



Departamento de Mercados Primarios

Solicitud de examen de documentos Ofertas públicas de venta de valores y su admisión a negociación en los mercados secundarios oficiales

CNMV
REGISTROS OFICIALES
Anotaciones en cuenta
Nº R.O.16576

COMISIÓN NACIONAL DEL MERCADO DE VALORES

17 JUN. 2020

REGISTRO DE ENTRADA - M.P.

Nº 2020065152

D. / D^a. **FERMIN CIFUENTES MUNTADAS**, en calidad de **CONSEJERO**
en nombre y representación de **SANTANDER INTERNATIONAL PRODUCTS PLC** (entidad a cuyo favor se
solicita la inscripción en el correspondiente registro oficial), con NIF **A84497460**

SOLICITA el examen de la documentación necesaria para:

Solicitudes relativas a expedientes que devengan tasas (Marcar solo una opción)	
1	<input type="checkbox"/> La inscripción de un documento de registro en los registros oficiales de la CNMV.
2	<input type="checkbox"/> La verificación del cumplimiento de los requisitos para la oferta pública de venta o suscripción de los valores que a continuación se detallan, así como su inscripción en los registros oficiales de la CNMV. Valores objeto de la oferta: <div></div>
3	<input type="checkbox"/> La verificación del cumplimiento de los requisitos para la admisión a negociación en mercados secundarios oficiales de los valores que a continuación se detallan, así como su inscripción en los registros oficiales de la CNMV. Valores objeto de la solicitud: <div></div> Número de valores: <div></div> Importe nominal total: <div></div> Mercados secundarios oficiales: <div></div>
4	<input type="checkbox"/> La inscripción en los registros oficiales de la CNMV de un suplemento al folleto/documento de registro inscrito en los registros de la CNMV con el número <div></div>



Departamento de Mercados Primarios- Emisores

Solicitud de examen de documentación Ofertas públicas de venta de valores y su admisión a negociación en Mercados Secundarios Oficiales^[1]

Modelo General

Solicitudes relativas a expedientes que no devengan tasas (Marcar las opciones que procedan)	
5	<input type="checkbox"/> La verificación del cumplimiento de los requisitos para la oferta pública de venta o suscripción, en el marco del folleto de base vigente inscrito en los registros de la CNMV, de los valores que a continuación se detallan, así como su inscripción en los registros oficiales de la CNMV. Valores objeto de la oferta: <input type="text"/>
6	<input checked="" type="checkbox"/> La incorporación al registro de valores representados por medio de anotaciones en cuenta (artículo 7 del texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre).
7	<input type="checkbox"/> La incorporación de warrants al Sistema de Interconexión Bursátil.
8	<input type="checkbox"/> La verificación del cumplimiento de los requisitos para la oferta pública de venta o suscripción de valores, exceptuada de la obligación de publicar un folleto (artículos 26.1.c) y d) 41.1.b) y c) del Real Decreto 1310/2005, de 4 de noviembre), así como su inscripción en los registros oficiales de la CNMV. Valores objeto de la oferta: <input type="text"/>

Para cualquier duda o aclaración sobre este expediente, contactar con <input type="text" value="MONICA IRIBARREN MENDOZA"/>
(Nombre y apellidos de la persona de contacto) en el teléfono: <input type="text" value="912572304"/> o e-mail: <input type="text"/>

Fecha comunicación Firma

La presente solicitud determina, en su caso, de conformidad con lo establecido en la sección 1ª del Capítulo II de la Ley 16/2014, de 30 de noviembre, por la que se regulan las tasas de la Comisión Nacional del Mercado de Valores, el devengo de la tasa correspondiente.

^[1] artículos 34, 35 y 76 del texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre.

DOCUMENTO PRIVADO DE EMISIÓN

D. Fermin Cifuentes Muntadas, con D.N.I. número 799568-L, consejero, en nombre y representación de Santander International Products Plc (en adelante, el **Emisor**), con domicilio social en Irlanda y C.I.F. A84497460, en el uso de las facultades conferidas por los Estatutos Sociales del Emisor en ejercicio de sus facultades otorgadas por los Estatutos Sociales del Emisor

DECLARA Y ACUERDA

Que el Emisor ha decidido realizar una emisión pública de bonos garantizada por Banco Santander, S.A. (el **Garante**) al amparo del EUR 10,000,000,000 Euro Medium Term Note Programme documentado por medio de un Folleto Base (*Base Prospectus*) registrado con la Bolsa de Irlanda (*Irish Stock Exchange plc trading as Euronext Dublin*) (**Euronext Dublin**), tal y como suplementado por un Primer Suplemento (*First Supplement*) de fecha 5 de marzo de 2020 (el **Folleto**), siendo las características principales de la emisión (la **Emisión**) y de los bonos a emitir (los **Bonos**) las que se relacionan a continuación, recogidas a su vez en los Términos Finales (*Final Terms*) que se presentarán a Euronext Dublin para la admisión a cotización de los Bonos en su mercado regulado:

