Santander Totta

Mortgage Covered Bonds

Investor Report - 31th March 2015

COVERED BOND LABEL

Report Reference Date:	**31-03-2015**
Report Frequency:	Quarterly

1. Credit Ratings[1]	Long Term				Short Term			
	Moody's	**S&P**	**Fitch**	**DBRS**	**Moody's**	**S&P**	**Fitch**	**DBRS**
Euro 12,500,000,000 Covered Bonds Programme	A3	n/a	BBB+	A	n/a	n/a	n/a	n/a
Banco Santander Totta, SA	Ba1	BB	BBB	BBB (high)	NP	B	F2	R-1 (low)
Portugal	Ba1	BB	BB+	BBB (low)	NP	B	B	R-2 (middle)

[1] Ratings as of Report Reference Date

2. Covered Bonds	**Issue Date**	**Coupon**	**Maturity Date**	**Soft Bullet Date**	**Remaining Term (years)**	**Nominal Amount**
Covered Bonds Outstanding					**2,38**	**6.750.000.000,00**
Syndicated Covered Bonds Issues						
Covered Bond 12 (PTBSQDOE0020)	*01-04-2014*	Fixed	*03-04-2017*	*03-04-2018*	2,01	1.000.000.000,00
Covered Bond 13 (PTBSQEOE0029)	*11-06-2014*	Fixed	*11-06-2019*	*11-06-2020*	4,20	750.000.000,00
Private Placements Covered Bonds Issues						
Covered Bond 8 (PTBTAHOE0015)	*20-07-2012*	Floating	*20-07-2015*	*20-07-2016*	0,30	250.000.000,00
Covered Bond 9 - Tranche 1 (PTBTAIOE0014)	*02-04-2013*	Floating	*02-04-2016*	*02-04-2017*	1,01	500.000.000,00
Covered Bond 9 - Tranche 2 (PTBTAJOE0013)	*15-04-2013*	Floating	*15-04-2016*	*15-04-2017*	1,04	1.000.000.000,00
Covered Bond 10 (PTBTCKOE0018)	*26-07-2013*	Floating	*26-07-2016*	*26-07-2017*	1,32	750.000.000,00
Covered Bond 11 - Tranche 1 (PTBSQBOE0022)	*19-12-2013*	Floating	*19-12-2016*	*19-12-2017*	1,72	500.000.000,00
Covered Bond 11 - Tranche 2 (PTBSQAOE0023)	*19-12-2013*	Floating	*19-12-2016*	*19-12-2017*	1,72	500.000.000,00
Covered Bond 11 - Tranche 3 (PTBSQCOE0021)	*13-01-2014*	Fixed	*13-01-2017*	*13-01-2018*	1,79	750.000.000,00
Covered Bond 14 (PTBSRAOE0022)	*04-03-2015*	Fixed	*04-03-2022*	*04-03-2023*	6,93	750.000.000,00
CRD Compliant (Yes/No)						**Yes**

3. Asset Cover Test	**Remaining Term (years)**	**Nominal Amount**
Mortgage Credit Pool	**24,76**	**7.841.592.477,39**
Other Assets (Deposits and Securities at market value)[2]	**0,00**	**0,00**
Cash and Deposits	0,00	0,00
RMBS	0,00	0,00
Other securitues	0,00	0,00
Total Cover Pool	**24,76**	**7.841.592.477,39**
% of ECB eligible assets		0,00%
Overcollateralization[3] with cash collateral (OC)		**16,17%**
Committed overcollateralization (Fitch) - Minimum OC level to keep the current Mortgage Covered Bond Programme rating		**15,00%**
Committed overcollateralization (DBRS) - Minimum OC level to keep the current Mortgage Covered Bond Programme rating		**15,00%**
Legal minimum overcollateralization		**5,26%**

4. Other Triggers	
Net Present Value of Assets (incl. derivatives)[4]	7.177.295.111,89
Net present value of liabilities (incl. derivatives)[4]	6.919.446.711,50
Net Present Value of Assets (incl. derivatives) - Net present value of liabilities (incl. derivatives) ≥ 0	OK
Net Present Value of Assets (incl. derivatives) - Net present value of liabilities (incl. derivatives) ≥ 0 (stress of + 200bps)	OK
Net Present Value of Assets (incl. derivatives) - Net present value of liabilities (incl. derivatives) ≥ 0 (stress of - 200bps)	OK
Other Assets <= 20% (Cover Pool + Other Assets)	OK
Deposits with a remaining term > 100 days <= 15% Covered Bonds Nominal	OK
Estimated Interest from Mortgage Credit and Other Assets - Estimated Interest from Covered Bonds >= 0	OK
Mortgage Credit + Other Assets WA Remaining Term - Covered Bonds WA Remaining Term >= 0	OK

