

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

PRIIPs Regulation / PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU and any relevant implementing measure in a member state) (the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Final Terms dated 26 February 2019

Banco Santander, S.A.

Issue of EUR 25,000,000 Fixed Rate Ordinary Senior Instruments due 28 February 2039
under the €25,000,000,000 Programme for the Issuance of Debt Instruments

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the “**Terms and Conditions**”) set forth in the Base Prospectus dated 8 March 2018 and the Supplement to the Base Prospectus dated 17 August 2018 which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4. of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus dated 8 March 2018 as so supplemented. The Base Prospectus and the Supplement to the Base Prospectus are available for viewing at the head office of the Issuer (being Ciudad Grupo Santander, Avenida de Cantabria s/n, 28660 Boadilla del Monte, Madrid, Spain), the offices of the Issue and Paying Agent, The Bank of New York Mellon, London Branch at One Canada Square, London E14 5AL and at the offices of each Paying Agent and copies may be obtained from the addresses specified above. The Base Prospectus has been published on the websites on the Irish Stock Exchange (www.ise.ie) and the Central Bank of Ireland (<http://www.centralbank.ie>).

1. Issuer: Banco Santander, S.A.
2. (i) Series Number: 69 – Ordinary Senior Instruments (senior preferred, unsecured)
(ii) Tranche Number: 1
3. Specified Currency: Euro (“**EUR**”)
4. Aggregate Principal Amount:
(i) Series: EUR 25,000,000

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| | (ii) Tranche: | EUR 25,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Principal Amount |
| 6. | Specified Denominations: | EUR 100,000 |
| 7. | Calculation Amount: | EUR 100,000 |
| 8. | (i) Issue Date: | 28 February 2019 |
| | (ii) Interest Commencement Date: | Issue Date |
| 9. | Maturity Date: | 28 February 2039 |
| 10. | Interest Basis: | 2.28% Fixed Rate |
| 11. | Redemption/Payment Basis: | Redemption at par |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Instruments: | Ordinary Senior Instruments |
| | (ii) Ordinary Senior Instruments – Events of Default | Condition 6.01 and 6.02 are not applicable. Condition 6.03 is applicable. |
| 14. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Instrument Provisions | Applicable from (and including) the Issue Date to (but excluding) the Maturity Date |
| | (i) Rate of Interest: | 2.28 per cent. per annum payable annually in arrears. |
| | (ii) Interest Payment Date(s): | 28 February in each year from and including 28 February 2020 to and including the Maturity Date, adjusted in accordance with the Following Business Day Convention. |
| | (iii) Fixed Coupon Amount: | EUR 2,280 per EUR 100,000 Specified Denomination on each Interest Payment Date. No adjustments shall be made to the Fixed Coupon Amount. |
| | (iv) Day Count Fraction: | Actual/Actual (ICMA) |
| | (v) Determination Date: | 28 February in each year |
| | (vi) Party responsible for calculating the Rate of Interest and/or Interest Amount (if not the Issue and Paying Agent): | Not Applicable |
| | (vii) Step Up Provisions: | Not Applicable |
| 16. | Reset Instrument Provisions: | Not Applicable |
| 17. | Floating Rate and CMS-Linked Instrument Provisions: | Not Applicable |
| 18. | Zero Coupon Instrument Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 19. | Call Option: | Not Applicable |
| 20. | Put Option: | Not Applicable |
| 21. | Maturity Redemption Amount of each Instrument: | EUR 100,000 per Instrument of EUR 100,000 of Specified Denomination |
| 22. | Early Redemption Amount, Early Redemption Amount (Tax) and Early Redemption Amount (TLAC/MREL Disqualification Event) | |
| | TLAC/MREL Disqualification Event | Applicable |
| | Early Redemption Amount(s) of each Instrument payable on redemption for taxation reasons, on a TLAC/MREL Disqualification Event or on event of default: | EUR 100,000 per Instrument of EUR 100,000 of Specified Denomination |

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

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| 23. | Form of Instruments: | Bearer Instruments:
Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument. |
| 24. | New Global Note: | Yes |
| 25. | Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature): | No |
| 26. | Relevant Financial Centre: | TARGET |
| 27. | Relevant Financial Centre Day: | TARGET |
| 28. | Amount of each instalment (Instalment Amount), date on which each payment is to be made (Instalment Date): | Not Applicable |
| 29. | Commissioner: | Mr. Luis Coronel de Palma Martinez-Agulló |
| 30. | Waiver of Set-off: | Applicable |
| 31. | Substitution and Variation: | Applicable |

DISTRIBUTION

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| 32. | If syndicated, names of Managers | Not Applicable |
| 33. | If non-syndicated, name and address of Dealer/Manager: | DZ BANK AG
Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main
Platz der Republik
60325 Frankfurt am Main
Federal Republic of Germany |
| 34. | Stabilisation Manager: | Not Applicable |
| 35. | US Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |

(Categories of potential
investors to which the
Instruments are offered)

CONFIRMED

BANCO SANTANDER, S.A.

By:

Authorised Signatory

Date 26 February 2019

PART B- OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Instruments to be listed on the Official List of the Euronext Dublin and application is expected to be made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the Regulated Market of Euronext Dublin with effect from the Issue Date.

Estimate of total expenses related to admissions to trading: EUR 600

2 RATINGS

The Instruments to be issued are expected to be rated:

S&P: A

Moody's: A2

Fitch: A

These credit ratings will be issued by S&P Global Ratings Europe Limited, Moody's Investor Services España, S.A. and Fitch Ratings España, S.A.U.

Each of S&P Global Ratings Europe Limited, Moody's Investor Services España, S.A., and Fitch Ratings España, S.A.U. is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation"). As such each of S&P Global Ratings Europe Limited, Moody's Investor Services España, S.A., and Fitch Ratings España, S.A.U. is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

A list of rating agencies registered under the CRA Regulation can be found at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 YIELD

Indication of yield: 2.28% per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

ISIN: XS1956852666

Common Code: 195685266

CUSIP number: Not Applicable

CFI: Not Applicable

FISN: Not Applicable

WKN: A2RYEA

Any other clearing system other than Euroclear and Clearstream Banking, Not Applicable

société anonyme and the relevant identification numbers:

Delivery:

Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility:

Yes. Note that the designation “yes” simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.