FIRST SUPPLEMENT

(dated 28 February 2022)

to the

BASE PROSPECTUS

(dated 20 May 2021)

BANCO SANTANDER TOTTA, S.A.

(incorporated with limited liability in Portugal)

€12,500,000,000

COVERED BONDS PROGRAMME

This Supplement dated 28 February 2022 (the " **First Supplement**") to the Base Prospectus dated 20 May 2021 (the "**Base Prospectus**") constitutes a supplement, for the purposes of Articles 8 and 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**"), to the Base Prospectus prepared in connection with the €12,500,000,000 Covered Bonds Programme (the "**Programme**") established by Banco Santander Totta, S.A. (the "**Issuer**", as fully identified in the Base Prospectus), and has been approved as such by the Comissão do Mercado de Valores Mobiliários (the "**CMVM**"). Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

For the purposes of the applicable legal provisions, each of the Issuer, the members of its Board of Directors, the members of its Audit Committee and its Statutory Auditor and Auditor (see "*Governing bodies of Banco Santander Totta, S.A., for the 2019-2021 term office*" in the Base Prospectus as supplemented by this First Supplement, below) hereby declare that, to the best of their knowledge (each having taken all reasonable care to ensure that such is the case), the information contained in this First Supplement, for which each of them is responsible in accordance with the applicable law, is in accordance with the facts and does not omit anything likely to affect the import of such information.

This First Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in, or incorporated by reference in, the Base Prospectus, the statements in this First Supplement will prevail.

Save as disclosed in this First Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

I. GENERAL AMENDMENTS

1. References to, and the definitions of, the Base Prospectus shall be construed as referring to the base prospectus dated 20 May 2021, prepared in connection with the Programme, as supplemented by this First Supplement.

II. COVER PAGE

1. The eleventh paragraph with the wording:

   "The Issuer has been assigned a long-term debt rating of "Baa3" with a stable outlook from Moody's Investors Service España, S.A. ("**Moody's**"), "BBB" with a stable outlook from S&P Global Ratings Europe Limited ("**S&P**"), "BBB +" with a negative outlook from Fitch Ratings Ireland Limited ("**Fitch**") and "A" with a stable outlook from DBRS Ratings GmbH ("**DBRS**")." shall be amended as follows:

   "The Issuer has been assigned a long-term debt rating of "Baa2" with a stable outlook from Moody's Investors Service España, S.A. ("**Moody's**"), "BBB" with a stable outlook from S&P Global Ratings Europe Limited ("**S&P**"), "BBB +" with a stable outlook from Fitch Ratings Ireland Limited ("**Fitch**") and "A" with a stable outlook from DBRS Ratings GmbH ("**DBRS**").".

III. OVERVIEW OF THE COVERED BONDS PROGRAMME

1. The first sentence of the paragraph that makes up the section headed "**Listing and Admission to Trading**" with the wording:

"This document dated 20 May 2021 has been approved by the CMVM as a base prospectus." shall be amended as follows:

"This document dated 20 May 2021 has been approved by the CMVM as a base prospectus and was supplemented on 28 February 2022.".

2. The paragraph that makes up the section headed "**Selling Restrictions**" with the wording:

"There are restrictions on the offer, sale and transfer of the Covered Bonds in the United States, the EEA (including Portugal and Belgium), the UK, Singapore, Switzerland and Japan as set out in Subscription and Sale and Secondary Market Arrangements and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Covered Bonds in a particular jurisdiction, which will be set out in the relevant Final Terms." shall be amended as follows:

"There are restrictions on the offer, sale and transfer of the Covered Bonds in the United States, the EEA (including Belgium), the UK, Singapore, Switzerland and Japan as set out in Subscription and Sale and Secondary Market Arrangements and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Covered Bonds in a particular jurisdiction, which will be set out in the relevant Final Terms.".