1. **Emisor:** Santander International Products Plc, con domicilio social en Irlanda y C.I.F. A84497460.
2. **Denominación de la Emisión:** Issue of EUR 130,000,000 Index linked Notes due 19 June 2025
3. **Código ISIN:** ES0305466023
4. **Valor nominal unitario y efectivo de los Bonos:** EUR 1.000.
5. **Número de Bonos:** 99.498
6. **Importe total de los Bonos:** EUR 99.498.000.
7. **Forma de representación de los Bonos:** Anotaciones en Cuenta.
8. **Entidad encargada de la llevanza del registro contable de los valores:** Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal (**Iberclear**)
9. **Incorporación de los valores:** el Emisor solicitará la incorporación de los Bonos en el Listado Oficial (*Official List*) de Euronext Dublin para que sean admitidos a cotización en su mercado regulado.
10. **Fecha de emisión y desembolso de los Bonos:** 19 de junio de 2020.
11. **Fecha de amortización final de los Bonos:** 19 de junio de 2025, sujeto a los ajustes pertinentes por los días inhábiles.
12. **Posibilidad de amortización anticipada de los valores por el Emisor:** los Bonos podrán ser amortizados anticipadamente por motivos fiscales, en la Fecha de Amortización Anticipada (Impuestos) o en la Fecha de Amortización Anticipada cuando tenga lugar un Evento relativo al Administrador/Índice de Referencia/Índice de Referencia.

Por "Evento relativo al Administrador/Índice de Referencia/Índice de Referencia" se entenderá el hecho de que el Agente de Cálculo determine que (1) se ha producido o se producirá un Supuesto de Modificación o Cese de un Índice de Referencia, o (2) cualquier autorización, registro, reconocimiento, validación, decisión de equivalencia, aprobación o inscripción en un registro oficial del Índice de Referencia o del administrador o promotor del mismo no se ha obtenido o no se obtendrá, o ha sido o será denegado,

rechazado, suspendido o revocado por la autoridad u organismo oficial competente, en todo caso con el efecto de que el Emisor o el Agente de Cálculo o cualquier otra entidad no pueda o no podrá, con arreglo a las leyes o reglamentos vigentes, utilizar el Índice de Referencia en cuestión para cumplir sus respectivas obligaciones dimanantes de los Bonos, o (3) no resulta comercialmente razonable seguir utilizando el Índice de Referencia para los Bonos, desde el punto de vista del Emisor o del Agente de Cálculo, o si el Emisor o Agente de Cálculo soportarían mayores costes, como consecuencia de cualesquiera restricciones aplicables a la licencia o la variación del coste de obtener o mantener la licencia de que se trate (en particular, sin carácter limitativo, cuando el Emisor, el Agente de Cálculo o cualquier otra entidad deba disponer de una licencia válida para emitir los Bonos o cumplir las obligaciones derivadas de ellos y, por cualquier motivo, dicha licencia no se obtiene o no se renueva, o es revocada, o se produce un cambio sustancial en el coste de obtención o renovación de esa licencia) o (4) el órgano supervisor del administrador y/o promotor del Índice de Referencia ha anunciado oficialmente que ya no es representativo del mercado o mercados subyacentes. Por «Índice de Referencia» se entenderá una variable consistente en un índice de referencia, tal como se define en el RIR, en función de la cual se determinará, de forma total o parcial, cualquier cantidad que deba abonarse o entregarse en virtud de los Bonos, o el valor de éstos, todo ello tal como determine el Agente de Cálculo.

Por "**Supuesto de Modificación o Cese del Índice de Referencia**" se entenderá cualquiera de los eventos siguientes que afecten al Índice de Referencia:

- (i) cualquier cambio sustancial en dicho Índice de Referencia;
- (ii) la cancelación o el cese permanente o indefinido de la publicación de dicho Índice de Referencia; o
- (iii) el hecho de que un organismo regulador u otra entidad oficial sectorial prohíba el uso de dicho Índice de Referencia.

Por "**RIR**" se entenderá el Reglamento (UE) n.º 2016/1011 sobre índices utilizados como referencia, en su versión actualizada en cada momento.

13. **Amortización Final.** Sin perjuicio de cualquier previa adquisición y cancelación o amortización anticipada, cada Bono será amortizado en la Fecha de Vencimiento por una cantidad del Importe de Cálculo igual al 100% del Importe de Cálculo.

