceeds the requirements of strict proportionality provided for in the recommendation, so that it applies in spirit.

**17. Independent directors should be at least half of all board members.**

**However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30 percent of capital, independent directors should occupy, at least, a third of board places.**

See section C.1.3

**Compliant** ☒ **Explain** ☐

At the close of 2016, of the 11 external directors, 8 were independents (72.72%), representing 53.33% of the total board members.

**18. Companies should disclose the following director particulars on their websites and keep them regularly updated:**

- a) Background and professional experience.**
- b) directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.**
- c) Statement of the director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.**
- d) Dates of their first appointment as a board member and subsequent re-elections.**
- e) Shares held in the company, and any options on the same.**

See sections B.7 and C.1.3

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

In accordance with Article 61.1 of the By-laws and Article 34.4 of the Rules and Regulations of the Board of Directors, the Bank publishes and maintains an updated version of the information regarding directors to which this recommendation refers on the Group's corporate website ([www.santander.com](http://www.santander.com)). The information is set out in the section "board of directors" in the "Information for shareholders and investors" area located on the homepage of the Company's corporate website ([www.santander.com](http://www.santander.com)).

**19. Following verification by the nomination committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.**

See sections A.2, A.3, C.1.3 and C.1.8

**Compliant** ☒ **Partially compliant** ☐

**Explain** ☐ **Not applicable** ☐

In accordance with Article 6.3 and 17.4 (d) of the Rules and Regulations of the Board of Directors, at the meeting held on 21 February 2017 by the appointments committee, the character of each director was verified and the proposal was approved by the board at the meeting held on this date. Also, the board of directors will explain to the 2017 general shareholder's meeting, the nature of the directors whom re-election or appointment is proposed.

Section C.1.3 of this report describes the criteria followed by the board to appoint an external proprietary director, who represents a percentage interest in the Bank's capital of more than 1% of share capital and less than 3%, the percentage corresponding to a significant interest.

No formal requests to be appointed to the board of directors have been received from shareholders with an equal or larger percentage interest in the Bank than the current proprietary director.

**20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter number should be reduced accordingly.**

See sections A.2, A.3 and C.1.2

**Compliant** ☒ **Partially compliant** ☐

**Explain** ☐ **Not applicable** ☐

Article 23.3 of the Rules and Regulations of the Board stipulates that proprietary directors must submit their resignations when the shareholder that they represent parts with its shareholdings or reduces them in a significant manner.

In 2016 the circumstances described in this recommendation did not arise.

**21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the By-laws, except where they find just cause, based on a proposal from the nomination committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.**

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion set out in recommendation 16.

See sections C.1.2, C.1.9, C.1.19 and C.1.27

Compliant ☒ Explain ☐

The Bank's practice is to maintain directors in position during the period for which they are appointed, except in the event of resignation or unless any of the due causes or other circumstances set forth in applicable legislation arise.

The term of the post and the resignation of directors are regulated by Articles 55 and 56 of the By-laws and Articles 22 and 23 of the Rules and Regulations of the Board of Directors.

The board of directors has not proposed the removal of any independent director before the expiry of their tenure as mandated by the By-laws. There was a resignation in 2016, on a voluntary basis.

**22. Companies should establish rules obliging directors to disclose any circumstance that might harm the organisation's name or reputation, tendering their resignation as the case may be, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent trial.**

**The moment a director is indicted or tried for any of the offences stated in company legislation, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not he or she should be called on to resign. The board should give a reasoned account of all such determinations in the annual corporate governance report.**

See section C.1.21, C.1.42 and C.1.43

Compliant ☒ Partially compliant ☐ Explain ☐

The rules covered by this recommendation set out in Article 56.2 of the By-laws and Articles 23.2 and 30 of the Rules and Regulations of the Board of Directors.

In 2016 the Company was not informed by any director of any circumstance, and to the best of its knowledge it has no awareness of any circumstance that, in the opinion of the board, would have justified removing a director from the Bank's board of directors.

**23. Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.**

When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

In 2016, no director, or the board secretary, expressed any opposition to, or expressed any reservations regarding, any proposal because they considered it might damage the corporate interest. Additionally, no decisions were made that, in the opinion of the directors or the secretary of the board, may adversely impact shareholders not represented on the board, nor reservations were expressed with regard to any proposal from the directors or the secretary of the board.

**24. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board. Whether or not such resignation is disclosed as a material event, the motivating factors should be explained in the annual corporate governance report.**

See section C.1.9.

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

Article 23.4 of the Rules and Regulations of the Board establishes that, "if directors withdraw from office as such due to resignation or for other reasons prior to the end of their term, they shall explain the reasons therefore in a letter that shall be sent to the other members of the board, unless they report thereon at a meeting of the board and such report is recorded in the minutes." Disclosure thereof shall also be made in the annual corporate governance report."

At the board of directors' meeting held on 27 September 2016, Mr Ángel Jado Becerro de Bengoa presented his resignation, due to personal reasons, to the board. Also, he sent a letter to all the executive directors, communicating the reasons of his resignation.



**25. The nomination committee should ensure that Non-Executive directors have sufficient time available to discharge their responsibilities effectively.**

**The board of directors regulations should lay down the maximum number of company boards on which directors can serve.**

See sections C.1.13 and C.2.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

Pursuant to Article 17.4 of the Rules and Regulations of the Board, at its meeting of 21 February 2017 the appointments committee examined the information submitted by the directors regarding other professional obligations to evaluate if these may detract from the dedication needed for the directors to carry out their duties.

Based on this information, the appointments committee concluded that the other activities of the external directors do not detract from the dedication of their time and efforts needed to fulfil their duty of diligent management, as stated in Article 30 of the Rules and Regulations of the Board.

Among the obligations and duties of the board, Article 30 of the Rules and Regulations of the Board establishes the need to provide information on other professional duties and the maximum number of boards to which they may belong, pursuant to Act 10/2014, of 26 June, on the organization, supervision and solvency of credit institutions.

**26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items**

See sections C.1.29 and C.1.41

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The Bank's board of directors meets with the frequency that is necessary to adequately fulfil its duties, consisting of a minimum of nine meetings per year and the approval of an annual meeting schedule that includes a provisional proposal for the agenda at those meetings.

Articles 47 of the By-laws and 19 and 20 of the Rules and Regulations of the Board of Directors regulate the operation and development of the meetings held by the board of directors, and Articles 19.1, 2 and 3 of those regulations stipulate the following:

- "1. The board shall meet with the frequency required for the proper performance of its duties, and shall be called to meeting by the chairman.*
- 2. The board shall approve the annual calendar for its meetings, which must be held with the frequency needed for the board to effectively perform its duties, provided, however, that the board shall meet at least quarterly and shall hold a minimum of nine meetings per year. The calendar shall include the draft agenda proposed for such meetings, which may be subject to changes that shall be notified to each director. In addition, the board shall meet whenever the chairman so decides at his own initiative, at the request of at least three directors or at the request of the lead director.*

*The meetings shall, in all events, be called by the secretary or, in the absence thereof, the vice secretary, in compliance with the instructions received from the chairman; notice of the call to meeting shall be sent 15 days in advance and in writing (which includes notice by fax or by electronic and data telecommunication means).*

*The relevant documentation for each meeting (draft agenda, presentations, past meeting minutes) shall be provided to the directors 4 business days in advance of the date on which the meeting is to be held, unless such deadline cannot be met due to reasons of urgency, in which case the information shall be delivered to the directors as promptly as possible.*

*When a meeting that is not contemplated in the annual calendar is called, notice of the call shall be given as early as possible and may be made by telephone when necessary for reasons of speed and confidentiality. In such case, neither the time periods nor the formalities set forth in the preceding paragraphs with respect to the meetings contemplated in the annual calendar shall apply.*

- 3. The agenda shall be approved by the board at the meeting itself. Any board member may propose the inclusion of any other item not included in the draft agenda proposed by the chairman to the board."*

Further, the lead independent director is authorised to call for a meeting of the board of directors or to add new items to the agenda of a meeting that has already been called (Article 12 bis. 1(i) of the Rules and Regulations of the Board of Directors)

The board of directors met 13 times in 2016.

**27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.**

See sections C.1.28, C.1.29 and C.1.30

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

In accordance with Article 47.2 of the By-laws, the directors must personally attend the board meetings that are held. Article 20.1 and 2 of the Rules and Regulations of the Board of Directors stipulate that directors must ensure that any absences are kept to essential cases and if they cannot attend personally, they may grant a proxy to another director so that they may be represented for all purposes, and the same director may hold several proxies. The proxy shall be granted with instructions.

Average attendance in terms of total votes cast in 2016 was 95.92% (as set out in section C.1.30 of this report).

The number of meetings held in 2016 by the board of directors and its committees, and individual (in-person) attendance of the directors at these meetings, as well as an estimate of the time dedicated to these meetings by the directors and their participation are described in sections C.1.29 and C.1.30 of this report.

**28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.**

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

The board Secretary keeps the documentation relating to the board of directors and maintains a record in the minutes of the content of the meetings, certifying the content of the meeting and the resolutions adopted (Article 11.2.(a) of the Rules and Regulations of the Board of Directors). The minutes to the meetings held by the board of directors and its committees include any statements that are expressly requested to be included in the minutes. Directors are independent when exercising their authority and the Chairman must safeguard their free will when taking positions and expressing opinions (Article 20.5 of the Rules and Regulations of the Board of Directors).

**29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.**

See section C.1.40

Compliant ☒ Partially compliant ☐ Explain ☐

Article 27 of the Rules and Regulations of the Board of Directors expressly recognizes the right of directors and the audit, risk supervision, regulation and compliance, appointments, remuneration, innovation and technology and international committees to obtain the assistance of experts when performing their duties and may request such assistance from the board, through the general secretary, consisting of the hiring of legal, accounting, financial, technological, recruiting and other experts, at the Bank's cost, when involved in matters that concern specific problems of special importance or complexity. Any such request may only be denied by the board with justification.

The directors are authorized to request information regarding any aspect of the Bank (Article 26.1 of the Rules and Regulations of the Board of Directors) and to attend the meetings of committees to which they do not pertain in the cases established in the By-laws (Articles 14.7 and 26.3 of the Rules and Regulations of the Board of Directors).

In 2016 the board and some of its committees have received collaboration by external advisors to carry out the following activities, among others: (i) review the Group's remuneration policy and (ii) prepare a report regarding the remuneration policy for directors and the annual executive director's remuneration report.

**30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.**

Compliant ☒ Partially compliant ☐ Not applicable ☐

The training and continuing education program for directors and the orientation program for new directors are governed by Article 21.7 of the Rules and Regulations of the Board of Directors, which stipulates that "the board will establish an information program for new directors that provides them with quick and sufficient knowledge of the Company and its Group, including its governance rules" and that "the board will also maintain a training and continuing education program for directors".

Within the framework of the Bank's ongoing director training programme, which was launched in 2005 as a result of the board's self-evaluation process, ten sessions were held in 2016 with an average attendance of eight directors, who devoted approximately two hours to each session.

The director appointed in 2016 completed the induction and training program for new directors at the Company.

**31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.**

**For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.**

See section C.1.41.

Compliant ☒ Partially compliant ☐ Explain ☐

In accordance with Article 19.2 of the Rules and Regulations of the Board of Directors, the board approves an annual meeting schedule, including a provisional proposal for the agenda, which may be subject to modifications that would be reported to each director. The board shall also keep a formal list of matters reserved for discussion by it and shall formulate a plan for the distribution of such matters between the ordinary meetings contemplated in the calendar approved by the board. The agenda shall be approved by the board at the meeting itself. Any member of the board may propose the inclusion of any other item not included in the draft agenda proposed by the chairman to the board.

In the draft agenda for the meetings the boards expressly specifies if the matters included in the agenda are for information, review, debate or approval by the board.

**32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.**

See section C.2.1

Compliant ☒ Partially compliant ☐ Explain ☐

Directors are informed of the following aspects at the board or at the competent committees, among other things: (i) distribution of the Company's share capital, movements in the shareholder structure, changes in the treasury share portfolio and communications received by the Bank regarding the acquisition of significant shareholdings in the Company; (ii) actions taken with respect to shareholders, investors and proxy advisors to inform them of the company's performance and other matters relating to performance, and to





learn their viewpoints in order to develop an opinion regarding their concerns, such as the *International Banking Conference*, the *Group Strategy Update*, road shows and the presentations of results to investors and analysts, and (iii) activities by rating agencies, internal and external factors that affect the various ratings and the rating outlooks assigned to the Bank.

**33. The chairman, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's By-laws, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.**

See sections C.1.10 and C.1.41

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The Chairman of the Bank's board of directors performs all of the duties set out in this recommendation and which are attributed to her by Articles 43.2 of the By-laws and Article 8, paragraphs 2, 3 and 4, and 19 of the Rules and Regulations of the Board of Directors.

Article 47 of the By-laws and Articles 19 and 20 of the Rules and Regulations of the Board of Directors regulate the operation of the board.

**34. When a lead independent director has been appointed, the By-laws or board of directors regulations should grant him or her the following powers over and above those conferred by law: chairman the board of directors in the absence of the chairman or vice chairmanmen give voice to the concerns of Non-Executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairman's succession plan.**

See section C.1.10

**Compliant** ☒ **Partially compliant** ☐

**Explain** ☐ **Not applicable** ☐

The Bank has a lead director who has been given all of the authority covered by this recommendation, in accordance with Articles 49 bis of the By-laws and 12 bis of the Rules and Regulations of the Board of Directors. Article 12 bis of the Rules and regulations of the board of directors states that, (i) *the board of directors shall appoint from among the independent directors a lead director, who shall be especially authorised to: (i) request that a meeting of the board of directors be called or that new items be added to the agenda for a meeting of the board of directors that has already been called; (ii) coordinate and organise meetings of Non-Executive directors and reflect their concerns; (iii) direct the periodic evaluation of the chairman of the board of directors and coordinate the plan for succession thereof; (iv) maintain contact with investors and shareholders as provided by article 31 of these rules and regulations; and (v) replace the chairman in the event of absence thereof as provided by article 9 bis of these rules and regulations.*

**35. The board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.**

See section C.1.33

**Compliant** ☒ **Explain** ☐

Articles 45.2.d) of the By-laws and 11.2.d) of the Rules and Regulations of the Board of Directors grant the board Secretary the duty of "ensuring that the board of directors takes into account the good governance recommendations applicable to the Company when performing their duties and taking decisions".

**36. The board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:**

- a) The quality and efficiency of the board's operation.
- b) The performance and membership of its committees.
- c) The diversity of board membership and competencies.
- d) The performance of the chairman of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chairmanmen of board committees.

The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the nomination committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the nomination committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

**The process followed and areas evaluated should be detailed in the annual corporate governance report.**

See sections C.1.19, C.1.20, C.1.20 bis, C.1.20 ter and C.2.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

Art. 19.7 of the Rules and Regulations of the Board establishes that the operation of the board and of the committees thereof, the quality of its work, and the individual performance of its members, including the chairman and the chief executive officer, shall be evaluated once a year. Such evaluation shall be carried out, at least every three years, with the assistance of an external independent consultant, whose independence shall be assessed by the appointments committee. Based on the results of such evaluation, the board shall prepare, if applicable, an action plan for correction of the deficiencies detected. The results of the evaluation shall be

recorded in the minutes of the meeting or shall be included as an attachment thereto.

Furthermore, Article 16.4.j), 17.4.i), 17.bis.4.g) and 17 ter.4.t) of the Rules and Regulations of the Board of Directors stipulate, respectively, that the audit committee, the appointments committee, the remuneration committee and the risk supervision, regulation and compliance committee will evaluate their operations and the quality of their work at least once per year. The appointments committee also reports on the board and board members' self-evaluation process and assesses the independence of any external consultant hired for these purposes pursuant to Articles 17.4.j and 19.7 of these Rules and Regulations.

In accordance with Articles 16.9, 17.8, 17.bis.8, 17.ter.8 17.quer.5 and 17.quiniques.5, the audit, appointments, remuneration, supervision of risk, regulation and compliance, international and innovation and technology committees report their activities to the board through their respective chairs. The board considers the activities reports prepared by the committees, when assessing their performance.

In 2016 the Bank carried out a continuous self-evaluation process concerning the board and its committees. This self-evaluation was carried out internally without the assistance of an external consultant. The chairman and the chairman of the appointments committee organized and coordinated the evaluation, in accordance with the provisions of Article 8.4 of the Rules and Regulations of the Board of Directors. The lead director was responsible for the evaluation of the chairman, in accordance with Article 12.bis.iii) of the Rules and Regulations of the Board of Directors. The board of directors and their committee's result of the evaluation and the establishment of the action plan were approved by the board of directors after having received a report from the appointments committee on 21 February 2017.

**37. When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary to the executive committee.**

See section C.2.1

Compliant ☐ Partially compliant ☒

Explain ☐ Not applicable ☐

Pursuant to article 14.2 of the Rules and Regulations of the Board of Directors, *"the board of directors shall endeavour to ensure that the size and qualitative composition of the executive committee conform to standards of efficiency and reflect the guidelines for determining the composition of the board."*

The executive committee is a basic instrument to the operation of corporate governance at the Bank and its Group and, given the nature of the executive committee and its general delegated powers, driven by the objective of rationalise and seek efficiency when taking decisions, the board considers it sufficient to use the efficiency criteria set out in Article 14.2. of the Rules and Regulations of the Board and include the executive directors on the committee without discounting the participation of external directors, and particularly, independents, seeking to ensure that its composition reflects, as far as possible, the composition of the board.

Although the composition of the executive committee is not identical to that of the board, the Bank considers that it complies with the spirit of the recommendation and does not consider it advisable to increase the number of the members of the executive committee solely to facilitate the composition of that committee being identical to the board in terms of the represented categories, since this would mitigate the agility and frequency of the decisions taken by the executive committee. The Bank therefore considers the composition of the executive committee to be balanced and it consists of eight directors, four executive directors and four Non-Executive or external directors, of which two are independent and two are neither proprietary nor independent such that the number of executive directors is not higher than the number of external or Non-Executive directors. In any event, the executive committee informs the board on a timely basis of its activities and the resolutions adopted in accordance with the authority delegated by the board, the essential core of the Bank's management and supervision.

In addition, article 14.7 of the Regulation of the board of directors states that *"all members of the board that are not members of the Executive committee will be entitled to attend, at least twice a year, to the sessions of the latter and will be convened by the president for such purpose"*. In this respect, as stated in section C.1.30 above, during 2016, participation in executive committee meetings from non- executive members was scarce. In particular, non- executive members attended an average of 10.9 meetings out of a total of 52 meetings taken place in 2016.

Finally, and in accordance with the By-laws (Article 45.1 and 5) and the Rules and Regulations of the Board of Directors (Article 11.1 and 3) the secretary to the executive committee is the secretary to the board of directors.

