Offering Circular dated 16 September 2021

BANCO SANTANDER, S.A.

(incorporated with limited liability under the laws of Spain)

€1,000,000,000 3.625 per cent. Non-Step-Up Non-Cumulative Contingent Convertible Perpetual Preferred Tier 1 Securities

Issue Price: 100 per cent.

The €1,000,000,000 3.625 per cent. Non-Step-Up Non-Cumulative Contingent Convertible Perpetual Preferred Tier 1 Securities of €200,000 liquidation preference each (the "**Preferred Securities**") are being issued by Banco Santander, S.A. (the "**Bank**", the "**Issuer**" or "**Banco Santander**") on 21 September 2021 (the "**Closing Date**"). The Bank and its consolidated subsidiaries are referred to herein as the "**Group**" or as the "**Santander Group**".

The Preferred Securities will accrue non-cumulative cash distributions ("**Distributions**") (i) in respect of the period from (and including) the Closing Date to (but excluding) 21 September 2029 (the "**First Reset Date**") at the rate of 3.625 per cent. per annum, and (ii) in respect of each period from (and including) the First Reset Date and every fifth anniversary thereof (each a "**Reset Date**") to (but excluding) the next succeeding Reset Date (each such period, a "**Reset Period**"), at the rate per annum equal to the aggregate of 3.76 per cent. per annum (the "**Initial Margin**") and the 5-year Mid-Swap Rate for the relevant Reset Period, with such rate per annum converted to a quarterly rate in accordance with market convention. Subject as provided in the terms and conditions of the Preferred Securities (the "**Conditions**"), such Distributions will be payable quarterly in arrear on 21 March, 21 June, 21 September and 21 December in each year (each a "**Distribution Payment Date**"), commencing on 21 December 2021. The Bank may elect in its sole and absolute discretion, to cancel the payment of any Distribution in whole or in part at any time that it deems necessary or desirable and for any reason. No such election to cancel the payment of any Distribution (or part thereof) will constitute an event of default.

The Preferred Securities are perpetual. All, and not some only, of the Preferred Securities may be redeemed at the option of the Bank (i) at any time in the period commencing on (and including) 21 March 2029 and ending on (and including) the First Reset Date and (ii) on any Distribution Payment Date thereafter, at the liquidation preference of €200,000 per Preferred Security plus, if applicable, any accrued and unpaid Distributions for the then current Distribution Period to (but excluding) the date fixed for redemption (the "**Redemption Price**"), in accordance with Articles 77 and 78 of CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations (as defined in the Conditions) then in force. The Preferred Securities are also redeemable on or after the Closing Date at the option of the Bank in whole but not in part, at any time, at the Redemption Price if there is a Capital Event or a Tax Event (each as defined in the Conditions), in accordance with Articles 77 and 78 of CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations then in force.

In the event of the occurrence of the Trigger Event (as defined in the Conditions), the Preferred Securities are mandatorily and irrevocably convertible into newly issued ordinary shares in the capital of the Bank ("Common Shares") at the Conversion Price (as defined in the Conditions).

In the event of the liquidation of the Bank, prior to the occurrence of a Trigger Event, Holders will be entitled to receive (subject to the limitations described in the Conditions), in respect of each Preferred Security, their respective liquidation preference of €200,000 plus any accrued and unpaid Distributions for the then current Distribution Period to (but excluding) the date of payment of the Liquidation Distribution.

The Preferred Securities will be issued in bearer form and will be represented by a global Preferred Security deposited on or about the Closing Date with a common depositary for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking, S.A. ("**Clearstream, Luxembourg**").

The Preferred Securities are expected to be rated Ba1 by Moody's Investors Service Limited ("**Moody's**"). The Issuer's long-term senior debt is currently rated investment grade by the major rating agencies: A2 stable outlook by Moody's Investors Service España, S.A., A stable outlook by Standard & Poor's Ratings Services ("**Standard & Poor's**"), A- stable outlook by Fitch Ratings Ltd ("**Fitch**"), A (High) stable outlook by DBRS Ratings Limited ("**DBRS**"), AA- stable outlook by Scope Ratings GmbH ("**Scope**"), A+ stable outlook by GBB-Rating Gesellschaft für Bonitätsbeurteilung GmbH ("**GBB-Rating**"), A+ stable outlook by Japan Credit Rating Agency, Ltd ("**JCR Japan**") and A stable outlook by Axesor Risk Management, S.L.U ("**Axesor**").

Each of Standard & Poor's, Moody's, Fitch, DBRS, Scope, GBB-Rating, JCR Japan and Axesor is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch, DBRS, Scope and GBB-Rating 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 credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.

Amounts payable under the Preferred Securities from and including the First Reset Date may be calculated by reference to the 5-year Mid-Swap Rate which appears on the "ICESWAP2" page, which is administered by ICE Benchmark Administration Limited ("**ICE**"). As at the date of this Offering Circular, ICE appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) No. 2016/1011 (the "**EU Benchmarks Regulation**").

An investment in the Preferred Securities involves certain risks. For a discussion of these risks see "*Risk Factors*" beginning on page 20.

This Offering Circular does not comprise a prospectus for the purposes of Article 6 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Application has been made to the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**") for the Preferred Securities to be admitted to the Official List and trading on the Global Exchange Market of Euronext Dublin. The Global Exchange Market is not a regulated market for the purpose of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "**MiFID II**"). This Offering Circular constitutes listing particulars for the purpose of such application and has been approved by Euronext Dublin as listing particulars.

The Preferred Securities must not be offered, distributed or sold in Spain or to Spanish Residents (as defined in the Conditions). No publicity of any kind shall be made in Spain.

The Preferred Securities and any Common Shares to be issued and delivered in the event of the occurrence of a Trigger Event have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and are subject to United States tax law requirements. The Preferred Securities are being offered outside the United States in accordance with Regulation S under the Securities Act ("**Regulation S**"), and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Capitalised terms used but not defined in this cover page will have the meanings set out in the Conditions.

The Preferred Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available in the European Economic Area ("EEA") to any retail investor as defined in the rules set out in MiFID II or in the United Kingdom ("UK") to any retail investor as defined in Regulation (EU) 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act of 2018 ("EUWA"). Prospective investors are referred to the section headed "Prohibition on marketing and sales to retail investors" on pages 4 to 5 of the Offering Circular for further information.

Investors in Hong Kong should not purchase the Preferred Securities in the primary or secondary markets unless they are professional investors (as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and its subsidiary legislation, "Professional Investors") only and understand the risks involved. The Preferred Securities are generally not suitable for retail investors.

MiFID II professionals/ECPs-only/No PRIIPs KID/FCA PI RESTRICTION - Manufacturer target market in the EEA (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). The target market assessment indicates that the Preferred Securities are incompatible with the needs, characteristics and objectives of retail clients and accordingly the Preferred Securities shall not be offered or sold to any retail client. No packaged retail and insurance-based investment products ("PRIIPs") key information document (KID) has been prepared as the Preferred Securities are not available to retail investors in the EEA.

UK MiFIR professionals/ECPs-only/No PRIIPs KID/FCA PI RESTRICTION – Manufacturer target market in the UK (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). The target market assessment indicates that the Preferred Securities are incompatible with the needs, characteristics and objectives of retail clients and accordingly the Preferred Securities shall not be offered or sold to any retail client. No key information document required by Regulation (EU) No. 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") has been prepared as the Preferred Securities are not available to retail investors in the UK.

In addition to the above, pursuant to the UK Financial Conduct Authority ("FCA") Conduct of Business Sourcebook ("COBS") the Preferred Securities are not intended to be offered, sold or otherwise made available and should not be offered, sold or otherwise made available to retail clients (as defined in COBS 3.4) in the UK.

The Preferred Securities are not bank deposits: An investment in the Preferred Securities carries risks which are very different from the risk profile of a bank deposit placed with Banco Santander or any of its affiliates. The Preferred Securities have different yield, liquidity and risk profiles and would not benefit from any protection provided to deposits.

Joint Lead Managers

BANCO SANTANDER
BARCLAYS
BNP PARIBAS
CITIGROUP
DEUTSCHE BANK
HSBC
UNICREDIT

Co-Lead Managers

ABANCA
BANKINTER
CAIXABANK
IMI – INTESA SANPAOLO
LA BANQUE POSTALE
UNICAJA

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IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Offering Circular and declares that, having made all reasonable enquires and having taken all reasonable care to ensure that such is the case, the information contained in this Offering Circular is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Offering Circular should be read and construed together with any documents incorporated by reference herein (see "*Information Incorporated by Reference*" below).

The Issuer has confirmed to Banco Santander, S.A., Barclays Bank Ireland PLC, BNP Paribas, Citigroup Global Markets Europe AG, Deutsche Bank Aktiengesellschaft, HSBC Continental Europe and UniCredit Bank AG (together, the "**Joint Lead Managers**"), Abanca Corporación Bancaria, S.A., Bankinter, S.A., CaixaBank, S.A., Intesa Sanpaolo S.p.A., La Banque Postale and Unicaja Banco, S.A. (together, the "**Co-Lead Managers**", and together with the Joint Lead Managers, the "**Managers**") that this Offering Circular is true, accurate and complete in all material respects and is not misleading and there are no other facts in relation hereto the omission of which would in the context of the issue of the Preferred Securities and the issue of the Common Shares to be issued upon conversion of the Preferred Securities make any statement in this Offering Circular misleading in any material respect, and all reasonable enquiries have been made to verify the foregoing; any opinions and intentions expressed in this Offering Circular are honestly held and this Offering Circular contains all the information which is material in the context of the issue of the Preferred Securities and the issue of the Common Shares to be issued upon conversion of the Preferred Securities.

The Issuer has not authorised the making or provision of any representation or information regarding the Issuer or the Preferred Securities other than as contained in this Offering Circular or as approved for such purpose by the Issuer. Any such representation or information should not be relied upon as having been authorised by the Issuer or the Managers.

Neither the Managers nor any of their respective affiliates have authorised the whole or any part of this Offering Circular and none of them makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Offering Circular. Neither the delivery of this Offering Circular nor the offering, sale or delivery of any Preferred Security shall in any circumstances create any implication that there has been no change in the affairs of the Issuer, or any event reasonably likely to involve any adverse change in the condition (financial or otherwise) of the Issuer, since the date of this Offering Circular or that any other information supplied in connection with the Preferred Securities is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The Managers have not separately verified the information contained or incorporated by reference in this Offering Circular. None of the Managers makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information contained or incorporated by reference in this Offering Circular or any other information supplied by the Issuer in connection with the Preferred Securities. Neither this Offering Circular nor any such information or financial statements of the Issuer are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer that any recipient of this Offering Circular or such information or financial statements should purchase the Preferred Securities. Each potential purchaser of Preferred Securities should determine for itself the relevance of the information contained or incorporated by reference in this Offering Circular and its purchase of Preferred Securities should be based upon such investigation as it deems necessary. None of the Managers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Preferred Securities of any information coming to the attention of any of the Managers.

This Offering Circular does not constitute an offer of, or an invitation to subscribe for or purchase, any Preferred Securities.

The distribution of this Offering Circular and the offering, sale and delivery of Preferred Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer and the Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Preferred Securities and on distribution of this Offering Circular and other offering circular material relating to the Preferred Securities, see "*Subscription, Sale and Transfer*".

In particular, the Preferred Securities and the Common Shares have not been and will not be registered under the Securities Act and are subject to United States tax law requirements. Subject to certain exceptions, Preferred Securities may not be offered, sold or delivered within the United States or to U.S. persons.

In this Offering Circular, unless otherwise specified, references to a "**Member State**" are references to a Member State of the European Economic Area, references to "**$**" or "**U.S.$**" are to United States dollars, references to "**GBP**", "**Sterling**" and "**£**" are to the currency of the United Kingdom and references to "**€**", "**EUR**" or "**euro**" are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No 974/98 of 3 May 1998 on the introduction of the euro, as amended.

Certain figures included in this Offering Circular have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

The Preferred Securities may not be a suitable investment for all investors. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Offering Circular or incorporated by reference herein.

Stabilisation

In connection with the issue of the Preferred Securities, Citigroup Global Markets Europe AG (the "**Stabilising Manager**") (or any person acting on behalf of the Stabilising Manager) may over-allot Preferred Securities or effect transactions with a view to supporting the price of the Preferred Securities at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Preferred Securities is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Preferred Securities and 60 days after the date of the allotment of the Preferred Securities. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager (or any person acting on behalf of the Stabilising Manager) in accordance with all applicable laws and rules.

Prohibition on Marketing and Sales to Retail Investors

1. The Preferred Securities are complex financial instruments and with high risk. They are not a suitable or appropriate investment for all investors, especially retail investors. See also the section entitled "Risk Factors—Risks Relating to the Preferred Securities Generally" in this Offering Circular. In some jurisdictions, regulatory authorities have adopted or published laws, regulations or guidance with respect to the offer or sale of securities such as the Preferred Securities. Potential investors in the Preferred Securities should inform themselves of, and comply with, any applicable laws, regulations or regulatory guidance with respect to any resale of the Preferred Securities (or any beneficial interests therein).

2.

(a) In the UK, the FCA COBS requires, in summary, that the Preferred Securities should not be offered or sold to retail clients (as defined in COBS 3.4 and each a "**retail client**") in the UK.

(b) In addition, in October 2018, the Hong Kong Monetary Authority (the "**HKMA**") issued guidance on enhanced investor protection measures on the sale and distribution of debt instruments with loss-absorption features and related products (the "**HKMA Circular**"). Under the HKMA Circular, debt instruments with loss absorption features, being subject to the risk of being written-down or converted to ordinary shares, and investment products that invest mainly in, or whose returns are closely linked to the performance of such instruments, are to be targeted in Hong Kong at Professional Investors only and are generally not suitable for retail investors in either the primary or secondary markets.

Investors in Hong Kong should not purchase the Preferred Securities in the primary or secondary markets unless they are Professional Investors only and understand the risks involved. The Preferred Securities are generally not suitable for retail investors.

(c) Certain of the Managers are required to comply with COBS and/or the HKMA Circular.

(d) By purchasing, or making or accepting an offer to purchase, any Preferred Securities (or a beneficial interest in such Preferred Securities) from the Issuer and/or the Managers, each prospective investor will be deemed to represent, warrant, agree with, and undertake to the Issuer and each of the Managers that:

a. it is not a retail client in the UK; and

b. it will not:

i. sell or offer the Preferred Securities (or any beneficial interest therein) to retail clients in the UK or to retail investors in Hong Kong; or

ii. communicate (including the distribution of this Offering Circular) or approve an invitation or inducement to participate in, acquire or underwrite the Preferred Securities (or any beneficial interests therein) where that invitation or inducement is addressed to or disseminated in such a way that it is likely to be received by a retail client (in each case within the meaning of the Regulations) or a client in Hong Kong who is not a Professional Investor. In selling or offering Preferred Securities or making or approving communications relating to the Preferred Securities, it may not rely on the limited exemptions set out in COBS.

3. The obligations in paragraph 2 above are in addition to the need to comply at all times with all other applicable laws, regulations and regulatory guidance (whether inside or outside the EEA, the UK or Hong Kong) relating to the promotion, offering, distribution and/or sale of the Preferred Securities (or any beneficial interests therein), whether or not specifically mentioned in the Offering Circular including (without limitation) any requirements under MiFID II or the UK FCA Handbook as to determining the appropriateness and/or suitability of an investment in the Preferred Securities (or any beneficial interests therein) for investors in any relevant jurisdiction.

4. Where acting as agent on behalf of a disclosed or undisclosed client when purchasing, or making or accepting an offer to purchase, any Preferred Securities (or any beneficial interests therein) from the Bank and/or the Managers, the foregoing representations, warranties, agreements and undertakings will be given by and be binding upon both the agent and its underlying client.

PRIIPs Regulation/Prohibition of Sales to EEA Retail Investors - The Preferred Securities 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 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; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document (KID) required by Regulation (EU) No. 1286/2014 on key information documents for packaged and retail and insurance-based investment products (the "**PRIIPs Regulation**") for offering or selling the Preferred Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Preferred Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPs Regulation/Prohibition of sales to UK Retail Investors – The Preferred Securities 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 UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of UK domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the EUWA ("**UK MiFIR**"). Consequently no key information document required by the UK PRIIPs Regulation for offering or selling the Preferred Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Preferred Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance/Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Preferred Securities has led to the conclusion that: (i) the target market for the Preferred Securities is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Preferred Securities to eligible counterparties and professional clients are appropriate. The target market assessment indicates that the Preferred Securities are incompatible with the knowledge, experience, needs, characteristic and objectives of retail clients and accordingly the Preferred Securities shall not be offered or sold to any retail clients. Any person subsequently offering, selling or recommending the Preferred Securities (a "**distributor**") should take into consideration the manufacturers' target market assessment. However, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Preferred Securities (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Preferred Securities has led to the conclusion that: (i) the target market for the Preferred Securities is only eligible counterparties, as defined in COBS, and professional clients only, as defined in the UK MiFIR; and (ii) all channels for distribution of the Preferred Securities to eligible counterparties and professional clients are appropriate. The target market assessment indicates that the Preferred Securities are incompatible with the knowledge, experience, needs, characteristic and objectives of retail clients and accordingly the Preferred Securities shall not be offered or sold to any retail clients. Any person subsequently offering, selling or recommending the Preferred Securities (a "**distributor**") should take into consideration the manufacturers' target market assessment. However,, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for

undertaking its own target market assessment in respect of the Preferred Securities (by either adopting or refining the manufacturers' target market assessment and determining appropriate distribution channels.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Preferred Securities are capital markets products other than "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Specified Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

INFORMATION INCORPORATED BY REFERENCE

The following documents, which have been filed with Euronext Dublin, shall be deemed to be incorporated by reference in and to form part of, this Offering Circular and have been published on the website of Banco Santander (www.santander.com):

1. The English language translations of the audited interim condensed consolidated financial statements of the Issuer prepared under IFRS-EU for the six-month period ended 30 June 2021 (the "**June 2021 Interim Financial Statements**"), together with the relevant auditor's report.

   https://www.santander.com/content/dam/santander-com/en/documentos/informacion-publica-periodica-c-n-m-v-/2021/cnmv-2021-interim-condensed-consolidated-financial-statements-and-interim-directors-report-1s21-en.pdf

2. The financial report of the Issuer prepared for the six-month period ended 30 June 2021 (the "**2021 January-June Financial Report**")

   https://www.santander.com/content/dam/santander-com/en/documentos/resultados-trimestrales/2021/2q/rt-2t-2021-informe-financiero-en.pdf

3. The annual report of the Issuer prepared for the year ended 31 December 2020 (the "**2020 Annual Report**") which contains the English language translation of the audited consolidated annual accounts of the Issuer prepared under IFRS-EU for the year ended 31 December 2020 (the "**2020 Financial Statements**"), together with the relevant auditor's report. (See pages 504 to 795).

   https://www.santander.com/content/dam/santander-com/en/documentos/informe-anual/2020/ia-2020-annual-report-en.pdf

4. The annual report of the Issuer prepared for the year ended 31 December 2019 (the "**2019 Annual Report**"), which contains the English language translation of the audited consolidated annual accounts of the Issuer prepared under IFRS-EU for the year ended 31 December 2019 (the "**2019 Financial Statements**"), together with the relevant auditor's report. (See pages 469 to 733).

   https://www.santander.com/content/dam/santander-com/en/documentos/informe-anual/2019/ia-2019-annual-report-en.pdf#page466

5. The English language translations of the audited consolidated annual accounts of the Issuer prepared under IFRS-EU for the year ended 31 December 2018 (the "**2018 Financial Statements**").

   https://www.santander.com/csgs/Satellite/CFWCSancomQP01/en_GB/pdf/Informe_Financiero_Anual_Consolidado_2018_ENG.pdf

Investors should be cautioned that the aforementioned documents have been originally prepared in Spanish language. In case of discrepancy, the Spanish language version prevails.

In relation to the June 2021 Interim Financial Statements, the 2021 January-June Financial Report, the 2020 Annual Report, the 2020 Financial Statements, the 2019 Annual Report, the 2019 Financial Statements and the 2018 Financial Statements, any information not specified in the cross-reference tables set out below but which is included in the documents from which the information incorporated by reference has been derived, is for information purposes only and is not incorporated by reference because it is not relevant for the investor.

Issuer Annual Financial Information, Annual Report, Interim Financial Information and Interim Report

The tables below set out the relevant page references in the June 2021 Interim Financial Statements, the 2021 January-June Financial Report, the 2020 Annual Report, the 2019 Annual Report and the 2018 Financial Statements where the following information incorporated by reference in this Offering Circular can be found:

	Information incorporated by reference in this Offering Circular	**June 2021 Interim Financial Statements page reference[(1)]**
1.	Auditor's report on consolidated financial statements for the six-month period ended 30 June 2021	1-8[(2)]
2.	Audited consolidated balance sheet for the six-month period ended 30 June 2021 and the comparative consolidated balance sheets of the Issuer as of 31 December 2020	1-2[(3)]
3.	Audited consolidated income statement for the six-month period ended 30 June 2021 and the comparative consolidated income statements of the Issuer for the six-month period ended 30 June 2020	3[(3)]
4.	Audited consolidated statement of recognised income and expense for the six-month period ended 30 June 2021 and the comparative consolidated statements of recognised income and expense of the Issuer for the six-month period ended 30 June 2020	4[(3)]
5.	Audited consolidated statement of changes in total equity for the six-month period ended 30 June 2021 and the comparative statements of changes in total equity for the six-month period ended 30 June 2020	5-6[(3)]
6.	Audited consolidated cash flow statement for the six-month period ended 30 June 2021 and the comparative consolidated cash flow statements of the Issuer for the six-month period ended 30 June 2020	7[(3)]
7.	Notes to the consolidated financial statements for the six-month period ended 30 June 2021	8-52[(3)]

Notes:

(1) Not all the pages of the June 2021 Interim Financial Statements are paginated continuously. See Notes below for detailed indications on where the relevant sections incorporated by reference in this Offering Circular are located.

(2) Page references are to the page numbers of the auditor's report which precedes the June 2021 Interim Financial Statements, located immediately after the front cover page (the front cover page of the auditor's report is not paginated).

(3) Page references are to the page numbers of the June 2021 Interim Financial Statements, beginning immediately after the auditor's report (the cover page of the June 2021 Interim Financial Statements is not paginated).

Information incorporated by reference in this Offering Circular		2021 January-June Financial Report page reference
1.	Financial Information by Segments	21-45
2.	Corporate Governance	48
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Information incorporated by reference in this Offering Circular		2020 Annual Report page reference[1]
1.	Independent auditor's report on consolidated financial statements for the year ended 31 December 2020	504
2.	Audited consolidated balance sheet as of 31 December 2020 and the comparative consolidated balance sheets of the Issuer as of 31 December 2019 and 31 December 2018	517-520
3.	Audited consolidated income statement for the year ended 31 December 2020 and the comparative consolidated income statements of the Issuer for the years ended 31 December 2019 and 31 December 2018	521-522
4.	Audited consolidated statement of recognised income and expense for the year ended 31 December 2020 and the comparative consolidated statements of recognised income and expense of the Issuer for the years ended 31 December 2019 and 31 December 2018	523-524
5.	Audited consolidated statement of changes in total equity for the year ended 31 December 2020 and the comparative statements of changes in total equity for the years ended 31 December 2017 and 31 December 2016	525-530
6.	Audited consolidated cash flow statement for the year ended 31 December 2020 and the comparative consolidated cash flow statements of the Issuer for the years ended 31 December 2019 and 31 December 2018	531-532
7.	Notes to the consolidated financial statements for the year ended 31 December 2020	533-795
8.	2. Ownership structure	CG 177-181[2]
9.	4. Board of directors	CG 190-237[2]
10.	7. Group structure and internal governance	CG 264-267[2]
11.	4. Financial information by segments	EFR 357-400[3]

Information incorporated by reference in this Offering Circular		2020 Annual Report page reference[1]
12.	8. Alternative Performance Measures (APMs)	EFR 412-419 [3]
13.	Glossary	GL 496-501 [4]
14.	General Information	GI 840-841 [5]

Notes:

(4) Not all the pages of the 2020 Annual Report are paginated continuously. See Notes below for detailed indications on where the relevant sections incorporated by reference in this Offering Circular are located.

(5) "CG" corresponds to the section entitled "Corporate Governance" of the 2020 Annual Report located immediately after the section entitled "Responsible banking" and page references are to the page numbers appearing in the bottom left or right corner, as applicable, of each page in such section.

(6) "EFR" corresponds to the sub-section entitled "Economic Financial Review" of the 2020 Annual Report located immediately after the section entitled "Corporate governance" (see note (2) above) and page references are to the page numbers appearing in the bottom left or right corner, as applicable, of each page in such section.

(7) "GL" corresponds to the sub-section entitled "Glossary" of the 2020 Annual Report located immediately after the section entitled "Strategic risk" and page references are to the page numbers appearing in the bottom left or right corner, as applicable, of each page in such section.

(8) "GI" corresponds to the section entitled "General Information" of the 2020 Annual Report located immediately after the Appendix and the page reference is to the page number appearing in the bottom left of such section.

Information incorporated by reference in this Offering Circular		2019 Annual Report page reference[1]
1.	Independent auditor's report on consolidated annual accounts for the year ended 31 December 2019	469-478
2.	Audited consolidated balance sheets as of 31 December 2019 and the comparative consolidated financial information of the Issuer as of 31 December 2018 and 31 December 2017	480-483
3.	Audited consolidated income statements for the year ended 31 December 2019 and the comparative consolidated financial information of the Issuer for the years ended 31 December 2018 and 31 December 2017	484-485
4.	Audited consolidated statements of recognised income and expense for the year ended 31 December 2019 and the comparative consolidated financial information of the Issuer for the years ended 31 December 2018 and 31 December 2017	486
5.	Audited consolidated statements of changes in total equity for the year ended 31 December 2019 and the comparative for the years ended 31 December 2018 and 31 December 2017	487-492
6.	Audited consolidated statements of cash flow for the year ended 31 December 2019 and the comparative consolidated cash flow statement of the Issuer for the years ended 31 December 2018 and 31 December 2017	493-494
7.	Notes to the consolidated annual accounts for the year ended 31 December 2019	497-733

Information incorporated by reference in this Offering Circular		2019 Annual Report page reference[1]
8.	2. Ownership structure	CG 154-158[2]
9.	4. Board of directors	CG 168-211[2]
10.	7. Group structure and internal governance	CG 236-238[2]
11.	4. Financial information by segments	EFR 328-371[3]
12.	8. Alternative Performance Measures (APMs)	EFR 381-386[3]
13.	Glossary.....	GL 460-465[4]
14.	General Information	GI 786-787 [5]

Note:

(9) Not all the pages of the 2019 Annual Report are paginated continuously. See Notes below for detailed indications on where the relevant sections incorporated by reference in this Offering Circular are located.

(10) "CG" corresponds to the section entitled "Corporate Governance" of the 2019 Annual Report located immediately after the section entitled "Responsible banking" and page references are to the page numbers appearing in the bottom left or right corner, as applicable, of each page in such section.

(11) "EFR" corresponds to the sub-section entitled "Economic Financial Review" of the 2019 Annual Report located immediately after the section entitled "Corporate governance" (see note (2) above) and page references are to the page numbers appearing in the bottom left or right corner, as applicable, of each page in such section.

(12) "GL" corresponds to the sub-section entitled "Glossary" of the 2019 Annual Report located immediately after the section entitled "Strategic risk" and page references are to the page numbers appearing in the bottom left or right corner, as applicable, of each page in such section.

(13) "GI" corresponds to the section entitled "General Information" of the 2019 Annual Report located immediately after the Glossary and the page reference is to the page number appearing in the bottom left of such section.

Information incorporated by reference in this Offering Circular		2018 Financial Statements page reference
1.	Auditor's report on consolidated financial statements for the year ended 31 December 2018	423-434
2.	Audited consolidated balance sheet as of 31 December 2018 and the comparative consolidated balance sheets of the Issuer as of 31 December 2017 and 31 December 2016	436-439
3.	Audited consolidated income statement for the year ended 31 December 2018 and the comparative consolidated income statements of the Issuer for the years ended 31 December 2017 and 31 December 2016	440-441

Information incorporated by reference in this Offering Circular		2018 Financial Statements page reference
4.	Audited consolidated statement of recognised income and expense for the year ended 31 December 2018 and the comparative consolidated statements of recognised income and expense of the Issuer for the years ended 31 December 2017 and 31 December 2016	442
5.	Audited consolidated statement of changes in total equity for the year ended 31 December 2018 and the comparative statements of changes in total equity for the years ended 31 December 2017 and 31 December 2016	444-449
6.	Audited consolidated cash flow statement for the year ended 31 December 2018 and the comparative consolidated cash flow statements of the Issuer for the years ended 31 December 2017 and 31 December 2016	450
7.	Notes to the consolidated financial statements for the year ended 31 December 2018	451-658

OVERVIEW OF THE OFFERING

The following is an overview of certain information relating to the offering of the Preferred Securities, including the principal provisions of the terms and conditions thereof. This overview must be read as an introduction to this Offering Circular and any decision to invest in the Preferred Securities should be based on a consideration of this Offering Circular as a whole, including the documents incorporated by reference. This overview is indicative only, does not purport to be complete and is qualified in its entirety by the more detailed information appearing elsewhere in this Offering Circular. See, in particular, the Conditions in "*Conditions of the Preferred Securities*".

Words and expressions defined in the Conditions shall have the same meanings in this overview.

Issuer:	Banco Santander, S.A.
Risk Factors:	See "*Risk Factors*" beginning on page 20 of this Offering Circular
Issue size:	€1,000,000,000
Issue details:	€1,000,000,000 3.625 per cent. Non-Step-Up Non-Cumulative Contingent Convertible Perpetual Preferred Tier 1 Securities of €200,000 Liquidation Preference each. The Issuer intends that the Preferred Securities qualify as Additional Tier 1 Capital of the Bank and the Group pursuant to Applicable Banking Regulations.
Liquidation Preference:	€200,000 per Preferred Security.
Use of Proceeds:	Banco Santander intends to use the net proceeds from the issue of the Preferred Securities for its general corporate purposes.
Distributions:	Distributions will accrue (i) in respect of the period from (and including) the Closing Date to (but excluding) the First Reset Date at the rate of 3.625 per cent. per annum, and (ii) in respect of each Reset Period, at the rate per annum, converted to a quarterly rate in accordance with market convention (rounded to four decimal places, with 0.00005 rounded down), equal to the aggregate of the Initial Margin (3.76 per cent. per annum) and the 5-year Mid-Swap Rate for such Reset Period. Subject as provided in the Conditions (see "*Limitations on Distributions*" below), such Distributions will be payable quarterly in arrear on each Distribution Payment Date. For further information, see Condition 3.
Limitations on Distributions:	The Bank may elect, in its sole and absolute discretion, to cancel the payment of any Distribution in whole or in part at any time that it deems necessary or desirable and for any reason. Payments of Distributions in any financial year of the Bank shall be made only out of Available Distributable Items. To the extent that: (i) the Bank has insufficient Available Distributable Items to make Distributions on the Preferred Securities scheduled for payment in the then current financial year and any

equivalent payments scheduled to be made in the then current financial year in respect of any other Parity Securities then outstanding and CET1 capital securities, in each case excluding any portion of such payments already accounted for in determining the Available Distributable Items; and/or

(ii) the Regulator, in accordance with Applicable Banking Regulations, requires the Bank to cancel the relevant Distribution in whole or in part,

then the Bank will, without prejudice to the right above to cancel the payment of all such Distributions on the Preferred Securities, make partial or, as the case may be, no payment of the relevant Distribution on the Preferred Securities.

No payment will be made on the Preferred Securities (whether by way of a repayment of the Liquidation Preference, the payment of any Distribution or otherwise) if and to the extent that such payment would cause a breach of any regulatory restriction or prohibition on payments on Additional Tier 1 Instruments pursuant to Applicable Banking Regulations (including, without limitation, any such restriction or prohibition relating to any Maximum Distributable Amount applicable to the Bank and/or the Group).

Distributions on the Preferred Securities will be non-cumulative. Accordingly, if any Distribution (or part thereof) is not made on the relevant Distribution Payment Date in respect of the Preferred Securities then the right of the Holders to receive the relevant Distribution (or part thereof) will be extinguished and the Bank will have no obligation to pay such Distribution (or part thereof), whether or not any future Distributions on the Preferred Securities are paid.

The election to cancel the payment of any Distribution (or part thereof) pursuant to Condition 3 or non-payment of any Distribution (or part thereof) as a result of the limitations on payment set out in Condition 3 will be notified by the Bank to the Holders as soon as possible.

Status of the Preferred Securities: Unless previously converted into Common Shares pursuant to Condition 5, the payment obligations of the Bank under the Preferred Securities constitute direct, unconditional, unsecured and subordinated obligations (*créditos subordinados*) of the Bank according to Article 281.1 of the Insolvency Law and, in accordance with Additional Provision 14.3 of Law 11/2015, but subject to any other ranking that may apply as a result of any mandatory provision of law (or otherwise), upon the insolvency of the Bank for so long as the obligations of the Bank in respect of the Preferred Securities constitute Additional Tier 1 Instruments rank (a) *pari passu* among themselves and with (i)

	all other claims in respect of any outstanding Additional Tier 1 Instruments and (ii) any other subordinated obligations (*créditos subordinados*) which by law and/or by their terms, to the extent permitted by Spanish law, rank *pari passu* with the Bank's obligations under Additional Tier 1 Instruments; (b) junior to (i) any unsubordinated obligations (*créditos ordinarios*) of the Bank, (ii) any obligations of the Bank in respect of Tier 2 Instruments and (iii) any other subordinated obligations (*créditos subordinados*) which by law and/or by their terms, to the extent permitted by Spanish law, rank senior to the Bank's obligations under Additional Tier 1 Instruments; and (c) senior to (i) any claims for the liquidation amount of the Common Shares and (ii) any other subordinated obligations (*créditos subordinados*) of the Bank which by law and/or by their terms, to the extent permitted by Spanish law, rank junior to the Bank's obligations under Additional Tier 1 Instruments.
Waiver of set-off:	No Holder may at any time exercise any right of, or claim for, deduction, set-off, netting, compensation, retention or counterclaim arising directly or indirectly under or in connection with the Preferred Securities against any right, claim, or liability the Bank has or may have or acquire against such Holder, directly or indirectly, howsoever arising. Each Holder shall be deemed to have waived all rights of, or claims for, deduction, set-off, netting, compensation, retention or counterclaim arising directly or indirectly under or in connection with the Preferred Securities to the fullest extent permitted by applicable law in relation to all such actual and potential rights, claims and liabilities.
Optional Redemption:	All, and not some only, of the Preferred Securities may be redeemed at the option of the Bank at any time in the period commencing on (and including) 21 March 2029 and ending on (and including) the First Reset Date and on any Distribution Payment Date falling after the First Reset Date, at the Redemption Price, in accordance with Articles 77 and 78 of CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations then in force. Upon the occurrence of a Capital Event, the Preferred Securities are also redeemable on or after the Closing Date at the option of the Bank, in whole but not in part, at any time, at the Redemption Price, in accordance with Articles 77 and 78 of CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations then in force. Upon the occurrence of a Tax Event, the Preferred Securities may further be redeemed on or after the Closing Date at the option of the Bank, in whole but not in part, at any time, at the Redemption Price, in accordance with Articles 77 and 78 of

	CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations then in force. For further information, see Condition 6.
Substitution and Variation:	Subject to receiving consent from the Regulator, if a Tax Event or Capital Event has occurred, the Bank may at any time, without the consent of the Holders, either (a) substitute new preferred securities for the Preferred Securities whereby such new preferred securities shall replace the Preferred Securities or (b) vary the terms of the Preferred Securities, so that, in either case, the Preferred Securities remain or, as appropriate, so that they become, Qualifying Preferred Securities. For further information, see Condition 6.10.
Conversion:	In the event of the occurrence of the Trigger Event, the Preferred Securities are mandatorily and irrevocably convertible into newly issued Common Shares at the Conversion Price.
Conversion Price:	If the Common Shares are (a) then admitted to trading on a Relevant Stock Exchange, the Conversion Price will be the higher of: (i) the Current Market Price of a Common Share, (ii) the Floor Price and (iii) the nominal value of a Common Share at the time of conversion (being €0.50 on the Closing Date), or (b) not then admitted to trading on a Relevant Stock Exchange, the Conversion Price will be the higher of (ii) and (iii) above. The Floor Price is subject to adjustment in accordance with Condition 5.3.
Bail-in	The obligations of the Bank under the Preferred Securities are subject to, and may be limited, by the exercise of the Spanish Bail-in Power by the Relevant Resolution Authority.
Liquidation Distribution	Subject as provided below, in the event of any voluntary or involuntary liquidation or winding-up of the Bank, the Preferred Securities (unless previously converted into Common Shares pursuant to Condition 5) will confer an entitlement to receive out of the assets of the Bank available for distribution to Holders, the Liquidation Distribution. If, before such liquidation or winding-up of the Bank described above, the Trigger Event occurs but the relevant conversion of the Preferred Securities into Common Shares pursuant to the Conditions is still to take place, the entitlement conferred by the Preferred Securities for the above purposes, will be an entitlement to receive out of the relevant assets of the Bank a monetary amount equal to that which holders of such Preferred Securities would have received on any distribution of the assets of the Bank if such conversion had taken place immediately prior to such liquidation or winding-up or otherwise in accordance with applicable law at such time.

Pre-emptive rights:	The Preferred Securities do not grant Holders preferential subscription rights in respect of any possible future issues of preferred securities or any other securities by the Bank or any Subsidiary.
Voting Rights:	The Preferred Securities shall not confer any entitlement to receive notice of or attend or vote at any meeting of the shareholders of the Bank. Notwithstanding the above, the Conditions of the Preferred Securities contain provisions for convening meeting of Holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Holders, including Holders who did not attend and vote and the relevant meeting and Holders who voted in a manner contrary to the majority. For further information, see Condition 9.
Withholding Tax and Additional Amounts:	Subject as provided in Condition 10, all payments of Distributions and other amounts payable in respect of the Preferred Securities by the Bank will be made free and clear of and without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Spain (as defined in Condition 10), unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event, the Bank shall pay such additional amounts as will result in Holders receiving such amounts as they would have received had no such withholding or deduction been required, subject to customary exceptions. For further information, see Condition 10 and "*Taxation – Tax Treatment of the Preferred Securities — Reporting Obligations*" below.
Form:	The Preferred Securities will be issued in bearer form and will be represented by a global Preferred Security deposited with a common depositary for Euroclear and Clearstream, Luxembourg.
Ratings:	The Preferred Securities are expected, on issue, to be assigned a rating of Ba1 by Moody's. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
Listing:	Application will be made to Euronext Dublin for the Preferred Securities to be admitted to the Official List and trading on the Global Exchange Market of Euronext Dublin.
Governing Law:	The Preferred Securities and any non-contractual obligations arising out of or in connection with the Preferred Securities shall be governed by, and construed in accordance with, Spanish law.

Selling Restrictions:	In addition to the Prohibition of Sales to EEA and UK Retail Investors, there are restrictions on the offer, sale and transfer of the Preferred Securities in the United States, the United Kingdom, Spain, Italy, Canada, Hong Kong, Singapore and others. Regulation S, category 2 restrictions under the Securities Act apply; TEFRA C is applicable. The Preferred Securities are not and will not be eligible for sale in the United States under Rule 144A of the Securities Act. For further information, see "*Subscription, Sale and Transfer*".

RISK FACTORS

An investment in the Preferred Securities may involve a high degree of risk. In purchasing Preferred Securities, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Preferred Securities. There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due in respect of the Preferred Securities. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer may not be aware of all relevant factors and certain factors which they currently deem not to be material may become material as a result of the occurrence of events outside the Issuer's control. The Issuer has identified in this Offering Circular a number of factors which could materially adversely affect its businesses and ability to make payments due under the Preferred Securities.

In addition, factors which are material for the purpose of assessing the market risk associated with the Preferred Securities are detailed below. The factors discussed below regarding the risks of acquiring or holding any Preferred Securities are not exhaustive, and additional risks and uncertainties that are not presently known to the Issuer or that the Issuer currently believes to be immaterial could also have a material impact on the Preferred Securities.

Prospective investors should also read the detailed information set out elsewhere in this Offering Circular and reach their own views prior to making any investment decision.

Contents of the Risk Factors

Macro-Economic and Political Risks

The current global covid-19 pandemic has materially impacted the business of the Group, and the continuance of this pandemic or any future outbreak of any other highly contagious diseases or other public health emergency, could materially and adversely impact its business, financial condition, liquidity and results of operations.

Since December 2019, a new strain of coronavirus, or covid-19, spread in the People's Republic of China and progressively to the rest of the world, mainly to Europe (including Spain and the UK), Latin America and the United States, among others. The outbreak was declared a public health emergency of international concern and a global pandemic by the World Health Organization.

Countries around the world have responded to the covid-19 pandemic by adopting a variety of measures in an attempt to contain the spread and impact of covid-19, including imposing mass quarantines or other containment measures, shelter-in-place orders and medical screenings, restricting travel, limiting public gatherings and suspending most economic activities. These measures have resulted in a severe decrease of global economic activity and falls in production and demand, which has led to sharp declines in the gross domestic product (GDP) of those countries which are most affected by the pandemic and is expected to continue to have an overall negative impact on global GDP in 2021. Other consequences include increased unemployment levels, sharp decreases and high volatility in the stock markets, disruption of global supply chains, exchange rate volatility, steady customer draws on lines of credit, decline in real estate prices, and uncertainty in relation to the future impact in regional and global economies in the medium and long term. These measures have also negatively impacted, and could continue to negatively impact businesses, market participants, the Group's counterparties and clients, and the global economy for a prolonged period of time. Furthermore, it is unclear how the macroeconomic business environment or societal norms may be impacted after the pandemic. The post-covid-19 environment may undergo unexpected developments or changes in the financial markets, fiscal, tax and regulatory environments as well as customer and corporate client behaviour which could have an adverse impact on the business of the Group.

Many governments and regulatory authorities, including central banks, have acted, and may further act, to provide relief from the economic and market disruptions resulting from the covid-19 pandemic, including providing fiscal and monetary stimuli to support the global economy, lowering federal funds rates and interest rates, and granting partial or total deferral (grace period) of principal and/or interest payments due on loans. It is difficult to predict how effective these and other measures taken to mitigate the economic effects of the pandemic will be.

Should current economic conditions persist or continue to deteriorate, the Group expects that this macroeconomic environment will have a continued material adverse effect on the business and results of operations of the Group, which could include, but is not limited to (i) a continued decreased demand for its products and services; (ii) protracted periods of lower interest rates and resulting pressure on its margins; (iii) further material impairment of its loans and other assets including goodwill; (iv) decline in value of collateral; (v) constraints on its liquidity due to market conditions, exchange rates and customer withdrawal of deposits and continued draws on lines of credit; and (vi) downgrades to its credit ratings. See risk factor entitled '*Credit, market and liquidity risk may have an adverse effect on the credit ratings of the Group and its cost of funds. Any downgrade in the credit rating of the Group would likely increase its cost of funding, require the Group to post additional collateral or take other actions under some of its derivative and other contracts and adversely affect its interest margins and results of operations '*.

Additionally, unprecedented movement in economic and market drivers related to the covid-19 pandemic impacted the performance of financial models including credit loss models, capital models, traded risk models and models used in the asset/liability management process. This has required additional monitoring and adjustments to comply with the guidance and recommendations of standard setters, regulators and supervisors, particularly for credit loss models. It has also resulted in the use of mitigants for model limitations, such as adjustments to model outputs to reflect consideration of management judgment. The performance and usage of models has been and may continue to be impacted by the consequences of the covid-19 pandemic. While it is too early to be entirely certain of the magnitude of change required for the models of the Group, it is likely that capital, credit risk and other models will need to be adjusted. The effectiveness of such models will depend in large part on the depth and length of the economic downturn.

Moreover, the operations of the Group will continue to be impacted by risks from remote working arrangements or bans on non-essential activities. For example, some of its branches in affected countries have been closed and others have been functioning with reduced hours for a significant period of time. During 2020, the Group had more than half of its total workforce working remotely, which has increased cybersecurity risks given greater use of computer networks outside the corporate environment. If the Group becomes unable to successfully operate its business from remote locations including, for example, due to failures of its technology infrastructure, increased cybersecurity risks, or governmental restrictions that affect its operations, this could result in business disruptions that could have a material and adverse effect on its business.

If the covid-19 pandemic continues to adversely affect the global economy and/or adversely affect the business, financial condition, liquidity or results of operations of the Group, it may also increase the likelihood and/or magnitude of other risks described in this 'Risk Factors' section.

Main impacts in the income statement:

In light of the impact that the covid-19 pandemic has had on the economic situation and forecasts in the markets where the Group is present, in 2020 a review was carried out of both valuation of goodwill and the recoverability of deferred tax assets. As a result of this review, to reflect the expected fall in GDP in the year in all countries, with a recovery expected to take two or three years, the expectation that central bank reference interest rates will remain low for longer and that the discount rate will increase to reflect volatility and the higher risk premium, the Group adjusted the valuation of its goodwill and deferred tax assets, resulting in a non-recurring

impairment of €12,600 million, of which €10,100 million relates to goodwill and €2,500 million to deferred tax assets. This adjustment did not affect the Group's liquidity, credit risk or market positions, and is neutral in CET1 capital; nor did it affect the strategic importance of the affected markets. The Group remains confident in the potential for the long-term value creation in each of its regions and markets.

The growth, asset quality and profitability of the Group, among others, may be adversely affected by a slowdown in one or more of the economies in which the Group operates, as well as volatile macroeconomic and political conditions.

During 2020, most world economies faced severe recession as a result of covid-19 which could lead major financial institutions, including some of the world's largest global commercial banks, investment banks, mortgage lenders, mortgage guarantors and insurance companies to experience significant difficulties, including runs on deposits, the need for government assistance or the need to reduce or cease providing funding to borrowers (including to other financial institutions).

Volatile conditions in the global financial markets could also have a material adverse effect on the Group, including on the ability of the Group to access capital and liquidity on financial terms acceptable to the Group, if at all. If capital markets financing ceases to become available, or becomes excessively expensive, the Group may be forced to raise the rates paid on deposits to attract more customers and become unable to maintain certain liability maturities. Any such increase in capital markets funding availability or costs or in deposit rates could have a material adverse effect on its interest margins and liquidity.

In particular, the Group faces, among others, the following risks related to the economic downturn and volatile conditions:

- Reduced demand for its products and services.
- Increased regulation of its industry. Compliance with such regulation will continue to increase the costs of the Group and may affect the pricing for its products and services, increase its conduct and regulatory risks related to non-compliance and limit its ability to pursue business opportunities.
- Inability of its borrowers to timely or fully comply with their existing obligations. Macroeconomic shocks may negatively impact the income of its customers, both retail and corporate, and may adversely affect the recoverability of its loans, resulting in increased loan losses.
- The process the Group uses to estimate losses inherent in its credit exposure requires complex judgements, including forecasts of economic conditions and how these economic conditions might impair the ability of its borrowers to repay their loans. The degree of uncertainty concerning economic conditions may adversely affect the accuracy of its estimates, which may, in turn, impact the reliability of the process and the sufficiency of its loan loss allowances.
- The value and liquidity of the portfolio of investment securities that the Group holds may be adversely affected.

The recoverability of the loan portfolios of the Group and its ability to increase the amount of loans outstanding and its results of operations and financial condition in general, are dependent to a significant extent on the level of economic activity in Europe (in particular, Spain and the UK), North America and South America. See risk factor entitled '*The credit quality of the loan portfolio of the Group may deteriorate and the Group's loan loss reserves could be insufficient to cover its loan losses, which could have a material adverse effect on the Group*'.

In addition, the Group is exposed to sovereign debt in these regions (for more information on its exposure to sovereign debt, see notes 50.d and 53.b to the 2020 Financial Statements). Recessionary conditions in the economies of Europe (in particular, Spain and the UK), North America or some of the South American countries

in which the Group operates, would likely have a significant adverse impact on its loan portfolio and sovereign debt holdings and, as a result, on its financial condition, cash flows and results of operations.

The revenues of the Group are also subject to risk of deterioration from unfavourable political and diplomatic developments, social instability, and changes in governmental policies, including expropriation, nationalization, international ownership legislation, interest-rate caps, tax and monetary policies.

For the year ending 31 December 2020, 37 per cent. of the underlying profit attributable to the Bank came from Europe (7 per cent. was from Spain, 15 per cent. from Santander Consumer and 8 per cent. from the United Kingdom), 42 per cent. from South America (30 per cent from Brazil) and 21 per cent. from North America (11 per cent. from Mexico and 10 per cent. from the United States)[1]. As of that date, the total assets of the Group stood at 71 per cent. in Europe (24 per cent. in Spain and 22 per cent. in the United Kingdom), 16 per cent. in South America (10 per cent. in Brazil) and 15 per cent. in North America (5 per cent. in Mexico and 9 per cent. in the United States).

In particular, the EU and South America, which are the two main regions where the Group operates, are subject to the following macroeconomic and political conditions, which could have a material adverse effect on the business, results of operations, financial condition and prospects of the Group:

European Union

In the EU, the tax and financial integration, although not completed, has limited an individual country's ability to address potential economic crises with its own fiscal and monetary policies.

In the past, the European Central Bank (ECB) and the 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. Notwithstanding these measures, a significant number of financial institutions throughout Europe have substantial exposures to sovereign debt issued by eurozone (and other) nations, which may be under financial stress. Should any of those nations default on their debt, or experience a significant widening of credit spreads, major financial institutions and banking systems throughout Europe could be adversely affected, with wider possible adverse consequences for global financial market conditions. The net exposure of the Group to sovereign debt at 31 December 2020 amounted to €129,923 million (9 per cent. of its total assets at that date) of which the main exposures in the eurozone relate to Spain and Portugal with net exposure of €24,245 million (of which €7,048 million were financial assets at fair value through other comprehensive income) and €8,730 million, respectively.

In June 2020 the ECB put in place a set of monetary policy and banking supervision measures to mitigate the impact of the covid-19 pandemic on the euro area economy and to support all European citizens. In particular, the €1,350 billion pandemic emergency purchase programme (PEPP) aims to lower borrowing costs and increase lending in the euro area. The ECB will terminate net asset purchases under the PEPP once it judges that the covid-19 crisis phase is over, but in any case not before March 2022. This programme complements the asset purchase programmes that have been in place since 2014.

On 21 July 2020, the EU agreed on a €750 billion recovery effort to help the EU tackle the crisis caused by the pandemic. Alongside the recovery package, the EU agreed on a €1,074.3 billion long-term EU budget for 2021-2027. Among others, the budget will support investment in the digital and green transitions.

The risk of returning to a fragile and volatile environment and to political tensions exists if current ECB policies in place are quickly reversed, the reforms aimed at improving productivity and competition do not progress, the

[1] Percentages calculated using as denominator the underlying profit of total operating areas (i.e. without considering the (€1,844 million accounted for in the Corporate Center resulting from centralized management of the areas).

closing of the banking union and other measures of integration are not deepened or anti-European groups succeed.

In addition, on 31 January 2020 the UK ceased to be a member of the EU which could have a material adverse effect on the Group. See risk factor entitled *'The UK's withdrawal from the European Union could have a material adverse effect on the operations, financial condition and prospects of the Group'*.

South America

The economies of some of the countries where the Group operates, particularly in South America, have experienced significant volatility in recent decades. This volatility resulted in fluctuations in the levels of deposits and in the relative economic strength of various segments of the economies to which the Group lends. In addition, some of the countries where the Group operates are particularly affected by commodities price fluctuations, which in turn may affect financial market conditions through exchange rate fluctuations, interest rate volatility and deposits volatility. Negative and fluctuating economic conditions, such as slowing or negative growth and a changing interest rate environment, could impact the profitability of the Group by causing lending margins to decrease and credit quality to decline and leading to decreased demand for higher margin products and services. In particular, the recent political and social instability in Chile and the financial volatility in Argentina could have a negative impact on the economy of these countries and may have a material adverse effect on the Group.

The UK's withdrawal from the European Union could have a material adverse effect on the operations, financial condition and prospects of the Group.

On 31 January 2020 the UK ceased to be a member of the EU, on withdrawal terms which established a transition period until 31 December 2020, during which the UK continued to be treated as an EU member state and applicable EU legislation continued to be in force. A trade deal was agreed between the UK and the EU prior to the end of the transition period and the new regulations came into force on 1 January 2021.

The trade deal, however, did not include agreements on certain areas, such as financial services and data adequacy, although a further transitional period has been agreed with respect to rules on the transfer of personal data between the EU and the UK until the end of June 2021. Without equivalence decisions or other agreements that provide market access on a stable and widespread basis, Santander UK plc ("**Santander UK**") has, and will continue to have, a limited ability to provide cross-border services to EU customers and to trade with EU counterparties. It is uncertain whether equivalence decisions will be granted or whether a trade agreement with respect to financial services between the EU and the UK will be reached. The impact of any such trade agreement, equivalence decisions or any other cooperation mechanisms on financial markets generally, the extent of legislative and regulatory convergence and regulatory cooperation that would be required between the UK and the EU member states, as well as the level of access that may be granted to financial services firms across EU and UK markets is uncertain. The wider impact of the UK's withdrawal from the EU on financial markets through market fragmentation, reduced access to finance and funding, and lack of access to certain financial market infrastructure, may affect the operations, financial condition and prospects of the Group and those of its customers.

Uncertainty also remains around the effect of the current trade deal on economic growth in the UK given that it does not address services. The effect of the additional non-tariff trade barriers imposed on products is equally unknown. It is likely that growth will initially be disrupted as businesses adapt to the new cross-border procedures and rules applicable in the UK and in the EU to their activities, products, customers and suppliers.

While the longer-term effects of the UK's withdrawal from the EU are difficult to predict, there is ongoing political and economic uncertainty, which is likely to continue in the medium term and which could negatively impact Santander UK's customers and counterparties.

There are also other potential longer-term impacts resulting from the UK's withdrawal from the EU which could impact the UK economy and Santander UK's business such as:

- increased calls for a second referendum on Scottish independence from the UK; and
- instability in Northern Ireland, if the current arrangements regarding the borders between the Republic of Ireland, Northern Ireland and Great Britain are called into further question.

If one or more of these risks were to materialize it could have a material adverse effect on the operations, financial condition and prospects of the Group.

The Group considered these circumstances in its assessment of the recoverability of the cash-generating unit that supports Santander UK's goodwill, which was impaired during 2020 and 2019.

Risks Relating to the Issuer and the Group Business

Legal, Regulatory and Compliance Risks to the business model of the Group.

The Group is exposed to risk of loss from legal and regulatory proceedings.

The Group faces risk of loss from legal and regulatory proceedings, including tax proceedings, that could subject it to monetary judgements, regulatory enforcement actions, fines and penalties. The current regulatory and tax enforcement environment in the jurisdictions in which the Group operates reflects an increased supervisory focus on enforcement, combined with uncertainty about the evolution of the regulatory regime, and may lead to material operational and compliance costs.

The Group is from time to time subject to regulatory investigations and civil and tax claims, and party to certain legal proceedings incidental to the normal course of its business, including in connection with conflicts of interest, lending securities and derivatives activities, relationships with its 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 the cases present novel legal theories, involve a large number of parties or are in the early stages of investigation or discovery, the Group cannot state with certainty what the eventual outcome of these pending matters will be or what the eventual loss, fines or penalties related to each pending matter may be.

The amount of the Group's reserves in respect of these matters is substantially less than the total amount of the claims asserted against it, and, in light of the uncertainties involved in such claims and proceedings, there is no assurance that the ultimate resolution of these matters will not significantly exceed the reserves currently accrued by the Group. As a result, the outcome of a particular matter may be material to its operating results for a particular period. As of 31 December 2020, the Group had provisions for taxes, other legal contingencies and other provisions for €4,425 million.