14. **Derechos económicos que confieren los Bonos:**

Intereses: los Bonos devengarán intereses conforme a los criterios establecidos en el ítem 13 supra, si bien el tipo de interés es determinado del siguiente modo:

Tipo de Interés (ix) - Digital One Barrier:

(A) Si se cumple la Condición de Barrera de Cupón con respecto a una Fecha de Valoración de Cupón ST (n):

Porcentaje Constante 1

(B) En otro caso:

Porcentaje Constante 2

Donde:

Por "**Porcentaje Constante 1**" se entenderá 0,50 por ciento

Por "**Porcentaje Constante 2**" se entenderá 0,20 por ciento

Por "**Barrera de Cupón**" se entenderá el valor ER inicial.

Por "**Condición de Barrera de Cupón**" se entenderá, con respecto a una Fecha de Valoración ST, que el Valor Barrera de Cupón en dicha Fecha de Valoración ST, determinado por el Agente de Cálculo, sea mayor o igual que la Barrera de Cupón

Por "**Valor Barrera de Cupón**" se entenderá, con respecto a una Fecha de Valoración de Cupón ST (n), el Valor ER de Cierre.

Por "**Precio de Cierre Inicial**" se entenderá el Valor ER de Cierre de un Elemento de Referencia en la Fecha de Ejercicio.

Por "**Elemento de Referencia**" se entenderá el IBEX 35 (Bloomberg page: IBEX Index; ISIN: ES0SI0000005).

Por "**Valor ER de Cierre**" se entenderá, respecto de un Elemento de Referencia y una Fecha de Valoración ST, si el Elemento de Referencia es un Índice de Acciones, el nivel de liquidación con respecto a dicha Fecha de Valoración del ST.

Por "**Valor ER Inicial**" se entenderá, en relación con un Elemento de Referencia, el Precio de Cierre Inicial.

Por "**Fecha(s) de Valoración de Cupón ST (n)**" se entenderá, cada Fecha de Pago de Intereses (n).

Por "**Fecha de Ejercicio**" se entenderá el 19 de junio de 2020.

Por "**Fecha de Valoración ST**" se entenderá, cada Fecha de Valoración de Cupón ST (n).

Por "**Fechas de Promediación**" se entenderá las fechas especificadas bajo el título "Fechas de Promediación" en el cuadro que figura a continuación con respecto a cada Fecha de Pago de Intereses "n" que caiga en o alrededor de la fecha especificada bajo el título "Fecha de Pago de Intereses" que no sea a los efectos de determinar el Precio de Cierre Inicial y, para evitar confusiones, la promediación no debería aplicarse a la determinación del Precio de Cierre Inicial

n	Fecha de Pago de Intereses	Fechas de Promediación
	19 de junio de 2021	8 de junio de 2021 9 de junio de 2021 10 de junio de 2021 11 de junio de 2021 14 de junio de 2021
	19 de junio de 2022	7 de junio de 2022 8 de junio de 2022 9 de junio de 2022 10 de junio de 2022 13 de junio de 2022
	19 de junio de 2023	6 de junio de 2023 7 de junio de 2023 8 de junio de 2023 9 de junio de 2023 12 de junio de 2023
	19 de junio de 2024	6 de junio de 2024 7 de junio de 2024 10 de junio de 2024 11 de junio de 2024

12 de junio de 2024

19 de junio de 2025

6 de junio de 2025
9 de junio de 2025
10 de junio de 2025
11 de junio de 2025
12 de junio de 2025

En el caso en que una de las Fechas de Promediación sea un Día de Perturbación, Aplazamiento Modificado se aplicará

15. **Fechas de pago de los derechos económicos:** en su caso, tal y como se describe en el apartado 14, los intereses devengados por los Bonos serán pagaderos los días 19 de junio de 2021, 19 de junio de 2022, 19 de junio de 2023, 19 de junio de 2024 y el 19 de junio de 2025.
16. **Entidad que atenderá al servicio financiero de los Bonos:** Banco Santander, S.A. como Agente de Pagos Iberclear (*Iberclear Paying Agent*).
17. **Legislación aplicable:** los Bonos y cualquier obligación extracontractual que se derive de o guarde relación con los mismos se registrarán e interpretarán conforme a la ley inglesa. No obstante lo anterior, se registrarán e interpretarán conforme a la ley española (i) el rango de la garantía tal y como se describe en la condición 4(b) del Folleto, y (ii) la emisión, suscripción y primera inscripción, forma de representación, requisitos, transmisión y cualquier otro aspecto del régimen jurídico de las anotaciones en cuenta, y, en ambos casos, todas las obligaciones extracontractuales que deriven de los mismos o estén relacionadas con ellos.
18. **Garantías:** sin perjuicio de la responsabilidad universal del Emisor, la Emisión cuenta con una garantía de Banco Santander, S.A. en favor de los tenedores de los Bonos.
19. **Sindicato de Bonistas:** no se ha constituido un sindicato de bonistas al no ser este necesario conforme a la legislación aplicable.