**38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.**

See section C.2.1

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

Article 51.5 of the By-laws expressly stipulates that *"the executive committee shall report to the board of directors on the affairs discussed and the decisions made in the course of its meetings and shall make a copy of the minutes of such meetings available to the members of the board."* Article 14.8 of the Rules and Regulations of the Board of Directors stipulates that *"The executive committee, through its chairman, shall report to the board of directors on the affairs discussed and the decisions made in the course of its meetings and shall deliver a copy of the minutes of such meetings to the members of the board."*





**39. All members of the audit committee, particularly its chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by independent directors.**

See sections C.1.3 and C.2.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

In accordance with Articles 20.2.(i), 42.4 and 53.2 of the By-laws and 6.1, 16.2, 17 and 21 of the Rules and Regulations of the Board of Directors, the members of the audit committee have been designated by the board of directors based on their knowledge, aptitude and experience regarding accounting, audit or risk management such that, as a group, they have the pertinent technical knowledge regarding the Company's sector of activity. The chairman of the committee is considered to be a financial expert, as defined in Securities Exchange Commission (SEC) Form 20-F, in accordance with Section 407 of the Sarbanes-Oxley Act, based on her training and expertise in accounting, auditing and risk management.

At present, all members of the audit committee are independent directors.

**40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems This unit should report functionally to the board's Non-Executive chairman or the chairman of the audit committee.**

See sections C.2.1 and F.5.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

In accordance with Article 16.5 of the Rules and Regulations of the Board of Directors, the internal audit function of the Bank shall report to the audit committee and shall respond to requests for information that it receives from the committee when performing its duties. As an independent unit, periodically reports to the board of directors and, in any event, at least two times per year, and also has direct access to the board when it deems it appropriate. Articles 53.4.(ii) of the By-laws and 16.4 (d) of the Rules and Regulations of board of directors give the audit committee the duty of supervising internal audit.

The functioning of the internal audit division is the responsibility of the audit committee, which supervises its work. Internal audit is a permanent function and independent from all other functions and units. Its mission is to provide the board of directors and senior management with independent assurances in regard to the quality and efficacy of the systems and processes of internal control, risk management (current and emerging) and governance, thereby helping to safeguard the organisation's value, solvency and reputation. To do this, internal audit assesses the efficacy and efficiency of the processes and internal control systems, compliance with applicable legislation and requirements of supervisory bodies, the reliability and integrity of financial and operating information, and the integrity of capital.

The person responsible for internal audit habitually attends the meetings of the audit committee. At the meeting held on 14 December 2016 it ratified that the function operated with the utmost independence and objectivity during its activities in 2016.

**41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.**

See section C.2.1

**Compliant** ☒ **Partially compliant** ☐

**Explain** ☐ **Not applicable** ☐

Pursuant to article 16.4 (d) (ii) of the Rules and Regulations of the Board of Directors, the audit committee supervises the internal audit function and, in particular, approves the proposed guidance and the annual working plan of internal audit submitted to the board, ensuring that internal audit activities are primarily focused on the Company's significant risks, and reviews the annual activities report.

The person responsible for the internal audit division presented the audit committee with the internal audit working plan for 2016 on 20 January 2016 and it was approved by that committee. At its meeting on 26 January 2016, the board was informed in regard to the internal audit activities in 2015 and the audit plan for 2016.

At its meeting on 17 March 2016, the committee approved the strategic internal audit plan for the 2016-2018 period, aimed at contributing both to the adequate governance of the organisation, and the adequate management and control of risks.

Similarly, at its meeting on 18 January 2017, the audit committee reviewed and approved the annual internal audit working plan for 2017 and assessed the adequacy and effectiveness of the function to carry out its activities. At its meeting on 24 January 2017, the board was informed in regard to the internal audit activities in 2016 and the audit plan for 2017, approving it.

**42. The audit committee should have the following functions over and above those legally assigned:**

**1. With respect to internal control and reporting systems:**

**a) Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.**

**b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programmes, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.**

**c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.**

## 2. With regard to the external auditor:

**a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.**

**b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.**

**c) Ensure that the company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.**

**d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.**

**e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.**

See section C.1.36, C.2.1 and C.2.5

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The duties of the audit committee are fundamentally regulated by Articles 53 of the By-laws and 16 of the Rules and Regulations of the Board of Directors, including all of those listed in this recommendation.

**43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.**

See section C.2.1

**Compliant** ☒ **Explain** ☐

Article 53.5 of the By-laws establishes this authority for the audit committee, which states *"The audit and compliance committee shall meet as many times as it is called to meeting upon resolution made by the committee itself or by the chairman thereof, and at least four times per year. Any member of the management team*

*or of the Company's personnel shall, when so required, attend the meetings of the audit and compliance committee, provide it with his cooperation and make available to it such information as he may have in his possession. The audit and compliance committee may also require that the external auditor attend such meetings. Article 16.7 of the Rules and Regulations of the Board stipulates that "Any one or more members of the management team or of the Company's personnel shall attend its meetings, provide the committee with their cooperation and make available thereto such information as they may have in their possession when so required and under such terms as the committee may establish for attendance. The committee may also request the attendance of the external auditor".*

**44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.**

See section C.2.1

**Compliant** ☒ **Partially compliant** ☐

**Explain** ☐ **Not applicable** ☐

This task is set out in Article 16.4.(h) of the Rules and Regulations of the Board of Directors, in accordance with which the audit committee is responsible for *"Receiving information regarding structural and corporate changes planned by the Company, for analysis thereof and for submission of a prior report to the board of directors regarding the financial terms and the accounting impact of any such transactions and, in particular and if applicable, regarding the proposed exchange rate. The foregoing shall not apply to transactions of little complexity and significance to the Group's activities, including, if applicable, intragroup reorganisation transactions".*

**45. Risk control and management policy should identify at least:**

**a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off- balance-sheet risks.**

**b) The setting of the risk level that the company deems acceptable.**

**c) Measures in place to mitigate the impact of risk events should they occur.**

**d) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.**

See section E

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The scope of risk management system in place at the Bank follows the first option included in Appendix I of CNMV Circular 5/2013, of 12 June, as amended by CNMV Circular 7/2015, of 22 December, i.e., *"the risk management system works in an integrated, continuous and*



*consolidated manner for activity and business areas or units, subsidiaries, geographic areas and support areas (such as human resources, marketing and management control) at the corporate level."*

The Bank's risk management and control model ensures that its risk profile remains within the defined risk appetite levels approved by the Bank's board and other limits. It likewise includes corrective and mitigating measures to ensure that risk remains within the limits defined by the board.

The elements geared to offer adequate management and control of the Company's business risks are, among others, the following: risk map; risk appetite and limit structures; scenario analysis; risk identification and assessment (RIA); risk and control self-assessment (RCSA), risk data aggregation and risk reporting framework (RDS-RRF); Program advanced risk management (ARM), advanced operational risk management program (AORM), measurement models, reporting; enterprise risk management (ERM); internal control; risk culture; recovery & resolution plans and Santander Cyber-Security program.

**46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:**

- a) **Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.**
- b) **Participate actively in the preparation of risk strategies and in key decisions about their management.**
- c) **Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.**

See sections C.2.1 and E.2

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The Company's risk division has been assigned the risk management and control tasks listed in this recommendation. There are currently two corporate risk committees not specifically envisaged in the By-laws: the executive risks committee, tasked with overall risk management functions and the risk control committee, which is charged with the overall risk supervision and control.

The risk area is under the supervision of the supervision of risk, regulation and compliance committee, notwithstanding the direct access that this area has to the board of directors. It is a specialized board committee with general support and advisory tasks for the board, including the supervision and control of risks and the definition of the Group's risk policies (Article 54.ter of the By-laws and Article 17.ter.4.(g) of the Rules and Regulations of the Board of Directors).

In 2016 the Bank's risk management informed the supervision of risk, regulation and compliance committee regarding several aspects relating to risks such as the Group's risk outlook - integral, by unit and type of risk, risk appetite and issues and projects relating to the management and control of risk at the Group.

**47. Appointees to the nomination and remuneration committee - or of the nomination committee and remuneration committee, if separately constituted - should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.**

See sections C.1.19 and C.2.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

In accordance with Articles 20.2 (i), 42.4, 54.3 and 54.bis.3 of the By-laws and 6.1, 17.2 and 17 bis.2 of the Rules and Regulations of the Board of Directors, the members of the appointments committee and the remuneration committee, have been designated by the board of directors bearing in mind their knowledge, aptitude and experience, as well as the tasks assigned to the respective committees.

All of the members of the appointments committee and the remuneration committee are currently external or non-executive directors and the majority are independent directors. The two committees are chaired by an independent director.

**48. Large cap companies should operate separately constituted nomination and remuneration committees.**

See section C.2.1

**Compliant** ☒ **Explain** ☐ **Not applicable** ☐

The Bank has an appointments committee that is responsible for proposing and reporting on appointments and removals in the terms established by law and it is fundamentally regulated by Articles 54 of By-laws and 17 of the Rules and Regulations of the Board of Directors, and a remuneration committee that is responsible for proposing and reporting on compensation issues in the terms established by law and it is fundamentally regulated by Articles 54.bis of the By-laws and 17.bis of the Rules and Regulations of the Board of Directors.

**49. The nomination committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.**

**When there are vacancies on the board, any director may approach the nomination committee to propose candidates that it might consider suitable.**

See sections C.1.19 and C.2.1

**Compliant** ☒ **Explain** ☐ **Not applicable** ☐

The content of this recommendation constitutes a consolidated practice at the Bank, and it is set out in Article 17.4. (a) (ii) and 17.6 of the Rules and Regulations of the Board of Directors stipulate that the appointments committee "will receive proposals for potential candidates for its consideration to fill vacancies that may exist on the board" and that it "shall consult the Chairman and the CEO especially when involving matters relating to executive directors, respectively".

The internal director selection and succession policy calls for the necessary profiles to be reported to the directors so that they can identify potential candidates once the review of the board composition has been performed.

## 50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:

- a) Propose to the board the standard conditions for senior officer contracts.
- b) Monitor compliance with the remuneration policy set by the company.
- c) Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.
- d) Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.
- e) Verify the information on director and senior officers' pay contained in corporate documents, including the annual directors' remuneration statement.

See section C.2.1

Compliant ☒ Partially compliant ☐ Explain ☐

The remuneration committee carries out its duties independently. When performing those duties, the committee must take into account the long-term interests of shareholders, investors and other parties interested in company, as well as public interest (Article 17.bis.4 in fine of the Rules and Regulations of the Board of Directors). Any one or more members of the management team or of the Company's personnel, particularly including the members of the Company's risk function, and other areas of internal control, human resources, legal counsel and strategic planning, shall attend the meetings of the remuneration committee, provide their cooperation and make available thereto such information as they may have in their possession, when so required and under such terms as the committee may establish for attendance (Article 17.bis. 6 of the Rules and Regulations of the Board of Directors). The committee, through its chairman, shall report to the board of directors on its activities and work (Article 17.bis.8 of the Rules and Regulations of the Board of Directors).

Article 17.bis of the Rules and Regulations of the Board of Directors attributes the functions referred to in this recommendation to the remuneration committee. Therefore, the following functions, among others, are attributed to the committee: (i) propose to the board the basic terms of the contracts and the remuneration of the members of senior management (article 17.bis.4 (a) (v) of the Rules and Regulations of the Board of Directors), (ii) ensure compliance with the remuneration policy for the directors and other members of senior management established by the Company (article 17.bis.4 (b) of the Rules and Regulations of the Board of Directors), (iii) periodically review the remuneration programmes in order to update them, assessing the appropriateness and performance thereof and endeavouring to ensure that director remuneration conforms to standards of moderation and correspondence to the earnings, risk culture and risk appetite of the Company and that it does not offer incentives to assume risks in excess of the level tolerated by the Company, such that it promotes and is consistent

with appropriate and effective risk management (article 17.bis.4.c) of the Rules and Regulations of the Board of Directors) and (iv) ensure the transparency of remuneration and the inclusion in the annual report, the annual corporate governance report, the annual remuneration report or other reports required by applicable law of information regarding the remuneration of directors and, for such purposes, submit to the board any and all information that may be appropriate (article 17.bis.4 (d) of the Rules and Regulations of the board of directors).

## 51. The Compensation committee should consult with the Chairman and chief executive, especially on matters relating to executive directors and senior officers.

See section C.2.1

Compliant ☒ Partially compliant ☐ Explain ☐

The content of this recommendation is also a consolidated practice at the Bank and established in Article 17.bis.5 of the Rules and Regulations of the Board of Directors, which states that *"the remuneration committee will consult the Chairman and CEO on matters concerning the executive directors and senior executives"*. It also states that the chairman and *"any director may make suggestions to the remunerations committee with respect to matters that fall within the scope of its powers"*.

## 52. The terms of reference of supervision and control committees should be set out in the board of directors regulations and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:

- a) committees should be formed exclusively by Non-Executive directors, with a majority of independents.
- b) They should be chaired by independent directors.
- c) The board should appoint the members of such committees with regard to the knowledge, skills and experience of its directors and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each committee meeting.
- d) They may engage external advice, when they feel it necessary for the discharge of their functions.
- e) Meeting proceedings should be minuted and a copy made available to all board members.

See section C.2.1

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

The Company's board committees with supervisory and control authority are the audit, appointments, remuneration and the supervision of risk, regulation and compliance committees. All of them are mandatory and the composition and operating rules that are established by the Rules and Regulations of the Board of Directors are in line with applicable legislation and the best





corporate governance practices, including the recommendations of the code of good governance for listed companies.

In accordance with Articles 53, 54, 54 bis and 54 ter of the By-laws and Articles 16, 17, 17 bis, 17 ter and 27 of the Rules and Regulations of the Board of Directors, the rules governing the composition and operation of those committees are in line with this recommendation.

**53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board committee or split between several, which could be the audit committee, the nomination committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organisation, with at the least the following functions:**

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.
- b) Oversee the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders.
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.
- e) Monitor corporate social responsibility strategy and practices and assess compliance in their respect.
- f) Monitor and evaluate the company's interaction with its stakeholder groups.
- g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.

See section C.2.1

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

Article 17 ter.4 of the Rules and Regulations of the Board of Directors assigns all the duties established in this recommendation to the supervision of risk, regulation and compliance committee.

**54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:**

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Concrete practices in matters relative to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conducts.
- d) The methods or systems for monitoring the results of the practices referred to above, and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

The Bank has a well-defined governance structure in sustainability matters, both corporate and local, which facilitates the involvement of all business areas and the Bank's support in the various countries in which the Group operates.

The board is responsible for approving the Company's social responsibility policy (Article 3.2 (a) (ix) of the Rules and Regulations of the Board of Directors), and the supervision of risk, regulation and compliance committee is responsible for reviewing that policy to ensure that it is oriented towards the creation of value for the Company and monitoring the strategy and practices in this respect to determine the degree of compliance (Article 17.ter.4 (m) of the Rules and Regulations of the Board of Directors).

Sustainability division reports regularly to the board of directors, the risk supervision, regulation and compliance committee, and also to the executive committee. Banco Santander has a sustainability committee chaired by the CEO and composed of senior executive vice presidents and/or heads of the various different divisions of the Bank. This committee proposes the Bank's sustainability strategy and general and industry policies and submits them for approval by the board of directors.

The corporate social responsibility policy includes the principles or commitments assumed by the Company on a voluntary basis with respect to the various stakeholders and all aspects mentioned in the recommendation.

The corporate social responsibility policy is published in the "Sustainability" section of the Group's corporate website ([www.santander.com](http://www.santander.com)), together with the rest of the policies approved by the board in this respect.

**55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.**

See section B.7

**Compliant** ☒ **Explain** ☐

The Bank publishes an annual sustainability report that is prepared in accordance with the "Sustainability Report Guidelines, version G4" issued by Global Reporting Initiative that indicates the activities carried out with respect to corporate social responsibility and it is published in the "Sustainability" section of the Company's corporate website ([www.santander.com](http://www.santander.com))

**56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of Non-Executive directors.**

**Compliant** ☒ **Explain** ☐

Articles 58.1 and 2 of the By-laws and 28.1, 2 and 6 of the Rules and Regulations of the Board of Directors regulate the remuneration paid to the members of the board. This remuneration consists of a fixed annual amount determined by shareholders at a general meeting that the board may reduce in years deemed necessary. Such compensation shall have two components: an annual allotment and attendance fees.

The remuneration of each one of the directors in their capacity as such is determined by the board of directors at the proposal of the remuneration committee based on the positions held by the directors on the collective decision-making body, membership on and attendance at the various committees, and any other objective circumstances evaluated by the board.

Article 28.6 of the Rules and Regulations of the Board of Directors states that the board shall endeavour to ensure that director remuneration conforms to standards of moderation and correspondence to the earnings, risk culture and risk appetite of the Company and that it does not offer incentives to assume risks in excess of the level tolerated by the Company, such that it promotes and is consistent with appropriate and effective risk management. *"The board shall also endeavour to ensure that the remuneration of external directors is sufficient to compensate them for the dedication, qualifications and responsibility required for the performance of their duties."*

**57. Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.**

**The company may consider the share-based remuneration of Non-Executive directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.**

**Compliant** ☒ **Partially compliant** ☐ **Explain** ☐

In accordance with the Bank's remuneration policy, only executive directors have the right to receive variable remuneration, which includes remuneration systems consisting of the delivery of shares or options on shares or tied to the value of the shares. These criteria may only be amended through a resolution of the general shareholders' meeting.

Section A.3 of this report describes the Bank's share-based compensation programmes in which executive directors participated at year-end 2016.

**58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.**

**In particular, variable remuneration items should meet the following conditions:**

- i. Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.**
- ii. Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.**
- iii. Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.**

**Compliant** ☒ **Partially compliant** ☐

**Explain** ☐ **Not applicable** ☐



The Bank's remuneration policy includes limits and technical safeguards to ensure that variable remuneration of the executive directors reflects their professional performance at the Bank and not simply the general progress of the markets or the company's sector of activity.

Specifically, the remuneration policy applicable to directors for performing their executive duties contains the following limits and cautions, as approved by shareholders at the general meeting held on 18 March 2016:

- Variable remuneration consists of a single incentive subject to the attainment of targets, for the purpose of bringing the remuneration more in line with the long-term sustainability of the Company and the interests of shareholders.
- Variable remuneration is completely flexible and may be zero.
- Variable remuneration is established after the end of the year based on certain quantitative metrics and qualitative factors, some of which were not financial in nature, which are related to risk management, capital performance, earnings performance, relationship with customers and the degree of satisfaction of customers and employees. At the proposal of the remuneration committee, the board applies its judgement through structured discretion moderating quantitative evaluations and it takes into consideration all circumstances, whether positive or not, that were not included in the original evaluation outlines.
- The accrual and the amount of the deferred variable remuneration for 2016 is subject to certain multi-year targets relating to the Banco Santander earnings per share, total return to shareholders compared with a group of competitors, the Group's solvency and an increase in yields on risk-weighted assets.
- In general, all of the quantitative metrics used to establish variable remuneration have minimum compliance thresholds under which no right to receive variable remuneration arises. If the Group's net ordinary profit falls below a certain threshold the maximum variable remuneration would be limited to 50% and if there is a net loss the bonus for executive directors would be zero. The measurement of compliance with multi-year targets on which the accrual of the deferred amounts is based also establishes minimum compliance thresholds, under which the right to obtain the deferred variable remuneration is lost.
- Fixed remuneration represents a significant percentage of total remuneration, allowing for the desired level of independence when taking decisions that could affect the variable remuneration. Variable remuneration will never exceed the limit of 200% of fixed remuneration.
- The variable remuneration for executive directors in 2016 is subject to reduction (malus) and recovery (clawback) clauses.