The Group is subject to extensive regulation and regulatory and governmental oversight which could adversely affect its business, operations and financial condition.

As a financial institution, the Group is subject to extensive regulation, which materially affects its businesses. In Spain and the other jurisdictions where the Group operates, there is continuing political, competitive and regulatory scrutiny of the banking industry. Political involvement in the regulatory process, in the behaviour and governance of the banking sector and in the major financial institutions in which the local governments have a direct financial interest and in their product and services, and the prices and other terms they apply to them, is likely to continue. Therefore, the statutes, regulations and policies to which the Group is subject may be therefore changed at any time. In addition, the interpretation and the application by regulators of the laws and regulations to which the Group is subject may also change from time to time. Extensive legislation and implementing regulation affecting the financial services industry has recently been adopted in regions that

directly or indirectly affect the Group's business, including Spain, the United States, the EU, the UK, Latin America and other jurisdictions, and further regulations are in the process of being implemented. The manner in which those laws and related regulations are applied to the operations of financial institutions is still evolving. Moreover, to the extent these regulations are implemented inconsistently in the various jurisdictions in which the Group operates, it may face higher compliance costs. Any legislative or regulatory actions and any required changes to its business operations resulting from such legislation and regulations, as well as any deficiencies in its compliance with such legislation and regulation, could result in significant loss of revenue, limit the ability of the Group to pursue business opportunities in which the Group might otherwise consider engaging and provide certain products and services, affect the value of assets that it holds, require the Group to increase its prices and therefore reduce demand for its products, impose additional compliance and other costs on the Group 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 the Bank subsidiaries' ability to distribute capital and liquidity, thereby negatively impacting the Bank. Future liquidity standards could require the Bank to maintain a greater proportion of its assets in highly-liquid but lower-yielding financial instruments, which would negatively affect its net interest margin. Moreover, the regulatory and supervisory authorities of the Bank, periodically review the allowance for its loan losses.

Such regulators may recommend the Bank to increase its allowance for loan losses or to recognize further losses. Any such additional provisions for loan losses, as recommended by these regulatory agencies, whose views may differ from those of the Bank's management, could have an adverse effect on its earnings and financial condition. Accordingly, there can be no assurance that future changes in regulations or in their interpretation or application will not adversely affect the Group.

The wide range of regulations, actions and proposals which most significantly affect, or which could most significantly affect, the Group in the future, relate to capital requirements, funding and liquidity and development of a fiscal and banking union in the EU, which are discussed in further detail below. Moreover, there is uncertainty regarding the future of financial reforms in the United States and the impact that potential financial reform changes to the U.S. banking system may have on ongoing international regulatory proposals. In general, regulatory reforms adopted or proposed in the wake of the financial crisis have increased and may continue to materially increase the Group's operating costs and negatively impact the Group'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. Regulation 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 Group that are deemed to be a global systemically important institution ("**G-SII**"). The main regulations and regulatory and governmental oversight that can adversely impact the Group include but are not limited to the items below.

Capital requirements, liquidity, funding and structural reform

Increasingly onerous capital requirements constitute one of the Bank's main regulatory challenges. Increasing capital requirements may adversely affect the Bank's profitability and create regulatory risk associated with the possibility of failure to maintain required capital levels. As a Spanish financial institution, the Bank is subject to the Capital Requirements Regulation (Regulation (EU) No 575/2013) ("**CRR**") and the Capital Requirements Directive (Directive 2013/36/EU) ("**CRD IV**"), through which the EU began implementing the Basel III capital reforms from 1 January 2014. While the CRD IV required national transposition, the CRR was directly applicable in all the EU member states. This regulation is complemented by several binding technical standards and guidelines issued by the European Banking Authority ("**EBA**"), directly applicable in all EU member states,

without the need for national implementation measures either. The implementation of the CRD IV into Spanish law took place through Royal Decree Law 14/2013 and Law 10/2014, Royal Decree 84/2015, Bank of Spain Circular 2/2014 and Bank of Spain Circular 2/2016.

On 27 June 2019, a comprehensive package of reforms amending CRR, CRD IV as well as the European Bank Recovery and Resolution Directive (Directive 2014/59/EU) ("**BRRD**") and Regulation (EU) No 1093/2010 (the "**SRM Regulation**") came into force: (i) Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 amending CRD IV as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures ("**CRD V**"); (ii) Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 amending BRRD as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms and Directive 98/26/EC ("**BRRD II**"); (iii) Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019 amending CRR as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements, and Regulation (EU) 648/2012 ("**CRR II**"); and (iv) Regulation (EU) 2019/877 of the European Parliament and of the Council of 20 May 2019 amending the SRM Regulation as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms ("**SRMR II**", and, together with CRD V, BRRD II and CRR II, the "**EU Banking Reforms**").

The EU Banking Reforms cover multiple areas, including the Pillar 2 framework, the leverage ratio, mandatory restrictions on distributions, permission for reducing own funds and eligible liabilities, macroprudential tools, a new category of "non-preferred" senior debt that should only be bailed-in after junior ranking instruments but before other senior liabilities, changes to the definitions of Tier 2 and Additional Tier 1 instruments, the MREL framework and the integration of the TLAC standard into EU legislation as mentioned above. With regard to the European Commission's proposal to create a new asset class of "non-preferred" senior debt, on 27 December 2017, Directive 2017/2399 amending Directive 2014/59/EU as regards the ranking of unsecured debt instruments in insolvency hierarchy was published in the Official Journal of the European Union and sets forth a harmonised national insolvency ranking of unsecured debt instruments to facilitate the issuance by credit institutions of senior "non-preferred" instruments. Before that, Royal Decree-Law 11/2017, of 23 June, approving urgent measures on financial matters created in Spain the new asset class of senior-non preferred debt.

Most of the provisions of the EU Banking Reforms have started to apply. CRD V Directive and BRRD II have been partially implemented into Spanish law through Royal Decree-Law 7/2021, of 27 April, ("**RDL 7/2021**") which has amended, amongst others, Law 10/2014 and Law 11/2015, of 18 June, on the Recovery and Resolution of Credit Institutions and Investment Firms ("**Law 11/2015**"). Despite the fact that RDL 7/2021 is generally enforceable since 29 April 2021, the Spanish Parliament decided on 19 May 2021 to process it as a Law and so RDL 7/2021 provisions may be subject to changes. Furthermore, full implementation of CRD V Directive and BRRD II still requires approval of the relevant amendments to other secondary Spanish regulations, so it is uncertain how such amendments will affect the Bank or the holders of the Preferred Securities. In addition, there is also uncertainty as to how the EU Banking Reforms will be implemented and applied by the relevant authorities.

As further explained below, CRR and CRR II were modified by Regulation 2020/873 of the European Parliament and of the Council of 24 June 2020 amending CRR and CRR II regarding certain temporary or permanent adjustments in response to the covid-19 pandemic ("**CRR 2.5**" or "**Quick Fix**"), applicable from 27 June 2020.

Moreover, on 26 January 2021, the European Commission launched a targeted public consultation on technical aspects on a new review of BRRD ("**BRRD III**"), the SRM Regulation ("**SRMR III**"), and Directive

2014/49/EU of the European Parliament and of the Council of 16 April 2014 on deposit guarantee schemes ("**DGSD II**"). The consultation was open until 20 April 2021 and was split into two main sections: a section covering the general objectives of the review focus, and a section seeking technical feedback on stakeholders' experience with the current framework and the need for changes in the future framework, notably on (i) resolution, liquidation and other available measures to handle banking crises, (ii) level of harmonisation of creditor hierarchy in the EU and impact on no creditor worse off principle, and (iii) depositor insurance. Legislative proposals for BRRD III, SRM III and DGSD II are to be tabled on Q4 2021.

Credit institutions, such as the Bank, are required, on a standalone and consolidated basis, to hold a minimum amount of regulatory capital of 8 per cent. of risk weighted assets (of which at least 4.5 per cent. must be Common Equity Tier 1 ("**CET1**") capital and at least 6 per cent. must be Tier 1 capital). In addition to the minimum regulatory capital requirements, the CRD IV also introduced five capital buffer requirements that must be met with CET1 capital: (1) the capital conservation buffer for unexpected losses, requiring additional CET1 of 2.5 per cent. of total risk weighted assets; (2) the institution-specific counter-cyclical capital buffer (consisting of the weighted average of the counter-cyclical capital buffer rates that apply in the jurisdictions where the relevant credit exposures are located), which may require as much as additional CET1 capital of 2.5 per cent. of total risk weighted assets or higher pursuant to the requirements set by the competent authority; (3) the G-SIIs buffer requiring additional CET1 which shall be not less than 1 per cent. of risk weighted assets; (4) the other systemically important institutions buffer, which may be as much as 3 per cent. of risk weighted assets; and (5) the CET1 systemic risk buffer to prevent systemic or macro prudential risks of at least 1 per cent. of risk weighted assets (to be set by the competent authority). Entities are required to comply with the "combined buffer requirement" (broadly, the combination of the capital conservation buffer, the institution-specific counter-cyclical buffer and the higher of (depending on the institution) the systemic risk buffer, the G-SIIs buffer and the other systemically important institutions ("**O-SII**") buffer, in each case as applicable to the institution). Under the CRD V, where an institution is subject to a systemic risk buffer, that buffer will be cumulative with the applicable G-SIIs buffer or the other systemically important institution buffer.

While the capital conservation buffer and the G-SII buffer are mandatory, the Bank of Spain has greater discretion in relation to the counter-cyclical capital buffer, the O-SII buffer and the systemic risks buffer. The ECB also has the ability to provide certain recommendations in this respect.

As of the date of this Offering Circular, the Bank is required to maintain a conservation buffer of additional CET1 capital of 2.5 per cent. of risk weighted assets, a G-SII buffer of additional CET1 capital of 1 per cent. of risk weighted assets and a counter-cyclical capital buffer of additional CET1 capital of 0.1[2] per cent. of risk weighted assets. However, the Bank of Spain agreed on 24 June 2021 to maintain the countercyclical capital buffer applicable to credit exposures in Spain at 0 per cent. for the third quarter of 2021 (while percentages are to be revised each quarter, the Bank of Spain anticipated also the non-activation of the countercyclical capital buffer over a prolonged period, at least until the main economic and financial effects arising from the covid-19 outbreak have been dispelled).

Moreover, Article 104 of the CRD IV, as implemented by Article 68 of Law 10/2014, and similarly Article 16 of Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the ECB concerning policies relating to the prudential supervision of credit institutions (the "**SSM Regulation**"), also contemplate that in addition to the minimum Pillar 1 capital requirements and any applicable capital buffer, supervisory authorities may impose further Pillar 2 capital requirements to cover other risks, including those risks incurred by individual institutions due to their activities not considered to be fully captured by the minimum capital

[2] Due to the capital relief measures approved by the ECB in March 2020 that allow entites to partially use AT1 and T2 instruments to cover the Pillar 2 requirement, the Bank's CET1 Pillar 2 requirement is currently 0.84 per cent. In addition, its counter-cyclical buffer has been reduced to 0.01 per cent.

requirements under the CRD IV and CRR. This may result in the imposition of additional capital requirements on the Bank and/or the Group pursuant to this Pillar 2 framework. Any failure by the Bank and/or the Group to maintain its Pillar 1 minimum regulatory capital ratios and any Pillar 2 additional capital requirements could result in administrative actions or sanctions (including restrictions on discretionary payments), which, in turn, may have a material adverse impact on the Group's results of operations.

As clarified by the ECB in its "Frequently asked questions on the 2016 EU-wide stress test" (July 2016) and in accordance with Articles 104a and b of the CRD V, as implemented in Spain by Articles 69 and 69bis of Law 10/2014, the specific Pillar 2 capital will consist of two parts: Pillar 2 requirement and Pillar 2 guidance. Pillar 2 requirements are binding and breaches can have direct legal consequences for banks, while Pillar 2 guidance is not directly binding and a failure to meet Pillar 2 guidance does not automatically trigger legal action, even though the ECB expects banks to meet Pillar 2 guidance. Failure to comply with the Pillar 2 guidance is not relevant for the purposes of triggering the automatic restriction of distributions and calculation of the Maximum Distributable Amount (as defined below) but, in addition to certain other measures, competent authorities will be entitled to impose further Pillar 2 capital requirements where an institution repeatedly fails to follow the Pillar 2 capital guidance previously imposed.

The ECB is required to carry out, at least on an annual basis, assessments under the CRD IV of the additional Pillar 2 capital requirements that may be imposed for each of the European banking institutions subject to the Single Supervisory Mechanism (the "**SSM**") and accordingly requirements may change from year to year. Any additional capital requirement that may be imposed on the Bank and/or the Group by the ECB pursuant to these assessments may require the Bank and/or the Group to hold capital levels similar to, or higher than, those required under the full application of the CRD IV. There can be no assurance that the Group will be able to continue to maintain such capital ratios.

The EBA published on 19 December 2014 its final guidelines for common procedures and methodologies in respect of its supervisory review and evaluation process ("**SREP**" and the "**SREP EBA Guidelines**"). Included in this were the EBA's proposed guidelines for a common approach to determining the amount and composition of additional Pillar 2 capital requirements implemented on 1 January 2016. Under these guidelines, national supervisors must set a composition requirement for the Pillar 2 additional capital requirements to cover certain specified risks of at least 56 per cent. CET1 capital and at least 75 per cent. Tier 1 capital. In June 2021, the EBA launched a public consultation on its revised SREP EBA Guidelines which will run until 28 September 2021. Under Article 104(a) of CRD V, EU banks are directly allowed to meet Pillar 2 requirements with these minimum proportions of CET1 capital and tier 1 capital from January 2021. However, on 12 March 2020 in reaction to the covid-19 pandemic the ECB announced measures expected to provide capital relief to banks in support of the economy. These measures include the permission to (i) operate temporarily below the level of capital defined by Pillar 2 guidance, the "capital conservation buffer" and the liquidity coverage ratio (LCR) and (ii) bring forward the use of capital instruments that do not qualify as CET1 capital (for example Additional Tier 1 instruments and Tier 2 instruments) to meet Pillar 2 requirements.

In addition to the statements on using flexibility within accounting and prudential rules, such as those made by the Basel Committee, the EBA and the ECB, amongst others, the Quick Fix sets out exceptional temporary measures to alleviate the immediate impact of covid-19-related developments, by adapting the timeline of the application of international accounting standards on banks' capital, by treating more favourably public guarantees granted during this crisis, by postponing the date of application of the leverage ratio buffer, by setting a temporary prudential filter to mitigate the considerable negative impact of the volatility in central government debt markets during the covid-19 pandemic on institutions, by modifying the way of excluding certain exposures from the calculation of the leverage ratio, by advancing the date of application of several agreed measures that incentivise banks to finance employees, SMEs and infrastructure projects and by aligning the

minimum coverage requirements for NPLs that benefit from public guarantees with those that benefit from guarantees granted by official export credit agencies.

The SREP EBA Guidelines also contemplate that national supervisors should not set additional capital requirements in respect of risks which are already covered by capital buffer requirements and/or additional macro-prudential requirements; and, accordingly, the "combined buffer requirement" is in addition to the minimum Pillar 1 capital requirement and to the additional Pillar 2 capital requirement. Therefore capital buffers would be the first layer of capital to be eroded pursuant to the applicable stacking order, as set out in the "Opinion of the EBA on the interaction of Pillar 1, Pillar 2 and combined buffer requirements and restrictions on distributions" published on 16 December 2015. In this regard, under Article 141 of the CRD IV, Member States of the EU must require that an institution that fails to meet the "combined buffer requirement" will be prohibited from paying any "discretionary payments" (which are defined broadly by the CRD IV as payments relating to CET1, variable remuneration and discretionary pension benefits and distributions relating to Additional Tier 1 capital instruments), until it calculates its applicable restrictions and communicates them to the regulator. Thereafter, any such discretionary payments will be subject to such restrictions. The restrictions will be scaled according to the extent of the breach of the "combined buffer requirement" and calculated as a percentage of the profits of the institution since the last distribution of profits or discretionary payment. Such calculation will result in a "**Maximum Distributable Amount**" in each relevant period. As an example, the scaling is such that in the bottom quartile of the "combined buffer requirement", no "discretionary distributions" will be permitted to be paid. Articles 43 to 49 of Law 10/2014 and Chapter II of Title II of Royal Decree 84/2015 implement the above provisions in Spain. In particular, Article 48 of Law 10/2014 and Articles 73 and 74 of Royal Decree 84/2014 deal with restrictions on distributions. Furthermore, pursuant to the EU Banking Reforms, the calculation of the Maximum Distributable Amount, as well as consequences of, and pending, such calculation could also take place as a result of the breach of MREL (as defined below) and a breach of the leverage ratio buffer.

CRD V further clarifies that Pillar 2 requirements should be positioned in the relevant stacking order of own funds requirements above the Pillar 1 capital requirements and below the "combined buffer requirement" or the leverage ratio buffer requirement, as applicable. In addition, CRD V also clarifies that Pillar 2 requirements should be set in relation to the specific situation of an institution excluding macroprudential or systemic risks, but including the risks incurred by individual institutions due to their activities (including those reflecting the impact of certain economic and market developments on the risk profile of an individual institution) and it also allows the Pillar 2 requirements to be partially covered with Additional Tier 1 and Tier 2 capital instruments – the application of this measure having been brought forward in reaction to covid-19 pandemic, as explained above.

The Issuer announced on 11 December 2019 that it had received from the ECB its decision regarding prudential minimum capital requirements as of 1 January 2020[3], following the results of SREP. The ECB decision requires the Bank to maintain a CET1 ratio of at least 9.7 per cent. on a consolidated basis. The 9.7 per cent. CET1 capital requirement includes: the minimum Pillar 1 requirement (4.5 per cent.); the Pillar 2 requirement (1.5 per cent.); the capital conservation buffer (2.5 per cent.); the requirement deriving from its consideration as a G-SII (1.0 per cent.) and the counter-cyclical buffer (0.2 per cent.)[4]. The ECB decision also requires that the Bank maintains a CET1 ratio of at least 8.6 per cent. on an individual basis. Taking into account the Bank's consolidated and individual current capital levels, these capital requirements do not imply any limitations on distributions in the form of dividends, variable remuneration and payments to holders of the Issuer's AT1

[3] These capital requirements are applicable to 2021.

[4] Due to the capital relief measures approved by the ECB in March 2020 that allow entites to partially use AT1 and T2 instruments to cover the Pillar 2 requirement, the Bank's CET1 Pillar 2 requirement is currently 0.84 per cent. In addition, its counter-cyclical buffer has been reduced to 0.01 per cent.

instruments. As of 30 June 2021, the Bank's total capital ratio was 15.82 per cent. on a consolidated basis and the Bank's CET1 ratio[5] was 12.11 per cent. on a consolidated basis.

In addition to the above, the CRR also includes a requirement for institutions to calculate a leverage ratio ("**LR**"), report it to their supervisors and to disclose it publicly from 1 January 2015 onwards. More precisely, Article 429 of the CRR requires institutions to calculate their LR in accordance with the methodology laid down in that article. In January 2014, the Basel Committee finalised a definition of how the LR should be prepared and set an indicative benchmark (namely 3 per cent. of Tier 1 capital). Such 3 per cent. Tier 1 LR has been tested during a monitoring period until the end of 2017 although the Basel Committee had already proposed the final calibration at 3 per cent. Tier 1 LR. Accordingly, the CRR (as amended by the EU Banking Reforms) contains a binding 3 per cent. Tier 1 LR requirement, and which institutions must meet in addition and separately to their risk-based requirements from June 2021 onwards. The ECB announced on 18 June 2021 that institutions under its supervision may continue to exclude certain central bank exposures from the leverage ratio, as exceptional macroeconomic circumstances due to the covid-19 pandemic continue. The move extends until March 2022 the leverage ratio relief granted in September 2020, which was set to expire on 27 June 2021.

Moreover, the EU Banking Reforms include a leverage ratio buffer for G-SIIs to be met with Tier 1 capital and set at 50 per cent. of the applicable risk weighted G-SIIs buffer. Pursuant to new Article 141b of the CRD V and Article 48ter of Law 10/2014, G-SIIs shall also be obliged to determine their Maximum Distributable Amount and restrict discretionary payments where they do not meet the leverage ratio buffer under Article 92.1a of CRR. Due to the postponement of the application of the leverage ratio buffer by the Quick Fix restrictions on discretionary payments due to failure to meet the leverage ratio buffer will apply from 1 January 2023.

On 9 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 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, each resolution group within the G-SII. As of 2 July 2019, the FSB published its review of the technical implementation of the TLAC principles and term sheet concluding that, although further efforts are needed to implement the TLAC standard fully and effectively and to determine the appropriate group-internal distribution of TLAC resources across home and host jurisdictions, it sees no need to modify the TLAC standard at this time. The TLAC principles and term sheet established a minimum TLAC requirement to be determined individually for each G-SII at the greater of (a) 16 per cent. of risk weighted assets as of 1 January 2019 and 18 per cent. as of 1 January 2022, and (b) 6 per cent. of the Basel III Tier 1 leverage ratio exposure measure as of 1 January 2019, and 6.75 per cent. as of 1 January 2022. Under the FSB TLAC standard, capital buffers stack on top of TLAC.

Furthermore, Article 45 of the BRRD provides that Member States shall ensure that institutions meet, at all times, a minimum requirement for own funds and eligible liabilities ("**MREL**"). On 14 December 2016, the EBA published its final report on the implementation and design of the MREL framework where it stated that, although there was no need to change the key principles underlying the MREL regulations, certain changes would be necessary with a view to improve the technical soundness of the MREL framework and implement the TLAC standard as an integral component of the MREL framework.

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[5] Data calculated applying the IFRS 9 transitional arrangements, calculated in accordance with Article 473 bis of the CRR and subsequent modifications introduced by Regulation 2020/873 of the European Union.

One of the main objectives of the EU Banking Reforms was to implement the TLAC standard and to integrate the TLAC requirement into the general MREL rules (the "**TLAC/MREL Requirements**") thereby avoiding duplication from the application of two parallel requirements. As mentioned above, although TLAC and MREL pursue the same regulatory objective, there are, nevertheless, some differences between them in the way they are constructed. The EU Banking Reforms integrate the TLAC standard into the existing MREL rules and to ensure that both requirements are met with largely similar instruments, with the exception of the subordination requirement, which will be partially institution-specific and determined by the resolution authority. Under the EU Banking Reforms, institutions such as the Bank would continue to be subject to an institution-specific MREL requirement, which may be higher than the Pillar 1 TLAC/MREL Requirements for G-SIIs contained in the EU Banking Reforms.

The EU Banking Reforms have introduced limited adjustments to the existing MREL rules ensuring technical consistency with the structure of any requirements for G-SIIs. Implementation of the TLAC/MREL Requirements has been phased-in from 1 January 2019 (a 16 per cent. minimum TLAC requirement) to 1 January 2022 (a 18 per cent. minimum TLAC requirement).

According to new Article 16.a) of the BRRD, any failure by an institution to meet the "combined buffer requirement" when considered in addition to the applicable minimum TLAC/MREL Requirements is intended to be treated in a similar manner as a failure to meet the "combined buffer requirement" on top of its minimum regulatory capital requirements, i.e. a resolution authority will have the power to impose restrictions or prohibitions on discretionary payments by the Bank. The referred Article 16.a) of the BRRD includes a potential nine-month grace period whereby the resolution authority will assess on a monthly basis whether to exercise its powers, after such nine-month period the resolution authority is compelled to exercise its power to restrict discretionary payments (subject to certain limited exceptions). These restrictions have been implemented in Spain by means of Article 16bis of Law 11/2015.

The Bank announced on 28 November 2019 that it had received formal notification from the Bank of Spain of its binding minimum MREL requirement, both total and subordinated, for its resolution group at a sub-consolidated level, as determined by the European banking resolution authority (the "**Single Resolution Board**" or "**SRB**"). The total MREL requirement has been set at 16.81 per cent. of the resolution group's total liabilities and own funds, which as a reference of the resolution group's risk weighted assets at 31 December 2017 would be 28.60 per cent. and is equivalent to an amount at 31 December 2017 of €108,631.8 million. The subordination requirement has been set at 11.48 per cent. of the resolution group's total liabilities and own funds, which as a reference of this resolution group's risk weighted assets at 31 December 2017 would be 19.53 per cent. and is equivalent to an amount at 31 December 2017 of €74,187.57 million. These requirements apply since 1 January 2020. According to the Bank's estimates, the resolution group complies with this total MREL requirement and the subordination requirement. Future requirements are subject to ongoing review by the resolution authority.

Additionally, the Basel Committee is currently in the process of reviewing and issuing recommendations in relation to risk asset weightings which may lead to increased regulatory scrutiny of risk asset weightings in the jurisdictions who are members of the Basel Committee.

On 7 December 2017, the Basel Committee's oversight body, the Group of Central Bank Governors and Heads of Supervision ("**GHOS**") published the finalisation of the Basel III post-crisis regulatory reform agenda. This review of the regulatory framework covers credit, operational and credit valuation adjustment ("**CVA**") risks, introduces a floor to the consumption of capital by internal ratings-based methods ("**IRB**") and the revision of the calculation of the leverage ratio. The main features of the reform are: (i) a revised standard method for credit risk, which will improve the soundness and sensitivity to risk of the current method; (ii) modifications to the IRB methods for credit risk, including input floors to ensure a minimum level of conservatism in model parameters and limitations to its use for portfolios with low levels of noncompliance; (iii) regarding the CVA

risk, and in connection with the above, the removal of any internally modelled method and the inclusion of a standardised and basic method; (iv) regarding the operations risk, the revision of the standard method, which will replace the current standard methods and the advanced measurement approaches (AMA); (v) the introduction of a leverage ratio buffer for G-SIIs; and (vi) regarding capital consumption, it establishes a minimum limit on the aggregate results (output floor), which prevents the risk weighted assets of the banks generated by internal models from being lower than the 72.5 per cent. of the risk weighted assets that are calculated with the standard methods of the Basel III framework. In August 2019 the EBA advised the European Commission on the introduction of the output floor and concluded that the revised framework should be implemented by using the floored risk weighted assets as a basis for all the capital layers, including the systemic risk buffer and the Pillar 2 capital requirement, which would be relevant to the determination of whether or not a Trigger Event has occurred. A draft proposal from the European Commission is expected during the fourth quarter of 2021.

The GHOS have extended the implementation of the revised minimum capital requirements for market risk until January 2022, to coincide with the implementation of the reviews of credit, operational and CVA risks. More recently, on 27 March 2020, the GHOS informed that a set of measures to provide additional operational capacity for banks and supervisors to respond to the immediate financial stability priorities resulting from the impact of the coronavirus disease (covid-19) on the global banking system have been endorsed. Among such measures, the implementation date of the revised market risk framework was deferred by one year to 1 January 2023.

In this regard, there can be no assurance that the application of the existing regulatory requirements, standards or recommendations will not require the Bank to issue additional securities that qualify as own funds or eligible liabilities, to maintain a greater proportion of its assets in highly-liquid but lower-yielding financial instruments, to liquidate assets, to curtail business or to take any other actions, any of which may have a material adverse effect on the Group's business, results of operations and/or financial position.

EU fiscal and banking union

The project of achieving a European banking union was launched 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.

The banking union is expected to be achieved through new harmonised banking rules (the single rulebook) and a new 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 SSM and the SRM.

The SSM (comprised by both the ECB and the national competent authorities) is designed to assist in making the banking sector more transparent, unified and safer. In accordance with the SSM Regulation, the ECB fully assumed its new supervisory responsibilities within the SSM, in particular direct supervision of the largest European banks (including the Bank), on 4 November 2014.

The SSM represented a significant change in the approach to bank supervision at a European and global level, and resulted in the direct supervision by the ECB of the largest financial institutions, including the Bank, and indirect supervision of around 3,500 financial institutions and is now one of the largest in the world in terms of assets under supervision. In the coming years, the SSM is expected to continue working on the establishment of a new supervisory culture importing best practices from the 19 national competent authorities that are part of the SSM and promoting a level playing field across participating Member States. Several steps have already been taken in this regard such as the publication of the Supervisory Guidelines; the approval of the Regulation (EU) No 468/2014 of the ECB of 16 April 2014, establishing the framework for cooperation within the SSM between the ECB and national competent authorities and with national designated authorities (the "**SSM Framework Regulation**"); the approval of a Regulation (Regulation (EU) 2016/445 of the ECB of 14 March

2016 on the exercise of options and discretions available in Union law) and a set of guidelines on the application of CRR's national options and discretions, etc. In addition, the SSM represents an extra cost for the financial institutions that funds it through payment of supervisory fees.

The other main pillar of the EU banking union is the SRM, the main purpose of which is to ensure a prompt and coherent resolution of failing banks in Europe at minimum cost for the taxpayers and the real economy. The SRM Regulation establishes uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of the SRM and a SRF. Under the intergovernmental agreement ("**IGA**") signed by 26 EU member states on 21 May 2014, contributions by banks raised at national level were transferred to the SRF. The new SRB, which is the central decision-making body of the SRM, started operating on 1 January 2015 and has fully assumed its resolution powers on 1 January 2016. The SRB is responsible for managing the SRF and its mission is to ensure that credit institutions and other entities under its remit, which face serious difficulties, are resolved effectively with minimal costs to taxpayers and the real economy. From that date onwards, the SRF is also in place, funded by contributions from European banks in accordance with the methodology approved by the Council of the EU. The SRF is intended to reach a total amount of €55 billion by 2024 and to be used as a separate backstop only after an 8 per cent. bail-in of a bank's liabilities has been applied to cover capital shortfalls (in line with the BRRD).

In order to complete such banking union, a single deposit guarantee scheme is still needed, which may require a change to the existing European treaties. This is the subject of continued negotiation by European leaders to ensure further progress is made in European fiscal, economic and political integration.

Regulations adopted towards achieving a banking and/or fiscal union in the EU and decisions adopted by the ECB in its capacity as the Bank's main supervisory authority may have a material impact on the Group's business, financial condition and results of operations.

Moreover, regulations adopted on structural measures to improve the resilience of EU credit institutions may have a material impact on the Bank's business, financial condition, results of operations and prospects. These regulations, if adopted, may also cause the Group to invest significant management attention and resources to make any necessary changes.

General Data Protection Regulation

On 25 May 2018, the Regulation (EU) 2016/279 of the European Parliament and of the Council of 27 April 2016, on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "**General Data Protection Regulation**" or "**GDPR**") became directly applicable in all Member States of the EU. Spain has enacted the Organic Law 3/2018, of 5 December, on Data Protection and the safeguarding of digital rights which has repealed the Spanish Organic Law 15/1999, of 13 December, on data protection.

Although a number of basic existing principles have remained the same, the GDPR has introduced extensive new obligations on data controllers and rights for data subjects, as well as new fines and penalties for a breach of requirements, including fines for systematic breaches of up to the higher of 4 per cent. of annual worldwide turnover or €20 million and fines of up to the higher of 2 per cent. of annual worldwide turnover or € 10 million (whichever is highest) for other specified infringements.

The implementation of the GDPR has required substantial amendments to the Bank's procedures and policies. The changes have impacted, and could further adversely impact, the Bank's business by increasing its operational and compliance costs. Further, there is a risk that the measures may not be implemented correctly or that there may be partial non-compliance with the new procedures. If there are breaches of the GDPR obligations, the Bank could face significant administrative and monetary sanctions as well as reputational damage which could have a material adverse effect on the Bank's operations, financial condition and prospects.

Banking Reform in the UK

In accordance with the provisions of the Financial Services (Banking Reform) Act 2013, UK banking groups that hold significant retail deposits, including Santander UK, were required to separate or 'ring-fence' their retail banking activities from their wholesale banking activities by 1 January 2019.

Santander UK completed its ring-fencing plans in advance of the legislative deadline of 1 January 2019. However, given the complexity of the ringfencing regulatory regime and the material impact on the way Santander UK conducts its business operations in the UK, there is a risk that Santander UK may be found to be in breach of one or more ring-fencing requirements. This might occur, for example, if prohibited business activities are found to be taking place within the ring-fence, mandated retail banking activities are found being carried on in a UK entity outside the ring-fenced part of the group or Santander UK breached a PRA ringfencing rule. If Santander UK were found to be in breach of any of the ring-fencing requirements placed upon it under the ring-fencing regime, it could be subject to supervisory or enforcement action by the PRA, the consequences of which might include substantial financial penalties, imposition of a suspension or restriction on Santander UK's UK activities or, in the most serious of cases, forced restructuring of the UK group, entitling the PRA (subject to the consent of the UK Government) to require the sale of a Santander ring-fenced bank or other parts of the UK group.

The acquisition of Banco Popular has given rise to a wide range of litigation or other claims being filed that could have a material adverse effect on the Group.

The acquisition of Banco Popular, S.A. ("**Banco Popular**") by Banco Santander took place in execution of the resolution of the Steering Committee of the Spanish banking resolution authority ("**FROB**") of 7 June 2017, which adopted the measures required to implement the decision of the SRB for resolving Banco Popular.

Banco Popular's declaration of resolution, the cancellation and conversion of its capital instruments, and the subsequent transfer to Banco Santander of the shares resulting from that conversion through the resolution tool of selling the entity's business, all under the rules of the single resolution framework indicated above, have no precedent in Spain nor in any other EU member state. As a result, appeals, claims and actions have been filed against the resolutions of the SRB and the FROB and against Banco Santander (previously, also against Banco Popular and other Group entities) related to the acquisition of Banco Popular.

Additionally, since the acquisition of Banco Popular by Banco Santander, multiple affected parties have filed several claims and may file new claims in the future. It is not possible to predict the total amount of claims that could be presented by the former holders of shares and capital instruments (derived from the acquisition by investors of those shares and capital instruments of Banco Popular before the resolution, including in particular, and without limitation, the shares acquired in the context of the capital increase with pre-emptive subscription rights carried out in 2016), nor their economic implications (especially considering that the resolution decision in application of the new regulations is unprecedented, and that it is possible that future claims may not specify a specific amount, may allege new legal interpretations of the regulations, or involve a large number of parties).

The estimated cost of potential compensation to Banco Popular shareholders and bondholders recorded in the 2017 financial statements amounted to €680 million, of which €535 million were applied to the fidelity action. The provisions recorded are deemed sufficient to cover the risks associated with the legal claims that are taking place today. However, in the event that the Group is required to make additional payments, either with respect to claims already made with undetermined amounts, or any new claims, there could be a significant adverse effect on its results and financial situation.

Likewise, the Spanish Central Court No. 4 is currently conducting preliminary proceedings 42/2017, which are investigating, among other things, (i) the veracity of the prospectus in connection with the capital increase with pre-emptive subscription rights that was carried out by Banco Popular in 2016; and (ii) the alleged manipulation

in the share price of Banco Popular until the entity's resolution in June 2017. In this proceeding, Banco Santander could have possible subsidiary civil liability.

The Group is subject to potential action by any of its regulators or supervisors, particularly in response to customer complaints.

As noted above, the business and operations of the Group are subject to increasingly significant rules and regulations that are required to conduct banking and financial services business. These apply to business operations, affect financial returns, include reserve and reporting requirements, and prudential and conduct of business regulations. These requirements are set by the relevant central banks and regulatory authorities that authorize, 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, reports obtained from skilled persons, visits to firms and regular meetings with management to discuss issues such as performance, risk management and strategy. In general, these regulators have a more outcome-focused regulatory approach that involves more proactive enforcement and more punitive penalties for infringement. As a result, the Group faces increased supervisory scrutiny (resulting in increasing internal compliance costs and supervision fees), and in the event of a breach of its regulatory obligations the Group is likely to face more stringent regulatory fines. Some of the regulators are focusing intently on consumer protection and on conduct risk and will continue to do so. This has included a focus on the design and operation of products, the behaviour of customers and the operation of markets. Such a focus could result, for example, in usury regulation that could restrict the ability of the Group to charge certain levels of interest in credit transactions or in regulation that would prevent the Group from bundling products that it offers to its 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, product management and implementation, or to address problems identified with financial products. These problems may potentially cause significant detriment to consumers because of certain product features or governance flaws or distribution strategies. Such rules may prevent institutions from entering into product agreements with customers until such problems have been solved. Some of the regulatory regimes in the relevant jurisdictions in which the Group operates, requires the Group to be in compliance across all aspects of its business, including the training, authorization and supervision of personnel, systems, processes and documentation. If it fails to comply with the relevant regulations, there would be a risk of an adverse impact on its business from sanctions, fines or other actions imposed by the regulatory authorities. Customers of financial services institutions, including Group's customers, may seek redress if they consider that they have suffered loss 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 evolution of judgements by the relevant authorities, it is possible that an adverse outcome in some matters could harm the reputation of the Group or have a material adverse effect on its operating results, financial condition and prospects arising from any penalties imposed or compensation awarded, together with the costs of defending such an action, thereby reducing its profitability.

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

The preparation of the tax returns of the Group requires the use of estimates and interpretations of complex tax laws and regulations and is subject to review by tax authorities. The Group is subject to the income tax laws of Spain and the other jurisdictions in which it operates. These tax laws are complex and subject to different interpretations by the taxpayer and relevant governmental tax authorities, which are sometimes subject to

prolonged evaluation periods until a final resolution is reached. In establishing a provision for income tax expense and filing returns, the Group must make judgements and interpretations about the application of these inherently complex tax laws. If the judgement, estimates and assumptions the Group uses in preparing its tax returns are subsequently found to be incorrect, there could be a material adverse effect on Group's results of operations. In some jurisdictions, the interpretations of the tax authorities are unpredictable and frequently involve litigation, which introduces further uncertainty and risk as to tax expense.

The Group may not be able to detect or prevent money laundering and other financial crime activities fully or on a timely basis, which could expose it to additional liability and could have a material adverse effect on the Group.

The Group is required to comply with applicable anti-money laundering ("**AML**"), anti-terrorism, anti-bribery and corruption, sanctions and other laws and regulations applicable to it. These laws and regulations require the Group, among other things, to conduct full customer due diligence (including sanctions and politically-exposed person screening), keep its customer, account and transaction information up to date and have implemented financial crime policies and procedures detailing what is required from those responsible. The Group is also required to conduct AML training for its employees and to report suspicious transactions and activity to appropriate law enforcement following full investigation by Group's local AML team.

Financial crime has become the subject of enhanced regulatory scrutiny and supervision by regulators globally. AML, antiterrorism, anti-bribery and corruption and sanctions laws and regulations are increasingly complex and detailed. The Basel Committee is now introducing guidelines to strengthen the interaction and cooperation between prudential and AML or combating the financing of terrorism ("**CFT**") supervisors. Compliance with these laws and regulations requires automated systems, sophisticated monitoring and skilled compliance personnel.

The Group maintains updated policies and procedures aimed at detecting and preventing the use of its banking network for money laundering and other financial crime related activities. However, emerging technologies, such as cryptocurrencies and block-chain, could limit Group's ability to track the movement of funds. The ability of the Group to comply with the legal requirements depends on its capacity to improve detection and reporting capabilities and reduce variation in control processes and oversight accountability. These require implementation and embedding within its business effective controls and monitoring, which in turn requires on-going changes to systems and operational activities. Financial crime is continually evolving and, as noted, is subject to increasingly stringent regulatory oversight and focus. This requires proactive and adaptable responses from the Group so that the Group is able to deter threats and criminality effectively. 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 the Group may be used by other parties to engage in money laundering and other illegal or improper activities. In addition, the Group relies heavily on its employees to assist the Group by spotting such activities and reporting them, and its employees have varying degrees of experience in recognizing criminal tactics and understanding the level of sophistication of criminal organizations. Where the Group outsources any of its customer due diligence, customer screening or anti financial crime operations, it remains responsible and accountable for full compliance and any breaches. If the Group is unable to apply the necessary scrutiny and oversight of third parties to whom it outsources certain tasks and processes, there remains a risk of regulatory breach.

If the Group is unable to fully comply with applicable laws, regulations and expectations, regulators and relevant law enforcement agencies have the ability and authority to impose significant fines and other penalties on the Group, including requiring a complete review of its business systems, day-to-day supervision by external consultants and ultimately the revocation of Group's banking license.

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

The Brazilian Federal Public Prosecutor's Office, or "MPF," has charged one of the Group's officers in connection with the alleged bribery of a Brazilian tax auditor to secure favourable decisions in tax cases resulting in a claimed R$83 million (approximately US$25 million) benefit to the Group. On 23 October 2018, the officer was formally indicted and asked to present his defence. On 5 November 2018 the officer in question presented his defence. The proceedings are currently in course. We are not a party to these proceedings. We have voluntarily provided information to the Brazilian authorities and have relinquished the benefit of certain tax credits to which the allegations relate in order to show good faith.

In addition, while the Group reviews its relevant counterparties' internal policies and procedures with respect to such matters, it, to a large degree, relies upon its relevant counterparties to maintain and properly apply their own appropriate compliance procedures and internal policies. Such measures, procedures and internal policies may not be completely effective in preventing third parties from using its (and its relevant counterparties') services as a conduit for illicit purposes (including illegal cash operations) without the Group's (and its relevant counterparties') knowledge. If the Group is associated with, or even accused of being associated with, breaches of AML, anti-bribery, anti-terrorism, or sanctions requirements the Group's reputation could suffer and/or it could become subject to fines, sanctions and/or legal enforcement (including being added to 'black lists' that would prohibit certain parties from engaging in transactions with the Group), any one of which could have a material adverse effect on its operating results, financial condition and prospects.

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

See - '*The Group is subject to extensive regulation and regulatory and governmental oversight which could adversely affect its business, operations and financial condition'.*

Changes in taxes and other assessments may adversely affect the Group.

The legislatures and tax authorities in the tax jurisdictions in which the Group operates regularly enact reforms to the tax and other assessment regimes to which it and its customers are subject to. Such reforms include changes in tax rates and, occasionally, enactment of temporary taxes, the proceeds of which are earmarked for designated governmental purposes.

The effects of these changes and any 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 upon the business of the Group.

Liquidity and Funding Risks

Liquidity and funding risks are inherent in the Group's business and could have a material adverse effect on it.

Liquidity risk is the risk that the Group either does not have available sufficient financial resources to meet its obligations as they fall due or can secure them only 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 such as market dislocation, including as a result of the covid-19 pandemic. While the Group has in place liquidity management processes to seek to mitigate and control these risks as well as a model based on autonomous subsidiaries in terms of capital and liquidity which limits the possibility of contagion between the units of the Group,

unforeseen systemic market factors make it difficult to eliminate completely these risks. Constraints in the supply of liquidity, including in inter-bank lending, could materially and adversely affect the cost of funding of the Group's business, and extreme liquidity constraints may affect its current operations and its ability to fulfil regulatory liquidity requirements, as well as limit growth possibilities.

The cost of the Group to obtain funding is directly related to prevailing interest rates and to its credit spreads. Increases in interest rates and/or in its credit spreads can significantly increase the cost of its funding. Credit spreads variations are market-driven and may be influenced by market perceptions of creditworthiness of the Group. Changes in interest rates and in the credit spreads of the Group occur continuously and may be unpredictable and highly volatile.

The Group relies, and will continue to rely, primarily on retail deposits to fund lending activities. The ongoing availability of this type of funding is sensitive to a variety of factors beyond the Group's control, such as general economic conditions and the confidence of retail depositors in the economy and in the financial services industry, and the availability and extent of deposit guarantees, as well as competition for deposits between banks or with other products, such as mutual funds. Any of these factors could significantly increase the amount of retail deposit withdrawals in a short period of time, thereby reducing the ability of the Group to access retail deposit funding on appropriate terms, or at all, in the future. If these circumstances were to arise, this could have a material adverse effect on the operating results of the Group, financial condition and prospects.

Central banks have taken extraordinary measures to increase liquidity in the financial markets as a response to the financial crisis and the covid-19 crisis. If current facilities were rapidly removed or significantly reduced, this could have an adverse effect on the ability of the Group to access liquidity and on the Group's funding costs.

Additionally, the activities of the Group could be adversely impacted by liquidity tensions arising from generalized drawdowns of committed credit lines to the customers of the Group.

The Group cannot assure that in the event of a sudden or unexpected shortage of funds in the banking system, the Group will be able to maintain levels of funding without incurring high funding costs, a reduction in the term of funding instruments or the liquidation of certain assets. If this were to happen, the Group could be materially adversely affected.

Finally, the implementation of internationally accepted liquidity ratios might require changes in business practices that affect the profitability of the Group. The liquidity coverage ratio ("**LCR**") is a liquidity standard that measures if banks have sufficient high-quality liquid assets to cover expected net cash outflows over a 30-day liquidity stress period. At 31 December 2020, the LCR ratio of the Group was 168 per cent., above the 100 per cent. minimum requirement. The net stable funding ration ("**NSFR**") provides a sustainable maturity structure of assets and liabilities such that banks maintain a stable funding profile in relation to their activities. At the end of 2020, the NSFR ratio of the Group stood at 120 per cent. for the Group and over 100 per cent. for all of the Group's main subsidiaries.

Credit, market and liquidity risk may have an adverse effect on the credit ratings of the Group and its cost of funds. Any downgrade in the credit rating of the Group would likely increase its cost of funding, require the Group to post additional collateral or take other actions under some of its derivative and other contracts and adversely affect its interest margins and results of operations.

Credit ratings affect the cost and other terms upon which the Group is able to obtain funding. Rating agencies regularly evaluate the Group, and their ratings of its debt are based on a number of factors, including its financial strength and conditions affecting the financial services industry. In addition, due to the methodology of the main rating agencies, the credit rating of the Group is affected by the rating of Spanish sovereign debt. If Spain's

sovereign debt is downgraded, the credit rating of the Group would also likely be downgraded by an equivalent amount.

Any downgrade in the Group's debt credit ratings would likely increase its borrowing costs and require the Group to post additional collateral or take other actions under some of its derivative and other contracts, and could limit the Group's access to capital markets and adversely affect its commercial business. For example, a ratings downgrade could adversely affect the ability of the Group to sell or market some of its products, engage in certain longer-term and derivatives transactions and retain the Group's customers, particularly customers who need a minimum rating threshold in order to invest. In addition, under the terms of certain of the derivative contracts and other financial commitments of the Group, the Group may be required to maintain a minimum credit rating or terminate such contracts or require the posting of collateral. Any of these results of a ratings downgrade could reduce the liquidity of the Group and have an adverse effect on it, including on its operating results and financial condition.

The Group has the following ratings by the major rating agencies:

Rating agency	Long	Short	Last report date	Outlook
Banco Santander				
Fitch Ratings (1)	A-	F2	June 2021	Stable
Moody's (2)	A2	P-1	July 2021	Stable
Standard & Poor's (3)	A	A-1	June 2021	Stable
DBRS (4)	A (High)	R-1 (Medium)	October 2020	Stable
Santander UK plc				
Fitch Ratings (1)	A+	F1	September 2020	Negative
Moody's (2)	A1	P-1	October 2020	Stable
Standard & Poor's (3)	A	A-1	June 2020	Negative
Banco Santander (Brasil), S.A.				
Moody's (2)	Ba1	-	December 2020	Stable
Standard & Poor's (3)	BB-	B	August 2020	Stable

(1) Fitch Ratings Ireland Limited (Fitch Ratings).
(2) Moody's Investor Service Spain, S.A. (Moody's).
(3) S&P Global Ratings Europe Limited (Standard & Poor's).
(4) DBRS Ratings Limited (DBRS).

The Group conducts substantially all of its material derivative activities through Banco Santander and Santander UK. The Group estimates that as of 31 December 2020, if all the rating agencies were to downgrade Banco Santander's long-term senior debt ratings by one notch the Group would be required to post up to €85 million in additional collateral pursuant to derivative and other financial contracts. A hypothetical two-notch downgrade would result in a further requirement to post up to €258 million in additional collateral. The Group estimates that as of 31 December 2020, 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 contractual outflows from Santander UK's total liquid assets of GBP 1.5 billion 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 outflow of GBP 1.9 billion of cash and collateral under secured funding and derivatives contracts.

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, including market conditions at the time of any downgrade, whether any downgrade of the Group's long-term credit rating precipitates downgrades to its short-term credit rating, and assumptions about the potential behaviours of various customers, investors and counterparties. Actual outflows could be higher or lower than the preceding hypothetical examples, depending upon certain factors including which credit rating agency downgrades the credit rating of the Group, any management or restructuring actions that could be taken to reduce cash outflows and the potential liquidity impact from loss of unsecured funding (such as from money market funds) or loss of secured funding capacity. Although unsecured and secured funding stresses are included in the stress testing scenarios of the Group and a portion of its total liquid assets is held against these risks, a credit rating downgrade could still have a material adverse effect on the Group.

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

There can be no assurance that the rating agencies will maintain the current ratings or outlooks. In general, the future evolution of the Group's ratings is linked, to a large extent, to the macroeconomic outlook and to the impact of the covid-19 pandemic (including, for example, a new wave, new lockdowns, etc.) on the asset quality, profitability and capital of the Group. Failure to maintain favourable ratings and outlooks could increase the cost of funding of the Group and adversely affect interest margins, which could have a material adverse effect on the Group.

Credit Risks

The credit quality of the loan portfolio of the Group may deteriorate and the Group's loan loss reserves could be insufficient to cover its loan losses, which 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 to a wide range of the businesses of the Group. Non-performing or low credit quality loans have in the past negatively impacted the Group's results of operations and could do so in the future. In particular, the amount of the reported non-performing loans of the Group may increase in the future as a result of growth in the Group's total loan portfolio, including as a result of loan portfolios that the Group may acquire in the future (the credit quality of which may turn out to be worse than it had anticipated), or factors beyond the Group's control, such as adverse changes in the credit quality of its borrowers and counterparties or a general deterioration in economic conditions in the regions where the Group operates or in global economic and political conditions, including as a result of the covid-19 pandemic. In response to covid-19, with the purpose of helping the customers of the Group from the credit perspective and foster their economic resilience, the Group has implemented several actions, including (i) providing liquidity and credit facilities to customers facing hardship; (ii) granting payment deferrals in outstanding loans under the EBA Guidelines on moratoria; (iii) focus credit risk management on those economic sectors more affected by the pandemic; (iv) focus on the collections & recoveries readiness across the Group; and (v) quantifying the provisions overlay on the expected credit losses as a result of the macroeconomic shock. If the Group was unable to control the level of its non-performing or poor credit quality loans, this could have a material adverse effect on the Group.

The loan loss reserves of the Group are based on its current assessment of and expectations concerning various factors affecting the quality of its loan portfolio. These factors include, among other things, the financial condition of the borrowers of the Group, repayment abilities and repayment intentions, the realizable value of

any collateral, the prospects for support from any guarantor, government macroeconomic policies, interest rates and the legal and regulatory environment. Because many of these factors are beyond the Group's control and there is no infallible method for predicting loan and credit losses, the Group cannot assure that its current or future loan loss reserves will be sufficient to cover actual losses. If the Group's assessment of and expectations concerning the above mentioned factors differ from actual developments, if the quality of its total loan portfolio deteriorates, for any reason, or if the future actual losses exceed the estimates of expected losses of the Group, it may be required to increase its loan loss reserves, which may adversely affect the Group. Additionally, in calculating the Group's loan loss reserves, the Group employs qualitative tools and statistical models which may not be reliable in all circumstances and which are dependent upon data that may not be complete. For further details regarding the risk management policies of the Group, see risk factor entitled *'Failure to successfully implement and continue to improve the risk management policies of the Group, procedures and methods, including its credit risk management system, could materially and adversely affect it, and the Group may be exposed to unidentified or unanticipated risks'*.

On 31 December 2020, the credit risk of the Group (which includes gross loans and advances to customers, guarantees and documentary credits) amounted to €989,456 million (compared to €1,016,507 million as of 31 December 2019).

The loan portfolio of the Group is mainly located in Europe (in particular, Spain and the UK), North America (in particular, the United States) and South America (in particular, Brazil). At 31 December 2020, Europe accounted for 74 per cent. of the Group's total loan portfolio (Spain accounted for 21 per cent. of its total loan portfolio and the UK, where the loan portfolio consists primarily of residential mortgages, accounted for 28 per cent.), North America accounted for 13 per cent. (of which the United States represents 10 per cent. of its total loan portfolio) and South America accounted for 12 per cent. (Brazil represents 7 per cent. of its total loan portfolio). Accordingly, the recoverability of these loan portfolios in particular, and the ability of the Group to increase the amount of loans outstanding and its results of operations and financial condition in general, are dependent to a significant extent on the level of economic activity in Europe (in particular, Spain and the UK), North America and South America.

Mortgage loans are one of the Group's principal assets, comprising 44 per cent. of its loan portfolio as of 31 December 2020. The exposure of the Group is concentrated in residential mortgage loans, especially in Spain and the UK. If Spain or the UK returned to situations of economic stagnation, persistent housing oversupply, decreased housing demand, rising unemployment, subdued earnings growth, greater pressure on disposable income, a decline in the availability of mortgage finance or continued global markets volatility, home prices could decline, while mortgage delinquencies and forbearances could increase. At 31 December 2020, the NPL ratio of residential mortgage loans for the Group in Spain and the UK was 2.96 per cent. and 0.99 per cent., respectively.

At 31 December 2020 the total Group NPL ratio stood at 3.21 per cent. as compared to 3.32 per cent. at 31 December 2019. Coverage as of 31 December 2020 was 76.4 per cent. as compared to 67.9 per cent. a year earlier. The Group can provide no assurance that the Group NPL ratio will not increase as a result of the aforementioned and other factors. High unemployment rates, coupled with declining real estate prices, could have a material adverse impact on the mortgage payment delinquency rates of the Group, which in turn could have a material adverse effect on the Group's business, financial condition and results of operations.

Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss (net) in 2020 was €12,382 million, a 32 per cent. increase as compared to 2019 mainly due to expected credit losses arising from the covid-19 pandemic.

At 31 December 2020, the gross amount of the Group's refinancing and restructuring operations was €29,159 million (3.1 per cent. of total gross loans and credits), of which €12,728 million have real estate collateral. At

the same date, the net amount of non-current assets held for sale amounted €4,445 million; €4,081 million of which were foreclosed assets, with a coverage ratio of 48 per cent. on the gross amount of these assets.

The value of the collateral securing the loans of the Group may not be sufficient, and the Group may be unable to realize the full value of the collateral securing its loan portfolio.

The value of the collateral securing the loan portfolio of the Group may fluctuate or decline due to factors beyond its control, including as a result of the covid-19 pandemic and macroeconomic factors affecting Europe, North American countries and South American countries. The value of the collateral securing its loan portfolio may be adversely affected by force majeure events, such as natural disasters, particularly in locations where a significant portion of its loan portfolio is composed of real estate loans. The Group may also not have sufficiently recent information on the value of collateral, which may result in an inaccurate assessment for impairment losses of its loans secured by such collateral. If any of the above were to occur, the Group may need to make additional provisions to cover actual impairment losses of its loans, which may materially and adversely affect its results of operations and financial condition.

At 31 December 2020, 44 per cent. of the Group's loans and advances to customers have property collateral while 21 per cent. have other types of collateral (securities, pledges and others).

In addition, auto industry technology changes, accelerated by environmental rules, could affect the auto consumer business of the Group in the EU and the United States (the "**US**"), particularly residual values of leased vehicles, which could have a material adverse effect on its operating results, financial condition and prospects.

The Group is subject to counterparty risk in its banking business.

The Group is exposed to counterparty risk in addition to credit risks 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 executing 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 transacts with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual funds, hedge funds and other institutional clients. Defaults by, and even rumours or questions about the solvency of, certain financial institutions and the financial services industry generally have led to market-wide liquidity problems and could lead to losses or defaults by other institutions. Many of the routine transactions the Group enters into expose it to significant credit risk in the event of default by one of its significant counterparties.

