

**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 6 of the Tender Offer has been fulfilled, i.e., no less than 51,153,210 shares in Bank Zachodni WBK S.A., have been covered by the subscription orders. As a result of the above all conditions mentioned in the Tender Offer have been fulfilled.