Y para que conste, se expide la presente en Madrid, a 17 de junio de 2020.

D. Fermin Cuitentes Muntadas, en nombre y representación de Santander International Products plc

CERTIFICADO DE COINCIDENCIA

En Madrid, a 17 de junio de 2020

D. Juan Andrés García Molinero, autorizado ante la Sede Electrónica de la CNMV para representar a la entidad Santander International Products plc (el **Emisor**), certifica que la documentación que ha sido remitida electrónicamente a través de sede electrónica de la CNMV, en el día de hoy, con motivo de un expediente de emisión pública de valores denominados “*EUR 130,000,000 Index linked Notes due 19 June 2025*” garantizada por Banco Santander, S.A. al amparo del EUR 10,000,000,000 Euro Medium Term Note Programme del Emisor, coincide fielmente con los documentos originales y que éstos obran en su poder.

Les saluda atentamente,

D. Juan Andrés García Molinero

SANTANDER INTERNATIONAL PRODUCTS PUBLIC LIMITED COMPANY
(the “Company”)

Minutes of a meeting of the Board of Directors of the Company held at Avenida de Cantabria s/n, Boadilla del Monte (Madrid), Spain, on **5 June 2020** at 12 p.m.

Present:	Fermin Cifuentes Muntadas	Director (In the Chair)
	Alfredo Madrigal Matute	Director
	Mercedes Mora Palacios	Director
	Carlos Muñoz Gonzalez Blanch	Director

1. Chairperson

It was resolved that **Fermín Cifuentes Muntadas** to be appointed Chairperson for the duration of the meeting.

2. Constitution of the meeting

It was noted that notice of the meeting had been given to all of the Directors of the Company and that a quorum of the Directors was present in accordance with the Articles of Association of the Company. Accordingly, the Chairperson declared that the meeting was duly constituted and could proceed.

3. EMTN Series 1031

- 3.1. The Chairman explained that the Company was considering to, if thought appropriate, increase the total maximum amount of the EMTN Series 1031 Notes (“**Notes**”), represented by book entries in the Spanish Central Securities Depositary (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal (“**Iberclear**”) which issuance was approved in 28 April 2020 (the “**Transaction**”) under the EUR 10,000,000,000 Euro Medium Term Note Programme established by the Company and guaranteed by Banco Santander, S.A. from EUR 100,000,000 to EUR 130,000,000.
- 3.2. Having carefully considered and discussed the increase in the total maximum amount of the Notes, IT WAS RESOLVED THAT: (a) the increase in the maximum amount of the Transaction could be of material benefit to the Company and in its commercial interest and would be within its corporate powers to approve it; and (b) the increase in the maximum amount of the Transaction must be approved.

4. Any Other Business

There being no further business the meeting then concluded.

Chairperson

SANTANDER INTERNATIONAL PRODUCTS PUBLIC LIMITED COMPANY
(the “Company”)

Minutes of a meeting of the Board of Directors of the Company held at Avenida de Cantabria s/n, Boadilla del Monte (Madrid), Spain, on **19 May 2020** at 12 p.m.

Present:	Fermin Cifuentes Muntadas	Director (In the Chair)
	Alfredo Madrigal Matute	Director
	Mercedes Mora Palacios	Director
	Carlos Muñoz Gonzalez Blanch	Director

1. Chairperson

It was resolved that **Fermín Cifuentes Muntadas** to be appointed Chairperson for the duration of the meeting.

2. Constitution of the meeting

It was noted that notice of the meeting had been given to all of the Directors of the Company and that a quorum of the Directors was present in accordance with the Articles of Association of the Company. Accordingly, the Chairperson declared that the meeting was duly constituted and could proceed.

3. EMTN Series 1031

- 3.1. The Chairman explained that the Company was considering to, if thought appropriate, increase the total maximum amount of the EMTN Series 1031 Notes (“**Notes**”), represented by book entries in the Spanish Central Securities Depositary (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal (“**Iberclear**”) which issuance was approved in 28 April 2020 (the “**Transaction**”) under the EUR 10,000,000,000 Euro Medium Term Note Programme established by the Company and guaranteed by Banco Santander, S.A. from EUR 50,000,000 to EUR 100,000,000.
- 3.2. Having carefully considered and discussed the increase in the total maximum amount of the Notes, IT WAS RESOLVED THAT: (a) the increase in the maximum amount of the Transaction could be of material benefit to the Company and in its commercial interest and would be within its corporate powers to approve it; and (b) the increase in the maximum amount of the Transaction must be approved.

