

IMPORTANT NOTICE

The Depository Trust Company



#: 5363-09
Date: July 31, 2009
To: All Participants
Category: Dividends
From: International Services
Attention: Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject: Procedures for certain tax refunds - Country: Spain
Banco Santander, S.A.
CUSIP: 05964H105
Record Date: 07/31/09 Payable Date: 08/10/09

The Depository Trust Company has received from JP Morgan Chase Bank the attached information regarding certain tax refunds on the above captioned dividend.

As directed in the notice, participants that have qualified beneficial holders that expect to benefit from this procedure should secure the required documentation.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

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BANCO SANTANDER S.A.

CUSIP: 05964H105

RECORD DATE: July 31, 2009

PAY DATE: August 10, 2009

As Depositary for the American Depositary Shares ("ADSs") of **Banco Santander, S.A.**, CUSIP: 05964H105 JPMorgan / GlobeTax is distributing this important notice announcing tax refund procedures for residents of the United States and other treaty eligible countries.

On **August 10, 2009**, JPMorgan will pay **82%** of the dividend to all DTC Participants, representing payment of the **Banco Santander, S.A.** dividend of **0.135234 Euro per ADS (0.135234 Euro per Ordinary Share)**. This dividend is subject to **18% withholding tax** under Spanish law.

DEADLINES

Quick Filing Deadline	August 17, 2009
Final Deadline	July 1, 2013

WITHHOLDING RATES AND REQUIRED DOCUMENTATION

(This is a brief and incomplete summary of many different Tax Conventions. With regard to any particular circumstances and local tax consequences, advice should be obtained from your own tax counsel.)

Unfavorable Rate (18%)

Entity Types

- Any shareholder who cannot or does not claim the application of any tax convention with the Spain
- Any shareholder whose Treaty Benefits under a Tax Convention would be less than the 18% statutory withholding tax
- All accounts that do not meet the criteria of any other category

Required Documentation

- None

EDS Action

- This issue is not EDS eligible

Favorable Rate (15%)U.S. Eligible Entities

Entity Types

- Any shareholder who is a resident of the United States for tax purposes

Required Documentation

- **ESP CLAIM** – providing the listing of the beneficial owners in this category electronically through the website <https://www.globetaxesp.com>, **or**
- **COVER LETTER** – (Exhibit 1), **and**
- **FORM 6166** – signed and stamped by the Internal Revenue Service, which will verify the Beneficial Owner's name, tax identification number, and status as a resident of the United States. **This Form 6166 must mention the United States – Spain Income Tax convention and must be dated within 11 months of submission to the JPMorgan / GlobeTax.**

EDS Action

- This issue is not EDS eligible

Favorable Rate (15%)Non-U.S. Eligible Entities

Entity Types

- Any shareholder who is resident for tax purposes in one of the following countries:

Algeria, Argentina, Australia, Austria*, Belgium, Bolivia, Bulgaria, Brazil, Canada, Croatia, Cuba, Czech Republic, Ecuador, Estonia, Finland, France, Germany*, Hungary, Iceland, India, Indonesia, Ireland, Italy, Japan, Latvia, Lithuania, Luxembourg, Macedonia, Mexico, Morocco, Netherlands*, New Zealand, Norway, Philippines, Poland, Portugal, Romania, Russian Federation, Slovakia, Slovenia, South Africa, South Korea, Sweden*, Switzerland*, Tunisia, Turkey, United Arab Emirates, United Kingdom*, Uzbekistan, and Vietnam

Required Documentation

- **ESP CLAIM** – providing the listing of the beneficial owners in this category electronically through the website <https://www.globetaxesp.com>, **or**
- **COVER LETTER** – (Exhibit 1), **and**
- **CERTIFICATION OF RESIDENCE** – An **ORIGINAL** **Peticion de Reducción** will be required for any non-U.S. entity whose country of residence has formally agreed to the use of such forms (these countries are denoted with a * below). A stand-alone Certification of Residence (in English or Spanish) completed by the relevant Tax Administration is required if there is no specific **Peticion de Reducción** for the beneficial owners' country of residence. **In all cases the Certificate of Residence must mention the treaty between the beneficial owner's country of residence and Spain and be dated within 11 months of presenting it to JPMorgan / GlobeTax.**