## 59. A major part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

The company is a credit institution and, therefore, is subject to regulations regarding remuneration specifically applicable to institutions of this type, which requires at least 40% of executive directors' variable remuneration to be deferred for a period of no less than between three and five years.

At least 60% of the incentive for the Bank's executive directors for 2016 was deferred for a period of five years. The deferred amounts are subject to compliance with certain multi-year targets, as well as the absence of the application of the so-called malus or clawback clauses which, if applied, could represent the loss of all or part of the deferred amounts or the amounts already paid as variable remuneration. These malus and clawback clauses must take into account the following after the entry into force of Bank of Spain Circular 2/2016:

- Significant failures in risk management by the Bank, or by a business or risk control unit.
- An increase in capital requirements at the Bank or one of its business units, not planned at the time of generating exposures.
- Regulatory penalties or legal convictions for events that might be imputable to the unit or staff responsible for them. Likewise, failure to comply with the Bank's internal codes of conduct.
- Unlawful conduct, whether individual or collective. Considered especially significant will be the negative effects deriving from the marketing of unsuitable products and the liability of persons or bodies making such decisions.

Whether or not the malus or clawback clauses are applicable to the remuneration paid to the executive directors is determined by the board of directors at the proposal of the remuneration committee. In the case of the malus clause, the board would determine the specific amount to be paid from the deferred variable removed duration amount on a case-by-case basis in accordance with the degree to which the conditions are met. The clawback clause may be applied to any of the amounts already paid as variable remuneration in any year up until the time at which the final deferred portion of the variable remuneration is paid out.

In addition, all shares received, whether in payment of the portion immediately payable or the deferred portion of variable remuneration, may not be transferred until one year has elapsed after their delivery.

Executive directors' variable remuneration for 2017 will be subject to similar rules.

The remuneration committee's report for 2016, which contains the policy applied to executive directors in 2016, will be published on the Group's website ([www.santander.com](http://www.santander.com)) upon the call notice for the 2017 annual general meeting.



**60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.**

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

No reservations or qualifications have been made to the 2016 individual financial statements of the Bank or its consolidated Group.

If any qualifications arise in the external auditor's report that reduce the Bank's earnings, the human resources committee, which is the internal body responsible for assessing the impact on targets associated with variable remuneration in the management of risks, as well as the quality and recurrence of results and the general compliance and control environment, will take into account this circumstance in the process of establishing the remuneration of executive directors, and may propose appropriate adjustments in this respect to the remuneration committee.

In addition, the director remuneration policy for 2017 to be submitted at the 2017 annual general meeting, will expressly envisage the possibility that the variable remuneration of executive directors in 2017 may be adjusted as a result of deficiencies in control or negative results of the evaluations by the Bank's supervisors, either due to the capacity of the board to adjust the variable remuneration for executive directors, or due to the application of the malus and clawback clauses that may be pertinent.

**61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.**

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

The company is a credit institution and, therefore, is subject to regulations regarding remuneration specifically applicable to institutions of this type, which requires at least 50% of executive directors' variable remuneration be paid in the Bank's shares or similar instruments.

Variable remuneration for the Bank's directors in 2016 was made up of a single incentive, to be partially received in cash and partially in shares, deferring collection of a portion for five years. Specifically, at least 50% of total variable remuneration for 2016 will be paid in shares.

**62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.**

**The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.**

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

The variable remuneration for executive directors in 2016 consisted of a single incentive partially received in cash and partially in shares. Specifically, at least 50% of total variable remuneration will be paid in shares in 2016.

The Bank's shareholding policy that entered into force in 2016 is intended to reinforce the alignment of executive directors with the long-term interests of shareholders. This policy reflects the directors' commitment to maintain a significant personal investment in the Bank's shares while they are actively performing their executive duties. The policy establishes the obligation for executive directors, while employed by the Bank, to hold an investment in Bank shares equivalent to two times the amount of their annual fixed remuneration at the date the policy enters into force or their appointment, if later in the terms of this recommendation. The specific amount of the investment will be determined after paying all taxes due. A 5 year period after the approval of the policy (or after the entry of the director, if appropriate) is granted to attain the established investment level.

**63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.**

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

The remuneration policy applicable to executive directors contains clawback clauses that allow variable remuneration components to be reclaimed in the following cases, once the application of the malus clauses (or clauses clawback) has been exhausted. The clawback clauses may be applied to any amount paid as variable remuneration in a year provided that the final deferred amount relating to that variable remuneration has not yet been paid out. In accordance with Bank of Spain Circular 2/2016, the clawback clauses take into account:

- Significant failures in risk management by the Bank, or by a business or risk control unit.
- An increase in capital requirements at the Bank or one of its business units, not planned at the time of generating exposures.
- Regulatory penalties or legal convictions for events that might be imputable to the unit or staff responsible for them. Likewise, failure to comply with the Bank's internal codes of conduct.



- Unlawful conduct, whether individual or collective. Considered especially significant will be the negative effects deriving from the marketing of unsuitable products and the liability of persons or bodies making such decisions.

The board of directors, at the proposal of the remuneration committee, and based on the level of compliance with those conditions, will determine the need to apply these clauses to the variable remuneration for executive directors.

**64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.**

Compliant ☒ Partially compliant ☐

Explain ☐ Not applicable ☐

Except for the provisions of the preceding paragraph, the contracts for executive directors are for an indefinite period of time and do not provide for any severance payment other than those that may be required by law.

If Mr Rodrigo Echenique Gordillo's contract is terminated before 1 January 2018 for reasons other than his own decision, death or permanent disability or to a serious breach of his obligations, he shall be entitled to receive a severance payment amounting to twice his gross annual salary.

## » H. Other information of interest

**1. If you consider that there is any material aspect or principle relating to the Corporate Governance practices followed by your company that has not been addressed in this report and which is necessary to provide a more comprehensive view of the corporate governance structure and practices at the company or group, explain briefly.**

**2. You may include in this section any other information, clarification or observation related to the above sections of this report.**

**Specifically indicate whether the company is subject to corporate governance legislation from a country other than Spain and, if so, include the compulsory information to be provided when different to that required by this report.**

**3. Also state whether the company voluntarily subscribes to other international, sectorial or other ethical principles or standard practices. If applicable, identify the code and date of adoption. In particular, indicate whether the company adheres to the Code of Best Tax Practices of 20 July 2010.**

Banco Santander does not file any annual corporate governance report other than as stipulated under the LSC, Order ECC/461/2013, of 20 March, and CNMV Circular 5/2013, of 12 June, amended by Circular 7/2015, of 22 December.

Upon the listing of Bank shares on the Warsaw Stock Exchange, a document was disclosed on 3 December 2014, analysing the corporate governance of the Bank from the perspective of the Polish government's good governance recommendations. This document is updated each year upon publication of the call of the general shareholders meeting (*"Statement on corporate governance in relation to the Code of Best Practices for WSE Listed Companies"*). These documents will be found on the corporate website [www.santander.com](http://www.santander.com).

Since 2010, Banco Santander, S.A. has adhered to the code of good tax practices approved in the Tax Forum of Large Companies, a body in which large Spanish companies and the Spanish tax agency participate, and complies with the contents thereof. As in previous years, and in accordance with its commitments under the aforementioned code, and in application of its compliance programme and the Group's General Code of Conduct, the head of the tax consultation service has reported to the audit committee on the Group's fiscal policies.

On 3 November 2015, at the plenary session of the Tax Forum of Large Companies, the introduction of an appendix to the Code of Best Tax Practices was agreed to strengthen the cooperation between the Spanish tax agency and those companies that adhere to this instrument of good tax governance, through a series of actions promoting transparency and legal security in compliance with tax obligations.

Banco Santander has joined international sustainability initiatives such as, among others, the Principles of the United Nation's Global Compact (since 2002), the Equator Principles (since 2009), the Principles for Responsible Investment (since 2008), the Banking Environment Initiative (BEI) (since 2010), the World Business Council for Sustainable Development (since 2015), UNEP Finance Initiative (since 2008) and CDP, before Carbon Disclosure Project (since 2002).

This annual corporate governance report was approved by the company's board of directors at its meeting held on 21 February 2017.

List whether any directors voted against or abstained from voting on the approval of this Report.

Yes ☐ No ☒

Name or corporate name of director who voted against the approval of this report	Reasons (opposition, abstention, failure to attend the meeting)	Explain the reasons

*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## **INDEPENDENT REASONABLE ASSURANCE REPORT ON THE DESIGN AND EFFECTIVENESS OF THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)**

To the Shareholders of Banco Santander, S.A.:

We have carried out a reasonable assurance report of the design and effectiveness of the Internal Control over Financial Reporting (hereinafter, ICFR) and the description that is included in the attached Report that forms part of the corresponding section of the Annual Corporate Governance Report of the Directors Report accompanying the consolidated financial statements of Banco Santander, S.A., (hereinafter, the Parent Company) and its subsidiaries (hereinafter, the Group) as at December 31, 2016. This system is based on the criteria and policies defined by the Group in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its "Internal Control-Integrated Framework" report.

An Internal Control over Financial Reporting is a process designed to provide reasonable assurance over the reliability of financial information in accordance with the applicable financial reporting framework and includes those policies and procedures that: (i) enable the records reflecting the transactions performed to be kept accurately and with a reasonable level of detail; (ii) provide reasonable assurance as to the proper recognition of transactions to make it possible to prepare the financial information in accordance with the accounting principles and standards applicable to it and (iii) provide reasonable assurance in relation to the prevention or timely detection of unauthorised acquisitions, use or sales of the Group assets that could have material effect on the financial information.

In this regard, it should be borne in mind that, given the inherent limitations of any Internal Control over Financial Reporting, regardless of the quality of the design and operation of the System, it can only allow reasonable, but not absolute security, in relation to the objectives it pursues, which may lead to errors, irregularities or fraud that may not be detected. On the other hand, the projection to future periods of the evaluation of internal control is subject to risks such as such internal control being inadequate as a result of future changes in the applicable conditions, or that in the future the level of compliance of the established policies or procedures may be reduced.

### **Director's responsibility**

The Parent Company's Directors are responsible for taking the necessary measures to reasonably guarantee the implementation, maintenance and supervision of an adequate Internal Control over Financial Reporting, as well as the evaluation of its effectiveness, the development of improvements of ICFR and the preparation and establishment of the content of the attached information relating to the ICFR.

### **Our Responsibility**

Our responsibility is to issue a reasonable assurance report on the design and effectiveness of the Internal Control over Financial Reporting, based on the work we have performed and on the evidence we have obtained. We have performed our reasonable assurance engagement in accordance with "International Standard on Assurance Engagements 3000 (ISAE 3000)" (Revised), "Assurance Engagements other than Auditing or Reviews of Historical Financial Reporting", issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).





A reasonable assurance report includes the understanding of the Internal Control over Financial Reporting, assessing the risk of material weaknesses in the internal control, that the controls are not properly designed or they do not operate effectively, the execution of tests and evaluations on the design and effective implementation of this ICFR, based on our professional judgment, and the performance of such other procedures as may be deemed necessary.

We believe that the evidence we have obtained provides a sufficient and adequate basis for our opinion.

#### **Our Independence and Quality Control**

We have complied with the independence requirements and other ethical requirements of the Accounting Professionals Code of Ethics issued by the International Ethics Standards Board for Accountants (IESBA), which is based on the fundamental principles of integrity, objectivity, professional competence and diligence, confidentiality and professional behavior.

Our firm applies the "International Standard on Quality Control 1 (ISQC 1)" and maintains an exhaustive qualitative control system that includes documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory provisions.

#### **Opinion**

In our opinion, the Group maintained, as at December 31, 2016, in all material respects, an effective system of Internal Control relating to the Financial Reporting included in the consolidated financial statements of the Group as at December 31, 2016, which is based on the criteria and the policies defined by the Group's management in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its "Internal Control - Integrated Framework" report.

In addition, the attached description of the ICFR Report as at December 31, 2016 has been prepared, in all material respects, in accordance with the requirements established by article 540 of the Consolidated Text of the Capital Companies Act and with the Circular 5/2013 of June 12, 2013 of the CNMV, as amended by CNMV Circular No. 7/2015 dated December 22, 2015 for the purposes of the description of the ICFR in the Annual Reports of Corporate Governance.

This work does not constitute an audit of accounts nor is it subject to the regulations governing the activity of the audit in force in Spain, so we do not express any audit opinion in the terms provided in the aforementioned regulations. However, we have audited, in accordance with the regulations governing the audit activity in force in Spain, the consolidated financial statements of Banco Santander, S.A. and its subsidiaries prepared by the Parent Company's Directors in accordance with the International Financial Reporting Standards adopted by the European Union and other provisions of the financial reporting standards applicable to the Group, and our report dated February 24, 2017 expresses a favorable opinion on those consolidated annual accounts.

PricewaterhouseCoopers Auditores, S.L.



Alejandro Esnal Elorrieta

February 24, 2017





# Banco Santander's balance sheet and income statement

## Balance sheet at 31 december 2016 with distribution of income

Euros

<b>ASSETS</b>	<b>December 2016</b>
<b>Cash, cash balances at central banks and others deposits on demand</b>	<b>15,636,094,008</b>
<b>Financial assets held for trading</b>	<b>70,436,862,445</b>
Derivatives	45,257,579,090
Equity instruments	7,249,053,226
Debt instruments	17,889,432,636
Loans and advances	40,797,493
Central banks	-
Credit institutions	-
Customers	40,797,493
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>8,271,766,925</i>
<b>Financial assets designated at fair value through profit or loss</b>	<b>25,268,926,313</b>
Equity instruments	-
Debt instruments	-
Loans and advances	25,268,926,313
Central banks	-
Credit institutions	8,532,573,059
Customers	16,736,353,254
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>307,536,879</i>
<b>Financial assets available-for-sale</b>	<b>30,067,981,927</b>
Equity instruments	2,442,771,090
Debt instruments	27,625,210,837
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>9,991,127,701</i>
<b>Loans and receivables</b>	<b>218,288,323,436</b>
Debt instruments	13,681,018,718
Loans and advances	204,607,304,718
Central banks	47,468,053
Credit institutions	25,763,207,876
Customers	178,796,628,789
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>3,513,578,494</i>
<b>Investments held-to-maturity</b>	<b>1,952,862,134</b>
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>448,573,443</i>
<b>Hedging derivatives</b>	<b>2,282,992,275</b>
<b>Changes in the fair value of hedged items in portfolio hedges of interest rate risk</b>	<b>83,692,325</b>
<b>Investments</b>	<b>80,613,619,706</b>
Group entities	78,057,331,413
Joint ventures entities	389,176,390
Associated companies	2,167,111,903
<b>Tangible assets</b>	<b>1,833,618,554</b>
Property, plant and equipment:	1,615,502,333
For own use	1,299,186,618
Leased out under an operating lease	316,315,715
Investment property:	218,116,221
Of which: leased out under an operating lease	200,267,421
<i>Memorandum items: acquired in financial lease</i>	<i>610,962,164</i>
<b>Intangible assets</b>	<b>160,221,687</b>
Goodwill	-
<i>Other intangible assets</i>	<i>160,221,687</i>
<b>Tax assets</b>	<b>9,586,391,005</b>
Current tax assets	1,378,748,288
Deferred tax assets	8,207,642,717
<b>Other assets</b>	<b>3,109,708,798</b>
Insurance contracts linked to pensions	1,833,598,425
Inventories	-
Other	1,276,110,373
<b>Non-current assets held for sale</b>	<b>1,923,154,894</b>
<b>Total assets</b>	<b>461,244,449,507</b>





## Balance sheet at 31 december 2016 with distribution of income

Euros

<b>LIABILITIES</b>	<b>December 2016</b>
<b>Financial liabilities held for trading</b>	<b>54,549,827,794</b>
Derivatives	46,974,803,335
Short positions	7,575,024,459
Deposits	-
Central banks	-
Credit institutions	-
Customers	-
Marketable debt securities	-
Other financial liabilities	-
<b>Financial liabilities designated at fair value through profit or loss</b>	<b>15,124,176,228</b>
Deposits	15,124,176,228
Central banks	8,400,866,878
Credit institutions	3,141,354,574
Customers	3,581,954,776
Marketable debt securities	-
Other financial liabilities	-
<i>Memorandum items:subordinated liabilities</i>	-
<b>Financial liabilities at amortised cost</b>	<b>314,184,014,817</b>
Deposits	281,095,610,250
Central banks	25,066,833,769
Credit institutions	49,286,872,546
Customers	206,741,903,935
Marketable debt securities	22,954,830,190
Other financial liabilities	10,133,574,377
<i>Memorandum items:subordinated liabilities</i>	16,940,727,064
<b>Hedging derivatives</b>	<b>4,197,469,154</b>
<b>Changes in the fair value of hedged items in portfolio hedges of interest risk rate</b>	<b>7,277,024</b>
<b>Provisions</b>	<b>7,338,575,981</b>
<i>Provision for pensions and similar obligations</i>	4,627,187,458
<i>Other long term employee benefits</i>	1,588,197,734
<i>Provisions for taxes and other legal contingencies</i>	262,184,744
<i>Provisions for commitments and guarantees given</i>	266,491,486
<i>Other provisions</i>	594,514,559
<b>Tax liabilities</b>	<b>1,378,111,453</b>
Current tax liabilities	-
Deferred tax liabilities	1,378,111,453
<b>Equity refundable on demand</b>	<b>-</b>
<b>Other liabilities</b>	<b>2,031,915,043</b>
Of which: welfare fund	-
<b>Liabilities associated with non-current assets held for sale</b>	<b>-</b>
<b>Total liabilities</b>	<b>398,811,367,494</b>

Balance sheet at 31 december 2016 with distribution of income

Euros

<b>EQUITY</b>	<b>December 2016</b>
<b>Shareholders' equity</b>	<b>62,227,571,916</b>
<b>Capital</b>	<b>7,291,170,351</b>
Called up paid capital	7,291,170,351
Unpaid capital which has been called up	-
<i>Memorandum items: uncalled up capital</i>	-
<b>Share premium</b>	<b>44,912,482,228</b>
<b>Equity instruments issued other than capital</b>	-
Equity component of compound financial instruments	-
Other equity instruments	-
Other equity instruments	135,367,870
Accumulated retained earnings	7,796,203,826
Revaluation reserves	-
Other reserves	2,092,714,664
(-) Own shares	(367,023)
Results for the period	
(-) Dividends	
<b>Other comprehensive income</b>	<b>205,510,097</b>
Items not reclassified to profit or loss	(1,080,350,386)
Actuarial gains or (-) losses on defined benefit pension plans	(1,080,350,386)
Non-current assets classified as held for sale	-
Other valuation adjustments	-
Items that may be reclassified to profit or loss	1,285,860,483
Hedge of net investments in foreign operations (effective portion)	21
Exchange differences	-
Hedging derivatives. Cash flow hedges (effective portion)	4,767,319
Financial assets available-for-sale	1,281,093,143
Debt instruments	636,216,408
Equity instruments	644,876,735
Non-current assets classified as held for sale	-
<b>Total equity</b>	<b>62,433,082,013</b>
<b>Total liabilities and equity</b>	<b>461,244,449,507</b>
<b>Memorandum items</b>	
<b>Contingent liabilities</b>	<b>60,059,304,852</b>
<b>Contingent commitments</b>	<b>85,249,976,876</b>



