

Final Terms dated 26 February 2013

Santander International Debt, S.A. Unipersonal

**Issue of € 210,000,000 4.00 per cent Fixed Rate Instruments due 24 January 2020 Series 240 Tranche 2
(to be consolidated and form a single series with the existing €1,000,000,000 4.00 per cent. Fixed Rate
Instruments due 24 January 2020 issued on 24 January 2013 as Series no 240 Tranche 1
(the “Existing Instruments”))**

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 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

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 22 June 2012 and the Supplements to the Base Prospectus dated 23 August 2012, 11 September 2012, 30 November 2012, 17 January 2013 and 7 February 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 22 June 2012 as so supplemented. The Base Prospectus and the Supplements to the Base Prospectus are available for viewing at the registered office of each of the Issuers 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, Citibank, N.A., London Branch at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, the offices of the Listing Agent, Banque Internationale à Luxembourg, société anonyme at 69 route d'Esch, L-2953 Luxembourg and at the offices of each Paying Agent, and on the website www.bourse.lu and copies may be obtained from the addresses specified above.

1. (i) Issuer: Santander International Debt, S.A. Unipersonal
- (ii) Guarantor : Banco Santander, S.A.
2. (i) Series Number: 240
- (ii) Tranche Number: 2
3. Specified Currency or Currencies: Euro (€)

4. Aggregate Principal Amount: €1,210,000,000
 - (i) Series: €1,210,000,000
 - (ii) Tranche: €210,000,000

The Instruments will be consolidated and form a single series with the Existing Instruments, such consolidation to become effective as from the exchange of the Temporary Global Note for the Permanent Global Note (the "Exchange Date"), which is expected to be on or about 10th April 2013
5. Issue Price: 98.094 per cent. of the Aggregate Principal Amount (the Issue Price) plus 36 days accrued interest of € 394.52 per € 100,000 per Instrument of Specified Denomination, corresponding for the period from, and including, 24 January 2013 (the "Interest Commencement Date") to, but excluding, the Issue Date.
6. Specified Denominations: €100,000
7.
 - (i) Issue Date: 1 March 2013
 - (ii) Interest Commencement Date: 24 January 2013
8. Maturity Date: 24 January 2020
9. Interest Basis: 4.00 per cent. Fixed Rate (further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis : Not Applicable
12. Put/Call Options: Not Applicable
13.
 - (i) Status of the Instruments: Senior
 - (ii) Status of the Guarantee: Senior
14. Method of distribution: Non - Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Instrument Provisions** Applicable
 - (i) Rate(s) of Interest: 4.00 per cent. per annum payable annually in arrears
 - (ii) Interest Payment Date(s): 24 January in each year, commencing on 24 January 2014 up to and including the Maturity Date .
 - (iii) Fixed Coupon Amount(s): €4,000 per €100,000 per Instrument of Specified Denomination.

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| (iv) | Day Count Fraction: | Actual/Actual (ICMA) |
| (v) | Determination Dates: | 24 January in each year |
| (vi) | Broken Amount(s): | Not Applicable |
| (vii) | Other terms relating to the method of calculating interest for Fixed Rate Instruments: | Not Applicable |
16. **Floating Rate Instrument Provisions:** Not Applicable
17. **Index-Linked Interest Instrument/other Variable - Linked Interest Instrument Provisions:** Not Applicable
18. **Dual Currency Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. **Call Option:** Not Applicable
20. **Put Option** Not Applicable
21. **Maturity Redemption Amount of each Instrument** €100,000 per Instrument of Specified Denomination
22. **Early Redemption Amount (Tax)**
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|--|-----------------------|
| Early Redemption Amount(s) of each Instrument payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): | As per the Conditions |
|--|-----------------------|

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

23. **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
24. **New Global Note:** Yes
25. **Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates** No

on which such Talons mature):

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| 26. | Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made: | Not Applicable |
| 27. | Business Day: | TARGET Business Day |
| 28. | Relevant Financial Centre: | Not Applicable |
| 29. | Relevant Financial Centre Day: | Not Applicable |
| 30. | Details relating to Instalment Instruments: amount of each Instalment date on which each payment is made: | Not Applicable |
| 31. | Temporary Commissioner: | Mr. Jesús Merino |
| 32. | Other final terms: | Not Applicable |

DISTRIBUTION

- | | | |
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| 33. | (i) If syndicated, names and addresses of Managers: | Not Applicable |
| | (ii) Date of Subscription Agreement | Not Applicable |
| | (iii) Stabilising Manager: | Not Applicable |
| 34. | If non-syndicated, name and address of Dealer/Manager: | Banco Santander, S.A.
Avenida de Cantabria s/n
28660 Boadilla del Monte
Madrid, Spain |
| 35. | Total commission and concession: | Not Applicable |
| 36. | US Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 37. | Non-exempt Offer: | Not Applicable |
| 38. | Additional Selling Restrictions: | Not Applicable |

CREDIT LINKED INSTRUMENTS: 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 Luxembourg 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.

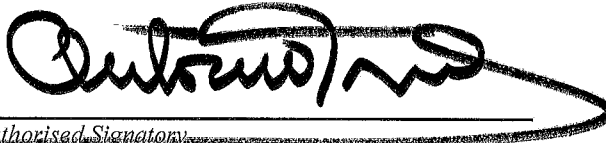
RESPONSIBILITY

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

CONFIRMED

SANTANDER INTERNATIONAL DEBT, S.A. UNIPERSONAL

By:

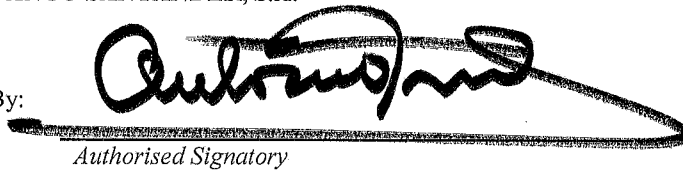

Authorised Signatory

Date: 26 February 2013

Antonio Torio

BANCO SANTANDER, S.A.

By:


Authorised Signatory

Date: 26 February 2013

Antonio Torio

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 Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from the Issue Date.

The Existing Instruments are already admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.

2. RATINGS

The Instruments to be issued have been rated:

S&P: BBB

Moody's: Baa2 (on review for downgrade)

Fitch: BBB+

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:	€ 206,825,892 (Net subscription funds with accrued interest)
(iii)	Estimated total Expenses	€ 3,865 (Listing Fees)

5. Fixed Rate Instruments only— YIELD

Indication of yield: 4.324 per cent.

Calculated as the rate of return anticipated on the Instruments on the Issue Date if held until the Maturity Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not

an indication of future yield.

6. **Floating Rate Instruments only — HISTORIC INTEREST RATES**

Not Applicable

7. **Index-Linked or other variable-linked Instruments only — PERFORMANCE OF INDEX/FORMULA/other variable, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS and other information concerning the underlying**

Not Applicable

8. **Dual Currency Instruments only — PERFORMANCE OF RATE(S) OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

Not Applicable

9. **OPERATIONAL INFORMATION**

ISIN: XS0877984459 (from the Exchange Date)

Temporary ISIN: XS0893949619

Common Code: 087798445 (from the Exchange Date)

Temporary Common Code: 089394961

Any 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 does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intra day 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