4. Any Other Business

There being no further business the meeting then concluded.

Chairperson

SANTANDER INTERNATIONAL PRODUCTS PUBLIC LIMITED COMPANY
(the “Company”)

Minutes of a meeting of the Board of Directors of the Company held at Avenida de Cantabria s/n, Boadilla del Monte (Madrid), Spain, on **28 April 2020** at 12 p.m.

Present:	Fermin Cifuentes Muntadas	Director (In the Chair)
	Alfredo Madrigal Matute	Director
	Mercedes Mora Palacios	Director
	Carlos Muñoz Gonzalez Blanch	Director

1. Chairperson

It was resolved that **Fermín Cifuentes Muntadas** to be appointed Chairperson for the duration of the meeting.

2. Constitution of the meeting

It was noted that notice of the meeting had been given to all of the Directors of the Company and that a quorum of the Directors was present in accordance with the Articles of Association of the Company. Accordingly, the Chairperson declared that the meeting was duly constituted and could proceed.

3. EMTN Series 1031

- 3.1. The Chairman explained that the Company had been requested to consider and if thought appropriate to approve the issuance of the EMTN Series 1031 Notes (“**Notes**”), represented by book entries in the Spanish Central Securities Depositary (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal (“**Iberclear**”) which Term Sheet is included as Appendix I hereto (the “**Transaction**”) under the EUR 10,000,000,000 Euro Medium Term Note Programme established by the Company and guaranteed by Banco Santander, S.A. and listing of the Notes on the Irish Stock Exchange plc trading as Euronext Dublin.
- 3.2. Having carefully considered and discussed the Term Sheet, IT WAS RESOLVED THAT: (a) the Company’s participation in the Transaction could be of material benefit to the Company and in its commercial interest and would be within its corporate powers to approve its participation; and (b) the Company’s participation in the Transaction must be **approved**.

4. Any Other Business

There being no further business the meeting then concluded.

Chairperson

5Y EUR 100% Principal Protected Note linked to an Equity Index

PUBLIC OFFER

Indicative Terms and Conditions as of 28 April 2020

Proprietary & Confidential (Not For Further Distribution)

**NOT FOR DISTRIBUTION OR SALE IN THE UNITED STATES OR TO U.S. PERSONS
PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS APPLICABLE, EXCEPT IN SPAIN ⁽¹⁾**

General Terms

Issuer	Santander International Products PLC.
Guarantor	Banco Santander, S.A.
Guarantor Rating	A (S&P) / A2 (Moody's) / A (Fitch)
Security Rating	The Notes shall not be individually rated
Security	Notes
Status	Senior, unsecured
Issue Size	Up to EUR 50,000,000
Issue Price	100%
Redemption Price	100%
Denomination (D)	EUR 1,000
Minimum Trade Amount	EUR 10,000

Security Identifiers

ISIN Code	ES0305466023	Common Code	N/A
Series number	1031	WKN / Valoren / Other	Not Applicable

Timetable

Offer	4 May 2020 – 12 June 2020
Trade Date	18 June 2020
Strike Date	19 June 2020
Issue Date	19 June 2020
Coupon Payment Date _n	Annually, every 19 June, starting on 19 June 2021 up to the Maturity Date, all subject to adjustment in accordance with the Business Day Convention
Observation Period _n	(1) 8 June 2021, 9 June 2021, 10 June 2021, 11 June 2021 and 14 June 2021 (2) 7 June 2022, 8 June 2022, 9 June 2022, 10 June 2022 and 13 June 2022 (3) 6 June 2023, 7 June 2023, 8 June 2023, 9 June 2023 and 12 June 2023 (4) 6 June 2024, 7 June 2024, 10 June 2024, 11 June 2024 and 12 June 2024 (5) 6 June 2025, 9 June 2025, 10 June 2025, 11 June 2025 and 12 June 2025
Maturity Date	19 June 2025

Payment mechanics

Coupon Payment

Each Note will pay on the relevant Coupon Payment Date_n

(1) If Observation Level_n is greater than or equal to the Initial Level, then:

0.50% * Denomination

(2) Otherwise,

0.20% * Denomination

Definitions

Underlyings	Name	Bloomberg	Exchange	Related Exchange	ISIN	Initial Level
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	IBEX 35	IBEX Index	All Exchanges	All Exchanges	ES0SI0000005	TBD
Initial Level	The Official Closing Level of the Underlying on Strike Date					
Observation Level _n	The arithmetic average of the Official Closing Levels of the Underlying during Observation Period _n					
Business Day	Payment:	TARGET2	Observations:	Scheduled Trading Days		
Business Day Convention	Payment:	Mod Following	Observations:	Mod Following		
Additional Provisions						
Dealer	Banco Santander, S.A.					
Calculation Agent	Banco Santander, S.A.					
Listing	Euronext Dublin, Regulated Market					
Settlement:	Iberclear					
Form of the Notes	Book-Entry Notes					
Governing Law:	English law, save for the issue, subscription and first registration, form of representation, requirements, transfer and any other aspects of book-entry forms legal regime of the Book-Entry Notes and the status of the guarantee, which are governed by Spanish law					
Delivery	Against Payment					
Documentation	To be documented under the Issuer’s €10,000,000,000 Programme for the issuance of debt instruments. The terms and conditions of the Notes will be contained in the Base Prospectus relating to the Programme dated 17 July 2019 and the Supplement thereto dated 5 March 2020. The final terms of the Notes will be set out in the Final Terms document, which, together with the Base Prospectus and any supplement thereto, will comprise the prospectus relating to the Notes. The list of supplements thereto to the Base Prospectus will be set out in the Final Terms.					
Selling Restrictions	<u>United States:</u> The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States, trading in the Notes and any Entitlement(s) has not been approved by the Commodity Futures Trading Commission pursuant to the United States Commodity Exchange Act of 1936, as amended and the Notes and any Entitlement(s) may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from, or not subject to the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act. Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A of the Securities Act. The Notes will be subject to restrictions on resale and transfer. For a description of certain restrictions on offers and sales of the Notes, see “Plan of Distribution” in the Base Prospectus.					
Secondary Market	Under normal market conditions and/or depending on the notional and subject to risk approval, the Dealer will quote secondary market price with a bid offer spread of 1%. Under normal market conditions the Dealer will publish on Bloomberg and on a daily basis indicative price for the Notes. See further “Possible illiquidity of the secondary market” within the Risk Factors in the Base Prospectus.					

Important Information

The Guarantor credit ratings are correct as at the Trade Date. A credit rating is not a recommendation to buy, sell, or hold securities, and is subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating. Standard & Poor's Credit Market Services Europe Limited (**S&P**), Moody's Investors Service España, S.A. (**Moody's**) and Fitch Ratings España, S.A.U. (**Fitch**) are each established in the European Union and each are registered under Regulation (EC) No. 1060/2009 (as amended). As such S&P, Moody's and Fitch are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation. For further explanation of the credit ratings including the rating outlook assigned by the relevant rating agency, please contact Infoline above.

Following confirmation from the client (i.e. the Distributor) to proceed on the Trade Date, the Dealer will hedge its position under the Notes in anticipation that the Notes will be subscribed on the Issue Date. If the trade is subsequently cancelled by the client prior to the Issue Date, any costs, which include, without limitation, costs of unwinding the respective hedge, shall be borne in full by the client.

⁽¹⁾ **PRIPs Regulation / PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** – Other than with respect to offers of the Notes in Spain during the period 4 May 2020-12 June 2020 the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA") or in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended),

where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1229 (as amended). Consequently, save as provided above, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

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CNMV – COMISION NACIONAL DEL MERCADO DE VALORES

Departamento de Mercados Primarios – Emisores

Solicitud de Examen de documentación

Ofertas Públicas de Valores y su admisión a negociación en mercados secundarios oficiales

Madrid, a 17 de junio de 2020

D./ D^a. Fermin Cifuentes Muntadas, en nombre y representación de SANTANDER INTERNATIONAL PRODUCTS PLC, compañía domiciliada en Kilmore House Park Lane, tercer piso, Spencer Dock, Dublin, Irlanda, y C.I.F. A84497460 (el **Emisor**), y en relación con la emisión de valores negociables al amparo del programa *EUR 10,000,000,000 Euro Medium Term Note Programme* documentado por medio de un Folleto Base (*Base Prospectus*) de fecha 17 de julio de 2019 registrado con la Bolsa de Irlanda (*Irish Stock Exchange plc trading as Euronext Dublin*) (**Euronext Dublin**) y su suplemento de fecha 05 de marzo de 2020, y que han sido pasaporteados e inscritos en los registros de la Comisión Nacional del Mercado de Valores (CNMV) con fechas 12 de agosto de 2019 y 6 de marzo de 2020, respectivamente,,

SOLICITA

el examen de la documentación de la Emisión "*Issue EUR 130,000,000 Index linked Notes due 19 June 2025*", representada por 99.498 valores negociable de 1.000 euros de valor nominal y con vencimiento final el 19 de junio de 2025, por importe efectivo de 99.498.000 euros y confirma que la firma legitimada de Fermin Cifuentes Muntadas consta en el Registro de la CNMV con Número de Registro Oficial 16419.

