

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** –Other than with respect to offers during the Offer Period (as defined below) or sales of the Notes, or the Notes otherwise being made available, in the Portuguese Republic during the period from (and including) 22 April 2024 to (and including) the Maturity Date, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently, save as provided above, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** –The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Retail investors, professional investors and ECps** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate – investment advice, portfolio management and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Final Terms dated 15 April 2024

**Santander International Products plc**

**Legal entity identifier (LEI): 549300EBI9IZCEJIF589**

Issue of up to EUR 50,000,000 Share Index Linked Notes due May 2026

Guaranteed by

**BANCO SANTANDER, S.A.**

under the

### **EUR 10,000,000,000 Euro Medium Term Note Programme**

Any person making or intending to make an offer of the Notes may only do so:

- (i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 7 of Part B below, provided such person is a Dealer or an Authorised Offeror (as such term is defined in the Base Prospectus (as defined below), and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise, in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, 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 Notes 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 25 July 2023 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. Prospective investors should note that investing in the Notes entails certain risks including (without limitation) the risk that the Issue Price may be greater than the market value of the Notes and the risk that the Calculation Agent may exercise its discretion in such a way as to affect amounts due and payable under the Notes and/or their Maturity Date. For a more detailed description of certain of the risks involved, see "*Risk Factors*" on pages 23 to 85 of the Base Prospectus.

A summary of the Notes is annexed to these Final Terms. The Base Prospectus has been published on the website of The Irish Stock Exchange plc trading as Euronext Dublin ([www.live.euronext.com](http://www.live.euronext.com)) in an agreed electronic format.

- |    |       |  |   |
|----|-------|--|---|
| 1. | (i)   | Issuer:  | Santander International Products plc                            |
|    | (ii)  | Guarantor:   | Banco Santander, S.A.   |
| 2. | (i)   | Series Number:   | 1957  |
|    | (ii)  | Tranche Number:  | 1   |
|    | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable  |
|    | (iv)  | Applicable Annex(es):  | Annex 1: Equity Linked Conditions<br>Annex 7: Payout Conditions |
| 3. |       | Type of securities:  | Notes   |
| 4. |       | Specified Currency or Currencies:                                      | Euros (" <b>EUR</b> ")  |
| 5. |       | Aggregate Principal Amount of Notes:                                   |   |

	(i)	Series:	Up to EUR 50,000,000
	(ii)	Tranche:	Up to EUR 50,000,000
6.		Issue Price:	100% of the Aggregate Principal Amount
7.	(i)	Specified Denominations:	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
8.	(i)	Issue Date:	24 May 2024
	(ii)	Interest Commencement Date:	Issue Date
	(iii)	Trade Date:	20 May 2024
9.		Maturity Date:	25 May 2026, adjusted in accordance with the Modified Following Business Day Convention
10.		Interest Basis:	1.00 per cent. Fixed Rate  Equity Linked: please see section headed " <i>Provisions Applicable to Equity Linked Notes</i> " below for more details.  (further particulars specified in items 19, 20 and 22 below)
11.		Redemption/Payment basis:	Redemption at par  See item 32 below
12.		Reference Item(s):	The following Reference Item will apply for Interest determination purposes:  EURO STOXX Banks (Price) Index (Bloomberg Code: SX7E Index) (ISIN: EU0009658426)
13.		Change of Interest or Redemption/Payment Basis:	Applicable  For the Fixed Interest Payment Date: Fixed Rate (see item 20 below)  For the Interest Payment Date falling on or about the Maturity Date: Rate of Interest (ix) – Digital One Barrier (see item 19 below)
14.		Put/Call Options:	Not Applicable
15.		Settlement Exchange Rate Provisions:	Not Applicable
16.	(i)	Status of the Notes:	Senior
	(ii)	Status of the Guarantee:	Senior Preferred
	(iii)	Date Board approval for issuance of Notes obtained:	27 March 2024

17. Knock-in Event: Not Applicable
18. Knock-out Event: Not Applicable

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

19. **Interest:** Applicable
- (i) Interest Payment Date(s): 26 May 2025, adjusted in accordance with the Modified Following Business Day Convention, (the “**Fixed Interest Payment Date**”) and the Maturity Date
- (ii) Margin(s): Not Applicable
- (iii) Minimum Interest Rate: Not Applicable
- (iv) Maximum Interest Rate: Not Applicable
- (v) Day Count Fraction: 1/1
- (vi) Rate of Interest: The Rate of Interest shall be determined by the Calculation Agent:  
 (a) in respect of the Fixed Interest Payment Date, Fixed Rate; or  
 (b) in respect of the Interest Payment Date falling on the Maturity Date, the rate determined in accordance with the formula(e) below.

**Rate of Interest (ix) – Digital One Barrier**

- (A) If the Coupon Barrier Condition is satisfied in respect of a ST Coupon Valuation Date:  
 Constant Percentage 1; or
- (B) Otherwise,  
 Constant Percentage 2

Where:

"**Constant Percentage 1**" means 8.00%.

"**Constant Percentage 2**" means 1.00%.

"**Coupon Barrier**" means 100%.

"**Coupon Barrier Condition**" means, in respect of a ST Valuation Date, that the Coupon Barrier Value in respect of such ST Valuation Date, as determined by the Calculation Agent, is greater than or equal to Coupon Barrier.

"**Coupon Barrier Value**" means, in respect of a ST Coupon Valuation Date, RI Value.

"**Initial Closing Price**" means, subject as referred to in relation to any Valuation Date, the RI Closing Value of

the Reference Item on the Valuation Date, which for these purposes shall be the Strike Date.

**"RI Closing Value"** means, in respect of the Reference Item and a ST Valuation Date, the Settlement Level (as defined in the Equity Linked Conditions).

**"RI Initial Value"** means, in respect of the Reference Item, the Initial Closing Price.

**"RI Value"** means, in respect of the Reference Item and a ST Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such ST Valuation Date, divided by (ii) the relevant RI Initial Value (expressed as a percentage).

**"ST Coupon Valuation Date(s)"** means each Coupon Valuation Date.

**"ST Valuation Date"** means each ST Coupon Valuation Date or, for the purposes of the Initial Closing Price, the Strike Date.

	(vii) Specified Interest Multiplier:	Amount	Not Applicable
20.	<b>Fixed Rate Note Provisions</b>		Applicable in respect of the Fixed Interest Payment Date
	(i) Rate of Interest:		1.00 per cent. payable annually in arrears
	(ii) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):		Not Applicable
	(iii) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):		Not Applicable
21.	<b>Floating Rate and CMS Linked Note Provisions</b>		Not Applicable
22.	<b>Equity Linked Note interest provisions:</b>		Applicable in respect of the Interest Payment Date falling on the Maturity Date – please refer to " <i>Provisions Applicable to Equity Linked Notes</i> " below, for more information
23.	<b>Inflation Linked Note interest provisions:</b>		Not Applicable
24.	<b>ETF Linked Note interest provisions:</b>		Not Applicable
25.	<b>Fund Linked Note interest provisions:</b>		Not Applicable

- |     |  |                |
|-----|--|----------------|
| 26. | <b>Foreign Exchange (FX) Rate Linked Note interest provisions:</b> | Not Applicable |
| 27. | <b>EUA Contract Linked Note interest provisions:</b>               | Not Applicable |
| 28. | <b>Reference Item Rate Linked Note interest provisions</b>         | Not Applicable |
| 29. | <b>Zero Coupon Note Provisions</b>                                 | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

- |     |   |                                    |
|-----|---|------------------------------------|
| 30. | <b>Call Option</b>  | Not Applicable                     |
| 31. | <b>Put Option:</b>  | Not Applicable                     |
| 32. | <b>Final Redemption Amount of each Note:</b>  | Calculation Amount * 100 per cent. |
| 33. | <b>Final Payout:</b>  | Not Applicable                     |
| 34. | <b>Automatic Early Redemption:</b>  | Not Applicable                     |
| 35. | <b>Early Redemption Amount:</b>   |                                    |
|     | Early Redemption Amount (Tax) per Calculation Amount payable on redemption for taxation reasons:                                    | Market Value less Associated Costs |
|     | Redemption Amount(s) per Calculation Amount payable on an event of default:   | Market Value less Associated Costs |
|     | Termination Amount(s) per Calculation Amount payable on an occurrence of an Extraordinary Fund Event:                               | Not Applicable                     |
|     | Early Redemption Amount per Calculation Amount payable following an early redemption in all other cases pursuant to the Conditions: | Market Value less Associated Costs |
|     | Fair Market Value Interest Element:   | Applicable                         |
| 36. | <b>Equity Linked Note redemption provisions:</b>  | Not Applicable                     |
| 37. | <b>ETF Linked Note redemption provisions:</b>   | Not Applicable                     |
| 38. | <b>Inflation Linked Note redemption provisions:</b>   | Not Applicable                     |
| 39. | <b>Credit Linked Note redemption provisions:</b>  | Not Applicable                     |
| 40. | <b>Fund Linked Note redemption provisions:</b>  | Not Applicable                     |

41. **EUA Contract Linked Note Redemption Provisions:** Not Applicable
42. **Foreign Exchange (FX) Rate Linked Note redemption provisions:** Not Applicable
43. **Reference Item Rate Linked Note redemption provisions** Not Applicable