IV. RISK FACTORS

1. The second, third, fourth and fifth paragraphs of the risk factor headed "***The Issuer is sensitive to changes in the Portuguese economy***" shall be replaced by the following:

"Two years since the start of the coronavirus ("**COVID-19**") pandemic, the economy is still subject to significant restrictions limiting freedom of movement and the free exercise of economic activity, particularly for services involving greater personal interaction. Consequently, in 2020, GDP in Portugal fell 8.4 per cent. (*Source: INE, National Accounts, September 2021*). The progress made in the rolling out of vaccination programmes and other measures to avoid the widespread of the pandemic in Portugal, together with several governmental initiatives were aimed at mitigating the severe adverse impacts of the pandemic in Portugal and promoting the recovery of economic activity in 2022 and the coming years. In this context, the Bank of Portugal foresees GDP growth of approximately 4.8 per cent. in 2021 and 5.8 per cent. in 2022 (*Source: Bank of Portugal, Economic Projections, December 2021*). The IMF expects the global economy to grow by 5.9 per cent. in 2021 and 4.4 per cent. in 2022, following the 3.1 per cent. contraction registered in 2020. For the euro area, the IMF foresees GDP growth of approximately 5.2 per cent. in 2021 and 3.9 per cent. in 2022 (*Source: IMF, World Economic Outlook Update January 2022*). However, this scenario is still uncertain and there is a possibility that mutations and new variants of SARS-CoV-2, such as the recent Omicron variant, may be resistant to current or future vaccines, leading to increases in new cases and delays in the resurgence of the main global economies. Additionally, the deterioration of the Portuguese economy's productive capacity could end up becoming more permanent, particularly in sectors associated with tourism and hospitality, which have been more adversely affected by the pandemic and related lockdown and travelling restriction measures.

In this context, the Portuguese Government implemented a comprehensive package of measures which included measures to counter the negative economic impact of COVID-19, e.g. guarantee programmes for affected companies and income support measures. At EU level, the ECB announced a Pandemic Emergency Purchase Programme ("**PEPP**"), which currently has an overall envelope of EUR 1,850 billion, which may be increased if financial and economic conditions are so required. Purchases will be conducted until the end of first quarter of 2022 and will include all asset categories eligible under the existing asset purchase programme ("**APP**"), with the aim of eliminating any risks to the smooth transmission of its monetary policy in all jurisdictions of the euro area. The ECB will be flexible when conducting these purchases in order to ensure that euro area banks can access central bank cash during the coronavirus pandemic. To qualify as collateral, the bonds must have been rated as investment grade on 7 April 2020 (by at least one rating agency recognised by the ECB). This instrument should help contain any significant increase in Portuguese bond yields, even if downgraded to levels below investment grade. However, the ECB's monetary policy has come under scrutiny after the German Constitutional Court ruled that some aspects of the institution's earlier bond-buying programme are not backed by EU treaties and thus needed to be fixed. Worries that similar lawsuits could undermine the PEPP have fuelled unease and uncertainty in European sovereign debt markets and its future intervention could therefore become conditioned.

Several financial institutions worldwide, including the Issuer, took unprecedented measures to deal with the pandemic, including having the majority of its employees working remotely. An outbreak of the virus amongst the Issuer's employees or within its facilities, or any quarantines affecting the Issuer's employees, may reduce the Issuer's personnel's ability to carry out their work as usual. Furthermore, the current COVID-19 pandemic and any potential future outbreaks may also have a material adverse effect on the Issuer's counterparties and/or clients, which could result in increased default risk in the performance of the obligations assumed by them, ultimately exposing the Issuer to an increased number of defaults and insolvencies amongst its counterparties and/or clients.".

2. The third and fourth sentences of the sixth paragraph of the risk factor headed "***The COVID-19 pandemic and potential similar future outbreaks may have an adverse effect on the Issuer's ability to make payments under the Covered Bonds***" with the wording:

"The moratoria that will be agreed after 30 June 2020 will end on 30 June 2021. In the case of mortgage loans, the moratoria will last until 31 March 2021." shall be amended as follows:

"The moratoria agreed after 30 June 2020 ended on 30 June 2021. In the case of mortgage loans, the moratoria lasted until 31 March 2021.".