Market Risks

The Group's financial results are constantly exposed to market risk. The Group is subject to fluctuations in interest rates and other market risks, which may materially and adversely affect the Group and its profitability.

The covid-19 pandemic has caused high market volatility which may materially and adversely affect the Group and its trading and banking book.

Market risk refers to the probability of variations in the Group's interest income / (charges) or in the market value of its assets and liabilities due to volatility of interest rate, inflation, exchange rate or equity price. Changes in interest rates affect the following areas, among others, of the business of the Group:

- interest income / (charges);

- the volume of loans originated;
- credit spreads;
- the market value of its securities holdings;
- the value of its loans and deposits; and
- the value of its 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 the interest earned on the assets and the interest paid on the borrowings of the Group, thereby affecting its interest income / (charges), which comprises the majority of its revenue, reducing the growth rate of the Group and potentially resulting in losses. In addition, costs in which the Group incurs as it implements strategies to reduce interest rate exposure could increase in the future (which, in turn, will impact the results of the Group).

Increases in interest rates may reduce the volume of loans that the Group originates. Sustained high interest rates have historically discouraged customers from borrowing and have resulted in increased delinquencies in outstanding loans and deterioration in the quality of assets. Increases in interest rates may reduce the value of the financial assets of the Group and may reduce gains or require the Group to record losses on sales of its 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 of the interest-bearing deposit products of the Group have been priced at or near zero or negative, limiting its ability to further reduce rates and thus negatively impacting its 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 the interest income / (charges) of the Group, which will impact its results.

The Group is also exposed to foreign 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 the earnings and value of the assets and securities of the Group.

The Group is also exposed to equity price risk in 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 its investment and trading portfolios. The volatility of world equity markets due to the continued economic uncertainty and sovereign debt crisis has had a particularly strong impact on the financial sector. Continued volatility may affect the value of the investments of the Group in equity securities and, depending on their fair value and future recovery expectations, could become a permanent impairment which would be subject to write-offs against its results.

Variations in the interest income / (charges) of the Group

At 31 December 2020, risk on net interest income over a one year period, measured as the sensitivity to parallel changes in the worst-case scenario of ± 100 basis points, was concentrated in Europe in the euro, at €191 million; the Polish zloty, at €66 million; the British pound at €25 million; and the US dollar, at €19 million, all related to risks of rate cuts. In North America the risk was mainly located in the US (€61 million) while in South America it was mainly found in Chile (€80 million) and Brazil (€68 million).

Variations in the market value of the assets and liabilities of the Group

The market risk in relation to the change in the market value of the assets and liabilities of the Group refers to the loss of value of assets or increase in the value of liabilities due to fluctuations in their prices in the markets

where those assets or liabilities are traded, or even if not traded, in the value that a third party outside the Group would be willing to offer in a hypothetical transaction.

The standard methodology that the Group applies for risk management is Value at Risk (VaR), which measures the maximum expected loss within a certain confidence level and time frame.

In relation to structural balance sheet risks:

- At 31 December 2020, the maximum expected loss in the value of assets and liabilities due to variations in interest rate was €345.5 million (€629.7 million and €319.5 million at 31 December 2019 and 2018, respectively), measured with a VaR confidence level of 99 per cent. and a temporary horizon of one day.
- At 31 December 2020, the maximum expected loss in the value of assets and liabilities due to variations in exchange rate was €502.6 million (€331.7 million and €324.9 million at 31 December 2019 and 2018, respectively), measured with a VaR confidence level of 99 per cent. and a temporary horizon of one day.
- At 31 December 2020, the maximum expected loss in the value of assets and liabilities due to variations in equity portfolio was €318.5 million (€169.8 million and €180.1 million at 31 December 2019 and 2018, respectively), measured with a VaR confidence level of 99 per cent. and a temporary horizon of one day.

In relation to the trading portfolio, the Santander Corporate & Investment Banking segment VaR closed December 2020 with €8.3 million.

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

The Group is subject to market, operational and other related risks associated with its derivative transactions that could have a material adverse effect on the Group.

The Group enters into derivative transactions for trading purposes as well as for hedging purposes. The Group 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 derivative transactions differ by country. In addition, the execution and performance of these transactions depend on the ability of the Group to maintain adequate control and administration systems. Moreover, its ability to adequately monitor, analyse and report derivative 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 on the Group.

At 31 December 2020, the notional value of the trading derivatives in the books of the Group amounted to €5,830,329 million (with a market value of €67,137 million of debit balance and €64,469 million of credit balance).

At 31 December 2020, the nominal value of the hedging derivatives in the books of the Group within its financial risk management strategy and with the aim of reducing asymmetries in the accounting treatment of its operations amounted to €360,626 million (with market value of €8,325 million in assets and €6,869 million in liabilities).

Market conditions have resulted and could result in material changes to the estimated fair values of the Group's financial assets. Negative fair value adjustments could have a material adverse effect on its operating results, financial condition and prospects.

In the past, 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 credit spreads, including as a result of the covid-19 pandemic. The Group has material exposures to securities, loans and other investments that are recorded at fair value and are therefore exposed to potential negative fair value adjustments. Asset valuations in future periods, reflecting then-prevailing market conditions, may result in negative changes in the fair values of the financial assets of the Group and these may also translate into increased impairments. In addition, the value ultimately realized by the Group on disposal may be lower than the current fair value. Any of these factors could require the Group to record negative fair value adjustments, which may have a material adverse effect on its operating results, financial condition or prospects.

In addition, to the extent that fair values are determined using financial valuation models, such values may be inaccurate or subject to change, as 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, its valuation methodologies require the Group to make assumptions, judgements and estimates in order to establish fair value, and reliable assumptions are difficult to make and are inherently uncertain and valuation models are complex, making them inherently imperfect predictors of actual results. Any consequential impairments or write-downs could have a material adverse effect on the operating results, financial condition and prospects of the Group.

Risks related to the industry of the Group

Goodwill impairments may be required in relation to acquired businesses.

The Group has made business acquisitions in recent years and may make further acquisitions in the future. It is possible that the goodwill which has been attributed, or may be attributed, to these businesses may have to be written-down if Group's valuation assumptions are required to be reassessed as a result of any deterioration in their underlying profitability, asset quality and other relevant matters. Impairment testing in respect of goodwill is performed annually, or more frequently if there are impairment indicators present, and comprises a comparison of the carrying amount of the cash-generating unit with its recoverable amount. Goodwill impairment does not, however, affect the regulatory capital of the Group. In 2019 the Group recognized an impairment of goodwill of €1,491 million in Santander UK. In 2020, considering the economic and business environment resulting from covid-19, the Group recognized an impairment of goodwill of €10,100 million (of which €6,101 million corresponded to Santander UK, €1,192 million to Santander Bank Polska, €1,177 million to Santander Bank, National Association, €1,153 million to Santander Consumer USA, and €277 million to Santander Consumer Nordics).

Changes in the pension liabilities and obligations of the Group could have a material adverse effect on it.

The Group provides retirement benefits for many of its former and current employees through a number of defined benefit pension plans. The Group calculates the amount of its defined benefit obligations using actuarial techniques and assumptions, including mortality rates, the rate of increase of salaries, discount rates, inflation, the expected rate of return on plan assets, and others. The accounting and disclosures are based on IFRS-IASB and on those 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 condition of the pension funds of the Group. Because pension obligations are generally long term obligations, fluctuations in interest rates have a material impact on the projected costs of its defined benefit obligations and therefore on the amount of pension expense that it accrues.

Any increase in the current size of the funding deficit in the defined benefit pension plans of the Group could result in the Group having to make increased contributions to reduce or satisfy the deficits, which would divert resources from use in other areas of its business. Any such increase may be due to certain factors over which the Group has no or limited control. Increases in its pension liabilities and obligations could have a material adverse effect on its business, financial condition and results of operations.

At 31 December 2020, the provision for pensions and other obligations of the Group amounted to €5,727 million.

The Group depends in part upon dividends and other funds from subsidiaries.

Some of the operations of the Group are conducted through its financial services subsidiaries. As a result, its ability to pay dividends, to the extent the Group decides to do so, depends in part on the ability of its subsidiaries to generate earnings and to pay dividends. Payment of dividends, distributions and advances by the subsidiaries of the Group will be contingent upon their earnings and business considerations and is or may be limited by legal, regulatory and contractual restrictions. For instance, the repatriation of dividends from its Argentinian subsidiaries have been subject to certain restrictions. Currently, distribution of results by such subsidiaries is suspended until 31 December 2021. Additionally, the right of the Group to receive any assets of any of its subsidiaries as an equity holder of such subsidiaries upon their liquidation or reorganization will be effectively subordinated to the claims of its subsidiaries' creditors, including trade creditors. The Group also has to comply with increased capital requirements, which could result in the imposition of restrictions or prohibitions on discretionary payments including the payment of dividends and other distributions to the Group by its subsidiaries. For instance, the ECB adopted on 27 March 2020 its Recommendation ECB 2020/19, recommending banks not to pay dividends or buy back shares during the covid-19 pandemic until at least 1 October 2020. On 28 July 2020, the ECB extended this recommendation until 1 January 2021. On 15 December 2020, the ECB issued its recommendation 2020/62 on dividend distributions during the covid-19 pandemic and repealing its previous recommendation on this matter, by which it recommended that banks under the scope of its direct supervision exercise extreme prudence on dividends and share buy-backs. The ECB asked the banks to consider not distributing any cash dividends or conducting share buy-backs, or to limit such distributions until 30 September 2021. Given the persisting uncertainty over the economic impact of the covid-19 pandemic, the ECB also considered that it would not be prudent for credit institutions to consider making a distribution and share buy-backs amounting to more than 15 per cent. of their accumulated profit for the financial years 2019 and 2020, or more than 20 basis points in terms of the CET1 ratio, whichever is lower. Lastly, on 23 July 2021, the ECB decided in Recommendation 2021/31 not to extend these restrictions beyond 30 September 2021 given the rebound and its aim to reduce uncertainty and it has reinstated the pre-pandemic supervisory practices.

In relation to the UK, on 31 March 2020, the Prudential Regulation Authority (the "**PRA**") at the Bank of England sent a letter to Santander UK requesting to suspend the payment of dividends until the end of 2020. On 10 December 2020, the PRA published its statement on capital distributions by large UK banks, on which it stated that there was scope for banks to recommence some distributions should their boards choose to do so, within an appropriately prudent framework. In connection with full-year 2020 results, the PRA considers that distributions should not exceed the highest of 20 basis points of Risk Weight Assets ("**RWAs**") at the end of 2020 or 25 per cent. of cumulative eight-quarter profits covering 2019 and 2020 after deducting prior shareholder distributions over that period. Dividend income from Santander UK Group Holdings Ltd in 2020 amounted to €186 million.

To the extent that these recommendations, or other similar measures that may be taken by supervisors from other geographies, are applied by some of the subsidiaries of the Group, it could have a material adverse effect on its business, financial condition and results of operations.

At 31 December 2020, dividend income for Banco Santander, S.A. represented 49 per cent. of its total income.

Increased competition, including from non-traditional providers of banking services such as financial technology providers, and industry consolidation may adversely affect the results of operations of the Group.

The Group faces substantial competition in all parts of its business, including in payments, in originating loans and in attracting deposits. The competition in originating loans comes principally 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 the Group must now compete. There can be no assurance that this increased competition will not adversely affect its growth prospects, and therefore its 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 Internet search engines may offer and/or increase their offerings 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, marketing and other 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 services with unique product or service offerings 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 offerings to changing banking industry trends, including technological changes, its business may be adversely affected. In addition, the failure of the Group to effectively anticipate or adapt to emerging technologies or changes in customer behaviour, including among younger customers, could delay or prevent its access to new digital-based markets, which would in turn have an adverse effect on its competitive position and business. Furthermore, the widespread adoption of new technologies, including distributed ledger, artificial intelligence and/or biometrics, to provide services such as cryptocurrencies and payments, could require substantial expenditures to modify or adapt the existing products and services of the Group as it continues to grow its Internet and mobile banking capabilities. Its customers may choose to conduct business or offer products in areas that may be considered speculative or risky. Such new technologies and mobile banking platforms in recent years could negatively impact the value of the investments of the Group in bank premises, equipment and personnel for its branch network. The persistence or acceleration of this shift in demand towards Internet and mobile banking may necessitate changes to its retail distribution strategy, which may include closing and/or selling certain branches and restructuring the remaining branches and work force of the Group. These actions could lead to losses on these assets and may lead to increased expenditures to renovate, reconfigure or close a number of its remaining branches or to otherwise reform its retail distribution channel. Furthermore, if the Group fails to swiftly and effectively implement such changes to its distribution strategy could have an adverse effect its competitive position.

In particular, the Group faces the challenge to compete in an ecosystem where the relationship with the consumer is based on access to digital data and interactions. This access is increasingly dominated by digital platforms who are already eroding its results in very relevant markets such as payments. This privileged access to data can be used as a leverage to compete with the Group in other adjacent markets and may reduce its operations and margins in core businesses such as lending or wealth management. The alliances that its

competitors are starting to build with Bigtechs can make it more difficult for the Group to successfully compete with them and could adversely affect it.

Increasing competition could also require that the Group increases its rates offered on deposits or lower the rates it charges on loans, which could also have a material adverse effect on the Group, including its profitability. It may also negatively affect its business results and prospects by, among other things, limiting its ability to increase its customer base and expand its operations and increasing competition for investment opportunities.

If the customer service levels of the Group were perceived by the market to be materially below those of its competitor financial institutions, the Group could lose existing and potential business. If the Group 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, which could have a material adverse effect on the Group's operating results, financial condition and prospects.

If the Group is unable to manage the growth of its operations or to integrate successfully its inorganic growth, this could have an adverse impact on its 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 its businesses. From time to time, the Group evaluates acquisition and partnership opportunities that it believes offer additional value to its shareholders and are consistent with its business strategy. However, the Group 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 its successful integration of those businesses. Any such integration entails significant risks such as unforeseen difficulties in integrating operations and systems, unexpected liabilities or contingencies relating to the acquired businesses, including legal claims and delivery and execution risks. The Group can give no assurances that its expectations with regards to integration and synergies will materialize. It also cannot provide assurance that the Group will, in all cases, be able to manage its growth effectively or deliver its strategic growth objectives. Challenges that may result from its strategic growth decisions include the ability of the Group to:

- manage efficiently the operations and employees of expanding businesses;
- maintain or grow its existing customer base;
- assess the value, strengths and weaknesses of investment or acquisition candidates, including local regulation that can 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 to an 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 its operating results, financial condition and prospects. In addition, any acquisition or venture could result in the loss of key employees and inconsistencies in standards, controls, procedures and policies.

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

The Group may not effectively manage risks associated with the replacement or reform of benchmark indices.

Interest rate, equity, foreign exchange rate and other types of indices which are deemed to be "benchmarks", including those in widespread and long-standing use, have been the subject of ongoing international, national and other regulatory scrutiny and initiatives and proposals for reform. Some of these reforms are already effective while others are still to be implemented or are under consideration. These reforms may cause benchmarks to perform differently than in the past, or to disappear entirely, or have other consequences, which cannot be fully anticipated.

Any of the benchmark reforms which have been proposed or implemented, or the general increased regulatory scrutiny of benchmarks, could also increase the costs and risks of administering or otherwise participating in the setting of such benchmarks and complying with regulations or requirements relating to them. Such factors may have the effect of discouraging market participants from continuing to administer or contribute to certain benchmarks, trigger changes in the rules or methodologies used in certain benchmarks or lead to the disappearance of certain benchmarks.

Any of these developments, and any future initiatives to regulate, reform or change the administration of benchmarks, could result in adverse consequences to the return on, value of and market for loans, mortgages, securities, derivatives and other financial instruments whose returns are linked to any such benchmark, including those issued, funded or held by Banco Santander.

Various regulators, industry bodies and other market participants in the US and other countries have worked to develop, introduce and encourage the use of alternative rates to replace certain benchmarks. A transition away from the widespread use of certain benchmarks to alternative rates has begun and will continue over the course of the next few years. There is no assurance that these new rates will be accepted or widely used by market participants, or that the characteristics of any of these new rates will be similar to, or produce the economic equivalent of, the benchmarks that they seek to replace. If a particular benchmark were to be discontinued and an alternative rate has not been successfully introduced to replace that benchmark, this could result in widespread dislocation in the financial markets, engender volatility in the pricing of securities, derivatives and other instruments, and suppress capital markets activities, all of which could have adverse effects on Banco Santander's results of operations. In addition, the transition of a particular benchmark to a replacement rate could affect hedge accounting relationships between financial instruments linked to that benchmark and any related derivatives, which could adversely affect Banco Santander's results.

On 27 July 2017, the Chief Executive of the UK Financial Conduct Authority (the "**FCA**"), which regulates the London interbank offered rate (LIBOR), announced that the FCA will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021. On 5 March 2021, the FCA announced the future cessation or loss of representativeness of the LIBOR benchmark settings currently published by ICE Benchmark Administration Limited ("**IBA**"). Pursuant to the latest FCA announcement, publication of (i) all euro LIBOR and Swiss franc LIBOR settings, the spot next, 1-week, 2-month and 12-month Japanese yen LIBOR settings, the overnight, 1-week, 2-month and 12-month sterling LIBOR settings, and the 1-week and 2-month US dollar LIBOR settings will cease immediately after 31 December 2021 and (ii) the overnight and 12-month US dollar LIBOR settings will cease immediately after 30 June 2023. In relation to the remaining LIBOR settings (that is, the 1-month, 3-month and 6-month sterling, US dollar and Japanese yen LIBOR settings), the FCA will consult or continue to consider the case for using its proposed powers to require IBA to continue publishing these settings on a 'synthetic' basis, though publication of the 1-month, 3-month and 6-month Japanese yen LIBOR settings would cease permanently at the end of 2022. Nevertheless, the FCA confirmed that, even if it does require IBA to continue publishing any of these nine remaining LIBOR settings on a 'synthetic' basis, such settings will no longer be representative of the underlying market and the economic

reality that such settings are intended to measure and representativeness will not be restored. Therefore, after 31 December 2021 (or 30 June 2023 in relation to the overnight, 1-month, 3-month, 6-month and 12-month US dollar LIBOR settings) all LIBOR settings will either cease to be provided by any administrator or no longer be representative.

The Bank of England is publishing a reformed Sterling Overnight Index Average (SONIA), comprised of a broader set of overnight Sterling money market transactions, which has been selected by the Working Group on Sterling Risk-Free Reference Rates as the alternative rate to Sterling LIBOR. In addition, the Federal Reserve Bank of New York now publishes three reference rates based on overnight US Treasury repurchase agreement transactions, including the Secured Overnight Financing Rate (SOFR), which has been recommended as the alternative to US dollar LIBOR. Furthermore, the European Money Market Institute (the "**EMMI**") announced the discontinuation of the EONIA after 3 January 2022 and that from 2 October 2019 until its total discontinuation it will be replaced by the €STR plus a spread of 8.5 basis points. Many unresolved issues remain, such as the timing of the successor benchmarks' introduction and the transition of a particular benchmark to a replacement rate, which could result in widespread dislocation in the financial markets, engender volatility in the pricing of securities, derivatives and other instruments, and suppress capital markets activities. These and other reforms may cause benchmarks to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be fully anticipated which introduces a number of risks for the Group.

These risks include (i) legal risks arising from potential changes required to documentation for new and existing transactions; (ii) risk management, financial and accounting risks arising from market risk models and from valuation, hedging, discontinuation and recognition of financial instruments linked to benchmark rates; (iii) business risk of a decrease in revenues of products linked to indices that will be replaced; (iv) pricing risks arising from how changes to benchmark indices could impact pricing mechanisms on some instruments; (v) operational risks arising from the potential requirement to adapt IT systems, trade reporting infrastructure and operational processes; (vi) conduct risks arising from the potential impact of communication with customers and engagement during the transition period and (vii) litigation risks regarding the existing products of the Group and services, which could adversely impact its profitability. The replacement benchmarks and their transition path have been defined, but the mechanisms for implementation are under development. Accordingly, it is not currently possible to determine whether, or to what extent, any such changes would affect the Group. However, the implementation of alternative benchmark rates may have a material adverse effect on the business, results of operations, financial condition and prospects of the Group. The Group may also be adversely affected if the change restricts its ability to provide products and services or if it necessitates the development of additional IT systems.

Risk Management

Failure to successfully implement and continue to improve the risk management policies, procedures and methods of the Group, including its credit risk management system, could materially and adversely affect the Group, and it may be exposed to unidentified or unanticipated risks.

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

Some of the qualitative tools and metrics of the Group for managing risk are based upon its use of observed historical market behaviour. The Group applies statistical and other tools to these observations to arrive at

quantifications of its risk exposures. These qualitative tools and metrics may fail to predict future risk exposures. These risk exposures could, for example, arise from factors the Group did not anticipate or correctly evaluate in its statistical models. This would limit its ability to manage its risks. The losses of the Group thus could be significantly greater than the historical measures indicate. In addition, its quantified modelling does not take all risks into account.

The Group's more qualitative approach to managing those risks could prove insufficient, exposing it to material unanticipated losses. The Group could face adverse consequences as a result of decisions, which may lead to actions by management, 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. If existing or potential customers or counterparties believe the risk management of the Group is inadequate, they could take their business elsewhere or seek to limit their transactions with it. Any of these factors could have a material adverse effect on the reputation, operating results, financial condition and prospects of the Group.

As a retail bank, one of the main types of risks inherent to the business of the Group is credit risk. For example, an important feature of its credit risk management system is to employ an internal credit rating system to assess the particular risk profile of a customer. As this process involves detailed analyses of the customer, considering 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 the customers of the Group, its employees may not always be able to assign an accurate credit rating, which may result in its exposure to higher credit risks than indicated by the Group's risk rating system.

Some of the models and other analytical and judgement-based estimations the Group uses in managing risks are subject to review by, and require the approval of, regulators. If models do not comply with all their expectations, regulators may require the Group to make changes to such models, may approve them with additional capital requirements or it may be precluded from using them. Any of these possible situations could limit the ability of the Group to expand its businesses or have a material impact on its financial results

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

The board of directors of the Group is responsible for the approval of the Group's general policies and strategies, and in particular for the general risk policy. In addition to the executive committee, which maintains a special focus on risk, the board has a specific risk supervision, regulation and compliance committee.

Technology Risks

Any failure to effectively improve or upgrade the information technology infrastructure and management information systems of the Group in a timely manner or any failure to successfully implement new cybersecurity and data privacy regulations could have a material adverse effect on the Group.

The ability of the Group to remain competitive depends in part on its ability to upgrade its information technology on a timely and cost-effective basis. It must continually make significant investments in, and improvements to, the information technology infrastructure of the Group in order to meet the needs of its customers. The Group cannot assure that in the future it will be able to maintain the level of capital expenditures necessary to support the continuous improvement and upgrading of its information technology infrastructure. To the extent that the Group is dependent upon any particular technology or technological solution, it may be harmed if such technology or technological solution becomes non-compliant with existing industry standards, fails to meet or exceed the capabilities of its competitors' equivalent technologies or technological solutions, becomes increasingly expensive to service, retain and update, becomes subject to third party claims of

intellectual property infringement, misappropriation or other violation, or malfunctions or functions in a way the Group did not anticipate. Additionally, new technologies and technological solutions are continually being released. As such, it is difficult to predict the problems the Group may encounter in improving its technologies' functionality. There is no assurance that the Group will be able to successfully adopt new technology as critical systems and applications become obsolete and better ones become available. Any failure to effectively improve or upgrade the information technology infrastructure and management information systems in a timely and cost-efficient manner could have a material adverse effect on the Group.

In addition, several new and proposed laws, directives and regulations are defining how to manage cybersecurity and data protection risks, including with respect to the data breach reporting requirements and supervisory processes, among others. These regulations are quite fragmented in terms of definitions, scope and applicability. A failure to successfully implement all or some of these new local, state, national and international regulations, which in some cases have severe sanctions regimes, could have a material adverse effect on the Group.

Risks relating to data collection, processing and storage systems and security are inherent in the business of the Group.

Like other financial institutions, the Group receives, manages, processes, holds and transmits proprietary and sensitive or confidential information, including personal information of customers and employees in the conduct of its banking operations, as well as a large number of assets. Accordingly, the business of the Group depends on its ability to process a large number of transactions efficiently and accurately, and on its ability to rely on its digital technologies, computer and email services, software and networks, as well as on the secure processing, storage and transmission of confidential or sensitive personal data and other information using the computer systems and networks of the Group or those of its third party vendors. The proper and secure functioning of its financial controls, accounting and other data collection and processing systems is critical to its business and to its ability to compete effectively. Cybersecurity incidents and data losses can result from inadequate personnel, inadequate or failed internal control processes and systems, or from external events or actors that interrupt normal business operations. The Group also faces the risk that the design of its cybersecurity controls and procedures prove to be inadequate or are circumvented such that its data and/or client records are incomplete, not recoverable or not securely stored. Any material disruption or slowdown of the systems of the Group could cause information, including data related to customer requests, to be lost or to be delivered to its clients with delays or errors, which could reduce demand for its services and products, could produce customer claims and could materially and adversely affect the Group.

Although the Group works with its clients, vendors, service providers, counterparties and other third parties to develop secure data and information processing, storage and transmission capabilities to prevent against information security risk, the Group routinely manages personal, confidential and proprietary information by electronic means, and it may be the target of attempted cyber-attacks or subject to other information security incidents or breaches. This is especially applicable in the current response to the covid-19 pandemic and the shift the Group has experienced in having a significant part of its employees working from their homes for the time being, as its employees access its secure networks through their home networks. If the Group cannot maintain effective and secure electronic data and information, management and processing systems or if it fails to maintain complete physical and electronic records, this could result in disruptions to its operations, claims from customers, regulators, employees and other parties, violations of applicable privacy and other laws, regulatory sanctions and serious reputational and financial harm to the Group.

The Group takes protective measures and continuously monitor and develop its systems to protect its technology infrastructure, data and information from misappropriation or corruption, but its third-party vendors' systems, software and networks nevertheless may be vulnerable to disruptions and failures caused by unauthorized access

or misuse, computer viruses, disability devices, phishing attacks or other malicious code, fire, power loss, telecommunications failures, employee misconduct, human error, computer hackers, and other events that could have a security impact on the Group. An interception, loss, misuse or mishandling of personal, confidential or proprietary information sent to or received from a client, employee, vendor, service provider, counterparty or other third party could result in legal liability, regulatory action, reputational harm and financial loss. There can be no absolute assurance that the Group will not suffer material losses from operational risks in the future, including those relating to any security breaches.

The Group has seen in recent years computer systems of companies and organizations being increasingly targeted, and the techniques used to obtain unauthorized, improper or illegal access to information technology systems have become increasingly complex and sophisticated. Furthermore, such techniques change frequently and are often not recognized or detected until after they have been launched and can originate from a wide variety of sources, including not only cyber criminals, but also activists and rogue states. The Group has been and continue to be subject to 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 electronic systems of the Group used to service its customers. As attempted attacks continue to evolve in scope and sophistication, the Group may incur significant costs in order to modify or enhance its protective measures against such attacks, or to investigate or remediate any vulnerability or resulting breach, or in communicating cyber-attacks to its customers or other affected individuals. If the Group fails to effectively manage its cybersecurity risk, including by failing to update its systems and processes in response to new threats, this could harm its reputation and adversely affect its operating results, financial condition and prospects, including through the payment of customer compensation or other damages, litigation expenses, regulatory penalties and fines and/or through the loss of assets. In addition, the Group may also be impacted by cyber-attacks against national critical infrastructures of the countries where it operates, such as telecommunications networks. The information technology systems of the Group are dependent upon such national critical infrastructure and any cyber-attack against such critical infrastructure could negatively affect its ability to service its customers. As the Group does not operate such national critical infrastructure, it has limited ability to protect its information technology systems from the adverse effects of such a cyber-attack.

Although the Group has procedures and controls in place to safeguard personal and other confidential or sensitive information in its possession, unauthorized access or disclosures the Group could be subject to legal actions and administrative sanctions, as well as damages and reputational harm that could materially and adversely affect the operating results, financial condition and prospects of the Group. Further, its business is exposed to risk from employees' potential non-compliance with policies, misconduct, negligence or fraud, which could result in regulatory sanctions and serious reputational and financial harm. It is not always possible to deter or prevent employee misconduct, and the precautions that the Group takes to detect and prevent this activity may not always be effective. In addition, the Group may be required to report events related to information security issues, events where customer information may be compromised, unauthorized access to its systems and other security breaches, to the relevant regulatory authorities.

General risks

Risks related to the industry of the Group

Climate change can create transition risks, physical risks, and other risks that could adversely affect the Group.

Climate change may imply three primary drivers of financial risk that could adversely affect the Group:

- Transition risks associated with the move to a low-carbon economy, both at idiosyncratic and systemic levels, such as through policy, regulatory and technological changes.
- Physical risks related to extreme weather impacts and longer-term trends, which could result in financial losses that could impair asset values and the creditworthiness of its customers.
- Liability risks derived from parties who may suffer losses from the effects of climate change and may seek compensation from those they hold responsible such as state entities, regulators, investors and lenders.

These primary drivers could materialize, among others, in the following financial risks:

- Credit risks: Physical climate change could lead to increased credit exposure and companies with business models not aligned with the transition to a low-carbon economy may face a higher risk of reduced corporate earnings and business disruption due to new regulations or market shifts.
- Market risks: Market changes in the most carbon-intensive sectors could affect energy and commodity prices, corporate bonds, equities and certain derivatives contracts. Increasing frequency of severe weather events could affect macroeconomic conditions, weakening fundamental factors such as economic growth, employment and inflation.
- Operational risks: Severe weather events could directly impact business continuity and operations both of customers and the Group's.
- Reputational risk could also arise from shifting sentiment among customers and increasing attention and scrutiny from other stakeholders (investors, regulators, etc.) on its response to climate change.

Any of the conditions described above could have a material adverse effect on the business, financial condition and results of operations of the Group.

The financial problems faced by its customers could adversely affect the Group.

Market turmoil and economic recession could materially and adversely affect the liquidity, credit ratings, businesses and/or financial conditions of the borrowers of the Group, which could in turn increase its non-performing loan ratios, impair its loan and other financial assets and result in decreased demand for borrowings in general. In addition, the customers of the Group may further significantly decrease their risk tolerance to non-deposit investments such as stocks, bonds and mutual funds, which would adversely affect its fee and commission income. Any of the conditions described above could have a material adverse effect on the business, financial condition and results of operations of the Group.

The ability of the Group to maintain its competitive position depends, in part, on the success of new products and services the Group offers to its clients and on its ability to offer products and services that meet the customers' needs during the whole life cycle of the products or services, and the Group may not be able to manage various risks it faces as it expands its range of products and services that could have a material adverse effect on the Group.

The success of the operations and profitability of the Group depend, in part, on the success of new products and services it offers to its clients and on its ability to offer products and services that meet the customers' needs during all their life cycle. However, clients' needs or desires may change over time, and such changes may render the products and services of the Group obsolete, outdated or unattractive and it may not be able to develop new products that meet its clients' changing needs. The success of the Group is also dependent on its ability to anticipate and leverage new and existing technologies that may have an impact on products and services in the banking industry. Technological changes may further intensify and complicate the competitive landscape and influence client behaviour. If the Group cannot respond in a timely fashion to the changing needs

of its clients, it may lose them, which could in turn materially and adversely affect the Group. In addition, the cost of developing products is likely to affect its results of operations.

As the Group expands the range of its products and services, some of which may be at an early stage of development in the markets of certain regions where the Group operates, it will be exposed to new and potentially increasingly complex risks, such as the conduct risk in the relationship with customers, and development expenses. The employees and risk management systems of the Group, as well as its experience and that of its partners may not be sufficient to enable the Group to properly manage such risks. Any or all of these factors, individually or collectively, could have a material adverse effect on the Group.

While the Group has successfully increased its customer service levels in recent years, should these levels ever be perceived by the market to be materially below those of its competitor financial institutions, the Group could lose existing and potential business. If the Group 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, which could have a material adverse effect on its operating results, financial condition and prospects.

The Group relies on recruiting, retaining and developing appropriate senior management and skilled personnel.

The continued success of the Group depends in part on the continued service of key members of its senior executive team and other key employees. The ability to continue to attract, train, motivate and retain highly qualified and talented professionals is a key element of the strategy of the Group. The successful implementation of this strategy and culture depends on the availability of skilled and appropriate management, both at the Group's head office and in each of its business units. If the Group or one of its business units or other functions fails to staff its operations appropriately, or loses one or more of its key senior executives or other key employees and fails to replace them in a satisfactory and timely manner, its business, financial condition and results of operations, including control and operational risks, may be adversely affected.

In addition, the financial industry has and may continue to experience more stringent regulation of employee compensation, which could have an adverse effect on the ability of the Group to hire or retain the most qualified employees. If the Group fails or is unable to attract and appropriately train, motivate and retain qualified professionals, its business may also be adversely affected.

The Group relies on third parties and affiliates for important products and services.

Third party vendors and certain affiliated companies provide key components to the business infrastructure of the Group such as loan and deposit servicing systems, back office and business process support, information technology production and support, Internet connections and network access. Relying on these third parties and affiliated companies can be a source of operational and regulatory risk to the Group, including with respect to security breaches affecting such parties. 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 the interconnectivity of the Group with these third parties and affiliated companies increases, the Group increasingly faces the risk of operational failure with respect to their systems. The Group may be required to take steps to protect the integrity of its operational systems, thereby increasing its operational costs and potentially decreasing customer satisfaction. In addition, any problems caused by these third parties or affiliated companies, including as a result of them not providing the Group their 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 and regulatory investigations and intervention. Replacing these third-party vendors could also entail significant delays and expense. Further, the operational and regulatory risk that the Group faces as a result of these arrangements may be increased to the extent that it restructures such

arrangements. 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 business, operations and financial condition.

Damage to the reputation of the Group could cause harm to its business prospects.

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. Damage to the reputation of the Group can therefore cause significant harm to its business and prospects. Harm to such reputation can arise from numerous sources, including, among others, employee misconduct, including the possibility of fraud perpetrated by the employees of the Group, litigation or regulatory enforcement, failure to deliver minimum standards of service and quality, dealing with sectors that are not well perceived by the public (weapons industries or embargoed countries, for example), dealing with customers in sanctions lists, rating downgrades, significant variations in the share price of the Group throughout the year, compliance failures, unethical behaviour, and the activities of customers and counterparties, including activities that negatively affect the environment. Further, negative publicity regarding the Group may result in harm to its prospects.

Actions by the financial services industry generally or by certain members of, or individuals in, the industry can also affect the reputation of the Group. For example, the role played by financial services firms in the financial crisis and the seeming shift toward increasing regulatory supervision and enforcement has caused public perception of the Group and others in the financial services industry to decline.

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 clients to deal with the Group or could give rise to litigation or enforcement actions against the Group. Therefore, there can be no assurance that conflicts of interest will not arise in the future that could cause the Group a material harm.

The Group may be the subject of misinformation and misrepresentations deliberately propagated to harm its reputation or for other deceitful purposes, or by profiteering short sellers seeking to gain an illegal market advantage by spreading false information about the Group. There can be no assurance that it will effectively neutralize and contain a false information that may be propagated regarding the Group, which could have an adverse effect on its operating results, financial condition and prospects.

The Group engages in transactions with its subsidiaries or affiliates that others may not consider to be on an arm's-length basis.

The Group and its affiliates have entered into a number of services agreements pursuant to which it renders services, such as administrative, accounting, finance, treasury, legal services and others.

Spanish and US law provide for several procedures designed to ensure that the transactions entered into with or among the financial subsidiaries and/or affiliates of the Group do not deviate from prevailing market conditions for those types of transactions.

The Bank is likely to continue to engage in transactions with its affiliates. Future conflicts of interests may arise between the Group and any of its affiliates, or among its affiliates, which may not be resolved in its favour.

Financial reporting and control risks

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 of the Group. These changes can materially impact how the Group records and reports its financial condition and results of

operations, as well as affect the calculation of its capital ratios. In some cases, the Group could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements.

The financial statements of the Group are based in part on assumptions and estimates which, if inaccurate, could cause material misstatement of the results of its 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 inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The accounting policies deemed critical to the results and financial position of the Group, based upon materiality and significant judgements and estimates, include impairment of loans and advances, goodwill impairment, valuation of financial instruments, deferred tax assets provision and pension obligation for liabilities.

If the judgement, estimates and assumptions the Group uses in preparing its consolidated financial statements are subsequently found to be incorrect, there could be a material effect on its results of operations and a corresponding effect on its funding requirements and capital ratios.

Disclosure controls and procedures over financial reporting may not prevent or detect all errors or acts of fraud.

Disclosure controls and procedures, including internal controls over financial reporting, are designed to provide reasonable assurance that information required to be disclosed by the company in reports filed or submitted under the US Securities Exchange Act of 1934 (the "**Exchange Act**") is accumulated and communicated to management, and recorded, processed, summarized and reported within the time periods specified in the US Securities and Exchange Commission's rules and forms.

These disclosure controls and procedures have inherent limitations which include the possibility that judgements in decision-making can be faulty and that breakdowns occur because of errors or mistakes. Additionally, controls can be circumvented by any unauthorized override of the controls. Consequently, the businesses of the Group are exposed to risk from potential non-compliance with policies, employee misconduct or negligence and fraud, which could result in regulatory sanctions, civil claims and serious reputational or financial harm. In recent years, 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 the Group takes 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.

Risks Relating to the Preferred Securities Generally

The Preferred Securities are subject to the provisions of the laws of Spain and their official interpretation, which may change and have a material adverse effect on the terms and market value of the Preferred Securities.

The Conditions are drafted on the basis of Spanish law in effect as at the date of this Offering Circular. Changes in the laws of Spain or their official interpretation by regulatory authorities such as the Bank of Spain or the ECB after the date hereof may affect the rights and effective remedies of Holders as well as the market value of the Preferred Securities. Such changes in law may include changes in statutory, tax and regulatory regimes

during the life of the Preferred Securities, which may have an adverse effect on investment in the Preferred Securities.

Any such changes (including those which may result from the publication of the technical standards which interpret CRR), could impact the calculation of the CET1 ratios or the CET1 capital of the Bank or the Group or the Risk Weighted Assets Amount of the Bank or the Group. Because the occurrence of the Trigger Event and restrictions on Distributions where subject to a Maximum Distributable Amount (as defined below) depend, in part, on the calculation of these ratios and capital measures, any change in Spanish law or their official interpretation by regulatory authorities that could affect the calculation of such ratios and measures could also affect the determination of whether the Trigger Event has actually occurred and/or whether Distributions on the Preferred Securities are subject to restrictions.

Such calculations may also be affected by changes in applicable accounting rules (including IFRS 9), the Group's accounting policies and the application by the Group of these policies. Any such changes, including changes over which the Group has a discretion, may have a material adverse impact on the reported financial position of the Group and accordingly may give rise to the occurrence of the Trigger Event in circumstances where such Trigger Event may not otherwise have occurred, notwithstanding the adverse impact this will have for Holders.

Furthermore, any change in the laws or regulations of Spain, Applicable Banking Regulations or any change in the application or official interpretation thereof may in certain circumstances result in the Bank having the option to redeem the Preferred Securities in whole but not in part (see "*—The Preferred Securities may be redeemed at the option of the Bank*"). In any such case, the Preferred Securities would cease to be outstanding, which could materially and adversely affect investors and frustrate investment strategies and goals.

Such legislative and regulatory uncertainty could affect an investor's ability to value the Preferred Securities accurately and therefore affect the market price of the Preferred Securities given the extent and impact on the Preferred Securities of one or more regulatory or legislative changes.

The Preferred Securities may be subject to the exercise of the Spanish Bail-in Power by the Relevant Spanish Resolution Authority. Other powers contained in Law 11/2015 or the SRM Regulation could materially affect the rights of the Holders of the Preferred Securities under, and the value of, any Preferred Securities

The BRRD (which has been implemented in Spain through Law 11/2015 and Royal Decree 1012/2015, of 6 November, implementing Law 11/2015 ("**Royal Decree 1012/2015**")) are designed to provide authorities with a credible set of tools to intervene sufficiently early and quickly in unsound or failing credit institutions or investment firms (each an "**institution**") so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system. The BRRD further provides that any extraordinary public financial support through additional financial stabilisation tools is only to be used by a Member State as a last resort, after having assessed the resolution tools set out below to the maximum extent possible while maintaining financial stability.

In accordance with Article 20 of Law 11/2015, an institution will be considered as non-viable in any of the following circumstances: (i) it is, or is likely in the near future to be, in significant breach of its solvency or any other requirements necessary for maintaining its authorisation; (ii) its assets are, or are likely in the near future to be, less than its liabilities; (iii) it is, or is likely in the near future to be, unable to pay its debts as they fall due; or (iv) it requires extraordinary public financial support (except in limited circumstances). The determination that an institution is no longer viable may depend on a number of factors which may be outside of that institution's control.

As provided in the BRRD and SRM Regulation, Law 11/2015 contains four resolution tools and powers which may be used alone or in combination where the FROB, the SRB or, as the case may be and according to Law 11/2015, the Bank of Spain or the Spanish Securities Market Commission or any other entity with the authority to exercise any such tools and powers from time to time or to perform the role of primary bank resolution authority (each, a "**Relevant Spanish Resolution Authority**") as appropriate, considers that (a) an institution is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures would prevent the failure of such institution within a reasonable timeframe, and (c) a resolution action is in the public interest.

The four resolution tools are: (i) sale of business – which enables resolution authorities to direct the sale of the institution or the whole or part of its business on commercial terms; (ii) bridge institution – which enables resolution authorities to transfer all or part of the business of the institution to a "bridge institution" (an entity created for this purpose that is wholly or partially in public control); (iii) asset separation – which enables resolution authorities to transfer impaired or problematic assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in – by which the Relevant Spanish Resolution Authority may exercise the Spanish Bail-in Power (as defined below). This includes the ability of the Relevant Spanish Resolution Authority to write down (including to zero) and/or to convert into equity or other securities or obligations (which equity, securities and obligations could also be subject to any future application of the Spanish Bail-in Power) certain unsecured debt claims and subordinated obligations (including capital instruments such as the Preferred Securities).

The "**Spanish Bail-in Power**" is any write-down, conversion, transfer, modification, or suspension power existing from time to time under, and exercised in compliance with any laws, regulations, rules or requirements in effect in Spain, relating to the transposition of the BRRD, as amended from time to time (including BRRD II), including, but not limited to (i) Law 11/2015, as amended from time to time, (ii) Royal Decree 1012/2015, as amended from time to time, (iii) the SRM Regulation, as amended from time to time (including SRMR II), and (iv) any other instruments, rules or standards made in connection with either (i), (ii) or (iii), pursuant to which any obligation of an institution and/or a group can be reduced, cancelled, modified, or converted into shares, other securities, or other obligations of such institution or any other person (or suspended for a temporary period).

In accordance with Article 48 of Law 11/2015 (and subject to any exclusions that may be applied by the Relevant Spanish Resolution Authority under Article 43 of Law 11/2015), in the case of any application of the Spanish Bail-in Power, the sequence of any resulting write-down or conversion by the Relevant Spanish Resolution Authority shall be in the following order: (i) CET1 items; (ii) the principal amount of Additional Tier 1 instruments; (iii) the principal amount of Tier 2 instruments; (iv) the principal amount of other subordinated claims that do not qualify as Additional Tier 1 capital or Tier 2 capital; and (v) the principal or outstanding amount of the bail-inable liabilities prescribed in Article 41 of Law 11/2015. Any application of the Spanish Bail-in Power under the BRRD shall be in accordance with the hierarchy of claims in normal insolvency proceedings (with "non-preferred" senior claims subject to the Spanish Bail-in Power after any subordinated claims against the Bank but before the other senior claims against the Bank) (following the entry into force of BRRD II, Article 48 of BRRD now refers to "bail-inable liabilities", defined as the liabilities and capital instruments that do not qualify as CET1, Additional Tier 1 instruments or Tier 2 instruments of an institution and that are not excluded from the scope of the bail-in tool).

In addition to the Spanish Bail-in Power, (i) the BRRD, Law 11/2015 and the SRM Regulation provide for the Relevant Spanish Resolution Authority to have the further power to permanently write-down (including to zero) or convert into equity capital instruments such as the Preferred Securities at the point of non-viability of an institution or a group and (ii) the BRRD II and the SRMR II, which applies since 28 December 2020, provide

for the Relevant Resolution Authority to have the further power to also permanently write down or convert into equity certain internal eligible liabilities at the point of non-viability (together, the "**Non-Viability Loss Absorption**") of an institution or a group. The point of non-viability of an institution is the point at which the Relevant Spanish Resolution Authority determines that the institution meets the conditions for resolution, or that will no longer be viable unless the relevant capital instruments (such as the Preferred Securities) are written down or converted into equity, or that extraordinary public support is to be provided and without such support the Relevant Spanish Resolution Authority determines that the institution would no longer be viable. The point of non-viability of a group is the point at which the group infringes or there are objective elements to support a determination that the group, in the near future, will infringe its consolidated solvency requirements in a way that would justify action by the Relevant Spanish Resolution Authority in accordance with Article 38.3 of Law 11/2015. Non-Viability Loss Absorption may be imposed prior to or in combination with any exercise of the Spanish Bail-in Power or any other resolution tool or power (where the conditions for resolution referred to above are met).

The powers set out in the BRRD as implemented through Law 11/2015, Royal Decree 1012/2015 and the SRM Regulation impact how credit institutions and investment firms are managed as well as, in certain circumstances, the rights of creditors.

Pursuant to Law 11/2015 Holders of Preferred Securities may be subject to, among other things, a write-down and/or conversion into equity or other securities or obligations of the Preferred Securities on any application of the Spanish Bail-in Power and may also be subject to any Non-Viability Loss Absorption. The exercise of any such powers (or any of the other resolution powers and tools) may result in such Holders losing some or all of their investment or otherwise having their rights under the Preferred Securities adversely affected, including by becoming holders of further subordinated instruments (i.e., ordinary shares of the Bank). Such exercise could also involve modifications to, or the disapplication of, provisions in the terms and conditions of the Preferred Securities including alteration of the Liquidation Preference or any Distributions payable on the Preferred Securities or the dates on which payments may be due, as well as the suspension of payments for a certain period (but without limiting the right of the Bank under Condition 3 of the Preferred Securities to cancel payment of any Distributions at any time and for any reason). As a result, the exercise of the Spanish Bail-in Power or, where applicable, the Non-Viability Loss Absorption with respect to the Preferred Securities or the taking by an authority of any other action, or any suggestion that the exercise or taking of any such action may happen, could materially adversely affect the rights of Holders of Preferred Securities, the market price or value or trading behaviour of the Preferred Securities and/or the ability of the Bank to satisfy its obligations under the Preferred Securities.

There remains uncertainty as to how or when the Spanish Bail-in Power and the Non-Viability Loss Absorption may be exercised and how it would affect the Bank, the Group and the Preferred Securities. The exercise of the Spanish Bail-in Power and/or Non-Viability Loss Absorption by the Relevant Spanish Resolution Authority with respect to the Preferred Securities is likely to be inherently unpredictable and may depend on a number of factors which may also be outside of the Bank's control. Although there are proposed pre-conditions for the exercise of the bail-in power, there remains uncertainty regarding the specific factors which the Relevant Spanish Resolution Authority would consider in deciding whether to exercise the bail-in power with respect to the financial institution and/or securities issued or guaranteed by that institution. In addition, as the Relevant Spanish Resolution Authority will retain an element of discretion, Holders of the Preferred Securities may not be able to refer to publicly available criteria in order to anticipate any potential exercise of any such Spanish Bail-in Power and/or Non-Viability Loss Absorption. Because of this inherent uncertainty, it will be difficult to predict when, if at all, the exercise of any such powers by the Relevant Spanish Resolution Authority may occur.

This uncertainty may adversely affect the value of the Preferred Securities. The price and trading behaviour of the Preferred Securities may be affected by the threat of a possible exercise of any power under Law 11/2015

(including any early intervention measure before any resolution) or any suggestion of such exercise, even if the likelihood of such exercise is remote. Moreover, the Relevant Spanish Resolution Authority may exercise any such powers without providing any advance notice to the Holders of the Preferred Securities.

MREL/TLAC Requirements. Any failure by the Bank and/or the Group to comply with its MREL/TLAC Requirements could result, among other things, in the imposition of restrictions or prohibitions on discretionary payments by the Bank, including the payment of Distributions on the Preferred Securities

The BRRD prescribes that banks shall hold a minimum level of own funds and eligible liabilities in relation to total liabilities and own funds (known as MREL). Pursuant to BRRD and the Commission Delegated Regulation (EU) No. 2016/1450 ("**MREL Delegated Regulation**"), the level of capital and eligible liabilities required under MREL will be set by the resolution authority for each bank (and/or group) based on certain criteria including systemic importance. Eligible liabilities may be senior or subordinated, provided, among other requirements, that they have a remaining maturity of at least one year and, if governed by a non-EU law, they must be able to be written down or converted under that law (including through contractual provisions).

While the MREL requirement was scheduled to come into force by January 2016, the MREL Delegated Regulation states that the resolution authorities shall determine an appropriate transitional period which shall be as short as possible. The level of capital and eligible liabilities required under MREL will be set by the resolution authority for each bank (and/or group) based on certain criteria including systemic importance.

On 9 November 2015 the FSB published its final TLAC principles and term sheet, proposing that G-SIIs maintain significant minimum amounts of liabilities that are subordinated (by law, contract or structurally) to certain prior ranking liabilities, such as guaranteed insured deposits, and which forms a new standard for G-SIIs. The TLAC principles and term sheet contain a set of principles on loss absorbing and recapitalisation capacity of G-SIIs in resolution and a term sheet for the implementation of these principles in the form of an internationally agreed standard. As of 2 July 2019, the FSB published its review of the technical implementation of the TLAC principles and term sheet concluding that, although further efforts are needed to implement the TLAC standard fully and effectively and to determine the appropriate group-internal distribution of TLAC resources across home and host jurisdictions, it sees no need to modify the TLAC standard at this time. The TLAC principles and term sheet established a minimum TLAC requirement to be determined individually for each G-SII at the greater of (a) 16 per cent. of RWAs as of 1 January 2019 and 18 per cent. as of 1 January 2022, and (b) 6 per cent. of the Basel III Tier 1 leverage ratio exposure measure as of 1 January 2019, and 6.75 per cent. as of 1 January 2022. As of the date of this Offering Circular, the Bank is classified as a G-SII by the FSB and therefore the EU implementation of the TLAC requirement will create additional minimum capital requirements for the Bank.

As described in section "*Capital requirements, liquidity, funding and structural reform*" above, the EU Banking Reforms aim at integrating the TLAC requirement into the general MREL rules thereby avoiding duplication from the application of two parallel requirements. The EU Banking Reforms further included, as part of MREL, a new subordination requirement of eligible instruments for G-SIIs (such as the Bank), "top tier" banks and other systemically important institutions that will be determined according to their systemic importance, involving a minimum "Pillar 1" subordination requirement. This "Pillar 1" subordination requirement shall be satisfied with own funds and other eligible MREL instruments (which MREL instruments may not for these purposes be senior debt instruments and only MREL instruments constituting "non-preferred" senior debt under the new insolvency hierarchy introduced into Spain as described above will be eligible for compliance with the subordination requirement). For G-SIIs, this "Pillar 1" subordination requirement has been determined as the higher of 18 per cent. of the bank's risk weighted assets or alternatively 6.75 per cent. of its leverage exposure, subject to certain exceptions. Resolution authorities may also impose further "Pillar 2" subordination requirements, which would be determined on a case-by-case basis. In any case, the subordinated part of the

MREL requirement in the case of G-SIIs must be at least equal to 8 per cent. of a bank's total liabilities and own funds, subject to certain exemptions and allowances.

As described in "*Capital requirements, liquidity, funding and structural reform*" above, pursuant to Article 16.a) of the BRRD II (transposed in Spain by Article 16bis of Law 11/2015), if an institution meets the "combined buffer requirement" but fails to meet that "combined buffer requirement" when considered in addition to the TLAC/MREL Requirements, such failure shall be treated in a similar manner as a failure to meet the "combined buffer requirement" on top of its minimum regulatory capital requirements, i.e. a resolution authority will have the power to impose restrictions or prohibitions on discretionary payments by the Bank. Accordingly, any failure by the Bank and/or the Group to comply with its TLAC/MREL Requirement may have a material adverse effect on the Bank's business, financial conditions and results of operations and could result in the imposition of restrictions or prohibitions on discretionary payments by the Bank, including the payment of Distributions on the Preferred Securities. See also "*Risks relating to the Preferred Securities Generally – Payments of Distributions on the Preferred Securities are discretionary and subject to the fulfilment of certain conditions*" below.

On 28 November 2019, the Bank announced that it had received notification from the Bank of Spain of its MREL, as determined by the SRB. See "*Capital requirements, liquidity, funding and structural reform*".

According to its own estimates, the Bank believes that the current own funds and eligible liabilities structure of the Bank's resolution group already complies with the above MREL. However, the Bank's MREL is subject to change and no assurance can be given that the Bank may not be subject to a higher MREL at any time in the future.

Any failure or perceived failure by the Bank and/or the Group to comply with its TLAC/MREL Requirements may have a material adverse effect on the Bank's or the Group's business, financial conditions and results of operations and could result, among other things, in the imposition of restrictions or prohibitions on discretionary payments by the Bank, including the payment of Distributions on the Preferred Securities.

The Preferred Securities are irrevocably and mandatorily convertible into newly issued Common Shares in certain prescribed circumstances

Upon the occurrence of the Trigger Event, the Preferred Securities will be irrevocably and mandatorily (and without any requirement for the consent or approval of Holders) converted in whole but not in part (which calculation is made by Banco Santander and shall be binding on the Holders) into newly issued Common Shares and the Holders will lose all of their claims for payment under the Preferred Securities and receive Common Shares instead (which are more deeply subordinated than the Preferred Securities). The number and/or value of the Common Shares received by Holders following a Trigger Event may be less than Holders may have expected.

In addition, as the Trigger Event will occur when the CET1 ratio of the Bank and/or the Group, as applicable, will have deteriorated significantly, the resulting Trigger Event will likely be accompanied by a prior deterioration in the market price of the Common Shares, which may be expected to continue after announcement of the Trigger Event. Therefore, in the event of the occurrence of the Trigger Event, the Current Market Price of a Common Share, may be below the Floor Price, and investors could receive Common Shares at a time when the market price of the Common Shares is considerably less than the Conversion Price. In such circumstances, Holders will receive a smaller number of Ordinary Shares than would have been the case had the Current Market Price been the Conversion Price at that time. In addition, there may be a delay in a Holder receiving its Common Shares following the Trigger Event, during which time the market price of the Common Shares may fall further. As a result, the value of the Common Shares received on conversion following the Trigger Event could be substantially lower than the price paid for the Preferred Securities at the time of their purchase.

Once the Preferred Securities have been converted into Common Shares, the principal amount of the Preferred Securities will not be restored in any circumstances (including where the relevant Trigger Event ceases to continue), no further interest will accrue or be payable on the Preferred Securities at any time thereafter and the Holders shall have no recourse to the Bank for any further payment in respect of the Preferred Security (but without prejudice to the right of the Holders to receive the relevant number of Common Shares from the Settlement Shares Depositary).

If a Trigger Event occurs, Holders will only have the claims under their Common Shares, and such claims in a winding-up or liquidation of the Bank are the most junior-ranking of all claims. Claims in respect of Common Shares are not for a fixed principal amount, but rather are limited to a share of the surplus assets (if any) remaining following payment of all amounts due in respect of the liabilities of the Bank.

Accordingly, an investor in the Preferred Securities faces almost the same risk of loss as an investor in the Common Shares in the event of the Trigger Event. See also "*Holders will bear the risk of fluctuations in the price of the Common Shares and/or movements in any ratio that could give rise to the occurrence of a Trigger Event*" below.

A capital reduction may take place in accordance with the Spanish Companies Act

In accordance to Article 418.3 of the restated text of the Spanish Companies Act approved by Royal Legislative Decree 1/2010, dated 2 July 2010 (*texto refundido de la Ley de Sociedades de Capital aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio*) (the "**Spanish Companies Act**"), in the event that the Bank intends to approve a capital reduction by reimbursement of contributions (*restitución de aportaciones*) to shareholders by way of a reduction in the nominal value of the shares of such shareholders in the capital of the Bank, Holders will be entitled to convert their Preferred Securities into Common Shares at the applicable Conversion Price prior to the execution of such capital reduction. A resolution of capital reduction for the redemption of any Common Shares previously repurchased by the Bank will not be considered a capital reduction for these purposes.

The circumstances that may give rise to the Trigger Event are unpredictable

The occurrence of the Trigger Event is inherently unpredictable and depends on a number of factors, many of which are outside of the Bank's control. For example, the occurrence of one or more of the risks described under "*Risk Factors—Risk Relating to the Issuer and the Group Business*", or the deterioration of the circumstances described therein, will substantially increase the likelihood of the occurrence of the Trigger Event. Furthermore, the occurrence of the Trigger Event depends, in part, on the calculation of the CET1 ratio, which can be affected, among other things, by the growth of the business and future earnings of the Bank and/or the Group, as applicable; expected payments by the Bank in respect of dividends and distributions and other equivalent payments in respect of instruments ranking junior to the Preferred Securities as well as other Parity Securities; regulatory changes (including possible changes in regulatory capital definitions, calculations and risk weighted assets); changes in the Bank's structure or organisation and the Bank's ability to actively manage the risk weighted assets of the Bank and the Group. The CET1 ratio of the Bank or the Group at any time may also depend on decisions taken by the Group in relation to its businesses and operations, as well as the management of its capital position. The Bank will have no obligation to consider the interests of the Holders in connection with the strategic decisions of the Group, including in respect of capital management. Holders will not have any claim against the Bank or any other member of the Group relating to decisions that affect the business and operations of the Group, including its capital position, regardless of whether they result in the occurrence of a Trigger Event. Such decisions could cause Holders to lose all or part of the value of their investment in the Preferred Securities.

In addition, since the Regulator may require the Bank to calculate the CET1 ratio at any time, the Trigger Event could occur at any time. Due to the inherent uncertainty in advance of any determination of such event regarding

whether the Trigger Event may exist, it will be difficult to predict when, if at all, the Preferred Securities will be converted into Common Shares. Accordingly, trading behaviour in respect of the Preferred Securities is not necessarily expected to follow trading behaviour associated with other types of convertible or exchangeable securities. Any indication that the Bank and/or the Group, as applicable, is trending towards the Trigger Event can be expected to have an adverse effect on the market price of the Preferred Securities and on the price of the Common Shares. Under such circumstances, investors may not be able to sell their Preferred Securities easily or at prices comparable to other similar yielding instruments.

Holders will bear the risk of fluctuations in the price of the Common Shares and/or movements in the CET1 ratio that could give rise to the occurrence of the Trigger Event

The market price of the Preferred Securities is expected to be affected by fluctuations in the market price of the Common Shares, in particular if at any time there is a significant deterioration in any of the CET1 ratio by reference to which the determination of any occurrence of the Trigger Event is made, and it is impossible to predict whether the price of the Common Shares will rise or fall. Market prices of the Common Shares will be influenced by, among other things, the financial position of the Group, the results of operations and political, economic, financial and other factors. Any decline in the market price of the Common Shares or any indication that the CET1 ratio is trending towards occurrence of the Trigger Event may have an adverse effect on the market price of the Preferred Securities. The level of the CET1 ratio specified in the definition of Trigger Event may also significantly affect the market price of the Preferred Securities and/or the Common Shares.

Fluctuations in the market price of the Common Shares between the Trigger Event Notice Date and the Conversion Settlement Date may also further affect the value to a Holder of any Common Shares delivered to that Holder on the Conversion Settlement Date.

Perpetual Preferred Securities

The Bank is under no obligation to redeem the Preferred Securities at any time and the Holders have no right to call for their redemption. There is no right of acceleration in the case of any non-payment or Liquidation Preference of, or Distributions on, the Preferred Securities or in the case of failure by the Bank to perform any other covenant under the Preferred Securities or the Offering Circular. Only in the event of any voluntary or involuntary liquidation or winding-up of the Bank, the Preferred Securities (unless previously converted into Common Shares) will confer an entitlement to receive out of the assets of the Bank available for distribution to Holders, the Liquidation Distribution.

The Preferred Securities may be redeemed at the option of the Bank

All, and not some only, of the Preferred Securities may be redeemed at the option of the Bank, subject to the prior consent of the Regulator, at any time in the period commencing on (and including) 21 March 2029[6] and ending on (and including) the First Reset Date and on any Distribution Payment Date thereafter, at the Redemption Price per Preferred Security and otherwise in accordance with Applicable Banking Regulations then in force. Under the CRR, the Regulator will give its consent to redemption of the Preferred Securities in such circumstances **provided that** either of the following condition is met:

(i) on or before such redemption of the Preferred Securities, the Bank replaces the Preferred Securities with own funds instruments of equal or higher quality on terms that are sustainable for the income capacity of the Bank; or

[6] Date falling six months prior to the First Reset Date.

(ii) the Bank has demonstrated to the satisfaction of the Regulator that the available own funds and eligible liabilities would, following such redemption, exceed the minimum capital requirements (including any capital buffer requirements) required under CRD IV by a margin that the Regulator considers necessary.

The Preferred Securities are also redeemable on or after the Closing Date at the option of the Bank in whole but not in part, at any time, at the Redemption Price (subject to the prior consent of the Regulator and otherwise in accordance with Applicable Banking Regulations then in force) if there is a Capital Event or a Tax Event.

It is not possible to predict whether or not a change in the laws or regulations of Spain, Applicable Banking Regulations or the application or official interpretation thereof, will occur and so lead to the circumstances in which the Bank is able to elect to redeem the Preferred Securities, and if so whether or not the Bank will elect to exercise such option to redeem the Preferred Securities. There can be no assurances that, in the event of any such early redemption, Holders will be able to reinvest the proceeds at a rate that is equal to the return on the Preferred Securities.

In the case of any early redemption of the Preferred Securities at the option of the Bank at any time in the period commencing on (and including) 21 March 2029 and ending on (and including) the First Reset Date and on any Distribution Payment Date thereafter, the Bank may be expected to exercise this option when its funding costs are lower than the Distribution Rate at which Distributions are then payable in respect of the Preferred Securities. In these circumstances, the rate at which Holders are able to reinvest the proceeds of such redemption is unlikely to be as high as, and may be significantly lower than, that Distribution Rate.

In addition, the redemption feature of the Preferred Securities is likely to limit their market value. During any period when the Bank has the right to elect to redeem or is perceived to be able to redeem the Preferred Securities, the market value of the Preferred Securities is unlikely to rise substantially above the price at which they can be redeemed. This may also be true prior to such period.

Payments of Distributions on the Preferred Securities are discretionary and subject to the fulfilment of certain conditions

The Preferred Securities accrue Distributions as further described in Condition 3 (*Distributions*), but the Bank may elect, in its sole and absolute discretion, to cancel the payment of any Distribution in whole or in part at any time that it deems necessary or desirable and for any reason and without any restriction on it thereafter.

Furthermore, payments of Distributions in any financial year of the Bank shall be made only out of Available Distributable Items. To the extent that:

(i) the Bank has insufficient Available Distributable Items to make Distributions on the Preferred Securities scheduled for payment in the then current financial year and any equivalent payments scheduled to be made in the then current financial year in respect of any other Parity Securities and CET1 Capital securities then outstanding, in each case excluding any portion of such payments already accounted for in determining the Available Distributable Items; and/or

(ii) the Regulator, in accordance with Applicable Banking Regulations, requires the Bank to cancel the relevant Distribution in whole or in part,

then the Bank will, without prejudice to the right above to cancel the payment of all such Distributions on the Preferred Securities, make partial or, as the case may be, no payment of the relevant Distribution on the Preferred Securities.

The level of the Issuer's Available Distributable Items is affected by a number of factors. The Issuer's future Available Distributable Items, and therefore the ability of the Issuer to make Distributions under the Preferred Securities, are a function of the Issuer's existing Available Distributable Items and its future profitability.

The level of the Issuer's Available Distributable Items may also be affected by changes to accounting rules, regulation or the requirements and expectations of applicable regulatory authorities. Any such potential changes could adversely affect the Issuer's Available Distributable Items in the future.

The Issuer's Available Distributable Items, and therefore the Issuer's ability to make Distributions under the Preferred Securities, may be adversely affected by the performance of the business of the Group in general, factors affecting its financial position (including capital and leverage), the economic environment in which the issuer and the Group operates and other factors outside of the Issuer's control. In addition, adjustments to earnings, as determined by the management of the Issuer, may fluctuate significantly and may materially adversely affect Available Distributable Items.

In addition, no payment will be made on the Preferred Securities (whether by way of a repayment of the Liquidation Preference, the payment of any Distribution or otherwise) if and to the extent that such payment would cause a breach of any regulatory restriction or prohibition on payments on Additional Tier 1 Instruments pursuant to Applicable Banking Regulations, including, without limitation (i) any such restriction or prohibition relating to any Maximum Distributable Amount under Article 48 of Law 10/2014 and any provisions implementing such Article, and any other provision of Spanish law transposing or implementing Article 141(2) of the CRD IV Directive, (ii) any restrictions that could be imposed under Article 16.a) of the BRRD II (transposed in Spain by Article 16bis of Law 11/2015), (iii) any restrictions that could be imposed if a G-SII does not meet at the leverage ratio buffer under Article 141b of the CRD V (transposed in Spain by Article 48ter of Law 10/2014) or (iv) any other restrictions contained in the Applicable Banking Regulations. See "*Risks Relating to the Issuer and the Group Business - The Group is subject to substantial regulation and regulatory and governmental oversight which could adversely affect its business, operations and financial condition" and "Capital requirements, liquidity, funding and structural reform*" above.

There can, therefore, be no assurances that a Holder will receive payments of Distributions in respect of the Preferred Securities. Unpaid Distributions are not cumulative or payable at any time thereafter and, accordingly, if any Distribution (or part thereof) is not made in respect of the Preferred Securities as a result of any requirement for, or election of, the Bank to cancel such Distributions then the right of the Holders to receive the relevant Distribution (or part thereof) in respect of the relevant Distribution Period will be extinguished and the Bank will have no obligation to pay such Distribution (or part thereof) or to pay any interest thereon, whether or not Distributions on the Preferred Securities are paid in respect of any future Distribution Period.

Any cancellation of Distributions on the Preferred Securities could occur without warning and any such cancellation on any perceived risk that Distributions may be cancelled may have a negative impact on the value of the Preferred Securities.

No such election to cancel the payment of any Distribution (or part thereof) or non-payment of any Distribution (or part thereof) will constitute an event of default or the occurrence of any event related to the insolvency of the Bank or entitle Holders to take any action to cause the liquidation, dissolution or winding up of the Bank.

If, as a result of any of the conditions set out above being applicable, only part of the Distributions under the Preferred Securities may be paid, the Bank may proceed, in its sole discretion, to make such partial Distributions under the Preferred Securities.

Notwithstanding the applicability of any one or more of the conditions set out above resulting in Distributions under the Preferred Securities not being paid or being paid only in part, the Bank will not be in any way be limited or restricted from making any distribution or equivalent payment in connection with any instrument ranking junior to the Preferred Securities (including, without limitation, any CET1 Capital of the Bank or the Group) or in respect of any other Parity Security.

Furthermore, upon the occurrence of the Trigger Event, no further Distributions on the Preferred Securities will be made, including any accrued and unpaid Distributions, which will be cancelled.

Payments of Distributions on the Preferred Securities may be restricted as a result of a failure of the Bank to comply with its prudential capital requirements, its TLAC/MREL Requirements or its leverage ratio buffer

Under CRD IV, institutions must comply with a number of capital requirements (see *"—Capital requirements, liquidity, funding and structural reforms*").

As is also discussed above, in accordance with Article 48 of Law 10/2014, Article 73 of Royal Decree 84/2015 and Rule 24 of Bank of Spain Circular 2/2016 (which implement Article 141 of the CRD IV Directive), an entity not meeting its "combined buffer requirement" must calculate its Maximum Distributable Amount and until the Maximum Distributable Amount has been calculated and communicated to the Bank of Spain, that entity shall not make any discretionary payments. Following such calculation, any discretionary payments by that entity (including the payment of any Distributions on the Preferred Securities) will be subject to the Maximum Distributable Amount so calculated.

In accordance with Article 73 of Royal Decree 84/2015 and Rule 24 of the Bank of Spain Circular 2/2016, restrictions of discretionary payments will be scaled according to the extent of the breach of the "combined buffer requirement" and calculated as a percentage of the profits of the institution generated since the last annual decision on the distribution of profits. Such calculation will result in a Maximum Distributable Amount in each relevant period. As an example, the scaling is such that in the bottom quartile of the "combined buffer requirement", no discretionary payments will be permitted to be made. As a consequence, in the event of breach of the combined buffer requirement (including where additional capital requirements are imposed that have the result of increasing the regulatory minimum required under CRD IV and, when applicable, CRD V) it may be necessary to reduce discretionary payments (in whole or in part), including payments of Distributions in respect of the Preferred Securities.

There are a number of factors that make the determination and application of the Maximum Distributable Amount particularly complex, including the following:

- the Maximum Distributable Amount applies when the "combined buffer requirement" is not maintained. The "combined buffer requirement" represents the amount of capital that a financial institution is required to maintain beyond the minimum "Pillar 1" and (if applicable) "Pillar 2" capital requirements. However, there are several different buffers, some of which are intended to encourage countercyclical behaviour (with extra capital retained when profits are robust) and others of which are intended to provide additional capital cushions for institutions whose failure would result in a significant systemic risk;
- the institution-specific countercyclical buffer, the G-SII buffer and the systemic risk buffer may be applied and varied at any time upon decision of the relevant authorities. As a result, the potential impact of the Maximum Distributable Amount will change over time;
- the Maximum Distributable Amount calculation could be different for the Bank on a consolidated and on an individual basis and different capital buffers could also apply. In addition, if a capital buffer is not respected, it is not completely clear the extent to which the Bank's consolidated as compared to its individual net income may be taken into account in different circumstances. It is also possible that some discretionary payments will affect the Maximum Distributable Amount on a consolidated but not an individual basis for the Bank and vice versa; and

- payments made earlier in the year will reduce the remaining Maximum Distributable Amount available for payments later in the year, and the Bank will have no obligation to preserve any portion of the Maximum Distributable Amount for payments scheduled to be made later in a given year. Even if the Bank attempts to do so, there can be no assurance that it will be successful, as the Maximum Distributable Amount at any time depends on the amount of net income earned during the course of the relevant year, which will necessarily be difficult to predict.

These and other possible interpretation issues (including any changes which arise from the EU Banking Reforms) make it difficult to determine how the Maximum Distributable Amount will apply as a practical matter to limit Distributions on the Preferred Securities. This uncertainty and the resulting complexity may adversely impact the market price and liquidity of the Preferred Securities.

Whether Distributions on the Preferred Securities may be subject to a Maximum Distributable Amount as a result of a breach of the "combined buffer requirement" will depend, among other things, on the applicable capital requirements, the amount of CET1 capital and the "distributable profits" of the Bank and/or the Group, as applicable, which can be affected by, among other things, regulatory developments, management decisions taken by the Group, and other such considerations similar to those discussed above in relation to the circumstances that may give rise to a Trigger Event. See "*The circumstances that may give rise to a Trigger Event are unpredictable*" above. Holders will not have any claim against the Bank or any other member of the Group in relation to any such decision.

Furthermore, any determination of the capital of the Bank and/or the Group and the compliance by the Bank and/or the Group with the respective capital requirements that may be imposed from time to time will involve consideration of a number of factors any one or combination of which may not be easily observable or capable of calculation by Holders and some of which may also be outside of the control of the Bank and/or the Group. The risk of any cancellation (in whole or in part) of Distributions on the Preferred Securities may not, therefore, be possible to predict in advance and any such cancellation of Distributions on the Preferred Securities could occur without warning.

Finally, as explained above, a breach of the "combined buffer requirement" when considered in addition to the applicable minimum TLAC/MREL Requirements or a breach of the leverage ratio buffer could also result in a requirement to determine a Maximum Distributable Amount (see "*Capital requirements, liquidity, funding and structural reform*" above).

There are no events of default

The terms of the Preferred Securities do not provide for any events of default. In particular, the Bank is entitled to cancel the payment of any Distribution in whole or in part at any time and as further contemplated in Condition 3 (see "*—Payments of Distributions on the Preferred Securities are discretionary and subject to the fulfilment of certain conditions*") and such cancellation or the non-payment of Distributions for any reason at any time will not constitute any event of default or similar event or entitle Holders to take any related action against the Bank. Furthermore, the Trigger Conversion will not constitute an event of default or the occurrence of any event related to the insolvency of the Bank or entitle Holders to take any action to cause the liquidation, dissolution or winding-up of the Bank. If Common Shares are not issued and delivered following the Trigger Event, then on a liquidation or winding-up of the Bank the claim of a Holder will not be in respect of the Liquidation Preference of its Preferred Securities but will be an entitlement to receive out of the relevant assets a monetary amount equal to that which holders of such Preferred Securities would have received on any distribution of the assets of the Bank if such Trigger Conversion had taken place immediately prior to such liquidation or winding-up.

Holders of the Preferred Securities only have a limited ability to cash in their investment in the Preferred Securities

Holders have no ability to require the Bank to redeem their Preferred Securities. The Preferred Securities are perpetual securities. The Bank has the option to redeem the Preferred Securities in certain circumstances (see "— *The Preferred Securities may be redeemed at the option of the Bank*" above). The ability of the Bank to redeem or purchase the Preferred Securities is subject to the Bank satisfying certain conditions (as more particularly described in Condition 6 and Condition 7). There can be no assurance that Holders will be able to reinvest the amount received upon redemption and/or purchase at a rate that will provide the same rate of return as their investment in the Preferred Securities.

Therefore, Holders have no ability to cash in their investment, except:

(i) if the Bank exercises its rights to redeem or purchase the Preferred Securities in accordance with Conditions 6 and 7; or

(ii) by selling their Preferred Securities or, following the occurrence of the Trigger Event and the issue and delivery of Common Shares in accordance with Condition 5, their Common Shares, provided a secondary market exists at the relevant time for the Preferred Securities or the Common Shares (see "— *Risks Relating to the Market for the Preferred Securities—The secondary market generally*").

Holders have limited anti-dilution protection

The number of Common Shares to be issued and delivered on Conversion in respect of each Preferred Security shall be determined by dividing the Liquidation Preference of such Preferred Security by the Conversion Price in effect on the Trigger Event Notice Date. The Conversion Price will be, if the Common Shares are then admitted to trading on a Relevant Stock Exchange, the higher of: (a) the Current Market Price of a Common Share, (b) the Floor Price and (c) the nominal value of a Common Share at the time of conversion (being €0.50 on the Closing Date), or, if the Common Shares are not then admitted to trading on a Relevant Stock Exchange, the higher of (b) and (c) above. See Condition 5 for the complete provisions regarding the Conversion Price.

The Floor Price will be adjusted in the event that there is a consolidation, reclassification/redesignation or subdivision affecting the Common Shares, the payment of any Extraordinary Dividends or Non-Cash Dividends, rights issues or grant of other subscription rights or certain other events which affect the Common Shares, but only in the situations and to the extent provided in Condition 5.3. There is no requirement that there should be an adjustment for every corporate or other event that may affect the value of the Common Shares or that, if a Holder were to have held the Common Shares at the time of such adjustment, such Holder would not have benefited to a greater extent.

Furthermore, the Conditions do not provide for certain undertakings from the Bank which are sometimes included in securities that convert into the ordinary shares of an issuer to protect investors in situations where the relevant conversion price adjustment provisions do not operate to neutralise the dilutive effect of certain corporate events or actions on the economic value of the Conversion Price. For example, the Conditions contain neither an undertaking restricting the modification of rights attaching to the Common Shares nor an undertaking restricting issues of new share capital with preferential rights relative to the Preferred Securities.

Further, if the Bank issues any Common Shares credited as fully paid to Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve), where the Shareholders may elect to receive a Dividend in cash in lieu of such Common Shares and such Dividend does not constitute an Extraordinary Dividend, no conversion price adjustment shall be applicable in accordance with Condition 5.3, and therefore Holders will not be protected by anti-dilution measures.

Accordingly, corporate events or actions in respect of which no adjustment to the Floor Price is made may adversely affect the value of the Preferred Securities.

In order to comply with increasing regulatory capital requirements imposed by applicable regulations, the Bank may need to raise additional capital. Further capital raisings by the Bank could result in the dilution of the interests of the Holders, subject only to the limited anti-dilution protections referred to above.

The obligations of the Bank under the Preferred Securities are subordinated and will be further subordinated upon conversion into Common Shares

Unless previously converted into Common Shares pursuant to Condition 5, the payment obligations of the Bank under the Preferred Securities are direct, unconditional, unsecured and subordinated obligations of the Bank according to Article 281.1 of the Insolvency Law and, in accordance with Additional Provision 14.3 of Law 11/2015, but subject to any other ranking that may apply as a result of any mandatory provision of law (or otherwise), upon the insolvency of the Bank for so long as the obligations of the Bank in respect of the Preferred Securities constitute Additional Tier 1 Instruments, rank (a) *pari passu* among themselves and with (i) all other claims in respect of any outstanding Additional Tier 1 Instruments and (ii) any other subordinated obligations (*créditos subordinados*) which by law and/or by their terms, to the extent permitted by Spanish law, rank *pari passu* with the Bank's obligations under Additional Tier 1 Instruments; (b) junior to (i) any unsubordinated obligations (*créditos ordinarios*) of the Bank, (ii) any obligations of the Bank in respect of Tier 2 Instruments and (iii) any other subordinated obligations (*créditos subordinados*) which by law and/or by their terms, to the extent permitted by Spanish law, rank senior to the Bank's obligations under Additional Tier 1 Instruments; and (c) senior to (i) any claims for the liquidation amount of the Common Shares and (ii) any other subordinated obligations (*créditos subordinados*) of the Bank which by law and/or by their terms, to the extent permitted by Spanish law, rank junior to the Bank's obligations under Additional Tier 1 Instruments.

Second paragraph of Article 48(7) of BRRD, as implemented in Spain through Additional Provision 14.3 of Law 11/2015, clarified that if an instrument is only partly recognised as an own funds instrument, the whole instrument shall be treated in insolvency as a claim resulting from an own funds instrument and shall rank lower than any claim that does not result from an own funds instrument.

Accordingly, if the Bank were wound up or liquidated, the Bank's liquidator would first apply the assets of the Bank to satisfy all claims of holders of unsubordinated obligations of the Bank and other creditors ranking ahead of Holders. If the Bank does not have sufficient assets to settle claims of prior ranking creditors in full, the claims of the Holders under the Preferred Securities will not be satisfied. Holders will share equally in any distribution of assets with the holders of any other Parity Securities if the Bank does not have sufficient funds to make full payment to all of them. In such a situation, Holders could lose all or part of their investment.

Furthermore, if the Trigger Event occurs but the relevant conversion of the Preferred Securities into Common Shares pursuant to the Conditions is still to take place before the liquidation or winding-up of the Bank, the entitlement of Holders will be to receive out of the relevant assets of the Bank a monetary amount equal to that which holders of such Preferred Securities would have received on any distribution of the assets of the Bank if the Trigger Conversion had taken place immediately prior to such liquidation or winding-up. Therefore, if the Trigger Event occurs, each Holder will be effectively further subordinated from being the holder of a subordinated debt instrument to being the holder of Common Shares and there is an enhanced risk that Holders will lose all or some of their investment.

The terms of the Preferred Securities contain a waiver of set-off rights

No holder of the Preferred Securities may at any time exercise or claim any right, of or claim for, deduction, set-off, netting, compensation, retention or counterclaim arising directly or indirectly under or in connection with the Preferred Securities against any right, claim or liability of the Bank or that the Bank may have or

acquire against such holder, directly or indirectly and howsoever arising (and including all such rights, claims and liabilities arising under or in relation to any and all agreements or other instruments of any kind, whether or not relating to such Preferred Securities).

The terms and conditions of the Preferred Securities provide that Holders shall be deemed to have waived all rights, of or claims for, deduction, set-off, netting, compensation, retention or counterclaim arising directly or indirectly under or in connection with the Preferred Securities to the fullest extent permitted by applicable law in relation to all such actual and potential rights, claims and liabilities. As a result, Holders will not at any time be entitled to set-off the Bank's obligations under the Preferred Securities against obligations owed by them to the Bank.

If a Delivery Notice is not duly delivered by a Holder, that Holder will bear the risk of fluctuations in the price of the Common Shares, the Bank may, in its sole and absolute discretion, cause the sale of any Common Shares underlying the Preferred Securities

In order to obtain delivery of the relevant Common Shares on Conversion, the relevant Holder must deliver a duly completed Delivery Notice in accordance with the provisions set out under Condition 5.10. If a duly completed Delivery Notice and the relevant Preferred Securities are not so delivered, then a Holder will bear the risk of fluctuations in the price of the Common Shares that may further affect the value to that Holder of any Common Shares subsequently delivered. In addition, the Bank may, on the Notice Cut-Off Date, in its sole and absolute discretion, elect to appoint a person (the "**Selling Agent**") to procure that all Common Shares held by the Settlement Shares Depository in respect of which no duly completed Delivery Notice and Preferred Securities have been delivered on or before the Notice Cut-off Date as aforesaid shall be sold by or on behalf of the Selling Agent as soon as reasonably practicable.

Due to the fact that, in the event of the Trigger Event, investors are likely to receive Common Shares at a time when the market price of the Common Shares is very low, the cash value of the Common Shares received upon any such sale could be substantially lower than the price paid for the Preferred Securities at the time of their purchase. In addition, the proceeds of such sale may be further reduced as a result of the number of Common Shares offered for sale at the same time being much greater than may be the case in the event of sales by individual Holders.

There are limited remedies available under the Preferred Securities

There are no events of default under the Preferred Securities (see "*—There are no events of default*"). In the event that the Bank fails to make any payments (where such payments are not cancelled pursuant to, or otherwise subject to limitations on payments set out in, Condition 3 (*Distributions*)) or deliver any Common Shares when the same may be due, the remedies of Holders are limited to bringing a claim for breach of contract.

Holders may be obliged to make a takeover bid in case of the Trigger Event if they take delivery of Common Shares

Upon the occurrence of the Trigger Event, a Holder receiving Common Shares may have to make a takeover bid addressed to the shareholders of the Bank pursuant to the consolidated text of the Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October, as amended, and Royal Decree 1066/2007 of 27 July 2007, as amended, on the legal regime of take-over bids, implementing Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids, if its aggregate holding in the Bank exceeds 30 per cent. of the available voting rights or if its aggregate holding in the Bank is less than 30 per cent. of such voting rights, but within 24 months of the date on which it acquired that lower percentage, it nominates a number of directors that, when taken together with any directors it has previously nominated, represent more than half of the members of the Bank's management body, in each case as a result of the conversion of the Preferred Securities into Common Shares.

Holders may be subject to disclosure obligations and/or may need approval by the Bank's Regulators and other authorities

As the Preferred Securities are convertible into Common Shares in certain circumstances, an investment in the Preferred Securities may result in Holders, upon conversion of their Preferred Securities into Common Shares, having to comply with certain approval and/or disclosure requirements pursuant to Spanish laws and regulations or laws and regulations of other jurisdictions where the Common Shares are then listed. Non-compliance with such approval and/or disclosure requirements may lead to the incurrence by Holders of substantial fines and/or suspension of voting rights associated with the Common Shares.

There is no restriction on the amount or type of further securities or indebtedness which the Bank may incur

There is no restriction on the amount or type of further securities or indebtedness which the Bank may issue or incur which ranks senior to, or *pari passu* with, the Preferred Securities. The incurrence of any such further indebtedness may reduce the amount recoverable by Holders on a liquidation or winding-up of the Bank in respect of the Preferred Securities and may limit the ability of the Bank to meet its obligations in respect of the Preferred Securities, and result in a Holder losing all or some of its investment in the Preferred Securities. In addition, the Preferred Securities do not contain any restriction on the Bank issuing securities that may have preferential rights to the Common Shares or securities ranking *pari passu* with the Preferred Securities and having similar or preferential terms to the Preferred Securities.

Receipt by the Settlement Shares Depositary of the Common Shares shall irrevocably discharge and satisfy the Bank's obligations in respect of the Preferred Securities

The Bank will deliver the Common Shares to the Settlement Shares Depositary as soon as practicable following the Trigger Event. Receipt of the Common Shares by the Settlement Shares Depositary shall discharge the Bank's obligations in respect of the Preferred Securities. With effect on and from the delivery of any such Common Shares to the Settlement Shares Depositary, a Holder shall have recourse only to the Settlement Shares Depositary for the delivery of the relevant Common Shares to be delivered in respect of its Preferred Securities or, in the circumstances described in the Conditions, any cash amounts to which that Holder is entitled under the Conditions, as the case may be.

In addition, the Bank has not yet appointed a Settlement Shares Depositary and the Bank may not be able to appoint a Settlement Shares Depositary if a Trigger Event occurs. In such a scenario, the Bank would inform Holders of any alternative arrangements in connection with the issuance and/or delivery of the Common Shares, and such arrangements may be disadvantageous to, and more restrictive on, the Holders. For example, such arrangements may involve Holders having to wait longer to receive their Common Shares than would be the case under the arrangements expected to be entered into with a Settlement Shares Depositary. An issue of the Common Shares by the Bank to the relevant recipient in accordance with these alternative arrangements shall constitute a complete and irrevocable release of all of the Bank's obligations in respect of the Preferred Securities.

Preferred Securities are not aggregated for the purposes of determining the number of Common Shares to be issued in respect of a Holder's holding in the Preferred Securities

If one or more Delivery Notices and relevant Preferred Securities are delivered by a Holder to the Settlement Shares Depositary (as provided in Condition 5) such that any Common Shares to be issued and delivered to such Holder following a Trigger Event are to be registered in the same name, the number of Common Shares to be issued and delivered in respect thereof shall be calculated on the basis of individual Preferred Securities and not on the basis of the aggregate principal amount of such Preferred Securities to be converted.

The number of Common Shares to be issued in respect of each Preferred Security shall be determined in accordance with the calculation in Condition 5 and such calculation shall be rounded down, if necessary, to the nearest whole number of Common Shares. Fractions of Common Shares will not be issued following a Trigger Event and no cash payment will be made in lieu thereof. There is therefore a risk that a Holder submitting more than one Delivery Notice may receive fewer Common Shares than it would otherwise have received had its holding in the Preferred Securities been aggregated (where the aggregate Liquidation Preference of a Holder's Preferred Securities would have qualified such Holder for additional Common Shares when calculated in accordance with Condition 5).

Limitation on gross-up obligation under the Preferred Securities

The Issuer's obligation under Condition 11 (*Taxation*) to pay additional amounts in the event of any withholding or deduction in respect of taxes on any payments under the terms of the Preferred Securities applies only to payments of Distributions and not to payments of Liquidation Preference. Accordingly, if any such withholding or deduction were to apply, Holders may receive less than the full amount of Liquidation Preference due under the Preferred Securities upon redemption, and the market value of the Preferred Securities may be adversely affected. In addition, additional amounts will only be paid if and to the extent that the Issuer has sufficient Available Distributable Items. As such, the Issuer would not be required to pay any additional amounts under the terms of the Preferred Securities to the extent it had insufficient Available Distributable Items.

The interest rate on the Preferred Securities will be reset on each Reset Date, which may affect the market value of the Preferred Securities

The Preferred Securities will bear interest at an initial fixed rate of interest to, but excluding, the First Reset Date. From, and including, the First Reset Date, and on every Reset Date thereafter, the interest rate will be reset as described in Condition 3 (*Distributions*). This reset rate could be less than the initial interest rate and/or the interest rate that applies immediately prior to such Reset Date, which could affect the amount of any Distributions under the Preferred Securities and so the market value of an investment in the Preferred Securities.

Substitution and variation of the Preferred Securities without Holder consent

Subject to Condition 6, if a Tax Event or a Capital Event occurs, the Bank may, instead of redeeming the Preferred Securities, at any time, without the consent of the Holders, and subject to receiving consent from the Regulator, either (a) substitute the Preferred Securities for new preferred securities whereby such new preferred securities shall replace the Preferred Securities or (b) vary the terms of the Preferred Securities, so that the Preferred Securities may become or remain Qualifying Preferred Securities, provided that such substitution or variation shall not result in terms that are materially less favourable to the Holders, as reasonably determined by the Bank. In the exercise of its discretion, the Bank will have regard to the interest of the Holders as a class.

There can be no assurance as to how the terms of any Qualifying Preferred Securities resulting from any such substitution or modification will be viewed by the market or whether any such Qualifying Preferred Securities will trade at prices that are at least equivalent to the prices at which the Preferred Securities would have traded on the basis of their original terms.

Further, prior to the making of any such substitution or variation, the Bank, shall not be obliged to have regard to the tax position of individual Holders or to the tax consequences of any such substitution or variation for individual Holders. No Holder shall be entitled to claim, whether from the Agents, the Bank, or any other person, any indemnification or payment in respect of any tax consequence of any such substitution or variation upon individual holders of Preferred Securities.

Prior to the issue and registration of the Common Shares to be delivered following the occurrence of the Trigger Event, Holders will not be entitled to any rights with respect to such Common Shares, but will be subject to all changes made with respect to the Common Shares

Any pecuniary rights with respect to the Common Shares, in particular the entitlement to dividends, shall only arise, and the exercise of voting rights and rights related thereto with respect to any Common Shares is only possible, after the date on which, following Trigger Conversion, as a matter of Spanish law the relevant Common Shares are issued and the person entitled to the Common Shares is registered as a shareholder in Iberclear and its participating entities in accordance with the provisions of, and subject to the limitations provided in, the by-laws of the Bank. Therefore, any failure by the Bank to issue, or effect the registration of, the Common Shares after the occurrence of the Trigger Event may result in the Holders not receiving any benefits related to the holding of the Common Shares and, on a liquidation or winding-up of the Bank, the entitlement of any such Holders will be an entitlement to receive out of the relevant assets of the Bank a monetary amount equal to that which holders of such Preferred Securities would have received on any distribution of the assets of the Bank if such conversion had taken place immediately prior to such liquidation or winding-up, as more particularly described in Condition 4.2.

Furthermore, under Spanish law only the record holders of the shares according to the registries kept by Iberclear and its participating entities are entitled to exercise voting, pre-emptive and other rights in respect of such shares.

The Preferred Securities may not be a suitable investment for all investors

The Preferred Securities are complex financial instruments and are not suitable or appropriate investments for all investors and, in particular, are not suitable or appropriate for retail investors. Each potential investor in the Preferred Securities must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

(i) has sufficient knowledge and experience to make a meaningful evaluation of the Preferred Securities, the merits and risks of investing in the Preferred Securities and the information contained or incorporated by reference in this Offering Circular, taking into account that the Preferred Securities may only be a suitable investment for professional or institutional investors;

(ii) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Preferred Securities and the impact the Preferred Securities will have on its overall investment portfolio;

(iii) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Preferred Securities, including where the currency for payments in respect of the Preferred Securities is different from the potential investor's currency;

(iv) understands thoroughly the terms of the Preferred Securities, including the provisions relating to the payment and cancellation of Distributions and the Trigger Conversion of the Preferred Securities into Common Shares, and is familiar with the behaviour of financial markets; and

(v) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

A potential investor should not invest in the Preferred Securities unless it has the expertise (either alone or with its financial and other professional advisers) to evaluate how the Preferred Securities will perform under changing conditions, the resulting effects on the value of the Preferred Securities and the impact this investment will have on the potential investor's overall investment portfolio.

In certain circumstances Holders may be bound by modifications to the Preferred Securities to which they did not consent

The Conditions contain provisions for calling meetings of Holders to consider matters affecting the interests of Holders generally. These provisions permit defined majorities to bind all Holders including those Holders who did not attend and vote at the relevant meeting and who voted in a manner contrary to the majority.

If a Capital Event or Tax Event, as applicable, occurs and is continuing, the Bank may substitute or modify the terms of the Preferred Securities so that the Preferred Securities once again become or remain Qualifying Preferred Securities. See further "*Substitution and variation of the Preferred Securities without Holder consent*".

Risk relating to tax regulations

Spanish tax rules

Article 44 of Royal Decree 1065/2007, as amended ("**Royal Decree 1065/2007**") sets out the reporting obligations applicable to preferred securities and debt instruments issued under Law 10/2014. The procedures apply to income deriving from preferred shares and debt instruments to which Law 10/2014 refers, including debt instruments issued at a discount for a period equal to or less than twelve months.

According to the literal wording of Article 44.5 of Royal Decree 1065/2007, income derived from preferred shares or debt instruments to which Law 10/2014 applies originally registered with the entities that manage clearing systems located outside Spain, and are recognised by Spanish law or by the law of another OECD country (such as the Depository Trust Company, Euroclear or Clearstream, Luxembourg), will be paid free of Spanish withholding tax **provided that** the Paying Agent appointed by the Bank submits, in a timely manner, a statement to the Bank, the form of which is attached as Exhibit I, with the following information:

(i) identification of the securities;

(ii) income payment date (or refund if the securities are issued at discount or are segregated);

(iii) total amount of income (or total amount to be refunded if the securities are issued at discount or are segregated); and

(iv) total amount of the income corresponding to each clearing system located outside Spain.

For these purposes, "**income**" means any earnings paid by the Issuer under the Preferred Securities, generally interest and the difference, if any, between the aggregate amount payable on the redemption of the Preferred Securities and the issue price of the Preferred Securities.

In accordance with Article 44 of Royal Decree 1065/2007, the relevant Paying Agent should provide the Bank with the statement reflecting the relevant position at the close of business on the business day immediately prior to each interest payment date. In the event that on such date, the entity(ies) obliged to provide the declaration fail to do so, the Bank or the Paying Agent on its behalf will make a withholding at the general rate (as at the date of this Offering Circular, 19 per cent.) on the total amount of the return on the relevant Preferred Securities otherwise payable to such entity.

Notwithstanding the foregoing, the Bank has agreed that in the event that withholding tax were required by law due to the failure of the relevant Paying Agent to submit in a timely manner a duly executed and completed certificate pursuant to Law 10/2014 and Royal Decree 1065/2007 and any implementing legislation or regulation, the Bank will not pay any additional amounts with respect to any such withholding, as provided in Condition 11.

In the event that the currently applicable procedures are modified, amended or supplemented by, among other things, any Spanish law, regulation, interpretation or ruling of the Spanish tax authorities, the Bank will notify the Holders of such information procedures and their implications, as the Bank may be required to apply withholding tax on Distributions in respect of the Preferred Securities if the Holders do not comply with such information procedures.

U.S. Foreign Account Tax Compliance Withholding

The U.S. "*Foreign Account Tax Compliance Act*" (or "**FATCA**") imposes a new reporting regime and, potentially, a 30 per cent. withholding tax with respect to (i) certain payments from sources within the United States, (ii) "*foreign passthru payments*" made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iii) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution. Whilst the Preferred Securities are in global form and held within the clearing systems, in all but the most remote circumstances, it is not expected that FATCA will affect the amount of any payment received by the clearing systems. However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA) and provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding. The Issuer's obligation under the Preferred Securities is discharged once it has paid the clearing systems, and the Issuer has therefore no responsibility for any amount thereafter transmitted through the clearing systems and custodians or intermediaries. Furthermore, if an amount in respect of U.S. withholding tax were to be deducted or withheld from any payment on the Preferred Securities, the Issuer would not, pursuant to the conditions of the Preferred Securities, be required to pay additional amounts as a result of the deduction or withholding of such tax. Prospective investors should refer to the section "*Taxation -Foreign Account Tax Compliance Act*."

Risks Relating to the Market for the Preferred Securities

Set out below is a brief description of the principal market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

The secondary market generally

The Preferred Securities may have no established trading market when issued, and one may never develop. If an active trading market does not develop or is not maintained, the market price and liquidity of the Preferred Securities may be adversely affected. If a market does develop, it may not be very liquid and may be sensitive to changes or volatility in financial markets. In addition, any liquidity in such market could be significantly affected by any purchase and cancellation of the Preferred Securities by the Bank or any member of the Group as provided in Condition 6. Therefore, investors may not be able to sell their Preferred Securities easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Illiquidity may have an adverse effect on the market value of the Preferred Securities.

Exchange rate risks and exchange controls

Payments made by the Bank in respect of the Preferred Securities will be in euro. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than euro. These include the risk that exchange rates may

significantly change (including changes due to devaluation of the euro, as the case may be, or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the euro would decrease (i) the Investor's Currency-equivalent yield on the Preferred Securities, (ii) the Investor's Currency-equivalent value of the redemption monies payable on the Preferred Securities and (iii) the Investor's Currency-equivalent market value of the Preferred Securities.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less than expected, or may receive nothing at all.

Interest rate risk

Investment in the Preferred Securities involves the risk that changes in market interest rates may adversely affect the value of the Preferred Securities.

Credit ratings may not reflect all risks associated with an investment in the Preferred Securities

The Preferred Securities are expected, upon issue, to be assigned a rating of Ba1 by Moody's. Ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Preferred Securities.

Similar ratings assigned to different types of securities do not necessarily mean the same thing and any rating assigned to the Preferred Securities does not address the likelihood that Distributions or any other payments in respect of the Preferred Securities will be made on any particular date or at all. Credit ratings also do not address the marketability or market price of securities.

Any change in the credit ratings assigned to the Preferred Securities may affect the market value of the Preferred Securities. Such change may, among other factors, be due to a change in the methodology applied by a rating agency to rating securities with similar structures to the Preferred Securities, as opposed to any revaluation of the Bank's financial strength or other factors such as conditions affecting the financial services industry generally.

In addition, other rating agencies may assign unsolicited ratings to the Preferred Securities. In such circumstances there can be no assurances that the unsolicited rating(s) will not be lower than the comparable ratings assigned to the Preferred Securities by the rating agencies referred to above, which could adversely affect the market value and liquidity of the Preferred Securities.

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. Potential investors should not rely on any rating of the Preferred Securities and should make their investment decision on the basis of considerations such as those outlined above (see "*The Preferred Securities may not be a suitable investment for all investors*").

In general, European and UK regulated investors are restricted under the CRA Regulation (which also forms part of the UK domestic law by virtue of the EUWA, the "**UK CRA Regulation**") from using credit ratings for regulatory purposes, unless such ratings are issued by a credit rating agency established in the EU or in the UK and registered under the CRA Regulation or the UK CRA Regulation, as applicable (and such registration has not been withdrawn or suspended), subject to transitional provisions that apply in certain circumstances whilst the registration application is pending. Such general restriction will also apply in the case of credit ratings issued by non-EU credit rating agencies, unless the relevant credit ratings are endorsed by an EU-registered credit rating agency or the relevant non-EU rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended). The list of registered and certified rating agencies published by the ESMA on its website in accordance with the CRA

Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list. Certain credit rating information is set out on the cover of this Offering Circular.

Legal investment considerations may restrict certain investments

The investment activities of certain investors may be subject to law or review or regulation by certain authorities. Each potential investor should determine for itself, on the basis of professional advice where appropriate, whether and to what extent (i) the Preferred Securities are lawful investments for it, (ii) the Preferred Securities can be used as collateral for various types of borrowing and (iii) other restrictions apply to its purchase or pledge of the Preferred Securities. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Preferred Securities under any applicable risk-based capital or similar rules.

Any regulation and reform of the 5-year Mid-Swap Rate or EURIBOR may adversely affect the value of the Preferred Securities

The calculation of any Distributions in respect of the Preferred Securities from and including the First Reset Date are dependent upon the relevant 5-year Mid-Swap Rate and/or EURIBOR as determined at the relevant time (as specified in the Conditions). Certain interest rates and indices which are deemed to be "benchmarks" (including the 5-year Mid-Swap Rate and EURIBOR) have been the subject of recent national and international regulatory guidance and proposals for reform, such as the announcement made on 27 July 2017 by the Chief Executive of the FCA, which regulates LIBOR, that it does not intend to continue to persuade, or use its powers to compel, panel banks to submit rates for the calculation of LIBOR to the administrator of LIBOR after 2021. In a further speech on 12 July 2018, the FCA emphasised that market participants should not rely on the continued publication of LIBOR after the end of 2021, which indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. EONIA has modified its methodology and will be discontinued as from January 2022. Other interbank offered rates suffer from similar weaknesses to LIBOR and EONIA and as a result (although no deadline has been set for their discontinuation), they may be discontinued or be subject to changes in their administration. The FSB also made certain recommendations to reform major interest rate benchmarks, such as key interbank offered rates. It is not possible to predict whether, and to what extent, banks will continue to provide EURIBOR submissions to the administrator of EURIBOR going forwards. Some of these reforms are already effective whilst others are still to be implemented. Any such reforms may cause such "benchmarks" to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on the value or liquidity of, and return on, the Preferred Securities.

The EU Benchmarks Regulation was published in the Official Journal of the EU on 29 June 2016 and applies from 1 January 2018. The EU Benchmarks Regulation applies to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. It, among other things, (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities (such as the Bank) of "benchmarks" of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation could have a material impact on the Preferred Securities, in particular, if the methodology or other terms of any "benchmarks" such as the 5-year Mid-Swap Rate or EURIBOR are changed in order to comply with the requirements of the EU Benchmarks Regulation. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant "benchmark".

More broadly, any of the international or national reforms (including those announced in relation to LIBOR and the application of any similar reforms to other "benchmarks" such as the 5-year Mid-Swap Rate and EURIBOR), or the general increased regulatory scrutiny of "benchmarks", could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements. Such factors may have the following effects on certain "benchmarks": (i) discourage market participants from continuing to administer or contribute to the "benchmark"; (ii) trigger changes in the rules or methodologies used in the "benchmark"; or (iii) lead to the disappearance of the "benchmark". Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on the Preferred Securities.

If at the time of determining the Distribution Rate a Benchmark Event (which, amongst other events, includes the permanent discontinuation of the 5-year Mid-Swap Rate or EURIBOR (in each case, the "**Original Reference Rate**")) occurs or has occurred, then the Bank shall use its reasonable endeavours to appoint an Independent Financial Adviser. After consulting with the Independent Financial Adviser, the Bank shall endeavour to determine a Successor Rate or Alternative Rate to be used in place of the Original Reference Rate. The use of any such Successor Rate or Alternative Rate to determine a Distribution Rate will result in the Preferred Securities performing differently (which may include payment of a lower Distribution Rate) than they would do if the Original Reference Rate were to continue to apply.

Furthermore, if a Successor Rate or Alternative Rate for the Original Reference Rate is determined by the Bank, the Conditions of the Preferred Securities provide that the Bank may vary the Conditions, as necessary to ensure the proper operation of such Successor Rate or Alternative Rate, without any requirement for consent or approval of the Holders.

If a Successor Rate or Alternative Rate is determined by the Bank, the Conditions of the Preferred Securities also provide that an Adjustment Spread may be determined by the Bank and applied to such Successor Rate or Alternative Rate. The aim of the Adjustment Spread is to reduce or eliminate, to the extent reasonably practicable, any economic prejudice or benefit (as the case may be) to Holders as a result of the replacement of the Original Reference Rate with the Successor Rate or the Alternative Rate. However, it may not be possible to determine or apply an Adjustment Spread and even if an Adjustment Spread is applied, such Adjustment Spread may not be effective to reduce or eliminate economic prejudice to Holders. If no Adjustment Spread can be determined, a Successor Rate or Alternative Rate may nonetheless be used to determine the Distribution Rate. The use of any Successor Rate or Alternative Rate (including with the application of an Adjustment Spread) will still result in the Preferred Securities performing differently (which may include payment of a lower Distribution Rate) than they would if the Original Reference Rate were to continue to apply in its current form.

The Bank may not be able to determine a Successor Rate or Alternative Rate in accordance with the terms and conditions of the Preferred Securities.

Where the Bank is unable to appoint an Independent Financial Adviser in a timely manner, or is unable to determine a Successor Rate or Alternative Rate before the next Reset Determination Date the Distribution Rate for the next succeeding Reset Period will be the Distribution Rate applicable as at the last preceding Reset Determination Date, before the occurrence of the Benchmark Event, or, where the Benchmark Event occurs before the first Reset Determination Date the Distribution Rate will be 3.435 per cent. per annum.

Where the Bank has been unable to appoint an Independent Financial Adviser or has failed to determine a Successor Rate or Alternative Rate in respect of any given Reset Period, as the case may be, it will continue to attempt to appoint an Independent Financial Adviser in a timely manner before the next succeeding Reset

Determination Date, and/or to determine a Successor Rate or Alternative Rate to apply the next succeeding and any subsequent Reset Periods, as necessary.

Applying the initial Distribution Rate or the Distribution Rate applicable as at the last preceding Reset Determination Date before the occurrence of the Benchmark Event will result in the Preferred Securities performing differently (which may include payment of a lower Distribution Rate) than they would do if the relevant benchmark were to continue to apply, or if a Successor Rate or Alternative Rate could be determined.

If the Bank is unable to appoint an Independent Financial Adviser or, fails to determine a Successor Rate or Alternative Rate for the life of the Preferred Securities, the initial Distribution Rate, or the Distribution Rate applicable as at the last preceding Reset Determination Date before the occurrence of the Benchmark Event, will continue to apply to maturity. This will result in the Preferred Securities, becoming, in effect, fixed rate securities.

No Successor Rate or Alternative Rate will be adopted, nor any Adjustment Spread applied, nor will any Benchmark Amendments be made, if and to the extent that, in the determination of the Bank, the same could reasonably be expected to prejudice the qualification of the Preferred Securities Addition Tier 1 Instruments for the purposes of the Applicable Banking Regulations.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the EU Benchmarks Regulation reforms in making any investment decision with respect to the Preferred Securities.

TERMS OF THE PREFERRED SECURITIES

The following is the text of the Conditions of the Preferred Securities (save for the paragraphs of italicised text in Condition 2).

The Preferred Securities (as defined below) are issued by Banco Santander, S.A. (the "**Bank**") by virtue of the resolutions passed by (i) the shareholders' meeting of the Bank, held on 12 April 2019 (ii) the meeting of the Board of Directors (*Consejo de Administración*) of the Bank, held on 12 April 2019, and (iii) the meeting of the Executive Committee (*Comisión Ejecutiva*) of the Bank, held on 13 September 2021, and in accordance with the CRR (as defined below) and the First Additional Provision of Law 10/2014, of 26 June 2014, on regulation, supervision and solvency of credit entities (*Ley 10/2014, de 26 de junio, de ordenación, supervisión y solvencia de entidades de crédito*) ("**Law 10/2014**").

The Bank will execute an *escritura pública* (the "**Public Deed**") before a Spanish notary in relation to the issue of the Preferred Securities on or before the Closing Date (as defined below). The Public Deed contains, among other information, these Conditions.

Paragraphs in italics within these Conditions are a summary of certain procedures of Euroclear Bank S.A./N.V. ("**Euroclear**") and Clearstream Banking, S.A. ("**Clearstream**" and, together with Euroclear, the "**European Clearing Systems**") and certain other information applicable to the Preferred Securities. The European Clearing Systems may, from time to time, change their procedures.

1 Definitions

1.1 For the purposes of the Preferred Securities, the following expressions shall have the following meanings:

"**5-year Mid-Swap Rate**" means, in relation to a Reset Date and the Reset Period commencing on that Reset Date:

(a) the rate for the Reset Date of the annual mid-swap rate for euro swap transactions maturing on the last day of such Reset Period, expressed as a percentage, which appears on the Screen Page under the heading "EURIBOR BASIS - EUR" and above the caption "11AM FRANKFURT" as of 11.00 a.m. (CET) on the Reset Determination Date; or

(b) if such rate does not appear on the Screen Page at such time on such Reset Determination Date, the Reset Reference Bank Rate for such Reset Period or, if a Benchmark Event has occurred, the Successor Rate or Alternative Rate, plus or minus any Adjustment Spread (and subject to any other Benchmark Amendments), all determined pursuant to Condition 3.13;

"**5-year Mid-Swap Rate Quotations**" means the arithmetic mean of the bid and offered rates for the annual fixed leg (calculated on a 30/360 day count basis) of a fixed-for-floating euro interest rate swap transaction which:

(a) has a term of 5 years commencing on the relevant Reset Date; and

(b) is in an amount that is representative for a single transaction in the relevant market at the relevant time with an acknowledged dealer of good credit in the swap market,

where the floating leg (calculated on an Actual/360 day count basis) is equivalent to six month EURIBOR or, if not available, such other benchmark rate and/or day count fraction as is in customary market usage in the markets for such euro interest rate swap transactions at the relevant time;

"**Accounting Currency**" means EUR (€) or such other primary currency used in the presentation of the Group's accounts from time to time;

"**Additional Tier 1 Instrument**" means any subordinated obligation (*crédito subordinado*) of the Bank qualifying as additional tier 1 capital (*capital de nivel 1 adicional*) of the Bank in accordance with Chapter 3 (Additional Tier 1 capital) of Title I (Elements of own funds) of Part Two (Own Funds and Eligible Liabilities) of the CRR and/or Applicable Banking Regulations at such time, including any applicable transitional, phasing in or similar provisions;

"**Adjustment Spread**" means either (a) a spread (which may be positive, negative or zero), or (b) the formula or methodology for calculating a spread, in each case to be applied to the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:

(i) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or (if no such recommendation has been made, or in the case of an Alternative Rate)

(ii) the Bank, following consultation with the Independent Adviser and acting in good faith and in a commercially reasonable manner, determines, is customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate; or (if the Bank determines that no such spread is customarily applied)

(iii) the Bank, following consultation with the Independent Financial Adviser and acting in good faith and in a commercially reasonable manner, determines, is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be); (or if the Bank determines that no such industry standard is recognised or acknowledged)

(iv) the Bank, in its discretion, following consultation with the Independent Financial Adviser and acting in good faith and in a commercially reasonable manner, determines to be appropriate having regard to the objective, so far as reasonably practicable in the circumstances and solely for the purposes of this sub-paragraph (iv), of reducing any economic prejudice or benefit (as the case may be) to Holders as a result of the replacement of the Original Reference Rate;

"**Agency Agreement**" means the agency agreement to be dated on or about 21 September 2021 relating to the Preferred Securities;

"**Agent Bank**" means The Bank of New York Mellon, London Branch and includes any successor agent bank appointed in accordance with the Agency Agreement;

"**Agents**" means the agents appointed in accordance with the Agency Agreement;

"**Alternative Rate**" means an alternative benchmark or screen rate which the Bank following consultation with the Independent Financial Adviser and acting in good faith and in a commercially reasonable manner, determines in accordance with Condition 3.13 is customary in market usage in the international debt capital markets for the purposes of determining rates of interest (or the relevant component part thereof) in euro;

"**Applicable Banking Regulations**" means, at any time, the laws, regulations, requirements, guidelines and policies relating to capital adequacy, resolution and/or solvency then applicable to the Bank and/or the Group including, without limitation to the generality of the foregoing, the CRDIV, the BRRD, the SRM Regulation and those regulations, requirements, guidelines and policies relating to capital

adequacy, resolution and/or solvency then in effect of the Regulator (whether or not such requirements, guidelines or policies have the force of law and whether or not they are applied generally or specifically to the Bank and/or the Group);

"**Available Distributable Items**" means, in respect of the payment of a Distribution at any time, those profits and reserves (if any) of the Bank which are available, in accordance with Applicable Banking Regulations for the payment of such Distribution.