## Balance sheet at 31 december 2016 before distribution of income

Euros

ASSETS	December 2016
<b>Cash, cash balances at central banks and others deposits on demand</b>	<b>15,636,094,008</b>
<b>Financial assets held for trading</b>	<b>70,436,862,445</b>
Derivatives	45,257,579,090
Equity instruments	7,249,053,226
Debt instruments	17,889,432,636
Loans and advances	40,797,493
Central banks	-
Credit institutions	-
Customers	40,797,493
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>8,271,766,925</i>
<b>Financial assets designated at fair value through profit or loss</b>	<b>25,268,926,313</b>
Equity instruments	-
Debt instruments	-
Loans and advances	25,268,926,313
Central banks	-
Credit institutions	8,532,573,059
Customers	16,736,353,254
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>307,536,879</i>
<b>Financial assets available-for-sale</b>	<b>30,067,981,927</b>
Equity instruments	2,442,771,090
Debt instruments	27,625,210,837
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>9,991,127,701</i>
<b>Loans and receivables</b>	<b>218,288,323,436</b>
Debt instruments	13,681,018,718
Loans and advances	204,607,304,718
Central banks	47,468,053
Credit institutions	25,763,207,876
Customers	178,796,628,789
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>3,513,578,494</i>
<b>Investments held-to-maturity</b>	<b>1,952,862,134</b>
<i>Memorandum items: lent or delivered as guarantee with disposal or pledge rights</i>	<i>448,573,443</i>
<b>Hedging derivatives</b>	<b>2,282,992,275</b>
<b>Changes in the fair value of hedged items in portfolio hedges of interest rate risk</b>	<b>83,692,325</b>
<b>Investments</b>	<b>80,613,619,706</b>
Group entities	78,057,331,413
Joint ventures entities	389,176,390
Associated companies	2,167,111,903
<b>Tangible assets</b>	<b>1,833,618,554</b>
Property, plant and equipment:	1,615,502,333
For own use	1,299,186,618
Leased out under an operating lease	316,315,715
Investment property:	218,116,221
Of which: leased out under an operating lease	200,267,421
<i>Memorandum items: acquired in financial lease</i>	<i>610,962,164</i>
<b>Intangible assets</b>	<b>160,221,687</b>
Goodwill	-
<i>Other intangible assets</i>	<i>160,221,687</i>
<b>Tax assets</b>	<b>9,586,391,005</b>
<i>Current tax assets</i>	<i>1,378,748,288</i>
<i>Deferred tax assets</i>	<i>8,207,642,717</i>
<b>Other assets</b>	<b>3,109,708,798</b>
Insurance contracts linked to pensions	1,833,598,425
Inventories	-
Other	1,276,110,373
<b>Non-current assets held for sale</b>	<b>1,923,154,894</b>
<b>Total assets</b>	<b>461,244,449,507</b>

Balance sheet at 31 december 2016 before distribution of income

Euros

<b>LIABILITIES</b>	<b>December 2016</b>
<b>Financial liabilities held for trading</b>	<b>54,549,827,794</b>
Derivatives	46,974,803,335
Short positions	7,575,024,459
Deposits	-
Central banks	-
Credit institutions	-
Customers	-
Marketable debt securities	-
Other financial liabilities	-
<b>Financial liabilities designated at fair value through profit or loss</b>	<b>15,124,176,228</b>
Deposits	15,124,176,228
Central banks	8,400,866,878
Credit institutions	3,141,354,574
Customers	3,581,954,776
Marketable debt securities	-
Other financial liabilities	-
<i>Memorandum items:subordinated liabilities</i>	-
<b>Financial liabilities at amortised cost</b>	<b>313,381,986,079</b>
Deposits	281,095,610,250
Central banks	25,066,833,769
Credit institutions	49,286,872,546
Customers	206,741,903,935
Marketable debt securities	22,954,830,190
Other financial liabilities	9,331,545,639
<i>Memorandum items:subordinated liabilities</i>	16,940,727,064
<b>Hedging derivatives</b>	<b>4,197,469,154</b>
<b>Changes in the fair value of hedged items in portfolio hedges of interest risk rate</b>	<b>7,277,024</b>
<b>Provisions</b>	<b>7,338,575,981</b>
<i>Provision for pensions and similar obligations</i>	4,627,187,458
<i>Other long term employee benefits</i>	1,588,197,734
<i>Provisions for taxes and other legal contingencies</i>	262,184,744
<i>Provisions for commitments and guarantees given</i>	266,491,486
<i>Other provisions</i>	594,514,559
<b>Tax liabilities</b>	<b>1,378,111,453</b>
Current tax liabilities	-
Deferred tax liabilities	1,378,111,453
<b>Equity refundable on demand</b>	<b>-</b>
<b>Other liabilities</b>	<b>2,031,915,043</b>
Of which: welfare fund	-
<b>Liabilities associated with non-current assets held for sale</b>	<b>-</b>
<b>Total liabilities</b>	<b>398,009,338,756</b>



## Balance sheet at 31 december 2016 before distribution of income

Euros

<b>EQUITY</b>	<b>December 2016</b>
<b>Shareholders' equity</b>	<b>63,029,600,654</b>
<b>Capital</b>	<b>7,291,170,351</b>
Called up paid capital	7,291,170,351
Unpaid capital which has been called up	-
<i>Memorandum items: uncalled up capital</i>	-
<b>Share premium</b>	<b>44,912,482,228</b>
<b>Equity instruments issued other than capital</b>	-
Equity component of compound financial instruments	-
Other equity instruments	-
Other equity instruments	135,367,870
Accumulated retained earnings	7,783,579,270
Revaluation reserves	-
Other reserves	2,092,714,664
(-) Own shares	-367,023
Results for the period	2,481,305,887
(-) Dividends	(1,666,652,593)
<b>Other comprehensive income</b>	<b>205,510,097</b>
Items not reclassified to profit or loss	(1,080,350,386)
Actuarial gains or (-) losses on defined benefit pension plans	(1,080,350,386)
Non-current assets classified as held for sale	-
Other valuation adjustments	-
Items that may be reclassified to profit or loss	1,285,860,483
Hedge of net investments in foreign operations (effective portion)	21
Exchange differences	-
Hedging derivatives. Cash flow hedges (effective portion)	4,767,319
Financial assets available-for-sale	1,281,093,143
Debt instruments	636,216,408
Equity instruments	644,876,735
Non-current assets classified as held for sale	-
<b>Total equity</b>	<b>62,433,082,013</b>
<b>Total liabilities and equity</b>	<b>461,244,449,507</b>
<b>Memorandum items</b>	
<b>Contingent liabilities</b>	<b>60,059,304,852</b>
<b>Contingent commitments</b>	<b>85,249,976,876</b>

## Income statement for the year ended 31 december 2016

Euros

	December 2016
Interest income	5,763,365,625
Interest expense	(3,113,389,802)
<b>Net interest income</b>	<b>2,649,975,823</b>
Dividend income	3,718,969,256
Commission income	2,035,121,693
Commission expense	(343,343,902)
Gains or losses on financial assets and liabilities not measured at fair value through profit or loss, net	289,070,921
Gains or losses on financial assets and liabilities held for trading, net	310,070,111
Gains or losses on financial assets and liabilities measured at fair value through profit or loss, net	177,037,982
Gains or losses from hedge accounting, net	(17,187,203)
Exchange differences, net	(586,703,701)
Other operating income	247,578,713
Other operating expenses	(462,396,783)
<b>Total income</b>	<b>8,018,192,910</b>
<b>Administrative expenses</b>	<b>(4,211,256,660)</b>
Staff costs	(2,153,724,594)
Other general administrative expenses	(2,057,532,066)
<b>Depreciation and amortisation cost</b>	<b>(160,289,083)</b>
<b>Provisions or reversal of provisions</b>	<b>(714,054,594)</b>
<b>Impairment or reversal of impairment at financial assets not measured at fair value through profit or loss, net</b>	<b>(559,594,548)</b>
Financial assets measured at cost	43,238,455
Financial assets available-for-sale	(11,949,948)
Loans and receivables	528,306,041
Held-to-maturity investments	-
<b>Profit from operations</b>	<b>2,372,998,025</b>
<b>Impairment of investments in subsidiaries, joint ventures and associates, net</b>	<b>(483,951,482)</b>
<b>Impairment on non-financial assets, net</b>	<b>-</b>
Tangible assets	-
Intangible assets	-
Others	-
Gains or losses on non financial assets and investments, net	344,608,882
From wich: investments in subsidiaries, joint ventures and associates	334,423,671
Negative goodwill recognised in results	-
<b>Gains or losses on non-current assets held for sale classified as discontinued operations</b>	<b>(104,799,154)</b>
<b>Profit or loss before tax from continuing operations</b>	<b>2,128,856,271</b>
<b>Tax expense or income from continuing operations</b>	<b>352,618,171</b>
<b>Profit for the period from continuing operations</b>	<b>2,481,474,442</b>
<b>Profit or loss after tax from discontinued operations</b>	<b>-</b>
<b>Profit for the period</b>	<b>2,481,305,887</b>



## ● Proposed distribution of income as of 31 December 2016

Euros

Profit before taxes	2,128,687,716
Income tax	(352,618,171)
Profit for the period from continuing operations	2,481,305,887

### **Distribution**

Legal reserve	-
Voluntary reserve	12,624,556
Dividends	2,468,681,331



---

# General information

## Banco Santander, S.A.

The parent group of Grupo Santander was established on 21 March 1857 and incorporated in its present form by a public deed executed in Santander, Spain, on 14 January 1875, recorded in the Mercantile Registry of the Finance Section of the Government of the Province of Santander, on folio 157 and following, entry number 859. The Bank's By-laws were amended to conform with current legislation regarding limited liability companies. The amendment was registered on 8 June 1992 and entered into the Mercantile Registry of Santander (volume 448, general section, folio 1, page 1,960, first inscription of adaptation).

The Bank is also recorded in the Special Registry of Banks and Bankers 0049, and its fiscal identification number is A-390000013. It is a member of the Bank Deposit Guarantee Fund.

## Registered office

The Corporate By-laws and additional public information regarding the Company may be inspected at its registered office at Paseo de la Pereda, numbers 9 to 12, Santander.

## Corporate center

Santander Group City  
Avda. de Cantabria s/n  
28660 Boadilla del Monte  
Madrid  
Spain

## General information

Telephone: 902 11 22 11 (Central Services)

Telephone: 91 289 00 00 (Customer support central services)

## Relations with investors and analysts

Santander Group City  
Edificio Marisma, Planta Baja  
Avda. de Cantabria, s/n.  
28660 Boadilla del Monte  
Madrid  
Spain  
Telephone: +34 91 259 65 14

## Customer attention department

Santander Group City  
Avda. de Cantabria s/n  
28660 Boadilla del Monte  
Madrid  
Spain  
Telephone: 91 257 30 80  
Fax: 91 254 10 38  
atenclie@gruposantander.com

## Ombudsman

Mr José Luis Gómez-Dégano,  
Apartado de Correos 14019  
28080 Madrid  
Spain

[www.santander.com](http://www.santander.com)

---

This report was printed on ecologically friendly paper and has been produced using environmentally friendly processes.  
© February 2017, Grupo Santander

### Production:

MRM Worldwide

### Printing:

Alborada

### Legal deposit:

M-7447-2017





# ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

## **A** REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

**A.1** Explain the company's remuneration policy. This section will include information regarding

- General principles and foundations of the remuneration policy.
- Most significant changes made to the remuneration policy from the policy applied during the prior financial year, as well as changes made during the financial year to the terms for exercising options already granted.
- Criteria used to establish the company's remuneration policy and the composition of peer groups of companies whose remuneration policies have been examined with a view to establishing the company's remuneration policy.
- Relative significance of the variable items of remuneration as compared to fixed items and standards used to determine the various components of the director remuneration package (remunerative mix).

### **Explain the remuneration policy**

During 2017, the principles of the director remuneration policy are similar to those applied in 2016, which were approved by the board of directors and submitted for a binding vote of the shareholders at the general shareholders' meeting of 18 March 2016 as part of the director remuneration policy, receiving 91.467% votes in favour.

No material changes are envisaged in the directors remuneration policy for the years 2017 and onwards in relation to the policy in place in 2016. However, effective from 1 January 2017, certain improvements will be introduced, as explained later in this section.

The principles governing directors' remuneration are the following:

#### **a) Remuneration of directors in their capacity as such**

The individual remuneration of directors, whether executive or not, for the performance of supervisory and collective decision-making duties, shall be determined by the board of directors, within the maximum set by the shareholders, based on the positions held by the directors on the collective decision-making body itself and membership on and attendance at the various committees, as well as any other objective circumstances that the board may take into account.

#### **b) Remuneration of executive directors**

Independently of the directors' right to receive remuneration for their status as such, they are also entitled to receive other compensation (salaries, incentives, bonuses, pensions, insurance and severance payments) as, following a proposal made by the remuneration committee and upon resolution by the board of directors, may be deemed appropriate in consideration for the performance of other duties in the company, whether they are the duties of an executive director or otherwise, other than the supervisory and collective decision-making duties that they discharge in their capacity as members of the board.

The most notable principles of the Bank's remuneration policy for executive duties include:

1. Remuneration must be aligned with the interests of shareholders and be focused on long-term value creation, while remaining compatible with a rigorous risk management and with the company's long-term strategy, values and interests.
2. Fixed remuneration must represent a significant proportion of total compensation.
3. Variable remuneration must compensate for performance in terms of the achievement of agreed goals, in line with the role and responsibilities of the individual and within the framework of prudent risk management.
4. The global remuneration package and the structure thereof must be competitive, in order to appeal to and retain professionals.
5. Conflicts of interest and discrimination must be avoided in decisions regarding remuneration.

Banco Santander conducts an annual comparative review of the total compensation of the executive directors and senior management with respect to a peer group of banks, comparable in terms of size (gross margin, market capitalization, total assets and employees), complexity and business mix, geographic diversity, competitors for talent and complexity of regulatory environment. In 2017, the peer group comprises the following 14 banks: BNP Paribas, BBVA, Société Générale, Lloyds, HSBC, Wells Fargo, Citigroup, UBS, ING, Deutsche Bank, Barclays, Bank of America, JP Morgan Chase and Standard Chartered. Banco Santander also considers a second peer group comprising eight major Spanish companies listed in the Ibex-35 with market capitalization in excess of 13 billion euros, in view of the location of the parent and the sources of talented executives.

As indicated, the improvements envisaged with effect from 1 January 2017 are outlined below, notwithstanding a more detailed description in subsequent sections:

- The scorecard (quantitative metrics, qualitative assessment and exceptional adjustment) for calculating variable remuneration has been simplified, reducing the number of categories and metrics. Likewise, the long-term conditions applicable for releasing part of the deferred remuneration remain conditional upon certain long-term metrics; from now on, there are three such metrics, having eliminated RoRWA (return on risk-weighted assets).
- It has been proposed that the board of directors be empowered to review the total individual remuneration of each executive director for the performance of their executive functions, with the increases in fixed components being capped at 5%. With regard to variable remuneration items, the board, at the proposal of the remuneration committee, may review the benchmark variable incentive in the year, based on market and internal contribution criteria.
- The pre-retirement and benefit scheme for some executive directors has been modified to adapt to the provisions of Bank of Spain Circular 2/2016, dated 2 February. Section A.7 below describes the contents of the executive directors' contracts as a result of this change.
- In 2016, the board of directors, at the proposal of the remuneration committee, approved implementation of clawback clauses, pursuant to Bank of Spain Circular 2/2016, of 2 February, and in the framework of approval of a new policy on malus and clawback arrangements that forms part of the Santander Group's remuneration policy. Causes for application are detailed in section A.4.

Remuneration mix:

- The variable components of remuneration include a single incentive, and, if applicable, the portion of contributions to the benefits system that are calculated on the variable remuneration of the related director (described in sections A.4. and A.5.).
- The fixed components of remuneration include the other items of remuneration that each director receives for the performance of executive duties (described in section A.3.), including contributions to the benefits system calculated based on fixed remuneration (described in section A.5), as well as all bylaw-stipulated emoluments that the related director is entitled to receive in his capacity as such. The executive directors do not receive variable remuneration.

The variable components of the remuneration may not exceed 200% of the fixed components thereof.

Moreover, executive directors are subject to the share holding policy approved in 2016, whereby, after a transitory period of five years has elapsed, they must own a volume of shares equal to their annual net fixed remuneration, in the terms provided in recommendation 62 of the Code of Good Governance for Listed Companies. This policy also reflects the executive directors' commitment to maintaining a significant personal investment in the Bank's shares while they are actively performing their duties within the Group.

As of the date of this report, there are no remunerations systems based on options on shares for the directors of the Bank.

**A.2** Information regarding preparatory work and the decision-making process followed to determine the remuneration policy, and any role played by the remuneration committee and other control bodies in the configuration of the remuneration policy. This information shall include any mandate given to the remuneration committee, the composition thereof, and the identity of external advisors whose services have been used to determine the remuneration policy. There shall also be a statement of the nature of any directors who have participated in the determination of the remuneration policy.

**Explain the process for determining the remuneration policy**

**Preparatory work and participation of the appointments and remuneration committee in determining the remuneration policy**

Pursuant to the Bylaws and the Rules and Regulations of the Board of the Bank, the remuneration committee has the following duties, among others, relating to the remuneration of the directors:

- Propose the director remuneration policy to the board, drafting the required report on such policy pursuant to article 28 bis of the Rules and Regulations of the Board, and prepare the annual remuneration report envisaged in article 29.
- Propose to the board the individual remuneration of directors in their capacity as such.
- Propose to the board the individual remuneration of directors for carrying out any duties other than those corresponding thereto in their capacity as directors and other conditions of their contracts.

- Periodically review the remuneration programmes to ensure they are up-to-date, giving weight to their adaptation and performance; ensuring that directors' remuneration is in line with criteria of moderation and the company's results, culture and risk appetite; and that no incentives are offered to assume risk that exceeds the level tolerated by the company, such that they promote and are compatible with adequate and effective risk management. For these purposes the mechanisms and systems adopted will be revised to ensure that the remuneration programmes take into account all types of risk and all levels of capital and liquidity, and that remuneration is in line with the company's business targets and strategies, corporate culture and long-term interest.
- Ensure transparency of the remuneration and inclusion in the annual report, the annual corporate governance report, the annual report on remuneration and in other reports required by applicable legislation regarding information on remuneration and, for such purpose, submit any information required to the board.
- Assist the board of directors in supervising compliance with the director remuneration policy.

At its meeting of 21 February 2017, the remuneration committee prepared the annual report on director remuneration required by section 541 of the Spanish Corporate Enterprises Act, which will be made available to the shareholders no later than the date of the call to the annual general shareholders' meeting of 2017, and which shall be submitted to a consultative vote as a separate item on the agenda. At that same meeting, the remuneration committee prepared the director remuneration policy for 2017, 2018 and 2019 which is planned to be submitted for a binding vote of the shareholders at the meeting.

The annual director remuneration report for the financial year 2016 was approved by the board at its meeting on 21 February 2017.

#### **Remuneration committee**

The Bylaws and Rules and Regulations of the Board provide that the remuneration committee comprise solely non-executive directors and that it be chaired by an independent director.