**PROVISIONS APPLICABLE TO EQUITY LINKED NOTES**

44. **Equity Linked Note Provisions:** Applicable
- The provisions of Annex 1 of the Terms and Conditions (*Additional Terms and Conditions for Equity Linked Notes*) shall apply
- (i) Type of Notes: Single Share Index Linked Notes
- (ii) Share(s)/Share Basket/Single Share Index/Share Index Basket: Reference Item
- (iii) Share Index Sponsor(s): As per the Conditions
- (iv) Exchange(s): All Exchanges
- (v) Related Exchange(s): All Exchanges
- (vi) Exchange Business Day: (Single Index Basis)
- (vii) Scheduled Trading Day: (Single Index Basis)
- (viii) Exchange Business Day Convention: Modified Following Business Day Convention
- (ix) Strike Date: 24 May 2024
- (x) Strike Period: Not Applicable
- (xi) Averaging: Averaging does not apply to the Notes.
- (xii) Coupon Valuation Date(s): 18 May 2026
- (xiii) Coupon Valuation Time: Scheduled Closing Time
- (xiv) Redemption Valuation Date(s): Not Applicable
- (xv) Redemption Valuation Time: Not Applicable
- (xvi) Observation Date(s): Not Applicable
- (xvii) Observation Period: Not Applicable
- (xviii) Valuation Date and Specified Maximum Days of Disruption: The definition of "Valuation Date" in Condition 21 will apply, for which purpose the Specified Maximum Days of Disruption will be equal to three Scheduled Trading Days

- (xix) Exchange Rate: Not Applicable
- (xx) Business Day Convention: Modified Following Business Day Convention

**PROVISIONS APPLICABLE TO ETF LINKED NOTES**

45. **ETF Linked Note Provisions:** Not Applicable

**PROVISIONS APPLICABLE TO INFLATION LINKED NOTES**

46. Inflation Linked Note Provisions: Not Applicable

**PROVISIONS RELATING TO CREDIT LINKED NOTES**

47. Credit Linked Note Provisions: Not Applicable

**PROVISIONS APPLICABLE TO FUND LINKED NOTES**

48. Fund Linked Note Provisions: Not Applicable

**PROVISIONS APPLICABLE TO FOREIGN EXCHANGE (FX) RATE LINKED NOTES**

49. Foreign Exchange (FX) Rate Linked Note Provisions: Not Applicable

**PROVISIONS APPLICABLE TO EUA CONTRACT LINKED NOTES**

50. EUA Contract Linked Note Provisions: Not Applicable

**PROVISIONS APPLICABLE TO REFERENCE ITEM RATE LINKED NOTES**

51. Reference Item Rate Linked Note Provisions: Not Applicable

**PROVISIONS APPLICABLE TO PHYSICAL DELIVERY, VARIATION OF SETTLEMENT AND PAYMENT DISRUPTION**

52. Provisions applicable to Physical Delivery: Not Applicable
53. Variation of Settlement: The Issuer does not have the option to vary settlement in respect of the Notes as set out in Condition 7(k)(ii).
54. Payment Disruption Event: Not Applicable

**PROVISIONS APPLICABLE TO PARTLY PAID NOTES**

55. Partly Paid Notes: Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

56. Form of Notes: Book-Entry Notes: Uncertificated, dematerialised book-entry form notes (*anotaciones en cuenta*) registered with Iberclear as managing entity of the Central Registry.

As per Condition 17(a), the issue, subscription and first registration, form of representation, requirements, transfer and any other aspects of book entry forms legal



regime of the Book-Entry Notes (as described in Condition 2(b)) and, in either case, all non-contractual obligations arising out of or in connection therewith are governed by Spanish law

- |     |  |                       |
|-----|--|-----------------------|
| 57. | Additional Business Centres:   | Not Applicable        |
| 58. | Additional Financial Centre for Condition 7(j):  | Not Applicable        |
| 59. | New Global Note Form:  | No                    |
| 60. | Talons for future Coupons or Receipts to be attached to definitive Bearer Notes (and dates on which such Talons mature):   | No                    |
| 61. | Details relating to Instalment Notes: amount of each instalment (" <b>Instalment Amount</b> "), date on which each payment is to be made (" <b>Instalment Date</b> "): | Not Applicable        |
| 62. | Consolidation provisions:  | Not Applicable        |
| 63. | Calculation Agent:   | Banco Santander, S.A. |
| 64. | Modifications:   | Not Applicable        |
| 65. | Renminbi Settlement Centre(s):   | 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 Euronext Dublin of the Notes described herein pursuant to the EUR 10,000,000,000 Euro Medium Term Note Programme of Santander International Products plc.

**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. Information relating to the Reference Item has been extracted from Bloomberg. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

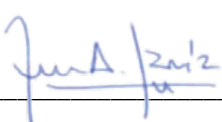
By:  \_\_\_\_\_

Duly authorised

By:  \_\_\_\_\_

Duly authorised

Signed on behalf of the Guarantor:

By:  \_\_\_\_\_

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- |       |  |   |
|-------|--|---|
| (i)   | Listing  | The Irish Stock Exchange plc trading as Euronext Dublin (" <b>Euronext Dublin</b> ")  |
| (ii)  | Admission to trading                                       | Application has been made by the Issuer (or on its behalf) to Euronext Dublin for the Notes to be admitted to the Official List and trading on its regulated market with effect from the Issue Date |
| (iii) | Estimate of total expenses related to admission to trading | EUR 1,150   |

### 2. RATINGS

Ratings: The Notes to be issued have not been rated

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

- (i) Save for any fee paid to the Dealer (if applicable, such fee shall be as set out in paragraph 4 below) and/or any fee or other inducement paid to the distributor (if any), so far as the Issuer is aware no person involved in the offer of the Notes has an interest material to the offer. For specific and detailed information on the nature and quantity of the fee or inducement paid to the distributor (if any) the investor should contact the distributor.
- (ii) Dealer commission: Not applicable

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- |       |                           |  |
|-------|---------------------------|--|
| (i)   | Reasons for the offer:    | See "Use of Proceeds" in the Base Prospectus   |
| (ii)  | Estimated net proceeds:   | Up to EUR 50,000,000   |
| (iii) | Estimated total expenses: | EUR 600 (registration and settlement expenses)<br>EUR 5,500 (legal expenses)<br>EUR 1,150 (listing expenses)<br>EUR 2,700 (paying agency expenses) |

### 5. PERFORMANCE OF INDEX/FORMULA/ETF/FUND/CURRENCY/REFERENCE ENTITY, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND OTHER INFORMATION CONCERNING THE REFERENCE ITEM

Information in relation to the past and future performance and volatility of EURO STOXX Banks (Price) Index (ISIN: EU0009658426; Bloomberg Code: SX7E Index) can be obtained free of charge from Bloomberg.

The Issuer does not intend to provide post-issuance information.

### 6. OPERATIONAL INFORMATION

ISIN: ES0305466254

Common Code:	Not Applicable
CUSIP Code:	Not Applicable
CFI:	DSDVFI, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
FISN:	SAN INTNAL PROD/VAR BOESTR 20260525, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):	Iberclear
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s) (if any):	Iberclear Paying Agent: Banco Santander, S.A. Ciudad Grupo Santander Avda. De Cantabria, s/n Edificio Encinar 28660 Boadilla del Monte – Madrid Spain
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

7. **DISTRIBUTION**

(i) Method of distribution	Non-syndicated
(ii) If syndicated, names of Managers and underwriting commitments/quotas (material features):	Not Applicable
(iii) Date of Subscription Agreement:	Not Applicable
(iv) Stabilisation Manager(s) (if any):	Not Applicable
(v) If non-syndicated, name and address of relevant Dealer:	Banco Santander, S.A. Ciudad Grupo Santander Avda. De Cantabria, s/n Edificio Encinar 28660 Boadilla del Monte – Madrid Spain

(vi)	Total commission and concession:	Not Applicable
(vii)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
(viii)	Non-exempt Offer where there is no exemption from the obligation under the Prospectus Regulation to publish a prospectus	Applicable
	Non-exempt Offer Jurisdictions:	Portuguese Republic
	Offer Period:	From (and including) 22 April 2024 to (and including) 17 May 2024 (the " <b>Offer Period</b> ")
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Banco Santander, S.A.
	General Consent:	Not Applicable
	Other Authorised Offeror Terms:	Not Applicable
(ix)	Prohibition of Sales to EEA Retail Investors:	Applicable, other than with respect to offers or sale of the Notes, or the Notes otherwise being made available, in the Portuguese Republic
(x)	Prohibition of Sales to UK Retail Investors	Applicable

## 8. U.S. TAX CONSIDERATIONS

The Notes are not Specified Notes for purposes of Section 871(m).

## 9. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Issue Price
Conditions to which the offer is subject:	Not Applicable
Description of the application process:	Applications for purchase of Notes may be made by a prospective investor to Banco Santander, S.A.
Details of the minimum and/or maximum amount of the application:	Minimum amount of application is EUR 10,000 per investor
Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:	Not Applicable
Details of the method and time limits for paying up and delivering the Notes:	The Notes are cleared through Iberclear and it is anticipated that the Notes will be delivered on the Issue Date to the investor against payment of the application amount

Manner in and date on which results of the offer are to be made public:	By means of a notice published by the Issuer on the website of the Central Bank of Ireland (www.Centralbank.ie)
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made:	Applicants will be notified directly by Banco Santander, S.A. of the success of their application.  Dealing in the Notes may commence on the Issue Date.
Amount of any expenses and taxes charged to the subscriber or purchaser:	Apart from the Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place	Banco Santander, S.A., Avenida de Cantabria s/n., 28660, Boadilla del Monte (Madrid)
Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment:	Banco Santander, S.A. (Avenida de Cantabria s/n., 28660, Boadilla del Monte (Madrid) has a firm commitment to provide liquidity to the Notes in normal market conditions through quoting bid and offer rates in the electronic system of debt negotiation (SEND – Sistema Electrónico de Negociación de Deuda) provided by AIAF, subject to the limit of Notes held of 10% of the Aggregate Principal Amount of the Series. Additionally, Banco Santander will act as an intermediary in secondary trading to retail investors, professional investors and ECPs.

10. **EU BENCHMARKS REGULATION**

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: Applicable: Amounts payable under the Notes are calculated by reference to the Reference item, which is provided by STOXX Ltd.

As at the date of these Final Terms, STOXX Ltd is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to article 36 of Regulation (EU) 2016/1011.

11. **SPECIFIC BUY-BACK PROVISIONS** Not Applicable

## ANNEX

### SUMMARY OF THE NOTES

INTRODUCTION AND WARNINGS		
<p>This summary should be read as an introduction to the prospectus (including the final terms). Any decision to invest in the Notes should be based on a consideration of the prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p> <p><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></p>		
<p><b>The Notes:</b> Issue of up to EUR 50,000,000 Share Index Linked Notes due May 2026 (ISIN: ES0305466254)</p>		
<p><b>The Issuer:</b> Santander International Products Public Limited Company. Its registered office is at 3rd Floor, Kilmore House, Park Lane, Spencer Dock, Dublin 1, Ireland and its telephone number is +353 16146240. Its Legal Entity Identifier ("<b>LEI</b>") is 549300EBI9IZCEJIF589.</p>		
<p><b>Competent authority:</b> The Base Prospectus was approved on 25 July 2023 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).</p>		
KEY INFORMATION ON THE ISSUER		
Who is the issuer of the securities?		
<p><b>Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:</b> The Issuer was registered and incorporated on 25 June 2004 in Ireland under the Irish Companies Acts 1963 to 2013, as a public limited company for an indefinite period with registration number 387937 and is currently subject to the Irish Companies Act 2014. Its LEI is 549300EBI9IZCEJIF589.</p>		
<p><b>Issuer's principal activities:</b> The principal objects of the Issuer are set forth in Clause 3 of its Memorandum of Association and are the issuance of <i>participaciones preferentes</i> (preferred securities) and other financial instruments.</p>		
<p><b>Major shareholders, including whether the Issuer is directly or indirectly owned or controlled and by whom:</b> A total of 39,995 of the issued ordinary shares of the Issuer are held by Banco Santander, S.A. (the "<b>Guarantor</b>") and the remaining five shares are held by Cántabra de Inversiones, S.A., Cántabro Catalana de Inversones, S.A., Merciver S.L, Altamira Santander Real Estate, S.A. and Santander Global Techonology and Operations, S.L.</p>		
<p><b>Key managing directors:</b> The directors of the Issuer are: Adrian John Masterson, Carlos Ignacio Muñiz González-Blanch, Maria de las Mercedes Mora Palacios, José Muñoz Pérez, Alfredo Madrigal Matute, Juan Andrés García Molinero, Rubén Ibáñez Enériz and Juan Miguel Saffon Sanin.</p>		
<p><b>Statutory auditors:</b> The Issuer's independent auditors are PricewaterhouseCoopers. The registered office of the Irish firm of PricewaterhouseCoopers is 1 Spencer Dock, North Wall Quay, Dublin 1, Ireland.</p>		
What is the key financial information regarding the Issuer?		
<p>The following key financial information has been extracted from the audited non-consolidated financial statements of the Issuer for the years ended 31 December 2022 and 2021.</p>		
Summary information – income statement (EUR)		
	Year ended 31/12/2022	Year ended 31/12/2021
Operating profit/loss or another similar measure of financial performance used in the financial statements	-2,243	1,922
Summary information – balance sheet (EUR)		
	Year ended 31/12/2022	Year ended 31/12/2021
Net financial debt (long term debt plus short term debt minus cash)	3,017,902,936	3,572,532,091
Debt to equity ratio (total liabilities/total shareholder equity)	5,012.79	4,613.20

Summary information – cash flow statement (EUR)		
	Year ended 31/12/2022	Year ended 31/12/2021
Net cash flows from operating activities	-14,907,177	-2,250,628
Net cash flows from financing activities	309,029,195	605,293,182
Net cash flows from investing activities	-292,937,491	-602,688,502

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Issuer on its audited historical financial information.

**What are the key risks that are specific to the issuer?**

The Issuer is subject to the following key risks:

- *Risk that funds lent by the Issuer to Group Companies are not repaid:* The Issuer is a finance vehicle established by the Guarantor for the purpose of issuing debt securities, preferred securities (*participaciones preferentes*) and other financial instruments and on-lending the proceeds to the Guarantor and its consolidated subsidiaries (the "**Group**"). The Issuer is therefore dependent upon other members of the Group paying interest on and repaying their loans in a timely fashion. Should any Group member fail to pay interest on or repay any loan in a timely fashion this could have a material adverse effect on the ability of the Issuer to fulfil its obligations under the Notes which could have an adverse impact on the rights of noteholders and the return on their investment.
- *Certain Creditors of the Issuer will rank in priority above Noteholders:* Under Irish law, the claims of a limited category of preferential creditors will take priority over the claims of unsecured creditors in the event of the appointment of a liquidator or a receiver to an Irish company such as the Issuer. These preferred claims include taxes, such as income tax and corporation tax payable before the date of appointment of the liquidator or receiver and arrear of value added tax, together with accrued interest thereon and claims of employees.
- *Risks in connection with Examination:* Examination is a court procedure available under the Irish Companies Act 2014 to facilitate the survival of Irish companies in financial difficulties. The Issuer, the directors of the Issuer, a contingent, prospective or actual creditor of the Issuer, or shareholders of the Issuer holding, at the date of presentation of the petition, not less than one-tenth of the voting share capital of the Issuer, are each entitled to petition the court for the appointment of an examiner. The primary risks to the Noteholders if any examiner were to be appointed with respect to the Issuer are as follows: the potential for a scheme of arrangement being approved involving the writing down of the debt due by the Issuer to the noteholders; and in the event that a scheme of arrangement is not approved and the Issuer subsequently goes into liquidation, the examiner's remuneration and expenses (including certain borrowings incurred by the examiner on behalf of the Issuer and approved by the relevant court) will take priority over the amounts secured or unsecured owing to the noteholders.

**KEY INFORMATION ON THE SECURITIES**

**What are the main features of the securities?**

**Type and class of Notes, including ISIN:** The Notes are uniquely identified by ISIN: ES0305466254, are direct, unconditional, unsubordinated and unsecured single share index linked notes in uncertificated, dematerialised book-entry form registered with Iberclear and are governed by English law, save for the issue, subscription and first registration, form of representation, requirements, transfer and any other aspects of book-entry forms legal regime of the Book-Entry Notes and the status of the guarantee, and all non-contractual obligations arising out or in connection therewith, which are governed by Spanish law.

**Currency, denomination, the principal amount of securities issued and the term of the securities:** The currency of the Notes is Euros ("EUR"). The Notes have a specified denomination of EUR 1,000 and the calculation amount is EUR 1,000 (the "**Calculation Amount**"). The aggregate principal amount of the Notes to be issued is up to EUR 50,000,000.

The Notes are scheduled to redeem on 25 May 2026, subject to business day adjustment (the "**Maturity Date**").

**Rights attached to the securities:** The Notes will give each holder the right to receive the Interest Amount (if any) on each Interest Payment Date and, unless the Notes have been previously redeemed or purchased and cancelled, the Final Redemption Amount at maturity.

**Interest Amount:**

The Interest Amount per Calculation Amount payable on 26 May 2025 (subject to business day adjustment, the "**Interest Payment Date**") is 1.00% multiplied by the Calculation Amount.



The Interest Amount per Calculation Amount payable on the Maturity Date (also an “**Interest Payment Date**”) is Rate of Interest (ix) – Digital One Barrier multiplied, by the Calculation Amount.

For the purposes of the above:

Rate of Interest (ix) – Digital One Barrier

(A) If the Coupon Barrier Condition is satisfied in respect of a ST Coupon Valuation Date:

Constant Percentage 1; or

(B) Otherwise,

Constant Percentage 2.

For the purposes of the above:

“**Constant Percentage 1**” means 8.00%.

“**Constant Percentage 2**” means 1.00%.

“**Coupon Barrier**” means 100%.

“**Coupon Barrier Condition**” means, in respect of a ST Valuation Date, that the Coupon Barrier Value in respect of such ST Valuation Date, as determined by the calculation agent, is greater than or equal to Coupon Barrier.

“**Coupon Barrier Value**” means, in respect of a ST Coupon Valuation Date, RI Value.

“**Coupon Valuation Date**” means 18 May 2026.

“**Initial Closing Price**” means the RI Closing Value of the Reference Item on the Strike Date.

“**Interest Payment Date(s)**” means the Maturity Date, adjusted in the accordance with the Modified Following Business Day Convention.

“**Modified Following Business Day Convention**” means that the relevant date shall be postponed to the first following day that is a business day, unless that day falls in the next calendar month in which case that date will be the first preceding day that is a business day.

“**RI Closing Value**” means, in respect of the Reference Item and a ST Valuation Date, the official closing level of such Reference Item on such ST Valuation Date.

“**RI Initial Value**” means, in respect of the Reference Item, the Initial Closing Price.

“**RI Value**” means, in respect of the Reference Item and a ST Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such ST Valuation Date, divided by (ii) the relevant RI Initial Value (expressed as a percentage).

“**ST Coupon Valuation Date(s)**” means each ST Valuation Date.

“**Strike Date**” means 24 May 2024.

“**ST Valuation Date**” means each Coupon Valuation Date.

***Final Redemption Amount:***

The Final Redemption Amount per Calculation Amount payable on the Maturity Date is calculated as the Calculation Amount multiplied by 100%.

***Reference Item:*** amounts payable in respect of the Notes are linked to the performance of the following: EURO STOXX Banks (Price) Index (Bloomberg Code: SX7E Index; ISIN: EU0009658426) (the “**Reference Item**”).

***Adjustments to determination and payment dates:*** Dates on which the Rate of Interest is scheduled to be determined or on which payments are scheduled to be made may be subject to adjustment for non-scheduled trading days, disruptions or non-business days in accordance with the conditions of the Notes.

