

## AMENDED AND RESTATED FINAL TERMS

### FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

(Amended and Restated Final Terms dated 31 January 2023 amending and restating Final Terms dated 9 December 2022)

**Santander International Products plc**

**Legal entity identifier (LEI): 549300EBI9IZCEJIF589**

Issue of EUR 6,100,000 Credit Suisse Group AG Credit Linked Notes due 2023

Guaranteed by

**BANCO SANTANDER, S.A.**

under the

**EUR 10,000,000,000 Euro Medium Term Note Programme**

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 8 August 2022 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the "Base Prospectus"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. Prospective investors should note that investing in the Notes entails certain risks including (without limitation) the risk that the Issue Price may be greater than the market value of the Notes and the risk that the Calculation Agent may exercise its discretion in such a way as to affect amounts due and payable under the Notes and/or their Maturity Date. For a more detailed description of certain of the risks involved, see "Risk Factors" on pages 14 to 70 of the Base Prospectus.

The Base Prospectus has together with these Final Terms have been published on the website of The Irish Stock Exchange plc trading as Euronext Dublin ([www.live.euronext.com](http://www.live.euronext.com)) in an agreed electronic format.

1.	(i)	Issuer:	Santander International Products plc
	(ii)	Guarantor:	Banco Santander, S.A.
2.	(i)	Series Number:	1263
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
	(iv)	Applicable Annex(es):	Annex 5: Credit Linked Conditions
3.		Type of securities:	Notes
4.		Specified Currency or Currencies:	Euros ("EUR")
5.		Aggregate Principal Amount of Notes:	
	(i)	Series:	EUR 6,100,000
	(ii)	Tranche:	EUR 6,100,000
6.		Issue Price:	100% of the Aggregate Principal Amount
7.	(i)	Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
	(ii)	Calculation Amount:	So long as the Notes are represented by a Temporary Global Note or a Permanent Global Note and the relevant clearing systems so permit, the Notes will be tradable only in the minimum authorised denomination of EUR 100,000 and higher integral multiples of EUR 1,000, notwithstanding that no definitive Notes will be issued with a denomination above EUR 199,000.
8.	(i)	Issue Date:	EUR 1,000
			12 December 2022

(ii)	Interest Date:	Commencement Date	Issue Date
(iii)	Trade Date:		1 December 2022
9.	Maturity Date:		20 December 2023 (the " <b>Scheduled Maturity Date</b> "), subject to the provisions of the Credit Linked Conditions and these Final Terms
10.	Interest Basis:	8.35% Fixed Rate	(further particulars specified in items 19 and 20 below)
11.	Redemption/Payment basis:	Credit Linked: please see paragraph " <i>Provisions Relating to Credit Linked Notes</i> " below for more details	
12.	Reference Item(s):	The following Reference Item will apply for Interest and Redemption determination purposes:	
			The Reference Entity
13.	Change of Interest Redemption/Payment Basis:	or	Not Applicable
14.	Put/Call Options:		Not Applicable
15.	Settlement Exchange Rate Provisions:		Not Applicable
16.	(i) Status of the Notes:	Senior	
	(ii) Status of the Guarantee:	Senior Preferred	
	(iii) Date Board approval for issuance of Notes and Guarantee obtained:	9 December 2022	
17.	Knock-in Event:		Not Applicable
18.	Knock-out Event:		Not Applicable

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

19.	<b>Interest:</b>	Applicable, subject to the provisions of paragraph "Credit Linked Note Provisions" and the Credit Linked Conditions
	(i) Interest Payment Date(s):	20 December 2023
	(ii) Margin(s):	Not Applicable
	(iii) Minimum Interest Rate:	Not Applicable
	(iv) Maximum Interest Rate:	Not Applicable
	(v) Day Count Fraction:	1/1
	(vi) Rate of Interest:	In respect of the Interest Payment Date: Fixed Rate
	(vii) Specified Interest Amount Multiplier:	Not Applicable