Y para que así conste y surta los efectos oportunos, expido la presente a los efectos oportunos en el sitio y fecha indicados arriba.

SANTANDER INTERNATIONAL PRODUCTS PLC

P.p.

D. / D^a. Fermin Cifuentes Muntadas

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This day of

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OF

I hereby certify that this document is a true and faithful copy of the original document produced to me and which after careful examination I attest

This day of 2019

BRIAN DUNCAN
Commissioned for
9 Carrickhill Heights
Portmarnock, Dublin

SANTANDER INTERNATIONAL PRODUCTS PLC
BRIAN DUNCAN Notary Public
Commissioned for Life

WHEREAS SANTANDER INTERNATIONAL PRODUCTS PLC (hereinafter called the Company) and registered at the Companies Registration Office with Company Number 387937 desires to appoint the Director of the Company, Juan Andrés García Molinero, with domicile at Ciudad Grupo Santander, Avenida de Cantabria, s/n, Boadilla del Monte (Madrid), Spain (Attorney) as the true and lawful attorney of the Company to act in the name of and on behalf of the Company to perform the activities below and execute all documents, notices, letters, certificates and confirmations ancillary thereto and to do all or any of the acts or things hereinafter mentioned.

KNOW ALL MEN BY THESE PRESENTS that the Company hereby irrevocably and unconditionally appoints for a period of 5 (five) years from the date hereof the Attorney as a true and lawful attorney of the Company to, in the name of and on behalf of the Company, do or execute all or any of the acts and things hereinafter mentioned that is to say:-

1. To request and manage any public or private documents necessary or convenient to obtaining the Legal Entity Electronic Certificate ("Certificado Electrónico de Personas Jurídicas (CPJ)") from the certificate authority Fábrica Nacional de Moneda y Timbre – Real Casa de la Moneda;
2. To utilize such certificate in any and all possible formalities, communications, registrations, electronic messages or other requirements with or related to the Spanish Securities and Exchange Commission ("Comisión Nacional del Mercado de Valores – CNMV"), including without limitation, proceed with the formalities of the Code EEA, Annex I of the CNMV agreement dated November 16, 2011;
3. to make, give, sign, execute and do all such bills of sale, deeds, arrangements, instruments, applications, oaths, affidavits, declarations, notices, confirmations, certificates, approvals, acceptances, deliveries and all other acts, matters and things whatsoever including any material acts which may be necessary in connection with the making, signature, execution and delivery of any formalities connected with the Certificate or the relationship with the CNMV any other documents required to be executed by the Company in connection therewith or the performance of any acts, matters and things contemplated thereby as the said Attorney may in his absolute and unfettered discretion think fit; and
4. To acknowledge this Power of Attorney as the act and deed of the Company and generally to do all other acts which may be necessary and desirable for carrying the purpose of this Power of Attorney into effect.

IT IS HEREBY DECLARED THAT:-

(A) The Company hereby ratifies and confirms and agrees to ratify and confirm whatsoever each Attorney shall do or cause to be done in, or by virtue of this Power of Attorney.

(B) This Power of Attorney shall be conclusive and binding upon the Company and no person or corporation having dealings with the Attorney under this Power of Attorney shall be under any obligation to make any inquiries as to whether or not this Power of Attorney has been revoked and all acts hereunder shall be valid and binding on the Company unless express notice of its revocation shall have been received by such person or corporation.

(C) The Company unconditionally undertakes to indemnify and keep indemnified the Attorney against all actions, proceedings, claims, costs, expenses and liabilities of whatsoever nature arising from the exercise in good faith of any of the powers conferred on the Attorney by this Power of Attorney.

(D) Any person, making or doing any payment or act, in good faith, in pursuance of this Power of Attorney shall not be liable in respect of the payment or act by reason that before the payment or act the Company was insolvent or had revoked this power if the fact of such insolvency or revocation was not at the time of that payment or act known to the person making or doing same.

(E) The particular powers enumerated above shall be given the widest interpretation.

(F) This Power of Attorney shall be governed by and construed in accordance with the laws of Ireland.