As at the date of the offering circular dated 16 September 2021, Article 4(1)(128) of the CRR provides as follows:

"**distributable items**" means the amount of the profits at the end of the last financial year plus any profits brought forward and reserves available for that purpose, before distributions to holders of own funds instruments, less any losses brought forward, any profits which are non-distributable pursuant to Union or national law or the institution's by-laws and any sums placed in non-distributable reserves in accordance with applicable national law or the statutes of the institution, in each case with respect to the specific category of own funds instruments to which Union or national law, institutions' by-laws, or statutes relate; such profits, those losses and reserves being determined on the basis of the individual accounts of the institution and not on the basis of the consolidated accounts.

"**Benchmark Amendments**" has the meaning given to it in Condition 3.13;

"**Benchmark Event**" means:

(i) the Original Reference Rate ceasing to exist or ceasing to be published for a period of at least 5 Business Days; or

(ii) a public statement by the administrator of the Original Reference Rate that it has ceased or will cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or

(iii) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will be permanently or indefinitely discontinued; or

(iv) a public statement by the supervisor of the administrator of the Original Reference Rate as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Preferred Securities; or

(v) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market; or

(vi) it has become unlawful for any Paying and Conversion Agent, the Issuer or other party to calculate any payments due to be made to any Holder using the Original Reference Rate;

provided that in the case of sub-paragraphs (ii), (iii), (iv) and (v), the Benchmark Event shall occur on the date of the cessation of publication of the Original Reference Rate, the discontinuation of the Original Reference Rate, the prohibition of use of the Original Reference Rate or the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement, as the case may be, and not the date of the relevant public statement.

"**BRRD**" means Directive 2014/59/EU, of 15 May, establishing the framework for the recovery and resolution of credit institutions and investment firms or such other directive (such as Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019) as may amend or come into effect in place thereof, as implemented into Spanish law by Law 11/2015 and Royal Decree 1012/2015, as amended or replaced from time to time and including any other relevant implementing regulatory provisions;

"**Business Day**" means a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in Madrid and London;

"**Capital Event**" means a change in Spanish law, Applicable Banking Regulations or any change in the application or official interpretation thereof that results or is likely to result in any of the outstanding aggregate Liquidation Preference of the Preferred Securities ceasing to be included in, or counting towards, the Group's or the Bank's Tier 1 Capital;

"**Cash Dividend**" means (i) any Dividend which is to be paid or made in cash (in whatever currency), but other than falling within paragraph (b) of the definition of "Spin-Off" and (ii) any Dividend determined to be a Cash Dividend pursuant to paragraph (a) of the definition of "Dividend", but a Dividend falling within paragraph (c) or (d) of the definition of "Dividend" shall be treated as being a Non-Cash Dividend;

"**CET**" means Central European Time;

"**CET1 Capital**" means at any time, the common equity tier 1 capital of the Bank or the Group, respectively, as calculated in accordance with Chapter 2 (Common Equity Tier 1 capital) of Title I (Elements of own funds) of Part Two (Own Funds) of the CRR and/or Applicable Banking Regulations at such time, including any applicable transitional, phasing in or similar provisions;

"**CET1 ratio**" means, at any time, with respect to the Bank or the Group, as the case may be, the ratio (expressed as a percentage) of the aggregate amount (in the Accounting Currency) of the CET1 Capital of the Bank or the Group, respectively, at such time divided by the Risk Weighted Assets Amount of the Bank or the Group, respectively, at such time;

"**Clearing System Preferred Securities**" means, for so long as any of the Preferred Securities is represented by a global Preferred Security held by or on behalf of a European Clearing System, any particular Liquidation Preference of the Preferred Securities shown in the records of a European Clearing System as being held by a Holder;

"**Closing Date**" means 21 September 2021;

"**CNMV**" means the Spanish Market Securities Commission (*Comisión Nacional del Mercado de Valores*);

"**Common Shares**" means ordinary shares in the capital of the Bank, each of which confers on the holder one vote at general meetings of the Bank and is credited as fully paid up;

"**Conversion Price**" means, in respect of the Trigger Event Notice Date, if the Common Shares are:

(a) then admitted to trading on a Relevant Stock Exchange, the higher of:

  (i) the Current Market Price of a Common Share;

  (ii) the Floor Price; and

(iii) the nominal value of a Common Share at the time of conversion (being €0.50 on the Closing Date),

in each case on the Trigger Event Notice Date; or

(b) not then admitted to trading on a Relevant Stock Exchange, the higher of (ii) and (iii) above;

"**Conversion Settlement Date**" means the date on which the relevant Common Shares are to be delivered following a Trigger Conversion, which shall be as soon as practicable and in any event not later than one month following (or such other period as Applicable Banking Regulations may require) the Trigger Event Notice Date and notice of the expected Conversion Settlement Date and of the Conversion Price shall be given to Holders in accordance with Condition 12 not more than 10 Business Days following the Trigger Event Notice Date;

"**Conversion Shares**" has the meaning given in Condition 5.2;

"**CRD IV**" means any or any combination of the CRD IV Directive, the CRR, and any CRD IV Implementing Measures;

"**CRD IV Directive**" means 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, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC or such other directive as may come into effect in place thereof, as amended from time to time (including by Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019);

"**CRD IV Implementing Measures**" means any regulatory capital rules implementing the CRD IV Directive or the CRR which may from time to time be introduced, including, but not limited to, delegated or implementing acts (regulatory technical standards) adopted by the European Commission, national laws and regulations, and regulations and guidelines issued by the Regulator, the European Banking Authority or any other relevant authority, which are applicable to the Bank (on a standalone basis) or the Group (on a consolidated basis);

"**CRR**" means Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on the prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 or such other regulation as may come into effect in place thereof, as amended from time to time (including by Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019);

"**Current Market Price**" means, in respect of a Common Share at a particular date, the average of the daily Volume Weighted Average Price of a Common Share on each of the 5 consecutive dealing days ending on the dealing day immediately preceding such date (the "**Relevant Period**") (rounded if necessary to the nearest euro cent with 0.5 cents being rounded upwards); **provided that** if at any time during the Relevant Period the Volume Weighted Average Price shall have been based on a price ex-Dividend (or ex-any other entitlement) and during some other part of that period the Volume Weighted Average Price shall have been based on a price cum-Dividend (or cum-any other entitlement), then:

(a) if the Common Shares to be issued and delivered do not rank for the Dividend (or entitlement) in question, the Volume Weighted Average Price on the dates on which the Common Shares shall have been based on a price cum-Dividend (or cum-any other entitlement) shall for the purposes of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair

Market Value of any such Dividend or entitlement per Common Share as at the date of the first public announcement relating to such Dividend or entitlement; or

(b) if the Common Shares to be issued and delivered do rank for the Dividend (or entitlement) in question, the Volume Weighted Average Price on the dates on which the Common Shares shall have been based on a price ex-Dividend (or ex-any other entitlement) shall for the purposes of this definition be deemed to be the amount thereof increased by an amount equal to the Fair Market Value of any such Dividend or entitlement per Common Share as at the date of the first public announcement relating to such Dividend or entitlement,

and provided further that:

(i) if on each of the dealing days in the Relevant Period the Volume Weighted Average Price shall have been based on a price cum-Dividend (or cum-any other entitlement) in respect of a Dividend (or other entitlement) which has been declared or announced but the Common Shares to be issued and delivered do not rank for that Dividend (or other entitlement) the Volume Weighted Average Price on each of such dates shall for the purposes of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair Market Value of any such Dividend or entitlement per Common Share as at the date of first public announcement relating to such Dividend or entitlement; and

(ii) if the Volume Weighted Average Price of a Common Share is not available on one or more of the dealing days in the Relevant Period (disregarding for this purpose the proviso to the definition of Volume Weighted Average Price), then the average of such Volume Weighted Average Prices which are available in the Relevant Period shall be used (subject to a minimum of two such prices) and if only one, or no, such Volume Weighted Average Price is available in the Relevant Period the Current Market Price shall be determined in good faith by an Independent Financial Adviser;

"**dealing day**" means a day on which the Relevant Stock Exchange or relevant stock exchange or securities market is open for business and on which Common Shares, Securities, Spin-Off Securities, options, warrants or other rights (as the case may be) may be dealt in (other than a day on which the Relevant Stock Exchange or relevant stock exchange or securities market is scheduled to or does close prior to its regular weekday closing time);

"**Delivery Notice**" means a notice in the form for the time being currently available from the specified office of any Paying and Conversion Agent or in such form as may be acceptable to Euroclear and Clearstream from time to time, which contains the relevant account and related details for the delivery of any Common Shares and all relevant certifications and/or representations as may be required by applicable law and regulations (or is deemed to constitute the confirmation thereof), and which are required to be delivered in connection with a conversion of the Preferred Securities and the delivery of the Common Shares;

"**Distribution**" means the non-cumulative cash distribution in respect of the Preferred Securities and a Distribution Period determined in accordance with Condition 3;

"**Distribution Payment Date**" means each of 21 March, 21 June, 21 September and 21 December in each year, with the first Distribution Payment Date falling on 21 December 2021;

"**Distribution Period**" means the period from and including one Distribution Payment Date (or, in the case of the first Distribution Period, the Closing Date) to but excluding the next Distribution Payment Date;

"**Distribution Rate**" means the rate at which the Preferred Securities accrue Distributions in accordance with Condition 3;

"**Dividend**" means any dividend or distribution to Shareholders in respect of the Common Shares (including a Spin-Off) whether of cash, assets or other property (and for these purposes a distribution of assets includes without limitation an issue of Common Shares or other Securities credited as fully or partly paid up by way of capitalisation of profits or reserves), and however described and whether payable out of share premium account, profits, retained earnings or any other capital or revenue reserve or account, and including a distribution or payment to Shareholders upon or in connection with a reduction of capital **provided that**:

(a) where:

(i) a Dividend in cash is announced which is to be, or may at the election of a Shareholder or Shareholders be, satisfied by the issue or delivery of Common Shares or other property or assets, or where a capitalisation of profits or reserves is announced which is to be, or may at the election of a Shareholder or Shareholders be, satisfied by the payment of cash, then the Dividend in question shall be treated as a Cash Dividend of an amount equal to the greater of (A) the Fair Market Value of such cash amount and (B) the Current Market Price of such Common Shares as at the first date on which the Common Shares are traded ex-the relevant Dividend on the Relevant Stock Exchange or, as the case may be, the record date or other due date for establishment of entitlement in respect of the relevant capitalisation or, as the case may be, the Fair Market Value of such other property or assets as at the date of the first public announcement of such Dividend or capitalisation or, in any such case, if later, the date on which the number of Common Shares (or amount of such other property or assets, as the case may be) which may be issued and delivered is determined; or

(ii) there shall be any issue of Common Shares by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve) where such issue is or is expressed to be in lieu of a Dividend (whether or not a Cash Dividend equivalent or amount is announced or would otherwise be payable to Shareholders, whether at their election or otherwise), the Dividend in question shall be treated as a Cash Dividend of an amount equal to the Current Market Price of such Common Shares as at the first date on which the Common Shares are traded ex-the relevant Dividend on the Relevant Stock Exchange or, as the case may be, the record date or other due date for establishment of entitlement in respect of the relevant capitalisation or, in any such case, if later, the date on which the number of Common Shares to be issued and delivered is determined;

(b) any issue of Common Shares falling within Conditions 5.3(a) or 5.3(b) shall be disregarded;

(c) a purchase or redemption or buy back of share capital of the Bank by or on behalf of the Bank in accordance with any general authority for such purchases or buy backs approved by a general meeting of Shareholders and otherwise in accordance with the limitations prescribed under the Spanish Companies Act for dealings generally by a company in its own shares shall not constitute a Dividend and any other purchase or redemption or buy back of share capital of the Bank by or on behalf of the Bank or any member of the Group shall not constitute a Dividend unless, in the case of a purchase or redemption or buy back of Common Shares by or on behalf of the Bank or any member of the Group, the weighted average price per Common Share (before expenses) on any one day (a "**Specified Share Day**") in respect of such purchases or redemptions or buy backs (translated, if not in the Share Currency, into the Share Currency at the Prevailing Rate on such

day) exceeds by more than 5 per cent. the average of the daily Volume Weighted Average Price of a Common Share on the 5 dealing days immediately preceding the Specified Share Day or, where an announcement (excluding, for the avoidance of doubt for these purposes, any general authority for such purchases, redemptions or buy backs approved by a general meeting of Shareholders or any notice convening such a meeting of Shareholders) has been made of the intention to purchase, redeem or buy back Common Shares at some future date at a specified price or where a tender offer is made, on the 5 dealing days immediately preceding the date of such announcement or the date of first public announcement of such tender offer (and regardless of whether or not a price per Common Share, a minimum price per Common Share or a price range or a formula for the determination thereof is or is not announced at such time), as the case may be, in which case such purchase, redemption or buy back shall be deemed to constitute a Dividend in the Share Currency in an amount equal to the amount by which the aggregate price paid (before expenses) in respect of such Common Shares purchased, redeemed or bought back by the Bank or, as the case may be, any member of the Group (translated where appropriate into the Share Currency as provided above) exceeds the product of (i) 105 per cent. of the daily Volume Weighted Average Price of a Common Share determined as aforesaid and (ii) the number of Common Shares so purchased, redeemed or bought back;

(d) if the Bank or any member of the Group shall purchase, redeem or buy back any depositary or other receipts or certificates representing Common Shares, the provisions of paragraph ((c)) above shall be applied in respect thereof in such manner and with such modifications (if any) as shall be determined in good faith by an Independent Financial Adviser; and

(e) where a dividend or distribution is paid or made to Shareholders pursuant to any plan implemented by the Bank for the purpose of enabling Shareholders to elect, or which may require Shareholders, to receive dividends or distributions in respect of the Common Shares held by them from a person other than (or in addition to) the Bank, such dividend or distribution shall for the purposes of these Conditions be treated as a dividend or distribution made or paid to Shareholders by the Bank, and the foregoing provisions of this definition, and the provisions of these Conditions, including references to the Bank paying or making a dividend, shall be construed accordingly;

"**Eligible Persons**" means those Holders or persons (being duly appointed proxies or representatives of such Holders) that are entitled to attend and vote at a General Meeting of Holders, for the purposes of which no person shall be entitled to vote at any such meeting in respect of Preferred Securities held by or for the benefit, or on behalf, of the Bank or any of its subsidiaries;

"**equity share capital**" means, in relation to any entity, its issued share capital excluding any part of that capital which, in respect of dividends and capital, does not carry any right to participate beyond a specific amount in a distribution;

"**EUR**", "**€**" and "**euro**" means the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended;

"**EURIBOR**" means:

(a) the euro inter-bank offered rate administered by the Banking Federation of the European Union (or any other person which takes over the administration of that rate) for the relevant period which is published on the relevant Screen Page as of 11.00 a.m. (CET) on the Reset Determination Date for the relevant Reset Date, or

(b) (if no such rate is available) the arithmetic mean (rounded if necessary to the fifth decimal place with 0.000005 being rounded upwards) of the quotations offered for euro deposits of the relevant maturity by four major banks in the Euro-zone inter-bank market selected by the Bank;

"**Existing Shareholders**" has the meaning given in the definition of "Newco Scheme";

"**Extraordinary Resolution**" has the meaning given in Condition 10.2(j);

"**Fair Market Value**" means, with respect to any property on any date, the fair market value of that property as determined by an Independent Financial Adviser in good faith **provided that** (a) the Fair Market Value of a Cash Dividend shall be the amount of such Cash Dividend; (b) the Fair Market Value of any other cash amount shall be the amount of such cash; (c) where Securities, Spin-Off Securities, options, warrants or other rights are publicly traded on a stock exchange or securities market of adequate liquidity (as determined by an Independent Financial Adviser in good faith), the Fair Market Value (i) of such Securities or Spin-Off Securities shall equal the arithmetic mean of the daily Volume Weighted Average Prices of such Securities or Spin-Off Securities and (ii) of such options, warrants or other rights shall equal the arithmetic mean of the daily closing prices of such options, warrants or other rights, in the case of both (i) and (ii) above during the period of 5 dealing days on the relevant stock exchange or securities market commencing on such date (or, if later, the first such dealing day such Securities, Spin-Off Securities, options, warrants or other rights are publicly traded) or such shorter period as such Securities, Spin-Off Securities, options, warrants or other rights are publicly traded; and (d) where Securities, Spin-Off Securities, options, warrants or other rights are not publicly traded on a stock exchange or securities market of adequate liquidity (as aforesaid), the Fair Market Value of such Securities, Spin-Off Securities, options, warrants or other rights shall be determined by an Independent Financial Adviser in good faith, on the basis of a commonly accepted market valuation method and taking account of such factors as it considers appropriate, including the market price per Common Share, the dividend yield of a Common Share, the volatility of such market price, prevailing interest rates and the terms of such Securities, Spin-Off Securities, options, warrants or other rights, including as to the expiry date and exercise price (if any) thereof. Such amounts shall, in the case of (a) above, be translated into the Share Currency (if such Cash Dividend is declared or paid or payable in a currency other than the Share Currency) at the rate of exchange used to determine the amount payable to Shareholders who were paid or are to be paid or are entitled to be paid the Cash Dividend in the Share Currency; and in any other case, shall be translated into the Share Currency (if expressed in a currency other than the Share Currency) at the Prevailing Rate on that date. In addition, in the case of (a) and (b) above, the Fair Market Value shall be determined on a gross basis and disregarding any withholding or deduction required to be made for or on account of tax, and disregarding any associated tax credit;

"**First Reset Date**" means 21 September 2029;

"**Floor Price**" means €2.0080 per Common Share, subject to adjustment in accordance with Condition 5.3;

"**FTT**" means financial transaction tax;

"**Further Preferred Securities**" means any securities which are contingently convertible into Common Shares of the Bank pursuant to their terms in the event that the CET1 ratio of the Bank or the Group is less than a specified percentage;

"**General Meeting of Holders**" means the general meeting of Holders convened in accordance with Condition 10;

"**Group**" means the Bank together with its consolidated Subsidiaries;

"**Holders**" means holders of the Preferred Securities;

"**Iberclear**" means the Spanish Central Securities Depository (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Sociedad Unipersonal);

"**Independent Financial Adviser**" means an independent financial institution of international repute appointed by the Bank at its own expense;

"**Initial Margin**" means 3.76 per cent. per annum;

"**Insolvency Law**" means the Spanish Insolvency Act (*Real Decreto Legislativo 1/2020, de 5 de mayo, por el que se aprueba el texto refundido de la Ley Concursal*), as amended or replaced from time to time;

"**Law 11/2015**" means Law 11/2015 of 18 June, on recovery and resolution of credit entities and investment firms (*Ley 11/2015, de 18 de junio, de recuperación y resolución de entidades de crédito y empresas de servicios de inversión*), as amended or replaced from time to time;

"**Liquidation Distribution**" means the Liquidation Preference per Preferred Security plus, if applicable, where not cancelled pursuant to, or otherwise subject to the limitations on payment set out in, Condition 3, an amount equal to accrued and unpaid Distributions for the then current Distribution Period to (but excluding) the date of payment of the Liquidation Distribution;

"**Liquidation Preference**" means €200,000 per Preferred Security;

"**Maximum Distributable Amount**" means any maximum distributable amount applicable to the Bank or the Group required to be calculated in accordance with (a) Article 48 of Law 10/2014 and any provision implementing such article, each interpreted in light of Article 141 of the CRD IV Directive and/or (b) Applicable Banking Regulations;

"**Newco Scheme**" means a scheme of arrangement or analogous proceeding (Scheme of Arrangement) which effects the interposition of a limited liability company ("**Newco**") between the Shareholders of the Bank immediately prior to the Scheme of Arrangement (the Existing Shareholders) and the Bank, **provided that**:

(a) only ordinary shares of Newco or depositary or other receipts or certificates representing ordinary shares of Newco are issued to Existing Shareholders;

(b) immediately after completion of the Scheme of Arrangement the only shareholders of Newco or, as the case may be, the only holders of depositary or other receipts or certificates representing ordinary shares of Newco, are Existing Shareholders and the Voting Rights in respect of Newco are held by Existing Shareholders in the same proportions as their respective holdings of such Voting Rights immediately prior to the Scheme of Arrangement;

(c) immediately after completion of the Scheme of Arrangement, Newco is (or one or more wholly-owned Subsidiaries of Newco are) the only ordinary shareholder (or shareholders) of the Bank;

(d) all Subsidiaries of the Bank immediately prior to the Scheme of Arrangement (other than Newco, if Newco is then a Subsidiary) are Subsidiaries of the Bank (or of Newco) immediately after completion of the Scheme of Arrangement; and

(e) immediately after completion of the Scheme of Arrangement, the Bank (or Newco) holds, directly or indirectly, the same percentage of the ordinary share capital and equity share capital of those Subsidiaries as was held by the Bank immediately prior to the Scheme of Arrangement.

"**Non-Cash Dividend**" means any Dividend which is not a Cash Dividend, and shall include a Spin-Off;

"**Non-Viability Loss Absorption**" means the power to permanently write-down (including to zero) or convert into equity capital instruments (such as the Preferred Securities) at the point of non-viability of an institution or a group;

"**Original Reference Rate**" means:

(a) the originally-specified benchmark or screen rate (as applicable) used to determine the Distribution Rate (or any component part thereof) on the Preferred Securities; or

(b) any Successor Rate or Alternative Rate which has been determined in relation to such benchmark or screen rate (as applicable) pursuant to the operation of Condition 3.13;

"**Parity Securities**" means any preferred securities (*participaciones preferentes*) issued under Law 13/1985 of 25 May on investment coefficients, own funds and information obligations of financial intermediaries (*Ley 13/1985, de 25 de mayo, de coeficientes de inversion, recursos propios y obligaciones de información de los intermediarios financieros*) and/or Royal Decree-law 14/2013 of 29 November, on urgent measures to adapt the Spanish system to EU rules on supervision and solvency of financial institutions (*Real Decreto-ley 14/2013, de 29 de noviembre, de medidas urgentes para la adaptación del derecho español a la normativa de la Unión Europea en materia de supervisión y solvencia de entidades financieras*) and/or Law 10/2014 and/or under the CRR from time to time by the Bank or by any Subsidiary and which are guaranteed by the Bank or any preferential participations, preferential shares or preference shares (*acciones preferentes*) ranking *pari passu* with any preferred securities (*participaciones preferentes*) issued from time to time by the Bank or by any Subsidiary and which are guaranteed by the Bank or any other instrument issued or guaranteed by the Bank ranking *pari passu* with the Preferred Securities;

"**Paying and Conversion Agents**" means the Principal Paying Agent and any other paying and conversion agent appointed in accordance with the Agency Agreement and includes any successors thereto appointed from time to time in accordance with the Agency Agreement;

"**Payment Business Day**" means a TARGET Business Day and in the case of Preferred Securities in definitive form only, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the relevant place of presentation;

"**Preferred Securities**" means the €1,000,000,000 3.625 per cent. Non-Step-Up Non-Cumulative Contingent Convertible Perpetual Preferred Tier 1 Securities issued by the Bank on the Closing Date;

"**Prevailing Rate**" means, in respect of any currencies on any day, the spot rate of exchange between the relevant currencies prevailing at 12 noon (CET) on that date as appearing on or derived from the Reference Page or, if such a rate cannot be determined at such time, the rate prevailing as at 12 noon (CET) on the immediately preceding day on which such rate can be so determined or, if such rate cannot be so determined by reference to the Reference Page, the rate determined in such other manner as an Independent Financial Adviser in good faith shall prescribe;

"**Principal Paying Agent**" means The Bank of New York Mellon, London Branch (or any successor Principal Paying Agent appointed by the Bank from time to time and notice of whose appointment is published in the manner specified in Condition 12);

"**Proceedings**" has the meaning given in Condition 15;

"**Qualifying Preferred Securities**" means preferred securities issued by the Bank where such securities:

(i) have terms that are not materially less favourable to the Holders, as reasonably determined by the Bank, than the terms of the Preferred Securities;

(ii) subject to (i) above, shall (1) rank at least equal to the ranking of the Preferred Securities, (2) have the same currency, the same (or higher) Distribution Rates and the same Distribution Payment Dates as those from time to time applying to the Preferred Securities, (3) have the same redemption rights as the Preferred Securities provided that (if and only to the extent required in order for the Preferred Securities to qualify, or continue to qualify, as additional tier 1 capital of the Bank and/or the Group pursuant to the Applicable Banking Regulations) the optional redemption rights provided in Condition 6.2.1 may be disapplied; (4) comply with the then current requirements of Applicable Banking Regulations in relation to additional tier 1 capital; (5) preserve any existing rights under the Preferred Securities to any accrued interest which has not been paid in respect of the period from (and including) the Distribution Payment Date last preceding the date of substitution or variation, subject to Condition 3, and (6) are assigned (or maintain) at least the same credit ratings as were assigned to the Preferred Securities immediately prior to such variation or substitution; and

(iii) are listed on a recognised stock exchange if the Preferred Securities were listed immediately prior to such variation or substitution.

"**Recognised Stock Exchange**" means a regulated regularly operating, recognised stock exchange or securities market in an OECD member state;

"**Redemption Price**" means, per Preferred Security, the Liquidation Preference plus, if applicable, where not cancelled pursuant to, or otherwise subject to the limitations on payment set out in Condition 3, an amount equal to accrued and unpaid Distributions for the then current Distribution Period to (but excluding) the date fixed for redemption of the Preferred Securities;

"**Reference Banks**" means 5 leading swap dealers in the London interbank market as selected by the Bank;

"**Reference Page**" means the relevant page on Bloomberg or Reuters or such other information service provider that displays the relevant information chosen by the Bank at its own discretion;

"**Regulator**" means the European Central Bank, the Bank of Spain, the Relevant Spanish Resolution Authority or such other governmental authority which assumes or performs the role of primary bank supervisory authority or the role of primary bank resolution authority in relation to the Bank and/or the Group from time to time;

"**Relevant Nominating Body**" means, in respect of a benchmark or screen rate (as applicable):

(i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or

(ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (c) a group of the aforementioned central banks or other supervisory authorities or (d) the Financial Stability Board or any part thereof;

"**Relevant Spanish Resolution Authority**" means the Fund for Orderly Bank Restructuring (*Fondo de Restructuración Ordenada Bancaria*), the Single Resolution Board, the Bank of Spain, the CNMV or

any other entity with the authority to exercise any of the resolutions tools and powers contained in Law 11/2015 from time to time that performs the role of primary bank resolution authority;

"**Relevant Stock Exchange**" means the Spanish Stock Exchanges or if at the relevant time the Common Shares are not at that time listed and admitted to trading on the Spanish Stock Exchanges, the principal stock exchange or securities market on which the Common Shares are then listed, admitted to trading or quoted or accepted for dealing;

"**Reset Determination Date**" means, in relation to each Reset Date, the second TARGET Business Day immediately preceding such Reset Date;

"**Reset Date**" means the First Reset Date and every fifth anniversary thereof;

"**Reset Reference Bank Rate**" means, in relation to a Reset Date and the Reset Period commencing on that Reset Date, the percentage determined on the basis of the 5-year Mid-Swap Rate Quotations provided by the Reference Banks at approximately 11.00 a.m. (CET) on the Reset Determination Date for such Reset Date. If three or more quotations are provided, the Reset Reference Bank Rate for such Reset Period will be the percentage reflecting the arithmetic mean of the quotations, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If only two quotations are provided, it will be the arithmetic mean of the quotations provided. If only one quotation is provided, it will be the quotation provided. If no quotations are provided, the Reset Reference Bank Rate for the Reset Period will be (i) in the case of each Reset Period other than the Reset Period commencing on the First Reset Date, the 5-year Mid-Swap Rate in respect of the immediately preceding Reset Period or (ii) in the case of the Reset Period commencing on the First Reset Date, -0.281 per cent. per annum;

"**Reset Period**" means the period from (and including) a Reset Date to (but excluding) the next succeeding Reset Date;

"**Risk Weighted Assets Amount**" means at any time, with respect to the Bank or the Group, as the case may be, the aggregate amount (in the Accounting Currency) of the risk weighted assets of the Bank or the Group, respectively, calculated in accordance with Applicable Banking Regulations at such time;

"**Royal Decree 1012/2015**" means Royal Decree 1012/2015, of 6 November, by virtue of which Law 11/2015 is developed and Royal Decree 2606/1996, of 20 December, on credit entities' deposit guarantee fund is amended (*Real Decreto 1012/2015, de 6 de noviembre, por el que se desarrolla la Ley 11/2015, de 18 de junio, de recuperación y resolución de entidades de crédito y empresas de servicios de inversión, y por el que se modifica el Real Decreto 2606/1996, de 20 de diciembre, sobre fondos de garantía de depósitos de entidades de crédito*), as amended or replaced from time to time;

"**Scheme of Arrangement**" has the meaning given in the definition of "Newco Scheme";

"**Screen Page**" means the display page on the relevant Reuters information service designated as (a) in the case of the 5-year Mid-Swap Rate, the "ICESWAP2" page or (b) in the case of EURIBOR, the "EURIBOR01" page, or in each case such other page as may replace that page on that information service, or on such other equivalent information service as may be nominated by the person providing or sponsoring such information, for the purpose of displaying equivalent or comparable rates to the 5-year Mid-Swap Rate or EURIBOR, as applicable;

"**Securities**" means any securities including, without limitation, shares in the capital of the Bank, or options, warrants or other rights to subscribe for or purchase or acquire shares in the capital of the Bank;

"**Selling Agent**" has the meaning given in Condition 5.10;

"**Settlement Shares Depository**" means a reputable independent financial institution, trust company or similar entity to be appointed by the Bank on or prior to any date when a function ascribed to the Settlement Shares Depository in these Conditions is required to be performed to perform such functions and who will hold Common Shares in Iberclear or any of its participating entities in a designated trust or custody account for the benefit of the Holders and otherwise on terms consistent with these Conditions;

"**Share Currency**" means euro or such other currency in which the Common Shares are quoted or dealt in on the Relevant Stock Exchange at the relevant time or for the purposes of the relevant calculation or determination;

"**Shareholders**" means the holders of Common Shares;

"**Spain**" means the Kingdom of Spain or any political subdivision thereof or any authority or agency therein or thereof having power to tax, unless the context requires otherwise;

"**Spanish Bail-in Power**" means any write-down, conversion, transfer, modification, or suspension power existing from time to time under, and exercised in compliance with any laws, regulations, rules or requirements in effect in Spain, relating to the transposition of the BRRD, as amended from time to time, including, but not limited to (i) Law 11/2015, as amended from time to time, (ii) Royal Decree 1012/2015, as amended from time to time, (iii) the SRM Regulation, as amended from time to time, and (iv) any other instruments, rules or standards made in connection with either (i), (ii) or (iii), pursuant to which any obligation of an institution can be reduced, cancelled, modified, or converted into shares, other securities, or other obligations of such institution or any other person (or suspended for a temporary period);

"**Spanish Companies Act**" means the consolidated text of the Spanish Companies Act (*Ley de Sociedades de Capital*) approved by Royal Decree Legislative 1/2010, of 2 July 2010, as amended or replaced from time to time;

"**Spanish Stock Exchanges**" means the Madrid, Barcelona, Bilbao and Valencia stock exchanges and the Automated Quotation System -Continuous Market (*Sistema de Interconexión Bursátil -Mercado Continuo (SIBE)*);

"**Specified Date**" has the meanings given in Conditions 5.3(d), 5.3(f), 5.3(g) and 5.3(h) as applicable;

"**Spin-Off**" means:

(a) a distribution of Spin-Off Securities by the Bank to Shareholders as a class; or

(b) any issue, transfer or delivery of any property or assets (including cash or shares or other securities of or in or issued or allotted by any entity) by any entity (other than the Bank) to Shareholders as a class or, in the case of or in connection with a Newco Scheme, Existing Shareholders as a class (but excluding the issue and allotment of ordinary shares (or depositary or other receipts or certificates representing such ordinary shares) by Newco to Existing Shareholders as a class), pursuant in each case to any arrangements with the Bank or any member of the Group;

"**Spin-Off Securities**" means equity share capital of an entity other than the Bank or options, warrants or other rights to subscribe for or purchase equity share capital of an entity other than the Bank;

"**SRM Regulation**" means Regulation (EU) No. 806/2014 of the European Parliament and of the 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) No 1093/2010, as amended or replaced from time to time (including by Regulation (EU) 2019/877 of the European Parliament and of the Council of 20 May 2019);

"**Subsidiary**" means any entity over which the Bank may have, directly or indirectly, control in accordance with Applicable Banking Regulations;

"**Successor Rate**" means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body;

"**TARGET Business Day**" means any day on which the Trans-European Automated Real Time Gross Settlement Transfer (TARGET 2) system is open;

"**Tax Event**" means that as a result of any change in the laws or regulations of Spain or in the official interpretation or administration of any such laws or regulations which becomes effective on or after the date of issue of the Preferred Securities (a) the Bank would not be entitled to claim a deduction in computing taxation liabilities in Spain in respect of any Distribution to be made on the next Distribution Payment Date or the value of such deduction to the Bank would be materially reduced, or (b) the Bank would be required to pay additional amounts as provided in Condition 11, or (c) the applicable tax treatment of the Preferred Securities changes in a material way and was not reasonably foreseeable at the Closing Date;

"**Tier 1 Capital**" means at any time, with respect to the Bank or the Group, as the case may be the Tier 1 capital of the Bank or the Group, respectively, as calculated by the Bank in accordance with Chapters 1, 2 and 3 (Tier 1 capital, Common Equity Tier 1 capital and Additional Tier 1 capital) of Title I (Elements of own funds) of Part Two (Own Funds and Eligible Liabilities) of the CRR and/or Applicable Banking Regulations at such time, including any applicable transitional, phasing in or similar provisions;

"**Tier 2 Instrument**" means any subordinated obligation (*crédito subordinado*) of the Bank qualifying as tier 2 capital (*capital de nivel 2*) of the Bank in accordance with Chapter 4 (Tier 2 capital) of Title I (Elements of own funds) of Part Two (Own Funds and Eligible Liabilities) of the CRR and/or Applicable Banking Regulations at such time, including any applicable transitional, phasing in or similar provisions;

"**Trigger Conversion**" has the meaning given in Condition 5.1(c);

"**Trigger Event**" means if, at any time, the CET1 ratio of the Bank or the Group calculated in accordance with Applicable Banking Regulations is less than 5.125 per cent, as determined by the Bank or the Regulator;

"**Trigger Event Notice**" has the meaning given in Condition 5.1(a);

"**Trigger Event Notice Date**" means the date on which a Trigger Event Notice is given in accordance with Condition 5.1;

"**Volume Weighted Average Price**" means, in respect of a Common Share, Security or, as the case may be, a Spin-Off Security on any dealing day, the order book volume-weighted average price of a Common Share, Security or, as the case may be, a Spin-Off Security published by or derived (in the case of a Common Share) from the Reference Page or (in the case of a Security (other than Common Shares) or Spin-Off Security) from the principal stock exchange or securities market on which such Securities or Spin-Off Securities are then listed or quoted or dealt in, if any or, in any such case, such other source as shall be determined in good faith to be appropriate by an Independent Financial Adviser on such dealing day, **provided that** if on any such dealing day such price is not available or cannot otherwise be determined as provided above, the Volume Weighted Average Price of a Common Share, Security or a Spin-Off Security, as the case may be, in respect of such dealing day shall be the Volume Weighted

Average Price, determined as provided above, on the immediately preceding dealing day on which the same can be so determined or as an Independent Financial Adviser might otherwise determine in good faith to be appropriate; and

"**Voting Rights**" means the right generally to vote at a general meeting of Shareholders of the Bank (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency).

1.2 References to any act or statute or any provision of any act or statute shall be deemed also to refer to any statutory modification or re-enactment thereof or any statutory instrument, order or regulation made in accordance therewith or under such modification or re-enactment.

1.3 References to any issue or offer or grant to Shareholders or Existing Shareholders "**as a class**" or "**by way of rights**" shall be taken to be references to an issue or offer or grant to all or substantially all Shareholders or Existing Shareholders, as the case may be, other than Shareholders or Existing Shareholders, as the case may be, to whom, by reason of the laws of any territory or requirements of any recognised regulatory body or any other stock exchange or securities market in any territory or in connection with fractional entitlements, it is determined not to make such issue or offer or grant.

1.4 In making any calculation or determination of Current Market Price or Volume Weighted Average Price, such adjustments (if any) shall be made as an Independent Financial Adviser determines in good faith appropriate to reflect any consolidation or sub-division of the Common Shares or any issue of Common Shares by way of capitalisation of profits or reserves, or any like or similar event.

1.5 For the purposes of Condition 5.3 only (a) references to the "**issue**" of Common Shares or Common Shares being issued shall, if not otherwise expressly specified in these Conditions, include the transfer and/or delivery of Common Shares, whether newly issued and allotted or previously existing or held by or on behalf of the Bank or any member of the Group, and (b) Common Shares held by or on behalf of the Bank or any member of the Group (and which, in the case of Conditions 5.3(d) and 5.3(f), do not rank for the relevant right or other entitlement) shall not be considered as or treated as in issue or issued or entitled to receive any Dividend, right or other entitlement.

2 Form, Status and Waived Set-off Rights

2.1 The Preferred Securities will be issued in bearer form.

It is intended that a global Preferred Security representing the Preferred Securities will be delivered by the Bank to a common depositary for the European Clearing Systems. As a result, accountholders should note that they will not themselves receive definitive Preferred Securities but instead Preferred Securities will be credited to their securities account with the relevant European Clearing System. It is anticipated that only in exceptional circumstances (such as the closure of Euroclear and Clearstream, the non-availability of any alternative or successor clearing system, removal of the Preferred Securities from Euroclear and Clearstream or failure to comply with the terms and conditions of the Preferred Securities by the Bank) will definitive Preferred Securities be issued directly to such accountholders

2.2 Unless previously converted into Common Shares pursuant to Condition 5, the payment obligations of the Bank under the Preferred Securities constitute direct, unconditional, unsecured and subordinated obligations (*créditos subordinados)* of the Bank according to Article 281.1 of the Insolvency Law and, in accordance with Additional Provision 14.3º of Law 11/2015, but subject to any other ranking that may apply as a result of any mandatory provision of law (or otherwise), upon the insolvency of the Bank for so long as the obligations of the Bank in respect of the Preferred Securities constitute Additional Tier 1 Instruments, rank:

(a) *pari passu* among themselves and with (i) all other claims in respect of any outstanding Additional Tier 1 Instruments and (ii) any other subordinated obligations (*créditos subordinados*) which by law and/or by their terms, to the extent permitted by Spanish law, rank *pari passu* with the Bank's obligations under Additional Tier 1 Instruments;

(b) junior to (i) any unsubordinated obligations (*créditos ordinarios*) of the Bank, (ii) any obligations of the Bank in respect of Tier 2 Instruments and (iii) any other subordinated obligations (*créditos subordinados*) which by law and/or by their terms, to the extent permitted by Spanish law, rank senior to the Bank's obligations under Additional Tier 1 Instruments; and

(c) senior to (i) any claims for the liquidation amount of the Common Shares and (ii) any other subordinated obligations (*créditos subordinados*) of the Bank which by law and/or by their terms, to the extent permitted by Spanish law, rank junior to the Bank's obligations under Additional Tier 1 Instruments

2.3 No Holder may at any time exercise any right of, or claim for, deduction, set-off, netting, compensation, retention or counterclaim arising directly or indirectly under or in connection with the Preferred Securities against any right, claim, or liability the Bank has or may have or acquire against such Holder, directly or indirectly, howsoever arising (and, for the avoidance of doubt, including all such rights, claims and liabilities arising under or in relation to any and all agreements or other instruments of any sort, whether or not relating to such Preferred Security) and each Holder shall be deemed to have waived all rights of, or claims for, deduction, set-off, netting, compensation, retention or counterclaim arising directly or indirectly under or in connection with the Preferred Securities to the fullest extent permitted by applicable law in relation to all such actual and potential rights, claims and liabilities. Notwithstanding the preceding sentence, if any of the amounts owing to any Holder by the Bank in respect of, or arising under or in connection with the Preferred Securities is discharged by set-off, such Holder shall, subject to applicable law, immediately pay an amount equal to the amount of such discharge to the Bank and, until such time as payment is made, shall hold an amount equal to such amount in trust for the Bank and accordingly any such discharge shall be deemed not to have taken place.

For the avoidance of doubt, nothing in this Condition is intended to provide, or shall be construed as acknowledging, any right of deduction, set-off, netting, compensation, retention or counterclaim or that any such right is or would be available to any Holder of any Preferred Securities but for this Condition 2.3.

3 Distributions

3.1 The Preferred Securities accrue Distributions:

(a) in respect of the period from (and including) the Closing Date to (but excluding) the First Reset Date at the rate of 3.625 per cent. per annum; and

(b) in respect of each Reset Period, at the rate per annum equal to the aggregate of the Initial Margin and the 5-year Mid-Swap Rate (expressed as an annual rate) for such Reset Period, such aggregate converted to a quarterly rate in accordance with market convention (rounded to four decimal places, with 0.00005 rounded down), all as determined by the Agent Bank on the relevant Reset Determination Date.

Subject as provided in Conditions 3.3 to 3.5 below, such Distributions will be payable quarterly in arrear on each Distribution Payment Date.

If a Distribution is required to be paid in respect of a Preferred Security on any other date, it shall be calculated by the Agent Bank by applying the Distribution Rate to the Liquidation Preference in respect of each Preferred Security, multiplying the product by (i) the actual number of days in the period from (and including) the date from which Distributions began to accrue (the "**Accrual Date**") to (but excluding) the date on which Distributions fall due divided by (ii) the actual number of days from (and including) the Accrual Date to (but excluding) the next following Distribution Payment Date multiplied by four, and rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

3.2 The Bank will be discharged from its obligations to pay Distributions on the Preferred Securities by payment to the Principal Paying Agent for the account of the holder of the relevant Preferred Securities on the relevant Distribution Payment Date. Subject to any applicable fiscal or other laws and regulations, each such payment in respect of the Preferred Securities will be made in euro by transfer to an account capable of receiving euro payments, as directed by the Principal Paying Agent.

If any date on which any payment is due to be made on the Preferred Securities would otherwise fall on a date which is not a Payment Business Day, the payment will be postponed to the next Payment Business Day and the Holder shall not be entitled to any interest or other payment in respect of any such delay.

3.3 The Bank may elect, in its sole and absolute discretion, to cancel the payment of any Distribution in whole or in part at any time that it deems necessary or desirable and for any reason.

3.4 Payments of Distributions in any financial year of the Bank shall be made only out of Available Distributable Items. To the extent that (i) the Bank has insufficient Available Distributable Items to make Distributions on the Preferred Securities scheduled for payment in the then current financial year and any equivalent payments scheduled to be made in the then current financial year in respect of any other Parity Securities then outstanding and CET1 Capital securities, in each case excluding any portion of such payments already accounted for in determining the Available Distributable Items, and/or (ii) the Regulator, in accordance with Applicable Banking Regulations, requires the Bank to cancel the relevant Distribution in whole or in part, then the Bank will, without prejudice to the right above to cancel the payment of all such Distributions on the Preferred Securities, make partial or, as the case may be, no payment of the relevant Distribution on the Preferred Securities.

3.5 No payment will be made on the Preferred Securities (whether by way of a repayment of the Liquidation Preference, the payment of any Distribution or otherwise) if and to the extent that such payment would cause a breach of any regulatory restriction or prohibition on payments on Additional Tier 1 Instruments pursuant to Applicable Banking Regulations (including, without limitation, any such restriction or prohibition relating to any Maximum Distributable Amount applicable to the Bank and/or the Group).

3.6 Distributions on the Preferred Securities will be non-cumulative. Accordingly, if any Distribution (or part thereof) is not made in respect of the Preferred Securities as a result of any election of the Bank to cancel such Distribution pursuant to Condition 3.3 above or the limitations on payment set out in Conditions 3.4 and 3.5 above then the right of the Holders to receive the relevant Distribution (or part thereof) in respect of the relevant Distribution Period will be extinguished and the Bank will have no obligation to pay such Distribution (or part thereof) accrued for such Distribution Period or to pay any interest thereon, whether or not Distributions on the Preferred Securities are paid in respect of any future Distribution Period.

3.7 No such election to cancel the payment of any Distribution (or part thereof) pursuant to Condition 3.3 above or non-payment of any Distribution (or part thereof) as a result of the limitations on payment set out in Conditions 3.4 and 3.5 above will constitute an event of default, any breach of any obligation of the Bank under the Preferred Securities or the occurrence of any event related to the insolvency of the Bank or entitle Holders to take any action to cause the liquidation, dissolution or winding-up of the Bank

or in any way limit or restrict the Bank from making any distribution or equivalent payment in connection with any instrument ranking junior to the Preferred Securities (including, without limitation, any CET1 Capital of the Bank or the Group) or in respect of any other Parity Security or other securities, except to the extent Applicable Banking Regulations otherwise provide.

3.8 The election to cancel the payment of any Distribution (or part thereof) pursuant to Condition 3.3 above or non-payment of any Distribution (or part thereof) as a result of the limitations on payment set out in Conditions 3.4 and 3.5 above will be notified by the Bank to the Holders in accordance with Condition 11 as soon as possible. The failure to notify Holders as aforesaid will not invalidate the cancellation of the payment of any Distribution.

3.9 Save as described in this Condition 3, the Preferred Securities will confer no right to participate in the profits of the Bank.

3.10 The Agent Bank will at or as soon as practicable after the relevant time on each Reset Determination Date at which the Distribution Rate is to be determined, determine the Distribution Rate for the relevant Reset Period. The Agent Bank will cause the Distribution Rate for each Reset Period to be notified to the Bank and any stock exchange or other relevant authority on which the Preferred Securities are for the time being listed or by which they have been admitted to listing and notice thereof to be published in accordance with Condition 12 as soon as possible after its determination but in no event later than the fourth Business Day thereafter.

3.11 For the avoidance of doubt, the Agent Bank shall not be responsible to the Bank, the Holders or any third party as a result of the Agent Bank having relied upon any quotation, ratio or other information provided to it by any person for the purposes of making any determination hereunder, which subsequently may be found to be incorrect or inaccurate in any way or for any losses arising by virtue thereof.

3.12 All certificates, communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 3 by the Agent Bank, shall (in the absence of wilful default, bad faith or manifest error) be binding on the Bank, the Principal Paying Agent, the Agent Bank, the other Paying and Conversion Agents and all Holders and (in the absence of wilful default, fraud or manifest error) no liability to the Bank or the Holders shall attach to the Agent Bank in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

3.13 If at the time of determining the Distribution Rate a Benchmark Event occurs or has occurred, then the Bank shall use its reasonable endeavours to appoint an Independent Financial Adviser, as soon as reasonably practicable, with a view to the Bank determining a Successor Rate, failing which an Alternative Rate and, in either case, an Adjustment Spread if any and any Benchmark Amendments.

An Independent Financial Adviser appointed pursuant to this Condition 3.13 shall act in good faith and in a commercially reasonable manner as an expert. In the absence of bad faith or fraud, the Independent Financial Adviser shall have no liability whatsoever to the Bank, the Paying and Conversion Agents, or the Holders for any advice given to the Bank in connection with any determination made by the Bank, pursuant to this Condition 3.13.

If (i) the Bank is unable to appoint an Independent Financial Adviser; and/or (ii) the Bank fails to determine a Successor Rate or, failing which, an Alternative Rate in accordance with this Condition 3.13 prior to the relevant Reset Determination Date, the Distribution Rate applicable to the next succeeding Reset Period shall be equal to the Distribution Rate last determined in relation to the Preferred Securities in respect of the immediately preceding Reset Period. If the Bank fails to make such a determination

prior to the first Reset Determination Date, the Distribution Rate shall be 3.435per cent. per annum. For the avoidance of doubt, this Condition 3.13 shall apply to the relevant next succeeding Reset Period only and any subsequent Reset Periods are subject to the subsequent operation of, and to adjustment as provided in, this Condition 3.13.

If the Bank, following consultation with the Independent Financial Adviser and acting in good faith and in a commercially reasonable manner, determines that:

(i) there is a Successor Rate, then such Successor Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Distribution Rate (or the relevant component part thereof), as applicable, for all future Distributions (subject to the operation of this Condition 3.13); or

(ii) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Distribution Rate (or the relevant component part thereof), as applicable, for all future Distributions (subject to the operation of this Condition 3.13).

If the Bank, following consultation with the Independent Financial Adviser and acting in good faith and in a commercially reasonable manner, determines (i) that an Adjustment Spread is required to be applied to the Successor Rate or the Alternative Rate (as the case may be) and (ii) the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Successor Rate or the Alternative Rate (as the case may be). If the Bank, following consultation with the Independent Financial Adviser and acting in good faith and in a commercially reasonable manner, is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then the Successor Rate or Alternative Rate (as applicable) will apply without an Adjustment Spread.

If any Successor Rate, Alternative Rate or Adjustment Spread is determined in accordance with this Condition 3.13 and the Bank, following consultation with the Independent Financial Adviser and acting in good faith and in a commercially reasonable manner, determines (i) that amendments to these Conditions are necessary to ensure the proper operation of such Successor Rate, Alternative Rate and/or Adjustment Spread (such amendments, the "**Benchmark Amendments**") and (ii) the terms of the Benchmark Amendments, then the Bank shall, subject to giving notice thereof as provided below, without any requirement for the consent or approval of Holders, vary these Conditions to give effect to such Benchmark Amendments with effect from the date specified in such notice.

In connection with any such variation in accordance with this Condition 3.13, the Bank shall comply with the rules of any stock exchange on which the Preferred Securities are for the time being listed or admitted to trading.

Notwithstanding any other provision of this Condition 3.13, no Successor Rate or Alternative Rate will be adopted, nor any Adjustment Spread applied, nor will any Benchmark Amendments be made, if and to the extent that, in the determination of the Bank, the same could reasonably be expected to prejudice the qualification of the Preferred Securities as Tier 1 Capital.

Any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition will be notified promptly by the Bank to the Paying and Conversion Agents and, in accordance with Condition 12, the Holders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any.

Without prejudice to the obligations of the Bank under this Condition 3.13, the Original Reference Rate and the fallback provisions otherwise provided for in these Conditions will continue to apply unless and until a Benchmark Event has occurred.

4 Liquidation Distribution

4.1 Subject as provided in Condition 4.2 below, in the event of any voluntary or involuntary liquidation or winding-up of the Bank, the Preferred Securities (unless previously converted into Common Shares pursuant to Condition 5 below) will confer an entitlement to receive out of the assets of the Bank available for distribution to Holders, the Liquidation Distribution. Such entitlement will arise before any distribution of assets is made to holders of Common Shares or any other instrument of the Bank ranking junior to the Preferred Securities.

4.2 If, before such liquidation or winding-up of the Bank described in Condition 4.1, the Trigger Event occurs but the relevant conversion of the Preferred Securities into Common Shares pursuant to Condition 5 below is still to take place, the entitlement conferred by the Preferred Securities for the purposes of Condition 4.1, will be an entitlement to receive out of the relevant assets of the Bank a monetary amount equal to that which holders of such Preferred Securities would have received on any distribution of the assets of the Bank if such conversion had taken place immediately prior to such liquidation or winding-up.

4.3 After payment of the relevant entitlement in respect of a Preferred Security as described in Conditions 4.1 and 4.2, such Preferred Security will confer no further right or claim to any of the remaining assets of the Bank.

5 Conversion

5.1 If the Trigger Event occurs at any time on or after the Closing Date, then the Bank will:

(a) notify the Regulator and Holders thereof immediately following such determination by the Bank through (i) the filing of a communication of inside information (*comunicación de información privilegiada*) or a communication of other relevant information (*comunicación de otra información relevante*) with the CNMV and its publication in accordance with the rules and regulations of any applicable stock exchange or other relevant authority and (ii) in the case of Holders, in accordance with Condition 12 below (together, the "**Trigger Event Notice**"), **provided that** the failure to notify the Regulator and Holders as aforesaid will not invalidate the conversion;

(b) not make any further Distribution on the Preferred Securities, including any accrued and unpaid Distributions, which shall be cancelled by the Bank in accordance with Condition 3 above; and

(c) irrevocably and mandatorily (and without any requirement for the consent or approval of Holders) convert all the Preferred Securities into Common Shares (the "**Trigger Conversion**") to be delivered on the relevant Conversion Settlement Date.

Holders shall have no claim against the Bank in respect of (i) any Liquidation Preference of Preferred Securities converted into Common Shares or (ii) any accrued and unpaid Distributions cancelled or otherwise unpaid, in each case pursuant to any Trigger Conversion.

A Trigger Event will not constitute an event of default, any breach of any obligation of the Bank under the Preferred Securities or the occurrence of any event related to the insolvency of the Bank or entitle Holders to take any action to cause liquidation, dissolution or winding up of the Bank.

For the purposes of determining whether the Trigger Event has occurred, the Bank will (A) calculate the CET1 ratio based on information (whether or not published) available to management of the Bank, including information internally reported within the Bank pursuant to its procedures for ensuring effective ongoing monitoring of the capital ratios of the Bank and the Group and (B) calculate and publish the CET1 ratio on at least a quarterly basis. The Bank's calculation shall be binding on the Holders.

5.2 Subject as provided in Condition 5.9, the number of Common Shares to be issued on Trigger Conversion in respect of each Preferred Security to be converted (the "**Conversion Shares**") shall be determined by dividing the Liquidation Preference of such Preferred Security by the Conversion Price in effect on the Trigger Event Notice Date.

The obligation of the Bank to issue and deliver Conversion Shares to a Holder on the Conversion Settlement Date shall be satisfied by the delivery of the Conversion Shares to the Settlement Shares Depository. Receipt of the Conversion Shares by the Settlement Shares Depository shall discharge the Bank's obligations in respect of the Preferred Securities.

Holders shall have recourse to the Bank only for the issue and delivery of Conversion Shares to the Settlement Shares Depository pursuant to these Conditions. After such delivery, Holders shall have recourse to the Settlement Shares Depository only for the delivery to them of such Conversion Shares or, in the circumstances described in Condition 5.10, any cash amounts to which such Holders are entitled under Condition 5.10.

If the Trigger Event occurs, the Preferred Securities will be converted in whole and not in part as provided in this Condition 5.

The Preferred Securities are not convertible into Common Shares at the option of Holders at any time and are not redeemable in cash as a result of the Trigger Event. The Trigger Conversion will not constitute an event of default or the occurrence of any event related to the insolvency of the Bank or entitle Holders to take any action to cause the liquidation, dissolution or winding-up of the Bank.

5.3 Upon the happening of any of the events described below, the Floor Price shall be adjusted as follows:

(a) If and whenever there shall be a consolidation, reclassification/redesignation or subdivision affecting the number of Common Shares, the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to such consolidation, reclassification/redesignation or subdivision by the following fraction:

$$\frac{A}{B}$$

where:

A is the aggregate number of Common Shares in issue immediately before such consolidation, reclassification/redesignation or subdivision, as the case may be; and

B is the aggregate number of Common Shares in issue immediately after, and as a result of, such consolidation, reclassification/redesignation or subdivision, as the case may be.

Such adjustment shall become effective on the date the consolidation, reclassification/redesignation or subdivision, as the case may be, takes effect.