20.	<b>Fixed Rate Note Provisions</b>	Applicable, subject to the provisions of paragraph "Credit Linked Note Provisions" and the Credit Linked Conditions
	(i)      Rate of Interest:	8.35% payable in arrear
	(ii)     Fixed Coupon Amount for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
	(iii)   Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
21.	<b>Floating Rate and CMS Linked Note Provisions</b>	Not Applicable
22.	<b>Equity Linked Note interest provisions:</b>	Not Applicable
23.	<b>Inflation Linked Note interest provisions:</b>	Not Applicable
24.	<b>ETF Linked Note interest provisions:</b>	Not Applicable
25.	<b>Fund Linked Note interest provisions:</b>	Not Applicable
26.	<b>Foreign Exchange (FX) Rate Linked Note interest provisions:</b>	Not Applicable
27.	<b>EUA Contract Linked Note interest provisions:</b>	Not Applicable
28.	<b>Reference Item Rate Linked Note interest provisions</b>	Not Applicable
29.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

30.	<b>Call Option</b>	Not Applicable
31.	<b>Put Option:</b>	Not Applicable
32.	<b>Final Redemption Amount of each Note:</b>	Calculation Amount * 100%
33.	<b>Final Payout:</b>	Not Applicable
34.	<b>Automatic Early Redemption:</b>	Not Applicable
35.	<b>Early Redemption Amount:</b>	
	Early Redemption Amount (Tax) per Calculation Amount payable on redemption for taxation reasons:	Market Value less Associated Costs
	Redemption Amount(s) per Calculation Amount payable on an event of default:	Market Value less Associated Costs

Termination Amount(s) per Calculation Amount payable on an occurrence of an Extraordinary Fund Event:	Not Applicable
Early Redemption Amount per Calculation Amount payable following an early redemption in all other cases pursuant to the Conditions:	Market Value less Associated Costs
Fair Market Value Interest Element:	Applicable
36. <b>Equity Linked Note redemption provisions:</b>	Not Applicable
37. <b>ETF Linked Note redemption provisions:</b>	Not Applicable
38. <b>Inflation Linked Note redemption provisions:</b>	Not Applicable
39. <b>Credit Linked Note redemption provisions:</b>	Applicable – please refer to the section headed " <i>Provisions Relating to Credit Linked Notes</i> " below for more information
40. <b>Fund Linked Note redemption provisions:</b>	Not Applicable
41. <b>EUA Contract Linked Note Redemption Provisions:</b>	Not Applicable
42. <b>Foreign Exchange (FX) Rate Linked Note redemption provisions:</b>	Not Applicable
43. <b>Reference Item Rate Linked Note redemption provisions</b>	Not Applicable

#### **PROVISIONS APPLICABLE TO EQUITY LINKED NOTES**

44. <b>Equity Linked Note Provisions:</b>	Not Applicable
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#### **PROVISIONS APPLICABLE TO ETF LINKED NOTES**

45. <b>ETF Linked Note Provisions:</b>	Not applicable
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#### **PROVISIONS APPLICABLE TO INFLATION LINKED NOTES**

46. Inflation Linked Note Provisions:	Not Applicable
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#### **PROVISIONS RELATING TO CREDIT LINKED NOTES**

47. Credit Linked Note Provisions:	Applicable:
	(a) Credit Linked Interest: Applicable
	Accrual of Interest up to Credit Event: Not applicable
	(b) Credit Linked Redemption: Applicable
(i) Type of Credit Linked Notes:	The Notes are Single Reference Entity
(ii) Credit Event Redemption Amount:	Applicable

(iii)	Protected Amount:	Not applicable
(iv)	Unwind Costs:	Standard Unwind Costs
(v)	Credit Multiplier:	Credit Linked Condition 13 applies
(vi)	(a) Credit Event Redemption Date:	Applicable
	(b) Maturity Credit Redemption:	Applicable
(vii)	Settlement Method:	Auction Settlement  (see further item(s) (xxx) to (xxxii) below)
(viii)	Calculation Agent City:	London
(ix)	Business Day Convention:	Modified Following Business Day Convention
(x)	Reference Entity(ies):	Credit Suisse Group AG
(xi)	Standard Terms:	Applicable, for which purpose the Date of the Standard Terms is 2 May 2022
(xii)	Transaction Type:	Standard European Corporate
(xiii)	Reference Entity Notional Amount:	As defined in Credit Linked Condition 13
(xiv)	Reference Obligation(s):	Initially none, subject to the Calculation Agent's ability to select and/or replace the Reference Obligation
(xv)	All Guarantees:	Applicable
(xvi)	Credit Events:	As per the Standard Terms
	(a) Default Requirement:	As set out in Credit Linked Condition 13
	(b) Payment Requirement:	As set out in Credit Linked Condition 13
(xvii)	Notice of Publicly Available Information:	Applicable  Public Source(s): As set out in Credit Linked Condition 13  Specified Number: As set out in Credit Linked Condition 13
		As set out in Credit Linked Condition 13
(xviii)	Credit Event Determination Date:	As set out in Credit Linked Condition 13
(xix)	Obligation(s):	
	(a) Obligation Category:	As per the Standard Terms
	(b) Obligation Characteristics:	As per the Standard Terms
(xx)	Additional Obligation(s):	Not applicable