***Adjustments:*** The terms and conditions of the Notes contain provisions relating to certain specified events affecting the Reference Item which permit adjustments to be made to the terms and conditions of the Notes in order to account for the relevant event.

***Early Redemption:*** The Notes may also be redeemed early following the occurrence of certain specified events or circumstances (for example, circumstances relating to taxation, events of default or certain events relating to the Notes or the Reference Item) at an amount

equal to the fair market value of the Notes less associated costs which will be determined by the calculation agent in accordance with the terms and conditions of the Notes.

**Status of the securities:** The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank *pari passu* and ratably without any preference among the obligations of the Issuer in respect of other Notes of the same series of the Issuer and (subject to any applicable statutory exceptions and without prejudice as aforesaid) at least *pari passu* with all other unsecured and unsubordinated indebtedness and monetary obligations of the Issuer, present and future.

**Description of any restrictions on the free transferability of the securities:** The Notes will be transferable, subject to the offering, selling and transfer restrictions of the laws of each jurisdiction in which the Notes are offered or sold. Other than in the Portuguese Republic, the Notes may not be offered, sold or otherwise made available to any retail investor in the European Economic Area or the United Kingdom.

#### Where will the securities be traded?

Application is expected to be made by the Issuer (or on its behalf) to Euronext Dublin for the Notes to be admitted to the Official List and trading on its regulated market with effect from 24 May 2024 (the "Issue Date").

#### Is there a guarantee attached to the securities?

**Brief description of the Guarantor:** The Guarantor was incorporated in Spain and has its registered office at Paseo de Pereda, numbers 9 to 12, Santander. The principal operating headquarters of the Guarantor are located at Ciudad Grupo Santander, Avda. de Cantabria s/n, 28660 Boadilla del Monte, in the province of Madrid. The telephone number of the principal operating headquarters of the Guarantor is +34 91 259 6520. The Guarantor is domiciled in Spain and has the legal form of a limited liability company (*Sociedad Anónima*) and its activities are subject to special Spanish legislation governing credit institutions in general and the supervision, control and regulation of the Bank of Spain in particular. Its LEI is 5493006QMFDDMYWIAM13.

**Nature and scope of guarantee:** The Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable and/or delivery of all assets expressed to be deliverable by the Issuer under the Notes. The obligations of the Guarantor in respect of principal of the Notes constitute direct, unconditional, unsubordinated and unsecured senior preferred obligations (*créditos ordinarios preferentes*) of the Guarantor and rank *pari passu* without any preference in respect of other Notes of the same Series and in the event of the insolvency (*concurso*) of the Guarantor will rank *pari passu* with all other present and future unsecured and unsubordinated senior preferred obligations (*créditos ordinarios preferentes*) of the Guarantor, except for such payment obligations that are preferred by law under Articles 242, 270 and 280 of Royal Legislative Decree 1/2020, of May 5, approving the reinstated text of the Spanish Insolvency Law 22/2003 of 9 July 2003, as amended ("**RDL 1/2020**" or "**Spanish Insolvency Law**") and any deposits described in Additional Provision 14.1 of Law 11/2015, which will rank ahead, or, as the case may be, those payment obligations of the Guarantor that are qualified as senior non-preferred debt under Additional Provision 14.2 of Law 11/2015 and subordinated debt by law under Article 281 of RDL 1/2020 or equivalent legal provisions which replace them in the future, which will rank after. The claims of all creditors against the Guarantor considered as "ordinary preferred credits" (*créditos ordinarios preferentes*) will be satisfied pro rata in insolvency. Ordinary preferred credits rank above senior non-preferred ordinary credits, subordinated credits and the rights of shareholders. Pursuant to Article 152 of RDL 1/2020, the further accrual of interest shall be suspended from the date of declaration of the insolvency of the Guarantor. Claims of noteholders in respect of interest accrued but unpaid as of the commencement of any insolvency procedure in respect of the Guarantor shall constitute subordinated claims (*créditos subordinados*) against the Guarantor ranking in accordance with the provisions of Article 281.1.3° of RDL 1/2020 (including, without limitation, after claims on account of principal in respect of contractually subordinated obligations of the Guarantor in respect of instruments not qualifying as Additional Tier 1 Instruments or Tier 2 Instruments of the Guarantor).

*The obligations of the Guarantor under the Guarantee are also subject to the application of the general bail-in tool by the relevant resolution authority pursuant to the Bank Recovery and Resolution Directive and Law 11/2015.*

**Key financial information of the Guarantor:** The following key financial information has been extracted from the audited non-consolidated financial statements of the Guarantor for the years ended 31 December 2022 and 2021.

Summary information – income statement (millions of euros)		
	Year ended 31/12/2022	Year ended 31/12/2021
Net interest income (or equivalent)	4,198	3,620
Net fee and commission income	2,657	2,578
Net impairment loss on financial assets	1,398	2,287
Net trading income	412	175
Measure of financial performance used by the Guarantor in the financial statements such as operating profit	10,537	6,244

Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	7,921	3,932
<b>Summary information – balance sheet (millions of euros)</b>		
	<b>Year ended 31/12/2022</b>	<b>Year ended 31/12/2021</b>
Total assets	750,026	657,950
Senior debt	106,418	83,695
Subordinated debt	19,640	20,399
Loans and receivables from customers (net)	325,282	308,367
Deposits from customers	387,034	308,603
Total equity	72,576	68,375
Non performing loans (based on net carrying amount)/Loans and receivables)	9,017	12,882
Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance	17.12%	16.90%
Total Capital Ratio	21.66%	22.21%
Leverage Ratio calculated under applicable regulatory framework	9.70%	11.93%

**Qualifications in audit report on historical financial information:** There are no qualifications in the audit report of the Guarantor on its audited historical financial information.

**Key risks in respect of the Guarantor:** The Guarantor is subject to the following key risks:

- *The Group's growth, asset quality and profitability, among others, may be adversely affected by a slowdown in one or more of the economies in which the Group operates, as well as volatile macroeconomic and political conditions:* Volatile conditions in the global financial markets could also have a material adverse effect on the Group, including on the ability of the Group to access capital and liquidity on financial terms acceptable to the Group, if at all. If capital markets financing ceases to become available, or becomes excessively expensive, the Group may be forced to raise the rates paid on deposits to attract more customers and become unable to maintain certain liability maturities. Any such increase in capital markets funding availability or costs or in deposit rates could have a material adverse effect on its interest margins and liquidity. The Group's results are also affected by other market conditions on a global and local scale, such as an increase in protectionism or trade tensions, higher barriers to immigration and the effects of the coronavirus.
- *The global covid-19 pandemic has materially impacted the Group's business, and the continuance of this pandemic or any future outbreak of any other highly contagious diseases or other public health emergency, could materially and adversely impact the Group's business, financial condition, liquidity and results of operations:* Although the global economy has begun to recover from the covid-19 pandemic, certain adverse effects of the pandemic continue to impact the macroeconomic environment and may persist for some time. Should the ongoing effects of the covid-19 pandemic continue for an extended period of time, or worsen, the Group's business, financial position, liquidity, results of operations and prospects could be adversely affected.
- *The Group including the Guarantor is subject to extensive regulation and regulatory and governmental oversight which could adversely affect its business, operations and financial condition:* As a financial institution, the Group including the Guarantor is subject to extensive regulation (including regulation relating to capital requirements, funding and liquidity and the development of a fiscal and banking union in the EU), which materially affects its businesses. Any legislative or regulatory action and any resulting changes to the Group's business operations, as well as any deficiencies in its compliance with such legislation and regulation, could result in significant loss of revenue, limit its ability to pursue business opportunities and provide certain products and services, affect the value of assets that it holds, require the Group to increase its prices and therefore reduce demand for its products, impose additional compliance and other costs on the Group or otherwise adversely affect its businesses.

- *Increasingly stricter capital regulations and potential requirements could have an impact on the functioning of the Group and its businesses:* Increasingly onerous capital requirements constitute one of the Guarantor's main regulatory challenges. Increasing capital requirements may adversely affect the Guarantor's profitability and create regulatory risk associated with the possibility of failure to maintain required capital levels.
- *The credit quality of the loan portfolio of the Group may deteriorate and the Group's loan loss reserves could be insufficient to cover its loan losses, which could have a material adverse effect on the Group:* Non-performing or low credit quality loans have in the past negatively impacted the Group's results of operations and could do so in the future. In particular, the amount of the reported credit impaired loans of the Group may increase in the future as a result of growth in the Group's total loan portfolio, including as a result of loan portfolios that the Group may acquire in the future (the credit quality of which may turn out to be worse than it had anticipated), or factors outside of its control, such as adverse changes in the credit quality of the Group's borrowers and counterparties or a general deterioration in economic conditions in the regions where the Group operates or in global economic and political conditions, including as a result of the war in Ukraine or a prolonged covid-19 pandemic with the emergence of variants resistant to existing vaccines could have a material adverse effect on the Group's activities and operations and affect the ability of the Guarantor to fulfil its obligations under the Guarantee.

