

FINAL TERMS FOR COVERED BONDS

Final Terms dated 31 March 2014.

Banco Santander Totta, S.A.

Issue of €1,000,000,000 1.5 per cent. Covered Bonds due 2017
under the €12,500,000,000 Covered Bonds Programme

THE COVERED BONDS (AS DESCRIBED HEREIN) ARE MORTGAGE COVERED BONDS ISSUED IN ACCORDANCE WITH DECREE-LAW 59/2006, OF 20 MARCH 2006 (THE “COVERED BONDS LAW”). THE ISSUER HAS THE CAPACITY TO ISSUE COVERED BONDS IN ACCORDANCE WITH THE COVERED BONDS LAW. THE FINANCIAL OBLIGATIONS OF THE ISSUER UNDER THE COVERED BONDS ARE SECURED BY THE COVER POOL MAINTAINED BY THE ISSUER IN ACCORDANCE WITH THE COVERED BONDS LAW.

This document constitutes the Final Terms relating to the issue of Covered Bonds described herein.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Covered Bonds (the “**Terms and Conditions**”) set forth in this Base Prospectus dated 26 September 2013 and the supplements dated 14 November 2013, 12 December 2013 and 20 March 2014, which together constitute a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the “**Prospectus Directive**”), as amended (which includes the amendments made by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010, to the extent that such amendments have been implemented in a relevant Member State), the Commission Regulation (EC) No 809/2004, as amended (the “**Prospectus Regulation**”) and the Portuguese Securities Code (approved by Decree-law 486/99, of 13 November, as amended, the “**Portuguese Securities Code**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 135C.4 of the Portuguese Securities Code, which implemented Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus as supplemented is available for viewing at Banco Santander Totta, S.A., Rua Áurea, no. 88, 110-063 Lisbon, Portugal, and copies may be obtained from the same address. A copy of the Base Prospectus and any supplements thereto are available for viewing at www.com.bnpt and www.santandertotta.com.

1.	Issuer:	Banco Santander Totta, S.A.
	(i) Series Number:	12
	(ii) Tranche Number:	1
2.	Specified Currency or Currencies:	Euro or "€"
	(i) Aggregate Nominal Amount of Covered Bonds:	
	(a) Series:	€1,000,000,000
	(b) Tranche:	€1,000,000,000
	(ii) Specify whether Covered Bonds are to be admitted to trading:	Yes (Series Number 12, Tranche Number 1)
	(iii) Issue Price:	99.98 per cent. of the Aggregate Nominal Amount
	(iv) Net Proceeds (Required only for listed issues):	€998.200,000
3.	Specified Denominations:	€100,000
	(i) Issue Date:	1 April 2014
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
4.	Maturity Date:	3 April 2017
5.	Extended Maturity Date:	Applicable 3 April 2018
6.	Interest Basis:	
	(i) Period to (and including) Maturity Date:	1.5 per cent. <i>per annum</i> Fixed Rate (further particulars specified below)
	(ii) Period from (but excluding) Maturity Date up to (and including) Extended Maturity Date:	1 month EURIBOR plus 0.88 per cent. <i>per annum</i> Floating Rate (further particulars specified below)
7.	Redemption/Payment Basis:	Redemption at par
8.	Change of Interest or Redemption/Payment Basis:	Fixed Rate Covered Bonds Provisions apply as per item 12 and Floating Rate Covered Bonds Provisions apply as per item 13
9.	Put/Call Options:	Not Applicable
	(i) Status of the Covered Bonds:	The Covered Bonds will be direct, unconditional and senior obligations of the Issuer and rank equally with all other mortgage covered bonds issued or to be issued by the Issuer. The Covered Bonds will qualify as mortgage covered bonds for the purposes of the Covered Bonds Law
	(ii) Date Board approval for issuance of Covered Bonds obtained:	19 March 2014
10.	Method of distribution:	Syndicated
11.	Listing/Admission to Regulated Market:	Euronext Lisbon

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12. Fixed Rate Covered Bonds Provisions
- To Maturity Date: Applicable
 - From Maturity Date up to Extended Maturity Date: Not Applicable
 - (i) Rate(s) of Interest:
 - To Maturity Date: 1.5 per cent. *per annum* payable annually in arrears
 - (ii) Interest Payment Date(s):
 - To Maturity Date: 3 April in each year up to and including the Maturity Date
 - (iii) Fixed Coupon Amount [(s)]:
 - To Maturity Date: €1,500 per €100,000 in nominal amount except for the First Coupon Amount which will be €1,508.22 per €100,000 in nominal amount
 - (iv) Broken Amount:
 - To Maturity Date: €1,508.22 per €100,000 in nominal amount payable only on the first Interest Payment Date falling on 3 April 2015
 - (v) Day Count Fraction
 - To Maturity Date: Actual/Actual (ICMA)
 - (vi) Determination Date(s):
 - To Maturity Date: 3 April in each year
 - (vii) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: None
13. Floating Rate Covered Bonds Provisions
- To Maturity Date: Not Applicable
 - From Maturity Date up to Extended Maturity Date: Applicable
 - (i) Specified Period(s)/Specified Interest Payment Dates:
 - From Maturity Date up to Extended Maturity Date: Monthly on the 3rd calendar day of each month starting on 3 April 2017 up to and including the Extended Maturity Date
 - (ii) Business Day Convention:
 - From Maturity Date up to Extended Maturity Date: Modified Following Business Day Convention
 - (iii) Additional Business Centre(s):
 - From Maturity Date up to Extended Maturity Date: Not Applicable
 - (iv) Manner in which the Rate of Interest and Interest Amount is to be determined:
 - From Maturity Date up to Extended Maturity Date: Screen Rate Determination
 - (v) Party responsible for calculating the Rate of Interest and Interest Amount:

	<ul style="list-style-type: none"> • From Maturity Date up to Extended Maturity Date: 	Banco Santander Totta, S.A.
(vi)	Screen Rate Determination:	
A.	To Maturity Date:	
	<ul style="list-style-type: none"> • Reference Rate: • Interest Determination Date: • Relevant Screen Page: 	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
B.	From Maturity Date up to Extended Maturity Date:	
	<ul style="list-style-type: none"> • Reference Rate: • Interest Determination Date: • Relevant Screen Page: 	<p>1 month EURIBOR</p> <p>The second TARGET 2 Settlement Day prior to the commencement of each Interest Period</p> <p>Reuters EURIBOR 01</p>
(vii)	ISDA Determination:	
A.	To Maturity Date:	
	<ul style="list-style-type: none"> • Floating Rate Option: • Designated Maturity: • Reset Date: 	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
B.	From Maturity Date up to Extended Maturity Date:	
	<ul style="list-style-type: none"> • Floating Rate Option: • Designated Maturity: • Reset Date: 	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
(viii)	Margin(s):	
	<ul style="list-style-type: none"> • To Maturity Date: • From Maturity Date up to Extended Maturity Date: 	<p>Not Applicable</p> <p>Plus 0.88 per cent., <i>per annum</i></p>
(ix)	Minimum Rate of Interest:	
	<ul style="list-style-type: none"> • To Maturity Date: • From Maturity Date up to Extended Maturity Date: 	<p>Not Applicable</p> <p>Not Applicable</p>
(x)	Maximum Rate of Interest:	
	<ul style="list-style-type: none"> • To Maturity Date: • From Maturity Date up to Extended Maturity Date: 	<p>Not Applicable</p> <p>Not Applicable</p>
(xi)	Day Count Fraction:	
	<ul style="list-style-type: none"> • To Maturity Date: • From Maturity Date up to Extended Maturity Date: 	<p>Not Applicable</p> <p>Actual/360</p>
(xii)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Terms and Conditions:	
	<ul style="list-style-type: none"> • To Maturity Date: • From Maturity Date up to Extended Maturity Date: 	<p>Not Applicable</p> <p>Not Applicable</p>
14.	Zero Coupon Covered Bonds Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

15. Call Option:	Not Applicable
16. Put Option:	Not Applicable
17. Final Redemption Amount of each Covered Bond:	€100,000 per Covered Bond
Early Redemption Amount of each Covered Bond payable on an event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6 (<i>Redemption and Purchase</i>)):	Applicable. At par together with interest accrued up to but excluding the relevant redemption date

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

Form of Covered Bonds:	Book-Entry form (<i>forma escritural</i>) Bearer (<i>ao portador</i>) Covered Bonds
Other final terms:	Not Applicable

DISTRIBUTION

(i) If syndicated, names of Managers:	Banco Santander Totta, S.A. BNP Paribas Crédit Agricole Corporate & Investment Bank Merrill Lynch International UniCredit Bank AG
(ii) Date of Subscription Agreement:	31 March 2014
(iii) Stabilising Manager(s) (if any):	Not Applicable
If non-syndicated, name of relevant Dealer:	Not Applicable
U.S. Selling Restrictions:	Not Applicable
Additional selling restrictions:	Not Applicable

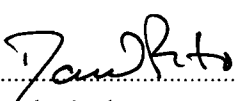
PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms for issue and admission to trading on the regulated market of Euronext Lisbon. The Base Prospectus and the form of Final Terms allows for admission to trading on other regulated markets of the Covered Bonds described herein pursuant to the €12,500,000,000 Covered Bonds Programme of Banco Santander Totta, S.A..

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B – OTHER INFORMATION

1. Listing

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| (i) | Listing and admission to trading: | Application has been made for the Covered Bonds to be admitted to trading on Euronext Lisbon with effect on or around 1 April 2014 |
| (ii) | Estimate of total expenses related to admission to trading: | €5,000 |

2. Ratings

Ratings:	The Covered Bonds to be issued are expected to be rated by Moody's, Fitch and DBRS: Moody's: Baa3 Fitch: BBB DBRS: AL
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3. Interests of natural and legal persons involved in the Issue

Save for fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuers and its affiliates in the ordinary course of business.

4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

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|-------|---------------------------|----------------------------|
| (i) | Reasons for the offer: | General corporate purposes |
| (ii) | Estimated net proceeds: | €998,200,000 |
| (iii) | Estimated total expenses: | €1,600,000 |

5. Yield - Fixed Rate Covered Bonds only

Indication of yield:	1.507 per cent. <i>per annum</i> The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield
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6. Operational Information

ISIN Code:	PTBSQDOE0020
Common Code:	105177356
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable