

## ANNEX

### Template for notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	THIS NOTIFICATION RELATES TO: SHAREHOLDERS' AGREEMENT.  SHAREHOLDERS' AGREEMENT NOTIFIED TO THE ISSUER AND TO THE SPANISH SECURITIES MARKETS COMMISSION ("CNMV") ON 16 FEBRUARY 2006, AS A MATERIAL FACT.
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/status	THIS NOTIFICATION RELATES TO THE SHAREHOLDERS' AGREEMENT.  MR FRANCISCO JAVIER BOTIN-SANZ DE SAUTUOLA Y O'SHEA, CHAIRMAN OF THE AFOREMENTIONED AGREEMENT, IS DIRECTOR OF THE ISSUER.
b)	Initial notification /Amendment	INITIAL NOTIFICATION.
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	BANCO SANTANDER, S.A.
b)	LEI	5493006QMFDDMYWIAM13
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	ORDINARY SHARES OF 0.50 EURO NOMINAL VALUE (ISIN: ES0113900037).
b)	Nature of the transaction	SYNDICATED SHARES TRANSFERRED BY:  - INVERSIONES ZULU, S.L.U. TO AGROPECUARIA EL CASTAÑO, S.L.U.  - BAFIMAR, S.A. TO CRONJE, S.L.

c)	Price(s) and volume(s)	<table border="1" data-bbox="659 226 1311 376"> <tr> <th data-bbox="659 226 986 297">Price(s)</th> <th data-bbox="986 226 1311 297">Volume(s)</th> </tr> <tr> <td data-bbox="659 297 986 376">4.952 €</td> <td data-bbox="986 297 1311 376">4,652,747<sup>1</sup></td> </tr> </table> <table border="1" data-bbox="659 412 1311 562"> <tr> <th data-bbox="659 412 986 483">Price(s)</th> <th data-bbox="986 412 1311 483">Volume(s)</th> </tr> <tr> <td data-bbox="659 483 986 562">4.952 €</td> <td data-bbox="986 483 1311 562">8,074,263<sup>2</sup></td> </tr> </table> <p data-bbox="659 598 1283 741">THE PRICE IDENTIFIED IN THIS SECTION CORRESPONDS TO BANCO SANTANDER, S.A. SHARE CLOSING PRICE AS AT 22 DECEMBER 2016.</p> <p data-bbox="659 804 1342 860"><sup>1</sup> SYNDICATED SHARES TRANSFERRED BY INVERSIONES ZULU, S.L.U. TO AGROPECUARIA EL CASTAÑO, S.L.U..</p> <p data-bbox="659 889 1342 945"><sup>2</sup> SYNDICATED SHARES TRANSFERRED BY BAFIMAR, S.A. TO CRONJE, S.L.</p>	Price(s)	Volume(s)	4.952 €	4,652,747 <sup>1</sup>	Price(s)	Volume(s)	4.952 €	8,074,263 <sup>2</sup>
Price(s)	Volume(s)									
4.952 €	4,652,747 <sup>1</sup>									
Price(s)	Volume(s)									
4.952 €	8,074,263 <sup>2</sup>									
d)	Aggregated information  - Aggregated volume  - Price	<p data-bbox="659 1010 1278 1081">ORDINARY SHARES OF 0.50 EURO NOMINAL VALUE (ISIN: ES0113900037):</p> <table border="1" data-bbox="659 1117 1311 1267"> <tr> <th data-bbox="659 1117 986 1189">Price</th> <th data-bbox="986 1117 1311 1189">Volume</th> </tr> <tr> <td data-bbox="659 1189 986 1267">4.952 €</td> <td data-bbox="986 1189 1311 1267">-<sup>1</sup></td> </tr> </table> <p data-bbox="659 1303 1342 1359"><sup>1</sup> THE AFOREMENTIONED TRANSACTIONS HAVE BEEN EXECUTED BETWEEN MEMBERS OF THE SHAREHOLDERS' AGREEMENT.</p>	Price	Volume	4.952 €	- <sup>1</sup>				
Price	Volume									
4.952 €	- <sup>1</sup>									
e)	Date of the transaction	<p data-bbox="659 1397 1318 1485">SYNDICATED SHARES TRANSFERRED BY INVERSIONES ZULU, S.L.U. TO AGROPECUARIA EL CASTAÑO, S.L.U.: 2016.12.22</p> <p data-bbox="659 1523 1241 1585">SYNDICATED SHARES TRANSFERRED BY BAFIMAR, S.A. TO CRONJE, S.L.: 2016.12.23</p>								
f)	Place of the transaction	OUT OF THE MARKET								