#### **What are the key risks that are specific to the securities?**

The Notes are subject to the following key risks:

- *The Notes bear the credit risk of the Issuer and the Guarantor:* Holders of Notes bear the credit risk of the Issuer and the Guarantor. That is the risk that the Issuer or the Guarantor is not able to meet its obligations under such Notes, irrespective of how any principal, interest or other payments under such Notes are to be calculated. In such circumstances holders may lose some or all of their investment.
- *Hedging activities may affect the market price, liquidity or value of the Notes:* The Issuer, the Guarantor and/or any of their affiliates may enter into one or more hedging transactions with respect to the Reference Item or related derivatives and such hedging activities or proprietary or other trading activities by the Issuer, the Guarantor or their affiliates may, but are not intended to, affect the market price, liquidity or value of the Notes and which could be deemed to be adverse to the interests of the holders.
- *The occurrence of certain events may adversely affect the value or liquidity of the Notes:* In the event of the occurrence of certain events affecting the Reference Item, the calculation agent may make adjustments in accordance with the terms of the Notes. Any such action may reduce the overall return on the investment of the holder or adversely affect the value and liquidity of the Notes.
- *An investment in the Notes is not comparable to an investment in a conventional debt security:* Amounts of interest and principal under the Notes may depend on the price of the Reference Item. An investment in the Notes may bear similar market risks to a direct investment in the Reference Item but also entails significant risks not associated with a conventional investment. For example, payment of principal or interest may occur at a different time than expected had holders of the Notes invested directly in the Reference Item.
- *The value of the Notes is linked to the performance of the underlying Reference Item which may affect the overall return on investment:* The Reference Item may trade and invest in a broad range of investments such as debt and equity securities, commodities or commodity indices and foreign exchange and may enter into derivative transactions, including, without limitation, futures and options. The Reference Item may often be illiquid and may only be traded on a monthly, quarterly or even less frequent basis. The trading strategies of the Reference Item are often opaque. The Reference Item, as well as the markets and instruments in which it invests, are often not subject to review by governmental authorities, self-regulatory organisations or other supervisory authorities. Consequently, Holders may be exposed to the volatility in the performance of the Reference Item which may affect the overall return on their investment.
- *Market Disruption Events and Disrupted Days may result in adjustments and/or early redemption of Notes:* The calculation agent may determine that a market disruption event has occurred or exists or a relevant exchange fails to open on a relevant date on which the Reference Item was scheduled to be valued, and any consequential postponement of such date of valuation may have an adverse effect on the value of the Notes.

**KEY INFORMATION ON THE OFFER TO THE PUBLIC OF SECURITIES AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET**

**Under which conditions and timetable can I invest in the securities?**

**Terms and conditions of the offer:** The Notes are being offered in a Non-Exempt Offer in the Portuguese Republic during the period from and including 22 April 2024 to and including 17 May 2024 (the "**Offer Period**"). The issue price of the Notes is 100 per cent. of their principal amount.

The Notes will be cleared through Iberclear and it is anticipated that the Notes will be delivered on the Issue Date to the investor against payment of the application amount. The results of the offer will be made available by means of a notice published by the Issuer on the website of the Central Bank of Ireland ([www.centralbank.ie](http://www.centralbank.ie)).

**Plan of distribution:** Applications for purchase of Notes may be made by a prospective investor to Banco Santander, S.A. (the "**Dealer**"). The minimum amount for each application is EUR 10,000 per investor.

No dilution resulting from the offer is anticipated.

**Consent:** Subject to the conditions set out below, the Issuer consents to the use of the Base Prospectus in connection with the offer of the Notes by the Dealer.

**Conditions to consent:** The conditions to the Issuer's consent are that such consent (a) is only valid during the Offer Period; and (b) only extends to the use of the Base Prospectus to make Non-Exempt Offers of the relevant tranche of Notes in the Portuguese Republic.

**AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR, INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT. THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER.**

**Admission to trading:** Application is expected to be made by the Issuer (or on its behalf) to Euronext Dublin for the Notes to be admitted to the Official List and trading on its regulated market with effect from the Issue Date.

**Estimated total expenses of issue:** (i) EUR 600 (registration and settlement expenses), (ii) EUR 5,500 (legal expenses), (iii) EUR 1,150 (listing expenses) and (iv) EUR 2,700 (paying agency expenses).

**Estimated expenses or taxes charged to investor by issuer/offeror:** No expenses are being charged to an investor by the Issuer or the Dealer.

**Why is this prospectus being produced?**

**Reasons for the issue, use and estimated net amount of proceeds:** The net proceeds of the issue of the Notes will be applied by the Issuer for the general corporate purposes of the Guarantor. The estimated net amount of proceeds is up to EUR 50,000,000.

**Underwriting agreement on a firm commitment basis:** The Dealer will subscribe for the Notes on the Issue Date.

**Description of the most material conflicts of interest pertaining to the offer or the admission to trading:** The Dealer and its affiliates may have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business. Save as described above, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

## ANEXO

### SUMÁRIO DAS OBRIGAÇÕES

INTRODUÇÃO E ADVERTÊNCIAS		
<p>O presente sumário deve ser entendido como uma introdução ao prospeto (incluindo as condições finais). Qualquer decisão de investir em quaisquer Obrigações deve basear-se numa análise por parte do investidor do prospeto no seu conjunto. Em determinadas situações, o investidor pode perder a totalidade ou parte do capital investido. Sempre que for apresentada junto de um tribunal uma ação relativa à informação constante do prospeto, o investidor que seja o autor da ação pode, nos termos da legislação nacional, ter de suportar os custos de tradução do prospeto antes do início do processo judicial. Só poderá ser assacada responsabilidade civil a quem apresente o sumário, incluindo qualquer tradução do mesmo, mas apenas quando este seja equívoco, inexato ou incoerente quando lido em conjunto com as outras partes do prospeto ou não forneça, quando lido em conjunto com as outras partes do prospeto, informação fundamental que auxilie os investidores na sua decisão de investir nas Obrigações.</p> <p><i>Está prestes a adquirir um produto complexo e que pode ser difícil de compreender.</i></p>		
<p><b>As Obrigações:</b> Emissão de até EUR 50.000.000 de Obrigações com maturidade em maio de 2026 <i>indexadas ao EURO STOXX 50® ESG-X Index</i> (ISIN ES0305466254)</p>		
<p><b>Emitente:</b> Santander International Products Public Limited Company, com sede social em 3rd Floor, Kilmore House, Park Lane, Spencer Dock, Dublin 1, Irlanda, e telefone número +353 16146240. O <i>número de identificação da pessoa jurídica ("LEI")</i> é o 549300EBI9IZCEJIF589.</p>		
<p><b>Autoridade Competente:</b> O Prospeto Base foi aprovado a 25 de julho de 2023 pelo Banco Central da Irlanda com sede em New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Irlanda (Número de telefone: +353 1 224 6000).</p>		
INFORMAÇÃO FUNDAMENTAL SOBRE A EMITENTE		
Quem é a emitente dos valores mobiliários?		
<p><b>Sede e forma jurídica da Emitente, "LEI", legislação ao abrigo da qual a Emitente desenvolve a respetiva atividade e país de constituição:</b> A Emitente foi registada e constituída a 25 de junho de 2004 na Irlanda ao abrigo das Leis das Sociedades Irlandesas de 1963 a 2013 (<i>Irish Companies Acts 1963 to 2013</i>), como uma sociedade de responsabilidade limitada e capital aberto (<i>public limited company</i>) por tempo ilimitado, sob o número de registo 387937, encontrando-se atualmente sujeita às disposições da Lei das Sociedades Irlandesa de 2014 (<i>Irish Companies Act 2014</i>). O seu LEI é o 549300EBI9IZCEJIF589.</p>		
<p><b>Atividades principais da Emitente:</b> O principal objeto da Emitente encontra-se previsto na Cláusula 3.<sup>a</sup> dos respetivos Estatutos e consiste na emissão de <i>participaciones preferentes</i> (títulos preferenciais) e outros instrumentos financeiros.</p>		
<p><b>Acionistas Maioritários, incluindo se a Emitente é direta ou indiretamente detida ou controlada, e por quem:</b> Um total de 39.995 das ações ordinárias emitidas da Emitente são detidas pelo Banco Santander, S.A. (o "<b>Garante</b>") e as restantes cinco ações são detidas pela Cántabra de Inversiones, S.A., pela Cántabro Catalana de Inversones, S.A., pela Merciver S.L, pela Altamira Santander Real Estate, S.A. e pelo Santander Global Operations, S.A..</p>		
<p><b>Principais administradores executivos:</b> Os Administradores da Emitente são: Adrian John Masterson, Carlos Ignacio Muñiz González-Blanch, Maria de las Mercedes Mora Palacios, José Muñoz Pérez, Alfredo Madrigal Matute, Juan Andrés García Molinero, Rubén Ibáñez Enériz e Juan Miguel Saffon Sanin.</p>		
<p><b>Revisores Oficiais de Contas:</b> O revisor oficial de contas independente da Emitente é a PricewaterhouseCoopers. A sociedade Irlandesa da PricewaterhouseCoopers tem a sua sede social em 1 Spencer Dock, North Wall Quay, Dublin 1, Irlanda.</p>		
Quais as informações financeiras fundamentais sobre o Emitente?		
<p>Os seguintes dados financeiros chave foram extraídos das demonstrações financeiras auditadas não consolidadas da Emitente relativas aos anos findos em 31 dezembro de 2022 e 2021.</p>		
Informação resumida – declaração de rendimentos (EUR)		
	A 31/12/2022	A 31/12/2021
Lucro/perda operacional ou outra medida semelhante de desempenho financeiro usada nas demonstrações financeiras	-2.243	1.922
Informação resumida – balanço (EUR)		
	A 31/12/2022	A 31/12/2021

Dívida financeira líquida (empréstimos obtidos (passivo corrente e não corrente) menos caixa e equivalentes de caixa)	3.017.902.936	3.572.532.091
Rácio de endividamento (Total do passivo corrente / Total do ativo corrente)	5.012,79	4.613,20
<b>Informação resumida – demonstração de fluxos de caixa (EUR)</b>		
	<b>A 31/12/2022</b>	<b>A 31/12/2021</b>
Fluxo de caixa líquido das atividades operacionais	-14.907.177	-2.250.628
Fluxo de caixa líquido das atividades de financiamento	309.029.195	605.293.182
Fluxo de caixa líquido das atividades de investimento	-292.937.491	-602.688.502

**Reservas expressas no relatório de auditoria sobre os dados financeiros históricos:** Não há reservas no relatório de auditoria da Emitente relativamente às suas demonstrações financeiras históricas auditadas.

