

FOURTH SUPPLEMENT

(dated 30 March 2016)

to the

BASE PROSPECTUS

(dated 29 July 2015)



BANCO SANTANDER TOTTA, S.A.

(incorporated with limited liability in Portugal)

€12,500,000,000

COVERED BONDS PROGRAMME

This Supplement dated 30 March 2016 (the “**Supplement**”) to the Base Prospectus dated 29 July 2015 as supplemented on 10 September 2015, on 25 September 2015 and on 18 February 2016 (together, the “**Base Prospectus**”) constitutes a supplement to the Base Prospectus for the purposes of Articles 135-C, 142 and 238 of the Portuguese Securities Code prepared in connection with the Covered Bonds Programme (the “**Programme**”) established by Banco Santander Totta, S.A. (the “**Issuer**”, fully identified in the Base Prospectus). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Each of the Issuer, the members of its Board of Directors, the members of its Audit Board (see “*Management and Statutory Bodies*” in the Base Prospectus) and its Statutory Auditor (see “*Management and Statutory Bodies*” in the Base Prospectus) hereby declares that, to the best of its knowledge (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This 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 Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or 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 dated 29 July 2015 shall be deemed to include this Supplement dated 30 March 2016.
2. All references to the share capital of Banco Santander Totta, S.A. shall be deemed to refer to the amount of €1.256.723.284,00 represented by ordinary shares with a nominal value of €1.
3. All references to the outlook assigned by Fitch to the Issuer shall be deemed to refer to a stable outlook.

II. OVERVIEW OF THE COVERED BONDS PROGRAMME

4. The first paragraph of the section headed “**Listing and Admission to Trading**”, in the chapter headed “**Overview of the Covered Bonds Programme**” of the Base Prospectus, with the wording:

“This document dated 29 July 2015 has been approved by the CMVM as a base prospectus and application was made to Euronext for the admission of Covered Bonds issued under the Programme to trading on the regulated market Euronext Lisbon (“**Euronext Lisbon**”).” shall be amended as follows:

“This document dated 29 July 2015, as supplemented on 10 September 2015, 25 September 2015, 18 February 2016 and 30 March 2016, has been approved by the CMVM as a base prospectus and application was made to Euronext for the admission of Covered Bonds issued under the Programme to trading on the regulated market Euronext Lisbon (“**Euronext Lisbon**”).”.

III. RISK FACTORS

5. On page 7 of the Base Prospectus in the section headed “**Portugal may be subject to further rating reviews by the rating agencies, with implications on the funding of the economy and on the Issuer’s activity**” the first paragraph with the wording:

“Current ratings of the Portuguese Republic are as follows: S&P: BB as of 13 January 2012, with credit watch stable as of 20 March 2015; Moody’s: Ba1 as of 27 July 2014, with a stable outlook also as of 27 July 2014; Fitch: BB+ as of 24 November 2011, with a positive outlook confirmed as of 27 March 2015; DBRS: BBB (low) as of 30 January 2012, with a stable outlook as of 15 May 2015. DBRS is not established in the EU and has not applied for registration under the CRA Regulation. DBRS’ ratings have been endorsed by DBRS Ratings Limited in accordance with the CRA Regulation. DBRS Ratings Limited is established in the EU and registered under the CRA Regulation.” shall be amended as follow:

“Current ratings of the Portuguese Republic are as follows: S&P: BB+ as of 18 September 2015, with credit watch stable as of 18 March 2015; Moody’s: Ba1 as of 27 July 2014, with a stable outlook also as of 27 July 2014; Fitch: BB+ as of 4 November 2011, with a stable outlook as of 4 March 2016; DBRS: BBB (low) as of 30 January 2012, with a stable outlook as of 13 November 2015. DBRS is not established in the EU and has not applied for registration under the CRA Regulation. DBRS’ ratings have been endorsed by DBRS

Ratings Limited in accordance with the CRA Regulation. DBRS Ratings Limited is established in the EU and registered under the CRA Regulation.”

6. On page 28 of the Base Prospectus in the section headed “**The auditors’ report scheduled to the audited consolidated financial statements of the Issuer in respect of the financial year ended 31 December 2014 contains an emphasis**” the last paragraph shall be deleted and replaced by the following paragraphs:

“The Issuer was notified on 4 March of 2016 of the ruling of the High Court of Justice of London on the legal actions submitted by the Issuer against the following state owned enterprises - Metropolitan de Lisboa, E.P.E., Companhia de Carris de Ferro de Lisboa, S.A., Metro do Porto, S.A., and Sociedade de Transportes Colectivos do Porto, S.A..

As referred above, these legal actions were initially submitted by the Issuer in order to confirm the validity of nine agreements entered into between 2005 and 2007 by the Issuer and said state owned enterprises that, from September 2013 onwards suspended the payment of the net interest due on such swap agreements. In particular, the Issuer requested to the English court a legal statement regarding i) the validity and binding force of such agreements and, ii) given the suspension of payments mentioned above, the conviction of said state owned enterprises to pay the net interest associated to such agreements, which on 1 October 2015 amounted to EUR 272.561.157.

The High Court of Justice of London declared all nine agreements valid and binding and thus, confirming the Issuer’s understating in respect of such agreements. The exact amounts to be paid by said state owned enterprises as well as the terms of such conviction will be set up by Court Order and when issued will be disclosed by the Issuer to the market accordingly.

Despite the Issuer’s understanding described above, an adverse outcome in the outstanding legal actions could affect the Issuer’s financial condition and results of operations, considering the amounts referred to above.”

IV. DESCRIPTION OF THE ISSUER

7. On page 153 of the Base Prospectus, in the section headed “**Recent Developments**”, in the chapter headed “**Description of the Issuer**”, two new paragraphs shall be added at the end of such section, with the wording:

“On 10 March 2016, Fitch reaffirmed the rating assigned to the covered bonds issued by BST of A- and the corresponding outlook was revised to stable from positive.”

On 22 March 2016, BST disclosed that its share capital increased in €300,000,000, from €956,723,284 to €1.256.723.284,00, through the issue of ordinary book-entry and nominative shares with the nominal amount of €1 each. This share capital increase was reserved to BST’s shareholders and resulted in the increase of BST’ share capital to €1.256.723.284,00 further to the extraordinary meeting of shareholders of the Issuer held on 29 February 2016.”