(xxi) Excluded Obligation(s): Not applicable

(xxii) Domestic Currency: As set out in the Credit Linked Conditions

(xxiii) Merger Event: Credit Linked Condition 12: Not applicable

(xxiv) Provisions relating to Monoline Insurer Reference Entities: Not applicable

(xxv) Additional provisions for LPN Reference Entities: As per the Standard Terms

(xxvi) Redemption on failure to identify a Substitute Reference Obligation: Credit Linked Condition 16 is Not applicable

(xxvii) Subordinated European Insurance Terms: As per the Standard Terms

(xxviii) Financial Reference Entity Terms: Not applicable

(xxix) 2019 Narrowly Tailored Credit Event Provisions Credit Linked Condition 24: Applicable  
Fallback Discounting: Applicable  
Credit Deterioration Requirement: Applicable

(xxx) Additional Provisions:

***Terms relating to Cash Settlement*** Applicable

(xxxi) Valuation Date: As per Credit Linked Condition 13

(xxxii) Valuation Time: Not Applicable

(xxxiii) Indicative Quotations: As per Credit Linked Condition 13

(xxxiv) Quotation Method: Credit Linked Conditions Apply

(xxxv) Quotation Amount: As set out in Credit Linked Condition 13

(xxxvi) Minimum Quotation Amount: None

(xxxvii) Quotation Dealers: Exclude Accrued Interest

(xxxviii) Quotations: Market

(xxxix) Valuation Method: As set out in Credit Linked Condition 13

***Additional terms relating to Auction Settlement***

(xl) Fallback Settlement Method: Cash Settlement

(xli) Successor Backstop Date No  
subject to adjustment in

accordance with Business Day Convention:

(xlii) Limitation Dates subject to No adjustment in accordance with Business Day Convention:

*Terms relating to Physical Delivery* Not Applicable

## **PROVISIONS APPLICABLE TO FUND LINKED NOTES**

48. Fund Linked Note Provisions: Not Applicable

## **PROVISIONS APPLICABLE TO FOREIGN EXCHANGE (FX) RATE LINKED NOTES**

49. Foreign Exchange (FX) Rate Linked Note Provisions: Not Applicable

## **PROVISIONS APPLICABLE TO EUA CONTRACT LINKED NOTES**

50. EUA Contract Linked Note Provisions: Not applicable

## **PROVISIONS APPLICABLE TO REFERENCE ITEM RATE LINKED NOTES**

51. Reference Item Rate Linked Note Provisions: Not Applicable

## **PROVISIONS APPLICABLE TO PHYSICAL DELIVERY, VARIATION OF SETTLEMENT AND PAYMENT DISRUPTION**

52. Provisions applicable to Physical Delivery: Applicable in accordance with Credit Linked Conditions and paragraph 47 above

## **PROVISIONS APPLICABLE TO PARTLY PAID NOTES**

53. Partly Paid Notes: Not Applicable

## **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

54. Form of Notes: Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Bearer Notes in the limited circumstances specified in the Permanent Global Note

55. Additional Business Centres: Not Applicable

56. Additional Financial Centre for Condition 7(j): Applicable

57. New Global Note Form: No

58. Talons for future Coupons or Receipts to be attached to definitive Bearer Notes (and dates on which such Talons mature): No

59. Details relating to Instalment Notes: Not Applicable amount of each instalment ("Instalment

**Amount"), date on which each payment is to be made ("Instalment Date"):**

60.	Consolidation provisions:	The provisions in Condition 13 ( <i>Further Issues</i> ) apply
61.	Calculation Agent:	Banco Santander, S.A.
62.	Modifications:	Not Applicable
63.	Renminbi Settlement Centre(s):	Not Applicable

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of Euronext Dublin of the Notes described herein pursuant to the EUR 10,000,000,000 Euro Medium Term Note Programme of Santander International Products plc.