At the date of this report, the composition of the remuneration committee is as follows:

#### **Chairman:**

Mr Bruce Carnegie-Brown (vice-chairman of the board and independent director)

#### **Members:**

Mr Guillermo de la Dehesa Romero (vice chairman of the board, external director, neither proprietary nor independent)

Mr Ignacio Benjumea Cabeza de Vaca (external director, neither proprietary nor independent)

Ms Sol Daurella Comadrán (independent director)

Ms Isabel Tocino Biscarolasaga (independent director)

#### **General secretary:**

Mr Jaime Pérez Renovales

In 2016, the committee's composition changed as follows:

On 27 September 2016, Mr Ángel Jado Becerro de Bengoa ceased to be a member of the committee, when he resigned as a director of the Bank at a meeting held on that date.



At the annual general shareholders' meeting of 18 March 2016, a proposal was passed to amend article 54 bis of the Bylaws in order to increase the maximum number of members of the remuneration committee from seven directors to a maximum of nine directors for the purpose of giving the board of directors more flexibility in establishing the adequate composition for the committee at any given time.

All the members of the remuneration committee have proven capacity to discharge their duties on such committee based on their experience in banking and their knowledge in the area of remuneration.

The committee, in accordance with its regulations, approves an annual meeting schedule, including at least four meetings. In any event, the committee shall meet whenever convened, either by agreement of the committee itself, or by its chairman. The committee held nine meetings in 2016.

#### **External advisors**

In all its decision-making processes, the remuneration committee and the board were able to compare the relevant data with that on the markets and comparable entities, given the size, characteristics and activities of the Group. The assistance of Willis Towers Watson was sought for this purpose.

- A.3** State the amount and nature of the fixed components, with a breakdown, if applicable, of remuneration for the performance by the executive directors of the duties of senior management, of additional remuneration as chair or member of a committee of the board, of attendance fees for participation on the board and the committees thereof or other fixed remuneration as director, and an estimate of the annual fixed remuneration to which they give rise. Identify other beneficiaries that are not paid in cash and the basic parameters upon which such benefits are provided.

#### **Explain the fixed components of remuneration**

##### **A) Fixed remuneration of directors in 2017 in their capacity as such: Bylaw-stipulated emoluments**

In 2017, the directors, in their capacity as such, shall continue to receive remuneration for the performance of supervisory and collective decision-making duties for a collective amount of up to 6 million euros as authorised by the shareholders at the 2016 annual general shareholders' meeting—and again subject to approval by the shareholders at the 2017 general shareholders' meeting—with two components: annual allotment and attendance fees.

**i) Annual allotment:** The specific amount payable for the above-mentioned items to each of the directors and the form of payment shall be determined by the board of directors. The principles described in section A.1 of this report shall be taken into account for such purpose.

**ii) Attendance fees:** The directors will also receive attendance fees in 2017 for attendance in person at meetings of the board of directors and of its committees, except for the executive committee as there are no attendance fees for this committee. The specific amount to be paid is approved by the board of directors, taking into account the principles described in section A.1 of this report.

In addition, in 2017 the company will pay the premium for the civil liability insurance for its directors, obtained upon customary market terms and proportional to the circumstances of the company.

**B) Fixed remuneration in 2017 for the performance of executive duties**

As indicated in section A.1, no material changes are envisaged in the directors remuneration policy for the years 2017 and onwards in relation to the policy in place in 2016. However, effective from 1 January 2017, some improvements will be implemented. Specifically, in relation to executive directors' remuneration for the performance of executive functions, it is proposed that the board of directors be empowered to review the fixed remuneration of each executive director for their executive function, in an outright amount equivalent to 5%.

**i) Gross annual salary**

As a result, the board of directors, at the proposal of the remuneration committee, has approved the annual gross salary of the executive directors in 2017 (in thousands of euros):

- Ms Ana Botín-Sanz de Sautuola y O'Shea: 2017: 2,500
- Mr José Antonio Álvarez Álvarez 2017: 2,000
- Mr Rodrigo Echenique Gordillo: 2017: 1,500
- Mr Matías Rodríguez Inciarte: 2017: 1,710

During the year, the board of directors may review the fixed components of the total individual remuneration of each executive director for the performance of their executive functions based on market and internal contribution criteria. In particular, for 2017 the board is empowered to review the fixed components with the increases being capped at 5%.

**ii) Other fixed components of remuneration**

- Benefits systems: defined contribution plans. For more information, see section A.5 of this report.
- Social welfare benefits: Executive directors will also receive certain social welfare benefits such as life insurance premiums, medical insurance and, if applicable, the allocation of remuneration for employee loans, all in accordance with the usual policy.

**A.4 Explain the amount, nature and main features of the variable components of the remuneration systems.**

In particular:

- Identify each of the remuneration plans of which the directors are beneficiaries, the scope thereof, the date of approval thereof, the date of implementation thereof, the date of effectiveness thereof, and the main features thereof. In the case of share option plans and other financial instruments, the general features of the plan shall include information on the conditions for the exercise of such options or financial instruments for each plan.
- State any remuneration received under profit-sharing or bonus schemes, and the reason for the accrual thereof;
- Explain the fundamental parameters and rationale for any annual bonus plan.
- The classes of directors (executive directors, proprietary external directors, independent external directors or other external directors) that are beneficiaries of remuneration systems or plans that include variable remuneration.

- The rationale for such remuneration systems or plans, the chosen standards for evaluating performance, and the components and methods of evaluation to determine whether or not such evaluation standards have been met, and an estimate of the absolute amount of variable remuneration to which the current remuneration plan would give rise, based on the level of compliance with the assumption or goals used as the benchmark.
- If applicable, information shall be provided regarding any payment deferral periods that have been established and/or the periods for retaining shares or other financial instruments.

#### **Explain the variable components of the remuneration systems**

As stated in section A.1 above, only the executive directors are beneficiaries of the variable components of remuneration included in the director remuneration policy for financial year 2017.

The variable remuneration policy for executive directors for 2017 is based on the principles of the remuneration policy described in section A.1. above, and also takes into account the items described below.

- Variables components of remuneration. The components of variable remuneration for executive directors shall include: (i) an incentive to be received upon achievement of short- and long-term objectives, partially deferred and in shares; and, in the event, (ii) contributions to benefits systems calculated based on the variable remuneration of the corresponding director.
- Variable remuneration limits. The variable components of executive directors' total remuneration for 2017 must not exceed a limit of 200% of the fixed components.

The 2017 incentive is described in this section A.4 and the contributions to benefits systems are described in section A.5.

The incentive subject to the achievement of short and long term objectives is structured as follows:

- There is a benchmark incentive, based on which the final amount will be determined at the start of the following year (2018) subject to compliance with the short term objectives described in section (ii) below.
- 40% of the incentive shall be paid immediately once the final amount has been determined and the remaining 60% shall be deferred in equal parts over five years, as follows:
  - The payment of the amount deferred over the first two years (24% of total), payable in the two following years, 2019 and 2020, shall be conditional on none of the malus clauses described in section (v) being triggered.
  - The amount deferred over the next three years (36% of the total), payable in 2021, 2022 and 2023, shall be conditional not only on the malus clauses described in section (v) not being triggered but also on the executive achieving the long term objectives described in section (iv) (deferred incentive subject to performance objectives).

Similarly, the incentives already paid will be subject to clawback by the Bank in the scenarios and for the period set forth in the Group's malus and clawback policy, to which section (v) below refers.

i) Benchmark incentive

The 2017 incentive for executive directors shall be determined based on a standard benchmark incentive for executive directors conditional on compliance with 100% of the established targets. The board of directors, at the proposal of the remuneration committee and based on market and internal contribution criteria, may review the benchmark variable remuneration.

ii) Setting the final incentive based on results for the year

Based on the scheme described, the 2017 variable remuneration for executive directors shall be set on the basis of the following key factors:

- A group of short term quantitative metrics measured against annual objectives.
- A qualitative assessment supported by substantiated evidence which cannot adjust the quantitative result by more than 25 percentage points upwards or downwards.
- An exceptional modification that must be supported by substantiated evidence and that may derive from deficiencies in control and/or risks, negative assessments from supervisors or unexpected material events.

As detailed in section A.1, a series of improvements have been introduced in the variable remuneration for 2017, such as simplification of the scorecard, whose quantitative metrics, qualitative evaluation elements and weightings are as follows:

**Customers:**

- *Weighting:* 20%
- *Quantitative metrics:* (i) customer satisfaction; and (ii) number of loyal customers.
- *Qualitative evaluation:* effective compliance with the regulations on conduct risk goals in respect of customers.

**Shareholders:**

- *Weighting:* 80% —risks (10%); capital (15%); and profitability (55%)—.
- *Quantitative metrics:* (i) risks—a) non-performing loans ratio; and b) cost of lending; (ii) capital—compliance with the Group's capital target; and (iii) profitability—a) ONP<sup>(\*)</sup>; and b) return on risk-weighted assets (RoRWA).
- *Qualitative assessment:* (i) risks—a) proper management of risk appetite and recorded breaches; and b) proper management of operating risk; (ii) capital—a) efficient capital management; and (iii) profitability—a) sustainability and robustness of results; b) suitability of business growth considering the market environment and peers performance; c) efficiency cost management and achievement of efficiency targets.

Moreover, the item which, in variable remuneration, in 2016, referred to employees will now determine part of the individual remuneration of each executive, allowing for a larger individual allocation of the impact of the results of the employee engagement survey and other related factors. Likewise, the society category will also be taken into account as an additional factor for final allocation of individual variable remuneration.

*(\*) For this purpose, ONP is attributed ordinary net profit, adjusted upwards or downwards for those transactions that in the opinion of the board have an impact outside of the performance of the directors being evaluated, for which purpose extraordinary profit, corporate transactions, special allowances, or accounting or legal adjustments that may occur during the year are evaluated.*

As additional conditions in determining the incentive, it will continue to be verified whether or not the following circumstances occurred:

- If the Group's ONP for 2017 is less than 50% of the ONP for 2016, the incentive would in no case exceed 50% of the benchmark incentive for 2017.
- If the Group's ONP is negative, the incentive would be zero.

*iii) Form of payment of the incentive:*

The incentive is paid 50% in cash and 50% in shares, part in 2018 and the deferred portion over five years and subject to long-term metrics, as follows:

- a) 40% is paid in 2018, net of taxes, half in cash and half in shares, subject to the conditions stipulated in section (v).
- b) 60% is paid, if applicable, in equal parts in 2019, 2020, 2021, 2022 and 2023, net of taxes, half in cash and half in shares, subject to the conditions stipulated in section (v).

The last three payments shall also be conditional upon the long-term objectives described in section (iv) below.

The portion paid in shares may not be sold until one year has elapsed from delivery thereof.

*iv) Deferred performance-based incentive*

The amounts deferred in 2021, 2022 and 2023 shall be conditional upon, in addition to the terms described in section (v), compliance with the Group's long-term objectives for 2017-2019. The long-term metrics are as follows:

- a) Compliance with the consolidated **EPS** growth target of Banco Santander in 2019 vs. 2016. The **EPS ratio** relating to this target is obtained as described below:
  - If EPS growth in 2019 (% vs. 2016) is  $\geq 25\%$ : EPS Ratio = 1
  - If EPS growth in 2019 (% vs. 2016) is  $\geq 0\%$  and  $< 25\%$ : EPS ratio =  $0 - 1^{(*)}$
  - If EPS growth in 2019 (% vs. 2016) is  $< 0\%$ : EPS Ratio = 0

*(\*)Straight-line increase in the EPS Ratio based on the specific percentage that EPS growth in 2019 represents with respect to 2016 EPS within this bracket of the scale.*

- b) Relative performance of the total shareholder return ("**TSR**") of the Bank in 2017-2019 compared to the weighted TSRs of a peer group comprising 17 credit institutions (the "**Peer Group**"), applying the appropriate TSR ratio according to the Bank's TSR within the Peer Group.
  - If Santander's TSR position is above percentile 66: TSR Ratio = 1
  - If Santander's TSR is between the 33rd and 66th percentiles: TSR ratio =  $0,5 - 1^{(*)}$
  - If Santander's TSR is below the 33rd percentile: TSR Ratio = 0

*(\*)Proportional increase in the TSR ratio based on the number of notches moved up in the ranking.*

TSR<sup>(\*)</sup> measures the return on investment for shareholders as a sum of the change in share price plus dividends and other similar items (including the Santander Scrip Dividend programme) that shareholders may receive during the period in question.

*(\*)TSR is the difference (expressed as a percentage) between the end value of an investment in ordinary shares of Banco Santander and the initial value of the same investment, factoring in to the calculation of the final value the dividends or other similar instruments (such as the Santander Scrip Dividend Programme) received by the shareholder in relation to this investment during the corresponding period of time as if an investment had been made in more shares of the same type at the first date on which the dividend or similar concept was payable to shareholders and the weighted average share price at that date. To calculate TSR, the average weighted daily volume of the average weighted listing prices for the fifteen trading sessions prior to 01 January 2017 (exclusive) is taken into consideration (to calculate the initial value) and that of the fifteen trading sessions prior to 01 January 2020 (exclusive) (to calculate the final value).*

The benchmark group will consist of the following banks: Itaú, JP Morgan, Bank of America, HSBC, BNP PARIBAS, Standard Chartered, Citi, Société Générale, ING, Barclays, Wells Fargo, BBVA, Lloyds, UBS, Intesa Sanpaolo, Deutsche Bank y Unicredit.

- c) Compliance with the Santander Group's consolidated fully-loaded target common equity Tier 1 ratio (CET1) for 2019. The CET1 coefficient relating to this target is obtained as described below:

- If CET1 in 2019 is  $\geq 11,30\%$ : CET1 coefficient = 1
- If CET1 in 2019 is  $\geq 11\%$  and  $< 11,30\%$ : CET1 coefficient =  $0 - 1^{(*)}$
- If CET1 in 2019 is  $< 11\%$ : CET1 coefficient = 0

(\*) Linear increase in the CET1 coefficient as a function of the CET1 ratio in 2019 within this bracket of the scale.

To verify compliance with this objective, possible increases in CET1 resulting from capital increases shall be disregarded (with the exception of those related to the Santander Scrip Dividend programme. Further, the CET1 ratio at 31 December 2019 could be adjusted to strip out the impact of any regulatory changes affecting its calculation implemented until that date.

To determine the annual amount of the deferred incentive tied to performance, corresponding, if applicable, to each executive director in 2021, 2022 and 2023 (each of these payments a "Final Annuity") and without prejudice to any adjustment deriving from application of the malus policy described in section (v) below, the following formula shall be applied:

$$\text{Final annuity} = \text{Amt.} \times (1/3 \times A + 1/3 \times B + 1/3 \times C)$$

Where:

- "Amt." is one third of the incentive amount deferred conditional on performance (i.e. Amt. will be 12% of the total incentive set in early 2018).
- "A" is the EPS coefficient thrown up by the scale in section (a) above, according EPS growth in 2019 vs. 2016.
- "B" is the TSR coefficient according to the scale in section (b) above according to the relative performance of the Bank's TSR within its peer group in 2017-2019.
- "C" is the CET 1 coefficient according to compliance with the CET1 target ratio for 2019 described in section (c) above.

v) Other incentive terms

(a) *Applicable permanence conditions and malus and clawback clauses*

Accrual of the deferred incentive (subject to performance or otherwise) is also conditional upon the beneficiary's continued service in the Group<sup>(\*)</sup>, and upon the non-eventuality, in the period prior to each payment, of any of the circumstances giving rise to the application of malus arrangements in accordance with the section on malus and clawback clauses in the Group's remuneration policy. Similarly, the incentives already paid will be subject to clawback by the Bank in the scenarios and for the periods set forth in said policy, all in the terms and conditions therein provided.

Malus and clawback clauses are triggered in scenarios of deficient financial performance of either the bank as a whole or a division or specific division or area thereof or of the exposure generated by staff, with at least the following factors being taken into account:

- a) Significant failures in risk management by the Bank, or by a business or risk control unit.
- b) An increase in capital requirements at the Bank or one of its business units, not planned at the time of generating exposures.
- c) Regulatory penalties or legal convictions for events that might be imputable to the unit or staff responsible for them. Likewise, failure to comply with the Bank's internal codes of conduct.
- d) Unlawful conduct, whether individual or collective. Considered especially significant will be the negative effects deriving from the marketing of unsuitable products and the liability of persons or bodies making such decisions.

*(\*) When the relationship with Banco Santander or another entity of the Santander Group is terminated due to retirement, early retirement or pre-retirement of the beneficiary, a dismissal considered by the courts to be improper, unilateral withdrawal for good cause by an employee (which includes, in any case, the situations set forth in article 10.3 of Royal Decree 1382/1985, of 1 August, governing the special relationship of senior management, for the persons subject to these rules), permanent disability or death, or as a result of an employer other than Banco Santander ceasing to belong to the Santander Group, as well as in those cases of mandatory redundancy, the right to receive the incentive shall remain under the same conditions in force as if none of such circumstances had occurred.*

*In the case of death, the right shall pass to the successors of the beneficiary.*

*In cases of justified temporary leave due to temporary disability, suspension of the contract due to maternity or paternity leave, or leave to care for children or a relative, there shall be no change in the rights of the beneficiary.*

*If the beneficiary goes to another company of the Santander Group (including through international assignment and/or expatriation), there shall be no change in the rights thereof.*

*If the relationship terminates by mutual agreement or because the beneficiary obtains a leave not referred to in any of the preceding paragraphs, the terms of the termination or temporary leave agreement shall apply.*



*None of the above circumstances shall give the right to receive the deferred amount in advance. If the beneficiary or the successors thereof maintain the right to receive the remuneration in shares and cash, it shall be delivered within the periods and under the terms provided in the rules for the plans.*

*(b) Other rules applicable to the incentive*

The hedging of Santander shares received during the retention and deferral periods is expressly prohibited. The sale of shares is also prohibited for one year from the receipt thereof.

- A.5** Explain the main features of the long-term saving systems, including retirement and any other survival benefit, either wholly or partially financed by the company, and whether funded internally or externally, with an estimate of the equivalent annual amount or cost thereof, stating the type of plan, whether it is a defined-contribution or -benefit plan, the conditions for the vesting of economic rights in favour of the directors, and the compatibility thereof with any kind of indemnity for advanced or early termination of the labour relationship between the company and the director.

Also state the contributions on the director's behalf to defined-contribution pension plans; or any increase in the director's vested rights, in the case of contributions to defined-benefit plans;

#### **Explain the long-term savings plans**

The executive directors other than Mr Rodrigo Echenique participate in the defined benefit system created in 2012, which covers the contingencies of retirement, disability and death. The Bank makes annual contributions to the benefit plans for the benefit of the other executive directors, except in the case of Mr Matías Rodríguez Inciarte, for whom new contributions are not made. The annual contributions are calculated in proportion to the respective pensionable bases of the executive directors, and shall continue to be made until they leave the Group or until their retirement within the Group, or their death or disability (including, if applicable, during pre-retirement).

The pensionable base for the purposes of the annual contributions for Ms Ana Botín-Sanz de Sautuola and Mr José Antonio Álvarez is the sum of fixed remuneration plus 30% of the average of their last three variable remunerations (or, in the event of Mr José Antonio Álvarez's pre-retirement, his fixed remuneration as senior executive vice president), their contributions being 55% in both cases.