#### Quais são os principais riscos associados à Emitente?

A Emitente está sujeita aos seguintes riscos principais:

- *Risco de que os fundos mutuados pela Emitente às Empresas do Grupo não sejam reembolsados:* A Emitente é um veículo financeiro constituído pelo Garante com o objetivo de emitir títulos de dívida, títulos preferenciais (*participaciones preferentes*) e outros instrumentos financeiros para empréstimo dos seus proveitos ao Garante e às suas subsidiárias consolidadas (o "**Grupo**"). A Emitente está, portanto, dependente do pagamento de juros sobre os seus empréstimos e do reembolso dos mesmos em tempo útil por parte de outros membros do Grupo. Se qualquer membro do Grupo incumprir com a obrigação de pagar juros ou de reembolsar qualquer empréstimo atempadamente, tal poderá ter um efeito materialmente adverso na capacidade da Emitente para cumprir com as suas obrigações ao abrigo das Obrigações, o que poderá ter um impacto adverso sobre os direitos dos titulares das Obrigações e no retorno do seu investimento.
- *Determinados Credores da Emitente terão prioridade sobre os titulares das Obrigações:* Nos termos da lei irlandesa, os créditos de uma categoria limitada de credores preferenciais terão prioridade sobre os créditos de credores sem garantia caso haja lugar à nomeação de um liquidatário ou de um administrador para uma sociedade irlandesa como a Emitente. Estes créditos preferenciais incluem impostos, tais como o imposto sobre o rendimento das pessoas singulares e o imposto sobre o rendimento das pessoas coletivas que sejam devidos antes da data da nomeação do liquidatário ou do administrador e o imposto sobre o valor acrescentado em dívida, juntamente com os juros vencidos sobre os mesmos e os créditos dos trabalhadores.
- *Riscos associados ao processo de análise (Examination):* O processo de análise (*Examination*) é um procedimento judicial previsto na Lei das Sociedades Irlandesa de 2014 (*Irish Companies Act 2014*) para viabilizar a recuperação de empresas irlandesas em dificuldades financeiras. A Emitente, os administradores da Emitente, qualquer credor futuro, potencial ou efetivo da Emitente, ou os acionistas da Emitente que detenham, à data de apresentação do pedido, pelo menos, um décimo do capital social com direito de voto associado da Emitente, têm, cada um deles, o direito de apresentar junto do tribunal o pedido de nomeação de um examinador (*examiner*). Os principais riscos para os Titulares das Obrigações quando um examinador (*examiner*) é nomeado para Emitente são os seguintes: a possibilidade de ser aprovado um acordo que implique a redução da dívida devida pela Emitente aos titulares das Obrigações; e, caso não seja aprovado um acordo e a Emitente entre consequentemente em processo de liquidação, a remuneração e despesas do examinador (*examiner*) (incluindo certos empréstimos contraídos pelo examinador (*examiner*) em nome da Emitente e aprovados pelo tribunal relevante) terão prioridade sobre os montantes garantidos ou não por garantia real que sejam devidos aos devidos aos titulares das Obrigações.

#### INFORMAÇÃO FUNDAMENTAL SOBRE OS VALORES MOBILIÁRIOS

##### Quais são as principais características dos valores mobiliários?

**Tipo e classe das Obrigações, incluindo o ISIN:** As Obrigações são exclusivamente identificadas pelo ISIN: ES0305466254 e são obrigações diretas, incondicionais, não subordinadas e sem garantias reais indexadas a um índice de ações individuais (*single share index linked notes*) sem certificado, desmaterializadas e escriturais, registadas junto da Iberclear e reguladas pela lei Inglesa, exceto no que se refere à emissão, subscrição e primeiro registo, forma de representação, requisitos, transferência e quaisquer outros aspetos do regime legal relativo à forma escritural aplicável a Obrigações escriturais (*Book-Entry Notes*) e ao estatuto da garantia. Todas as obrigações extracontratuais decorrentes ou em conexão com as Obrigações são reguladas pela lei espanhola.

**Moeda, denominação, valor de capital dos valores mobiliários emitidos e maturidade dos valores mobiliários:** A moeda das Obrigações é o Euro ("EUR"). As Obrigações têm uma denominação específica de EUR 1.000, sendo o montante de cálculo de EUR 1,000 (o "**Montante de Cálculo**"). As Obrigações serão emitidas até ao valor global máximo de EUR 50.000.000.

A data agendada para a maturidade das Obrigações é 25 de maio de 2026, encontrando-se a data sujeita a ajustes caso não ocorra em dia útil (a "**Data de Maturidade**").

**Direitos inerentes aos valores mobiliários:** As Obrigações conferem a cada titular o direito de receber o Montante de Juros (se aplicável) em cada Data de Pagamento de Juros e, a menos que as Obrigações tenham sido previamente reembolsadas ou amortizadas ou recompradas e canceladas, o Montante de Reembolso Final na maturidade.

**Montante de Juros:**

O Montante de Juros por cada Montante de Cálculo, a pagar em 26 de maio de 2025, (sujeito a ajustamento no dia útil, “**Data de Pagamento de Juros**”) é de 1,00 por cento multiplicado pelo Montante de Cálculo.

O Montante de Juros por Montante de Cálculo, a pagar Data de Maturidade (também, uma “**Data de Pagamento de Juros**”) corresponde a Taxa de Juro (IX) – “*Digital One Barrier*” multiplicado pelo Montante de Cálculo

Taxa de Juro (ix) – *Digital One Barrier*

(A) Se a Condição de Barreira de Cupão for satisfeita relativamente a uma Data de Valoração de Cupão ST:

Percentagem Constante 1; ou

(B) Caso contrário,

Percentagem Constante 2.

Para efeitos do que precede:

“**Percentagem Constante 1**” significa 8,00%.

“**Percentagem Constante 2**” significa 1,00%.

“**Barreira de Cupão**” (“*Coupon Barrier*”) significa 100%.

“**Condição de Barreira de Cupão**” (“*Coupon Barrier Condition*”) significa, em relação a uma Data de Valoração ST, o Valor Barreira de Cupão relativo a essa Data de Valoração ST, tal como determinado pelo agente de cálculo, é maior ou igual à Barreira de Cupão.

“**Valor Barreira de Cupão**” (“*Coupon Barrier Value*”) significa, em relação a uma Data de Valoração de Cupão ST, o Valor RI.

“**Data de Valoração de Cupão**” (“*Coupon Valuation Date*”) significa 18 de maio de 2026.

“**Preço Inicial de Fecho**” (“*Initial Closing Price*”) significa o Valor de Fecho RI de um Índice de Referência na Data *Strike*.

“**Data(s) de Pagamento de Juros**” (“*Interest Payment Date(s)*”) significa a Data de Maturidade, ajustada de acordo com a Convenção do Dia Útil Seguinte Modificado.

“**Convenção do Dia Útil Seguinte Modificado**” (“*Modified Following Business Day Convention*”) significa que a data relevante será adiada para o primeiro dia seguinte que seja um dia útil, exceto se esse dia coincidir com o mês civil seguinte, caso em que essa data será o primeiro dia anterior que seja um dia útil.

“**Valor de Fecho RI**” (“*RI Closing Value*”) significa, em relação ao Índice de Referência e a uma Data de Valoração ST, o nível oficial de fecho desse Índice de Referência nessa Data de Valoração ST.

“**Valor Inicial RI**” (“*RI Initial Value*”) significa, em relação ao Índice de Referência, o Preço Inicial de Fecho.

“**Valor RI**” (“*RI Value*”) significa, relativamente ao Índice de Referência e a uma Data de Valoração ST, (i) o Valor de Fecho RI para esse Índice de Referência relativamente a essa mesma Data de Valoração ST, dividido pelo (ii) Valor Inicial RI relevante (expresso em percentagem).

“**Data(s) de Valoração de Cupão ST**” (“*ST Coupon Valuation Date(s)*”) significa cada Data de Valoração ST.

“**Data Strike**” (“*Strike Date*”) significa 24 de maio de 2024.

“**Data de Valoração ST**” (“*ST Valuation Date*”) significa cada Data de Valoração de Cupão.

**Montante de Reembolso Final:**

O Montante de Reembolso Final por Montante de Cálculo a pagar na Data de Maturidade é calculado como o Montante de Cálculo multiplicado por 100%.

**Índice de Referência:** Os montantes a pagar relativamente às Obrigações estão indexados ao desempenho do seguinte índice: *EURO STOXX Banks (Price) Index* (código Bloomberg: SX7E Index; ISIN: EU0009658426) (o “**Índice de Referência**”).



**Alteração das datas de pagamento e determinação:** As datas em que a Taxa de Juro está agendada para ser determinada ou em que os pagamentos estão agendados para serem efetuados podem estar sujeitas a ajustamentos para dias de negociação não programados, interrupções ou dias não úteis, de acordo com as condições das Obrigações.

**Revisões:** Os termos e condições das Obrigações contêm disposições relativas a determinadas situações específicas que afetam o Índice de Referência e que permitem rever os termos e condições das Obrigações a fim de ter em consideração a situação relevante.

**Reembolso Antecipado:** As Obrigações podem também ser reembolsadas antecipadamente após a verificação de determinadas situações ou circunstâncias específicas (por exemplo, circunstâncias do foro fiscal, situações de incumprimento ou determinadas situações relacionadas com as Obrigações ou com o Índice de Referência) num montante igual ao valor justo de mercado das Obrigações depois de deduzidos os custos associados a determinar pelo agente de cálculo em conformidade com os termos e condições das Obrigações.

**Estatuto dos valores mobiliários:** As Obrigações constituem obrigações diretas, incondicionais, não subordinadas e sem garantias reais da Emitente e graduam *pari passu* e sem qualquer preferência entre as obrigações da Emitente relativamente a outras Obrigações da mesma série da Emitente em caso de rateio (sujeito a quaisquer exceções estatutárias aplicáveis, e sem prejuízo do acima referido), pelo menos, *pari passu* com todas as outras obrigações sem garantias reais e não subordinadas e obrigações monetárias da Emitente, sejam elas presentes ou futuras.