3. A new sentence at the end of the sixth paragraph of the risk factor headed "***The COVID-19 pandemic and potential similar future outbreaks may have an adverse effect on the Issuer's ability to make payments under the Covered Bonds***" shall be added:

"The Portuguese Parliament has, on 18 June 2021, approved Law 50/2021, of 30 July, on the extension of the moratorium for mortgage loans, consumer credit and for beneficiaries operating in sectors which were particularly affected by the COVID-19 pandemic, for those cases where beneficiaries were already covered by the moratorium on 1 October 2020, until 31 December 2021. With the end of the Temporary Legal Moratorium, entities from sectors that were more heavily affected by the Covid-19 pandemic, which are identified in Decree-Law No. 10-J/2020, of 26 March, may benefit from an extension of the maturity of their loans until 30 September 2022. However, the implementation of the measures established by Law 50/2021 are subject to the reactivation of the regulatory and supervisory framework established by the EBA guidelines on legislative and non-legislative moratoriums on loan payments applied in light of the Covid-19 crisis (Guidelines EBA/GL/2020/02). In this context, on 24 June 2021, the EBA has stated that it was clear that any extension decision should have been made prior to 31 March 2021 with a 9-month cap on the length of the maximum duration of payment moratoria. Beyond that, the treatment foreseen in the EBA guidelines on moratoria cannot be applied, and institutions should hence assess individually, when deciding to grant further moratoria, whether the definition of forbearance and/or default is met. The EBA further added that while EBA fully recognises that the expiry of Guidelines EBA/GL/2020/02 has important implications for obligors and banks, in the current juncture, the EBA believes that the potential risks of further prolonging this deadline do not outweigh the potential benefits and that the framework already provides a high degree of flexibility.".

4. The seventh paragraph of the risk factor headed "***The COVID-19 pandemic and potential similar future outbreaks may have an adverse effect on the Issuer's ability to make payments under the Covered Bonds***" shall be deleted.

5. The first and second paragraphs of the risk factor headed "***The BST Group is constrained in its ability to obtain funding in the capital markets and may depend on the ECB for funding and liquidity***" with the wording:

"The ECB currently makes funding available to European banks that satisfy certain conditions, including pledging eligible collateral. As at 31 December 2020, the ECB's net funding (net of investment) to the BST Group increased to EUR 2.9 billion (December 2019: EUR 0.3 billion).

As at 31 December 2020, the BST Group's portfolio of securities eligible for rediscount with the ECB was of EUR 18.4 billion, compared to EUR 14.6 billion as at 31 December 2019.", shall be replaced as follows:

"The financing obtained from the European Central Bank, as at 30 June 2021, in the amount of €7.5 billion (€0.7 billion taken out in March 2021), was entirely based on long-term operations, through the TLTRO III (targeted longer-term refinancing operations) program. Net exposure to the Eurosystem stood at €0.7 billion (June 2020: almost nil).

As at 30 June 2021, the BST Group's portfolio of securities eligible for rediscount with the ECB was of EUR 20.1 billion, compared to EUR 17.3 billion as at 30 June 2020.".

6. The first sentence of the first paragraph of the risk factor headed "***The Issuer is exposed to the depreciation of real estate assets***" with the wording:

"Mortgage lending represented around 48.5 per cent. of the Issuer's credit portfolio in 2020 (compared with 48.8 per cent. in 2019)." shall be amended as follows:

"Mortgage lending represented around 48.9 per cent. of the Issuer's credit portfolio in June 2021 (compared with 47.6 per cent. in June 2020).".

7. The last sentence of the fourth paragraph of the risk factor headed "***The Bank may be unable to issue certain own funds and eligible liability instruments and therefore be either unable to meet its capital requirements/MREL or required to meet its capital requirements/MREL through more costly instruments***" with the wording:

"Moreover, the Issuer has been informed that the MREL requirement needs to be met by 1 January 2022." shall be deleted.