EDS Action

- This issue is not EDS eligible

Favorable Rate (12%)Non-U.S. Eligible Entities

Entity Types

- Any shareholder who is resident for tax purposes in one of the following countries:

Egypt

Required Documentation

- **ESP CLAIM** – providing the listing of the beneficial owners in this category electronically through the website <https://www.globetaxesp.com>, **or**
- **COVER LETTER** – (Exhibit 1), **and**
- **CERTIFICATION OF RESIDENCE** - A stand-alone Certification of Residence (in English or Spanish) completed by the relevant Tax Administration is required. **The Certificate of Residence must mention the treaty between the beneficial owner's country of residence and Spain and be dated within 11 months of presenting it to JPMorgan / GlobeTax.**

EDS Action

- This issue is not EDS eligible

Favorable Rate (10%)Non-U.S. Eligible Entities

Entity Types

- Any shareholder who is resident for tax purposes in one of the following countries:

Chile, China, Greece, Iran, Israel, Thailand, Venezuela

Required Documentation

- **ESP CLAIM** – providing the listing of the beneficial owners in this category electronically through the website <https://www.globetaxesp.com>, **or**
- **COVER LETTER** – (Exhibit 1), **and**
- **CERTIFICATION OF RESIDENCE** - A stand-alone Certification of Residence (in English or Spanish) completed by the relevant Tax Administration is required. **The Certificate of Residence must mention the treaty between the beneficial owner's country of residence and Spain and be dated within 11 months of presenting it to JPMorgan / GlobeTax.**

EDS Action

- This issue is not EDS eligible

Favorable Rate (5%) Non-U.S. Eligible Entities

Entity Types

- Any shareholder who is resident for tax purposes in one of the following countries:

Colombia, Malaysia, Malta, Saudi Arabia

Required Documentation

- **ESP CLAIM** – providing the listing of the beneficial owners in this category electronically through the website <https://www.globetaxesp.com>, **or**
- **COVER LETTER** – (Exhibit 1), **and**
- **CERTIFICATION OF RESIDENCE** - A stand-alone Certification of Residence (in English or Spanish) completed by the relevant Tax Administration is required

For reasons of cost effectiveness, only those ADR holders with more than **20,000** ADRs may file using the quick refund process or the standard refund process.

ESP Electronic Submission Portal

powered by **GLOBETAX**

JPMorgan, offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simplified transfer of beneficial owner level data from the Participant to JPMorgan and creates applicable documentation on the Participants behalf.

Submit the data online through the web site below, print out the documents on letterhead, sign them, and mail them to JPMorgan / GlobeTax along with the necessary Certification of Residence (Form 6166 for U.S. entities). To be qualified under the quick refund process the hard copy documentation must be received by August 17, 2009 but claims can generally be submitted through the system until July 1, 2013 for the standard refund process.

These claims should be submitted through the following web site. (Requires a one-time registration)

<https://www.globetaxesp.com>

Please contact Mr. Alex Pinho at 1-800-929-5484 if you have any questions about this process.

STANDARD (LONG-FORM) FILING PROCEDURE – FOR ALL SHAREHOLDERS

Under the provisions of the Double Taxation Treaty, **shareholders generally have four years from the local payment date to file a claim** with JPMorgan / GlobeTax. Claims submitted after the quick process deadline of August 17, 2009 must be sent to JPMorgan / GlobeTax.

Claims submitted after **August 17, 2009** will require:

1. **ESP CLAIM** – providing the listing of the beneficial owners in this category electronically through the website <https://www.globetaxesp.com>, **or**
2. **COVER LETTER** – (Exhibit 1) This cover letter must be submitted on the company letterhead of the DTC Participant. The cover letter should state the name, address, fiscal residence, taxpayer I.D., number of ADR shares, and the amount to be refunded for each ADR beneficial owner on the record date for which a claim is submitted. The format for the cover letter can be found in the following pages of this notice.
3. **CERTIFICATE OF RESIDENCY (or Petición de Devolución for non-U.S. residents)**: U.S. residents need to submit an **ORIGINAL** IRS Form 6166 signed and stamped by the Internal Revenue Service, which will verify the Beneficial Owner's name, tax identification number, and status as a resident of the United States. **This Form 6166 must mention the Double Taxation Agreement between the United States and Spain and must be dated within 11 months of submission to the JPMorgan / GlobeTax.**

Petición de Devolucion must be completed by the country of residence of the beneficial owner and must cover the period of the dividend. These forms are only available for the following countries. (Germany, Belgium, Netherlands, United

Kingdom, and Sweden) A copy of these forms is available through JPMorgan / GlobeTax by calling Alex Pinho at (800) 929-5484 or (212) 747-9100.

