

Final Terms dated 13 October 2015 as amended and restated Final Terms on 14 October 2016¹

Santander International Debt, S.A. Unipersonal
Issue of HKD 205,000,000 Fixed Interest Rate Instruments due 16 October 2020
Guaranteed by Banco Santander, S.A.
under the **€32,000,000,000 Programme for the Issuance of Debt Instruments**
guaranteed by Banco Santander, S.A.

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Instruments in Ireland, Luxembourg or any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC), as amended, (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Instruments. Accordingly any person making or intending to make an offer in that Relevant Member State of the Instruments may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Instruments in any other circumstances.

The Base Prospectus together with the relevant Final Terms has been published on the websites on the Irish Stock Exchange (www.ise.ie) and the Central Bank of Ireland (<http://www.centralbank.ie>) in an agreed electronic format.

PART A — CONTRACTUAL TERMS

These Final Terms amend and restate the Final Terms dated 13 October 2015 for the issue of HKD 205,000,000 Fixed Interest Rate Instruments due 16 October 2020. Terms used herein shall be deemed to be defined as such for the purposes of the General Terms and Conditions (the "**General Terms and Conditions**") and together with the applicable Annex(es) the "**Terms and Conditions**") set forth in the Base Prospectus dated 15 June 2015 and the Supplement to the Base Prospectus dated 20 August 2015 for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU)) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus dated 15 June 2015 as so supplemented. The Base Prospectus and the Supplement to the Base Prospectus are available for viewing at the registered office of the Issuer and the head office of the Guarantor (being Ciudad Grupo Santander, Avenida de Cantabria s/n, 28660 Boadilla del Monte, Madrid, Spain), the offices of the Issue and Paying Agent, The Bank of New York Mellon, London Branch at One Canada Square, London E14 5AL and at the offices of each Paying Agent and copies may be obtained from the addresses specified above. The Base Prospectus has been published on the websites on the Irish Stock Exchange (www.ise.ie) and the Central Bank of Ireland (<http://www.centralbank.ie>).

¹ These Final Terms amend and restate the Final Terms dated 17 September 2013 to make the following amendment :
Part A, 16 iii) **Fixed Coupon Amount**: former amount is replaced for the relevant amount to be paid each year, as the Day Count Fraction is Act/365 (Fixed);
Point 16.iv: word "adjusted" must be deleted as it does not fit in Day Count Fraction;
Part A, point 29 and Part B point 5, in fine, are changed as the currency HKD is not a Eurosystem Eligible currency and therefore this cannot issue as an NGN.

1. (i) **Issuer:** Santander International Debt, S.A. Unipersonal
- (ii) **Guarantor :** Banco Santander, S.A.
2. (i) **Series Number:** 352
- (ii) **Tranche Number:** 1
3. **Applicable Annex(es)** Not applicable
4. **Specified Currency:** Hong Kong Dollars ("HKD")
5. **Aggregate Principal Amount:**
 - (i) **Series:** HKD 205,000,000
 - (ii) **Tranche:** HKD 205,000,000
6. **Issue Price:** 100.00 per cent. of the Aggregate Principal Amount
7. **Specified Denominations:** HKD 1,000,000
8. **Calculation Amount:** HKD 1,000,000
9. (i) **Issue Date:** 16 October 2015
- (ii) **Interest Commencement Date:** Issue Date
10. **Maturity Date:** 16 October 2020
11. **Interest Basis:** Fixed Interest Rate (further particulars specified below)
12. **Redemption/Payment Basis:** Redemption at par
13. **Put/Call Options:** Not Applicable
14. (i) **Status of the Instruments:** Senior
- (ii) **Status of the Guarantee:** Senior
- (iii) **Date Board approval for issuance of Instruments obtained:** 13 October 2015
15. **Method of distribution:** Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. **Fixed Rate Instrument Provisions** Applicable. Condition 4A of the Terms and Conditions applies
 - (i) **Rate of Interest:** 2.52 per cent per annum for the Interest Period from and including the Issue Date to but excluding the Maturity Date.
 - (ii) **Interest Payment Date(s):** 16 of October of each year from and including 16 October 2016 to and including the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day

Convention.