(b) If and whenever the Bank shall issue any Common Shares credited as fully paid to Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital

redemption reserve) other than (i) where any such Common Shares are or are to be issued instead of the whole or part of a Dividend in cash which the Shareholders would or could otherwise have elected to receive, (ii) where the Shareholders may elect to receive a Dividend in cash in lieu of such Common Shares or (iii) where any such Common Shares are or are expressed to be issued in lieu of a Dividend (whether or not a cash Dividend equivalent or amount is announced or would otherwise be payable to Shareholders, whether at their election or otherwise), the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to such issue by the following fraction:

$$\frac{A}{B}$$

where:

A is the aggregate number of Common Shares in issue immediately before such issue; and

B is the aggregate number of Common Shares in issue immediately after such issue.

Such adjustment shall become effective on the first day on which Common Shares are traded ex-rights on the relevant Stock Exchange.

(c)

(i) If and whenever the Bank shall pay any Extraordinary Dividend to Shareholders, the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A - B}{B - C}$$

where:

A is the Current Market Price of one Common Share on the Effective Date;

B is the portion of the Fair Market Value of the aggregate Extraordinary Dividend attributable to one Common Share, with such portion being determined by dividing the Fair Market Value of the aggregate Extraordinary Dividend by the number of Common Shares entitled to receive the relevant Dividend; and

C is the amount (if any) by which the Reference Amount determined in respect of the Relevant Dividend exceeds an amount equal to the aggregate of the Fair Market Values of any previous Cash Dividends per Common Share paid or made in such Relevant Year (where C shall equal zero if such previous Cash Dividends per Common Share are equal to, or exceed, the Reference Amount in respect of the Relevant Year). For the avoidance of doubt, "C" shall equal the Reference Amount determined in respect of the Relevant Dividend where no previous Cash Dividends per Common Share have been paid or made in such Relevant Year.

Such adjustment shall become effective on the Effective Date or, if later, the first date upon which the Fair Market Value of the relevant Extraordinary Dividend can be determined.

"**Effective Date**" means, in respect of this Condition 5.3(c)(i), the first date on which the Common Shares are traded ex-the relevant Cash Dividend on the Relevant Stock Exchange.

"**Extraordinary Dividend**" means:

(I) any Cash Dividend which is expressly declared by the Bank to be a capital distribution, extraordinary dividend, extraordinary distribution, special dividend, special distribution or return of value to Shareholders or any analogous or similar term (including any distribution made as a result of any capital reduction), in which case the Extraordinary Dividend shall be such Cash Dividend; or

(II) any Cash Dividend (the "**Relevant Dividend**") paid or made in a financial year of the Bank (the "**Relevant Year**") if (A) the Fair Market Value of the Relevant Dividend per Common Share or (B) the sum of (I) the Fair Market Value of the Relevant Dividend per Common Share and (II) an amount equal to the aggregate of the Fair Market Value or Fair Market Values of any other Cash Dividend or Cash Dividends per Common Share paid or made in the Relevant Year (other than any Cash Dividend or part thereof previously determined to be an Extraordinary Dividend paid or made in such Relevant Year), exceeds the Reference Amount, and in that case the Extraordinary Dividend shall be the amount by which the Reference Amount is so exceeded.

"**Reference Amount**" means an amount per Ordinary Share that is consistent with the dividend policy of the Bank as applied or to be applied for a period or projected period of at least three years.

(ii) If and whenever the Bank shall pay or make any Non-Cash Dividend to Shareholders, the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A - B}{A}$$

where:

A is the Current Market Price of one Common Share on the Effective Date; and

B is the portion of the Fair Market Value of the aggregate Non-Cash Dividend attributable to one Common Share, with such portion being determined by dividing the Fair Market Value of the aggregate Non-Cash Dividend by the number of Common Shares entitled to receive the relevant Non-Cash Dividend (or, in the case of a purchase, redemption or buy back of Common Shares or any depositary or other receipts or certificates representing Common Shares by or on behalf of the Bank or any member of the Group, by the number of Common Shares in issue immediately following such purchase, redemption or buy back, and treating as not being in issue any Common Shares, or any Common Shares represented by depositary or other receipts or certificates, purchased, redeemed or bought back).

Such adjustment shall become effective on the Effective Date or, if later, the first date upon which the Fair Market Value of the relevant Non-Cash Dividend is capable of being determined as provided herein.

"**Effective Date**" means, in respect of this Condition 5.3(c)(ii), the first date on which the Common Shares are traded ex-the relevant Dividend on the Relevant Stock Exchange or, in the case of a purchase, redemption or buy back of Common Shares or any depositary or other receipts or certificates representing Common Shares by or on behalf of the Bank

or any member of the Group, the date on which such purchase, redemption or buy back is made (or, in any such case if later, the first date upon which the Fair Market Value of the relevant Dividend is capable of being determined as provided herein) or in the case of a Spin-Off, the first date on which the Common Shares are traded ex-the relevant Spin-Off on the Relevant Stock Exchange.

(iii) For the purposes of the above, Fair Market Value shall (subject as provided in paragraph (a) of the definition of "**Dividend**" and in the definition of "**Fair Market Value**") be determined as at the Effective Date.

(iv) In making any calculations for the purposes of this Condition 5.3(c), such adjustments (if any) shall be made as an Independent Financial Adviser may determine in good faith to be appropriate to reflect (A) any consolidation or sub-division of any Common Shares or (B) the issue of Common Shares by way of capitalisation of profits or reserves (or any like or similar event) or (C) any increase in the number of Common Shares in issue in the Relevant Year in question.

(d) If and whenever the Bank shall issue Common Shares to Shareholders as a class by way of rights, or the Bank or any member of the Group or (at the direction or request or pursuant to any arrangements with the Bank or any member of the Group) any other company, person or entity shall issue or grant to Shareholders as a class by way of rights, any options, warrants or other rights to subscribe for or purchase or otherwise acquire any Common Shares, or any Securities which by their terms of issue carry (directly or indirectly) rights of conversion into, or exchange or subscription for, or the right to acquire, any Common Shares (or shall grant any such rights in respect of existing Securities so issued), in each case at a price per Common Share which is less than 95 per cent. of the Current Market Price per Common Share on the Effective Date, the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A + B}{A + C}$$

where:

A is the number of Common Shares in issue on the Effective Date;

B is the number of Common Shares which the aggregate consideration (if any) receivable for the Common Shares issued by way of rights, or for the Securities issued by way of rights, or for the options or warrants or other rights issued or granted by way of rights and for the total number of Common Shares deliverable on the exercise thereof, would purchase at such Current Market Price per Common Share; and

C is the number of Common Shares to be issued or, as the case may be, the maximum number of Common Shares which may be issued upon exercise of such options, warrants or rights calculated as at the date of issue of such options, warrants or rights or upon conversion or exchange or exercise of rights of subscription or purchase or other rights of acquisition in respect thereof at the initial conversion, exchange, subscription, purchase or acquisition price or rate,

provided that if at the first date on which the Common Shares are traded ex-rights, ex-options or ex-warrants on the Relevant Stock Exchange (as used in this Condition 5.3(d), the "**Specified Date**") such number of Common Shares is to be determined by reference to the application of a

formula or other variable feature or the occurrence of any event at some subsequent time, then for the purposes of this Condition 5.3(d), "C" shall be determined by the application of such formula or variable feature or as if the relevant event occurs or had occurred as at the Specified Date and as if such conversion, exchange, subscription, purchase or acquisition had taken place on the Specified Date.

Such adjustment shall become effective on the Effective Date.

"**Effective Date**" means, in respect of this Condition 5.3(d), the first date on which the Common Shares are traded ex-rights, ex-options or ex-warrants on the Relevant Stock Exchange.

(e) If and whenever the Bank or any member of the Group or (at the direction or request or pursuant to any arrangements with the Bank or any member of the Group) any other company, person or entity shall issue any Securities (other than Common Shares or options, warrants or other rights to subscribe for or purchase or otherwise acquire any Common Shares or Securities which by their terms carry (directly or indirectly) rights of conversion into, or exchange or subscription for, or rights to otherwise acquire, Common Shares) to Shareholders as a class by way of rights or grant to Shareholders as a class by way of rights any options, warrants or other rights to subscribe for or purchase or otherwise acquire any Securities (other than Common Shares or options, warrants or other rights to subscribe for or purchase or otherwise acquire Common Shares or Securities which by their term carry (directly or indirectly) rights of conversion into, or exchange or subscription for, rights to otherwise acquire, Common Shares), the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A - B}{A}$$

where:

A is the Current Market Price of one Common Share on the Effective Date; and

B is the Fair Market Value on the Effective Date of the portion of the rights attributable to one Common Share.

Such adjustment shall become effective on the Effective Date.

"**Effective Date**" means, in respect of this Condition 5.3(e), the first date on which the Common Shares are traded ex-the relevant Securities or ex-rights, ex-option or ex-warrants on the Relevant Stock Exchange.

(f) If and whenever the Bank shall issue (otherwise than as mentioned in Condition 5.3(d) above) wholly for cash or for no consideration any Common Shares (other than Common Shares issued on conversion of the Preferred Securities or on the exercise of any rights of conversion into, or exchange or subscription for or purchase of, or right to otherwise acquire Common Shares) or if and whenever the Bank or any member of the Group or (at the direction or request or pursuance to any arrangements with the Bank or any member of the Group) any other company, person or entity shall issue or grant (otherwise than as mentioned in Condition 5.3(d) above) wholly for cash or for no consideration any options, warrants or other rights to subscribe for or purchase or otherwise acquire any Common Shares (other than the Preferred Securities, which term shall for this purpose include any Further Preferred Securities), in each case at a price per Common Share which is less than 95 per cent. of the Current Market Price per Common Share on the date of the first public announcement of the terms of such issue or grant, the Floor Price shall be adjusted by

multiplying the Floor Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A + B}{A + C}$$

where:

A is the number of Common Shares in issue immediately before the issue of such Common Shares or the grant of such options, warrants or rights;

B is the number of Common Shares which the aggregate consideration (if any) receivable for the issue of such Common Shares or, as the case may be, for the Common Shares to be issued or otherwise made available upon the exercise of any such options, warrants or rights, would purchase at such Current Market Price per Common Share on the Effective Date; and

C is the number of Common Shares to be issued pursuant to such issue of such Common Shares or, as the case may be, the maximum number of Common Shares which may be issued upon exercise of such options, warrants or rights calculated as at the date of issue of such options, warrants or rights,

provided that if at the time of issue of such Common Shares or date of issue or grant of such options, warrants or rights (as used in this Condition 5.3(f), the "**Specified Date**"), such number of Common Shares is to be determined by reference to the application of a formula or other variable feature or the occurrence of any event at some subsequent time, then for the purposes of this Condition 5.3(f), "C" shall be determined by the application of such formula or variable feature or as if the relevant event occurs or had occurred as at the Specified Date and as if such conversion, exchange, subscription, purchase or acquisition had taken place on the Specified Date.

Such adjustment shall become effective on the Effective Date.

"**Effective Date**" means, in respect of this Condition 5.3(f), the date of issue of such Common Shares or, as the case may be, the grant of such options, warrants or rights.

(g) If and whenever the Bank or any member of the Group or (at the direction or request of or pursuant to any arrangements with the Bank or any member of the Group) any other company, person or entity (otherwise than as mentioned in Conditions 5.3(d), 5.3(e) or 5.3(f) above) shall issue wholly for cash or for no consideration any Securities (other than the Preferred Securities, which term for this purpose shall include any Further Preferred Securities) which by their terms of issue carry (directly or indirectly) rights of conversion into, or exchange or subscription for, purchase of, or rights to otherwise acquire, Common Shares (or shall grant any such rights in respect of existing Securities so issued) or Securities which by their terms might be reclassified/redesignated as Common Shares, and the consideration per Common Share receivable upon conversion, exchange, subscription, purchase, acquisition or redesignation is less than 95 per cent. of the Current Market Price per Common Share on the date of the first public announcement of the terms of issue of such Securities (or the terms of such grant), the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A + B}{A + C}$$

where:

A is the number of Common Shares in issue immediately before such issue or grant (but where the relevant Securities carry rights of conversion into or rights of exchange or subscription for, purchase of, or rights to otherwise acquire Common Shares which have been issued, purchased or acquired by the Bank or any member of the Group (or at the direction or request or pursuant to any arrangements with the Bank or any member of the Group) for the purposes of or in connection with such issue, less the number of such Common Shares so issued, purchased or acquired);

B is the number of Common Shares which the aggregate consideration (if any) receivable for the Common Shares to be issued or otherwise made available upon conversion or exchange or upon exercise of the right of subscription, purchase or acquisition attached to such Securities or, as the case may be, for the Common Shares to be issued or to arise from any such reclassification/redesignation would purchase at such Current Market Price per Common Share; and

C is the maximum number of Common Shares to be issued or otherwise made available upon conversion or exchange of such Securities or upon the exercise of such right of subscription attached thereto at the initial conversion, exchange, subscription, purchase or acquisition price or rate or, as the case may be, the maximum number of Common Shares which may be issued or arise from any such reclassification/redesignation;

provided that if at the time of issue of the relevant Securities or date of grant of such rights (as used in this Condition 5.3(g), the "**Specified Date**") such number of Common Shares is to be determined by reference to the application of a formula or other variable feature or the occurrence of any event at some subsequent time (which may be when such Securities are converted or exchanged or rights of subscription, purchase or acquisition are exercised or, as the case may be, such Securities are reclassified/redesignated or at such other time as may be provided), then for the purposes of this Condition 5.3(g), "C" shall be determined by the application of such formula or variable feature or as if the relevant event occurs or had occurred as at the Specified Date and as if such conversion, exchange, subscription, purchase or acquisition or, as the case may be, reclassification/redesignation had taken place on the Specified Date.

Such adjustment shall become effective on the Effective Date.

"**Effective Date**" means, in respect of this Condition 5.3(g), the date of issue of such Securities or, as the case may be, the grant of such rights.

(h) If and whenever there shall be any modification of the rights of conversion, exchange, subscription, purchase or acquisition attaching to any Securities (other than the Preferred Securities, which term shall for this purpose include any Further Preferred Securities) as are mentioned in Condition 5.3(g) above (other than in accordance with the terms (including terms as to adjustment) applicable to such Securities upon issue) so that following such modification the consideration per Common Share receivable has been reduced and is less than 95 per cent. of the Current Market Price per Common Share on the date of the first public announcement of the proposals for such modification, the Floor Price shall be adjusted by multiplying the Floor Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A + B}{A + C}$$

where:

A is the number of Common Shares in issue immediately before such modification (but where the relevant Securities carry rights of conversion into or rights of exchange or subscription for, or purchase or acquisition of, Common Shares which have been issued, purchased or acquired by the Bank or any member of the Group (or at the direction or request or pursuant to any arrangements with the Bank or any member of the Group) for the purposes of or in connection with such Securities, less the number of such Common Shares so issued, purchased or acquired);

B is the number of Common Shares which the aggregate consideration (if any) receivable for the Common Shares to be issued or otherwise made available upon conversion or exchange or upon exercise of the right of subscription, purchase or acquisition attached to the Securities so modified would purchase at such Current Market Price per Common Share or, if lower, the existing conversion, exchange, subscription, purchase or acquisition price or rate of such Securities; and

C is the maximum number of Common Shares which may be issued or otherwise made available upon conversion or exchange of such Securities or upon the exercise of such rights of subscription, purchase or acquisition attached thereto at the modified conversion, exchange, subscription, purchase or acquisition price or rate but giving credit in such manner as an Independent Financial Adviser in good faith shall consider appropriate for any previous adjustment under this Condition 5.3(h) or Condition 5.3(g) above;

provided that if at the time of such modification (as used in this Condition 5.3(h), the "**Specified Date**") such number of Common Shares is to be determined by reference to the application of a formula or other variable feature or the occurrence of any event at some subsequent time (which may be when such Securities are converted or exchanged or rights of subscription, purchase or acquisition are exercised or at such other time as may be provided) then for the purposes of this Condition 5.3(h), "C" shall be determined by the application of such formula or variable feature or as if the relevant event occurs or had occurred as at the Specified Date and as if such conversion, exchange, subscription, purchase or acquisition had taken place on the Specified Date.

Such adjustment shall become effective on the Effective Date.

"**Effective Date**" means, in respect of this Condition 5.3(h), the date of modification of the rights of conversion, exchange, subscription, purchase or acquisition attaching to such Securities.

(i) If and whenever the Bank or any member of the Group or (at the direction or request of or pursuant to any arrangements with the Bank or any member of the Group) any other company, person or entity shall offer any Securities in connection with which Shareholders as a class are entitled to participate in arrangements whereby such Securities may be acquired by them (except where the Floor Price falls to be adjusted under Conditions 5.3(b), 5.3(c), 5.3(d), 5.3(e) or 5.3(f) above or Condition 5.3(j) below (or would fall to be so adjusted if the relevant issue or grant was at less than 95 per cent. of the Current Market Price per Common Share on the relevant dealing day under Condition 5.3(e) above)) the Floor Price shall be adjusted by multiplying the Floor Price in force immediately before the Effective Date by the following fraction:

$$\frac{A - B}{A}$$

where:

A is the Current Market Price of one Common Share on the Effective Date; and

B is the Fair Market Value on the Effective Date of the portion of the relevant offer attributable to one Common Share.

Such adjustment shall become effective on the Effective Date.

"**Effective Date**" means, in respect of this Condition 5.3(i), the first date on which the Common Shares are traded ex-rights on the Relevant Stock Exchange.

(j) If the Bank determines that a reduction to the Floor Price should be made for whatever reason, the Floor Price will be reduced (either generally or for a specified period as notified to Holders) in such manner and with effect from such date as the Bank shall determine and notify to the Holders

Notwithstanding the foregoing provisions:

(i) where the events or circumstances giving rise to any adjustment pursuant to this Condition 5.3 have already resulted or will result in an adjustment to the Floor Price or where the events or circumstances giving rise to any adjustment arise by virtue of any other events or circumstances which have already given or will give rise to an adjustment to the Floor Price or where more than one event which gives rise to an adjustment to the Floor Price occurs within such a short period of time that, in the opinion of the Bank, a modification to the operation of the adjustment provisions is required to give the intended result, such modification shall be made to the operation of the adjustment provisions as may be determined in good faith by an Independent Financial Adviser to be in its opinion appropriate to give the intended result; and

(ii) such modification shall be made to the operation of these Conditions as may be determined in good faith by an Independent Financial Adviser to be in its opinion appropriate (A) to ensure that an adjustment to the Floor Price or the economic effect thereof shall not be taken into account more than once and (B) to ensure that the economic effect of a Dividend is not taken into account more than once.

For the purpose of any calculation of the consideration receivable or price pursuant to Conditions 5.3(d), 5.3(f), 5.3(g) and 5.3(h), the following provisions shall apply:

(I) the aggregate consideration receivable or price for Common Shares issued for cash shall be the amount of such cash;

(II) (A) the aggregate consideration receivable or price for Common Shares to be issued or otherwise made available upon the conversion or exchange of any Securities shall be deemed to be the consideration or price received or receivable for any such Securities and (B) the aggregate consideration receivable or price for Common Shares to be issued or otherwise made available upon the exercise of rights of subscription attached to any Securities or upon the exercise of any options, warrants or rights shall be deemed to be that part (which may be the whole) of the consideration or price received or receivable for such Securities or, as the case may be, for such options, warrants or rights which are attributed by the Bank to such rights of subscription or, as the case may be, such options, warrants or rights or, if no part of such consideration or price is so attributed, the Fair Market Value of such rights of subscription or, as the case may be, such options, warrants or rights as at the relevant Effective Date as referred to in Conditions 5.3(d), 5.3(f), 5.3(g)

or 5.3(h), as the case may be, plus in the case of each of (A) and (B) above, the additional minimum consideration receivable or price (if any) upon the conversion or exchange of such Securities, or upon the exercise of such rights or subscription attached thereto or, as the case may be, upon exercise of such options, warrants or rights and (C) the consideration receivable or price per Common Share upon the conversion or exchange of, or upon the exercise of such rights of subscription attached to, such Securities or, as the case may be, upon the exercise of such options, warrants or rights shall be the aggregate consideration or price referred to in (A) or (B) above (as the case may be) divided by the number of Common Shares to be issued upon such conversion or exchange or exercise at the initial conversion, exchange or subscription price or rate;

(III) if the consideration or price determined pursuant to (I) or (II) above (or any component thereof) shall be expressed in a currency other than the Share Currency, it shall be converted into the Share Currency at the Prevailing Rate on the relevant Effective Date (in the case of (I) above) or the relevant date of first public announcement (in the case of (II) above);

(IV) in determining the consideration or price pursuant to the above, no deduction shall be made for any commissions or fees (howsoever described) or any expenses paid or incurred for any underwriting, placing or management of the issue of the relevant Common Shares or Securities or options, warrants or rights, or otherwise in connection therewith; and

(V) the consideration or price shall be determined as provided above on the basis of the consideration or price received, receivable, paid or payable regardless of whether all or part thereof is received, receivable, paid or payable by or to the Bank or another entity.

5.4 If the record date in respect of any consolidation, reclassification/redesignation or sub-division as is mentioned in Condition 5.3(a) above, or the record date or other due date for the establishment of entitlement for any such issue, distribution, grant or offer (as the case may be) as is mentioned in Conditions 5.3(b), 5.3(c), 5.3(d), 5.3(e) or 5.3(i) above, or the date of the first public announcement of the terms of any such issue or grant as is mentioned in Conditions 5.3(f) and 5.3(g) above or of the terms of any such modification as is mentioned in Condition 5.3(h) above, shall be after the Trigger Event Notice Date in relation to the conversion of any Preferred Security but before the date on which the resolution of issuance of the Common Shares is approved, then the Bank shall procure the execution of the corresponding adjustment mechanism under Condition 5.3 above so that there shall be issued and delivered to the Settlement Shares Depository, for onward delivery to Holders, in accordance with the instructions contained in the Delivery Notices received by the Settlement Shares Depository, such number of Common Shares that could be required to be issued and delivered on such conversion taking into account the relevant adjustment to the Floor Price under Condition 5.3 above and all references to the issue and/or delivery of Common Shares or Conversion Shares in these Conditions shall be construed accordingly.

5.5 If any doubt shall arise as to whether an adjustment falls to be made to the Floor Price or as to the appropriate adjustment to the Floor Price, and following consultation between the Bank and an Independent Financial Adviser, a written determination of such Independent Financial Adviser in respect thereof shall be conclusive and binding on all parties, save in the case of wilful default, bad faith or manifest error.

5.6 No adjustment will be made to the Floor Price where Common Shares or other Securities (including rights, warrants and options) are issued, offered, exercised, allotted, purchased, appropriated, modified or granted to, or for the benefit of, employees or former employees (including directors holding or

formerly holding executive or non-executive office or the personal service company of any such person) or their spouses or relatives, in each case, of the Bank or any of member of the Group or any associated company or to a trustee or trustees or intermediary to be held for the benefit of any such person, in any such case pursuant to any share or option or similar scheme.

5.7 On any adjustment, the resultant Floor Price, if a number of more decimal places than the initial Floor Price, shall be rounded down to such decimal place. No adjustment shall be made to the Floor Price where such adjustment (rounded down if applicable) would be less than 1 per cent. of the Floor Price then in effect. Any adjustment not required to be made and/or any amount by which the Floor Price has been rounded down, shall be carried forward and taken into account in any subsequent adjustment, and such subsequent adjustment shall be made on the basis that the adjustment not required to be made had been made at the relevant time and/or, as the case may be, that the relevant rounding down had not been made.

Notice of any adjustments to the Floor Price shall be given by the Bank to Holders through the filing of a communication of inside information (*comunicación de información privilegiada*) or a communication of other relevant information (*comunicación de otra información relevante*) with the CNMV and its publication in accordance with the rules and regulations of any applicable stock exchange or other relevant authority and Condition 12 below promptly after the determination thereof.

5.8 On the Trigger Conversion of the Preferred Securities, the Common Shares to be issued and delivered shall be issued and delivered subject to and as provided below and immediately on such conversion the Preferred Securities shall cease to be outstanding for all purposes and shall be deemed cancelled.

5.9 Fractions of Common Shares will not be issued on Trigger Conversion and no cash payment or other adjustment will be made in lieu thereof. Without prejudice to the generality of the foregoing, if one or more Delivery Notices and the related Preferred Securities are received by or on behalf of the Settlement Shares Depository such that the Conversion Shares to be delivered by the Settlement Shares Depository are to be registered in the same name, the number of such Conversion Shares to be delivered in respect thereof shall be calculated on the basis of the aggregate Liquidation Preference of such Preferred Securities being so converted and rounded down to the nearest whole number of Common Shares.

5.10 On or prior to the Conversion Settlement Date, the Bank shall deliver to the Settlement Shares Depository such number of Common Shares as is required to satisfy in full the Bank's obligation to deliver Common Shares in respect of the Trigger Conversion of the aggregate amount of Preferred Securities outstanding on the Trigger Event Notice Date.

In order to obtain delivery of the relevant Common Shares upon any Trigger Conversion from the Settlement Shares Depository, the relevant Holder must deliver a duly completed Delivery Notice, together with the relevant Preferred Securities held by it (which shall include any Clearing System Preferred Securities), to the specified office of any Paying and Conversion Agent (including, in the case of any Clearing System Preferred Securities, the delivery of (a) such Delivery Notice to the Principal Paying Agent through the relevant Clearing System and (b) Preferred Securities to the specified account of such Paying and Conversion Agent in the relevant Clearing System, each in accordance with the procedures of such Clearing System) no later than 5 Business Days (in the relevant place of delivery) prior to the relevant Conversion Settlement Date (the "**Notice Cut-off Date**").

The Principal Paying Agent shall give instructions to the Settlement Shares Depository for the relevant Common Shares to be delivered by the Settlement Shares Depository on the Conversion Settlement Date in accordance with the instructions given in the relevant Delivery Notice, **provided that** such duly completed Delivery Notice and the relevant Preferred Securities have been so delivered not later than the Notice Cut-off Date.

If a duly completed Delivery Notice and the relevant Preferred Securities are not delivered to a Paying and Conversion Agent as provided above on or before the Notice Cut-off Date, then at any time following the Notice Cut-off Date and prior to the 10th Business Day after the Conversion Settlement Date the Bank may in its sole and absolute discretion (and the relevant Holders of such Preferred Securities shall be deemed to agree thereto), elect to appoint a person (the "**Selling Agent**") to procure that all Common Shares held by the Settlement Shares Depository in respect of which no duly completed Delivery Notice and Preferred Securities have been delivered on or before the Notice Cut-off Date as aforesaid shall be sold by or on behalf of the Selling Agent as soon as reasonably practicable. Subject to the deduction by or on behalf of the Selling Agent of any amount payable in respect of its liability to taxation and the payment of any capital, stamp, issue, registration and/or transfer taxes and duties (if any) and any fees or costs incurred by or on behalf of the Selling Agent in connection with the issue, allotment and sale thereof, the net proceeds of sale shall as soon as reasonably practicable be distributed rateably to the relevant Holders in accordance with Condition 3.2 or in such other manner and at such time as the Bank shall determine and notify to the Holders.

Such payment shall for all purposes discharge the obligations of the Settlement Shares Depository and the Selling Agent in respect of the Trigger Conversion.

The Bank, the Principal Paying Agent, the Settlement Shares Depository and the Selling Agent shall have no liability in respect of the exercise or non-exercise of any discretion or power pursuant to this Condition 5.10 or in respect of any sale of any Common Shares, whether for the timing of any such sale or the price at or manner in which any such Common Shares are sold or the inability to sell any such Common Shares.

If the Bank does not appoint the Selling Agent by the 10th Business Day after the Conversion Settlement Date, or if any Common Shares are not sold by the Selling Agent in accordance with this Condition 5.10, such Common Shares shall continue to be held by the Settlement Shares Depository until the relevant Holder delivers a duly completed Delivery Notice and the relevant Preferred Securities.

Any Delivery Notice shall be irrevocable. Failure properly to complete and deliver a Delivery Notice and deliver the relevant Preferred Securities may result in such Delivery Notice being treated as null and void and the Bank shall be entitled to procure the sale of any applicable Common Shares to which the relevant Holder may be entitled in accordance with this Condition 5.10. Any determination as to whether any Delivery Notice has been properly completed and delivered as provided in this Condition 5.10 shall be made by the Bank in its sole discretion, acting in good faith, and shall, in the absence of manifest error, be conclusive and binding on the relevant Holders.

5.11 A Holder or Selling Agent must pay (in the case of the Selling Agent by means of deduction from the net proceeds of sale referred to in Condition 5.10 above) any taxes and capital, stamp, issue and registration and transfer taxes or duties arising on Trigger Conversion (other than any taxes or capital, issue and registration and transfer taxes or stamp duties payable in Spain by the Bank in respect of the issue and delivery of the Common Shares in accordance with a Delivery Notice delivered pursuant to these Conditions which shall be paid by the Bank) and such Holder or the Selling Agent (as the case may be) must pay (in the case of the Selling Agent, by way of deduction from the net proceeds of sale as aforesaid) all, if any, taxes arising by reference to any disposal or deemed disposal of a Preferred Security or interest therein.

If the Bank shall fail to pay any capital, stamp, issue, registration and transfer taxes and duties for which it is responsible as provided above, the Holder or Selling Agent, as the case may be, shall be entitled (but shall not be obliged) to tender and pay the same and the Bank as a separate and independent

obligation, undertakes to reimburse and indemnify each Holder or Selling Agent, as the case may be, in respect of any payment thereof and any penalties payable in respect thereof.

5.12 The Common Shares issued on Trigger Conversion will be fully paid and will in all respects rank *pari passu* with the fully paid Common Shares in issue on the Trigger Event Notice Date, except in any such case for any right excluded by mandatory provisions of applicable law and except that such Common Shares will not rank for (or, as the case may be, the relevant holder shall not be entitled to receive) any rights, distributions or payments the record date or other due date for the establishment of entitlement for which falls prior to the Trigger Event Notice Date.

5.13 Neither the Principal Paying Agent nor the Agent Bank shall have any responsibility for, or liability or obligation in respect of, any loss, claim or demand incurred as a result of or in connection with a Trigger Event (or its disapplication, if applicable) or any consequent conversion or any claims in respect thereof, and the Principal Paying Agent and the Agent Bank shall not be responsible for any calculation, determination or the verification of any calculation or determination in connection with the foregoing.

5.14 Notwithstanding any other provision of this Condition 5 and subject to compliance with the provisions of the Spanish Companies Act and/or with any Applicable Banking Regulations, the Bank or any member of the Group may exercise such rights as it may from time to time enjoy to purchase or redeem or buy back any shares of the Bank (including Common Shares) or any depositary or other receipts or certificates representing the same without the consent of the Holders.

6 Optional Redemption

6.1 The Preferred Securities are perpetual and are only redeemable in accordance with the following provisions of this Condition 6.

6.2 Subject to Conditions 6.3 and 6.4 below, the Preferred Securities shall not be redeemable prior to 21 March 2029. All, and not some only, of the Preferred Securities may be redeemed at the option of the Bank:

6.2.1 at any time in the period commencing on (and including) 21 March 2029 and ending on (and including) the First Reset Date; or

6.2.2 on any Distribution Payment Date thereafter,

at the Redemption Price, in accordance with Articles 77 and 78 of CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations then in force.

6.3 If, on or after the Closing Date, there is a Capital Event, the Preferred Securities may be redeemed, in whole but not in part, at the option of the Bank, at any time, at the Redemption Price, in accordance with Articles 77 and 78 of CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations then in force.

6.4 If, on or after the Closing Date, there is a Tax Event, the Preferred Securities may be redeemed, in whole but not in part, at the option of the Bank, at any time, at the Redemption Price, in accordance with Articles 77 and 78 of CRR, Article 29 of the Commission Delegated Regulation (EU) 241/2014 and/or any other Applicable Banking Regulations then in force.

6.5 The decision to redeem the Preferred Securities must be irrevocably notified by the Bank to Holders upon not less than 15 nor more than 60 days' notice prior to the relevant redemption date through the filing of a communication of inside information (*comunicación de información privilegiada*) or a communication of other relevant information (*comunicación de otra información relevante*) with the

CNMV and its publication in accordance with the rules and regulations of any applicable stock exchange or other relevant authority and Condition 12.

6.6 If the Bank gives notice of redemption of the Preferred Securities, then by 12:00 (CET) on the relevant redemption date, the Bank will:

(a) irrevocably deposit with the Principal Paying Agent funds sufficient to pay the Redemption Price; and

(b) give the Principal Paying Agent irrevocable instructions and authority to pay the Redemption Price to the Holders.

6.7 If the notice of redemption has been given, and the funds deposited and instructions and authority to pay given as required above, then on the date of such deposit:

(a) Distributions on the Preferred Securities shall cease;

(b) such Preferred Securities will no longer be considered outstanding; and

(c) the Holders will no longer have any rights as Holders except the right to receive the Redemption Price.

6.8 If either the notice of redemption has been given and the funds are not deposited as required on the date of such deposit or if the Bank improperly withholds or refuses to pay the Redemption Price of the Preferred Securities, Distributions will continue to accrue, subject as provided in Condition 3 above, at the rate specified from (and including) the redemption date to (but excluding) the date of actual payment of the Redemption Price.

6.9 The Bank may not give a notice of redemption pursuant to this Condition 6 if the Trigger Event has occurred. If the Trigger Event has occurred after a notice of redemption shall have been given by the Bank but before the relevant redemption date, such notice of redemption shall automatically be revoked and be null and void and the relevant redemption shall not be made.

6.10 Following the occurrence of a Tax Event or a Capital Event, the Bank may, at any time, without the consent of the Holders, and subject to receiving consent from the Regulator, if needed, having given not less than 15 nor more than 60 days' notice to the Holders in accordance with Condition 12, either (a) substitute new preferred securities for the Preferred Securities whereby such new preferred securities shall replace the Preferred Securities or (b) vary the terms of the Preferred Securities, so that, in either case, the Preferred Securities remain or, as appropriate, so that they become, Qualifying Preferred Securities.

The Bank may not substitute the Preferred Securities or vary the terms of the Preferred Securities according to the preceding paragraph if the Trigger Event has occurred. If the Trigger Event has occurred after a notice of substitution or variation shall have been given by the Bank but before the relevant substitution or variation is effected, such notice shall automatically be revoked and be null and void and the relevant substitution or variation shall not be made.

7 Purchases of Preferred Securities

The Bank or any member of the Group, may purchase or otherwise acquire any of the outstanding Preferred Securities at any price in the open market or otherwise in accordance with Applicable Banking Regulations in force at the relevant time.

8 Undertakings

So long as any Preferred Security remains outstanding, the Bank will, save with the approval of an Extraordinary Resolution:

(a) not make any issue, grant or distribution or take or omit to take any other action if the effect thereof would be that, on Trigger Conversion, Common Shares could not, under any applicable law then in effect, be legally issued as fully paid;

(b) if any offer is made to all (or as nearly as may be practicable all) Shareholders (or all (or as nearly as may be practicable all) such Shareholders other than the offeror and/or any associates of the offeror) to acquire all or a majority of the issued Common Shares, or if a scheme is proposed with regard to such acquisition (other than a Newco Scheme), give notice of such offer or scheme to the Holders at the same time as any notice thereof is sent to the Shareholders (or as soon as practicable thereafter) that details concerning such offer or scheme may be obtained from the specified offices of the Paying and Conversion Agents and, where such an offer or scheme has been recommended by the board of directors of the Bank, or where such an offer has become or been declared unconditional in all respects or such scheme has become effective, use all commercially reasonable endeavours to procure that a like offer or scheme is extended to the holders of any Common Shares issued during the period of the offer or scheme arising out of the Trigger Conversion and/or to the Holders;

(c) in the event of a Newco Scheme, take (or shall procure that there is taken) all necessary action to ensure that such amendments are made to these Conditions immediately after completion of the Scheme of Arrangement as are necessary to ensure that the Preferred Securities may be converted into or exchanged for ordinary shares in Newco (or depositary or other receipts or certificates representing ordinary shares of Newco) *mutatis mutandis* in accordance with and subject to these Conditions and the ordinary shares of Newco are:

(i) admitted to the Relevant Stock Exchange; or

(ii) listed and/or admitted to trading on another Recognised Stock Exchange,

and the Holders irrevocably authorise the Bank to make such amendments to these Conditions without the need for any further authorisation from the General Meeting of Holders;

(d) issue, allot and deliver Common Shares upon Trigger Conversion subject to and as provided in Condition 5;

(e) use all reasonable endeavours to ensure that its issued and outstanding Common Shares and any Common Shares issued upon Trigger Conversion will be admitted to listing and trading on the Relevant Stock Exchange or will be listed and/or admitted to trading on another Recognised Stock Exchange;

(f) at all times keep in force the relevant resolutions needed for issue, free from pre-emptive rights, sufficient authorised but unissued Common Shares to enable Trigger Conversion of the Preferred Securities, and all rights of subscription and exchange for Common Shares, to be satisfied in full; and

(g) where the provisions of Condition 5 require or provide for a determination by an Independent Financial Adviser or a role to be performed by a Settlement Shares Depository, the Bank shall use all reasonable endeavours promptly to appoint such person for such purpose.

9 Bail-in

9.1 Notwithstanding any other term of the Preferred Securities or any other agreement, arrangement or understanding between the Issuer and the Holders, by its subscription and/or purchase and holding of

the Preferred Securities, each Holder (which for the purposes of this Condition 9 includes each holder of a beneficial interest in the Preferred Securities) acknowledges, accepts, consents to and agrees:

(i) to be bound by the effect of the exercise of the Spanish Bail-in Power by the Relevant Resolution Authority, which may include and result in any of the following, or some combination thereof:

a. the reduction of all, or a portion, of the Amounts Due on a permanent basis;

b. the conversion of all, or a portion, of the Amounts Due into shares, other securities or other obligations of the Issuer or another person (and the issue to the Holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Preferred Securities, in which case the Holder agrees to accept in lieu of its rights under the Preferred Securities any such shares, other securities or other obligations of the Issuer or another person;

c. the cancellation of the Preferred Securities or Amounts Due;

d. the amendment or alteration of the maturity of the Preferred Securities or amendment of the Interest Amount payable on the Preferred Securities, or the date on which the interest becomes payable, including by suspending payment for a temporary period; and

(ii) that the terms of the Preferred Securities are subject to, and may be varied, if necessary, to give effect to, the exercise of the Spanish Bail-in Power by the Relevant Resolution Authority.

9.2 No repayment or payment of the Amounts Due will become due and payable or be paid after the exercise of the Spanish Bail-in Power by the Relevant Resolution Authority with respect to the Issuer unless, at the time such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by the Issuer under the laws and regulations in effect in the Kingdom of Spain and the European Union applicable to the Issuer or other members of the Group.

9.3 Upon the exercise of any Spanish Bail-in Power by the Relevant Resolution Authority with respect to the Preferred Securities, the Issuer will make available a written notice to the Holders as soon as practicable regarding such exercise of the Spanish Bail-in Power. The Issuer will also deliver a copy of such notice to the Agents for information purposes. Any delay or failure to give notice to the Holders will not affect the validity or enforceability of the Spanish Bail-in Power.

9.4 Upon the exercise of any Spanish Bail-in Power by the Relevant Resolution Authority, (a) the Agents shall not be required to take any directions from Holders, and (b) the Issue and Paying Agency Agreement shall impose no duties upon any of the Agents whatsoever, in each case with respect to the exercise of any Spanish Bail-in Power by the Relevant Resolution Authority.

9.5 If the Relevant Resolution Authority exercises the Spanish Bail-in Power with respect to less than the total Amounts Due, unless any of the Agents is otherwise instructed by the Issuer or the Relevant Resolution Authority, any cancellation, write-off or conversion made in respect of the Preferred Securities pursuant to the Spanish Bail-in Power will be made on a pro-rata basis.

9.6 The matters set forth in this Condition 9 shall be exhaustive on the foregoing matters to the exclusion of any other agreements, arrangements or understandings between the Issuer and any holder of Preferred Securities.

For the purposes of the Terms and Conditions:

"**Amounts Due**" means the principal amount or outstanding amount, together with any accrued but unpaid interest, and additional amounts, if any, due on the Preferred Securities. References to such

amounts will include amounts that have become due and payable, but which have not been paid, prior to the exercise of the Spanish Bail-in Power by the Relevant Resolution Authority; and

"**Relevant Resolution Authority**" means the Fondo de Resolución Ordenada Bancaria (FROB), the Single Resolution Board (SRB) or any other entity with the authority to exercise any of the resolutions tools and powers contained in the Applicable Banking Regulations.

10 General Meeting of Holders

10.1 The Bank may, without the consent of the Holders, but with prior notice to the Principal Paying Agent, amend these Conditions to (a) correct any manifest error, (b) make any amendment of a formal, minor or technical nature or to comply with mandatory provisions of law, or (c) make any amendment that is not prejudicial to the interests of the Holders. Additionally, following the occurrence of a Tax Event or a Capital Event, the Bank may, at any time, without the consent of the Holders, and subject to receiving consent from the Regulator (if needed), substitute or amend the Preferred Securities as set forth in Condition 6.10 above.

In addition, the Bank and the Holders, the latter with the sanction of a resolution of the General Meeting of Holders, may agree any modification, whether material or not, to these Conditions and any waiver of any breach or proposed breach of these Conditions, subject to receiving consent from the Regulator when such consent in required under Applicable Banking Regulations.

10.2

(a) The Bank may at any time and, if required in writing by Holders holding not less than 10 per cent in aggregate Liquidation Preference of the Preferred Securities for the time being outstanding, shall convene a General Meeting of Holders and if the Bank fails for a period of seven days to convene the meeting, the meeting may be convened by the relevant Holders. Whenever the Bank is about to convene any meeting it shall immediately give notice in writing to the Principal Paying Agent of the day, time and place of the meeting (which need not be a physical place and instead can be by way of conference call or by use of a videoconference platform) and the nature of the business to be transacted at the meeting as well as the terms of the Extraordinary Resolutions to be proposed to the meeting. Every meeting shall be held at a time and place approved by the Principal Paying Agent.

(b) At least 21 natural days' notice specifying the place, day and hour of the meeting shall be given to the Holders in the manner provided in Condition 12. The notice, which shall be in the English language, shall state generally the nature of the business to be transacted at the meeting and, in the case of an Extraordinary Resolution only, shall either (i) specify the terms of the Extraordinary Resolution to be proposed or (ii) inform Holders that the terms of the Extraordinary Resolution are available free of charge from the Principal Paying Agent, **provided that**, in the case of (ii), such resolution is so available in its final form with effect on and from the date on which the notice convening such meeting is given as aforesaid. The notice shall (i) include statements as to the manner in which Holders are entitled to attend and vote at the meeting or (ii) inform Holders that details of the voting arrangements are available free of charge from the Principal Paying Agent, **provided that**, in the case of (ii) the final form of such details are available with effect on and from the date on which the notice convening such meeting is given as aforesaid. A copy of the notice shall be sent by post to the Bank (unless the meeting is convened by the Bank).

(c) The person (who may but need not be a Holder) nominated in writing by the Bank (the "**Chairman**") shall be entitled to take the chair at each meeting but if no nomination is made or

if at any meeting the person nominated is not present within 15 minutes after the time appointed for holding the meeting the Holders present shall choose one of their number to be Chairman, failing which the Bank may appoint a Chairman. The Chairman of an adjourned meeting need not be the same person as was Chairman of the meeting from which the adjournment took place.

(d) At any meeting one or more Eligible Persons present and holding or representing in the aggregate not less than 5 per cent in Liquidation Preference of the Preferred Securities for the time being outstanding shall (except for the purpose of passing an Extraordinary Resolution) form a quorum for the transaction of business and no business (other than the choosing of a Chairman in accordance with Condition 10.1(c)) shall be transacted at any meeting unless the required quorum is present at the commencement of business. The quorum at any meeting for passing an Extraordinary Resolution shall (subject as provided below) be one or more Eligible Persons present and holding or representing in the aggregate not less than 50 per cent in Liquidation Preference of the Preferred Securities for the time being outstanding **provided that** at any meeting the business of which includes any of the following matters (each of which shall only be capable of being effected after having been approved by Extraordinary Resolution):

(i) without prejudice to the provisions of Condition 3 (including, without limitation, the right of the Bank to cancel the payment of any Distributions on the Preferred Securities), a modification of the payment date in respect of any Distributions or variation of the method of calculating the Distribution Rate; or

(ii) a modification of the currency in which payments under the Preferred Securities are to be made; or

(iii) a modification of the majority required to pass an Extraordinary Resolution; or

(iv) alteration of this proviso or the proviso to Condition 10.1(f) below,

the quorum shall be one or more Eligible Persons present and holding or representing in the aggregate not less than two-thirds in Liquidation Preference of the Preferred Securities for the time being outstanding.

(e) If within 15 minutes (or such longer period not exceeding 30 minutes as the Chairman may decide) after the time appointed for any meeting a quorum is not present for the transaction of any particular business, then, subject and without prejudice to the transaction of the business (if any) for which a quorum is present, the meeting shall, if convened by Holders or if the Bank was required by Holders to convene such meeting pursuant to Condition 10.1(a), be dissolved. In any other case it shall be adjourned to the same day of the next week (or if that day is a public holiday the next following Business Day) at the same time and place (except in the case of a meeting at which an Extraordinary Resolution is to be proposed in which case it shall be adjourned for a period being not less than 14 natural days nor more than 42 natural days and at a place appointed by the Chairman and approved by the Principal Paying Agent). If within 15 minutes (or a longer period not exceeding 30 minutes as the Chairman may decide) after the time appointed for any adjourned meeting a quorum is not present for the transaction of any particular business, then, subject and without prejudice to the transaction of the business (if any) for which a quorum is present, the Chairman may either dissolve the meeting or adjourn it for a period, being not less than 14 natural days (but without any maximum number of natural days) and to a place as may be appointed by the Chairman (either at or after the adjourned meeting) and approved by the Principal Paying Agent, and the provisions of this sentence shall apply to all further adjourned meetings.

(f) At any adjourned meeting one or more Eligible Persons present (whatever the Liquidation Preference of the Preferred Securities so held or represented by them) shall (subject as provided below) form a quorum and shall (subject as provided below) have power to pass any Extraordinary Resolution or other resolution and to decide upon all matters which could properly have been dealt with at the meeting from which the adjournment took place had the required quorum been present, **provided that** at any adjourned meeting the business of which includes any of the matters specified in the proviso to Condition 10.1(d) the quorum shall be one or more Eligible Persons present and holding or representing in the aggregate not less than one-third in Liquidation Preference of the Preferred Securities for the time being outstanding.

(g) Notice of any adjourned meeting at which an Extraordinary Resolution is to be submitted shall be given in the same manner as notice of an original meeting but as if ten were substituted for 21 in Condition 10.1(b) and the notice shall state the relevant quorum. Subject to the foregoing it shall not be necessary to give any notice of an adjourned meeting.

10.3

(a) Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote or votes (if any) to which he may be entitled as an Eligible Person.

(b) At any meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or the Bank or by any Eligible Person present (whatever the Liquidation Preference of the Preferred Securities held by him), a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(c) Subject to Condition 10.2(e) if at any meeting a poll is demanded it shall be taken in the manner and, subject as provided below, either at once or after an adjournment as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded as at the date of the taking of the poll. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the motion on which the poll has been demanded.

(d) The Chairman may, with the consent of (and shall if directed by) any meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting except business, which might lawfully (but for lack of required quorum) have been transacted at the meeting from which the adjournment took place.

(e) Any poll demanded at any meeting on the election of a Chairman or on any question of adjournment shall be taken at the meeting without adjournment.

(f) Any director or officer of the Bank and its lawyers and financial advisers may attend and speak at any meeting. Subject to this, no person shall be entitled to attend and speak nor shall any person be entitled to vote at any meeting of the Holders or join with others in requiring the convening of a meeting unless he is an Eligible Person.

(g) Subject as provided in Condition 10.2(f), at any meeting:

(i) on a show of hands every Eligible Person present shall have one vote; and

(ii) on a poll every Eligible Person present shall have one vote in respect of each €200,000 or such other amount as the Principal Paying Agent shall in its absolute discretion specify in Liquidation Preference of the Preferred Securities in respect of which he is an Eligible Person and no liability to any Eligible Person shall attach to the Principal Paying Agent in connection with the exercise of such discretion.

(h) Any resolution passed at a meeting of the Holders duly convened and held shall be binding upon all the Holders whether present or not present at the meeting and whether or not voting and each of them shall be bound to give effect to the resolution accordingly and the passing of any resolution shall be conclusive evidence that the circumstances justify its passing. Notice of the result of voting on any resolution duly considered by the Holders shall be published in accordance with Condition 12 by the Bank within 14 days of the result being known **provided that** non-publication shall not invalidate the resolution.

(i) To be passed at a meeting of the Holders duly convened and held in accordance with the provisions of this Condition 10, (i) a resolution (other than an Extraordinary Resolution) shall require a majority of the persons voting on the resolution upon a show of hands or, if a poll was duly demanded, a majority of the votes given on the poll and (ii) an Extraordinary Resolution shall require a majority consisting of not less than 75 per cent of the persons voting on the resolution upon a show of hands or, if a poll was duly demanded, by a majority consisting of not less than 75 per cent of the votes given on the poll, and subject to the provisions relating to the quorum contained in Conditions 10.1(d) and 10.1(f),

(j) The expression "**Extraordinary Resolution**" when used in this Condition 10 means a resolution to be passed by the General Meeting of Holders in connection with the following matters:

(i) any compromise or arrangement proposed to be made between the Bank and the Holders;

(ii) any abrogation, modification, compromise or arrangement in respect of the rights of the Holders against the Bank or against any of its property whether these rights arise under the Agency Agreement, these Conditions or the Preferred Securities or otherwise;

(iii) any modification of the provisions contained in the Agency Agreement, these Conditions or the Preferred Securities, which is proposed by the Bank, other than as set forth in the first paragraph to Condition 10.1 above;

(iv) any authority or approval which under the provisions of Condition 10 or the Preferred Securities is required to be given by Extraordinary Resolution; and

(v) any appointment of any persons (whether Holders or not) as a committee or committees to represent the interests of the Holders and to confer upon any committee or committees any powers or discretions which the Holders could themselves exercise by Extraordinary Resolution.

(k) Minutes of all resolutions and proceedings at every meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Bank and any minutes signed by the Chairman of the meeting at which any resolution was passed or proceedings had transpired shall be conclusive evidence of the matters contained in them and, until the contrary is proved, every meeting in respect of the proceedings of which minutes have been made shall be deemed to have been duly held and convened and all resolutions passed or proceedings had transpired at the meeting to have been duly passed or had.

(l) For the purposes of calculating a period of natural days, no account shall be taken of the day on which a period commences or the day on which a period ends.

(m) The initial provisions governing the manner in which Holders (including accountholders in the European Clearing Systems) may attend and vote at a meeting of the holders of Preferred Securities are set out in the Agency Agreement. The Principal Paying Agent may without the consent of the Bank or the Holders prescribe any other regulations regarding such manner of attendance and voting as the Principal Paying Agent may in its sole discretion think fit and no liability to the Bank or the Holders shall attach to the Principal Paying Agent in connection with the exercise of such discretion. Notice of any such regulations may be given to Holders in accordance with Condition 12 and/or at the time of service of any notice convening a meeting.

11 Taxation

11.1 All payments of Distributions and other amounts payable in respect of the Preferred Securities by the Bank will be made free and clear of and without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges (collectively "**Taxes**") of whatever nature imposed or levied by or on behalf of Spain, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event, the Bank shall pay such additional amounts as will result in Holders receiving such amounts as they would have received had no such withholding or deduction been required, **provided that** (i) no additional amount will be paid with regard to payments of the Liquidation Preference and (ii) no payments of additional amounts will be made if and to the extent that the Bank has insufficient Available Distributable Items to pay such additional amounts, Distributions on the Preferred Securities scheduled for payment in the then current financial year and any equivalent payments scheduled to be made in the then current financial year in respect of any other Parity Securities and CET1 Capital securities then outstanding, in each case excluding any portion of such payments already accounted for in determining the Available Distributable Items.

11.2 The Bank shall not be required to pay any additional amounts as referred to in Condition 11.1 in relation to any payment in respect of Preferred Securities:

(a) to, or to a third party on behalf of, a Holder or to the beneficial owner of Preferred Securities who is liable for such Taxes in respect of such Preferred Security by reason of his having some connection with Spain other than the mere holding of such Preferred Security; or

(b) to, or to a third party on behalf of, a Holder or to the beneficial owner in respect of whose Preferred Security the Bank does not receive in a timely manner a duly executed and completed certificate from the Fiscal Agent, pursuant to Law 10/2014 and Royal Decree 1065/2007, and any implementing legislation or regulation; or

(c) to, or to a third party on behalf of, a Holder or to the beneficial owner of Preferred Securities who failed to make any necessary claim or to comply with any certification, identification or other requirements concerning the nationality, residence, identity or connection with the taxing jurisdiction of such holder or beneficial owner, if such claim or compliance is required by statute, treaty, regulation or administrative practice of the taxing jurisdiction of the Bank as a condition to relief or exemption from such taxes; or

(d) presented for payment more than thirty days after the Relevant Date, except to the extent that the relevant Holder would have been entitled to such additional amounts on presenting the same for payment on the expiry of such period of thirty days; or

(e) in relation to any estate, inheritance, gift, sales, transfer or similar taxes; or

(f) to, or to a third party on behalf of, a Holder who is a fiduciary, a partnership, a limited liability company or other than the sole beneficial owner of that payment, to the extent that payment would be required by the laws of Spain to be included in the income, for tax purposes, of a beneficiary or settlor with respect to the fiduciary, a member of that partnership, an interest holder in that limited liability company or a beneficial owner who would not have been entitled to any additional amounts had it been the Holder.

11.3 In addition, additional amounts as referred to in Condition 11.1 will not be payable with respect to any Taxes that are imposed in respect of any combination of the items set forth above.

11.4 All payments in respect of the Preferred Securities will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 11.1 and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto and, accordingly, the Bank shall not be required to pay any additional amounts under Condition 11.1 above.

11.5 For the purposes of this Condition 11, the "**Relevant Date**" means, in respect of any payment, the date on which such payment first becomes due and payable, except that, if the full amount of the moneys payable has not been duly received by the Principal Paying Agent on or prior to such due date, it means the date on which, the full amount of such moneys having been so received and being available for payment to Holders, notice to that effect is duly given to the Holders in accordance with Condition 12 below.

See "Taxation" for a fuller description of certain tax considerations relating to the Preferred Securities.

12 Notices

Notices, including notice of any redemption of the Preferred Securities, will be valid if published in a leading English language daily newspaper of general circulation in London (which is expected to be the *Financial Times*) or on the website of Euronext Dublin (https://live.euronext.com/) (so long as the Preferred Securities are listed on Euronext Dublin and the rules of that exchange so require) or, in either case if such publication is not practicable, if published in a leading English language daily newspaper having general circulation in Europe.

Until such time as any definitive Preferred Securities are issued, there may, so long as any global Preferred Securities representing the Preferred Securities are held in their entirety on behalf of Euroclear and/or Clearstream be substituted for such publication the delivery of the relevant notice to Euroclear and/or Clearstream for communication by them to the persons shown in their respective records as having interests therein **provided that**, the requirements of any relevant listing authority, stock exchange and/or quotation system have been complied with.

Any notice so given will be deemed to have been validly given on the date of such publication (or, if published more than once, on the first date on which publication is made) or, as the case may be, on the fourth day after the date of such delivery to Euroclear and Clearstream and any other relevant clearing system.

13 Agents

In acting under the Agency Agreement and in connection with the Preferred Securities, the Agents act solely as agents of the Bank and do not assume any obligations towards or relationship of agency or trust for or with any

of the Holders and each of them shall only be responsible for the performance of the duties and obligations expressly imposed upon it in the Agency Agreement or other agreement entered into with respect to its appointment or incidental thereto.