**Descrição de quaisquer restrições à livre transmissibilidade dos valores mobiliários:** As Obrigações serão transmissíveis, ficando sujeitas às restrições de oferta, venda e transferência previstas na legislação da jurisdição na qual as Obrigações são oferecidas ou vendidas. Com exceção da República Portuguesa, as Obrigações não poderão ser oferecidas, vendidas ou disponibilizadas a qualquer investidor não profissional no Espaço Económico Europeu ou no Reino Unido.

#### Onde serão negociados os valores mobiliários?

Deverá ser solicitada a admissão à negociação das Obrigações à Euronext Dublin pela Emitente (ou em representação desta) no seu mercado regulamentado (*Official List*), com efeitos a partir de 24 de maio de 2024 (a “**Data de Emissão**”).

#### Existe alguma garantia associada aos valores mobiliários?

**Breve Descrição do Garante:** O Garante foi constituído em Espanha e tem a sua sede social em Paseo de Pereda, números 9 a 12, Santander. A sede principal de operações do Garante está localizada em Ciudad Grupo Santander, Avda. de Cantabria s/n, 28660 Boadilla del Monte, na província de Madrid. O número de telefone da principal sede de operações do Garante é +34 91 259 6520. O Garante está domiciliado em Espanha e está constituído sob a forma de sociedade de responsabilidade limitada (*Sociedad Anónima*) estando as atividades por si exercidas sujeitas à legislação espanhola especial que rege as instituições de crédito em geral e à supervisão, controlo e regulação do Banco de Espanha em particular. O LEI é o 5493006QMFDDMYWIAM13.

**Natureza e âmbito da garantia:** O Garante garantiu incondicional e irrevogavelmente o pagamento devido de todas as somas cujo pagamento esteja expressamente previsto e/ou a entrega de todos os ativos cuja entrega se encontre expressamente prevista por parte da Emitente ao abrigo das Obrigações. As obrigações do Garante relativamente ao capital das Obrigações constituem obrigações diretas, incondicionais, não subordinadas e sem garantias reais (créditos ordinários preferentes) do Garante e graduam *pari passu* sem qualquer preferência em relação a outras Obrigações da mesma Série e, em caso de insolvência (*concurso*) do Garante, graduarão *pari passu* com as demais obrigações não garantidas e não subordinadas presentes e futuras do Garante, com exceção das obrigações de pagamento que são preferenciais nos termos da lei, ao abrigo dos artigos 242, 270 e 280 do Decreto Legislativo Real (“*Royal Legislative Decree*”) 1/2020, de 5 de maio, que aprova o texto reintroduzido da Lei espanhola de Insolvência 22/2003, de 9 de julho de 2003, conforme alterada (“**DLR 1/2020**” ou “**Lei da Insolvência Espanhola**”) e quaisquer depósitos descritos na Disposição Adicional 14.1 da Lei 11/2015, que graduaram acima, ou, conforme o caso, as obrigações de pagamento do Garante que sejam qualificadas como dívida sénior não preferencial nos termos da Disposição Adicional 14.2 da Lei 11/2015 e dívida subordinada por lei nos termos do Artigo 281 do DLR 1/2020 ou disposições equivalentes que, a futuro, os substituam que graduaram abaixo. Os créditos de todos os credores contra o Garante considerados como “créditos ordinários preferentes” serão satisfeitos de forma proporcional em caso de insolvência. Os créditos preferenciais ordinários estão acima dos créditos ordinários sénior não preferenciais, dos créditos subordinados e dos direitos dos acionistas. Nos termos do artigo 152 do DLR 1/2020, a acumulação de juros será suspensa a partir da data da declaração de insolvência do Garante. Os créditos dos Detentores das Obrigações relativamente aos juros vencidos, mas não pagos a partir do início de qualquer processo de insolvência do Garante constituirão créditos subordinados contra o Garante, graduados de acordo com o disposto no artigo 281.1.3º. do DLR 1/2020 (incluindo, sem limitações, os créditos por conta de capital relativamente às obrigações contratualmente subordinadas do Garante em relação a instrumentos não qualificados como Fundos Próprios Adicionais de Nível 1 ou Fundos Próprios de Nível 2 do Garante).

**As obrigações do Garante ao abrigo da Garantia estão também sujeitas à aplicação do instrumento geral de recapitalização interna (*bail-in*) por parte da autoridade competente relevante nos termos da Diretiva relativa à Recuperação e Resolução de Instituições de Crédito e da Lei n.º 11/2015.**

**Informação financeira fundamental do Garante:** Os seguintes dados financeiros chave foram extraídos das demonstrações financeiras auditadas não consolidadas do Garante relativas aos anos terminados em 31 de dezembro de 2022 e 2021.

#### Informação resumida – declaração de rendimentos (em milhões de euros)

	A 31/12/2022	A 31/12/2021

Rendimento líquido de juros (ou equivalente)	4.198	3.620
Receitas líquidas de taxas e comissões	2.657	2.578
Perda líquida por imparidade nos ativos financeiros	1.398	2.287
Resultados em operações financeiras	412	175
Medida de desempenho financeiro utilizada pelo Garante nas demonstrações financeiras, tais como resultados operacionais	10.537	6.244
Lucro ou perda líquida (para demonstrações financeiras consolidadas, lucro ou perda líquida imputável aos detentores de capital próprio da sociedade-mãe)	7.921	3.932
<b>Informação resumida – balanço (em milhões de euros)</b>		
	<b>A 31/12/2022</b>	<b>A 31/12/2021</b>
Total do ativo	750.026	657.950
Dívida sénior	106.418	83.695
Dívida subordinada	19.640	20.399
Empréstimos concedidos e créditos sobre clientes (líquidos de imposto)	325.282	308.367
Depósitos de Clientes	387.034	308.603
Total dos capitais próprios	72.576	68.375
Créditos não produtivos (NPLs) (com base no montante líquido escriturado)/Empréstimos e contas a receber	9.017	12.882
Rácio de Fundos Próprios principais de nível 1 (CET1) ou outro rácio de adequação prudencial dos fundos próprios relevantes, dependendo da emissão	17,12%	16,90%
Rácio de Capital Total	21,66%	22,21%
Rácio de Alavancagem calculado de acordo com o quadro regulamentar aplicável	9,70%	11,93%

**Reservas expressas no relatório de auditoria sobre os dados financeiros históricos:** Não há reservas no relatório de auditoria do Garante relativamente às suas demonstrações financeiras históricas auditadas.

**Principais riscos relativos ao Garante:** O Garante está sujeito aos seguintes riscos principais:

- *O crescimento, a qualidade dos ativos e a rentabilidade do Grupo, entre outros, podem ser afetados negativamente por um abrandamento numa ou mais das economias em que o Grupo opera, bem como por condições macroeconómicas e políticas voláteis:* Condições voláteis nos mercados financeiros a nível global poderão também ter um efeito materialmente adverso no Grupo, incluindo na sua capacidade de acesso a capital e liquidez em termos financeiros aceitáveis. Se o financiamento através do mercado de capitais deixar de estar disponível, ou se se tornar excessivamente oneroso, o Grupo poderá ser forçado a aumentar as taxas pagas sobre depósitos para atrair mais clientes e tornar-se incapaz de manter certos vencimentos. Qualquer aumento desse tipo na disponibilidade ou custos de financiamento associados ao mercado de capitais ou nas taxas de depósitos poderá ter um efeito materialmente adverso nas suas margens de juro e liquidez. Os resultados do Grupo podem também ser afetados por outras condições de mercado à escala global e local, tais como um aumento do protecionismo ou tensões comerciais, maiores entraves à imigração e os efeitos do coronavírus.
- *A pandemia global Covid-19 teve um impacto materialmente adverso nos negócios do Grupo, e a sua continuação ou qualquer surto futuro de quaisquer outras doenças altamente contagiosas ou outra emergência de saúde pública, poderá ter um impacto materialmente adverso nos negócios, condição financeira, liquidez e resultados de operações do Grupo:* Não obstante a economia global ter começado a recuperar da pandemia Covid-19, certos efeitos adversos da pandemia continuam a ter impacto no ambiente macroeconómico e podem persistir durante algum tempo. Se os efeitos da pandemia Covid-19 se mantiverem por um período de tempo prolongado, ou se agravarem,

a atividade, a situação financeira, a liquidez, os resultados das operações e as perspectivas do Grupo poderão ser afetados negativamente resultados operacionais e perspectivas poderão ser afetados negativamente.