8. The second sentence of the seventh paragraph of the risk factor headed "***The Bank may be unable to issue certain own funds and eligible liability instruments and therefore be either unable to meet its capital requirements/MREL or required to meet its capital requirements/MREL through more costly instruments***" with the wording:

"Requirements will be phased-in from 1 January 2019 (a 16 per cent. minimum TLAC requirement) to 1 January 2022 (an 18 per cent. minimum TLAC requirement)." shall be amended as follows:

"Requirements were phased-in from 1 January 2019 (a 16 per cent. minimum TLAC requirement) to 1 January 2022 (an 18 per cent. minimum TLAC requirement).".

9. The first sentence of the fifth paragraph of the risk factor headed "***Liquidity risks resulting from the Issuer's short-term liabilities towards its customers and new liquidity requirements may affect the Issuer's profitability and lead to an increase in its financing costs***" with the wording:

"The Issuer's LCR, computed in line with the CRD IV standards, was 121.9 per cent. as at 31 December 2020." shall be amended as follows:

"The Issuer's LCR, computed in line with the CRD IV standards, was 131.8 per cent. as at 30 June 2021.".

10. The second sentence of the sixth paragraph of the risk factor headed "***Liquidity risks resulting from the Issuer's short-term liabilities towards its customers and new liquidity requirements may affect the Issuer's profitability and lead to an increase in its financing costs***" with the wording:

"The Issuer's LCR may reduce significantly during 2021, possibly below 100 per cent." shall be amended as follows:

"The Issuer's LCR may reduce significantly during 2022, possibly below 100 per cent.".

11. The third sentence of the third paragraph of the risk factor headed "***The impact on the Issuer of the resolution measures in Portugal cannot be anticipated***" with the wording:

"As of 31 December 2020, BST had financed EUR 139.2 million of this syndicated loan, which corresponds to 19.9 per cent. thereof." shall be amended as follows:

"As of 30 June 2021, BST had financed EUR 209.1 million of this syndicated loan, which corresponds to 20.6 per cent. thereof.".

12. The last sentence of the fourth paragraph of the risk factor headed "***The impact on the Issuer of the resolution measures in Portugal cannot be anticipated***" with the wording:

"Pursuant to Bank of Portugal's Instruction (*Instrução*) 32/2020 for 2021, the rate has been set at 0.060 per cent." shall be amended as follows:

"Pursuant to Bank of Portugal's Instruction (*Instrução*) 22/2021 for 2022, the rate has been set at 0.057 per cent.".

13. The second paragraph of the risk factor headed "***The Issuer is exposed to the risk of its customers being unable to meet their commitments as and when they fall due***" with the wording:

"As at 31 December 2020, the non-performing exposure ratio (as per the EBA definition) represented 2.6 per cent. of the total credit portfolio (compared to 3.2 per cent. as at 31 December 2019) and the non-performing exposure coverage ratio stood at 66.8 per cent. (compared to 53.1 per cent. as at 31 December 2019)." shall be amended as follows:

"As at 30 June 2021, the non-performing exposure ratio (as per the EBA definition) represented 2.5 per cent. of the total credit portfolio (compared to 2.8 per cent. as at 30 June 2020) and the non-performing exposure coverage ratio stood at 73.3 per cent. (compared to 61 per cent. as at 30 June 2020).".

14. A new paragraph immediately after the second paragraph of the risk factor headed **"*The Issuer is subject to complex regulation, including regulatory capital and liquidity requirements, which may change***" shall be added:

"While the final Basel III standards were set to be implemented starting from January 2022 with the output capital floor being phased-in, in light of the Covid-19 pandemic implementation was deferred by one year to January 2023 and will be phased in over five years.".

15. The third paragraph of the risk factor headed "***The Issuer is subject to complex regulation, including regulatory capital and liquidity requirements, which may change***" with the wording:

"As at 31 December 2020, the Issuer had a CET1 ratio and Tier 1 ratio of 20.8 per cent. and 20.8 per cent. respectively, which compares with 15.1 per cent. and 15.1 per cent. respectively in the equivalent period of 2019. For more information regarding the solvency ratios please see the section "*Description of the Issuer – Solvency Ratios".* shall be amended as follows:

"As at 30 June 2021, the Issuer had a CET1 ratio and Tier 1 ratio of 22.1 per cent. and 22.1 per cent. respectively, which compares with 19.8 per cent. and 19.8 per cent. respectively in the equivalent period of 2020. For more information regarding the solvency ratios please see the section "*Description of the Issuer – Solvency Ratios"*.".