The pension amount corresponding to contributions linked to variable remuneration will be invested in Santander shares for a period of five years on the retirement date or, if earlier, the cessation date, and shall be paid in cash after said period has elapsed or, if subsequent, on the retirement date. Moreover, the malus and clawback clauses corresponding to contributions linked to variable remuneration shall be applied for the same period as the bonus or incentive upon which said contributions depend.

The benefit plan is outsourced to Santander Seguros y Reaseguros, Compañía Aseguradora, S.A., and the economic rights of the foregoing directors thereunder belong to them regardless of whether or not they are active in the Bank at the time of their retirement, death or disability. As stated in section A.6, the contracts of these directors do not provide for any severance payment in the case of termination other than as may be required by law.

Mr Rodrigo Echenique Gordillo's contract does not provide for any charge to Banco Santander regarding benefits, without prejudice to the pension rights to which Mr Echenique was entitled prior to his appointment as executive director.

Finally, the contracts of Ms Ana Botín-Sanz de Sautuola and Mr José Antonio Álvarez Álvarez include a supplemental benefit scheme for the contingencies of death (surviving spouse and child benefits) and permanent disability of serving directors, which entitles the widow/widower and any children under the age of 25 in the case of death, or the director in case of disability, the right to a pension supplemental to that which they would be entitled to receive from Social Security up to an annual maximum amount equal to their respective pensionable bases, in connection with the pre-retirement (in Mr Álvarez's case, referring to his fixed remuneration as chief executive officer). The income receivable from the aforementioned benefits scheme and the potential income from the payments on account from contributions to the benefits scheme shall be deducted from the supplementary pension amount, which may reach zero (but never less than zero).

The Bank is considering modifying the benefits system and/or supplemental benefits scheme for the contingencies of death and disability in 2017.

In the case of the benefits system, the rights accrued so far would be maintained in the same terms as applicable hitherto and described above and no future contributions would be made to the system, to be replaced instead by contributions to medium- or long-term savings schemes (such as systematic savings plans, investment funds or other savings products). In any event, if this modification is implemented, it would not imply an increase in the cost for the Bank of the relevant contributions.

With regard to the supplemental benefits scheme for the contingencies of death or disability, the change would involve removing said supplemental scheme, paying its beneficiaries compensation that could not exceed the cost to the Bank of maintaining the aforementioned scheme.

The decision to implement one or both of these changes, and the exact terms thereof, subject to the aforementioned conditions, will be for the board of directors, at the proposal of the remunerations committee and conditional upon the agreement of the affected directors. If the changes are made, the board will approve any modifications necessary in the contracts of the affected directors.

#### **A.6 State any termination benefits agreed to or paid in case of termination of duties as a director.**

<b>Explain the termination benefits</b>
<p>Except as indicated below, contracts are of indefinite duration and do not provide for any severance payment in the case of termination other than as may be required by law.</p> <p>Notwithstanding the foregoing, if Mr Rodrigo Echenique Gordillo's contract is terminated before 1 January 2018 for reasons other than his own decision, death or permanent disability or to a serious breach of his obligations, he shall be entitled to receive a severance payment amounting to twice his gross annual salary.</p> <p>In the event of termination of her contract by the Bank, Ms Ana Botín-Sanz de Sautuola y O' Shea must remain available to the Bank for a period of four months to ensure a proper transition, during which period she would continue to receive her gross annual salary.</p>

- A.7** State the terms and conditions that must be included in the contracts of executive directors performing senior management duties. Include information regarding, among other things, the term, limits on termination benefit amounts, continuance in office clauses, prior notice periods, and payment in lieu of prior notice, and any other clauses relating to hiring bonuses, as well as benefits or golden parachutes due to advanced or early termination of the contractual relationship between the company and the executive director. Include, among other things, any post-contractual clauses or agreements on non-competition, exclusivity, continuance in office or loyalty, and non-competition.

Explain the terms of the contracts of the executive directors
<p>The terms for the provision of services by each of the executive directors are governed by the contracts signed by each of them with the Bank. The basic terms and conditions of the contracts of the executive directors, besides those relating to the remuneration, are the following:</p>
<p><b>a) Exclusivity and non-competition</b></p>
<p>Executive directors may not enter into contracts to provide services to other companies or entities except where expressly authorised by the board of directors. In all cases, a duty of non-competition is established with respect to companies and activities similar in nature to those of the Bank and its consolidated Group.</p>
<p>Likewise, the contracts of the executive directors provide for certain prohibitions against competition and the poaching of clients, employees and suppliers that may be enforced for two years after the termination thereof for reasons other than pre-retirement or a breach by the Bank. The compensation to be paid by the Bank for this prohibition against competition is 80% of the fixed remuneration of the corresponding director, payable 40% on termination of the contract and 60% at the end of the 2-year period.</p>
<p><b>b) Code of conduct</b></p>
<p>There is an obligation to strictly observe the provisions of the Group's general code and of the Code of Conduct in Securities Markets, in particular with respect to rules of confidentiality, professional ethics and conflicts of interest.</p>
<p><b>c) Termination</b></p>
<p>See section A.6.</p>
<p><b>d) Pre-retirement and benefit plans</b></p>
<p>As a result of entry into force of Bank of Spain Circular 2/2016, of 2 February, to credit institutions, concerning supervision and solvency, completing the adaptation of Spanish legislation to Directive 2013/36/EU and (EU) Regulation No. 575/2013, the pre-retirement and benefits scheme of some executive directors has been modified.</p>
<p>In this connection, the contracts of the following executive directors acknowledge their right to pre-retire under the terms stated below when they have not yet reached retirement age:</p>
<ul style="list-style-type: none"> <li>Ms Ana Botín-Sanz de Sautuola will be entitled to pre-retirement in the event of leaving her post for reasons other than breach of duty. In this case, she will be entitled to an annual allotment equal to the sum of her fixed remuneration and 30% of the average amount of her last variable remunerations, to a maximum of three. This allotment shall be reduced by 16% in the event of voluntary termination prior to the age of 60. This allotment is subject to the malus and clawback provisions in place for five years.</li> </ul>

- Mr José Antonio Álvarez Álvarez will be entitled to pre-retire in the event of leaving his post for reasons other than his own free will or breach of duty. In that case, he will be entitled to an annual allocation equivalent to the fixed remuneration corresponding to him as a senior executive vice president. This allotment is subject to the malus and clawback provisions in place for five years from the date of his pre-retirement.
- For his part, Mr. Matías Rodríguez Inciarte may take retirement at any time and, therefore, claim from the insurer the benefits corresponding to him under the externalised employee welfare system described above, with no obligation whatsoever being incumbent upon the Bank in such circumstance.

See section A.5 for information on the benefits systems.

#### **e) Insurance and other benefits in kind**

The Group has arranged life and health insurance policies for the directors.

Similarly, executive directors are covered by the Bank's civil liability policy.

Finally, executive directors may receive other benefits in kind (such as employee loans) in accordance with the Bank's general policy in regard to senior management, subject to the relevant tax treatment.

#### **f) Confidentiality and return of documents**

A strict duty of confidentiality is established during the relationship and following termination thereof, pursuant to which executive directors must return to the Bank the documents and items related to their activities that are in their possession.

#### **g) Other conditions**

The advance notice periods contained in the contracts with the executive directors are as follows:

The advance notice period contained in the contract of Matías Rodríguez Inciarte is 4 months for decisions of the Bank as well as the director. The contract of Ms Ana Botín-Sanz de Sautuola y O'Shea has an advance notice period solely for the contingency of termination by the director. The contracts of Mr José Antonio Álvarez Álvarez and Mr Rodrigo Echenique Gordillo do not contain this contractual provision.

Payment clauses in place of pre-notice periods are not contemplated.

The contracts of the current executive directors do not contain any clauses relating to hiring bonuses. If a new executive director comes from an entity other than the Santander Group, he/she could be the beneficiary of a buy out to offset the loss of variable remuneration corresponding to his/her prior post if he/she had not accepted a contract with the Group. According to the buy out policy approved by the board, following a proposal by the remuneration committee, compensation could be paid fully or partly in shares, subject to the delivery limits approved at the general shareholders' meeting. Therefore, at the next meeting renewal of authorisation is expected to be sought to deliver a specified maximum number of shares as part of any hires (not just executive directors) to which the buy-out policy applies.

**A.8 Explain any supplemental remuneration accrued by the directors in consideration of services provided other than those inherent in their position.**

<b>Explain the supplemental remuneration</b>
<p><b>Remuneration of the board members as representatives of the Bank</b></p> <p>By resolution of the executive committee, all remuneration received by the Bank's directors who represent the Bank on the boards of directors of companies in which the Bank has an interest and which relates to appointments made after 18 March 2002, will accrue to the Group. The directors of the Bank did not receive remuneration from this type of representation in 2016, 2015 or 2014.</p> <p>One of the Bank's directors, Mr Matías Rodríguez Inciarte, received a total of 42 thousand euros in 2016 as a non-executive director of U.C.I., S.A. (42 thousand euros in 2015).</p> <p>No changes are expected in 2017.</p> <p><b>Remuneration of directors for the rendering of services other than those in their capacity as director</b></p> <p>In 2016, Mr Ignacio Benjumea Cabeza de Vaca has received a total of 519 thousand euros from the Bank for providing advisory services other than collective managerial and supervisory services in his capacity as director.</p>

**A.9 State any remuneration in the form of advances, loans or guarantees provided, with an indication of the interest rate, main features, and amounts potentially returned, as well as the obligations assumed on their behalf as a guarantee.**

<b>Explain the advances, loans and guarantees provided</b>
<p>In 2017, there are no plans to conduct operations in conditions other than market conditions except, in the event, potential loans to directors as employees, which is not envisaged on the date of this report.</p>

**A.10 Explain the main features of remunerations in kind.**

<b>Explain the remunerations in kind</b>
<p>See section A.3 "Other fixed components of remuneration".</p>

**A.11 State the remuneration accrued by the director by virtue of payments made by the listed company to a third party to which the director provides services, if such payments are intended to provide remuneration for the services thereof in the company.**

<b>Explain the remuneration accrued by the director by virtue of the payments made by the listed company to a third party to which the director provides services</b>
<p>There are none, and as at the date of this report, such circumstance is not expected to change during financial year 2017.</p>

**A.12** Any item of remuneration other than those listed above, of whatever nature and provenance within the group, especially when it is deemed to be a related-party transaction or when the making thereof detracts from a true and fair view of the total remuneration accrued by the director.

Explain the other items of remuneration
There are none, and as at the date of this report, such circumstance is not expected to change during financial year 2017.

**A.13** Explain the actions taken by the company regarding the remuneration system in order to reduce exposure to excessive risk and align it with the long-term goals, values, and interests of the company, including any reference to: measures provided to ensure that the remuneration policy takes into account the long-term results of the company, measures establishing an appropriate balance between the fixed and variable components of remuneration, measures adopted with respect to those categories of personnel whose professional activities have a significant impact on the entity's risk profile, recovery formulas or clauses to be able to demand the return of the variable components of remuneration based on results if such components have been paid based on data that is later clearly shown to be inaccurate, and measures provided to avoid any conflicts of interest.

Explain actions taken to reduce risks
<p>Section A.4 hereof describes:</p> <ul style="list-style-type: none"> <li>• The measures provided to ensure that the remuneration policy relates to the strategic objectives and long-term results of the company, for which purposes, among others, the 2017 Bonus contains specific parameters to assess the quality of the results obtained and take into account the risks assumed includes several multi-year metrics which affect part of the deferred variable remuneration.</li> <li>• The parameters for setting the incentive, which ensure a proper balance between the fixed and variable components of remuneration, are subject in all cases to the 200% limit of variable components over fixed ones.</li> <li>• The continuity, malus or clawback clauses and other conditions to which the payment of remuneration is subject.</li> </ul> <p>The decision-making processes described in section A.2 also avoid the existence of conflicts of interest in the process of deciding on the remuneration of each director.</p> <p>All of these measures also apply to the categories of personnel whose professional activities have a material impact on the risk profile of the Santander Group, as the remuneration principles and policy for these categories of employees are based on the same items established for the executive directors in the director remuneration policy. Also, the remuneration committee proposes to the board of directors the key elements of remuneration of executives whose activities may have a substantial impact on the assumption of significant risks by the Group and the remuneration of executives performing control duties.</p>

The identified staff have been defined according to the provisions of Law 10/2014, of 26 June, on the restructuring, supervision and solvency of credit institutions, (Law 10/2014), transposing into Spanish law the text of Directive 2013/36/EU of the European Parliament and Council of 26 June 2013, on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms (Directive CRD IV). Article 32.1 of Law 10/2014 defines this group as consisting of those “staff whose professional activities have significant impact on the risk profile of the institution, of its group, parent company or subsidiaries”. That definition derives from Article 92(2) of Directive CRD IV and has been implemented by Commission Delegated Regulation (EU) 604/2014, of 4 March 2014, supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards with respect to qualitative and appropriate quantitative criteria to identify categories of staff whose professional activities have a material impact on an institution's risk profile (the Delegated Regulation).

By way of reference, at year-end 2016, the identified staff (which includes executive directors and members of the senior management excluding directors) comprised 1,130 executives from the entire Group, which covers 0.59% of the workforce of the Santander Group.

Every year, the remuneration committee reviews and, if applicable, updates the composition of said group in order to identify the persons within the organisation who fall within the aforementioned parameters.

The directors within the identified staff other than executive directors are subject to the same remuneration standards applicable to the latter (described in section A.1.) and the same configuration of variable components of remuneration (described in section A.4), except for (i) the various deferral percentages and terms that, in the event, apply based on the category or level of total variable remuneration; ii) the possibility that in 2017 certain categories do not have a deferred performance incentive (or a lower percentage of remuneration is subject to performance than in the case of the executive directors), but malus and clawback clauses; iii) unless, as happened with the bonuses in previous years, the variable remuneration amount that is paid or deferred in shares to the executives of the Group in Brazil, Chile, Mexico, Poland, and Santander Consumer USA is delivered in shares or similar instruments of their own entities; and (iv) the possibility that in certain Group entities may have a long-term incentive additional to the variable remuneration component described herein. In relation to the 2017 financial year, the board of directors will maintain its flexibility for agreeing total or partial payment in Banco Santander shares or similar instruments and/or the respective subsidiary in the proportion it considers appropriate in each case (subject, in any event, to the maximum number of Santander shares to be delivered as agreed by shareholders at the general meeting and any regulatory restrictions applicable in each jurisdiction).

Finally, regarding balance between the fixed and variable components of the remuneration, the variable components of total remuneration of the executive directors and other members of the identified staff may not exceed 100% of the fixed components, unless the shareholders approve an increase of up to 200% of the fixed components. Renewal will be proposed at the annual general shareholders' meeting in 2017, of this authorisation granted in 2016 for certain members of identified staff, generally excluding those involved in control functions.



**B** REMUNERATION POLICY FOR FUTURE YEARS

- B.1** Provide a general forecast of the remuneration policy for future financial years that describes such policy with respect to: fixed components and attendance fees and remuneration of a variable nature, relationship between remuneration and results, benefits systems, terms of the contracts of executive directors, and outlook for more significant changes in remuneration policy as compared to prior financial years.

General forecast of the remuneration policy.
Revoked by CNMV Circular 7/2015, of 22 December which modifies Circular 4/2013, of 12 June, establishing the template for the annual director remuneration report for listed companies and for members of the board and control committee of savings banks which issue securities accepted for trading in official securities markets.

- B.2** Explain the decision-making process for configuring the remuneration policy for future financial years, and any role played by the remuneration committee.

Explain the decision-making process for configuring the remuneration policy
Revoked by CNMV Circular 7/2015, of 22 December which modifies Circular 4/2013, of 12 June, establishing the template for the annual director remuneration report for listed companies and for members of the board and control committee of savings banks which issue securities accepted for trading in official securities markets.

- B.3** Explain the incentives created by the company in the remuneration system to reduce excessive risks and to align them with the long-term goals, values and interests of the company.

Explain the incentives created to reduce risks
Revoked by CNMV Circular 7/2015, of 22 December which modifies Circular 4/2013, of 12 June, establishing the template for the annual director remuneration report for listed companies and for members of the board and control committee of savings banks which issue securities accepted for trading in official securities markets.

**C** **OVERALL SUMMARY OF THE APPLICATION OF THE REMUNERATION POLICY DURING THE FINANCIAL YEAR JUST ENDED**

**C.1** Summarise the main features of the structure and items of remuneration from the remuneration policy applied during the financial year just ended, which give rise to the breakdown of individual remuneration accrued by each of the directors as reflected in section D of this report, as well as a summary of the decisions made by the board to apply such items.

Explain the structure and items of remuneration from the remuneration policy applied during the financial year
<p>The remuneration scheme in 2016 has been based on the principals described in section A.1, and the components thereof are similar to those indicated in the other subsections of section A of this report. All remuneration received by the directors during the period addressed in this report was the result of their capacity as such or of their executive duties, except those indicated in the table in section D.1.b) i) and those described in the above section A.8. Consequently, remuneration corresponding to the provision of senior management services prior to the date of appointment as a director is addressed in Note 5 of the Group's annual report.</p> <p>The items of remuneration from the remuneration policy applied during 2016 are the following:</p> <p><b><i>i) Remuneration of directors for the performance of supervisory and collective decision-making duties. Bylaw-stipulated emoluments</i></b></p> <p>- Annual allotment</p> <p>For the purposes of describing the accrued individual remuneration reflected in section D, the annual allotment of each director for belonging to the board, being lead director and being the non-executive first vice-chairman corresponds to “<i>Fixed Remuneration</i>” and the amounts received for being a member of the executive, audit, appointments, remuneration and risk supervision, regulation and compliance committees and the positions held therein, are included in “<i>Remuneration for belonging to committees of the board</i>”.</p> <p>- Attendance fees.</p> <p>For purposes of describing the accrued individual remuneration reflected in section D, the total amount of all fees for attending meetings of the board and, if applicable, its committees, are included under <i>Attendance fees</i>.</p> <p>In addition, in 2016 the company paid the premium for the civil liability insurance covering its directors.</p> <p><b><i>ii) Remuneration of directors for the performance of executive duties</i></b></p> <p>- <u>Gross annual salary</u> (included in section D under <i>Salary</i>).</p> <p>- <u>2016 Variable remuneration</u> (first cycle of the Deferred share delivery plan linked to multi-year goals)</p>

The board approved the variable remuneration of the chairman, the chief executive officer and the other executive directors, following a proposal by the remuneration committee, which took into account the framework scorecard included in the remuneration policy approved at the annual general shareholders' meeting of 18 March 2016 for the entire Group, and which was described in section A.4 of the annual remuneration report published in 2016, as well as the work undertaken by the human resources committee. This committee was aided by members of senior management who are also divisional managers of the Group's control areas (including risk, internal audit, compliance, general secretariat and human resources, financial management, audit and management control) and are directly related to the process of generating financial information. The duties of this committee consisted of assessing the impact on the qualitative objectives associated with variable remuneration, including the management of risks (losses, liquidity, capital or concentration) as well as the quality and recurrence of results and the general compliance and control environment.