The initial Agents and their initial specified offices are listed in the Agency Agreement. The Bank reserves the right at any time to vary or terminate the appointment of any Agent and to appoint a successor principal paying agent, a successor agent bank, and additional or successor paying agents; **provided**, **however**, **that** the Bank will maintain (a) a Principal Paying Agent and an Agent Bank, (b) a Paying Agent (which may be the Principal Paying Agent) with a specified office in a European city, and (c) so long as the Preferred Securities are listed on any stock exchange and/or quotation system and the rules of such listing authority, stock exchange and/or quotations system so require, a Paying Agent (which may be the Principal Paying Agent) with a specified office in such place as may be required by the rules of such listing authority, stock exchange and/or quotation system.

Notice of any change in any of the Agents or in their specified offices shall promptly be given to the Holders.

14 Prescription

To the extent that Article 950 of the Spanish Commercial Code (*Código de Comercio*) applies to the Preferred Securities, claims relating to the Preferred Securities will become void unless such claims are duly made within three years of the relevant payment date.

15 Governing Law and Jurisdiction

15.1 The Preferred Securities and any non-contractual obligations arising out of or in connection with the Preferred Securities shall be governed by, and construed in accordance with, Spanish law.

Each of the Bank and any Holder submits to the exclusive jurisdiction of the Spanish courts, in particular, to the venue of the city of Madrid, in relation to any disputes which may arise out of or in connection with the Preferred Securities (including a dispute relating to any non-contractual obligations arising out of or in connection with the Preferred Securities, and any dispute arising out of or in connection with the application of any Spanish Bail-in Power or the Non-Viability Loss Absorption power by the Relevant Spanish Resolution Authority) (a "**Dispute**") and that accordingly any suit, action or proceedings arising out of or in connection with the Preferred Securities (together referred to as "**Proceedings**") will be brought in such courts. Each of the Bank and any Holder in relation to the Proceedings further waives any objection to the Spanish courts on the grounds that they are an inconvenient or inappropriate forum to settle any Dispute.

USE OF PROCEEDS

Banco Santander intends to use the net proceeds from the issue of the Preferred Securities for its general corporate purposes.

DESCRIPTION OF THE ISSUER

The description of the Issuer is set out in certain sections of the 2020 Annual Report and the 2021 January-June Financial Report. These sections have been incorporated by reference into this Offering Circular (see "*Documents Incorporated by Reference*", which provides tables reconciling the content of this section with the corresponding page numbers of the 2020 Annual Report and the 2021 January-June Financial Report containing such information).

MARKET INFORMATION

The Common Shares of Banco Santander are currently listed on the Spanish Stock Exchanges (as defined in the Conditions) under the ticker symbol "**SAN**", in Warsaw and in Mexico, through ADSs in New York and through CDIs in London.

On 14 September 2021, the official price of the Bank's ordinary shares on the Automated Quotation System ("**AQS**") was €3.09 per Common Share.

The daily average trading volume of the Common Shares of Banco Santander in 2020 was €174,000,000 million (77,000,000 million shares on average). The prices of the Common Shares of Banco Santander are published every dealing day.

The Spanish securities market for equity securities consists of the Spanish Stock Exchanges and the AQS.

Stock exchanges where the Common Shares are listed

The Spanish Stock Exchanges are the Madrid, Barcelona, Bilbao and Valencia stock exchanges. These four stock exchanges were created as independent secondary markets in 1831, 1915, 1890 and 1980, respectively. Since 1989, the four Stock Exchanges are electronically interconnected in real time through the AQS or *Mercado Continuo*. Its supervisor is the Spanish National Securities Markets Commission (*Comisión Nacional del Mercado de Valores*).

In London, the Common Shares are listed on the London Stock Exchange since 2005. The London stock exchange is one of the oldest stock exchanges, with more than 300 years of history. Euronext London is supervised by the Financial Conduct Authority.

In Warsaw, the Common Shares are listed on the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) since 2004. This stock exchange was founded in 1991. Its supervisor is the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*).

In Mexico, the Common Shares are listed on the Mexican Stock Exchange (*Bolsa Mexicana de Valores*) since 2019. This stock exchange was founded in 1975. Its supervisor is the National Banking and Stock Commission (*Comisión Nacional Bancaria y de Valores*).

In New York, the Common Shares are listed on the ADSs since 1987. Its supervisor is the Securities Exchange Commission.

AQS

The AQS links the four Spanish Stock Exchanges, providing any equity securities listed on it with a uniform continuous market in order to eliminate certain differences arising among the various local exchanges. The principal feature of the system is the computerised matching of bid and offer orders at the time of placement. Each order is completed as soon as a matching order occurs, but can be modified or cancelled until completion. The activity of the market can be continuously monitored by investors and brokers. The AQS is operated and regulated by Sociedad de Bolsas, S.A. ("**Sociedad de Bolsas**"), a company owned by the companies that manage the Spanish Stock Exchanges. All trades on the AQS must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of one of the Spanish Stock Exchanges.

In a pre-opening session held each trading day from 8:30 to 9:00 (C.E.T.), an opening price is established for each equity security traded on the AQS based on a real-time auction in which orders can be placed, modified or cancelled, but not completed. During this pre-opening session, the system continuously displays the price at which orders would be completed if trading were to begin. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offer prices. If an auction price cannot be determined, the best bid and offer prices and their respective associated trading volumes are

disclosed instead. The auction terminates with a random 30-second period in which the shares are allocated. Until the allocation process has finished, orders cannot be placed, modified or cancelled. In exceptional circumstances (including the admission of new securities to trade in the AQS) and subject to prior notice to the CNMV, Sociedad de Bolsas may fix an opening price disregarding the reference price (which is the previous trading day's closing price), alter the price range for permitted orders with respect to the reference price and modify the reference price.

The computerised trading hours, known as the open session, range from 9:00 to 17:30 (C.E.T.). The AQS sets out two ranges of prices for each security named "static" and "dynamic" in order to monitor the volatility of the trading price of each security. During the open session, the trading price of a security may fluctuate within a certain predetermined percentage above and below the "static" price (which is the price resulting from the closing auction of the previous trading day or the immediately preceding volatility auction in the current open session) (the "**static range**"). In addition, the trading price may range within a certain predetermined percentage above and below the "dynamic" price (the trading price of the immediately preceding trade of the same security) (the "**dynamic range**"). If, during the open session, there are matching bid and offer orders for a security within the computerised system which exceed any of the above "static" and/or "dynamic" ranges, trading on the security is automatically suspended and a new auction, known as volatility auction, is held where a new reference price is set, and the "static" and "dynamic" ranges will apply over such new reference price. The "static" and "dynamic" ranges applicable to each specific security are set up and reviewed periodically by Sociedad de Bolsas. From 17:30 to 17:35 (C.E.T.), known as the closing auction, orders can be placed, modified and cancelled, but no trades can be completed.

Between 17:30. and 20:00 (C.E.T.), trades may occur outside the computerised matching system without prior authorisation of Sociedad de Bolsas (provided such trades are however disclosed to Sociedad de Bolsas) at a price within the range of 5 per cent. over the higher of the average price and the closing price for the trading day and 5 per cent. below the lower of the average price and closing price for the trading day **provided that**: (i) there are no outstanding bids or offers in the computerised system matching or improving the terms of the proposed off-system transaction; and (ii) among other requirements, the trade involves more than €300,000 and more than 20 per cent. of the average daily trading volume of the relevant security during the preceding three months. These off-system trades must also relate to individual orders from the same person or entity and shall be reported to Sociedad de Bolsas before 20:00 (C.E.T.).

In addition, trades may take place outside the computerised matching system at any time (with the prior authorisation of Sociedad de Bolsas) and at any price if:

- they involve more than €1,500,000 and more than 40 per cent. of the average daily trading volume of the relevant securities during the preceding three months;
- the transaction results from a merger, spin-off or the restructuring of a group of companies;
- the transaction is carried out for the purposes of settling a litigation process or completing a complex set of sale and purchase agreements; or
- for any other reason which justifies the authorisation of such transaction at the discretion of Sociedad de Bolsas.

Information with respect to computerised trades, which take place between 9:00 and 17:30 (C.E.T.), is made public immediately. On the other hand, information with respect to off-system trades is reported to Sociedad de Bolsas by the end of the trading day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotización*) and on the computer system by the beginning of the next trading day.

Moreover, bilateral over the counter trades may occur at any time between 9:00 and 18:00 (C.E.T.) through the facilities of Iberclear (as defined below) by way of submission of matching OTC instructions by the participants acting as custodians for the seller and the purchaser outside the AQS and without the involvement of any market member as broker or dealer whatsoever.

Clearance and Settlement System

The Spanish clearing, settlement and recording system has been recently adapted by Law 11/2015 and Royal Decree 878/2015 of 2 October (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*) to the provisions set forth in Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014, on improving securities settlement in the European Union and on central securities depositories, amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012. Following this reform, the Spanish clearing, settlement and registry procedures of securities transactions will allow the connection of the post-trading Spanish systems to the European system Target 2 Securities.

Transactions carried out for equity securities on the AQS are cleared through BME Clearing, S.A., as central clearing counterparty ("**CCP**"), and settled and recorded through Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("**Iberclear**"), as central securities depository. Only participating entities of Iberclear are entitled to use it, and access to become a participating entity is restricted to (i) credit institutions, (ii) investment services companies which are authorised to render custody and administration of financial instruments, (iii) the Bank of Spain, (iv) the General Administration and the General Social Security Treasury, (v) other duly authorised central securities depositories and central clearing counterparties and (vi) other public institutions and private entities when expressly authorised to become a participating entity in central securities depositories. Iberclear and BME Clearing, S.A. are owned by BME Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros. S.A., a holding company controlled by SIX Group which holds a 100 per cent. interest in each of the Spanish official secondary markets and settlement systems.

The recording system is a two tier level registry: the keeping of the central record corresponds to Iberclear and the keeping of the detail records correspond to the participating entities in Iberclear. The central registry reflects (i) one or several proprietary accounts which show the balances of the participating entities' proprietary accounts; (ii) one or several general third-party accounts that show the overall balances that the participating entities hold for third parties; (iii) individual accounts opened in the name of the owner, either individual or legal person; and (iv) individual special accounts of financial intermediaries which use the optional procedure of settlement of orders. Each participating entity, in turn, maintains the detail records of the owners of such shares.

According to the above, Spanish law considers the owner of the shares to be:

- the participating entity appearing in the records of Iberclear as holding the relevant shares in its own name.
- the investor appearing in the records of the participating entity as holding the shares; or
- the investor appearing in the records of Iberclear as holding shares in a segregated individual account.

Obtaining legal title to shares of a company listed on a Spanish Stock Exchange requires the participation of a Spanish official stockbroker, broker-dealer or other entity authorised under Spanish law to record the transfer of shares. To evidence title to shares, at the owners' request the relevant participating entity must issue a legitimation certificates (*certificados de legitimación*). lf the owner is a participating entity or a person holding

shares in a segregated individual account, Iberclear is in charge of the issuance of the certificate with respect to the shares held in the participating entity's name.

BME Clearing, in turn, is the CCP in charge of the clearing of transactions closed on the Spanish Stock Exchanges. BME Clearing interposes itself on its own account as seller in every purchase and as buyer in every sale. It calculates the buy and sell positions *vis-à-vis* the participants designated in such buy or sell instructions. The CCP then generates and sends to Iberclear the relevant settlement instructions. The settlement and registration platform managed by Iberclear, which operates with the trade name of ARCO, receives the settlement instructions from BME Clearing and forwards them to the relevant participating entities involved in each transaction. Transactions are settled a "T+2 Settlement Standard", by which any transactions must be settled within two stock-exchange business days following the date on which the relevant transaction was completed.

Euroclear and Clearstream

Shares deposited with depositaries for Euroclear and Clearstream, and credited to the respective securities clearance account of purchasers in Euroclear or Clearstream against payment to Euroclear or Clearstream, will be held in accordance with the Terms and Conditions Governing Use of Euroclear and Clearstream, the operating procedures of the Euroclear System (as amended from time to time), the Management Regulations of Clearstream and the instructions to Participants of Clearstream (as amended from time to time), as applicable. Subject to compliance with such regulations and procedures, those persons on whose behalf accounts are kept at Euroclear or Clearstream and to whom shares have been credited ("**investors**"), will be entitled to receive a number of shares equal to that amount credited in their accounts.

With respect to shares deposited with depositaries for Euroclear or Clearstream, such shares will be initially recorded in the name of Euroclear or one of its nominees or in the name of Clearstream or one of its nominees, as the case may be. Thereafter, investors may withdraw shares credited to their respective accounts if they wish to do so, upon payment of the applicable fees (as described below), if any, and once the relevant recording in the book-entry records kept by the members of Iberclear has occurred.

Under Spanish law, only the shareholder of record in Iberclear's registry is entitled to dividends and other distributions and to exercise voting, pre-emptive and other rights in respect of such shares. Euroclear (or its nominees) or Clearstream (or its nominees) will, respectively, be the sole record holders of the shares that are deposited with any depositaries for Euroclear and Clearstream until investors exercise their rights to withdraw such shares and record their ownership rights over them in the book-entry records kept by the members of Iberclear.

Cash dividends or cash distributions, as well as stock dividends or other distributions of securities, received in respect of the shares that are deposited with the depositories for Euroclear and Clearstream, will be credited to the cash accounts maintained on behalf of the investors at Euroclear and Clearstream, as the case may be, after deduction of any applicable withholding taxes, in accordance with the applicable regulations and procedures for Euroclear and Clearstream.

Euroclear and Clearstream will endeavor to inform investors of any significant events of which they become aware affecting the shares recorded in the name of Euroclear (or its nominees) and Clearstream (or its nominees) and requiring action to be taken by investors. Each of Euroclear and Clearstream may, at their discretion, take such action, as they deem appropriate in order to assist investors in exercising their voting rights in respect of the shares. Such actions may include: (i) acceptance of instructions from investors to grant or to arrange for the granting of proxies, powers of attorney or other similar certificates; or (ii) exercise by Euroclear or its nominees and Clearstream or its nominees of voting rights in accordance with the instructions provided by investors.

In case the Bank offers or causes to be offered to Euroclear or its nominees and Clearstream or its nominees, acting in their capacity as record holders of the Common Shares deposited with the depositaries for Euroclear and Clearstream, any rights to subscribe for additional shares or rights of any other nature, each of Euroclear and Clearstream will, respectively, endeavor to inform investors of the terms of any such rights of which they become aware in accordance with the applicable provisions in the aforementioned regulations and procedures. Such rights will be exercised, insofar as practicable and permitted by applicable law, according to written instructions received from investors, or, alternatively, such rights may be sold and, in such event, the net proceeds will be credited to the cash account kept on behalf of the investor with Euroclear or Clearstream.

DESCRIPTION OF THE SHARES

The following summary describes all material considerations concerning the share capital of the Issuer and briefly describes certain material provisions of its by-laws and Spanish corporate law, including the Spanish Companies Act, Spanish Act 3/2009 on Structural Amendments of Private Companies (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*), the restated text of the Securities Market Act and Royal Decree 878/2015, dated 2 October 2015, on clearing, settlement and registry of negotiable securities in book-entry form, and transparency requirements for issuers of securities admitted to trading on an official secondary market.

Issuer's ordinary shares

After the latest increase of share capital carried out on 12 November 2020, the number of shares into which the corporate capital of the Issuer is divided is 17,340,641,302 shares with a nominal value of €0.50 each. All shares incorporate identical rights. Each ordinary Banco Santander share corresponds to one vote.

Form and Transfer

The shares are in book-entry form and are indivisible. Joint holders must nominate one person to exercise the shareholders' rights, though joint holders are jointly and severally liable vis-à-vis the Issuer for all obligations arising from their status as shareholders. Iberclear, which manages the clearance and settlement system of the Spanish Stock Exchanges, maintains the central registry reflecting the number of shares held by each of its member entities (*entidades participantes*). Each member entity, in turn, maintains a registry of the owners of such shares.

Transfers of shares quoted on a Spanish Stock Exchange must be made through or with the participation of a member of a Spanish Stock Exchange. Brokerage firms, or dealer firms, Spanish credit entities, investment services entities authorised in other EU Member States and investment services entities authorised by their relevant authorities and in compliance with the Spanish regulations are eligible to be members of the Spanish Stock Exchanges. The transfer of shares may be subject to certain fees and expenses.

Dividend and Liquidation Rights

Payment of dividends is proposed by the Board of Directors and must then be authorised by the Issuer's shareholders at a General Shareholders Meeting. The Board of Directors may resolve the payment of interim dividends subject to certain legal requirements. Shareholders participate in any such dividends for each year from the date determined for such dividends by a General Shareholders Meeting or a Board of Directors Meeting, as the case may be. Where any of the above indicated dividends are structured as scrip dividends each shareholder may opt for one of the following alternatives: (i) to receive new Santander Common Shares; (ii) to receive a cash payment broadly equivalent to the dividend (to this end Banco Santander assumes an irrevocable undertaking to acquire the free allotment rights for a fixed price); or (iii) to receive a cash payment through selling rights on market. Spanish law requires each company to contribute at least 10 per cent. of its profits for the year to a legal reserve each year until the balance of such reserve is equivalent to at least 20 per cent. of such company's issued share capital. Company's legal reserve is not available for distribution to its shareholders except upon such company's liquidation. According to Spanish law, dividends may only be paid out from the portion of profits or distributable reserves that exceed the Issuer's research and development expenses, and only if the value of the Issuer's net worth is not, and as a result of distribution would not be, less than its share capital. In accordance with Article 947 of the Spanish Commercial Code, the right to a dividend lapses and reverts to the Issuer if it is not claimed within five years after it becomes due.

Upon the Issuer's liquidation, its shareholders would be entitled to receive proportionately any assets remaining after the payment of the Issuer's debts and taxes and expenses of the liquidation.

The following tables set forth the dividends distributed by the Issuer for the years 2018, 2019 and 2020:

2018

Date:	02/05/2019	01/02/2019	05/11/2018	01/08/2018
Gross	0.0650	0.0650	0.0350	0.0650
Net	0.0527	0.0527	0.0284	0.0527
Currency	Euro	Euro	Euro	Euro
Class	Ordinary	Ordinary	Ordinary	Ordinary
Type	Interim	Interim	Scrip	Interim
Exercise	2018	2018	2018	2018
Dividend Yield	5,09%	5,36%	5.28%	4.79%
Ex-dividend Date	29/04/2019	30/01/2019	18/10/2018	30/07/2018

2019

Date:	01/11/2019
Gross	0.1000
Net	0.0810
Currency	Euro
Class	Ordinary
Type	Interim
Exercise	2019
Dividend Yield	–
Ex-dividend Date	30/10/2019

2020

Date:	04/05/2021
Gross	0.0275
Net	0.0275
Currency	Euro
Class	Ordinary
Type	Interim
Exercise	2020
Dividend Yield	0.86%
Ex-dividend Date	30/04/2021

On 27 March 2020 the ECB updated its recommendation to banks on dividend distributions to boost banks' capacity to absorb losses and support lending during the covid-19 pandemic. In this sense, the ECB recommended that banks should not pay dividends for the financial years 2019 and 2020 until at least 1 October 2020. Taking into account the ECB's recommendation on 2 April 2020 the Board of Directors decided to cancel the payment of the 2019 final dividend and the dividend policy for 2020, resolving to this end, among other

issues, to defer the decision on the application of results obtained by the Bank during financial year 2019 to a General Shareholders' Meeting to be held no later than 31 October 2020.

Subsequently, on 27 July 2020, the ECB issued a second recommendation to all European credit institutions under its supervision asking them to refrain, until 1 January 2021, from paying out dividends from the results for financial years 2019 and 2020 or from entering into irrevocable commitments to pay out them. In compliance with this second recommendation, the Board of Directors has resolved to replace the initial proposed application of results allocating the entirety of the Bank's results for financial year 2019 to increase the voluntary reserve, except for the amount used for payment of the dividend paid prior to the date of the issuance of the ECB's recommendations. On 15 December 2020, the ECB adopted a new recommendation asking credit institutions to exercise extreme prudence when deciding on or paying out dividends until 30 September 2021.

On 23 July 2021 the ECB announced that it would not extend the above-referred recommendation on dividend payout beyond September 2021, despite asking credit institutions to adopt a prudent and forward-looking approach when deciding on remuneration policies. It must be noted that as part of its supervisory review process, the ECB continues assessing banks' remuneration policies and the impact such policies may have on the banks' ability to maintain a sound capital base.

Upon a liquidation of the Bank, its shareholders would be entitled to receive *pro-rata* any assets remaining after the payment of its debts, taxes and expenses of the liquidation. Holders of non-voting shares, if any, are entitled to receive reimbursement of the amount paid before any amount is distributed to the holders of voting shares.

Attendance and Voting at Shareholders Meetings

Each Common Share of the Issuer (currently of €0.50 each) entitles the shareholder to attend the General Shareholders Meeting. Shares may be voted by written proxy, and proxies may be given to another person. Proxies must be in writing and are valid only for a single meeting, subject to limited exceptions under the Spanish Companies Act.

Each share of the Bank's share capital entitles the shareholder to one vote.

Pursuant to the by-laws of the Issuer and the Spanish Companies Act, General Shareholders Meetings may be either ordinary or extraordinary. Ordinary General Shareholders Meetings must be convened within the first six months of each fiscal year on a date fixed by the Board of Directors. As a general rule, Extraordinary General Shareholders Meetings may be called from time to time by the Board of Directors of the Issuer at its discretion or at the request of shareholders representing at least 3 per cent. of the Issuer's share capital. Notices of all General Shareholders Meetings must be published in a widely circulated newspaper or in the Spanish Commercial Registry Official Gazette (*Boletín Oficial del Registro Mercantil*) as well as on the CNMV and the Issuer websites. The interval between the first and second calls for a General Shareholders Meeting must be at least 24 hours. The notice must include the date and place of the first call, the agenda of the meeting, the date on which shareholders need to be registered as such in order to attend and vote at the meeting, the place and form in which information related to the proposed resolutions can be obtained by the shareholders, the webpage where such information will be available, and clear instructions on how shareholders can attend and vote in the General Shareholders Meeting. It may also state the date in which, if applicable, the meeting is to be held on the second call.

It must be noted that the Spanish Companies Act has been amended to enable companies to hold their general meetings exclusively using a remote, real-time connection provided that it is expressly envisioned in the company's By-laws and certain requirements are met. In this regard, the by-laws of the Issuer have been recently amended in order to regulate the possibility of attending the General Shareholders Meetings exclusively using a remote, real-time connection under the terms of the new Article 182 bis of the Spanish Companies Act.

Shareholders representing at least 3 per cent. of the share capital of the Issuer have the right to request the publication of an amended notice including one or more additional agenda items to the Ordinary General Shareholders Meeting and to add new resolution proposals to the agenda of any General Shareholders Meeting, within the first five days following the publication of the agenda.

At Ordinary General Shareholders Meetings, shareholders are asked to approve the financial statements for the previous fiscal year, the management and the application of the profit or loss attributable to the Issuer. All other matters that can be decided by a General Shareholders Meetings may be addressed at either Ordinary or Extraordinary General Shareholders Meetings. Shareholders can vote on these matters at an Ordinary General Shareholders Meeting if such items are included on the meeting's agenda. The by-laws of the Issuer provide that, in order to facilitate the shareholders' attendance to the meetings, shareholders shall be provided with registered admission cards (*tarjetas de admisión*). Admission cards can be obtained at any time up to five days before a given General Shareholders Meeting. Admission cards include the number of votes corresponding to their holders at the relevant General Shareholders Meeting.

The by-laws of the Issuer and the Spanish Companies Act provide that, on the first call of a General Shareholders Meeting, a duly constituted General Shareholders Meeting requires a quorum of at least 25 per cent. of the issued voting share capital, present in person or by proxy. On the second call, there is no quorum requirement.

Resolutions relating to ordinary matters shall be approved by a simple majority of the voting shares represented in person or by proxy at the General Shareholders' Meeting, and a resolution shall be deemed approved when it obtains more votes in favour than against of the share capital represented in person or by proxy.

However, the Spanish Companies Act and the by-laws of the Issuer provide that the consideration of extraordinary matters such as the amendment of the by-laws including the increases and reductions of share capital, the transformation, merger, split-off, the overall assignment of assets and liabilities and the relocation of the registered office abroad, the issuance of securities or the exclusion or limitation of pre-emption rights require a quorum of at least 50 per cent. of the issued voting share capital, present in person or by proxy, on the first call and a quorum of at least 25 per cent. of the issued voting share capital, present in person or by proxy, on the second call.

These extraordinary matters shall be approved by the favourable vote of more than half of the votes corresponding to the shares represented in person or by proxy at the General Shareholders' Meeting, except when on second call shareholders representing less than fifty percent of the subscribed share capital with the right to vote are in attendance, in which event the favourable vote of two thirds of the share capital present in person or by proxy at the General Shareholders' Meeting shall be required.

A General Shareholders Meeting at which 100 per cent. of the share capital is present or represented is validly constituted even if no notice of such meeting was given, and, upon unanimous agreement, shareholders may consider any matter at such meeting. A resolution passed in a General Shareholders Meeting is binding on all shareholders. However, it may be contested if such resolution is: (i) contrary to Spanish laws or the company's by-laws; or (ii) prejudicial to the company's interests and beneficial to one or more shareholders or third parties. In the case of resolutions contrary to Spanish law, the right to contest is extended to all shareholders, Directors and interested third parties. In the case of resolutions prejudicial to the company's interests or contrary to its by-laws, such right is extended to shareholders who attended the General Shareholders Meeting and recorded their opposition in the minutes of the meeting, to shareholders who were absent and to those unlawfully prevented from casting their vote, as well as to members of the Board of Directors. In certain circumstances (such as a substantial modification of corporate purpose or certain changes of the corporate form, transfer of registered office abroad, intra-European Union merger with transfer of registered office to another European Union country or incorporation of a limited liability European holding company if the dissenting shareholder

is a partner of the promoter companies), Spanish corporate law gives dissenting or absent shareholders the right to withdraw from the company. If this right were to apply and be exercised, the company would be required to purchase or offset the relevant share ownership at prices determined in accordance with established formula or criteria relating to the average price of the shares in the Spanish Stock Exchanges within certain periods of time.

Under the Spanish Companies Act, shareholders who voluntarily aggregate their shares so that they are equal to or greater than the result of dividing the total share capital by the number of Directors have the right to appoint a corresponding proportion of the members of the Board of Directors, **provided that** the relevant vacancy or vacancies exist within the Board and the shareholders and directors satisfy certain other corporate and regulatory requirements (including those described under "*Legal Restrictions on Acquisitions of Shares in Spanish Banks*" below). Shareholders who exercise this right may not vote on the appointment of other Directors. The appointment of Directors is subject to the approval of the relevant supervisory authority.

Preferential Subscription Rights and Increase of Share Capital

Pursuant to Spanish law, shareholders have preferential subscription rights to subscribe for any new shares and for bonds convertible into shares. However, a resolution passed at a General Shareholders Meeting or a meeting of the Board of Directors or the Executive Committee acting by delegation may, in certain circumstances, waive such preferential subscription rights, **provided that** the relevant requirements of Spanish law (particularly Articles 308, 504 and 505 of the Spanish Companies Act) are met. In any event, preferential subscription rights will not be available in the event of an increase in the share capital of the Issuer for the conversion of convertible bonds into shares, a merger in which new shares are issued as consideration or in the case of a capital increase with non-monetary contributions.

In the case of a listed company, under Article 506 and 511 of the Spanish Companies Act, when the shareholders authorise the Board of Directors to issue new shares or bonds convertible into shares, they can also authorise the Board of Directors to not grant preferential subscription rights in connection with such new shares or bonds convertible into shares if it is in the best interest of the company. The Board of Directors may, in turn, delegate on the Executive Committee the use of this faculty.

Preferential subscription rights, when applying in connection with an approved issuance of new shares or convertible bonds will at the time be transferable, may be traded on the AQS of the Spanish Stock Exchanges and may be of value to existing shareholders because new shares and convertible bonds may be offered for subscription at prices lower than prevailing market prices.

Shareholder Suits

Shareholders in their capacity as shareholders may bring actions challenging resolutions adopted at General Shareholders Meeting. The court of first instance in the company's corporate domicile has exclusive jurisdiction over shareholder suits.

Under the Spanish Companies Act, Directors are liable to the company and the shareholders and creditors of the company for acts and omissions contrary to Spanish law or the company's by-laws and for failure to carry out the duties and obligations required of directors. Directors have such liability even if the transaction in connection with which the acts or omissions occurred is approved or ratified by the shareholders.

The liability of the Directors is joint and several, except to the extent any Director can demonstrate that he or she did not participate in decision making relating to the transaction at issue, was unaware of its existence or being aware of it, did all that was possible to mitigate any damages or expressly disagreed with the decision-making relating to the transaction.

Legal Restrictions on Acquisitions of Shares in Spanish Banks

Certain provisions of Spanish law require the authorisation from the ECB prior to the acquisition by any individual or corporation of a significant holding of shares of a Spanish bank. The decision-making authority for the assessment of the proposed acquisition, formerly attributed to the Bank of Spain, now corresponds to the ECB by virtue of Council Regulation (EU) No 1024/2013 of 15 October 2013.

Any natural or legal person or such persons acting in concert, who have taken a decision either to acquire, directly or indirectly, a significant holding (*participación significativa*) in a Spanish bank or to further increase, directly or indirectly, such a qualifying holding in a Spanish bank as a result of which the proportion of the voting rights or of the capital held would reach or exceed 20 per cent., 30 per cent. or 50 per cent. or so that the bank would become its subsidiary, must first notify the Bank of Spain in order to apply for the non-opposition of the ECB, indicating the size of the intended holding and other relevant information. A significant holding for these purposes is defined as a direct or indirect holding in a Spanish bank which represents 10 per cent. or more of the capital or of the voting rights or which makes it possible to exercise a significant influence over the management of that bank. In accordance with Article 23 of Royal Decree 84/2015, of 13 February, in any case, "*significant influence*" shall be deemed to exist when there is the capacity to appoint or dismiss a board member.

As soon as the Bank of Spain receives the notice, the Bank of Spain will request the Spanish Anti-Money Laundering Authority (*Servicio Ejecutivo de la Comisión para la Prevención del Blanqueo de Capitales e Infracciones Monetarias* - **SEPBLAC**) for a report, and the SEPBLAC will submit such report within 30 business days from the day following the day of receipt of such request.

If the acquisition is carried out and the required notice is not given to the Bank of Spain or if the acquisition is carried out before the 60 business days' period following the giving of notice elapses, or if the acquisition is opposed by the ECB, then there shall be the following consequences: (A) the voting rights corresponding to the acquired shares may not be exercised or, if exercised, will be deemed null, (B) the ECB may seize control of the bank or replace its Board of Directors, and (C) a fine may be levied on the acquirer.

The ECB has 60 business days after the receipt of any such notice (the Bank of Spain will acknowledge receipt in written within two business days from the date of receipt of the notification by the Bank of Spain to the extent such notification includes all the information required by Article 24 of Royal Decree 84/2015) to object to a proposed transaction. In case the notification does not have all the information required, the acquirer will be required to provide the outstanding information within ten business days. The objection by the ECB may be based on finding the acquirer unsuitable on the basis of its commercial or professional reputation, its solvency or the transparency of its corporate structure, among other things. If no such objection is raised within the 60 business day-period, the authorisation is deemed to have been granted.

The above assessment term may be suspended in one occasion, between the request of information and the submission of information, for a maximum term of 20 business days (or, under certain circumstances, this term may be of 30 business days).

Any natural or legal person, or such persons acting in concert, who has acquired, directly or indirectly, a holding in a Spanish bank so that the proportion of the voting rights or of the capital held reaches or exceeds 5 per cent. but does not qualify as a significant shareholding, must immediately notify in writing the Bank of Spain and the relevant Spanish bank, indicating the size of the acquired holding.

Furthermore, any person that has directly or indirectly acquired 5 per cent. or more of the share capital of a Spanish credit institution must immediately inform in writing both to the Bank of Spain and to the relevant credit institution indicating the amount of the shareholding.

Any natural or legal person who has taken a decision to dispose, directly or indirectly, of a qualifying holding in a Spanish bank must first notify the Bank of Spain, indicating the size of his intended reduced holding. Such

a person shall likewise notify the Bank of Spain if he has taken a decision to reduce his qualifying holding so that the proportion of the voting rights or of the capital held would fall below 20 per cent., 30 per cent. or 50 per cent. or so that the bank would cease to be its subsidiary. Failure to comply with these requirements may lead to sanctions being imposed on the defaulting party.

Spanish banks are required, on becoming aware of any acquisitions or disposals of holdings in their capital that cause holdings to exceed or fall below one of the thresholds referred to above, inform the Bank of Spain of those acquisitions or disposals.

Furthermore, credit entities are required to inform the Bank of Spain as soon as they become aware of any acquisition or transfer of their share capital that crosses any of the above percentages. In addition, credit entities must inform the Bank of Spain, during the month following each natural quarter, about their shareholding specifying all shareholders considered financial institutions by the end of such month or those who have more than 0.25 of the bank's share capital (or 1 per cent. in case of credit unions (*cooperativas de crédito*)).

If the ECB determines at any time that the influence of a person who owns a qualifying holding of a bank may adversely affect that bank's management or financial situation, it may: (1) suspend the voting rights of such person's shares; (2) seize control of the bank or replace its Board of Directors; or (3) in exceptional circumstances revoke the bank's licence. A fine may also be levied on the person owning the relevant significant shareholding.

Tender Offers

Law 6/2007, of 12 April, amending the Securities Market Law in respect of takeover bids and issuers' transparency ("**Law 6/2007**"), has modified the rules for takeover bids. This Law, which came into effect on 13 August 2007, partially transposes into the Spanish legal system Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids.

The rules replaced the traditional system where launching a takeover bid was compulsory prior to acquiring a significant shareholding in the target company and partial bids were permitted for a regime where takeover bids must be made for all the share capital after obtaining the control of a listed company (i.e. 30 per cent. of the voting rights or appointment of more than one-half of the members of the company's board of directors) whether such control is obtained by means of an acquisition of securities or an agreement with other holders of securities.

The above does not prevent parties from making voluntary bids for a number that is less than the totality of securities in a listed company.

Law 6/2007 also regulates, among other things: (i) obligations for the board of directors of the offeree company in terms of preventing the takeover bid (passivity rule); and (ii) the squeeze-out and sell-out rights when the offeror is a holder of securities representing at least 90 per cent. of the voting capital of the offeree company and the prior takeover bid has been accepted by holders of securities representing at least 90 per cent. of the voting rights covered by the bid.

Royal Decree 1066/2007 on rules applicable to takeover bids for securities further developed the regulations on takeover bids established by Law 6/2007, completing the amendments introduced by Law 6/2007, in order to ensure that takeover bids are carried out within a comprehensive legal framework and with absolute legal certainty. This Royal Decree contains provisions regarding: (i) the scope and application to all takeover bids, whether voluntary or mandatory, for a listed company; (ii) the rules applicable to mandatory takeover bids when control of a company is obtained; (iii) other cases of takeover bids, such as bids for de-listing of securities and bids that must be made when a company wishes to reduce capital through the acquisition of its own shares for subsequent redemption thereof; (iv) the consideration and guarantees offered in a bid; (v) stages of the procedure that must be followed in a takeover bid; (vi) the mandatory duty of passivity of the offeree company's board of directors and the optional regime of neutralisation of other preventive measures against bids; (vii)

changes to, withdrawal of, and cessation of effects of the bid; (viii) the acceptance period, the calculation of the acceptances received and the settlement of the bid; (ix) the procedures applicable to competing offers; (x) the rules for squeeze-outs and sell-outs; and (xi) certain rules on supervision, inspection and sanctions applicable with respect to the regulations on takeover bids.

See risk factor "*Holders may be obliged to make a takeover bid in case of the Trigger Event if they take delivery of Common Shares*".

Reporting Requirements

Acquisition of shares

Pursuant to Royal Decree 1362/2007, of 19 October, implementing the Spanish Securities Market Act on transparency issues ("**Royal Decree 1362/2007**"), any individual or legal entity who, by whatever means, purchases or transfers shares which grant voting rights in a company for which Spain is the Country of Origin (*Estado de origen*) (as defined therein) and which is listed on an official secondary market or other regulated market in the EU, must notify the relevant issuer and the CNMV, if, as a result of such transaction, the proportion of voting rights held by that individual or legal entity reaches, exceeds or falls below a 3 per cent. threshold of the company's total voting rights. The notification obligations are also triggered at thresholds of 5 per cent. and multiples thereof (excluding 55 per cent., 65 per cent., 85 per cent., 95 per cent. and 100 per cent.).

The individual or legal entity required to carry out the notification must serve the notification by means of the form approved by the CNMV from time to time for such purpose, as soon as possible and, in any event, within four business days from the date on which the transaction is acknowledged (the first day of the notification period is the business day following the day on which the relevant acquisition or transfer is effective) (Royal Decree 1302/2007 requires that the obliged individual or legal entity should have acknowledged the aforementioned circumstance within two trading days from the date on which the transaction was entered into, regardless of the date on which the transaction takes effect).

Should the individual or legal entity effecting the transaction be a non-resident of Spain, notice must also be given to the Spanish Registry of Foreign Investments maintained by the General Bureau of International Trade (a department of the Ministry of Economy, Industry and Competitiveness). See "*Restrictions on Foreign Investments*" below.

The reporting requirements apply not only to the purchase or transfer of shares, but also to those transactions in which, without a purchase or transfer, the proportion of voting rights of an individual or legal entity reaches, exceeds or falls below the threshold that triggers the obligation to report as a consequence of a change in the total number of voting rights of a company on the basis of the information reported to the CNMV and disclosed by it. In such a case, the transaction is deemed to be acknowledged within two (2) trading days from the date of publication of the regulatory information notice (*comunicación de información privilegiada o relevante*) regarding such transaction.

Regardless of the actual ownership of the shares, any individual or legal entity with a right to acquire, transfer or exercise voting rights granted by the shares, and any individual or legal entity who owns, acquires or transfers, whether directly or indirectly, other securities or financial instruments which grant a right to acquire shares with voting rights, will also have an obligation to notify the company and the CNMV of the holding of a significant stake in accordance with the regulations.

Should the person or group effecting the transaction be resident in a tax haven (as defined in Royal Decree 1080/1991, of 5 July, as amended and restated), the threshold that triggers the obligation to disclose the acquisition or transfer of the Issuer's Common Shares is reduced to 1 per cent. (and successive multiples thereof).

Further, following the implementation of Directive 2013/50/EU of the European Parliament and of the Council, of 22 October 2013 ("**Directive 2013/50/EU**") in Spain by means of the Second Final Provision of Royal Decree 878/2015, currently in force, the scope of financial instruments which are to be disclosed has been expanded. Pursuant to Royal Decree 1362/2007, as amended, financial instruments with similar economic effect to shares and entitlement to aggregate shares (even cash settled) are to be disclosed if they reach the relevant thresholds. Additionally, aggregation rules currently impose the obligation to aggregate holding of shares and holding of financial instruments when calculating the holding.

Should the individual or the legal entity effecting the transaction be resident in a tax haven (as defined in Royal Decree 1080/1991, of 5 July), the threshold that triggers the obligation to disclose the acquisition or disposition of shares is reduced to 1 per cent. (and successive multiples thereof).

All members of the Board of Directors must report to both the company and the CNMV the percentage and number of voting rights in the company held by them at the time of becoming or ceasing to be a member of the Board of Directors. Furthermore, all members of the Board of Directors must report any change in the percentage of voting rights they hold, regardless of the amount, as a result of any acquisition or disposition of shares or voting rights, or financial instruments which carry a right to acquire or dispose of shares which have voting rights attached, including any stock-based compensation that they may receive pursuant to any compensation plans.

In addition, pursuant to Article 19 of Regulation (EU) No. 596/2014, of 16 April 2014, on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "**Market Abuse Regulation**"), persons discharging managerial responsibilities as well as persons closely associated with them (*vínculo estrecho*) must similarly report to the Issuer and the CNMV any acquisition or disposal of the Issuer's shares, derivative or financial instrument linked to the Issuer's shares when the threshold established under Article 19.8 of the referred regulation is exceeded, within three business days after the transaction is made. The notification of the transaction must include particulars of, among others, the type of transaction, the date of the transaction and the market in which the transactions were carried out, the number of shares traded and the price paid.

Members of the Senior Management must also report any share-based compensation that they may receive pursuant to any compensation plans or any subsequent amendment to such plans. Royal Decree 1362/2007 refers to the definition given by Royal Decree 1333/2005, of 11 November (implementing European Directive 2004/72/EC) developing the Spanish Securities Market Act, regarding market abuse, which has been abrogated by Royal Decree 1464/2018, of 21 December, and which defined senior management (*directivos*) as those "*high-level employees in positions of responsibility with regular access to insider information (información privilegiada) related, directly or indirectly, to the issuer and that, furthermore, are empowered to adopt management decisions affecting the future development and business perspectives of the issuer*".

In certain circumstances established by Royal Decree 1362/2007, the notification requirements on the acquisition or transfer of shares also apply to any person or legal entity that, directly or indirectly, and independently of the ownership of the shares or financial instruments, may acquire, transmit or exercise the voting rights granted by those shares or financial instruments, provided that the aggregated proportion of voting rights reaches, increases above or decreases below, the percentages set forth by Spanish law.

Moreover, pursuant to Article 30.6 of Royal Decree 1362/2007, in the context of a takeover bid, the following transactions should be notified to the CNMV: (i) any acquisition reaching or exceeding 1 per cent. of the voting rights of the Issuer, and (ii) any increase or decrease in the percentage of voting rights held by holders of 3 per cent. or more of the voting rights in the Issuer. The CNMV will immediately make this information public.

Shareholder agreements

The Spanish Securities Market Act and Articles 531, 533 and 535 of the Spanish Companies Act require parties to disclose certain types of shareholders' agreements that affect the exercise of voting rights at a General Shareholders Meetings or contain restrictions or conditions on the transferability of shares or bonds that are convertible or exchangeable into shares. If any shareholders enter into such agreements with respect to the Issuer's shares, they must disclose the execution, amendment or extension of such agreements to the Issuer and the CNMV and file such agreements with the appropriate Commercial Registry. Failure to comply with these disclosure obligations renders any such shareholders' agreement unenforceable and constitutes a violation of the Spanish Securities Market Act.

Such shareholders' agreement has no effect with respect to the regulation of the right to vote in General Shareholders Meetings and restrictions or conditions on the free transferability of shares and bonds convertible into shares until such time as the aforementioned notifications, deposits and publications are made.

Upon request by the interested parties, the CNMV may waive the requirement to report, deposit and publish the agreement when publishing the shareholders' agreement could cause harm to the company.

Net Short Positions

Pursuant to Regulation (EU) No. 236/2012 of the European Parliament and the Council, of 14 March, on Short Selling and certain aspects of credit default swaps ("**Regulation 236/2012**"), any net short position on shares listed on the Spanish Stock Exchanges that equals 0.2 per cent. of the relevant issuer's share capital and any increases or reductions thereof by 0.1 per cent. are required to be disclosed to the CNMV by no later than 15.30 on the first trading day following the transaction.

If the net short position reaches 0.5 per cent and also at every 0.1 per cent. above that, the CNMV will disclose the net short position to the public. Regulation 236/2012 restricts uncovered short sales in shares, providing that a natural or legal person may enter into a short sale of a share admitted to trading on a trading venue only where one of the conditions established in Article 12 of the Regulation 236/2012 has been fulfilled.

The disclosure is mandatory even if the same position has been already notified to the CNMV in compliance with transparency obligations previously in force in that jurisdiction.

Moreover, pursuant to Regulation 236/2012, when the CNMV considers that (i) there are adverse events or developments that constitute a serious threat to financial stability or to the market confidence (serious financial, monetary or budgetary problems, which may lead to financial instability, unusual volatility causing significant downward spirals in any financial instrument, etc.); and (ii) the measure is necessary and will not be disproportionately detrimental to the efficiency of financial markets in view of the advantages sought, it may following consultation with ESMA, take any one or more of the following measures:

(i) impose additional notification obligations by either (a) reducing the thresholds for the notification of net short positions in relation to one or several specific financial instruments; and/or (b) requesting the parties involved in the lending of a specific financial instrument to notify any change in the applicable premiums; and

(ii) restrict short selling activities by either prohibiting or imposing conditions on short selling.

In addition, according to Regulation 236/2012, where the price of a financial instrument has fallen significantly during a single day in respect of the closing price on the previous trading day (10 per cent. or more in the case of a liquid share), the CNMV may prohibit or restrict short selling of financial instruments for a period not exceeding the end of the trading day following the trading day on which the fall in price occurs.

Finally, Regulation 236/2012 also authorises ESMA to take similar measures to those described above in exceptional circumstances, when the purpose of these measures is to deal with a threat affecting several EU

member states and the competent authorities of these member states have not taken adequate measures to address it.

Share Repurchases

Pursuant to Spanish Companies Act, the Issuer may only repurchase its own shares within certain limits and in compliance with the following requirements:

- the repurchase must be authorised by the General Shareholders Meeting by a resolution establishing the maximum number of shares to be acquired, the minimum and maximum acquisition price and the duration of the authorisation, which may not exceed five years from the date of the resolution;
- the aggregate par value of the shares repurchased, together with the aggregate par value of the shares already held by the Issuer and its subsidiaries, must not exceed 10 per cent. of its share capital;
- the acquisition may not lead to net equity being lower than the share capital plus non-distributable reserves in accordance with Spanish corporate law and the by-laws of the Issuer; and
- the shares repurchased must be fully paid and must be free of ancillary contributions (*prestaciones accesorias*).

Treasury shares do not have voting rights or economic rights (e.g., the right to receive dividends and other distributions and liquidation rights), except the right to receive bonus shares, which will accrue proportionately to all of the Issuer's shareholders. Treasury shares are counted for purposes of establishing the quorum for General Shareholders Meetings and majority voting requirements to pass resolutions at General Shareholders Meetings.

The Market Abuse Regulation establishes rules in order to ensure the integrity of European Community financial markets and to enhance investor confidence in those markets. This Regulation maintains an exemption from the market manipulation rules regarding share buy-back programs by companies listed on a stock exchange in an EU Member State. European Commission Delegated Regulation No. 2016/1052, of 8 March, implements the aforementioned directive with regard to exemptions for buy-back programs. According to the provisions included in the Commission Delegated Regulation 2016/1052 in order to benefit from the exemption, a buy-back program must comply with certain requirements established under such Regulation and the sole purpose of the buy-back program must be to reduce the share capital of an issuer (in value or in number of shares) or to meet obligations arising from either of the following:

- debt financial instruments exchangeable into equity instruments; or
- employee share option programs or other allocations of shares to employees of the issuer or an associated company.

Prior to start of trading in a buy-back program, the issuer must ensure the adequate disclosure of the following information:

(i) The purpose of the program.

(ii) The maximum pecuniary amount allocated to the program.

(iii) The maximum number of shares to be acquired; and

(iv) The period for which the authorisation for the program has been granted.

The issuer must ensure that the transaction relating to the buy-back program meet the conditions included on Article 3 of the Commission Delegated Regulation (EU) 2016/1052. Specifically, that the purchase price is not higher than the higher of the price of the last independent trade and the highest current independent purchase

bid on the trading venue where the purchase is carried out. Furthermore, issuers must not purchase on any trading day more than 25 per cent. of the average daily volume of shares on the corresponding trading venue.

Issuers shall not, for the duration of the buy-back program, engage on (a) selling of own shares; (b) trading during the closed periods referred to in Article 19.11 of the Market Abuse Regulation; and (c) trading where the issuer has decided to delay the public disclosure of inside information.

On 18 July 2013, the CNMV published certain indicative guidelines in relation to discretionary operations with treasury shares carried out by issuers of securities. The CNMV recommends the observance by issuers of some criteria in connection with (i) the way to carry these transactions (volume, price, timeframe and internal organisation and control) and (ii) the information to be provided to the supervisor and the market.

Moreover, pursuant to Article 77 of CRR, the Issuer shall obtain the prior authorisation from the ECB in order to reduce, redeem or repurchase its own shares. Rules and conditions to obtain such authorisation are regulated by Article 77 of CRR and further developed by Regulation 241/2014.

The Issuer is required to report to the CNMV any acquisition of its own shares which, together with all other acquisitions since the last notification, reaches or exceeds 1 per cent. of its share capital (irrespective of whether any own shares have been sold in the same period). In such circumstances, the notification must include the number of shares acquired since the last notification (detailed by transaction), the number of shares sold (detailed by transaction) and the resulting net holding of treasury shares.

In addition, on 27 November 2019, the CNMV approved Circular 2/2019 on liquidity contracts entered into by issuers with financial institutions for the management of its treasury shares. This regulation entered into force on 10 March 2020 and repealed and replaced the CNMV's Circular 1/2017 introducing new specific limits of daily volume that the financial intermediary can trade under the liquidity agreement and new rules which must be complied with by the financial intermediary in its operations in the auction periods.

Provision of Information to Shareholders

Under Spanish law, shareholders are entitled to receive certain information, including information relating to any amendment of the by-laws, an increase or reduction in the share capital, the approval of the financial statements and other major corporate events or actions.

Foreign Investment and Exchange Control Regulations

Restrictions on Foreign Investment

Spain has traditionally regulated foreign currency movements and foreign investments. However, since the end of 1991, Spain has moved into conformity with European Union standards regarding the movement of capital and services. On 23 April 1999, a new regulation on foreign investments (Royal Decree 664/1999) was approved in conjunction with the Spanish Foreign Investment Law 18/1992, to bring the existing legal framework in line with the provisions of the Treaty of the European Union. As a result, exchange controls and foreign investments have been, with certain exceptions, completely liberalised.

Subject to the restrictions described below, foreign investors may freely invest in shares of Spanish companies and transfer invested capital, capital gains and dividends out of Spain without limitation (subject to applicable taxes and exchange controls), and need only file a notification with the Spanish Registry of Foreign Investments maintained by the General Bureau of Commerce and Investments within the Ministry of Industry, Commerce and Tourism following the investment or divestiture, if any, solely for statistical, economic and administrative purposes. Where the investment or divestiture is made in shares of Spanish companies listed on any of the Spanish Stock Exchanges, as it is the case of the Issuer, the duty to provide notice of a foreign investment or divestiture lies with the relevant entity with whom the shares in book-entry form have been deposited or which has acted as an intermediary in connection with the investment or divestiture.

If the foreign investor is a resident of a tax haven, as defined under Spanish law (Royal Decree 1080/1991), notice must be provided to the Registry of Foreign Investments prior to making the investment, as well as after consummating the transaction. However, prior notification is not necessary in the following cases:

- investments in listed securities, whether or not trading on an official secondary market, as well as investments in participations in investment funds registered with the CNMV; and
- foreign shareholdings that do not exceed 50 per cent. of the capital of the Spanish company in which the investment is made.

In addition, control over foreign direct investments ("**FDI**") is Spanish companies is regulated under Law 19/2003, of 4 July 2003 ("**Law 19/2003**"), as amended pursuant to Royal Decree-Law 8/2020, of 17 March 2020, and Royal Decree-Law 11/2020, of 31 March 2020.

Article 7 bis of Law 19/2003 establishes a screening mechanism for certain investments made by non-EU and non-EFTA residents, based on public order, public health and public security reasons (the "**Screening Mechanism**"). The Screening Mechanism aligns part of the Spanish foreign investment legal framework with Regulation (EU) 2019/452 of March 19, 2019 establishing a framework for the screening of foreign direct investments into the EU. Certain provisions of Regulation (EU) 2019/452 ─ such as the list of sectors affecting public order and public security or the definition of state-owned enterprises and other similar investors ─ are mirrored in the regulations establishing the Screening Mechanism.

FDI are:

- investments that result in a foreign investor reaching a stake of at least 10 per cent. of the share capital of a Spanish company; and
- any corporate transaction, business action or legal transaction which enables the possibility of exercising a decisive influence over a Spanish company.

For the purposes of the Screening Mechanism, the following persons are deemed to be "foreign investors":

- non-EU and non-EFTA residents; and
- EU or EFTA residents beneficially owned by non-EU and non-EFTA residents. This occurs when non-EU and non-EFTA residents ultimately possess or control, directly or indirectly, more than 25 per cent. of the share capital or voting rights of the investor, or otherwise exercise control, directly or indirectly, over the investor.

Not all FDI are subject to the Screening Mechanism, as this will depend on:

(i) the sector in which the target carries out its business;

(a) Critical infrastructure, whether physical or virtual, including energy, transport, water, health, communications, media, data processing or storage, aerospace, defence, electoral or financial infrastructure, and sensitive facilities, as well as land and real estate crucial for the use of such infrastructure.

(b) Critical technologies and dual-use products: telecommunications, artificial intelligence, robotics, semiconductors, cyber security, aerospace, defence, energy storage, quantum and nuclear technologies, as well as nanotechnologies and biotechnologies.

(c) Supply of critical inputs, in particular electricity and gas activities, raw materials and food security.

(d) Sectors with access to sensitive information, including personal data, or the ability to control such information.

(e) Media.

(f) Other sectors designated by the Spanish government from time to time that may affect public security, order or health (currently none).

(ii) the personal circumstances of the foreign investor, regardless of the business of the target.

(a) Investors directly or indirectly controlled by the government, including state bodies or armed forces, of a non-EU/EFTA country.

(b) Investors that have already made an investment affecting national security, public order or public health in another EU Member State, including an investment in any of the above-mentioned sectors.

(c) Investors who are at serious risk of engaging in criminal or illegal activities affecting public security, public order or public health in Spain.

The Screening Mechanism can be summarised as follows:

- Under the ordinary procedure, prior authorisation from the Spanish Council of Ministers (*Consejo de Ministros*) is required to close FDI subject to it. The legal term to issue a decision is six months.
- On a transitional basis, until the Screening Mechanism is further developed, a fast-track 30-day procedure, whose resolution is to be issued by a lower-tier authority (the General Directorate for International Trade and Investments ─*Dirección General de Comercio Internacional e Inversiones─),* applies for investments (i) agreed but not closed prior to 18 March 2020; and (ii) those below €5 million. Investments below €1 million are not subject to the Screening Mechanism.
- Under both the ordinary and fast-track procedures, the investment will be deemed unauthorised if the relevant authority does not respond to the authorisation request within the corresponding legal term.

Moreover, on a temporary basis, until 31 December 2021 acquisitions by EU/EFTA residents (other than Spain) in listed companies in Spain provided that they meet both of the following criteria:

- EU or EFTA resident acquires a stake of 10 per cent. or more in the Spanish company or, as a result of the transaction, gains control of that company (i.e. possibility of exercising a decisive influence over a company);
- the sector of the investment affects "public order, public security and public health" (those described above).

Finally, in addition to the notices relating to significant shareholdings that must be sent to the relevant company, the CNMV and the relevant Spanish Stock Exchanges, as described in this section under "*Reporting Requirements*", foreign investors are required to provide such notices to the Registry of Foreign Investments.

Exchange control regulations

Pursuant to Royal Decree 1816/1991 of 20 December 1991, relating to economic transactions with non-residents, and Directive 88/361/EC, receipts, payments or transfers between non-residents and residents of Spain must be made through registered entities such as banks and other financial institutions properly registered with the Bank of Spain subject to certain exceptions.

