

URÍA MENÉNDEZ

Príncipe de Vergara, 187
Plaza de Rodrigo Uría
28002, Madrid. España
Tel.: +34 91 586 04 00
Fax: +34 91 586 04 03 / 04
E-mail: madrid@uria.com
www.uria.com
Tel. (d): +34 91 586 06 16
Fax (d): +34 91 586 07 77
francisco.sanmiguel@uria.com

Division of Corporation Finance Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Attn: Michele Anderson, Chief, Office of Mergers and Acquisitions

Christina Chalk, Senior Special Counsel, Office of Mergers and Acquisitions

Mellissa Duru, Special Counsel, Office of Mergers and Acquisitions

Madrid, September 18, 2014

Dear Ms. Anderson, Ms. Chalk and Ms. Duru:

Re: Proposed Exchange Offers by Banco Santander, S.A.

We are acting as Spanish counsel to Banco Santander, S.A., a bank organized under the laws of the Kingdom of Spain ("**Santander Spain**"), in connection with its proposed exchange offers (the "**Exchange Offers**") for all outstanding (i) common shares, (ii) preferred shares, (iii) units and (iv) American Depositary Shares ((i) through (iv) collectively, "**Santander Brasil Securities**"), of Banco Santander (Brasil) S.A., a bank organized under the laws of Brazil ("**Santander Brasil**"), in each case other than any Santander Brasil Securities owned directly or indirectly by Santander Spain, as described in the Registration Statement on Form F-4 (the "**Form F-4**"), filed with the U.S. Securities and Exchange Commission (the "**Commission**") on June 18, 2014 (File No 333-196887), as amended.

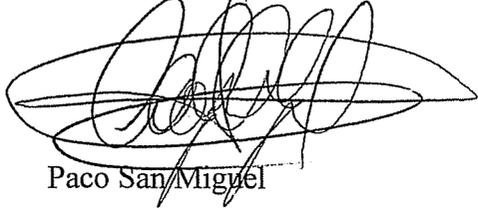
In such capacity, we have reviewed the letter, dated September 18, 2014, prepared by Davis Polk & Wardwell LLP on behalf of Santander Spain requesting certain exemptive relief in connection with the Exchange Offers as described therein (the "**Letter**"). We believe that the descriptions of Spanish law, regulation and practice in the Letter are fair, complete and accurate as such relate to the Exchange Offers.

The foregoing confirmation is limited to matters involving the laws of the Kingdom of Spain and is not to be read as extending by implication to any other matters not referred to herein.

This letter is provided solely for the benefit of the addressee in connection with the transactions contemplated in the Letter and may not be used or relied upon by any other person or for any other purpose.

URÍA MENÉNDEZ

Sincerely yours,

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the bottom, enclosed within a large, thin oval shape.

Paco San Miguel