The method for calculating the 2016 incentive for executive directors was determined based on the 2016 benchmark incentive: In order to adapt to the changes in the remuneration system from 2015 (with two separate variable components – annual bonus and long-term incentive) to 2016, such benchmark incentives were converted to the 2016 remuneration scheme (with a single global variable component, subject to both short- and long-term goals).

Based on the approved scheme, the 2016 variable remuneration of executive directors was determined taking the following into account as the basic elements of the scheme:

- A group of short-term quantitative metrics measured against annual objectives.
- A qualitative assessment supported by substantiated evidence which cannot adjust the quantitative result by more than 25% upwards or downwards.
- An exceptional adjustment that must be supported by substantiated evidence and that may derive from deficiencies in control and/or risks, negative assessments from supervisors or unexpected material events.

Section D.2 below describes the method and its application for determining the 2016 incentive for executive directors.

The immediate or short-term variable component, which is 40% of total variable remuneration, and the deferred payments not subject to long-term metrics, for each executive director, are as follows:

*Immediate payment (40%):*

- Ms Ana Botín-Sanz de Sautuola y O'Shea: 1.205 thousand euros and 237 thousand shares.
- Mr José Antonio Álvarez Álvarez: 814 thousand euros and 160 thousand shares.
- Mr Rodrigo Echenique Gordillo: 603 thousand euros and 118 thousand shares.
- Mr Matías Rodríguez Inciarte: 718 thousand euros and 141 thousand shares.

These amounts and shares were delivered in 2017.

*Deferred payment (60%):*

The deferred portion of the variable remuneration payment which is conditional upon continued service at the Group and the non-occurrence of circumstances that give rise to the application of the malus clauses, is as follows:

- Ms Ana Botín-Sanz de Sautuola y O'Shea: 723 thousand euros and 142 thousand shares.
- Mr José Antonio Álvarez Álvarez: 488 thousand euros and 96 thousand shares.
- Mr Rodrigo Echenique Gordillo: 362 thousand euros and 71 thousand shares.
- Mr Matías Rodríguez Inciarte: 431 thousand euros and 85 thousand shares.

50% of these amounts and shares shall be delivered, as applicable, in 2018, and the remaining 50% in 2019.

The deferred portion of the variable remuneration payment which is conditional upon the compliance with multi-year or long-term goals (to be paid, as applicable, in 2020, 2021 and 2022), and upon continued service at the Group and the non-occurrence of circumstances that give rise to the application of the malus clauses, is as follows (this information is included for its fair value):

- Ms Ana Botín-Sanz de Sautuola y O'Shea: 759 thousand euros and 149 thousand shares.
- Mr José Antonio Álvarez Álvarez: 513 thousand euros and 101 thousand shares.
- Mr Rodrigo Echenique Gordillo: 380 thousand euros and 75 thousand shares.
- Mr Matías Rodríguez Inciarte: 452 thousand euros and 89 thousand shares.

The aforementioned multi-year goals are as follows:

a) Compliance with the consolidated EPS growth target of Banco Santander in 2018 vs 2015. The EPS ratio relating to this target is obtained as described below:

- If EPS growth in 2018 (% vs 2015) = 25%: EPS Ratio = 1
- If EPS growth in 2018 (% vs 2015) is between 0% and 25%: EPS ratio = 0 - 1<sup>(\*)</sup>
- If EPS growth in 2018 (% vs 2015) = 0%: EPS Ratio = 0

*(\*) Straight-line increase in the EPS Ratio based on the specific percentage that EPS growth in 2018 represents with respect to 2015 EPS within this bracket of the scale.*

b) Relative performance of the total shareholder return (TSR) of the Bank in 2016-2018 compared to the weighted TSRs of a peer group comprising 35 credit institutions (the "Peer Group"), applying the appropriate TSR ratio according to the Bank's TSR within the Peer Group.

- If Santander's TSR position is above percentile 66: TSR Ratio = 1
- If Santander's TSR position is between percentile 33 and 66: TSR ratio = 0 - 1<sup>(\*)</sup>
- If Santander's TSR position is below percentile 33: TSR Ratio = 0

*(\*)Proportional increase in the TSR ratio based on the number of positions moved up in the ranking.*

TSR<sup>(\*)</sup> measures the return on investment for shareholders as a sum of the change in share price plus dividends and other similar items (including the Santander Scrip Dividend programme) that shareholders may receive during the period in question.

(\*)TSR is the difference (expressed as a percentage) between the end value of an investment in ordinary shares of Banco Santander and the initial value of the same investment, factoring in to the calculation of the final value the dividends or other similar instruments (such as the Santander Scrip Dividend Programme) received by the shareholder in relation to this investment during the corresponding period of time as if an investment had been made in more shares of the same type at the first date on which the dividend or similar concept was payable to shareholders and the weighted average share price at that date. TSR is calculated by considering the average weighted daily volume of the average weighted listing prices of the fifteen trading sessions prior to 1 January 2016 (not inclusive) (to calculate the initial value) and of the fifteen trading sessions prior to 1 January 2019 (not inclusive) (to calculate the final value).

The Peer Group will consist of the following banks: BBVA, CaixaBank, Bankia, Popular, Sabadell, BCP, BPI, HSBC, RBS, Barclays, Lloyds, BNP Paribas, Crédit Agricole, Deutsche Bank, Société Générale, Nordea, Intesa San Paolo, Unicredit, Itaú, Bradesco, Banco do Brasil, Banorte, Banco de Chile, M&T Bank Corp, Keycorp, Fifth Third Bancorp, BB&T Corp., Citizens, Crédit Acceptance Corp., Ally Financial Inc., PKO, PEKAO, Millenium, ING Polonia and mBank.

c) Compliance with the fully loaded common equity tier 1 (CET1) capital ratio goal set for 2018. This goal is for the fully loaded consolidated CET1 ratio of Grupo Santander to be over 11% as of 31 December 2018. If this goal is achieved, a ratio ("CET1 ratio") of 1 will be assigned to this metric; if it is not achieved, the CET1 ratio will be 0. To verify compliance with this goal, possible increases in CET1 derived from capital increases will not be taken into account (except those set out by the Santander Scrip Dividend programme). Further, the CET1 ratio at 31 December 2018 could be adjusted to strip out the impact of any regulatory changes affecting its calculation implemented until that date.

d) Compliance with the growth target in the underlying return on risk-weighted assets or RoRWA of Grupo Santander for 2018 measured against 2015. The corresponding ratio (the "RoRWA ratio") shall be obtained using the following information:

If Santander's RoRWA growth in 2018 (% vs 2015) is  $\geq 20\%$ : RoRWA ratio = 1

If Santander's RoRWA growth in 2018 (% vs 2015) is between 10% and 20%: RoRWA ratio =  $0.5 - 1^{(*)}$

If Santander's RoRWA growth in 2018 (% vs 2015) is  $< 10\%$ : RoRWA ratio = 0

(\*)Straight-line increase in the RoRWA ratio based on the specific percentage that RoRWA growth in 2018 represents with respect to 2015 RoRWA within this bracket of the scale.

To determine the annual amount of the deferred incentive tied to performance, corresponding, if applicable to each executive director in 2020, 2021 and 2022 (each of these payments a "Final Annuity") and without prejudice to any adjustment deriving from the malus clauses, the following formula shall be applied:

Final annuity = Amt. x  $(0.25 \times A + 0.25 \times B + 0.25 \times C + 0.25 \times D)$

Where:

- "Amt." is one third of the deferred incentive amount conditional on performance (i.e. Amt. will be 12% of the total incentive set in early 2017).
- "A" is the EPS ratio according to the scale in section (a) above, according EPS growth in 2018 vs 2015.

- "B" is the TSR ratio according to the scale in section (b) above according to the relative performance of the Bank's TSR within its peer group in 2016-2018.
- "C" is the CET1 ratio according to compliance with the CET1 goal in section (c) above.
- "D" is the RoRWA ratio according to the scale in section (d) above according to the level of RoRWA growth in 2018 vs 2015.

These amounts and shares shall be delivered, as applicable, in thirds, in 2020, 2021 and 2022.

These amounts and shares, once liquidated, are subject to the recovery, or clawback, clauses if the circumstances occur that give rise to their application.

The total number of shares derived from the 2016 incentive is within the maximum limit of 2,750 thousand shares authorised for executive directors by the shareholders at the general shareholders' meeting of 18 March 2016, and has been calculated on the basis of the average weighted daily volume of the average weighted listing prices of Santander shares for the 15 trading sessions prior to the Friday (not inclusive) before 24 January 2016 (the date on which the board approved the bonus for the executive directors of the Bank for 2016), which was 5.09 euros per share.

In accordance with the definitions included in CNMV Circular 4/2013 (amended by Circular 7/2015), the amounts and shares for immediate payment, and the amounts and shares for deferred payment, as applicable, in 2018 and 2019, are considered as "short-term variable remuneration"; and the amounts and shares to be paid, as applicable, in 2020, 2021 and 2022 are considered as "long-term variable remuneration", since, as they are conditional upon compliance with defined long-term goals, they are not considered as items accrued in 2016. Consequently:

- The amount of the 2016 incentive to be paid in cash in 2017 and, as applicable, in 2018 and 2019, is included under *short-term variable remuneration* in section D.1.a), section i) of this report.
- The amount of the 2016 incentive to be paid in shares in 2017, and, as applicable, in 2018 and 2019, is included under *Price No.* in the subsection *Shares delivered during the year* in section D.1.a), section ii).
- The amount of the 2016 incentive to be paid in cash, as applicable, in 2020, 2021 and 2022, is not included under *Long-term variable remuneration* in section D.1.a), section i), because such remuneration cannot be considered accrued until the period of reference has ended for the multi-year goals upon which the payment of these deferred amounts is conditional.
- Likewise, regarding the shares to be delivered, as applicable, in 2020, 2021 and 2022, and subject to compliance with the multi-year goals, no amount is included in section D.1.a), section ii), since, as indicated above, such shares are considered as "Long-term variable remuneration" and are not considered accrued in 2016.

- Current variable remuneration for previous years

- Variable remuneration arising from the 2015 LTI (second cycle of the Performance Shares Plan).

It is noted that the 2015 LTI is ongoing. Its accrued and final amount are linked to the level of achievement of the multi-year objectives of the plan, aligned with the Group's strategic objectives (as described in the 2014 annual remuneration report) and other conditions, which may mean this is zero.

If all of the objectives, the continuity conditions and the non-applicability of the malus clauses are met, the maximum number of shares corresponding to each executive director and the estimated fair value of the variable remuneration shall be as follows:

- Ms Ana Botín Sanz de Sautuola y O'Shea: a maximum of 184 thousand shares. Fair value of 512 thousand euros.
- Mr José Antonio Álvarez Álvarez: a maximum of 124 thousand shares. Fair value of 346 thousand euros.
- Mr Rodrigo Echenique Gordillo: a maximum of 92 thousand shares. Fair value of 256 thousand euros.
- Mr Matías Rodríguez Inciarte: a maximum of 144 thousand shares. Fair value of 400 thousand euros.

The fair value was estimated on the date on which the maximum number of shares corresponding to the plan was determined based on estimates made by an independent third party (Willis Towers Watson report July 2015).

Since the 2015 LTI constitutes "Long-term variable remuneration" that is not yet considered accrued, it is correct to record no amount in section D of this report.

- Variable remuneration arising from the 2014 LTI (first cycle of the Performance Shares Plan).

As noted in the 2014 annual remuneration report, the 2014 LTI had not accrued at the end of the year and there was only been a determination of the maximum LTI amount for 2014 that applied to each executive director. Taking into account the characteristics of the 2014 LTI and the definitions of CNMV Circular 4/2013, the approved LTI amount shall be deemed to have accrued, as applicable, in thirds during financial years 2015, 2016 and 2017 (without prejudice to any payment thereof occurring in the middle of the financial year following the corresponding accrual period).

Consequently, it is correct to include the maximum amount of the second third of the 2014 LTI under *Price No.* in subsection *Shares delivered during the year* in section D.1.a), section ii) of this report, since the achievement of the metric has not been verified nor have the shares been delivered.

The first third of the 2014 LTI was included in the 2015 annual remuneration report as the accrual period had elapsed even though the achievement of the relevant goal had not been verified. It should be noted that, once it has been verified that the goal has not been achieved, no shares were delivered in 2016 with regard to the first third of the 2014 LTI.

The 2017 annual remuneration report shall include, as applicable, the amount corresponding to the last third of the 2014 LTI.



- Other items:

- Contributions to savings schemes, the terms of which are described in section A.5. A breakdown of the contributions during 2016 is included in section D.1.a) iii).
- Remuneration in kind for life insurance, medical insurance and company store vouchers (described in section A.3). The terms of the loans are described in section D.1. a) iv) of this report. A breakdown of the amounts of this remuneration in kind appears in the column "Other items" in section D.1.a) i).
- Remuneration of directors for representing the bank or rendering services other than those in their capacity as director: in the case of Mr Matías Rodríguez Inciarte as a non-executive director of U.C.I., S.A. for the provision of advisory services to the Group.

Finally, the annex to this report includes information regarding the gross amounts of the shares delivered to the executive directors during 2016 corresponding to the deferred portion in shares of the variable remuneration accrued during prior financial years. Such annex identifies the accrual period for each item.

**D BREAKDOWN OF INDIVIDUAL REMUNERATION ACCRUED BY EACH OF THE DIRECTORS**

<b>Name</b>	<b>Class</b>	<b>Accrual period</b>
Ms Ana Botín-Sanz de Sautuola y O'Shea	Executive	From 01/01/2016 to 31/12/2016
Mr José Antonio Álvarez Álvarez	Executive	From 01/01/2016 to 31/12/2016
Mr Bruce Carnegie-Brown	Independent director	From 01/01/2016 to 31/12/2016
Mr Rodrigo Echenique Gordillo	Executive	From 01/01/2016 to 31/12/2016
Mr Matías Rodríguez Inciarte	Executive	From 01/01/2016 to 31/12/2016
Mr Guillermo de la Dehesa Romero	Other external	From 01/01/2016 to 31/12/2016
Ms Homaira Akbari	Independent director	From 27/09/2016 to 31/12/2016
Mr Ignacio Benjumea Cabeza de Vaca	Other external	From 01/01/2016 to 31/12/2016
Mr Javier Botín-Sanz de Sautuola y O'Shea	Proprietary director	From 01/01/2016 to 31/12/2016
Ms Sol Daurella Comadrán	Independent director	From 01/01/2016 to 31/12/2016
Mr Carlos Fernández González	Independent director	From 01/01/2016 to 31/12/2016
Ms Esther Giménez-Salinas i Colomer	Independent director	From 01/01/2016 to 31/12/2016
Ms Belén Romana García	Independent director	From 01/01/2016 to 31/12/2016
Ms Isabel Tocino Biscarolasaga	Independent director	From 01/01/2016 to 31/12/2016
Mr Juan Miguel Villar Mir	Independent director	From 01/01/2016 to 31/12/2016
Mr Ángel Jado Becerro de Bengoa	Independent director	From 01/01/2016 to 27/09/2016

**D.1** Complete the following tables regarding the individualised remuneration of each of the directors (including the remuneration for the financial year for executive duties) accrued during the financial year.

a) Accrued remuneration at the company covered by this report:

i) Cash remuneration (in thousands of €)

Name	Salary	Fixed remuneration	Attendance fees	Short-term variable remuneration	Long-term variable remuneration	Remuneration for belonging to board committees	Termination benefits	Other remuneration	Total 2016	Total 2015
Ms Ana Botín-Sanz de Sautuola y O'Shea	2,500	85	37	1,928		170		631	5,351	5,304
Mr José Antonio Álvarez Álvarez	2,000	85	37	1,302		170		1,110	4,704	5,205
Mr Bruce Carnegie-Brown		375	86			260			721	700
Mr Rodrigo Echenique Gordillo	1,500	85	37	965		170		102	2,859	2,954
Mr Matías Rodríguez Inciarte	1,710	85	37	1,149		170		174	3,325	3,752
Mr Guillermo de la Dehesa Romero		115	86			260			461	473
Ms Homaira Akbari		22	10			0			32	-
Mr Ignacio Benjumea Cabeza de Vaca		85	81			260		519	945	379
Mr Javier Botín-Sanz de Sautuola y O'Shea		85	30			0			115	120
Ms Sol Daurella Comadrán		85	56			50			191	183
Mr Carlos Fernández González		85	64			105			254	254
Ms Esther Giménez-Salinas i Colomer		85	37			0			122	133
Ms Belén Romana García		119	53			47			219	5
Ms Isabel Tocino Biscarolasaga		85	82			275			442	590
Mr Juan Miguel Villar Mir		101	54			80			235	246
Mr Ángel Jado Becerro de Bengoa		63	72			96			231	427

ii) Share-based remuneration systems

Allotted shares corresponding to the first cycle of the Deferred share delivery plan linked to multi-year goals and to the first cycle of the performance shares plan (LTIP 2014)

ANA BOTIN-SANZ DE SAUTUOLA O'SHEA FIRST CYCLE OF THE DEFERRED MULTIYEAR OBJECTIVES VARIABLE REMUNERATION PLAN (BONUS 2016)											
Date of implementation	Ownership of options at beginning of 2016				Options allocated in 2016						
	No. of options	No. of shares affected	Exercise price (€)	Exercise period	No. of options	No. of shares affected	Exercise price (€)	Exercise period			
18/03/2016	0	0	0	-	0	0	0	-			
Conditions: -											
Shares delivered in the year 2016			Options exercised in 2016				Options expired and not exercised	Options at end of 2016			
No. of shares	Price	Amount (th €)	Exercise price (€)	No. of options	No. of shares affected	Gross profit (€)	No. of options	No. of options	No. of shares affected	Exercise price (€)	Exercise period
378,782	5.09	1,928	0	0	0	0	0	0	0	0	-
Other requirements for exercise: -											

ANA BOTIN-SANZ DE SAUTUOLA O'SHEA FIRST CYCLE OF THE PERFORMANCE SHARES PLAN (LTIP)											
Date of implementation	Ownership of options at beginning of 2016				Options allocated in 2016						
	No. of options	No. of shares affected	Exercise price (€)	Exercise period	No. of options	No. of shares affected	Exercise price (€)	Exercise period			
28/03/2014	0	0	0	-	0	0	0	-			
Conditions: -											
Shares delivered in the year 2016			Options exercised in 2016				Options expired and not exercised	Options at end of 2016			
No. of shares	Price	Amount (th €)	Exercise price (€)	No. of options	No. of shares affected	Gross profit (€)	No. of options	No. of options	No. of shares affected	Exercise price (€)	Exercise period
20,798	4.50	94	0	0	0	0	0	0	0	0	-
Other requirements for exercise: Its metric has not been verified nor have the shares been delivered. See section C.1.											