16. The third sentence of the fourth paragraph of the risk factor headed "**The Issuer is subject to complex regulation, including regulatory capital and liquidity requirements, which may change**" with the wording:

"The Bank of Portugal's last review of the countercyclical buffer was on 31 March 2021, having confirmed the 0 per cent." shall be amended as follows:

"The Bank of Portugal's last review of the countercyclical buffer was on 31 December 2021, having confirmed the 0 per cent.".

17. The sixth and seventh paragraphs of the risk factor headed "***The Issuer is subject to complex regulation, including regulatory capital and liquidity requirements, which may change***" shall be replaced as follows:

"Santander Totta, SGPS, S.A. is currently in compliance with the Supervisory Review and Evaluation Process ("**SREP**"). According to the notification served by the ECB regarding minimum prudential requirements, to be fulfilled in 2022 on a consolidated basis, the minimum own funds requirements to be observed from the referred date, calculated as a ratio of total RWA, are as follows:

	2022	**Pillar 1**	**Pillar 2**	**Buffers**
CET1	8.344%	4.500%	0.844%	3.00%
T1	10.125%	6.000%	1.125%	3.00%
Total	12.500%	8.000%	1.500%	3.00%

The buffers include the capital conservation buffer (2.5%) and the O-SII buffer (0.5%). The Pillar 2 requirement, in 2022, defined under SREP, is 1.5%.

As at 30 June 2021, Santander Totta, SGPS, S.A. had a CET1 ratio of 22.1 per cent. (fully implemented), a Tier 1 ratio of 22.1 per cent., and a total capital ratio of 24.5 per cent., in compliance with all the capital ratios required by the ECB under SREP.".

18. The last sentence of the thirteenth paragraph of the risk factor headed "***The Issuer is subject to complex regulation, including regulatory capital and liquidity requirements, which may change***" with the wording:

"Nevertheless, the European Commission launched a general public consultation on 25 February 2021, which will be open until 20 May 2021." <u>shall be amended</u> as follows:

"Nevertheless, the European Commission launched a general public consultation on 25 February 2021, which ended 20 May 2021.".

19. The first sentence of the second paragraph of the risk factor headed "***The new covered bonds directive may trigger the need to make adjustments to the Programme***" with the wording:

"The CBD must be implemented into national regulation by 8 July 2021 and covered bond issuers must begin applying such implementing regulation from 8 July 2022, at the latest." <u>shall be amended</u> as follows:

"The CBD should have been implemented into national regulation by 8 July 2021, but this has not yet happened in Portugal, and covered bond issuers must begin applying such implementing regulation from 8 July 2022, at the latest.".

20. The fifth sentence of the fifth paragraph of the risk factor headed "***The value of and return on any Covered Bonds linked to a benchmark may be adversely affected by ongoing national and international regulatory reform in relation to benchmarks***" with the wording:

"Permanent cessation will occur immediately after 31 December 2021 for all euro and Swiss franc LIBOR tenors and certain pounds sterling, Japanese yen and U.S. dollar LIBOR settings and immediately after 30 June 2023, for certain other U.S. dollar LIBOR settings" <u>shall be amended</u> as follows:

"Permanent cessation occurred after 31 December 2021 for all euro and Swiss franc LIBOR tenors and certain pounds sterling, Japanese yen and U.S. dollar LIBOR settings and will occur immediately after 30 June 2023, for certain other U.S. dollar LIBOR settings.".

V. RESPONSIBILITY STATEMENTS

1. The fourth paragraph <u>shall be replaced</u> as follows:

"In accordance with, and for the purposes of, Articles 149,150 and 238(1) and (3)(a) of the Portuguese Securities Code, the Issuer, the members of its Board of Directors, the members of its Audit Committee and PricewaterhouseCoopers & Associados, Sociedade de Revisores Oficiais de Contas, Lda. ("**PwC**") are responsible for the information contained in the Base Prospectus and each of them declares that, to the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Base Prospectus for which it is responsible pursuant to the aforementioned Articles is in accordance with the facts and contains no omissions likely to affect the import of such information.".

