

Final Terms dated 10 November 2016  
**Santander International Debt, S.A. Unipersonal**  
Issue of EUR 200,000,000 Floating Rate Instruments due 14 November 2018  
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](http://www.ise.ie)) and the Central Bank of Ireland (<http://www.centralbank.ie>) in an agreed electronic format.

#### PART A — CONTRACTUAL TERMS

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 9 June 2016 and the First Supplement to the Base Prospectus, dated 12 October 2016, which together constitutes a base prospectus 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 9 June 2016 and the First Supplement to the Base Prospectus dated 12 October 2016. The Base Prospectus and the Supplement 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](http://www.ise.ie)) and the Central Bank of Ireland (<http://www.centralbank.ie>).

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|----|------|-----------------|--|
| 1. | (i)  | Issuer:         | Santander International Debt, S.A. Unipersonal |
|    | (ii) | Guarantor :     | Banco Santander, S.A.                          |
| 2. | (i)  | Series Number:  | 394  |
|    | (ii) | Tranche Number: | 1  |

3.	<b>Applicable Annex(es)</b>	Not Applicable
4.	<b>Specified Currency:</b>	Euro ("EUR")
5.	<b>Aggregate Principal Amount:</b>	
	(i) Series:	EUR 200,000,000
	(ii) Tranche:	EUR 200,000,000
6.	<b>Issue Price:</b>	100 per cent. of the Aggregate Principal Amount (the "Issue Price")
7.	<b>Specified Denominations:</b>	EUR 100,000
8.	<b>Calculation Amount:</b>	EUR 100,000
9.	(i) Issue Date:	14 November 2016
	(ii) Interest Commencement Date:	Issue Date
10.	<b>Maturity Date:</b>	14 November 2018
11.	<b>Interest Basis:</b>	3 Months EURIBOR+0,22% per annum
12.	<b>Redemption/Payment Basis:</b>	Redemption at par
13.	<b>Put/Call Options:</b>	Not Applicable
14.	(i) Status of the Instruments:	Senior
	(ii) Status of the Guarantee:	Senior

15. Method of distribution: Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16. Fixed Rate Instrument Provisions Not Applicable

17. Reset Instrument Provisions Not Applicable

18. Other Variable Interest Rate Instrument Provisions Not Applicable

19. Floating Rate and CMS-Linked Instrument Provisions Applicable, Condition 4B of the General Terms and Conditions apply

(i) Interest Period(s): The period from and including the Interest Commencement Date to but excluding the First Interest Payment Date and thereafter, each period from and including an Interest Payment Date to but excluding the next Interest Payment Date

(ii) Interest Payment Dates: Quarterly, every 14 of February, May, August, and November in each year, commencing on 14 February 2017 up to and including 14 November 2018 (the "Maturity Date"), all dates subject to adjustment in accordance with the Business Day Convention specified below. Adjusted

(iii) First Interest Payment Date: 14 February 2017

(iv) Business Day Convention: Modified Following Business Day Convention

(v) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination

(vi) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s): Banco Santander, S.A.

(vii) Margin Plus Rate: Applicable

(viii) Specified Percentage Multiplied by Not Applicable

	Rate:	
(ix)	Difference in Rates:	Not Applicable
(x)	Screen Rate Determination of Rate:	
	— Reference Rate:	The EURIBOR rate for 3 months deposits in EUR appearing on the Relevant Screen Page at the 11:00 am (Brussels time) on the relevant Interest Determination Date
	— Interest Determination Date(s):	The second TARGET Business Day prior to the first day of each Interest Period.
	— Relevant Screen Page:	Reuters page EURIBOR01 or any successor page
	— Relevant Time:	11.00 a.m. Brussels time
(xi)	ISDA Determination	Not Applicable
(xii)	Margin	0,22 per cent <i>per annum</i>
(xiii)	Minimum Rate of Interest:	0,00 per cent
(xiv)	Maximum Rate of Interest:	Not Applicable
(xv)	Day Count Fraction:	Act/360.
(xvi)	Step-up Provisions	Not Applicable
20.	<b>Equity Index-Linked Interest Instruments Provisions</b>	Not Applicable
21.	<b>Additional provisions applicable to Equity Index-Linked Interest Instruments</b>	Not Applicable
22.	<b>Inflation-Linked Interest Instruments Provisions</b>	Not Applicable

23. **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 Option:** Not Applicable
25. **Put Option** Not Applicable
26. **Maturity Redemption Amount of each Instrument** EUR 100,000 per Instrument of EUR 100,000 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:** Yes
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** No

pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment:

- |     |  |                     |
|-----|--|---------------------|
| 32. | <b>Business Day:</b>   | TARGET Business Day |
| 33. | <b>Relevant Financial Centre:</b>  | Not Applicable      |
| 34. | <b>Relevant Financial Centre Day:</b>  | Not Applicable      |
| 35. | Amount of each instalment ( <b>"Instalment Amount"</b> ), date on which each payment is to be made ( <b>"Instalment Date"</b> ): | Not Applicable      |
| 36. | <b>Commissioner:</b>   | 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. | <b>If non-syndicated, name and address of Dealer/Manager:</b>                    | Banco Santander, S.A. Avenida de Cantabria s/n Boadilla del Monte (Madrid) |
| 39. | <b>Total commission and concession:</b>  | Not Applicable   |
| 40. | <b>US Selling Restrictions:</b>  | Reg. S Compliance Category 2; TEFRA D                                      |
| 41. | <b>Public Offer:</b>   | 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 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.

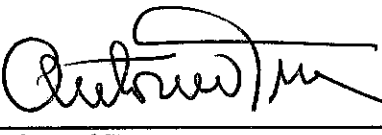
**RESPONSIBILITY**

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

**CONFIRMED**

**SANTANDER INTERNATIONAL DEBT, S.A. UNIPERSONAL**

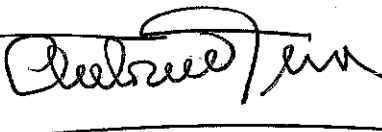
By:

  
*Authorized Signatory*

Date: 10 November 2016

**BANCO SANTANDER, S.A.**

By:

  
*Authorized Signatory*

Date: 10 November 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-

Moody's: A3

Fitch: A-

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

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: EUR 200,000,000 €



(iii) Estimated total EUR 600€ (Listing Fees)  
expenses:

5. **YIELD**

Indication of yield. Not applicable

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6. **HISTORIC INTEREST RATE**

Details of historic EURIBOR01 rates can be obtained from Reuters Screen

7. **OPERATIONAL INFORMATION**

ISIN: XS1513059623

Common Code: 151305962

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:

Yes. Note that the designation "yes" simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper) and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

#### **10. TERMS AND CONDITIONS OF THE OFFER**

Not Applicable

