

0000950103-25-0019416-K Banco Santander, S.A. 2025021320250213065846065847065847 0 0000950103-25-0019416-K 2 20250213 20250213 20250213 Banco Santander, S.A. 0000891478 6029 132617929 U3 1231 6-K 34 001-12518 25617128 CIUDAD GRUPO SANTANDER BOADILLA DEL MONTE MADRID U3 28660 34 91 289 32 80 CIUDAD GRUPO SANTANDER BOADILLA DEL MONTE MADRID U3 28660 BANCO SANTANDER SA 20070925 BANCO SANTANDER CENTRAL HISPANO SA 19990512 BANCO SANTANDER S A 19931201 6-K 1 dp224884\_6k.htm FORM 6-K Â Â FORM 6-K Â SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â Report of Foreign Issuer Â Pursuant to Rule 13a-16 or 15d-16 ofÂ the Securities Exchange Act of 1934 Â For the month of February, 2025 Â Commission File Number: 001-12518 Â Banco Santander, S.A. (Exact name of registrant as specified in its charter) Â Ciudad Grupo Santander 28660 Boadilla del Monte (Madrid) Spain (Address of principal executive office) Â Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Â Form 20-F X Â Form 40-F Â Â Â Â Â Banco Santander, S.A. Â TABLE OF CONTENTS Â Item Â Â Â 1 Report of Other Relevant Information dated February 13, 2025 Â Â Â Item 1 Â Â Banco Santander, S.A., (â€œSantanderâ€ or the â€œOfferorâ€) in accordance with the provisions of the securities market legislation, communicates the following: Â OTHER RELEVANT INFORMATION Â Further to the communication made on 6 February 2025 (registered under number 2585) regarding the invitation by Santander to holders of its outstanding â,â1,500,000,000 3.250 per cent. Subordinated Instruments due April 2026 (ISIN: XS1384064587) (the "EUR 2026 Notes") and â,â1,000,000,000 3.125 per cent. Subordinated Instruments due January 2027 (ISIN: XS1548444816) (the "EUR 2027 Notes" and, together with the EUR 2026 Notes, the "Notes" and each a â€œSeriesâ€) to tender any and all of such Notes for purchase by the Offeror for cash, in accordance with the terms of the tender offer memorandum dated 6 February 2025 (the "Tender Offer Memorandum") (the "Offers"), the Offeror now announces the results of the Offers. Â Capitalised terms used but not otherwise defined in this announcement shall have the meaning given to them in the Tender Offer Memorandum. Â The Expiration Time for the Offers was 5.00 p.m. (CET) on 12 February 2025. Â The Offeror hereby announces that it will accept for purchase in accordance with the terms and subject to the conditions set out in the Tender Offer Memorandum and at the relevant Purchase Price: (i) â,â600,800,000 in aggregate principal amount of the EUR 2026 Notes; and (ii) â,â563,600,000 in aggregate principal amount of the EUR 2027 Notes, as set out in the table below. Â Description of Notes ISIN Maturity Date Aggregate principal amount accepted Reference Benchmark Reference Benchmark Yield Purchase Spread Purchase Yield Purchase Price (expressed as a percentage) â,â1,500,000,000 3.250 per cent. Subordinated Instruments due April 2026 XS1384064587 4 April 2026 â,â600,800,000 EUR 2026 Interpolated Mid-Swap Rate 2.356% +25 bps. Â 2.606% 100.701% â,â1,000,000,000 3.125 per cent. Subordinated Instruments due January 2026 XS1548444816 19 January 2027 â,â563,600,000 EUR 2027 Interpolated Mid-Swap Rate 2.284% +35 bps. Â 2.634% 100.905% Â Notes purchased by the Offeror pursuant to the Offer will be cancelled by the Offeror and will not be re-issued or re-sold. Notes which have not been validly submitted or validly submitted but not accepted for purchase pursuant to the Offer will remain outstanding. Following the Settlement Date, there will be an outstanding nominal amount of (i) â,â899,200,000 of EUR 2026 Notes and (ii) â,â463,400,000 of EUR 2027 Notes. Â Payment of the relevant Tender Consideration in respect of the Notes accepted for purchase by the Offeror will occur on the Settlement Date, which is expected to be 17 February 2025. Â Any requests for information in relation to the Offers should be directed to the Dealer Managers or the Tender Agent whose contact details are listed below. Â Â Â SOLE DEALER MANAGER Â Santander Corporate and Investment Banking Ciudad Grupo Santander Avenida de Cantabria s/n 28660 Madrid, Spain Attn: Liability Management Email: liabilitymanagement@gruposantander.com Â THE TENDER AGENT Kroll Issuer Services Limited The Shard 32 London Bridge Street London SE1 9SG United Kingdom Tel: +44 20 7704 0880 Attn: David Shilson/Scott Boswell Email: santander@is.kroll.com Website: https://deals.is.kroll.com/santander Â Â Â Boadilla del Monte (Madrid), 13 February 2025Â Â Â NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE OR TO WHOM IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT. Â DISCLAIMER Â This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Qualifying Holder is in any doubt as to the contents of this announcement, the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial, legal, regulatory and tax advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Â The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Offeror, the Sole Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions. Â Â Â Â SIGNATURE Â Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â Â Banco Santander, S.A. Â Â Â Â Â Date: February 13, 2025 Â By: /s/ Pedro de Mingo Kaminouchi Â Â Â Â Name: Pedro de Mingo Kaminouchi Â Â Â Â Title: Head of Corporate Compliance Â Â Â Â Â GRAPHIC 2 image\_001.jpg GRAPHIC begin 644 image\_001.jpg M\_JC X 02D9)1@ ! 0\$ 8 !@ #\_VP!# @&!@<&!0@'!P<)"0@\*#!0-# L+ M#!D2\$P\4'1H?'AT:'!P@)"XG("(L(QP<\*#7J#A(6&AXB)B!^3E)66EYB9FJ\*CI\*6FIZBIJK\*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76UJC9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ\_\0 'P\$ P\$! 0\$! M 0\$! 0 \$" P0%!@<('0H+\_0 M1\$ @ \$"! 0#! <?! 0 0)W \$" M Q\$!2\$Q1A)!40=A<1,B,H\$(\$%\*1H;'!^2,S4O 58G+1"A8D-.\$E\1<8&1HF M)R@I^C4V-S@Y.D-\$149'2\$E^4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$ MA8:'B(F^DI.4E9:7F)F:HJ.DI::GJ^FJLK.TM::WN+FZPL/\$Q<;'R,G^TM/4 MU=;7V-G:ZN/DY>;GZ.GJ\O/T]?;W^/GZ\_JH # ,! 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