5. Currency Exposure	
Cover Pool Includes	
Assets in a currency different than Euro (yes/no)	No
Liabilities in a currency different than Euro (yes/no)	No
Cross currency swaps in place (yes/no)	No
Currency Exposure Detail	**n/a**

6. Mortgage Credit Pool	
Main Characteristics	
Number of Loans	162.544
Aggregate Original Principal Balance (EUR)	10.970.770.152,04
Aggregate Current Principal Balance (EUR)	7.841.592.477,39
Average Original Principal Balance per loan (EUR)	67.494,16
Average Current Principal Balance per loan (EUR)	48.242,89
Current principal balance of the 5 largest borrowers	6.999.925,18
Weight of the 5 largest borrowers (current principal balance) %	0,09%
Current principal balance of the 10 largest borrowers	12.080.079,08
Weigth of the 10 largest borrowers (current principal balance) %	0,15%
Weighted Average Seasoning (months)	102,52
Weighted Average Remaining Terms (months)	301,25
Weighted Average Current Unindexed LTV[5] (%)	54,79%
Weighted Average Current Indexed LTV[5] (%)	55,75%
Weighted Average Interest Rate (%)	1,40%
Weighted Average Spread (%)	1,20%
Max Maturity Date (yyyy-mm-dd)	2064-10-02

Subsidized Loans	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Yes	32.875	20,23%	1.088.090.885	13,88%
No	129.669	79,77%	6.753.501.593	86,12%
Insured Property[6]	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Yes	162.544	100,00%	7.841.592.477	100,00%
No	0	0,00%	0	0,00%
Interest Rate Type	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Fixed	5.712	3,51%	142.072.130	1,81%
Floating	156.832	96,49%	7.699.520.347	98,19%
Repayment Type	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Annuity / French	158.648	97,60%	7.621.518.952	97,19%
Linear	0	0,00%	0	0,00%
Increasing instalments	311	0,19%	3.204.242	0,04%
Bullet	0	0,00%	0	0,00%
Interest-only	3.559	2,19%	216.334.542	2,76%
Other	26	0,02%	534.742	0,01%

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6. Mortgage Credit Pool (continued)

Seasoning	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Up to 1 year	1.147	0,71%	86.931.503	1,11%
1 to 2 years	2.602	1,60%	187.640.001	2,39%
2 to 3 years	3.032	1,87%	210.431.626	2,68%
3 to 4 years	4.223	2,60%	294.948.422	3,76%
4 to 5 years	10.461	6,44%	767.676.345	9,79%
5 to 6 years	13.242	8,15%	916.184.796	11,68%
6 to 7 years	12.565	7,73%	739.249.738	9,43%
7 to 8 years	19.485	11,99%	1.124.232.022	14,34%
8 to 9 years	10.899	6,71%	613.407.630	7,82%
9 to 10 years	8.695	5,35%	388.132.032	4,95%
10 to 11 years	8.754	5,39%	388.028.441	4,95%
11 to 12 years	10.200	6,28%	431.988.140	5,51%
More than 12 Years	57.239	35,21%	1.692.741.782	21,59%

Remaining Term	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Up to 5 years	9.899	6,09%	91.640.832	1,17%
5 to 8 years	12.508	7,70%	237.545.100	3,03%
8 to 10 years	8.688	5,35%	232.110.967	2,96%
10 to 12 years	6.750	4,15%	215.904.029	2,75%
12 to 14 years	8.656	5,33%	320.748.134	4,09%
14 to 16 years	14.140	8,70%	555.680.530	7,09%
16 to 18 years	17.935	11,03%	775.652.030	9,89%
18 to 20 years	10.084	6,20%	494.048.724	6,30%
20 to 22 years	6.722	4,14%	358.553.937	4,57%
22 to 24 years	7.313	4,50%	411.003.898	5,24%
24 to 26 years	7.445	4,58%	461.830.626	5,89%
26 to 28 years	6.650	4,09%	411.652.099	5,25%
28 to 30 years	9.395	5,78%	583.266.914	7,44%
30 to 40 years	30.206	18,58%	2.225.184.151	28,38%
More than 40 years	6.153	3,79%	466.770.509	5,95%

