

FINAL TERMS

Final Terms dated 27 November 2015

Santander International Debt, S.A. Unipersonal

Issue of JPY 25,300,000,000 0.543 per cent. Instruments due 9 December 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 have 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

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 Supplement to the Base Prospectus dated 20 August 2015 which together constitute 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 15 June 2015, as so supplemented. 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 of the Irish Stock Exchange (www.ise.ie) and the Central Bank of Ireland (<http://www.centralbank.ie>).

1. (i) Issuer: Santander International Debt, S.A. Unipersonal
- (ii) Guarantor : Banco Santander, S.A.
2. (i) Series Number: 358
- (ii) Tranche Number: 1

3.	Applicable Annex(es)	Not Applicable
4.	Specified Currency:	Japanese Yen (“ JPY ”)
5.	Aggregate Principal Amount:	
	(i) Series:	JPY 25,300,000,000
	(ii) Tranche:	JPY 25,300,000,000
6.	Issue Price:	100 per cent. of the Aggregate Principal Amount (the “ Issue Price ”)
7.	Specified Denominations:	JPY 100,000,000
8.	Calculation Amount:	JPY 100,000,000
9.	(i) Issue Date:	9 December 2015
	(ii) Interest Commencement Date:	Issue Date
10.	Maturity Date:	9 December 2020
11.	Interest Basis:	0.543 per cent. Fixed Rate
12.	Redemption/Payment Basis:	Redemption at par
13.	Put/Call Options:	Not Applicable
14.	(i) Status of the Instruments:	Senior Unsecured
	(ii) Status of the Guarantee:	Senior
15.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Instrument Provisions	Applicable. Condition 4A and 4E.01 of the Terms and Conditions apply
	(i) Rate of Interest:	0.543 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	9 June and 9 December in each year, adjusted, for payments only, in accordance with the Following Business Day Convention
	(iii) Fixed Coupon Amount:	JPY 271,500 per Specified Denomination payable on each Interest Payment Date
	(iv) Day Count Fraction:	30/360, unadjusted
	(v) Determination Dates:	Not Applicable
	(vi) Party responsible for calculating the Rate(s) of Interest and/or Interest	Not Applicable

	Amount(s) (if not the Issue and Paying Agent)	
17.	Reset Instrument Provisions	Not Applicable
18.	Other Variable Interest Rate Instrument Provisions	Not Applicable
19.	Floating Rate and CMS-Linked Instrument Provisions	Not Applicable
20.	Equity Index-Linked Interest Instruments Provisions	Not Applicable
21.	Additional provisions applicable to Equity Index-Linked Interest Instruments	Not Applicable
22.	Inflation-Linked Interest Instruments Provisions	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	JPY 100,000,000 per 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 per the Conditions

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

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| 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 pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment: | No |
| 32. | Business Day: | London, TARGET and Tokyo |
| 33. | Relevant Financial Centre: | Tokyo |
| 34. | Relevant Financial Centre Day: | London, TARGET and Tokyo |
| 35. | Amount of each instalment (“ Instalment Amount ”), date on which each payment is to be made (“ Instalment Date ”): | Not Applicable |
| 36. | Commissioner: | Mr Jesus Merino |

DISTRIBUTION

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| 37. | If syndicated, names and addresses of Managers and underwriting commitments: | Mizuho International plc:

Bracken House, One Friday Street, London EC4M 9JA

Nomura International plc:

1 Angel Lane, London EC4R 3AB |
| 38. | If non-syndicated, name and address of Dealer/Manager: | Not Applicable |
| 39. | Total commission and concession: | As separately agreed between the Issuer and the Managers |

40. US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
41. Public Offer: Not Applicable
42. Other terms or special conditions:
- (1) The Instruments may not be sold, transferred or otherwise disposed to any person other than the Professional Investors, Etc. (*Tokutei Tousehika tou*) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “FIEA”) (the “**Professional Investors, Etc.**”), except for the transfer of the Instruments to the following:
- (a) the Issuer or the Officer (meaning directors, corporate auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the “**Voting Rights Held by All the Shareholders, Etc.**” (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the “**Specified Officer**” (*Tokutei Yakuin*)), or a controlled juridical person, etc. (*Hi-Shihai Houjin Tou*) (excluding the Issuer) of such Specified Officer (as defined in Article 11-2, Paragraph 3 of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No. 14 of 1993, as amended)); or
 - (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.
- (2) When (i) a solicitation of an offer to acquire the Instruments or (ii) an offer to sell or a solicitation of an offer to purchase the Instruments (collectively, “**Solicitation of the Instrument Trade**”) is made, the following matters shall be notified from the person who makes such Solicitation of the Instrument Trade to the person to whom such Solicitation of the Instrument Trade is made:
- (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Instrument Trade;
 - (b) the Instruments fall, or will fall, under the Securities for Professional Investors (*Tokutei Tousehika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
 - (c) any acquisition or purchase of the Instruments by such person pursuant to any Solicitation of the Instrument Trade is conditional upon such person (i) agreeing to comply with the restriction on transfer of the Instruments as set forth in (1) above, (in the case of a solicitation of an offer to acquire the Instruments to be newly issued), or (ii) entering into an agreement providing for the restriction on transfer of the Instruments as set forth in (1) above with the person making such Solicitation of the Instrument Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Instruments already issued);
 - (d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such

certain solicitation, offers and other activities with respect to the Instruments as provided in Article 4, Paragraph 2 of the FIEA;

- (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Instruments and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> or any successor website), in accordance with Rules 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of Tokyo Stock Exchange, Inc.; and
- (f) the Issuer Information, Etc. will be provided to the holders of the Instruments or made public pursuant to Article 27-32 of the FIEA.

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 and on the TOKYO PRO-BOND Market of the Tokyo 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

BANCO SANTANDER, S.A.

By:

Authorised Signatory

Date

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 and to be listed and admitted to trading on the TOKYO PRO-BOND Market of the Tokyo Stock Exchange with effect from the Issue Date and one business day following the Issue Date, respectively.

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	JPY 25,238,495,520
(iii) Estimated total expenses	€600 (Listing Fees)

5. Fixed Rate Instruments only – YIELD

Indication of yield: 0.543 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. CMS Linked Notes only – HISTORIC RATES

Not Applicable.

8. Inflation Linked Instruments, Equity Linked Instruments only -- PERFORMANCE OF INDEX/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable.

9. OPERATIONAL INFORMATION

ISIN: XS1328831067

Common Code: 132883106

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 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.