# I am a shareholder, I have the choice\*

The **Santander Scrip Dividend scheme** allows you to choose how you want to receive the compensation equivalent to your upcoming November dividend.

Choose the option that's best for you\*\*:

SPANISH TAX WITHHELD 19.5%	NO SPANISH TAX WITHHELD
• In cash, receive a fixed amount from the sale of your rights to the Bank	<ul> <li>In cash, receive the cash proceeds from the sale of rights in the open market at their trading price at the time of the sale.</li> </ul>
	• Receive newly issued Santander shares (the "Default option").

\* Banco Santander will carry out a share capital increase to be charged to reserves and each shareholder will automatically receive, without charge, bonus share rights.

\*\* Please consult your own tax advisor regarding the overall Spanish and non-Spanish tax consequences, including the consequences under Polish or foreign tax laws, of receiving the November dividend.





## A clear example\*

- 1 share = 1 right
- Spanish withholding tax 19.5%\*\*

#### Assumptions:

300 shares held

Santander stock price = €6.5\*\*\*

Conversion ratio =  $130^{***}$  (130 rights required to receive one new share)

Fixed price at which shareholders may sell their rights to Santander = €0.05 per right



\* Please consult your own tax advisor for Spanish and non-Spanish tax advice. The numerical data used in this example are for illustrative purposes only. The final amounts to be received will depend upon the Santander stock price and the number of Santander shares outstanding and are subject to application of the formulas approved by the Santander General Shareholders' Meeting.

\*\* A reduced tax rate may apply under an applicable tax treaty.

\*\*\*The actual "Santander stock price" for purposes of the Santander Scrip Dividend scheme will be the price of Santander shares on the Spanish Stock Exchange in the five business days (October 9, 12, 13, 14 and 15) prior to the date on which the Executive Committee resolves to carry out the Santander Scrip Dividend scheme (October 16, 2015). The conversion ratio will depend upon this price, the number of the outstanding shares of Santander on October 16, 2015 and the size of the Santander Scrip Dividend scheme (to be set by the Executive Committee).

\*\*\*\* This amount includes the proceeds of the sale on the market of rights representing fractional share entitlements (40 in this example), assuming a sale price of €0.05 per right (fees not included) and valuates each new share at €6.5

#### How and when I record my choice?

The reference date for assignment of the rights is set on 19 October 2015.

Please contact your investment firm to make your choice and to obtain information on the deadline for a notification of such a choice. Each depositary may set its own deadline taking into account that it must notify the Polish National Securities Depositary of Choices of its clients by no later than 1:00 PM (Warsaw time) on 28 October 2015 (estimated date).

Please note: Santander Shareholder Relations is NOT able to record any Santander Scrip Dividend scheme elections. Please contact your investment firm directly to make your selection.

### MORE INFORMATION pl\_shareholders@santander.com Shareholder helpline 61 856 45 21 | Callers from overseas should contact +48 61 856 45 21.

These materials are for promotional purposes only and under no circumstances shall constitute the basis for a decision to invest in the shares of Banco Santander S.A. (the "Company"). The information memorandum (the "Memorandum") prepared on the basis of Article 39 Section 1 and Section 2, in conjunction with Article 7 Section 8 Item 1 and Article 7 Section 15 Item 1 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 and the Ordinance of the Polish Minister of Finance of 8 August 2013 on the Detailed Conditions that Should Be Satisfied by an Information Memorandum referred to in Article 39 of the Polish Act on Public Offering in connection with the public offering and admission and introduction of the Company's new shares to be issued within the scrip dividend scheme (the "Memorandum (the "Memorandum") prepared by the Warsaw Stock Exchange ("WSE") is the sole legally binding document containing information on the Company and the offering of its New Shares in Poland and their admission and introduction to trading on the evolute "Offering"). For the purposes of the Offering in Poland and admission and introduction on the Company and the offering on the WSE (the "Offering"). For the purposes of the Offering in Poland and admission and introduction on the Company and the offering on the WSE (the "Offering"). For the purposes of the Offering in Poland and admission and introduction to trading on the terms of the Purposes of the Offering in Poland and admission and introduction on the Company and the offering of its New Shares in Poland and their admission and introduction to trading on the WSE (the "Offering"). For the purposes of the Offering in Poland and admission and introduction to trading on the WSE (the "Offering"). For the purposes of the Offering in Poland and admission and introduction to trading on the terms of the Poland admission and introduction to trading on the terms of the Poland admission an of the New Shares to trading on the WSE, the Company will make the Memorandum available on the Company's website www.santander.com and at the website of BZ WBK S.A., www.bzwk.pl (in the section "Investor relations")