- (iii) Fixed Coupon Amount(s): HKD 25,338.08 per HKD 1,000,000 Specified Denomination for the first Interest Payment Date (16 October 2016); HKD 25,130.96 per HKD 1,000,000 Specified Denomination for the second Interest Payment Date (16 October 2017); HKD 25,200.00 per HKD 1,000,000 Specified Denomination for the third Interest Payment Date (16 October 2018); HKD 25,200.00 per HKD 1,000,000 Specified Denomination for the fourth Interest Payment Date (16 October 2019); and HKD 25,269.04 per HKD 1,000,000 Specified Denomination for Maturity Date (16 October 2020).
- (iv) Day Count Fraction: Act/365 (Fixed)
- (v) Determination Dates: Not Applicable
- (vi) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Agent) Not Applicable
17. **Floating Rate and CMS-Linked Instrument Provisions** Not Applicable
18. **Other Variable Interest Rate Instrument Provisions** Not Applicable
19. **Equity Index-Linked Interest Instruments Provisions** Not Applicable
20. **Additional provisions applicable to Equity Index-Linked Interest Instruments** Not Applicable
21. **Inflation-Linked Interest Instruments Provisions** Not Applicable
22. **Key Dates relating to Variable Interest Rate Instruments (and if so specified applicable to other kind of Instruments)** Not Applicable

PROVISIONS RELATING TO REDEMPTION

24. **Call Options:** Not Applicable
25. **Put Option** Not Applicable

26. **Maturity Redemption Amount of each Instrument** HKD 1,000,000 per Instrument of HKD 1,000,000 specified denomination
27. **Early Redemption Amount and Early Redemption Amount (Capital Disqualification Event)**
 Early Redemption Amount(s) of each Instrument payable on redemption for taxation reasons, on a capital disqualification event (if applicable) or on event of default: As set out in the General Terms and Conditions

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

28. **Form of Instruments:** Bearer
 Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument
29. **New Global Note:** No
30. **Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature):** No
31. **Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment:** Not Applicable
32. **Business Day:** Hong Kong and TARGET
33. **Relevant Financial Centre:** Not Applicable
34. **Relevant Financial Centre Day:** Not Applicable
35. **Amount of each instalment ("Instalment Amount"), date on which each payment is to be made ("Instalment Date"):** Not Applicable
36. **Temporary Commissioner:** Mr. Jesús Merino

DISTRIBUTION

37. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
- (ii) Date of Subscription Agreement Not Applicable

38. If non-syndicated, name and address of Dealer/Manager: Nomura International plc
1 Angel Lane
London
EC4R 3AB
(United Kingdom)

39. Total commission and concession: Not Applicable

40. US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

Neither the Instruments nor the Guarantee have been or will be registered under the United States Securities Act of 1933 (the "Securities Act") and the Instruments 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 the preceding sentence have the meanings given to them by Regulation S under the Securities Act.

41. Public Offer: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the Irish Stock Exchange Ireland of the Instruments described herein pursuant to the €32,000,000,000 Programme for the Issuance of Debt Instruments of Santander International Debt, S.A. Unipersonal and Santander Issuances, S.A. Unipersonal guaranteed by Banco Santander, S.A.

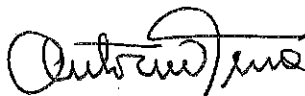
RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

CONFIRMED

SANTANDER INTERNATIONAL DEBT, S.A. UNIPERSONAL

By:

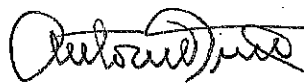


Authorised Signatory

Date: 14 October 2016

BANCO SANTANDER, S.A.

By:



Authorised Signatory

Date: 14 October 2016

PART B — OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Instruments to be listed on the Official List of the Irish Stock Exchange and admitted to trading on the Regulated Market of the Irish Stock Exchange with effect from the Issue Date.

2. RATINGS

The Instruments to be issued have been rated:

S&P: A-(positive)

Moody's: A3(positive)

Fitch: A-(stable)

These credit ratings have been issued by Standard & Poor's Credit Market Services Europe Limited, Moody's Investor Services España, S.A. and Fitch Ratings España, S.A.U..

Each of Standard & Poor's Credit Market Services Europe Limited, Moody's Investor Services España, S.A. and Fitch Ratings España, S.A.U. is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the CRA Regulation). As such each of Standard & Poor's Credit Market Services Europe Limited, Moody's Investor Services España, S.A. and Fitch Ratings España, S.A.U. is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in paragraph 5.4 ("*Placing and Underwriting*") of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the offer	See "Use of Proceeds" wording in Base Prospectus
(ii)	Estimated net proceeds:	Not Applicable
(iii)	Estimated total	EUR 600 (Listing Fees)

5. OPERATIONAL INFORMATION

ISIN: XS1307233657

Common Code: 130723365

WKN: Not applicable

Any other Clearing System other than Euroclear and Clearstream Banking, société anonyme and the relevant identification numbers: Not applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No

6. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