2. The sixth paragraph <u>shall be amended</u> as follows:

"In accordance with Article 149(3) (directly and *ex vi* Article 238(1)) of the Portuguese Securities Code, liability of the abovementioned entities is excluded if any such entity proves that the addressee knew or should have been aware of the inaccuracies in the contents of this Base Prospectus on the date of issue of the contractual declaration or when the respective revocation was still possible. Pursuant to Article 150 of the Portuguese Securities Code, the Issuer is strictly liable (i.e. independently of fault) if any of the members of its Board of Directors, its Audit Committee or PwC is held responsible for such information. Further to Article 238(3)(b) of the Portuguese Securities Code, the right to compensation based on the aforementioned responsibility statements is to be exercised within 6 months of the party seeking compensation becoming aware of an inaccuracy in the contents of the Base Prospectus or the amendment thereto, and ceases, in any case, 2 years following disclosure of (i) the Base Prospectus of admission or (ii) the amendment thereto that contains the defective information or forecast.".

3. The last sentence of the thirteenth paragraph with the wording:

"In particular, there are restrictions on the distribution of this Base Prospectus and the offer or sale of Covered Bonds in the United States, the EEA (including, among other countries, Portugal and Belgium), the UK, Switzerland, Singapore and Japan. See Subscription and Sale and Secondary Market Arrangements." <u>shall be amended</u> as follows:

"In particular, there are restrictions on the distribution of this Base Prospectus and the offer or sale of Covered Bonds in the United States, the EEA (including, among other countries, Belgium), the UK, Switzerland, Singapore and Japan. See Subscription and Sale and Secondary Market Arrangements.".

VI. DOCUMENTS INCORPORATED BY REFERENCE

1. In section headed "**Documents Incorporated by Reference**", the following wording shall be included as new paragraph (iii):

"(iii) the unaudited consolidated financial statements of the Issuer (prepared in accordance with IFRS) in respect of the six-month period ended ended 30 June 2021 (English language version available at www.santander.pt and at www.cmvm.pt), including the information set out at the following pages in particular:

Consolidated balance sheet statement as of June 30, 2021 and December 31, 2020	Page 46 (out of 179)
Consolidated statement of profit or loss as of June 30, 2021 and 2020	Page 47 (out of 179)
Consolidated statement of comprehensive income as of June 30, 2021 and 2020	Page 48 (out of 179)
Consolidated statements of changes in shareholder's equity for the periods ended June 30, 2021 and year 2020	Page 49 (out of 179)
Consolidated statements of cash flow for the years ended June 30, 2021 and 2020	Page 50 (out of 179)
Notes to the consolidated financial statements	Pages 51 to 179 (out of 179)

Previous paragraph (iii) shall be referred to as the new paragraph (iv) and previous paragraph (iv) shall be referred to as the new paragraph (v).

VII. DESCRIPTION OF THE ISSUER

1. In section headed "**Governing bodies of Banco Santander Totta, S.A. for the 2019-2021 term office**", before the first paragraph of such section, the following paragraph shall be

included:

"Despite the fact that on 23 November 2021, the General Meeting of shareholders approved the election of corporate officers for the 2022-2024 term of office, including the members of the Board of the General Meeting and of the Board of Directors and Statutory Auditors, these corporate officers have not yet taken up their duties given that the necessary authorisation or non-opposition of the competent supervisory authorities is expected to occur until the end of the first quarter of 2022 and, therefore, the corporate officers elected for the 2019-2021 term remain in office.".

2. In the section headed "**Recent Developments**", the following new paragraphs shall be added at the end of such section:

"On 23 November 2021, BST informed the market that, at the General Meeting of Shareholders held on 23 November 2021 the BST's shareholders approved, among other items on the agenda, the composition of the governing bodies and of the auditors for the three-year period of 2022-2024 and that authorisation by or non-opposition of the competent supervisory authorities have still not been granted.