- *O Grupo, onde se inclui o Garante, está sujeito a regulamentação e supervisão regulamentar e governamental significativas que podem afetar negativamente os seus negócios, as suas operações e a sua condição financeira:* Como instituição financeira, o Grupo, onde se inclui o Garante, está sujeito a extensa regulamentação (incluindo regulamentação relativa a requisitos de capital, financiamento e liquidez e ao desenvolvimento de uma união fiscal e bancária na UE), o que afeta significativamente as suas atividades. Qualquer ação legislativa ou regulamentar e quaisquer outras de onde resultem alterações às operações comerciais do Grupo, bem como quaisquer irregularidades na sua conformidade com essa legislação e regulamentação, poderá resultar numa perda significativa de receitas, limitar a sua capacidade de prosseguir oportunidades de negócio e de fornecer determinados produtos e serviços, afetar o valor dos ativos que detém, impondo um aumento dos preços praticados pelo Grupo, com impacto, por conseguinte, na procura dos seus produtos, e um grau de cumprimento (*compliance*) e outros custos que poderão afetar negativamente a sua atividade.
- *Regulamentos de capital e potenciais requisitos cada vez mais rigorosos podem ter um impacto no funcionamento do Grupo e nas suas atividades:* Os requisitos de capital cada vez mais onerosos constituem um dos principais desafios a nível regulamentar do Garante. O aumento dos requisitos de capital poderá afetar adversamente a rentabilidade do Garante e criar um risco regulatório associado à possível incapacidade de manutenção dos níveis de capital exigidos.
- *Uma deterioração da qualidade do crédito poderá tornar insuficientes as reservas para a cobertura de perdas para cobrir créditos em incumprimento, o que pode ter um efeito materialmente adverso para o Grupo:* Os créditos em incumprimento ou de baixa qualidade de crédito tiveram, no passado, um impacto negativo nos resultados das operações do Grupo, e poderão voltar a ter um impacto negativo no futuro. Em particular, o montante dos créditos em incumprimento comunicados pelo Grupo poderá aumentar no futuro, como resultado do crescimento da carteira atual de créditos do Grupo, incluindo como resultado de carteiras de créditos que o Grupo poderá adquirir no futuro (cuja qualidade de crédito poderá revelar-se pior do que previsto), ou fatores fora do seu controlo, tais como, alterações adversas na qualidade de crédito dos mutuários e contrapartes do Grupo ou uma deterioração geral das condições económicas nas regiões onde o Grupo opera ou nas condições económicas e políticas globais nível global, incluindo como resultado da guerra na Ucrânia ou do prolongamento da pandemia Covid-19 com emergência de variantes resistentes às vacinas existentes, podendo ter um efeito materialmente adverso nas atividades e operações do Grupo e afetar a capacidade do Garante para cumprir as suas obrigações ao abrigo da Garantia.

#### **Quais são os principais riscos específicos dos valores mobiliários?**

As Obrigações estão sujeitas aos seguintes riscos principais:

- *As Obrigações estão sujeitas ao risco de crédito da Emitente e do Garante:* Os titulares das Obrigações estão sujeitas ao risco de crédito da Emitente e do Garante ou seja, ao risco de a Emitente ou o Garante não serem capazes de cumprir as suas obrigações ao abrigo dessas Obrigações, independentemente da forma de cálculo de qualquer capital, juros ou outros pagamentos ao abrigo dessas Obrigações. Nessas circunstâncias, os titulares correm o risco de perder parte ou a totalidade do seu investimento.
- *As atividades de cobertura podem afetar o preço de mercado, a liquidez ou o valor das Obrigações:* A Emitente, o Garante e/ou qualquer das suas afiliadas podem efetuar uma ou mais transações de cobertura relativamente ao Índice de Referência ou aos derivados relacionados, podendo essas atividades de cobertura, de cobertura ou outras por parte da Emitente, do Garante ou das suas afiliadas (embora não se destinem a esse efeito) afetar o preço de mercado, a liquidez ou o valor das Obrigações, podendo ser consideradas prejudiciais para os interesses dos titulares.
- *A ocorrência de determinados eventos pode afetar negativamente o valor ou a liquidez das Obrigações:* Na eventualidade da ocorrência de determinados eventos que afetem o Índice de Referência, o agente de cálculo pode fazer ajustamentos de acordo com os termos das Obrigações. Qualquer ação deste tipo pode reduzir o retorno global do investimento do titular ou afetar negativamente o valor e a liquidez das Obrigações.
- *Um Investimento nas Obrigações não é comparável a um investimento num título de dívida convencional:* Os montantes de juros e de capital ao abrigo das Obrigações podem depender do preço do Índice de Referência. Um investimento nas Obrigações pode comportar riscos de mercado semelhantes aos de um investimento direto no Índice de Referência, mas também implica riscos significativos não associados a um investimento convencional. Por exemplo, o pagamento de capital ou dos juros pode ocorrer num momento diferente do expectado se os detentores das Obrigações tivessem investido diretamente no Índice de Referência.
- *O valor das Obrigações está indexado ao desempenho do Índice de Referência subjacente, o que pode afetar o retorno global do investimento:* O Índice de Referência pode transacionar e investir numa vasta gama de investimentos, tais como obrigações e ações, matérias-primas (*commodities*) ou índices de matérias-primas (*commodity indices*) e divisas, podendo ser realizadas transações de derivados, incluindo, sem limitação, futuros e opções. O Índice de Referência pode muitas vezes ser ilíquido e ser transacionado apenas numa base mensal, trimestral ou mesmo com menor frequência. As estratégias de negociação do Índice de Referência são frequentemente opacas. O Índice de Referência, bem como os mercados e instrumentos em que investe, não são frequentemente objeto de análise por parte

das autoridades governamentais, entidades reguladoras ou outras entidades de supervisão. Consequentemente, os titulares das Obrigações podem estar expostos à volatilidade do desempenho do Índice de Referência, o que pode afetar o rendimento global do seu investimento.

- *Eventos de Perturbação de Mercado e os Dias de Perturbação podem resultar em ajustamentos e/ou no reembolso antecipado das Obrigações:* O agente de cálculo pode determinar que ocorreu ou existe um evento de perturbação de mercado ou que um mercado bolsista relevante não abra para negociação numa data relevante em que o Índice de Referência estava programado para ser avaliado, e qualquer adiamento consequente dessa data de avaliação pode ter um efeito adverso no valor das Obrigações.

## INFORMAÇÃO FUNDAMENTAL SOBRE A OFERTA DE VALORES MOBILIÁRIOS AO PÚBLICO E/OU A ADMISSÃO À NEGOCIAÇÃO NUM MERCADO REGULAMENTADO

### Em que condições e prazos posso investir nos valores mobiliários?

**Termos e condições da oferta:** As Obrigações estão a ser oferecidas numa Oferta Não-Isenta em Portugal durante o período compreendido entre 22 de abril de 2024 (inclusive) e 17 de maio de 2024 (inclusive) (o "**Período da Oferta**"). O preço de emissão das Obrigações corresponde a 100 por cento do seu valor de capital.

As Obrigações serão compensadas através da Iberclear e estima-se que sejam entregues ao investidor na Data de Emissão contra o pagamento do montante de subscrição. Os resultados da oferta serão disponibilizados através de um aviso publicado pela Emitente no website do Banco Central da Irlanda ([www.centralbank.ie](http://www.centralbank.ie)).

**Plano de distribuição:** Os pedidos de subscrição de Obrigações podem ser apresentados por um potencial investidor ao Banco Santander, S.A. (o "**Intermediário financeiro**" ("*Dealer*"). O montante mínimo para cada pedido é de EUR 10.000 por investidor.

Não se prevê qualquer diluição resultante da oferta.

**Consentimento:** Sujeito às condições infra, a Emitente presta o seu consentimento à utilização do Prospeto Base em relação à oferta de Obrigações por parte do Intermediário (*Dealer*).

**Condições para o consentimento:** A Emitente presta o seu consentimento na condição de que esse consentimento (a) só seja válido durante o Período da Oferta; e (b) só se aplique à utilização do Prospeto Base para a realização de Ofertas Não-Isentas da tranche relevante das Obrigações na República Portuguesa.

**UM INVESTIDOR QUE PRETENDA ADQUIRIR OU QUE ADQUIRA QUAISQUER OBRIGAÇÕES NO ÂMBITO DE UMA OFERTA NÃO-ISENTA A UM OFERENTE AUTORIZADO FÁ-LO-Á, E AS OFERTAS E VENDAS DESSAS MESMAS OBRIGAÇÕES A UM INVESTIDOR POR PARTE DESSE OFERENTE AUTORIZADO SERÃO REALIZADAS, EM CONFORMIDADE COM OS TERMOS E CONDIÇÕES DA OFERTA EM VIGOR ENTRE ESSE OFERENTE AUTORIZADO E ESSE INVESTIDOR, INCLUINDO ACORDOS RELATIVOS AO PREÇO, ATRIBUIÇÕES, DESPESAS E LIQUIDAÇÃO. AS INFORMAÇÕES RELEVANTES SERÃO FORNECIDAS PELO OFERENTE AUTORIZADO NO MOMENTO DA REFERIDA OFERTA.**

**Admissão à negociação no mercado:** Deverá ser solicitada a admissão à negociação das Obrigações à Euronext Dublin pela Emitente (ou em representação desta) no seu mercado regulamentado (*Official List*), com efeitos a partir da Data de Emissão.

**Despesas totais estimadas de emissão:** (i) EUR 600 (despesas de registo e liquidação), (ii) EUR 5.500 (despesas legais), (iii) EUR 1.150 (despesas de admissão à negociação) and (iv) EUR 2.700 (despesas com o agente pagador).

**Despesas ou impostos estimados cobrados ao investidor pela emitente/oferente:** Não são cobradas quaisquer despesas aos investidores por parte da Emitente ou Intermediário financeiro (*Dealer*).

### Por que razão está a ser elaborado este prospeto?

**Finalidade da emissão, utilização e montante líquido estimado de receitas:** A receita líquida decorrente da emissão das Obrigações será utilizadas pela Emitente para o desenvolvimento da atividade corrente do Garante. O montante líquido estimado dos proveitos ascende a um máximo de EUR 50.000.000.

**Acordo de subscrição com base em tomada firme:** O Intermediário financeiro (*Dealer*) irá subscrever as Obrigações na Data de Emissão.

**Descrição dos conflitos de interesse mais relevantes relacionados com a oferta ou a admissão à negociação:** O Intermediário financeiro (*Dealer*) e as suas afiliadas podem ter participado, e poderão no futuro vir a participar, em transações bancárias de investimento e/ou bancárias comerciais com o Emitente e o Garante, podendo-lhes prestar outros serviços no decurso normal da sua atividade. Salvo conforme acima descrito, tanto quanto é do conhecimento da Emitente, nenhuma entidade envolvida na emissão das Obrigações tem um interesse material na oferta.