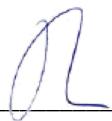
#### **RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. Information relating to the Reference Entity and Non-Standard Reference Obligation has been extracted from Bloomberg. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

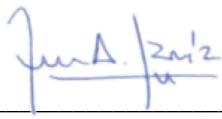
By: 

Duly authorised

By: 

Duly authorised

Signed on behalf of the Guarantor:

By: 

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

(i)	Listing	The Irish Stock Exchange plc trading as Euronext Dublin ("Euronext Dublin")
(ii)	Admission to trading	Application has been made by the Issuer (or on its behalf) to Euronext Dublin for the Notes to be admitted to the Official List and trading on its regulated market with effect from the Issue Date
(iii)	Estimate of total expenses related to admission to trading	EUR 1,150

### 2. RATINGS

Ratings:	The Notes to be issued have not been rated
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### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

"Save as discussed in "Plan of Distribution" and "General Information", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer."

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

(i)	Reasons for the offer:	See "Use of Proceeds" in the Base Prospectus
(ii)	Estimated net proceeds:	EUR 6,063,400

### 5. YIELD

Indication of yield:	8.35%
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

### 6. PERFORMANCE OF INDEX/FORMULA/ETF/FUND/CURRENCY/REFERENCE ENTITY, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND OTHER INFORMATION CONCERNING THE REFERENCE ITEM

Certain information in relation to the Reference Entity (if any) as at the Issue Date is set out below.

Name:	Credit Suisse Group AG
Address:	8 Paradeplatz, Zurich 8001. Switzerland.
Country of incorporation:	Credit Suisse Group AG is incorporated in the Commercial Register Of Canton Zurich According To The Laws Of Switzerland
Industry or industries of operation:	Credit Suisse Group AG operates as a wealth management firm. The Company specializes in investment banking and offers wealth management activities aiming to capitalize on both the large pool of wealth within mature markets, as well as the significant growth in wealth in Asia Pacific and other emerging markets. Credit Suisse Group serves customers worldwide.
Market(s) on which securities are admitted to trading:	Not Applicable
Non-Standard Reference Obligation Securities Code:	Not Applicable

As at the Issue Date information in relation to the past and future performance of the Reference Entity is available, free of charge from Bloomberg.

The Issuer does not intend to provide post-issuance information.

## 7. OPERATIONAL INFORMATION

ISIN:	XS2564417991
Common Code:	256441799
CUSIP Code:	Not Applicable
CFI:	DTFNFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	SANTANDER INTER/8.35EMTN 20231220WC, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s) (if any):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

## 8. DISTRIBUTION

(i)	Method of distribution	Non-syndicated
(ii)	If syndicated, names and addresses of Managers and underwriting commitments/quotas (material features):	Not Applicable
(iii)	Date of Subscription Agreement:	Not Applicable
(iv)	Stabilisation Manager(s) (if any):	Not Applicable
(v)	If non-syndicated, name and address of relevant Dealer:	Banco Santander S.A. Ciudad Grupo Santander Avda. de Cantabria, s/n

		Edificio Encinar
		28660 Boadilla del Monte – Madrid
		Spain
(vi)	Total commission and concession:	<b>0.6%</b> <sup>1</sup> of the Aggregate Principal Amount
(vii)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
(viii)	Non-exempt Offer where there is no exemption from the obligation under the Prospectus Regulation to publish a prospectus	Not Applicable
(ix)	Prohibition of Sales to EEA Retail Investors:	Applicable
(x)	Prohibition of Sales to UK Retail Investors	Applicable

## 9. U.S. TAX CONSIDERATIONS

The Notes are not Specified Notes for purposes of Section 871(m).

## 10. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Not Applicable statement on benchmarks:

## 11. SPECIFIC BUY-BACK PROVISIONS Not Applicable

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<sup>1</sup> The “Total commission and concession” has been amended to make it consistent with item 4(ii) Estimated net proceeds