

THIS ENGLISH CONVENIENCE TRANSLATION OF THE POLISH LANGUAGE VERSION OF THE SUPPLEMENT TO THE INFORMATION MEMORANDUM HAS BEEN PREPARED AND IS BEING PROVIDED TO INVESTORS FOR CONVENIENCE PURPOSES ONLY. IT IS NOT, AND DOES NOT CONSTITUTE OR FORM A PART OF, THE SUPPLEMENT TO THE INFORMATION MEMORANDUM AS PREPARED IN THE POLISH LANGUAGE IN RELATION TO THE PUBLIC OFFERING AND INTENDED ADMISSION AND INTRODUCTION TO TRADING OF THE NEW SHARES IN THE COMPANY ON THE WARSAW STOCK EXCHANGE AND SHOULD NOT BE TREATED AS SUCH. THE COMPANY TAKES NO RESPONSIBILITY FOR THE ACCURACY OF THIS ENGLISH CONVENIENCE TRANSLATION OF THE POLISH LANGUAGE VERSION OF THE SUPPLEMENT TO THE INFORMATION MEMORANDUM, AND THE CONTENT HEREOF IS QUALIFIED IN ITS ENTIRETY BY THE SUPPLEMENT TO THE INFORMATION MEMORANDUM AS PREPARED IN THE POLISH LANGUAGE. THE POLISH LANGUAGE VERSION OF THE SUPPLEMENT TO THE INFORMATION MEMORANDUM IS THE ONLY LEGALLY BINDING DOCUMENT WHICH HAS BEEN PREPARED AND PUBLISHED IN RELATION TO THE PUBLIC OFFERING AND ADMISSION AND INTRODUCTION TO TRADING OF THE NEW SHARES IN THE COMPANY ON THE WARSAW STOCK EXCHANGE.

BANCO SANTANDER, S.A.



SUPPLEMENT No. 2
to the Information Memorandum
prepared in connection with
the public offering of up to 138,996,435 ordinary registered shares
and
the intended application for the admission and introduction to trading
on the regulated market operated by the Warsaw Stock Exchange of up to 138,996,435 ordinary
registered shares
(the “Information Memorandum”)

This Supplement No. 2 to the Information Memorandum (the “**Supplement**”) has been prepared based on Art. 40 section 2 of the Public Offering Act and in accordance with section I.12 “*The procedure whereby the persons to whom a public offer of securities is addressed will be informed of changes, if any, to the data contained in a memorandum during its validity period*” of the Information Memorandum in connection with the correction of the obvious typographical error in Section I.10 of the Information Memorandum.

Capitalised terms used herein have the meanings ascribed thereto in the Information Memorandum.

In the Information Memorandum the following amendments are hereby introduced:

Previous wording: Section I.10 “Specification of the validity date of the memorandum along with the date up to which the memorandum was updated”, p. 8:

“The validity period of this Information Memorandum will expire on the day of the introduction of the New Shares to trading on the regulated market (main market) of the WSE, however, no later than 27 March 2015. The latter date has been set as the last day of the term within which the Increase for the purposes of the scrip dividend must be implemented. The Information Memorandum contains information valid as at the date on which the Information Memorandum was prepared, unless otherwise explicitly stated herein. For details regarding information on changes to the Information Memorandum during its validity period, please see Section I.12 below.”

Revised wording: Section I.10 “Specification of the validity date of the memorandum along with the date up to which the memorandum was updated”, p. 8:

“The validity period of this Information Memorandum will expire on the day of the introduction of the New Shares to trading on the regulated market (main market) of the WSE, however, no later than 27 March 2016. The latter date has been set as the last day of the term within which the Increase for the purposes of the scrip dividend must be implemented. The Information Memorandum contains information valid as at the date on which the Information Memorandum was prepared, unless otherwise explicitly stated herein. For details regarding information on changes to the Information Memorandum during its validity period, please see Section I.12 below.”