



Banco Santander, S.A., (“Santander” or the “Offeror”) in accordance with the provisions of the securities market legislation, communicates the following:

OTHER RELEVANT INFORMATION

Further to the other relevant information communication made on 7 January 2025 (registered under number 32007) regarding the launch by Santander of four concurrent and separate offers to purchase for cash (the “Offers”) its outstanding 3.496% Senior Preferred Fixed Rate Notes due 2025 (ISIN: US05964HAP01), 2.746% Senior Non Preferred Fixed Rate Notes due 2025 (ISIN: US05971KAE91), 5.147% Senior Non Preferred Fixed Rate Notes due 2025 (ISIN: US05964HAR66) and 1.849% Senior Non Preferred Fixed Rate Notes due 2026 (ISIN: US05964HAL96) (collectively, the “Notes”), the Offeror now announces the results of the Offers and that it has waived the Maximum Purchase Consideration Condition of USD 2,000,000,000.

Capitalised terms used but not otherwise defined in this announcement shall have the meaning given to them in the offer to purchase dated 7 January 2025 (the “Offer to Purchase”) and the related notice of guaranteed delivery (the “Notice of Guaranteed Delivery” and, together with the Offer to Purchase, the “Offer Documents”).

The Expiration Time for the Offers was 5.00 p.m. (New York city time) on 14 January 2025.

According to information provided by the Information and Tender Agent for the Offers, (i) USD 586,400,000 aggregate principal amount of the 3.496% Senior Preferred Fixed Rate Notes due 2025, (ii) USD 917,600,000 aggregate principal amount of the 2.746% Senior Non Preferred Fixed Rate Notes due 2025, (iii) USD 972,000,000 aggregate principal amount of the 5.147% Senior Non Preferred Fixed Rate Notes due 2025 and (iv) USD 977,000,000 aggregate principal amount of the 1.849% Senior Non Preferred Fixed Rate Notes due 2026 were validly tendered at or prior to the Expiration Time and not validly withdrawn, which amounts include (i) USD 1,000,000 aggregate principal amount of the 3.496% Senior Preferred Fixed Rate Notes due 2025, (ii) USD 1,200,000 aggregate principal amount of the 2.746% Senior Non Preferred Fixed Rate Notes due 2025 and (iii) USD 200,000 in aggregate principal amount of the 1.849% Senior Non Preferred Fixed Rate Notes due 2026, that remain subject to the Guaranteed Delivery Procedures described in the Offer Documents. The following table sets forth the aggregate principal amount of Notes validly tendered and not withdrawn in the Offers at or prior to the Expiration Time:

Acceptance Priority Level	Description of the Notes	CUSIP/ISIN	Principal Amount Outstanding	Consideration for \$1,000 Principal Amount	Aggregate Principal Amount Tendered ⁽¹⁾	Aggregate Principal Amount Accepted ⁽¹⁾	Principal Amount Reflected in Notices of Guaranteed Delivery
1	3.496% Senior Preferred Fixed Rate Notes due 2025	05964HAP0/ US05964HAP01	USD 1,250,000,000	USD 998.20	USD 585,400,000	USD 585,400,000	USD 1,000,000
2	2.746% Senior Non Preferred Fixed Rate Notes due 2025	05971KAE9/ US05971KAE91	USD 1,500,000,000	USD 993.61	USD 916,400,000	USD 916,400,000	USD 1,200,000

3	5.147% Senior Non Preferred Fixed Rate Notes due 2025	05964HAR6/ US05964HAR66	USD 1,750,000,000	USD 1,003.44	USD 972,000,000	USD 972,000,000	—
4	1.849% Senior Non Preferred Fixed Rate Notes due 2026	05964HAL9/ US05964HAL96	USD 1,500,000,000	USD 967.86	USD 976,800,000	USD 976,800,000	USD 200,000

(1) Excluding principal amounts of Notes tendered using Guaranteed Delivery Procedures.

In addition to the Consideration, the Notes validly tendered and accepted for purchase and payment pursuant to the Offers will be entitled to accrued and unpaid interest up to, but not including, the Settlement Date (the “**Accrued Interest**”).

In total, USD 3,450,600,000 aggregate principal amount of Notes have been accepted for purchase (excluding Notes delivered using the Guaranteed Delivery Procedures).

Notes purchased by the Offeror pursuant to the Offers are expected to be cancelled and will no longer remain outstanding. Notes which have not been validly tendered and accepted for purchase pursuant to the Offers will remain outstanding. Following the Settlement Date, there will be an outstanding nominal amount of: (i) USD 663,600,000 of the 3.496% Senior Preferred Fixed Rate Notes due 2025, (ii) USD 582,400,000 of the 2.746% Senior Non Preferred Fixed Rate Notes due 2025, (iii) USD 778,000,000 of the 5.147% Senior Non Preferred Fixed Rate Notes due 2025, and (iv) USD 523,000,000 of the 1.849% Senior Non Preferred Fixed Rate Notes due 2026 (assuming that the Notes described in the notices of guaranteed delivery are duly delivered at or prior to the Guaranteed Delivery Date and accepted for purchase).

The Offeror expects to pay the Consideration plus Accrued Interest for all Notes validly tendered prior to the Expiration Time and accepted for purchase, including any Notes validly tendered at or prior to the Guaranteed Delivery Date using the Guaranteed Delivery Procedures and accepted for purchase, on the Settlement Date, which is expected to be on or around 17 January 2025.

Any requests for information in relation to the Offers should be directed to the Dealer Manager or the Information and Tender Agent, whose contact details are listed below.

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Boadilla del Monte (Madrid), 15 January 2025



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DISCLAIMER

This announcement must be read in conjunction with the Offer to Purchase. This announcement and the Offer to Purchase contain important information which should be read carefully before any decision is made with respect to the Offers. If any holder of the Notes is in any doubt as to the contents of this announcement, the Offer to Purchase or the action it should take, it is recommended to seek its own financial, legal, regulatory and tax advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Offer to Purchase comes are required by each of the Offeror, the Dealer Manager and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.