Current Indexed LTV	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Up to 40%	55.809	34,33%	1.575.222.904	20,09%
40 to 50%	21.779	13,40%	1.051.577.990	13,41%
50 to 60%	25.335	15,59%	1.404.388.069	17,91%
60 to 70%	28.437	17,49%	1.720.542.944	21,94%
70 to 80%	31.184	19,18%	2.089.860.570	26,65%
More than 80%	0	0,00%	0	0,00%

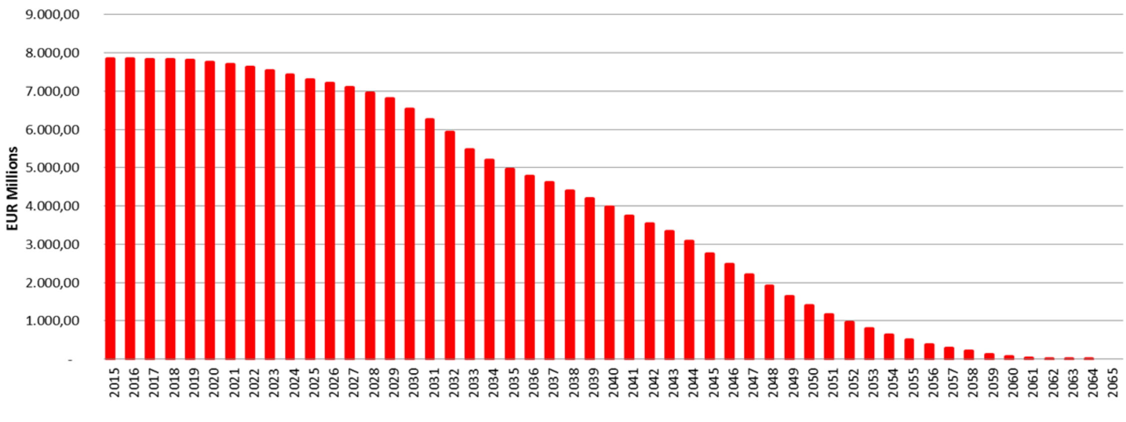
Loan Purpose	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Owner-occupied	154.582	95,10%	7.387.308.357	94,21%
Second Home	7.940	4,88%	453.664.650	5,79%
Buy to let	22	0,01%	619.470	0,01%
Other	0	0,00%	0	0,00%

Property Type	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
Residential				
Flat	102.295	62,93%	4.620.399.516	58,92%
House	59.700	36,73%	3.191.672.990	40,70%
Other	549	0,34%	29.519.972	0,38%
Commercial				

Geographical Distribution	**Number of Loans**	**% Total Loans**	**Amount of Loans**	**% Total Amount**
North	51.848	31,90%	2.429.037.636	30,98%
Center	31.621	19,45%	1.460.217.870	18,62%
Lisbon	54.181	33,33%	2.776.360.999	35,41%
Alentejo	12.106	7,45%	486.162.524	6,20%
Algarve	9.521	5,86%	510.644.937	6,51%
Madeira	2.363	1,45%	136.822.237	1,74%
Azores	904	0,56%	42.346.274	0,54%

Delinquencies[7]	**Number of Loans**	**Total Loan Amount**
> 30 days to 60 days	706	0,37%
> 60 days to 90 days	120	0,05%
> 90 days	0	0,00%

Projected Outstanding Amount[b]



Amortisation Profile	**Principal Balance**
2015	7.841.592.477
2016	7.840.250.415
2017	7.834.522.875
2018	7.822.154.997
2019	7.801.304.118
2020	7.761.242.501
2021	7.707.216.397
2022	7.629.111.183
2023	7.536.143.775
2024	7.424.236.652
2025	7.303.118.513
2030	6.530.113.335
2035	4.958.180.678
2040	3.970.616.393
2045	2.755.882.968
2050	1.404.994.215
2055	497.444.099
2064	2.063.336
2065	0

[b] Includes mortgage pool and other assets; assumes no prepayments.

