

**Banco Santander, S.A. ("Banco Santander")**, in compliance with the Spanish, Mexican and U.S. Securities Market legislation, hereby communicates the following:

OTHER MATERIAL INFORMATION

Banco Santander informs of the expiration of the acceptance period of the tender offers launched in Mexico (the "**Mexican Offer**") and the United States of America on 3 November 2021 (the "**US Offer**") and both together, the "**Offers**") for all the issued and outstanding Series B shares of Banco Santander México, S.A., Institución de Banca Múltiple, Grupo Financiero Santander México (the "**Santander Mexico Shares**" and "**Santander Mexico**", respectively) and American Depositary Shares (each of which represents five Santander Mexico Shares) (the "**Santander Mexico ADSs**") not held, directly or indirectly, by Banco Santander for 26.50 Mexican pesos in cash per Santander Mexico Share, and 6.2486 U.S. dollars in cash per Santander Mexico ADS (the U.S. dollar equivalent of 132.50 Mexican pesos per Santander Mexico ADS based on the U.S. dollar/Mexican peso exchange rate on the expiration date of 7 December, 2021 as published in the Mexican Federal Official Gazette (*Diario Oficial de la Federación*)).

The results of the Offers have been as follows:

Offer	Santander Mexico Shares tendered and not withdrawn <sup>1</sup>	Santander Mexico Shares tendered pursuant to Notice of Guaranteed Delivery	% out of total number of shares to which the Offer was addressed	% of share capital of Santander Mexico
<b>Mexican Offer</b>	195,263,732.00	0.00	34.78%	2.88%
<b>US Offer<sup>2</sup></b>	104,784,139.06	6,048,500.00	19.74%	1.63%
<b>Total</b>	<b>300,047,871.06</b>	<b>6,048,500.00</b>	<b>54.53%</b>	<b>4.51%</b>

Banco Santander has accepted all of the Santander Mexico Shares and Santander Mexico ADSs tendered and not withdrawn. Therefore, assuming all Santander Mexico ADSs tendered via notice of guaranteed delivery were timely delivered, Grupo Santander's shareholding in Santander Mexico will have increased from 91.64% to 96.16% of its share capital as a result of the Offers.

To satisfy the payment for tendered shares Banco Santander will pay 5,174,488,898.00 Mexican pesos for the tendered Santander Mexico Shares and 138,510,091.40 U.S. dollars for the tendered Santander Mexico ADSs on 10 December, 2021, the settlement date of the Offers and only in the case of ADSs validly tendered during the Guaranteed Delivery period, promptly following such valid tender.

<sup>1</sup> Not considering tenders via notice of guaranteed delivery.

<sup>2</sup> Including the Santander Mexico Shares underlying Santander Mexico ADSs.



Ciudad de México, 7 December 2021

Boadilla del Monte (Madrid), 8 December 2021

**IMPORTANT INFORMATION FOR INVESTORS ABOUT THE TRANSACTION**

*INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE TENDER OFFER STATEMENT, OFFER TO PURCHASE, SOLICITATION/RECOMMENDATION STATEMENT AND ALL OTHER RELEVANT DOCUMENTS FILED WITH THE SEC AND THE CNBV REGARDING THE TRANSACTION CAREFULLY BEFORE MAKING A DECISION CONCERNING THE TENDER OFFER AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TENDER OFFER.*

*Such documents, and other documents filed by Banco Santander may be obtained without charge after they have been filed at the SEC's website at [www.sec.gov](http://www.sec.gov) and through the CNBV's website at [www.cnbv.gob.mx](http://www.cnbv.gob.mx). The offer to purchase and related materials may also be obtained (when available) for free by contacting the information agent for the tender offer.*

*This communication shall not constitute a tender offer in any country or jurisdiction in which such offer would be considered unlawful or otherwise violate any applicable laws or regulations, or which would require Banco Santander or any of its affiliates to change or amend the terms or conditions of such offer in any manner, to make any additional filing with any governmental or regulatory authority or take any additional action in relation to such offer.*

*Numerous factors could affect our future results and could cause those results deviating from those anticipated in the forward-looking statements. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Our forward-looking statements speak only as at date of this communication and are informed by the knowledge, information and views available as at the date of this communication. Banco Santander is not required to update or revise any forward-looking statements, regardless of new information, future events or otherwise.*