JOSÉ ANTONIO ÁLVAREZ ÁLVAREZ FIRST CYCLE OF THE DEFERRED MULTIYEAR OBJECTIVES VARIABLE REMUNERATION PLAN (BONUS 2016)											
Date of implementation	Ownership of options at beginning of 2016				Options allocated in 2016						
	No. of options	No. of shares affected	Exercise price (€)	Exercise period	No. of options	No. of shares affected	Exercise price (€)	Exercise period			
18/03/2016	0	0	0	-	0	0	0	-			
Conditions: -											
Shares delivered in the year 2016			Options exercised in 2016				Options expired and not exercised	Options at end of 2016			
No. of shares	Price	Amount (th €)	Exercise price (€)	No. of options	No. of shares affected	Gross profit (€)	No. of options	No. of options	No. of shares affected	Exercise price (€)	Exercise period
255,796	5.09	1,302	0	0	0	0	0	0	0	0	-
Other requirements for exercise: -											

JOSE ANTONIO ALVAREZ ALVAREZ FIRST CYCLE OF THE PERFORMANCE SHARES PLAN (LTIP)											
Date of implementation	Ownership of options at beginning of 2016				Options allocated in 2016						
	No. of options	No. of shares affected	Exercise price (€)	Exercise period	No. of options	No. of shares affected	Exercise price (€)	Exercise period			
28/03/2014	0	0	0	-	0	0	0	-			
Conditions: -											
Shares delivered in the year 2016			Options exercised in 2016				Options expired and not exercised	Options at end of 2016			
No. of shares	Price	Amount (th €)	Exercise price (€)	No. of options	No. of shares affected	Gross profit (€)	No. of options	No. of options	No. of shares affected	Exercise price (€)	Exercise period
16,327	4.50	73	0	0	0	0	0	0	0	0	-
Other requirements for exercise: Its metric has not been verified nor have the shares been delivered. See section C.1.											

RODRIGO ECHENIQUE GORDILLO FIRST CYCLE OF THE DEFERRED MULTIYEAR OBJECTIVES VARIABLE REMUNERATION PLAN (BONUS 2016)											
Date of implementation	Ownership of options at beginning of 2016				Options allocated in 2016						
	No. of options	No. of shares affected	Exercise price (€)	Exercise period	No. of options	No. of shares affected	Exercise price (€)	Exercise period			
18/03/2016	0	0	0	-	0	0	0	-			
Conditions: -											
Shares delivered in the year 2016			Options exercised in 2016				Options expired and not exercised	Options at end of 2016			
No. of shares	Price	Amount (th €)	Exercise price (€)	No. of options	No. of shares affected	Gross profit (€)	No. of options	No. of options	No. of shares affected	Exercise price (€)	Exercise period
189,587	5.09	965	0	0	0	0	0	0	0	0	-
Other requirements for exercise: -											

MATIAS RODRIGUEZ INCIARTE FIRST CYCLE OF THE DEFERRED MULTIYEAR OBJECTIVES VARIABLE REMUNERATION PLAN (BONUS 2016)											
Date of implementation	Ownership of options at beginning of 2016				Options allocated in 2016						
	No. of options	No. of shares affected	Exercise price (€)	Exercise period	No. of options	No. of shares affected	Exercise price (€)	Exercise period			
18/03/2016	0	0	0	-	0	0	0	-			
Conditions: -											
Shares delivered in the year 2016			Options exercised in 2016				Options expired and not exercised	Options at end of 2016			
No. of shares	Price	Amount (th €)	Exercise price (€)	No. of options	No. of shares affected	Gross profit (€)	No. of options	No. of options	No. of shares affected	Exercise price (€)	Exercise period
225,737	5.09	1,149	0	0	0	0	0	0	0	0	-
Other requirements for exercise: -											

MATÍAS RODRÍGUEZ INCIARTE FIRST CYCLE OF THE PERFORMANCE SHARES PLAN (LTIP)											
Date of implementation	Ownership of options at beginning of 2016				Options allocated in 2016						
	No. of options	No. of shares affected	Exercise price (€)	Exercise period	No. of options	No. of shares affected	Exercise price (€)	Exercise period			
28/03/2014	0	0	0	-	0	0	0	-			
Conditions: -											
Shares delivered in the year 2016			Options exercised in 2016				Options expired and not exercised	Options at end of 2016			
No. of shares	Price	Amount (th €)	Exercise price (€)	No. of options	No. of shares affected	Gross profit (€)	No. of options	No. of options	No. of shares affected	Exercise price (€)	Exercise period
25,218	4.50	113	0	0	0	0	0	0	0	0	-
Other requirements for exercise: Its metric has not been verified nor have the shares been delivered. See section C.1.											



iii) Long-term savings plans

Name/Type/Total accrual period by year	Contribution for the year by the company (€ thousands) *		Amount of accumulated funds (€ thousands)	
	FY 2016	FY 2015	FY 2016	FY 2015
Ms Ana Botín-Sanz de Sautuola y O'Shea	2,521	2,302	43,156	41,291
Mr José Antonio Álvarez Álvarez	2,249	2,677	15,107	14,167
Mr Rodrigo Echenique Gordillo**	-	-	14,294	14,623
Mr Matías Rodríguez Inciarte	-	-	48,230	47,745

\* Provisions recognised in 2016 for retirement pensions and supplementary benefits for surviving spouse, child benefits, and permanent disability

\*\* Correspond to him prior to his appointment as executive director with effect from 16 January 2015.

iv) Other benefits (€ thousands)

Ana Botín-Sanz de Sautuola y O'Shea			
Remuneration in the form of advances, loans			
Interest rate for the transaction		Main features of the transaction	Amounts potentially returned
Life insurance premiums		Guarantees given by the company in favour of the directors	
FY 2016	FY 2015	FY 2016	FY 2015
105	62		

<b>José Antonio Álvarez Álvarez</b>			
Remuneration in the form of advances, loans			
Interest rate for the transaction		Main features of the transaction	Amounts potentially returned
Life insurance premiums		Guarantees given by the company in favour of the directors	
FY 2016	FY 2015	FY 2016	FY 2015
246	208		

<b>Rodrigo Echenique Gordillo</b>			
Remuneration in the form of advances, loans			
Interest rate for the transaction		Main features of the transaction	Amounts potentially returned
Life insurance premiums		Life insurance premiums	
FY 2016	FY 2015	FY 2016	FY 2015
56	26		

<b>Matías Rodríguez Inciarte</b>			
Remuneration in the form of advances, loans			
Interest rate for the transaction		Main features of the transaction	Amounts potentially returned
Life insurance premiums		Life insurance premiums	
FY 2016	FY 2015	FY 2016	FY 2015
95	85		

b) Remuneration accrued by directors of the company for belonging to boards at other companies of the group:

i) Cash remuneration (in thousands of €)

<b>Name/Type/Accrual period for 2015</b>	<b>Salary</b>	<b>Fixed remuneration</b>	<b>Attendance fees</b>	<b>Short-term variable remuneration</b>	<b>Long-term variable remuneration</b>	<b>Remuneration for belonging to board committees</b>	<b>Termination benefits</b>	<b>Other remuneration</b>	<b>Total 2016</b>	<b>Total 2015</b>
Mr Matías Rodríguez Inciarte	-	-	42	-	-	-	-	-	42	42

ii) Share-based remuneration systems

iii) Long-term savings plans

iv) Other benefits

c) Summary of remuneration (in thousands of €):

Must include in the summary the amounts for all items of remuneration included in this report that have been accrued by the director, in thousands of euros. In the case of long-term saving systems, include contributions or funding for these types of systems:

Name/Type	Accrued remuneration at the company				Accrued remuneration at Group companies				Total		
	Total cash remuneration	Amount of shares granted	Gross profit on options exercised	Total 2016 from the company	Total cash remuneration	Amount of shares delivered	Gross profit on options exercised	Total 2016 from the Group	Total 2016	Total 2015	Contribution to savings scheme during the year
Ms Ana Botín-Sanz de Sautuola y O'Shea	5,351	2,022	-	7,373	-	-	-	-	7,373	7,498	2,521
Mr José Antonio Álvarez Álvarez	4,704	1,375	-	6,079	-	-	-	-	6,079	6,674	2,249
Mr Bruce Carnegie-Brown	721	-	-	721	-	-	-	-	721	700	-
Mr Rodrigo Echenique Gordillo	2,859	965	-	3,824	-	-	-	-	3,824	3,988	-
Mr Matías Rodríguez Inciarte	3,325	1,262	-	4,587	42	-	-	42	4,629	5,340	-
Mr Guillermo de la Dehesa Romero	461	-	-	461	-	-	-	-	461	473	-
Ms Homaira Akbari	32	-	-	32	-	-	-	-	32	-	-
Mr Ignacio Benjumea Cabeza de Vaca	945	-	-	945	-	-	-	-	945	379	-
Mr Javier Botín-Sanz de Sautuola y O'Shea	115	-	-	115	-	-	-	-	115	120	-
Ms Sol Daurella Comadrán	191	-	-	191	-	-	-	-	191	183	-
Mr Carlos Fernández González	254	-	-	254	-	-	-	-	254	254	-
Ms Esther Giménez-Salinas i Colomer	122	-	-	122	-	-	-	-	122	133	-
Ms Belén Romana García	219	-	-	219	-	-	-	-	219	5	-
Ms Isabel Tocino Biscarolasaga	442	-	-	442	-	-	-	-	442	590	-
Mr Juan Miguel Villar Mir	235	-	-	235	-	-	-	-	235	246	-
Mr Ángel Jado Becerro de Bengoa	231	-	-	231	-	-	-	-	231	427	-
<b>Total:</b>	<b>20,207</b>	<b>5,624</b>	<b>-</b>	<b>25,831</b>	<b>42</b>	<b>-</b>	<b>-</b>	<b>42</b>	<b>25,873</b>	<b>27,010</b>	<b>4,770</b>

**D.2** Report the relationship between remuneration obtained by the directors and the results or other measures of the entity's performance, explaining how any changes in the company's performance may have influenced changes in the remuneration of the directors.

Response
<p><b>Determination of the individual incentive for executive directors</b></p> <p>The method for calculating the 2016 incentive for executive directors was determined based on the 2016 benchmark incentive: In order to adapt to the changes in the remuneration system from 2015 (with two separate variable components – annual bonus and long-term incentive) to 2016, such benchmark incentives were converted to the 2016 remuneration scheme (with a single global variable component, subject to both short- and long-term goals).</p> <p>Variable remuneration in 2016 factored in the additional quantitative and qualitative aspects approved. The framework score card contained in the remuneration policy approved at the annual general shareholders' meeting of 18 March 2016 was applied to executive directors as follows:</p> <ul style="list-style-type: none"> <li>- Customers (15%): Quantitative metrics: <ul style="list-style-type: none"> <li>• Customer satisfaction rankings</li> <li>• Number of loyal customers</li> <li>• Number of digital customers</li> </ul> Qualitative assessment: <ul style="list-style-type: none"> <li>• Effective development of the franchise</li> <li>• Compliance with adequate sales and loyalty conduct</li> </ul> </li> <li>- Employees (10%): Quantitative metrics: <ul style="list-style-type: none"> <li>• Results of commitment survey</li> </ul> Qualitative assessment: <ul style="list-style-type: none"> <li>• Evidence of a strong <i>Simple, Personal &amp; Fair</i> culture. A comparison with high-performance organisations' standards was also taken into account.</li> </ul> </li> <li>-Society (5%) Quantitative metrics: <ul style="list-style-type: none"> <li>• Santander Universities Programme: measured based on the result of the application of these programmes in the Group.</li> </ul> Qualitative assessment: <ul style="list-style-type: none"> <li>• Support for the society of the future.</li> </ul> </li> <li>- Shareholders (70%): * Risks (10%): Quantitative metrics: <ul style="list-style-type: none"> <li>• Non-performing loans ratio.</li> <li>• Cost of lending ratio.</li> </ul> Qualitative assessment: <ul style="list-style-type: none"> <li>• Effective risk appetite management.</li> <li>• Reinforcing culture and risk control.</li> <li>• Operational risk management.</li> <li>• Progress towards risk management (Pillar II).</li> </ul> </li> </ul>

- Capital (10%):

Quantitative metrics:

- Capital ratio.
- Risk weighted assets (RWA) cap.

Qualitative assessment:

- Management of regulatory changes affecting capital
- Effective capital management in business decisions
- Progress in the capital plan to achieving Pillar III objectives

\* Profitability (50%):

Quantitative metrics:

- Ordinary net profit (ONP): for this purpose, ONP is attributed ordinary net profit, adjusted upwards or downwards for those transactions that in the opinion of the board have an impact outside of the performance of the directors being evaluated, for which purpose extraordinary profit, corporate transactions, special allowances, or accounting or legal adjustments that may occur during the year are evaluated.
- RoRWA: return on risk weighted assets

Qualitative assessment:

- Growth compared to the previous year, considering the market environment and competitors
- Sustainable profits and capital management
- Cost management
- Effective capital allocation

The evaluation of the metrics categories is as follows:

- Customers: the goals on satisfaction and loyalty of customers have been exceeded, obtaining a result of 103.4% with regard to the quantitative metrics, which was taken as 105% for the application of the qualitative aspects.
- Employees: the results of the employee engagement survey provided a result of 99% with regard to the established goal, which was taken as 98% for the application of the qualitative aspects.
- Society: the quantitative goal was achieved, obtaining a result of 100%, and was not modified for qualitative aspects.
- Risk: the quantitative results obtained from the evaluated metrics provided a result of 94%, and was not modified for qualitative purposes.
- Capital: the Group has met its capital goal for the year, obtaining a result of 100%, and was not modified for qualitative purposes.
- Profitability: ONP at the end of the year provided a result of 104% of the annual goal and the RoRWA provided a result of 106%. The qualitative assessment, including the benchmark with the peer group, and with no quantitative results modified, provided a final result of 105%.

The following were also evaluated, however no adjustment was made for them:

- Management of the risk appetite model, level and disclosure of excesses
- The general control environment in accordance with internal regulations and Group standards
- The degree of compliance with internal and external regulations, and observations made by regulators and supervisory bodies
- Prudent and efficient liquidity and capital management

Finally, and as an exception, the good results obtained by the Group regarding the efficiency ratio were evaluated positively, reaching the final percentage of 109.5% as indicated above.

The application of said metrics on the sum of the benchmark variable remuneration, the achievement of the individual goals and the market benchmark were considered when determining the individual incentives of the executive directors indicated in section C.1.

#### **Ratio of variable components of remuneration to fixed components in 2016**

Shareholders at the general shareholders' meeting of 18 March 2016 approved a maximum ratio between variable and fixed components of executive directors' remuneration of 200%.

The following table shows the percentage of variable components of total remuneration compared to fixed components for each executive director in 2016:

- Ms Ana Botín-Sanz de Sautuola y O'Shea: 126%
- Mr José Antonio Álvarez Álvarez 83%
- Mr Rodrigo Echenique Gordillo: 159%
- Mr Matías Rodríguez Inciarte: 165%

For these purposes:

- The variable components of remuneration include all variable items, including the portion of contributions to the benefits system that are calculated on the variable remuneration of the related director.
- The fixed components of remuneration include the other items of remuneration that each director receives for the performance of executive duties, including contributions to the benefits system calculated based on fixed remuneration and other benefits, as well as all bylaw-stipulated emoluments that the director in question is entitled to receive in his capacity as such.

### **D.3 Report the results of the consultative vote of the shareholders on the annual remuneration report for the preceding financial year, indicating the number of votes against, if any:**

	<b>Number</b>	<b>% of total</b>
<b>Votes cast</b>	8,001,979,254	96.20%

	<b>Number</b>	<b>% of votes cast</b>
<b>Votes against</b>	191,542,452	2.30%
<b>Votes in favour</b>	7,611,662,538	91.51%
<b>Abstentions</b>	198,774,264	2.39%



**E**      **OTHER INFORMATION OF INTEREST**

If there are any significant aspects regarding director remuneration that could not be included in the other sections of this report, but should be included in order to provide more complete and well-reasoned information regarding the remuneration structure and practices of the company with respect to its directors, briefly describe them.

This annual remuneration report was adopted by the company's board of directors at its meeting held on 21 February 2017.

List whether any Directors voted against or abstained from voting on the approval of this Report.

Yes ☐

No **X**

### Bonuses from prior financial years: shares delivered and pending delivery

The annex to this report includes information regarding the gross amounts of the shares delivered to the executive directors during 2016 corresponding to the deferred portion in shares of the variable remuneration accrued during prior financial years. Specifically, the number of shares is reported (taking gross amounts into account) that corresponded to each of the executive directors under cycles two to five (since in the first cycle all the shares pending were already delivered in 2015) of this plan in early 2016, the amount delivered during the year and the balance at year-end. Also shown is the amount in thousands of euros paid in 2016 under said cycles of this plan.

No information regarding the 2014 or 2015 LTI is included in this table, as shares corresponding to these plans were not delivered during 2016. Regarding the 2014 LTI, no shares for its first third were delivered in 2016, once it was verified that the corresponding goal was not met. Regarding the second third of the 2014 LTI, even though the measurement period for the metric on which the second third depends ended on 31 December 2016, the result of this metric has not yet been determined and the corresponding shares have not yet been delivered. Regarding the 2015 LTI, it is not yet accrued, as described in section C of this report.

Moreover, the 2016 incentive has been partially accrued; the corresponding amounts are included in sections C and D.1.a) i) (under "Short-term variable remuneration", for the amount to be paid in cash) and in section D.1.a) ii) (under "Price No." of subsection "Shares delivered during the year", for the amount to be paid in shares), without prejudice to only 40% of the total incentive being paid as of early 2017, and that the remaining 60% will be paid, as applicable, in fifths in 2018 and 2019 (remaining "Short-term variable remuneration"), and in 2020, 2021 and 2022 ("Long-term variable remuneration").

Director	Name of plan	Date of implementation	Shares 01/01/2016	Shares delivered in 2016	Shares retired in 2016	Shares pending delivery at 31/12/2016
Ms Ana Botín-Sanz de Sautuola y O'Shea	Second cycle of Deferred conditional variable remuneration plan (2012 variable remuneration)	30/03/2012	34,958	34,958	-	0
	Third cycle of Deferred conditional variable remuneration plan (2013 variable remuneration)	22/03/2013	66,241	33,121	-	33,120
	Fourth cycle of Deferred conditional variable remuneration plan (2014 variable remuneration)	28/03/2014	182,444	60,814	-	121,630
	Fifth cycle of Deferred conditional variable remuneration plan (2015 variable remuneration)	27/03/2015	528,834	211,534	-	317,300
Mr José Antonio Álvarez Álvarez	Second cycle of Deferred conditional variable remuneration plan (2012 variable remuneration)	30/03/2012	24,046	24,046	-	0
	Third cycle of Deferred conditional variable remuneration plan (2013 variable remuneration)	22/03/2013	39,121	19,560	-	19,561
	Fourth cycle of Deferred conditional variable remuneration plan (2014 variable remuneration)	28/03/2014	78,726	26,242	-	52,484
	Fifth cycle of Deferred conditional variable remuneration plan (2015 variable remuneration)	27/03/2015	351,523	140,609	-	210,914
Mr Matías Rodríguez Inciarte	Second cycle of Deferred conditional variable remuneration plan (2012 variable remuneration)	30/03/2012	41,529	41,529	-	0
	Third cycle of Deferred conditional variable remuneration plan (2013 variable remuneration)	22/03/2013	69,093	34,546	-	34,547
	Fourth cycle of Deferred conditional variable remuneration plan (2014 variable remuneration)	28/03/2014	139,088	46,363	-	92,725
	Fifth cycle of Deferred conditional variable remuneration plan (2015 variable remuneration)	27/03/2015	361,118	144,447	-	216,671
Mr Rodrigo Echenique Gordillo	Fifth cycle of Deferred conditional variable remuneration plan (2015 variable remuneration)	27/03/2015	260,388	104,155		156,233