SANTANDER INTERNATIONAL PRODUCTS PLC

FERNAN CIFOENTES

ALFREDO MADRIGAL

BRIAN DUNCAN
NOTARY PUBLIC
COMMISSIONED FOR LIFE
9 CARRICKHILL HEIGHTS
PORTMARNOCK
DUBLIN
12.01.2019

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This day of

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This day of 2019

BRIAN DUNCAN
Commissioned for
9 Carrickhill Heights
Portmarnock, Dublin

SANTANDER INTERNATIONAL PRODUCTS PLC
BRIAN DUNCAN Notary Public
Commissioned for Life

WHEREAS SANTANDER INTERNATIONAL PRODUCTS PLC having its registered office at 3rd Floor, Kilmore House, Park Lane, Spencer Dock, Dublin 1 (hereinafter called the Company) and registered at the Companies Registration Office with Company Number 387937 desires to appoint the Director of the Company, Juan Andrés García Molinero, with domicile at Ciudad Grupo Santander, Avenida de Cantabria, s/n, Boadilla del Monte (Madrid), Spain (Attorney) as the true and lawful attorney of the Company to act in the name of and on behalf of the Company to perform the activities below and execute all documents, notices, letters, certificates and confirmations ancillary thereto and to do all or any of the acts or things hereinafter mentioned.

KNOW ALL MEN BY THESE PRESENTS that the Company hereby irrevocably and unconditionally appoints for a period of 5 (five) years from the date hereof the Attorney as a true and lawful attorney of the Company to, in the name of and on behalf of the Company, do or execute all or any of the acts and things hereinafter mentioned that is to say:-

1. To request and manage any public or private documents necessary or convenient to obtaining the Legal Entity Electronic Certificate ("*Certificado Electrónico de Personas Jurídicas (CPJ)*") from the certificate authority *Fábrica Nacional de Moneda y Timbre – Real Casa de la Moneda*;
2. To utilize such certificate in any and all possible formalities, communications, registrations, electronic messages or other requirements with or related to the Spanish Securities and Exchange Commission ("*Comisión Nacional del Mercado de Valores – CNMV*"), including without limitation, proceed with the formalities of the Code EEA, Annex I of the CNMV agreement dated November 16, 2011;
3. to make, give, sign, execute and do all such bills of sale, deeds, arrangements, instruments, applications, oaths, affidavits, declarations, notices, confirmations, certificates, approvals, acceptances, deliveries and all other acts, matters and things whatsoever including any material acts which may be necessary in connection with the making, signature, execution and delivery of any formalities connected with the Certificate or the relationship with the CNMV any other documents required to be executed by the Company in connection therewith or the performance of any acts, matters and things contemplated thereby as the said Attorney may in his absolute and unfettered discretion think fit; and
4. To acknowledge this Power of Attorney as the act and deed of the Company and generally to do all other acts which may be necessary and desirable for carrying the purpose of this Power of Attorney into effect.

IT IS HEREBY DECLARED THAT:-

- (A) The Company hereby ratifies and confirms and agrees to ratify and confirm whatsoever each Attorney shall do or cause to be done in, or by virtue of this Power of Attorney.
- (B) This Power of Attorney shall be conclusive and binding upon the Company and no person or corporation having dealings with the Attorney under this Power of Attorney shall be under any obligation to make any inquiries as to whether or not this Power of Attorney has been revoked and all acts hereunder shall be valid and binding on the Company unless express notice of its revocation shall have been received by such person or corporation.
- (C) The Company unconditionally undertakes to indemnify and keep indemnified the Attorney against all actions, proceedings, claims, costs, expenses and liabilities of whatsoever nature arising from the exercise in good faith of any of the powers conferred on the Attorney by this Power of Attorney.
- (D) Any person, making or doing any payment or act, in good faith, in pursuance of this Power of Attorney shall not be liable in respect of the payment or act by reason that before the payment or act the Company was insolvent or had revoked this power if the fact of such insolvency or revocation was not at the time of that payment or act known to the person making or doing same.
- (E) The particular powers enumerated above shall be given the widest interpretation.
- (F) This Power of Attorney shall be governed by and construed in accordance with the laws of Ireland.

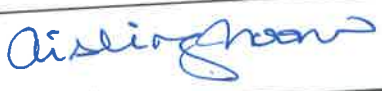
SANTANDER INTERNATIONAL PRODUCTS PLC

FERMIN CIFUENTES

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CERTIFICADO DE COINCIDENCIA

En Madrid, a 17 de junio de 2020

D. Juan Andrés García Molinero, autorizado ante la Sede Electrónica de la CNMV para representar a la entidad Santander International Products plc (el **Emisor**), certifica que la documentación que ha sido remitida electrónicamente a través de sede electrónica de la CNMV, en el día de hoy, con motivo de un expediente de emisión pública de valores denominados “*EUR 130,000,000 Index linked Notes due 19 June 2025*” garantizada por Banco Santander, S.A. al amparo del EUR 10,000,000,000 Euro Medium Term Note Programme del Emisor, coincide fielmente con los documentos originales y que éstos obran en su poder.

Les saluda atentamente,

D. Juan Andrés García Molinero