TAXATION

The following summary is a general description of certain tax considerations relating to the acquisition, ownership and disposal of the Preferred Securities and Common Shares, as well as the conversion of the Preferred Securities into Common Shares. It does not purport to be a complete analysis of all tax consequences relating to the Preferred Securities and Common Shares and does not purport to deal with the tax consequences applicable to all categories of investors, some of which might be subject to special rules. This analysis is a general description of the tax treatment under the currently in force Spanish legislation, without prejudice of regional tax regimes in the Historical Territories of the Basque Country and the Community of Navarre, or provisions passed by Autonomous Communities which may apply to investors for certain taxes. This summary is based on the law as in effect on the date of this Offering Circular and is subject to any change in law that may take effect after such date. References in this section to Holders include the beneficial owners of the Preferred Securities and Common Shares, where applicable. Prospective investors should consider the legislative changes which could occur in the future.

*In particular, note that in December 2020, Law 11/2020, of 30 December, on the General State Budget for 2021 ("**Budget Law for 2021**") was approved by the Spanish parliament. Budget Law for 2021 includes a set of tax measures with effects as of 1 January 2021 that could have a significant impact on the current Spanish taxation system resulting in a general increase in tax liabilities, including in relation to the Preferred Securities and Common Shares. The approved tax measures affect various taxes in the Spanish tax system and therefore some of these new changes will be detailed throughout the following sections as appropriate (please note that not all tax measures introduced by Budget Law for 2021 will be described but only those relevant for the purposes of taxation of the Preferred Securities and Common Shares).*

In addition, Law 11/2021, of 9 July, on measures to prevent and combat fraud transposing Council Directive (EU) 2016/1164, of 12 July 2016 laying down rules against tax avoidance practices that directly affect the functioning of the internal market has been recently approved. *Prospective investors should consult their own tax advisers who can provide them with personalised advice based on their particular circumstances, in particular regarding legislative changes which could occur in the future.*

In addition, investors should note that the appointment by an investor in Preferred Securities, or any person through which an investor holds Preferred Securities, of a custodian, collection agent or similar person in relation to such Preferred Securities in any jurisdiction may have tax implications. Investors should consult their own tax advisors in relation to the tax consequences for them of any such appointment.

1 Tax treatment of the Preferred Securities

The Issuer considers that the Preferred Securities qualify as financial assets with explicit yield, as such yield exceeds the reference rates fixed in Section 91 of Royal Decree 439/2007, of 30 March, approving the Personal Income Tax ("**PIT**") Regulations, and in Section 63 of Royal Decree 634/2015, of 10 July 2015, approving the Corporate Income Tax ("**CIT**") Regulations.

Indirect taxation

The acquisition and any subsequent disposal of the Preferred Securities is exempt from Transfer Tax, Stamp Duties and Value Added Tax as provided for in Article 314 of the Consolidated Text of the Spanish Securities Market Law and related provisions.

Direct taxation

1.1 Individuals with tax residency in Spain

(a) *Personal Income Tax (Impuesto sobre la Renta de las Personas Físicas)*

Both interest periodically received and income derived from the transfer, redemption or repayment of the Preferred Securities constitute a return on investment obtained from the transfer of own capital to third parties in accordance with the provisions of Section 25.2 of the PIT Law, and must be included in each investor's savings income pursuant to the abovementioned law, and taxed according to the then-applicable tax rate. The savings income taxable base will be taxed at 19 per cent. for taxable income up to €6,000, 21 per cent. for taxable income between €6,000.01 to €50,000, 23 per cent. for taxable income between €50,000 and €200,000 and 26 per cent. for taxable income in excess of €200,000.

Income from the transfer of the Preferred Securities shall generally be computed as the difference between the amounts obtained in the transfer, redemption or reimbursement of the Preferred Securities and their acquisition or subscription value. Costs and expenses effectively borne on the acquisition and/or disposal of the Preferred Securities shall be taken into account, insofar as adequately evidenced, in calculating the income.

Negative income derived from the transfer of the Preferred Securities, in the event that the Holder had acquired other homogeneous securities within the two months prior or subsequent to such transfer or exchange, shall be included in his or her PIT base as and when the remaining homogeneous securities are transferred.

When calculating the net income, expenses related to the management and deposit of the Preferred Securities will be deductible, excluding those pertaining to discretionary or individual portfolio management.

According to Section 44.5 of Royal Decree 1065/2007, the Issuer will make interest payments to individual Holders who are resident for tax purposes in Spain without withholding in the terms described under "*Reporting obligations*" below, notwithstanding the information obligations of the Issuer applicable under general provisions of Spanish tax legislation.

Notwithstanding the above, in the case of Preferred Securities held by Spanish resident individuals and deposited with a Spanish resident entity acting as depositary or custodian, payments of interest under the Preferred Securities or income obtained upon the transfer, redemption or repayment of the Preferred Securities may be subject to withholding tax at the current rate of 19 per cent which will be made by the depositary or custodian.

In any event, the individual Holder may credit the withholding against his or her final PIT liability for the relevant year and may be refundable pursuant to Section 103 of the PIT Law.

(b) *Wealth Tax (Impuesto sobre el Patrimonio)*

According to Wealth Tax regulations (subject to any exceptions provided under relevant legislation in an Autonomous Region (*Comunidad Autónoma*)), the net worth of any individuals with tax residency in Spain up to the amount of €700,000 is exempt from Wealth Tax. Therefore, Holders should take into account the value of the Preferred Securities which they hold as at 31 December each year. The applicable marginal rates range between 0.2 per cent. and 3.5 per cent. although the final tax rates may vary depending on any applicable regional tax laws, and some reductions may apply. As such, prospective investors should consult their tax advisers.

(c) *Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)*

Individuals with tax residency in Spain who acquire ownership or other rights over any Preferred Securities by inheritance, gift or legacy will be subject to Inheritance and Gift Tax in accordance with the applicable Spanish regional or state rules, being the taxpayer the transferee. The tax rates range between 7.65 per cent. and 81.6 per cent., depending on relevant factors (such as previous net wealth or family relationship between the transferor and transferee), although the final tax rate may vary depending on any applicable regional tax laws.

1.2 Legal entities with tax residency in Spain

(a) *Corporate Income Tax (Impuesto sobre Sociedades)*

Both interest periodically received and income derived from the transfer, redemption or repayment of the Preferred Securities must be included in the taxable income of legal entities with tax residency in Spain and will be subject to CIT (at the current general rate of 25 per cent.) in accordance with the rules for this tax.

In accordance with Section 44.5 of Royal Decree 1065/2007, there is no obligation to withhold on income payable to Spanish CIT taxpayers. Consequently, the Issuer will not withhold on interest payments under the Preferred Securities to Spanish CIT taxpayers in the terms described under "*Reporting obligations*" below, notwithstanding the information obligations of the Issuer under general provisions of Spanish tax legislation.

However, in the case of Preferred Securities held by a Spanish resident entity and deposited with a Spanish based entity acting as depositary or custodian, income obtained upon the transfer of the Preferred Securities may be subject to withholding tax at the current rate of 19 per cent. if the Preferred Securities do not comply with exemption requirements specified in the Reply to the Consultation of the Directorate General for Taxation (*Dirección General de Tributos*) dated 27 July 2004 and therefore, the exemption of withholding as regards income obtained by Spanish resident corporate investors from financial assets listed on an official OECD market, contained in Section 61(s) of the CIT regulation, is not applicable. In such a case, the required withholding will be made by the depositary or custodian.

Notwithstanding the above, amounts withheld, if any, may be credited by the relevant investors against its final CIT liability.

(b) *Wealth Tax (Impuesto sobre el Patrimonio)*

Spanish resident legal entities are not subject to Wealth Tax.

(c) *Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)*

Legal entities with tax residency in Spain which acquire ownership or other rights over the Preferred Securities by inheritance, gift or legacy are not subject to Inheritance and Gift Tax and must include the market value of the Preferred Securities in their taxable income for Spanish CIT purposes.

1.3 Individuals and legal entities with no tax residency in Spain

(a) *Non-Residents Income Tax (Impuesto sobre la Renta de No Residentes)*

(i) *Non-Spanish tax resident investors acting through a permanent establishment in Spain*

Ownership of the Preferred Securities by investors who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Preferred Securities form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Preferred Securities are the same as those for Spanish CIT taxpayers.

(ii) *Non-Spanish tax resident investors not operating through a permanent establishment in Spain*

Both interest payments periodically received and income derived from the transfer, redemption or repayment of the Preferred Securities, obtained by individuals or entities who have no tax residency in Spain, and which are Non-Resident Income Tax ("**NRIT**") taxpayers with no permanent establishment in Spain are exempt from NRIT, and also from withholding tax on account of NRIT **provided that** certain formalities as described in section "*Reporting obligations*" below are complied with.

(b) *Wealth Tax (Impuesto sobre el Patrimonio)*

To the extent that the income deriving from the Preferred Securities is exempt from NRIT, individuals who do not have tax residency in Spain who hold such Preferred Securities on the last day of any year will be exempt from Wealth Tax in respect of the Preferred Securities. Individuals resident in a country with which Spain has entered into a double tax treaty in relation to the Wealth Tax would generally not be subject to such tax. Otherwise, non Spanish tax resident individuals whose properties and rights located in Spain, or that can be exercised within the Spanish territory exceed €700,000 would be subject to Wealth Tax. The applicable rates range between 0.2 per cent. and 3.5 per cent. Although some reductions may apply. Therefore, such individuals should take into account the value of the Preferred Securities which they hold as at 31 December each year.

Non-Spanish tax resident individuals may be subject to the rules approved by the autonomous region where the assets and rights with more value are situated. As such, prospective investors should consult their tax advisers.

Non Spanish resident legal entities are not subject to Wealth Tax.

(c) *Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)*

Individuals who do not have tax residency in Spain who acquire ownership or other rights over the Preferred Securities by inheritance, gift or legacy, and who reside in a country with which Spain has entered into a double tax treaty in relation to Inheritance and Gift Tax will be subject to the provisions of the relevant double tax treaty.

If the provisions of the foregoing paragraph do not apply, such individuals will be subject to Inheritance and Gift Tax in accordance with Spanish legislation, to the extent that rights deriving from the Preferred Securities can be exercised within Spanish territory. Non-Spanish tax resident individuals may be subject to Spanish Inheritance and Gift Tax in accordance with the rules set forth in the relevant autonomous regions in accordance with the law. As such, prospective investors should consult their tax advisers.

Non-Spanish resident legal entities which acquire ownership or other rights over the Preferred Securities by inheritance, gift or legacy are not subject to Inheritance and Gift Tax. They will be subject to NRIT Tax. If the legal entity is resident in a country with which Spain has entered into a double tax treaty, the provisions of such treaty will apply. In general, double-tax treaties provide for the taxation of this type of income in the country of residence of the beneficiary.

1.4 Reporting obligations

As described above, income paid with respect to the Preferred Securities will be exempt from Spanish withholding tax **provided that** the procedures for delivering to the Issuer a Payment Statement (as defined below) with the information described in Exhibit I (see below) are complied with in a timely manner. For these purposes, "**income**" means any earnings paid by the Issuer under the Preferred Securities, generally interest paid on a date when interest on the Preferred Securities is payable and the amount of the difference, if any, between the aggregate redemption price paid upon the redemption of the Preferred Shares (or a portion thereof) and the aggregate principal amount of such Preferred Shares.

The First Additional Provision of Law 10/2014 establishes certain reporting obligations in relation to the Preferred Securities that must be met each time there is an interest payment on the Preferred Securities.

The information obligations to be complied with in order to apply the exemption are those laid down in Section 44 of Royal Decree 1065/2007 ("**Section 44**").

In accordance with Section 44 paragraph 5, before the close of business on the Business Day (as defined in the Terms and Conditions of the Preferred Securities) immediately preceding the date on which any payment of interest, principal or of any amounts in respect of the early redemption of the Preferred Securities (each, a "**Payment Date**") is due, the Issuer must receive from the Principal Paying Agent the following information about the Preferred Securities:

(a) the identification of the Preferred Securities with respect to which the relevant payment is made;

(b) the date on which the relevant payment is made;

(c) the total amount of the relevant payment of income;

(d) the amount of the relevant payment paid to each entity that manages a clearing and settlement system for securities situated outside of Spain.

In particular, the Principal Paying Agent must certify the information above about the Preferred Securities by means of a certificate (the "**Payment Statement**"), the form of which is attached as Exhibit I.

In light of the above, the Issuer and the Principal Paying Agent will enter into a Paying Agency Agreement which, among other things, will provide for the timely provision by the Principal Paying Agent of a duly executed and completed Payment Statement in connection with each income payment under the Preferred Securities and set forth certain procedures agreed by the Bank and the Principal Paying Agent which aim to facilitate such process, along with a form of the Payment Statement to be used by the Principal Paying Agent.

Prospective Holders of Preferred Securities should note that the Issuer does not accept any responsibility relating to the procedures established for the collection of information concerning the Preferred Securities. Accordingly, the Issuer will not be liable for any damage or loss suffered by any Holder who would otherwise be entitled to an exemption from Spanish withholding tax but whose income payments are nonetheless paid net of Spanish withholding tax because these procedures prove ineffective. Moreover, the Issuer will not pay any additional amounts with respect to any such withholding. See "*Risk Factors—Risks relating to Withholding (Spanish tax rules)—"* .

If the Principal Paying Agent fails or for any reason is unable to deliver a duly executed and completed Payment Statement to the Bank in a timely manner in respect of a payment of income under the Preferred Shares, such payment will be made net of Spanish withholding tax, currently at the rate 19 per cent. If this were to occur, affected beneficial owners will receive a refund of the amount withheld, with no need

for action on their part, if the Principal Paying Agent submits a duly executed and completed Payment Statement to the Bank no later than the 10th calendar day of the month immediately following the relevant payment date. In addition, beneficial owners may apply directly to the Spanish tax authorities for any refund to which they may be entitled. See "*—Direct refund from Spanish tax authorities procedures*".

1.5 Conversion of the Preferred Securities into Common Shares

(a) *Individuals with tax residency in Spain*

Income obtained on the conversion of the Preferred Securities into Common Shares, computed as the difference between the market value of the Common Shares received and the acquisition or subscription value of the Preferred Securities delivered in exchange, will be considered as a return on investment obtained from the transfer of own capital to third parties in accordance with the provisions of Section 25.2 of the PIT Law.

The tax treatment will be the one referred to in section 1.1(a) above.

(b) *Legal entities with tax residency in Spain*

Subject to the applicable accounting regulations, income derived from the conversion of the Preferred Securities into Common Shares will be computed as the difference between the market value of the Common Shares received and the book value of the Preferred Securities delivered in exchange. Such income will be subject to CIT at the current general rate of 25 per cent. in accordance with the rules for this tax.

The tax treatment will be the one referred to in section 1.2(a) above.

Individuals and legal entities with no tax residency in Spain

(i) *Non-Spanish tax resident investors operating through a permanent establishment in Spain*

Non-Spanish tax resident investors operating through a permanent establishment in Spain are subject to the same tax treatment that applies to Spanish CIT taxpayers.

(ii) *Non-Spanish tax resident investors not operating through a permanent establishment in Spain*

Income obtained by non-Spanish tax resident investors on the conversion of the Preferred Securities into Common Shares will be exempt from such NRIT and from withholding tax on account of NRIT.

The tax treatment applicable to the income obtained will be the one described in section 1.3(a)(ii) above.

2 Taxation on Ownership and Transfer of Common Shares

Indirect taxation

The subscription, acquisition and any subsequent transfer of the Shares will be exempt from Transfer Tax, Stamp Duty and Value Added Tax, under the terms and with the exemptions set out in Section 314 of the Consolidated Text of the Spanish Securities Market Law. Additionally, no Stamp Duty will be levied on such subscription, acquisition and transfer.

Spanish FTT

The Spanish law which implements the Spanish FTT was approved on October 7, 2020 (the "**FTT Law**") and the FTT Law was published in the Spanish Official Gazette (*Boletín Oficial del Estado*) on October 16, 2020.

The Spanish FTT came into force three months after the publication of the FTT Law in the Spanish Official Gazette (that is, on January 16, 2021).

Spanish FTT charges a 0.2 per cent. rate on specific acquisitions of listed shares issued by Spanish companies whose market capitalization exceeds €1 billion on December 1 of the year prior to the acquisition, regardless of the jurisdiction of residence of the parties involved in the transaction.

The list of the Spanish companies with a market capitalisation exceeding €1billion at 1 December of each year will be published on the Spanish tax authorities' website before 31 December each year. For the purposes of transactions closed during 2021, the Spanish tax authorities issued a list of entities whose market capitalization exceeded €1 billion as of 16 December 2020, that will fall within the scope of the Spanish FTT and the Issuer was included in such list. Therefore, onerous acquisitions of the Issuer's shares carried out during 2021 would fall within the scope of the Spanish FTT.

According to the criterion of the Spanish tax authorities, the Spanish FTT would not apply in relation to the acquisition of the contingent convertible capital securities. Additionally, the conversion of the contingent convertible capital securities into ordinary shares falls within the Spanish FTT although it may be exempt of such tax if it consists in a primary market transaction. However, the Spanish FTT would apply (at a fixed rate of 0.2 per cent.) to other financial transactions involving the Issuer's shares, regardless of the jurisdiction of residence of the parties involved in the transaction.

Prospective investors are advised to seek their own professional advice in relation to the Spanish FTT.

Proposed EU Financial Transactions Tax

On 14 February 2013 the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common financial transaction tax ("**FTT**") in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**"). The FTT proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear.

It should be noted that the European FTT could have an impact on the Spanish FTT and thus, the abovementioned treatment. Prospective holders of the Preferred Securities are advised to seek their own professional advice in relation to the FTT.

Direct taxation

2.1 Individuals with tax residency in Spain

(a) *Personal Income Tax (Impuesto sobre la Renta de las Personas Físicas)*

(i) *Taxation of dividends*

According to the Spanish PIT Law the following, amongst others, shall be treated as gross capital income: income received by a Spanish Holder in the form of dividends, shares in profits, consideration paid for attendance at shareholders' meetings, income from the creation or assignment of rights of use or enjoyment of the shares and any other income received in his capacity as shareholder.

Gross capital income shall be reduced by any administration and custody expenses (but not by those incurred in individualised portfolio management) and the net amount shall be included in the relevant Spanish Holder savings taxable base. The savings income tax base will be taxed at 19 per cent. for taxable income up to €6,000, 21 per cent. for taxable income between €6,000.01 to €50,000, 23 per cent. for taxable income between €50,001 and €200,000 and 26 per cent. for taxable income in excess of €200,000.

The payment to Spanish Holders of dividends or any other distribution will be generally subject to a withholding tax at the then-applicable rate (currently 19 per cent.) Such withholding tax may be credited against the net PIT payable (*cuota líquida*) of the relevant Holder, and if the amount of tax withheld is greater than the amount of the net PIT payable, the taxpayer will be entitled to a refund of the excess withheld in accordance with the PIT Law.

(ii) *Taxation of capital gains*

Gains or losses recorded by a Spanish Holder as a result of the transfer of listed shares which represent a participation in a company's equity, will qualify for the purposes of the PIT Law as capital gains or losses and will be subject to taxation according to the rules applicable to such capital gains or losses. The amount of capital gains or losses is calculated as the difference between the shares' acquisition value (plus any fees or taxes incurred) and the transfer value, which is the higher of the listed value of the share as of the transfer date and the agreed transfer price, less any fees or taxes incurred.

Where the taxpayer owns other securities of the same kind, the acquisition price of the transferred shares is based on the principle that those acquired first are sold first (FIFO).

Capital gains arising from the transfer of shares by the Spanish Holders, shall be included in such Spanish Holder's savings taxable base corresponding to the period in which the transfer takes place. The savings income taxable base will be taxed at 19 per cent. for taxable income up to €6,000, 21 per cent. for taxable income between €6,000.01 to €50,000, 23 per cent. for taxable income between €50,001 and €200,000 and 26 per cent. for taxable income in excess of €200,000.

Capital gains arising from the transfer of shares are not subject to withholding tax on account of PIT.

Losses arising from the transfer of shares admitted to trading on certain official stock exchanges will not be treated as capital losses if securities of the same kind have been acquired during the period between two months before and two months after the date of the transfer which originated the loss. In these cases, the capital losses will be included in the taxable base upon the transfer of the remaining shares of the taxpayer.

(b) *Wealth Tax (Impuesto sobre el Patrimonio)*

Individual Spanish Holders are subject to the Spanish Wealth Tax on all their assets (including the Common Shares) as of 31 December of each year.

According to Wealth Tax regulations (subject to any exceptions under the corresponding legislation in an Autonomous Region (*Comunidad Autónoma*)), the net worth of any individuals with tax residency in Spain up to €700,000 is exempt from Wealth Tax. The applicable marginal rates range between 0.2 and 3.5 per cent., although the final tax rates may vary depending on any applicable regional tax laws; some reductions may apply.

(c) *Spanish Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)*

Individuals resident in Spain for tax purposes who acquire Common Shares by inheritance or gift will be subject to the Spanish Inheritance and Gift Tax (in accordance with the Inheritance and Gift Tax Law), without prejudice to the specific legislation applicable in each Autonomous Region. The taxpayer is the transferee. The effective tax rate, after applying all relevant factors, ranges from 7.65 per cent. to 81.6 per cent. although the final tax rate may vary depending on

any applicable regional tax laws (such as the specific regulations imposed by each Spanish region, the amount of the pre-existing assets of the taxpayer and the degree of kinship with the deceased or the donor). Some tax benefits could reduce the effective tax rate.

2.2 Legal entities with tax residency in Spain

(a) *Corporate Income Tax (Impuesto sobre Sociedades)*

(i) *Taxation of dividends*

According to Section 10 of the CIT Law, dividends from the Issuer or a share of the Issuer's profits received by corporate Spanish Holders less any expenses inherent to holding the Common Shares, shall be included in the CIT taxable base. The general CIT tax rate is currently 25 per cent.

However, CIT taxpayers will be entitled to apply a participation exemption regime for dividends received from the Issuer if certain requirements are met: (i) the shareholding (direct or indirect) held in the Issuer is at least 5 per cent. and (ii) such shareholding has been held continuously for one full year up to the date on which the dividend is paid or straddling such date.

As from 2021, the CIT exemption for dividends and interests in profits of a company is reduced from the full exemption (100 per cent.) to a 95 per cent. exemption in most cases. In practice, this means that dividends and interests in profits of a company obtained by CIT taxpayers will be taxed at an effective 1.25 per cent. rate (general 25 per cent. CIT rate on the 5 per cent. of the registered dividends and interests in profits of a company).

Additionally, as from 2021, the 95 per cent. exemption will only apply when the shareholder has at least a direct or indirect stake of 5 per cent. and therefore shareholders which have an acquisition value of their participation which exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

In case that more than 70 per cent. of the revenue of the company making the dividend distribution derives from dividends and capital gains arising from transfers of shares, the application of the participation exemption is subject to particularly complex restrictions, substantially requiring that the shareholder holds an indirect participation of at least 5 per cent. in the share capital of that company's subsidiaries.

Shareholders are urged to consult their tax advisors regarding compliance with the requirements for application of the aforesaid participation exemption.

CIT taxpayers are subject to withholding at a rate of 19 per cent. on the full amount of the distributed profits. However, no withholding tax will apply on dividends payable to a shareholder who is entitled to apply the participation exemption regime mentioned above (and evidence so to the company paying the dividend). Such withholding tax will be deductible from the net CIT payable, and if the amount of tax withheld is greater than the amount of the net CIT payable, the taxpayer will be entitled to a refund of the excess withheld in accordance with Article 127 of the CIT Law.

(ii) *Taxation of capital gains*

The gain or loss arising on transfer of the Common Shares or from any other change in net worth relating to the Common Shares will be included in the tax base of CIT taxpayers,

in the manner contemplated in Section 10 *et seq*. of the CIT Law, being taxed generally at a rate of 25 per cent.

Income deriving from share transfers is not subject to withholding on account of CIT.

However, CIT taxpayers are entitled to apply a participation exemption regime for capital gains arising on the transfer of Spanish companies shares if (i) the shareholding, directly or indirectly, amounts of at least 5 per cent. of that Spanish company provided (ii) such participation is held for at least one year prior to the transfer.

As from 2021, the CIT exemption for capital gains is reduced from the full exemption (100 per cent.) to a 95 per cent. exemption in most cases. In practice, this means that capital gains obtained by CIT taxpayers would be taxed at an effective 1.25 per cent. rate (general 25 per cent. CIT rate on the 5 per cent. of the capital gains).

Additionally, as from 2021, the 95 per cent. exemption will only apply when the shareholder has at least a direct or indirect stake of 5 per cent. and therefore, shareholders which have an acquisition value of their participation that exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

In case that more than 70 per cent. of the revenues of the company whose shares are transferred derives from dividends and capital gains deriving from the transfer of shares, the application of the Spanish participation exemption is subject to particularly complex restrictions, substantially requiring that the shareholder holds an indirect participation of at least 5 per cent. in the share capital of that company's subsidiaries. Shareholders are urged to consult their tax advisors regarding compliance of the requirements for application of the aforesaid participation exemption.

Capital gains deriving from the disposal of the Issuer's shares will not be subject to withholding tax on account of CIT.

Finally, losses arising on the transfer of the Common Shares may be tax deductible under certain circumstances. Shareholders are urged to consult their tax advisors regarding the tax deductibility of losses arising on the transfer of the Commons Shares.

(b) *Wealth Tax (Impuesto sobre el Patrimonio)*

Spanish resident legal entities are not subject to Wealth Tax.

(c) *Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)*

In the event of acquisition of the shares free of charge by a CIT taxpayer, the income generated for the latter will likewise be taxed according to the CIT rules, the Inheritance and Gift Tax not being applicable.

2.3 Individuals and legal entities with no tax residency in Spain

(a) *Non-Resident Income Tax (Impuesto sobre la Renta de No Residentes)*

(i) *Non-Spanish tax resident investors operating through a permanent establishment in Spain to which the Common Shares are attributable*

Taxation of dividends

Ownership of the Common Shares by investors who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Common Shares form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Common Shares are the same as those for legal entities with tax residency in Spain described in section 2.2(a)(i) above.

Taxation of capital gains

If the Common Shares form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to capital gains derived from such Common Shares are the same as those for legal entities with tax residency in Spain described section 2.2(a)(ii) above.

(ii) *Non-Spanish tax resident investors not operating through a permanent establishment in Spain to which the Common Shares are attributable*

Taxation of dividends

Under Spanish law, dividends paid by a Spanish resident company to a non-Spanish Holder are subject to Spanish NRIT, approved by the NRIT Law, withheld at the source on the gross amount of dividends, currently at a tax rate of 19 per cent.

However, under the EU Parent-Subsidiary Directive exemption, no Spanish withholding taxes should be levied on the dividends distributed by a Spanish subsidiary to its European Union (EU) parent company, to the extent that the following requirements are met:

(i) the EU parent company maintains a direct or indirect holding in the capital of the Spanish subsidiary of at least 5 per cent. The holding must have been maintained uninterruptedly during the year prior to the date on which the distributed profit is due or, failing that, be maintained for the time required to complete such period (in the latter case, the withholding tax must be levied, although it would be refundable once the year has been completed);

(ii) the EU parent company is incorporated under the laws of a EU Member State, under one of the corporate forms listed in Annex I, Part A, of the EU Parent-Subsidiary Directive, and is subject to a Member State Corporate Income Tax (as listed in Annex I, Part B, of the EU Parent-Subsidiary Directive), without the possibility of being exempt; and

(iii) the dividends distributed do not derive from the subsidiary's liquidation.

The aforesaid exemption will not be applicable if the dividend is obtained through a country or territory that is defined as a tax haven by Spanish regulations.

As from 2021, the EU Parent-Subsidiary Directive exemption will only apply when the shareholder has at least a direct or indirect stake of 5 per cent. and therefore, shareholders which have an acquisition value of their participation that exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

The aforesaid exemption will be applicable, subject to the compliance of similar requirements, to dividends distributed by a Spanish subsidiary to its European Economic

Area parent company **provided that** there is an effective exchange of tax information with such EEA parent company's country.

However, the exemption includes an anti-abuse provision by virtue of which the withholding tax exemption will not be applicable where the majority of the voting rights of the parent company are held directly or indirectly by individuals or entities not resident in the EU or the EEA with which there is a an effective exchange of tax information in the terms set forth in Law 36/2006 of 29 November, except where the EU or EEA parent company proves that its incorporation and its operative responds to valid economic reasons and to substantive economic activities.

In addition, Holders resident in certain countries will be entitled to the benefits of a double taxation treaty ratified between Spain and their country of tax residence ("**DTC**"). Such Holders may benefit from a reduced tax rate or an exemption under an applicable treaty with Spain, subject to the satisfaction of any conditions specified in the DTC, including providing evidence of the tax residence of the non-Spanish Holder by means of a valid certificate of tax residence duly issued by the tax authorities of the country of tax residence of the non-Spanish Holder or, as the case may be, the equivalent document specified in the Spanish Order which further develops the applicable treaty.

According to the Order of the Ministry of Economy and Finance of 13 April 2000, upon distribution of a dividend, the Issuer or its paying agent will withhold an amount equal to the tax amount required to be withheld according to the general rules set forth above (e.g., applying the general withholding tax rate of 19 per cent.), transferring the resulting net amount to the depositary.

For this purpose, the depositary is the financial institution with which the non-Spanish Holder has entered into a contract of deposit or management with respect to shares in the Issuer held by such Holders. If the depositary of the non-Spanish Holder is resident, domiciled or represented in Spain and it provides timely evidence of the non-Spanish Holder's right to obtain the treaty-reduced rate or the exemption in the manner set out in the Order of the Ministry of Economy and Finance of 13 April 2000, it will immediately receive the surplus amount withheld, which will be credited to the non-Spanish Holder (the "**Quick Refund Procedure**").

For these purposes, the shareholder shall provide the applicable depository with a valid certificate of tax residence issued by the relevant tax authorities of the non-Spanish Holder's country of residence stating that, for the records of such authorities, the non-Spanish Holder is a resident of such country within the meaning of the relevant DTC, or as the case may be, the equivalent document regulated in the Order which further develops the applicable DTC. The relevant certificate of residence must be provided before the tenth day following the end of the month in which the dividends were paid. The tax certificate is generally valid only for a period of one year from the date of issuance.

The Quick refund Procedure will only be applicable to the extent that the depository of the Issuer's shares held by the shareholder is resident, domiciled or represented in Spain.

If this certificate of tax residence, or as the case may be, the equivalent document referred to above, is not provided to the relevant depository within this time period or if the depositary of the non-Spanish Holder is not resident, domiciled or represented in Spain, the non-Spanish Holder may subsequently obtain a refund of the amount withheld in excess from the Spanish tax authorities, following the standard refund procedure

established by the regulations approved by Royal Decree 1776/2004, dated 30 July 2004, and an Order dated 17 December 2010, as amended.

Taxation of capital gains

Capital gains derived from the transfer or sale of the Common Shares will be deemed Spanish source income and, therefore, are taxable in Spain at a general tax rate of 19 per cent.

Capital gains and losses will be calculated separately for each transaction. It is not possible to offset losses against capital gains.

However, capital gains derived from shares in the Issuer will be exempt from taxation in Spain in either of the following cases:

(i) Capital gains derived from the transfer of the shares on an official Spanish secondary stock market (such as the Madrid, Barcelona, Bilbao or Valencia stock exchanges) by any non-Spanish tax resident Holder who is tax resident of a country that has entered into a DTC with Spain containing an "*exchange of information*" clause. This exemption is not applicable to capital gains obtained by a non-Spanish Holder through a country or territory that is defined as a tax haven by Spanish regulations.

(ii) Capital gains obtained directly by any non-Spanish tax resident Holder resident of another EU Member State or indirectly through a permanent establishment of such non-Spanish Holder in a EU Member State other than Spain, **provided that**:

- the Issuer's assets do not mainly consist of, directly or indirectly, Spanish real estate;
- if the non-resident transferor is an individual, that at any time during the preceding twelve months the non-Spanish tax resident Holder has not held a direct or indirect interest of at least 25 per cent. in the Issuer's capital or net equity;
- if the non-resident transferor is an entity and the transfer of the Issuer's shares complies with the requirements to apply CIT participation exemption regime (see paragraph 2.2(a)(ii)) and
- the gain is not obtained through a country or territory defined as a tax haven under applicable Spanish regulations.

This exemption shall also apply to capital gains which have not been obtained through a permanent establishment in Spain by individuals and entities resident for tax purposes in Member States of the EEA (other than Spain), or permanent establishments of these resident in other Member States of the EEA (other than Spain), provided that the requirements set forth in the NRIT Law are met.

(iii) Capital gains realised by non-Spanish tax resident Holders who benefit from a DTC that provides for taxation only in such non-Spanish Holder's country of residence.

Non-Spanish tax resident Holders must submit a Spanish Tax Form (currently, Form 210) within the time periods set out in the applicable Spanish regulations to settle the corresponding tax obligations or qualify for an exemption. In order for the exemptions

mentioned above to apply, a non-Spanish tax resident Holder must provide a certificate of tax residence issued by the tax authority of its country of residence (which, if applicable, must state that, to the best knowledge of such authority, the non-Spanish tax resident Holder is resident of such country within the meaning of the relevant DTC) or equivalent document meeting the requirements of the Order which further develops the applicable DTC, together with the Spanish Tax Form. The non-Spanish tax resident Holder's tax representative in Spain and the depositary of the shares are also entitled to carry out such filing.

The certificate of tax residence mentioned above will be generally valid for a period of one year after its date of issuance.

(b) *Wealth Tax (Impuesto sobre el Patrimonio)*

Non-Spanish tax resident individuals are subject to the Spanish Wealth Tax on the assets located in Spain (including the Common Shares) as of 31 December each year, unless an applicable DTC provides otherwise.

Spanish Wealth Tax Law provides that the first €700,000 of assets owned in Spain by Spanish non-resident tax individuals will be exempt from taxation, while the rest of the wealth will be taxed at a rate ranging between 0.2 per cent. and 3.5 per cent. although some reductions may apply.

Non-Spanish tax resident individuals may apply the rules approved by the autonomous region where the assets and rights with more value are situated. As such, prospective investors should consult their tax advisers.

(c) *Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)*

Non-Spanish tax resident individuals who acquire ownership or other rights over the Common Shares by inheritance, gift or legacy, and who reside in a country with which Spain has entered into a double tax treaty in relation to Inheritance and Gift Tax will be subject to the provisions of the relevant double tax treaty.

If the provisions of the foregoing paragraph do not apply, such individuals will be subject to Inheritance and Gift Tax in accordance with Spanish legislation. Non-Spanish tax resident individuals are subject to Spanish Inheritance and Gift Tax according to the rules set forth in the relevant autonomous regions according to the law. As such, prospective shareholders should consult their tax advisers.

Non-Spanish resident legal entities which acquire ownership or other rights over the Common Shares by inheritance, gift or legacy are not subject to Inheritance and Gift Tax. They will be subject to NRIT Tax.

If the legal entity is resident in a country with which Spain has entered into a double tax treaty, the provisions of such treaty will apply. In general, double-tax treaties provide for the taxation of this type of income in the country of residence of the beneficiary.

3 Direct refund from Spanish tax authorities procedures

Beneficial owners entitled to receive income payments in respect of the Preferred Securities or in respect of the Common Shares free of Spanish withholding taxes or at the reduced withholding tax rate contained in any applicable DTC but in respect of whom income payments have been made net of Spanish withholding tax at

the general withholding tax rate may apply directly to the Spanish tax authorities for any refund to which they may be entitled.

Beneficial owners may claim the amount withheld in excess from the Spanish Treasury following the 1st of February of the calendar year following the year in which the relevant payment date takes place and within the first four years following the last day on which the Bank may pay any amount so withheld to the Spanish Treasury (which is generally the 20th calendar day of the month immediately following the relevant payment date), by filing with the Spanish tax authorities (i) the relevant Spanish tax form, (ii) proof of beneficial ownership and (iii) a certificate of residence issued by the tax authorities of the country of tax residence of such beneficial owner, among other documents.

Set out below is Exhibit I. Sections in English have been translated from the original Spanish and such translations constitute direct and accurate translations of the Spanish language text. In the event of any discrepancy between the Spanish language version of the certificate contained in Exhibit I and the corresponding English translation, the Spanish tax authorities will give effect to the Spanish language version of the relevant certificate only.

The language of this Offering Circular is English. The Spanish language text of Exhibit 1 has been included in order that the correct technical meaning may be ascribed to the English text under applicable Spanish law.

EXHIBIT 1

Anexo al Reglamento General de las actuaciones y los procedimientos de gestión e inspección tributaria y de desarrollo de las normas comunes de los procedimientos de aplicación de los tributos, aprobado por Real Decreto 1065/2007

Modelo de declaración a que se refieren los apartados 3, 4 y 5 del artículo 44 del Reglamento General de las actuaciones y los procedimientos de gestión e inspección tributaria y de desarrollo de las normas comunes de los procedimientos de aplicación de los tributos

Annex to Royal Decree 1065/2007, of 27 July, approving the General Regulations of the tax inspection and management procedures and developing the common rules of the procedures to apply taxes Declaration form referred to in paragraphs 3, 4 and 5 of Article 44 of the General Regulations of the tax inspection and management procedures and developing the common rules of the procedures to apply taxes

Don (nombre), con número de identificación fiscal (…)(1), en nombre y representación de (entidad declarante), con número de identificación fiscal (….)(1) y domicilio en (…) en calidad de (marcar la letra que proceda):

Mr. (name), with tax identification number (...)(1), in the name and on behalf of (entity), with tax identification number (....)(1) and address in (...) as (function - mark as applicable):

(a) Entidad Gestora del Mercado de Deuda Pública en Anotaciones.

(a) Management Entity of the Public Debt Market in book entry form.

(b) Entidad que gestiona el sistema de compensación y liquidación de valores con sede en el extranjero.

(b) Entity that manages the clearing and settlement system of securities resident in a foreign country.

(c) Otras entidades que mantienen valores por cuenta de terceros en entidades de compensación y liquidación de valores domiciliadas en territorio español.

(c) Other entities that hold securities on behalf of third parties within clearing and settlement systems domiciled in the Spanish territory.

(d) Agente de pagos designado por el emisor.

(d) Issuing and Paying Agent appointed by the issuer.

Formula la siguiente declaración, de acuerdo con lo que consta en sus propios registros:

Makes the following statement, according to its own records:

1 En relación con los apartados 3 y 4 del artículo 44:

1 In relation to paragraphs 3 and 4 of Article 44:

1.1 Identificación de los valores.

1.1 Identification of the securities.

1.2 Fecha de pago de los rendimientos (o de reembolso si son valores emitidos al descuento o segregados).

1.2 Income payment date (or refund if the securities are issued at discount or are segregated).

1.3 Importe total de los rendimientos (o importe total a reembolsar, en todo caso, si son valores emitidos al descuento o segregados).

1.3 Total amount of income (or total amount to be refunded, in any case, if the securities are issued at discount or are segregated).

1.4 Importe de los rendimientos correspondiente a contribuyentes del Impuesto sobre la Renta de las Personas Físicas, excepto cupones segregados y principales segregados en cuyo reembolso intervenga una Entidad Gestora.

1.4 Amount of income corresponding to Personal Income Tax taxpayers, except segregated coupons and segregated principals for which reimbursement an intermediary entity is involved.

1.5 Importe de los rendimientos que conforme al apartado 2 del artículo 44 debe abonarse por su importe íntegro (o importe total a reembolsar si son valores emitidos al descuento o segregados).

1.5 Amount of income which according to paragraph 2 of Article 44 must be paid gross (or total amount to be refunded if the securities are issued at discount or are segregated).

2 En relación con el apartado 5 del artículo 44.

2. In relation to paragraph 5 of Article 44.

2.1 Identificación de los valores.

2.1 Identification of the securities.

2.2 Fecha de pago de los rendimientos (o de reembolso si son valores emitidos al descuento o segregados).

2.2 Income payment date (or refund if the securities are issued at discount or are segregated).

2.3 Importe total de los rendimientos (o importe total a reembolsar si son valores emitidos al descuento o segregados).

2.3 Total amount of income (or total amount to be refunded if the securities are issued at discount or are segregated).

2.4 Importe correspondiente a la entidad que gestiona el sistema de compensación y liquidación de valores con sede en el extranjero A.

2.4 Amount corresponding to the entity that manages the clearing and settlement system of securities resident in a foreign country A.

2.5 Importe correspondiente a la entidad que gestiona el sistema de compensación y liquidación de valores con sede en el extranjero B.

2.5 Amount corresponding to the entity that manages the clearing and settlement system of securities resident in a foreign country B.

2.6 Importe correspondiente a la entidad que gestiona el sistema de compensación y liquidación de valores con sede en el extranjero C.

2.6 Amount corresponding to the entity that manages the clearing and settlement system of securities resident in a foreign country C.

Lo que declaro en .....….a …. de .....…de ….

I declare the above in .... on the.... of .... of ....

(1) En caso de personas, físicas o jurídicas, no residentes sin establecimiento permanente se hará constar el número o código de identificación que corresponda de conformidad con su país de residencia

(1) In case of non-residents (individuals or corporations) without permanent establishment in Spain it shall be included the number or identification code which corresponds according to their country of residence.

3 Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, as amended, commonly known as FATCA, a "foreign financial institution" may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting, or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including Spain) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Preferred Securities, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Preferred Securities, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Preferred Securities, such withholding would not apply to foreign passthru payments before the date that is two years after the publication of the final regulations defining "foreign passthru payment" and Preferred Securities that have a fixed term and are not treated as equity for U.S. federal income tax purposes, issued on or prior to the date that is six months after the date on which final regulations defining "foreign passthru payments" are filed with the U.S. Federal Register generally would be "grandfathered" for purposes of FATCA withholding on foreign passthru payments unless materially modified after such date. However, if additional Preferred Securities that are not distinguishable from previously issued Preferred Securities are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Preferred Securities, including the Preferred Securities offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Preferred Securities, no person will be required to pay additional amounts as a result of the withholding. Prospective purchasers should consult their own tax advisors regarding how these rules may apply to their investment in the Preferred Securities

SUBSCRIPTION, SALE AND TRANSFER

The Managers (with the exception of Banco Santander, S.A.) have, pursuant to a subscription agreement (the "**Subscription Agreement**") dated 15 September 2021, jointly and severally agreed to subscribe or procure subscribers for the Preferred Securities at the issue price of 100 per cent. of the liquidation preference of the Preferred Securities, less the agreed commissions. For the avoidance of doubt, Banco Santander, S.A. has no obligation to subscribe for any Preferred Securities, but has agreed to use its best efforts to procure subscribers at the issue price. The Bank will also reimburse the Managers in respect of certain of their expenses, and has agreed to indemnify the Managers, their affiliates and certain related individuals against certain liabilities, incurred in connection with the issue of the Preferred Securities. The issuance of the Preferred Securities and the obligations of the Managers with respect thereto are conditional on and subject to the satisfaction of certain conditions precedent set forth in the Subscription Agreement. The Subscription Agreement may be terminated, and the Managers released from their obligations thereunder, in certain circumstances prior to the issue of, and payment for, the Preferred Securities.

United States

The Preferred Securities and the Common Shares to be issued and delivered in the event of the Trigger Event have not been and will not be registered under the Securities Act and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Capitalised terms used in this paragraph have the meanings given to them under Regulation S.

The Preferred Securities are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 and regulations thereunder.

Each Manager has agreed that, except as permitted by the Subscription Agreement, it will not offer, sell or deliver the Preferred Securities (a) as part of their distribution at any time or (b) otherwise until 40 days after the completion of the distribution, as determined and certified by the Managers, within the United States or to, or for the account or benefit of, U.S. persons and that it will send to each dealer to which it sells any Preferred Securities during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Preferred Securities within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

In addition, until 40 days after the commencement of the offering, an offer or sale of Preferred Securities within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

In addition, under U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (or any successor United States Treasury regulation section, including without limitation, successor regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010) (the "**C Rules**"), Preferred Securities must be issued and delivered outside the United States and its possessions in connection with their original issue. Each of the Managers will represent that it has not offered, sold or delivered, and agrees that it will not offer, sell or deliver, directly or indirectly, Preferred Securities within the United States or its possessions in connection with their original issue. Further, in connection with the original issue of Preferred Securities, each of the Managers will represent that it has not communicated, and agree that it will not communicate, directly or indirectly, with a prospective purchaser if any of the Managers

or such purchaser is within the United States or its possessions or otherwise involve any of the Managers' U.S. office in the offer or sale of Preferred Securities. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 and regulations thereunder, including the C Rules.

Prohibition of sales to EEA retail investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Preferred Securities to any retail investor in the EEA. For the purposes of this provision the expression "retail investor" means a person who is one (or more) of the following:

(i) a retail client , as defined in point (11) of Article 4(1) of MiFID II; or

(ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

The expression "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Preferred Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Preferred Securities.

Spain

The Preferred Securities may not be offered, sold or distributed, nor may any subsequent resale of Preferred Securities be carried out in Spain, except in circumstances which do not require the registration of a prospectus in Spain or without complying with all legal and regulatory requirements under Spanish securities laws. No publicity or marketing of any kind shall be made in Spain in relation to the Preferred Securities.

Neither the Preferred Securities nor the Offering Circular have been registered with the CNMV and therefore the Offering Circular is not intended for any offer of the Preferred Securities in Spain that would require the registration of a prospectus with the CNMV.

United Kingdom

Each of the Managers has agreed that:

(i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of Preferred Securities in circumstances in which Section 21(1) of the FSMA would not, if the Issuer was not an authorised person, apply to the Issuer; and

(ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Preferred Securities in, from or otherwise involving the United Kingdom.

Prohibition of sales to UK retail investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Preferred Securities to any retail investor in the United Kingdom. For the purposes of this provision the expression "retail investor" means a person who is one (or more) of the following:

(i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law by virtue of the EUWA; or

(ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the EUWA.

The expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Preferred Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Preferred Securities.

Italy

The offering of the Preferred Securities has not been registered with the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian securities legislation. Each Manager has represented and agreed that any offer, sale or delivery of the Preferred Securities or distribution of copies of this Offering Circular or any other document relating to the Preferred Securities in the Republic of Italy will be effected in accordance with all Italian securities, tax and exchange control and other applicable laws and regulation.

Any such offer, sale or delivery of the Preferred Securities or distribution of copies of this Offering Circular or any other document relating to the Preferred Securities in the Republic of Italy must be:

(i) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with Legislative Decree No. 58 of 24 February 1998, CONSOB Regulation No. 20307 of 15 February 2018 and Legislative Decree No. 385 of 1 September 1993 (in each case as amended from time to time);

(ii) in compliance with Article 129 of Legislative Decree No. 385 of 1 September 1993, as amended, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy and the relevant implementing guidelines of the Bank of Italy issued on 25 August 2015 (as amended on 10 August 2016); and

(iii) in compliance with any other applicable laws and regulations or requirement I imposed by CONSOB or any other Italian authority.

Canada

No prospectus has been filed with any securities commission or similar regulatory authority in Canada in connection with the offer and sale of the Preferred Securities. The Preferred Securities have not been, and will not be, qualified for sale under the securities laws of Canada or any province or territory thereof and no securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon this Offering Circular or the merits of the Preferred Securities and any representation to the contrary is an offence.

Each Manager has represented, warranted and agreed that it has not offered, sold or distributed and will not offer, sell or distribute any Preferred Securities, directly or indirectly, in Canada or to or for the benefit of any resident of Canada, other than in compliance with applicable securities laws and, without limiting the generality of the foregoing:

(a) any offer, sale or distribution of the Preferred Securities in Canada has and will be made only to purchasers that are (i) "accredited investors" (as such term is defined in section 1.1 of National Instrument 45-106 Prospectus Exemptions ("**NI 45-106**") or, in Ontario, as such term is defined in section 73.3(1) of the Securities Act (Ontario)) and "permitted clients" (as such term is defined in section 1.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations), (ii) purchasing as principal, or are deemed to be purchasing as principal in accordance with applicable Canadian securities laws, and (iii) not a person created or used solely to purchase or hold the Preferred Securities as an "accredited investor" as described in paragraph (m) of the definition of "accredited investor" in section 1.1 of NI 45-106;

(b) it is either (i) appropriately registered under applicable Canadian securities laws in each relevant province or territory to sell and deliver the Preferred Securities, (ii) such sale and delivery will be made through an affiliate of it that is so registered if the affiliate is registered in a category that permits such sale and has

agreed to make such sale and delivery in compliance with the representations, warranties and agreements set out herein, or (iii) it is relying on an exemption from the dealer registration requirements under applicable Canadian securities laws and has complied with the requirements of that exemption; and

(c) it has not and will not distribute or deliver this Offering Circular, or any other offering material in connection with any offering of the Preferred Securities, in or to a resident of Canada other than in compliance with applicable Canadian securities laws.

Hong Kong

Each Manager has represented, warranted and agreed that:

(a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Preferred Securities (except for Preferred Securities which are a "structured product" as defined in the Securities and Futures Ordinance (Cap.571) of Hong Kong) (the "**SFO**") other than (i) to "professional investors" as defined in the SFO and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**CWUMPO** ") or which do not constitute an offer to the public within the meaning of the CWUMPO; and

(b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Preferred Securities, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Preferred Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Singapore

Each Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Manager has represented, warranted and agreed that it has not offered or sold any Preferred Securities or caused the Preferred Securities to be made the subject of an invitation for subscription or purchase and will not offer or sell any Preferred Securities or cause the Preferred Securities to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Preferred Securities, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Preferred Securities are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Preferred Securities pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Switzerland

The offering of the Preferred Securities in Switzerland is exempt from requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("**FinSA**"). This Offering Circular does not constitute a prospectus pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the offering of the Preferred Securities.

Canada

Each of the Managers has represented and agreed that the Preferred Securities may be sold only to purchasers in the Canadian provinces purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Preferred Securities must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Offering Circular (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

General

No action has been or will be taken in any jurisdiction by the Issuer or any of the Managers that would, or is intended to, permit a public offering of the Preferred Securities or possession or distribution of this Offering Circular or any other offering material, in any country or jurisdiction where action for that purpose is required. Persons into whose hands this Offering Circular, or any other offering material relating to the Preferred Securities, come are required by the Issuer and the Managers to comply with all applicable laws and regulations in each country or jurisdiction in which they purchase, offer, sell or deliver Preferred Securities or any other offering material relating to the Preferred Securities, or have in their possession, distribute or publish this Offering Circular or any other offering material relating to the Preferred Securities, in all cases at their own expense.

GENERAL INFORMATION

1 Listing

Application has been made to Euronext Dublin for the Preferred Securities to be admitted to the Official List and trading on the Global Exchange Market of Euronext Dublin. The Preferred Securities have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The Preferred Securities bear the ISIN of XS2388378981 and the common code 238837898. It is expected that listing of the Preferred Securities will take place and that dealings in the Preferred Securities on the Global Exchange Market will commence on or about 21 September 2021. The Issuer estimates that the expenses related to the admission of Preferred Securities to trading on the Global Exchange Market are expected to be €4,540. The Bank may, at any time, apply for the listing of the Preferred Securities in any other market.

The Bank may, at any time, apply for the listing any trading of the Preferred Securities in any other market.

2 Authorisation

The creation and issue of the Preferred Securities have been authorised by a resolution of the Executive Committee of the Issuer dated 13 September 2021, acting by delegation of the shareholders' meeting dated 12 April 2019 and of the Board of Directors' resolution adopted on 12 April 2019.

3 Significant/Material Change

Since 31 December 2020, there has been no material adverse change in the prospects of the Issuer. Since 30 June 2021 there has been no significant change in the financial or trading position of the Issuer and its subsidiaries taken as a whole.

4 Legal or Arbitration Proceedings

Save as disclosed in this Offering Circular, in the documents incorporated by reference in the Offering Circular and in any other information made public by the Bank before the date of this Offering Circular, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Banco Santander is aware) which may have, or have had in the previous twelve months, significant effect on the financial position or profitability of the Issuer or the Group.

5 Auditors

The consolidated financial statements of the Issuer as of and for the six-month period ended 30 June 2021, the year ended 31 December 2020, the year ended 31 December 2019 and for the year ended 31 December 2018 have been audited by PricewaterhouseCoopers Auditores, S.L., the Group's current independent auditors. PricewaterhouseCoopers Auditores S.L is registered under number S0242 in the Official Register of Auditors (*Registro Oficial de Auditores de Cuentas*) and is a member of the *Instituto de Censores Jurados de Cuentas de España*. The registered office of PricewaterhouseCoopers Auditores S.L is Torre PwC, Paseo de la Castellana 259 B, 28046, Madrid, Spain.

6 Listing Agent

The Bank of New York Mellon SA/NV, Dublin Branch is acting solely in its capacity as listing agent for the Issuer (and not on its own behalf) in connection with the application for admission of the Preferred Securities to the Official List of Euronext Dublin and trading on its Global Exchange Market.

7 Documents on Display

Copies of the following documents in physical form may be inspected during normal business hours at the offices of the Issuer at Ciudad Grupo Santander, Avenida de Cantabria s/n, 28660 Boadilla del Monte, Madrid, Spain for so long as any Preferred Securities remain outstanding from the date of this Offering Circular:

(i) the constitutive documents of the Issuer;

(ii) the Agency Agreement; and

(iii) the audited consolidated annual accounts of the Group as of and for the years ended 31 December 2020, 2019 and 2018.

8 Material Contracts

At the date of this Offering Circular, no contracts had been entered into that were not in the ordinary course of business of the Issuer and which could result in any Group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to holders of the Preferred Securities.

9 Interests of Natural and Legal Persons Involved in the Offer of the Preferred Securities

So far as the Issuer is aware, no person involved in the offer of the Preferred Securities has an interest in the offer of the Preferred Securities material to the offer.

10 Legend Concerning U.S. Persons

The Preferred Securities will bear a legend to the following effect: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code".

11 Listing of the Shares

The Common Shares are currently listed, among others, on the Spanish Stock Exchanges and are quoted on the Automated Quotation System (*Sistema de Interconexión Bursátil* (SIBE)) of the Spanish Stock Exchanges under the symbol "**SAN**". The ISIN for the Shares is ES0113900537. Information about the past and future performance of the Shares and their volatility can be obtained from the respective websites of each of the Spanish Stock Exchanges at www.bolsamadrid.es, www.borsabcn.es, www.bolsavalencia.es and www.bolsabilbao.es.

12 Other relationships

The Managers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer or its affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer, the Group or its affiliates. Certain of the underwriters or their affiliates that have a lending relationship with the Issuer and the Group routinely hedge their credit exposure to the Issuer and the Group consistent with their customary risk management policies. Typically, such underwriters and their affiliates would hedge such exposure by entering

into transactions which consist of either the purchase of credit default swaps or the creation of short positions in the Issuer's securities, including potentially the Preferred Securities. Any such short positions could adversely affect future trading prices of the Preferred Securities. The Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

INDEX OF DEFINED TERMS

REGISTERED OFFICE OF THE ISSUER

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Paseo de Pereda 9-12
39004 Santander
Spain

JOINT LEAD MANAGERS

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One Molesworth Street
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D02RF29
Ireland

BNP Paribas
16, boulevard des Italiens
75009 Paris
France

Citigroup Global Markets Europe AG
Reuterweg 16
60323 Frankfurt am Main
Germany

Deutsche Bank Aktiengesellschaft
Taunusanlage 12
60325 Frankfurt/Main
Germany

HSBC Continental Europe
38, avenue Kléber
75116 Paris
France

UniCredit Bank AG
Arabellastrasse, 12
81925 Munich
Germany

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Spain

Bankinter, S.A.
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Spain

CaixaBank, S.A.
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46002 Valencia
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Intesa Sanpaolo S.p.A.
Divisione IMI Corporate & Investment Banking
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20121 Milan
Italy

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France

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Malaga
Spain

PRINCIPAL PAYING AND CONVERSION AGENT

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London E14 5AL
United Kingdom

LISTING AGENT

The Bank of New York Mellon SA/NV, Dublin Branch
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Ireland

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To the Managers as to English and Spanish law:

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AUDITORS TO THE ISSUER

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