On 15 December 2021, BST informed the market that it and Santander Totta SGPS, S.A. have been notified by the Bank of Portugal about the decision of the Single Resolution Board on the determination of the MREL in terms of the total risk exposure amount ("**TREA**") and of the leverage ratio exposure ("**LRE**"), in the following terms:

MREL requirements to be met by Santander Totta SGPS, S.A., on a consolidated basis, by 1 January 2022 and 1 January 2024:

Requirement in terms of TREA			**Requirement in terms of LRE**		
	2022	2024		2022	2024
MREL Total	17.43%	20.43%	**MREL Total**	6.88%	7.65%
MREL Subordinated	17.05%	19.28%	**MREL Subordinated**	6.88%	7.65%

MREL requirements to be met by BST, on an individual basis, by 1 January 2022 and 1 January 2024:

Requirement in terms of TREA			Requirement in terms of LRE		
	2022	2024		2022	2024
MREL Total	15.29%	17.23%	**MREL Total**	5.54%	5.91%”

The MREL requirements which have been communicated to both the Bank and the SGPS are consistent with the ongoing funding plan and, considering the information available to date, compliance, by the Bank and the SGPS, of the interim targets due to be met by 1 January 2022, in terms of “TREA” (including the “CBR”) and of “LRE”.

On 10 February 2022, BST informed the market that it had been notified of the ECB’s decision regarding minimum prudential requirements, to be fulfilled in 2022 on a consolidated basis by Santander Totta SGPS, S.A., based on the results of SREP. Additionally, BST informed that the Bank of Portugal informed about the O-SII buffer to be fulfilled by Santander Totta, SGPS, S.A. and that the minimum own funds requirements to be observed from the referred date, calculated as a ratio of total RWA, are as follows:

	2022	**Pillar 1**	**Pillar 2**	**Buffers**	**Ratios 31-Dec-21**
CET1	8.344%	4.500%	0.844%	3.000%	25.16%
T1	10.125%	6.000%	1.125%	3.000%	27.80%
Total	12.500%	8.000%	1.500%	3.000%	28.23%

The buffers include the capital conservation buffer (2.5 per cent.) and the O-SII buffer (0.5 per cent.). The Pillar 2 requirement, in 2022, defined under SREP, is 1.5 per cent. Considering the capital ratios calculated as of 31 December 2021, Santander Totta, SGPS, S.A., complies with the new minimum capital requirements for CET1, Tier 1 and total ratios.”.

VIII. GENERAL INFORMATION

1. The paragraph of the section headed “**Significant or material change**”, with the wording:

“There has been no significant change in the financial performance or financial position of the Issuer since 31 December 2020 and there has been no material adverse change in the prospects of the Issuer since 31 December 2020.” shall be amended as follows:

"There has been no significant change in the financial performance or financial position of the Issuer since 30 June 2021 and there has been no material adverse change in the prospects of the Issuer since 31 December 2020.".

2. The second paragraph of the section headed "**Independent Auditors**", with the wording:

"The financial statements of the Issuer in respect of the financial years ended 31 December 2019 and 31 December 2020 are incorporated by reference in this Base Prospectus" shall be amended as follows:

"The financial statements of the Issuer in respect of the financial years ended 31 December 2019 and 31 December 2020 and the unaudited financial statements of the Issuer in respect of the six-month period ended 30 June 2021 are incorporated by reference in this Base Prospectus.".

3. Paragraph (b) of the section headed "**Documents Available**", with the wording:

"the audited consolidated financial statements of the Issuer in respect of the financial years ended 31 December 2019 and 31 December 2020 (English and Portuguese versions), in each case with the audit reports prepared in connection therewith;" shall be amended as follows:

"the audited consolidated financial statements of the Issuer in respect of the financial years ended 31 December 2019 and 31 December 2020, in each case with the audit reports prepared in connection therewith, and the unaudited consolidated financial statements of the Issuer in respect of the six month period ended 30 June 2021 (Portuguese and English versions).".

IX. SUBSCRIPTION AND SALE AND SECONDARY MARKET ARRANGEMENTS

1. The section related to "**Portugal**" shall be deleted.