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**BANCO SANTANDER, S.A.**



**SUPPLEMENT No. 1  
to the Information Memorandum  
prepared in connection with  
the public offering of up to 305,664,910 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 305,664,910 ordinary  
registered shares  
(the “Information Memorandum”)**

This Supplement No. 1 to the Information Memorandum (the “**Supplement**”) was 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 fact that on 29 April 2015, the Executive Committee of Santander adopted a resolution on the final amount of the Increase.

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

**Information on the final amount of the Increase**

The trading period for the bonus share rights granted to the Santander’s shareholders with regard to the April / May “*Santander Dividendo Elección*” scheme ended on 28 April 2015. The holders of 83.77% of the bonus share rights chose to receive New Shares. Thus, the definitive number of New Shares issued within the Increase is 256,046,919, which corresponds to 1.82% of the share capital of Santander, and the final amount of the Increase amounts to EUR 128,023,459.50. The shareholders holding the remaining 16.23% of the bonus share rights decided to accept the irrevocable commitment of Santander to purchase the bonus share rights.

Therefore, on 29 April 2015, the Executive Committee of Santander adopted a resolution pursuant to which the Increase was executed in an amount of EUR 128,023,459.50. After the Increase, the share capital of Santander amounts to EUR 7,158,316,402.50 and is represented by 14,316,632,805 ordinary shares with a nominal value of EUR 0.5 each.