

**PRESS RELEASE ON FULFILLMENT OF THE CONDITION
UNDER THE TENDER OFFER TO SUBSCRIBE FOR THE SALE OF SHARES
IN BANK ZACHODNI WBK S.A., ANNOUNCED IN PAP PRESS AGENCY ON
FEBRUARY 7, 2011
BY BANCO SANTANDER S.A. (the "Tender Offer")**

Pursuant to § 6, Section 3 of the Ordinance of the Minister of Finance dated October 19, 2005 concerning the Templates of Tender Offers to Subscribe for the Sale or Conversion of Shares in Public Companies, Specific Method for Announcement of the Tender Offers and Conditions for the Purchase of Shares in Response to the Tender Offers, we hereby announce that the condition referred to in Section 24 of the Tender Offer has been fulfilled, i.e. on 21 February 2011, the Polish Financial Supervision Commission delivered to Banco Santander S.A. a decision determining that there are no grounds to raise objection to the acquisition of shares in Bank Zachodni WBK S.A. by Banco Santander S.A., which means that Banco Santander S.A. may acquire all the shares covered by the subscription orders placed within the subscription acceptance period, subject to fulfillment of the condition referred to in Section 6 of the Tender Offer.