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7. Expected Maturity Structure							
In EUR	**0-1 Years**	**1-2 Years**	**2-3 Years**	**3-4 Years**	**4-5 Years**	**5-10 Years**	**>10 Years**
Residencial Mortgages[b]	2.102.683	7.226.971	14.737.662	23.963.302	43.958.100	470.568.948	7.279.034.811
Commercial Mortgages	0	0	0	0	0	0	0
Other Assets[2]	0	0	0	0	0	0	0
Cover Pool	**2.102.683**	**7.226.971**	**14.737.662**	**23.963.302**	**43.958.100**	**470.568.948**	**7.279.034.811**
Covered Bonds	**250.000.000**	**4.000.000.000**	**1.000.000.000**	**0**	**750.000.000**	**750.000.000**	**0**

[b] Includes mortgage pool and other assets; assumes no prepayments.

8. Liquidity Cushion	**Nominal Amount**
Liquidity Cushion (according to Fitch's definition)[c]	
Liquidity Cushion amount	**0,00**
Deposits with eligible financial institutions	0,00
Eligible securities	0,00
Liquidity Cushion requirement calculation	
Required Liquidity Cushion	**0,00**
Interest due month 1	0,00
Interest due month 2	0,00
Interest due month 3	0,00

[c] At least equal to the interest payments due on the Covered Bonds Outstanding before swaps for the next 3 months

9. Derivative Financial Instruments	**Nominal Amount**
Total Amount of Derivatives in the Cover pool	**6.750.000.000,00**
Of Which Interest Rate Derivatives[b]	**6.750.000.000,00**
Fixed to Floating Swaps	0,00
Interest Basis Swaps	6.750.000.000,00
Of Which Currency Swaps	**0,00**

[b] External Counterparties (No)

10. Contacts	
Corporate Finance Division - Long Term Funding	Dfc@santander.pt
Other Reports on BST website	https://www.santandertotta.pt/pt_PT/Investor-Relations/Emissão-de-Divida/2015.html
ECBC Label Website	https://coveredbondlabel.com/

Notes

[1] Soft Bullet Date (Extended Maturity)

If the covered bonds are not redeemed on the relevant maturity date, the maturity will automatically be extended on a monthly basis up to one year. In that event, the covered bonds can be redeemed in whole or in part on a monthly basis up to and including the Extended Maturity Date.

[2] Other Assets

In addition to the mortgage assets, other assets (or substitution assets) may be included in the cover pool up to an amount equal to 20% of the cover pool, subject to the following eligibility criteria:
- Deposit with the Bank of Portugal in cash or ECB eligible securities, or
- Deposits held with credit institutions rated at least A-.

[3] Overcollateralisation

The overcollateralisation ratios are calculated by dividing (i) the total outstanding balance of the assets included in the cover pool by (ii) the total nominal amount of the covered bonds (both excluding accrued interest). For clarification purposes, all assets included in the covered pool are eligible assets.

[4] Net Present Value (NPV)

The NPV of the assets is obtained by discounting all future cash flows with the IRS curve plus average spread for new transactions.
The NPV of the liabilities is obtained by discounting all future cash flows based on the funding curve of the issuer.
Substitution assets as well as any derivatives in the pool are marked at their market value.
NPV of liabilities cannot exceed the NPV of the portfolio assigned to the bond, including derivatives.
Stress testing - Net present value is also calculated for a 200 bps shift upwards and downwards of the discounting curve.

[5] Loan-to-Value

The Current LTV is calculated by dividing de outstanding balance of the loan by the value of the underlying property (last physical valuation).
The Current indexed LTV is calculated by dividing de outstanding balance of the loan by the latest valuation amount of the underlying property (i.e. indexed value or last physical valuation).
A full valuation of the underlying properties must have been performed by an independent appraiser, at origination or after, prior to the inclusion of the mortgage loan in the cover pool.
Properties (both residential and commercial) should also be revalued regularly:
- For commercial assets this must be done on an annual basis;
- Residential properties must be revalued at least every 3 years - if the individual mortgage credit value exceeds € 500.000
-Also the value of the mortgage property should be checked on a frequent basis, at least every three years, in order to identify the properties that require appraisal by an expert (this procedure can be done using satisitcal models approved by the Bank of Portugal).

[6] Insured Property

All mortgages must have property damage insurance covering fire and floods.

[7] Delinquencies

A loan is considered to be delinquent if any payment is in arrears by more than 30 days. According to the Portuguese covered bonds legislation, any loan which is in arrears by more than 90 days must be removed from the pool and substituted by another loan which fulfills the elegibility criteria. Therefore, there are no NPL's included in the cover pool.