Residents of all other countries must provide an original Certification of Residency (in English or Spanish) signed and stamped by their local Tax Authority and must be dated no more than 11 months prior to sending it to JPMorgan / GlobeTax.

To obtain the appropriate forms, please contact:

JPMorgan / GlobeTax.
90 Broad Street, 16th Floor
New York, New York 10004-2205
Attn: Alex Pinho
Telephone (800) 929-5484

JPMorgan
Dividend Disbursing Agent

SAMPLE FORMAT FOR COVER LETTER TO JPMORGAN / GLOBETAX

[DATE]

JPMorgan / GlobeTax
90 Broad Street, 16th Floor
New York, NY 10004-2205
Attn: Banco Santander

Enclosed please find tax reclamation documents which we have submitted on behalf of our clients who have had excess tax withheld on Spanish ADRs. We, **[NAME OF DTC PARTICIPANT]**, also identified as DTC participant number **[DTC PARTICIPANT NUMBER]**, hereby state that each beneficial owner cited below held the respective amount of shares on the record date of **July 31, 2009** for the security **Banco Santander**.

Below is the list of beneficial owners and their holdings. As required, original Certification of Residency (in English or Spanish), issued within the last 11 months (for each beneficial owner) are attached. **The ratio is 1 ADR Share to 1 Ordinary share.** The information is as follows:

<u>Name & address</u>	<u>Fiscal residence TIN/SSN</u>	<u># of ADR shares</u>	<u>Refund Amount</u>
1)			
2)			
3)			
4) etc.			
		Grand Total	_____

We ask that JPMorgan, as Depositary, present these excess withholding tax refund requests on behalf of the above beneficial owners. Should you have any questions, please contact the undersigned at **[SIGNATORY'S TELEPHONE NUMBER]**.

Indemnification

In consideration of the services provided by J.P.Morgan contemplated hereby and the assistance provided by the issuer of the shares underlying the ADRs (the "Issuer"), we agree to indemnify, defend, hold and save J.P.Morgan, the Issuer and their respective affiliates, and the respective directors, officers, agents and employees of J.P.Morgan, the Issuer and each of their affiliates from and against any and all costs, damages or liabilities (including, without limitation, tax payments, interest charges, penalties or other costs assessed by relevant tax and administrative authorities, and the reasonable fees and disbursements of counsel) as a result of any deficiency or inaccuracy in the information provided in or in connection with this document.

Sincerely,

[Signature of authorized signatory for DTC Participant]
[NAME AND TITLE OF AUTHORIZED OFFICER FOR DTC PARTICIPANT]

PAYMENT ADDRESS: _____

The list of tax-exempt entities for the Spanish Authorities is the following:

African Development Bank
Asian Development Bank
European Bank for Reconstruction and Development
European Central Bank
European Investment Bank
European Monetary Institute
European Patent Organization
European Space Agency
European Union
Inter-American Development Bank
International Atomic Energy Agency
International Bank of Reconstruction and Development (IBRD)
International Civil Aviation Organisation
International Development Association
International Financial Corporation
International Fund for Agricultural Development
International Labour Organisation (ILO)
International Maritime Organisation
International Monetary Fund (IMF)
International Oil Council
International Telecommunications Union
North Atlantic Treaty Organization (NATO)
Spanish Red Cross
United Nations Children's Fund (UNICEF)
United Nations (UN)
United Nations Refugee Agency
United Nations Education, Science and Culture Organisation (UNESCO)
United Nations Food and Agricultural Organisation
United Nations World Food Program
Universal Postal Union
World Health Organisation (WHO)
World Intellectual Property Organisation (WIPO)
World Tourism Organisation (WTO)
World Trade Organisation
World Weather Organisation