INSTRUCTIONS FOR PROXY-GRANTING AND VOTING PRIOR TO THE MEETING, REMOTE ATTENDANCE, AND THE ELECTRONIC SHAREHOLDERS' FORUM

A) PROXY-GRANTING AND DISTANCE VOTING PRIOR TO THE MEETING

Shareholders having the right to attend may grant a proxy and exercise their voting rights through remote means of communication and prior to the holding of the meeting, pursuant to the provisions of articles 27 and 34 of the Bylaws and articles 8 and 20 of the Rules and Regulations for the General Shareholders' Meeting and on the terms and conditions described in the announcement of the call to meeting and in the "Annual General Meeting" section of the Bank's corporate website (www.santander.com). The mechanisms for the exercise of voting rights and proxy-granting prior to the meeting by electronic means made available on the Bank's corporate website (www.santander.com), at the Bank's Internet address www.juntasantander.com, on the "Santander Shareholders and Investors" application for mobile devices compatible with Android or Apple iOS operating systems, as well as on the telephone line Superlínea (915 123 123), will cease operation at 6:00 p.m. (CEST) on 30 March 2022. For those wishing to use the digital platform made available at the Branches of the Bank, 30 March 2022 will also be the last day to do so, during the hours for which such Branches are open to the public and, in any case, until 6:00 p.m. (CEST).

1. Proxy-granting by remote means of communication

Means whereby a proxy may be granted

The remote means of communication that are valid to grant such proxy representation are the following:

(i) Electronic means:

In order to grant a proxy by means of electronic communication with the Company, the shareholders of the Bank must do so through the Bank's corporate website (www.santander.com), through the Bank's Internet address www.juntasantander.com or by telephone using the Superlínea telephone line (915 123 123). They may also do so in person at any Branch of the Bank using their signature in the digital platform made available for this purpose. Shareholders with a mobile device compatible with Android or Apple iOS operating systems may also use the "Santander Shareholders and Investors" application, which they must have previously downloaded from Google Play or the App Store, respectively.

The mechanisms to grant a proxy by electronic means must be such as properly guarantee the security and the identity of the person granting the proxy. Therefore, shareholders wishing to use these proxy-granting mechanisms must have previously signed one of the following agreements with the Bank, giving them a set of passwords to access the distance voting and proxy-granting software applications and, by means thereof, an electronic signature:

(a) Consumer Digital Banking Agreement (*Contrato de Banca Digital de particulares*): shareholders who are individuals and who have already entered into a Consumer Digital Banking Agreement with the Bank may make use thereof, using the passwords already available to them under such agreement for purposes of electronic proxy-granting. The security passwords of Openbank will also work for these purposes. If the individual shareholder is a customer of the Bank and wishes to sign the Consumer Digital Banking Agreement, the shareholder may do so through Online Banking (*Banca Online*) or contact their branch.

(b) Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance: shareholders who are individuals and have not entered into a Consumer Digital Banking Agreement, and shareholders that are legal entities (even if they have entered into a Consumer Digital Banking Agreement) must execute, for the sole purpose of using the electronic voting and proxy-granting mechanisms, and without any charge by the Bank, an Agreement for access to and use of the area for voting and proxy-granting by electronic means and attendance at the meeting through remote means of communication ("Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance"). To do so, shareholders must access the "Request passwords" section of the proxy-granting, advance electronic voting and remote attendance section of the Bank's corporate website (www.santander.com) or the Bank's Internet address www.juntasantander.com or, if the mobile device is compatible with Android or Apple iOS operating systems, of the "Santander Shareholders and Investors" application, and follow the instructions provided therein. To complete the process shareholders must sign the agreement:

- in person at a Banco Santander Branch; or
- through the Bank's Internet address www.juntasantander.com, which can also be accessed through the corporate website (www.santander.com), with a CERES electronic certificate issued by the Royal Spanish Mint *Real Casa de la Moneda - Fábrica Nacional de Moneda y Timbre* (*RCM - FNMT*) or with an electronic Spanish identity card (DNI). It will not be possible to sign the agreement by means of a CERES electronic certificate or an electronic Spanish identity card (DNI) through mobile devices.

If a shareholder is a legal person, it will not be allowed to select the second option, and, as the case may be, must complete and sign the agreement at one of the Bank's Branches. Shareholders that are not resident in Spain or have any specific characteristics, shall contact the Brank through junta.accionistas@santander.com.

Once a shareholder has signed either of the aforementioned agreements and the shareholder has the corresponding set of passwords, such shareholder may, through the "Annual General Meeting" section of the Bank's corporate website (www.santander.com), through the Bank's Internet address www.juntasantander.com, or through the "Santander Shareholders and Investors" application (for mobile devices compatible with Android or Apple iOS operating systems), or by telephone using the Superlínea telephone line (915 123 123), grant a proxy to another person to represent the shareholder at the meeting, all on the terms and conditions described in each case.

In addition, those shareholders who use the digital platform made available at the Branches of the Bank may grant a proxy to another person to represent them at the meeting without having to sign the aforementioned agreements. Said agreements also need not be signed by those shareholders who use the Superlínea telephone line (915 123 123) to grant a proxy and who do not use access passwords to establish their identity but rather use other alternative means whereby their identity can reasonably be guaranteed in accordance with the instructions from time to time provided by the Superlínea telephone line or the Shareholder Helpline.

Shareholders who grant a proxy by electronic means undertake to notify the appointed representative of the proxy granted. Where a proxy is granted to a director and/or the general secretary of the Bank or a remote attendee at the meeting, such notice shall be deemed given upon receipt by the Bank of such electronic proxy.

Electronic proxies must be accepted by the proxy-holder, and may not be used without such acceptance. For such purpose, all electronic proxies granted to persons other than the directors and/or the general secretary and/or a remote attendee at the meeting must be printed, signed and produced, together with an identifying document, by the appointed proxy-holder to the staff in charge of the shareholders' register on the date and at the place of the meeting, beginning one hour prior to the time established for commencement of the meeting. In the case of electronic proxies sent through the Bank and granted to persons attending the meeting from a distance, the Bank's software application will show such remote attendees the proxies received in order for them to accept such proxies, if they are willing to do so. The person to whom voting powers are delegated may only exercise such powers by attending the meeting in person (physically or from a distance).

(ii) Hand-delivery or postal correspondence:

In order to grant a proxy by hand-delivery or postal correspondence, shareholders must complete and sign the "Proxy" section of the printed attendance, proxy and distance voting card issued by the Bank. Such proxies must be accepted by the proxy-holder, without which acceptance they may not be used. For such purpose, the proxy-holder may sign in the appropriate space on the attendance and proxy card itself. The person to whom voting powers are delegated may only exercise such powers by attending the meeting in person, for which purpose, if he/she physically attends the meeting, he/she must produce an identifying document when entering the premises where the meeting is held. In the case of proxies granted by hand-delivery or postal correspondence to persons who attend the meeting remotely, and provided that such proxies have been sent through the Bank, the Bank's software application will show such remote attendees the proxies received in order for them to accept said proxies, if they are willing to do so.

The duly completed and signed paper card must be delivered at any Branch of the Bank or sent by postal correspondence to Registro de Accionistas, Apartado de Correos número 683 F.D. 28080 Madrid.

In addition, as is customary and pursuant to the provisions of the Rules and Regulations for the General Shareholders' Meeting, the duly completed and signed proxy card may also be submitted, together with an identifying document, by the appointed proxy-holder who physically attends the meeting to the staff in charge of the shareholders' register on the date and at the place where the general shareholders' meeting is to be held, beginning one hour prior to the time established for commencement thereof.

2. Voting prior to the meeting by remote means of communication

Means for casting a vote from a distance

The remote means of communication that are valid for purposes of casting a vote from a distance are the following:

(i) Electronic means:

In order to cast a vote from a distance through electronic communication with the Company, the shareholders of the Bank must do so through the Bank's corporate website (www.santander.com), through the Bank's Internet address www.juntasantander.com or by telephone using the Superlínea telephone line (915 123 123). They may also do so in person at any Branch of the Bank using their signature in the digital platform made available for this purpose. Shareholders with a mobile device compatible with Android or Apple iOS operating systems may also use the "Santander Shareholders and Investors" application, which they must have previously downloaded from Google Play or the App Store, respectively.

The mechanisms to cast votes from a distance by electronic means must be such as properly guarantee security and the identity of the person casting the vote. To such end, shareholders who wish to use these voting mechanisms must have previously signed one of the agreements specified in section 1 (i) above.

Once a shareholder has signed either of the aforementioned agreements and the shareholder has the corresponding set of passwords, such shareholder may cast his/her vote from a distance in connection with the items on the agenda for the general shareholders' meeting, either through the "Annual General Meeting" section of the Bank's corporate website (www.santander.com), through the Bank's Internet address www.juntasantander.com, or through the "Santander Shareholders and Investors" application (for mobile devices compatible with Android or Apple iOS operating systems), or by telephone using the Superlínea telephone line (915 123 123), all on the terms and conditions described in each case.

The aforementioned agreements need not be signed by those shareholders who use the digital platform made available at the Branches of the Bank or those who access through Superlínea without using passwords, upon the terms set forth in section 1 (i) above.

(ii) Hand-delivery or postal correspondence:

In order to cast a vote from a distance by hand-delivery or postal correspondence, shareholders must complete and sign the "Distance Voting" section of the printed attendance, proxy and distance voting card issued by the Bank. The duly completed and signed paper card must be delivered at any Branch of the Bank or sent by postal correspondence to *Registro de Accionistas, Apartado de Correos número 683 F.D. 28080 Madrid*.

3. Basic rules on voting and proxy-granting prior to the meeting and attendance in person (physically or from a distance)

3.1 Deadline for receipt by the Company of proxies granted and votes cast from a distance prior to the meeting

3.1.1 Proxies and distance votes sent by hand-delivery or postal correspondence

In order to be valid, and pursuant to the provisions of the Bylaws, both proxies granted from a distance and votes cast from a distance sent by hand-delivery or postal correspondence must be received by the Company before midnight of the third day prior to the date on which the meeting is to be held on first call, i.e., prior to midnight (CEST) on 28 March 2022. Those who wish to deliver proxies or distance votes to any Branch of the Bank, must do so no later than that date during the hours for which such Branches are open to the public.

As provided in the Rules and Regulations for the General Shareholders' Meeting, after the expiration of the above-mentioned deadline, there shall only be admitted such proxies as have been granted in writing and submitted by the appointed proxy-holder who physically attends the meeting to the staff in charge of the shareholders' register, on the date and at the place where the meeting is to be held, and beginning one hour prior to the time established for commencement thereof.

3.1.2 Proxies and distance votes sent by electronic means

Pursuant to the provisions of the Bylaws and of the Rules and Regulations for the General Shareholders' Meeting, on the occasion of this general meeting, the board of directors has resolved to reduce the minimum advance period established to receive proxies and votes from a distance sent by electronic means, the deadline now being set at 6:00 p.m. on the day prior to the date on which the meeting is to be held on first call. Therefore, in order to be valid, both proxies granted from a distance and votes cast from a distance through electronic means must be received by the Company prior to 6:00 p.m. on the day prior to the date on which the meeting is to be held on first call, i.e., prior to 6:00 p.m. (CEST) on 30 March 2022. The mechanisms for the exercise of voting rights and proxy-granting prior to the meeting by electronic means will cease operation on the Bank's corporate website (www.santander.com), at the Bank's Internet address www.juntasantander.com, on the "Santander Shareholders and Investors" application (for mobile devices compatible with Android or Apple iOS operating systems) and on the Superlínea telephone line (915 123 123) at 6:00 p.m. (CEST) on 30 March 2022. For those wishing to use the digital platform made available at the Branches of the Bank, 30 March 2022 will also be the last day to do so, during the hours for which such Branches are open to the public and, in any case, until 6:00 p.m. (CEST).

As provided in the Rules and Regulations for the General Shareholders' Meeting, after the expiration of the above-mentioned deadline, there shall only be admitted such proxies as have been granted in writing and submitted by the appointed proxy-holder who physically attends the meeting to the staff in charge of the shareholders' register, on the date and at the place of the meeting and beginning one hour prior to the time established for commencement thereof.

3.2 Rules of priority among proxies, distance voting and attendance in person (physically or from a distance)

3.2.1 Priorities among proxies, distance voting and attendance in person

(i) Attendance at the meeting in person (whether physically or from a distance) by a shareholder who has previously granted a proxy or voted from a distance, irrespective of the means used to cast such vote, shall invalidate said proxy or vote. Personal physical attendance will invalidate remote personal attendance.

(ii) Likewise, the vote, irrespective of the means used to cast it, shall invalidate any electronic or written proxy, whether granted previously, in which case it shall be deemed revoked, or subsequently, in which case it shall be deemed not to have been granted.

3.2.2 Priorities based upon the means used to grant the proxy or cast the vote

(i) In the event that a shareholder validly grants a proxy, electronically, on the one hand, and by means of a printed card, on the other, the latter shall prevail over the former, regardless of the respective dates thereof.

(ii) Likewise, a vote validly cast under a handwritten signature on the printed card shall invalidate a vote cast electronically, whether previously or subsequently.

3.3 Modification of the vote cast from a distance

Once cast, a distance vote may not be modified, except in the event of attendance at the meeting in person (whether physically or from a distance) by the shareholder who cast such vote or, in the case of electronic voting, also by a subsequent vote cast within the established deadline, by means of the attendance, proxy and distance voting card (hand-delivery or postal correspondence).

3.4 Other matters

3.4.1 Proxies

All proxies that do not expressly state the name of the individual or legal entity to which the proxy is granted shall be deemed granted to the chair of the board of directors.

It is noted for the record that if the appointed representative is a director of the Bank, such director may be affected by a potential conflict of interest in connection with items 1 C, 3 B through 3 G (if the appointment, re-election or ratification thereof is submitted to the shareholders under said item), 8 A, 8 B and 8 F on the agenda, and if the appointed representative is an executive director, also in connection with items 8 C and 8 D. Furthermore, the proxy granted to the chair shall be deemed granted to the person who chairs the meeting if the chair is unable to attend.

In order to give precise voting instructions in the case of proxy-granting, the corresponding box must be checked in the table containing the items on the agenda in the attendance, proxy and distance voting card (proxy section). If any of such boxes is not checked, the shareholder granting the proxy shall be deemed to give a precise instruction to vote in favour of the proposal submitted by the board of directors.

If the representative appointed as set forth above is affected by a conflict of interest when voting on any of the proposals submitted to the shareholders, whether or not they are included in the agenda, and the shareholder granting the proxy has not given precise voting instructions as provided for such purpose, the proxy shall be deemed granted to the general secretary. In any event, if the appointed representative is the general secretary, he may be affected by a potential conflict of interest in connection with items 8 C and 8 D on the agenda, on which he shall abstain from voting if he has not received precise instructions to that effect.

As regards possible proposals relating to items not included in the agenda of the call to meeting, the proxy shall be deemed to also cover the proposals regarding items not included in the agenda unless indicated otherwise by the shareholder granting the proxy (in which case, it shall be deemed that the shareholder instructs the representative to abstain). If the proxy also covers any such proposals, the precise instruction to the representative shall be that of voting in the negative, unless indicated otherwise by the shareholder granting the proxy. A conflict of interest shall arise if matters are submitted to the shareholders at the meeting that are not included in the agenda and that refer to the removal of or the commencement of a derivative action (*acción social de responsabilidad*) against the representative, if the latter is in turn a director of the Bank.

3.4.2 <u>Distance votes</u>

In the case of distance voting on items included in the agenda, the shareholder must check the corresponding box in the table containing the items on the agenda in the attendance, proxy and distance voting card (distance voting section). Distance voting on possible proposals not included in the agenda is not allowed. If none of the boxes provided for voting is checked in relation to any of the items on the agenda, the shareholder shall be deemed to vote in favour of the proposal submitted by the board of directors.

3.4.3 *Additional matters*

In the event that electronic means are used, only one electronic action shall be allowed for each type of operation (proxy-granting, advance voting or remote attendance).

Both the proxy granted and the vote cast from a distance shall be rendered ineffective by the disposition of shares of which the Company is aware.

If the shareholding of shares grouped under the same card changes, the card holder may be allowed to carry out a new action, in which case this latter action will be taken into account. If the holder does not take any new action, the action the shareholder took before the shareholding changed shall be deemed to apply to the new number of shares.

Either or any of the joint holders of deposited shares may vote, grant a proxy or attend the meeting, and the rules of priority set forth in sub-section 3.2 hereof shall apply. For purposes of the provisions of section 126 of the Spanish Capital Corporations Law, it is presumed that the joint holder who carries out an act (proxy-granting, voting, or attending physically or from a distance) at any time has been appointed by the other joint holders to exercise the rights accruing to a shareholder.

Shareholders that are legal entities or do not reside in Spain must call the Shareholder Helpline, at +34 91 276 92 90, in order to adapt, with proper safeguards, the distance voting and proxy-granting mechanisms to their particular situation.

Shareholders shall be solely responsible for safeguarding the passwords for accessing and using the electronic proxy-granting and voting service. If the shareholder is a legal entity, it shall give notice of any modification or revocation of the powers vested in its representative, and the Bank therefore disclaims any and all liability until such notice is given.

4. Technical incidents

The Bank reserves the right to modify, suspend, cancel or restrict the mechanisms for electronic voting and proxy-granting prior to the general shareholders' meeting, when so required or imposed for technical or security reasons.

The Bank shall not be liable for any damage that shareholders may sustain as a result of failures, overloads, downtime, failed connections, technological incompatibilities or any other events of the same or a similar nature, that are beyond the Bank's control and prevent the use of the mechanisms for electronic voting and proxy-granting prior to the meeting.

B) REMOTE ATTENDANCE AT THE MEETING

In addition, as permitted by the provisions of section 1 of article 34 bis of the Bylaws and the Additional Provision of the Rules and Regulations for the General Shareholders' Meeting, the board has resolved that attendance at the meeting is also possible through the use of data transmission means that allow for real-time connection with the premises where the meeting is held ("remote attendance"). The means to remotely attend the meeting will be available on the Bank's corporate website (www.santander.com) at 11:30 a.m. (CEST) on 31 March 2022 (first call) and, if applicable, at 11:30 a.m. (CEST) on the following day, 1 April 2022 (second call); shareholders (or their representatives) wishing to attend remotely, whether on first or second call, must register no later than 12:30 p.m. on the relevant day. For those persons who attend the meeting remotely, the mechanisms for remote attendance will cease operation at the end of the general meeting or, if applicable, upon determination that the quorum required to hold the meeting is not present.

In order to ensure the identity of the attendees, the proper exercise of their rights, real-time interactivity and the proper progress of the meeting, shareholders (or their representatives) who wish to use the remote attendance mechanisms must have previously entered into one of the following agreements with the Bank, whereby they can obtain a set of passwords in order to access the remote attendance software application and, by means thereof, an electronic signature:

(a) Consumer Digital Banking Agreement (*Contrato de Banca Digital de particulares*): individuals who have already entered into a Consumer Digital Banking Agreement with the Bank may make use thereof, using the passwords already available to them under such agreement for purposes of remote attendance. The security passwords of Openbank will also work for these purposes. If the shareholder who is an individual is a customer of the Bank and wishes to sign the Consumer Digital Banking Agreement, the shareholder may do so through Online Banking (*Banca Online*) or contact their branch.

(b) Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance: individuals who have not entered into a Consumer Digital Banking Agreement and legal entities (even if they have entered into a Consumer Digital Banking Agreement) must execute, for the sole purpose of remote attendance at the meeting and of casting a vote thereat and without any charge by the Bank, an Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance. To do so, shareholders must access the "Request passwords" section of the proxy-granting, advance electronic voting and remote attendance section of the Bank's corporate website (www.santander.com) or the Bank's Internet address www.juntasantander.com or, if the mobile device is compatible with Android or Apple iOS operating systems, through the "Santander Shareholders and Investors" application, and follow the instructions provided therein. To complete the process shareholders must sign the agreement:

- in person at a Banco Santander Branch; or
- through the Bank's Internet address www.juntasantander.com, which can also be accessed through the corporate website (www.santander.com), with a CERES electronic certificate issued by the Royal Spanish Mint *Real Casa de la Moneda - Fábrica Nacional de Moneda y Timbre* (*RCM - FNMT*) or with an electronic Spanish identity card (DNI). It will not be possible to sign the agreement by means of a CERES electronic certificate or an electronic Spanish identity card (DNI) through mobile devices.

  If a shareholder is a legal person, it will not be allowed to select the second option, and, as the case may be, must complete and sign the agreement at one of the Bank's Branches. Shareholders that are not resident in Spain or have any specific characteristics, shall contact the Brank through junta.accionistas@santander.com.

Remote attendance at the meeting is not available through the "Santander Shareholders and Investors" application.

Once a shareholder (or his/her representative) has executed either of the aforementioned agreements and has his/her corresponding set of passwords, such shareholder may, through the "Annual General Meeting" section on the Bank's corporate website (www.santander.com), or through the Bank's Internet address www.juntasantander.com attend and vote at the meeting by remote means of communication in real time.

Remote attendance at the meeting shall be subject to the following basic rules, and all matters not expressly contemplated herein shall be governed by the provisions posted on the Bank's corporate website and by those set forth in the law, the Bylaws and the Rules and Regulations for the General Shareholders' Meeting:

(i) Logging-on, registration and attendance: Pursuant to the provisions of the Rules and Regulations for the General Shareholders' Meeting, and in order to permit the appropriate management of remote attendance systems, shareholders (or their representatives) who wish to attend the meeting and vote by remote means of communication shall register by logging on between 11:30 a.m. and 12:30 p.m. on the date of the meeting. No attendee registration shall be admitted outside of this time period.

In the event that the meeting is held on second call, attendees who have registered for the meeting on first call will be required to carry out the registration process again in order to be able to attend.

In order to ensure an adequate degree of connectivity to attend the general shareholders' meeting remotely and to send those attending in this way an explanatory guide to facilitate their experience, those shareholders (or their proxies) who have the required access passwords and who wish to attend the general shareholders' meeting remotely are kindly requested to send an email stating so to asistentesjunta@gruposantander.com before 7 p.m. (CEST) on 31 March 2022 (the day before the meeting is scheduled to take place on second call). This applies without prejudice to the fact that the attendee needs to register between 11:30 a.m. and 12:30 p.m. of the date of the meeting and fulfil all other requirements as established in the notice of call to the meeting, on the Bank's corporate website (www.santander.com) or at the internet address www.juntasantander.com.

If persons attending from a distance have been granted proxies, and provided that such proxies have been received by the Company within the deadlines for admission thereof, the software application will show them such proxies so that they accept them, if they are willing to do so.

Attendees who wish to state before the Notary that they expressly leave the meeting must do so by using the form included for such purpose in the remote attendance software application. Once they have notified the Notary of their express intention of leaving the meeting, all actions taken by such shareholders thereafter shall be deemed not taken. In any event, by means of a connection to the software application, the Notary will be aware of the actions taken by the persons who attend the meeting from a distance, including the votes that may be cast by them.

(ii) Participation: Shareholders (or their representatives) who, in the exercise of their rights, intend to participate in the meeting and, where applicable, request information or clarification in connection with the items on the agenda, request clarification regarding information accessible to the public that has been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the holding of the last general shareholders' meeting or regarding the auditor's report or make proposals must express their intent to do so at the time of registration. Following such expression of intent, and exclusively by means of the participation form available for such purpose, persons attending remotely may state in writing and send the contents of their participation or their question or proposal from the time the chair declares a valid quorum to have been established for the meeting until the participation period ends. Persons attending from a distance who wish their participation to be recorded in the minutes of the meeting must expressly state such desire in the text in which the contents of their participation are set forth.

As the participation of each person attending from a distance is received, such participation will be accessible to the attendees who are physically present at the place of the meeting. In turn, remote attendees shall be able to access each such participation by logging onto the website indicated in the software application.

Requests for information or clarification made by remote attendees will be answered during the course of the general meeting or in writing within seven days of the meeting, pursuant to the provisions of the Spanish Capital Corporations Law and the Bylaws of the Bank.

(iii) Voting: Votes on the proposals relating to the items on the agenda may be cast as from the moment when the chair declares the meeting to be validly convened and provided always that the attendee has registered by following the procedure described in sub-section (i) above; in the event of alternative proposals, the provisions of the second paragraph of article 21.1 of the Rules and Regulations for the General Shareholders' Meeting shall apply, with a vote in favour of a proposed resolution by the shareholders at the general shareholders' meeting being deemed to be a vote against alternative proposals that are incompatible therewith. As regards proposed resolutions on matters that, as prescribed by law, need not be specified on the agenda, remote attendees may cast their vote as from the moment when the secretary for the general meeting reads out such proposals for a vote to be taken thereon. In all events, the remote voting process with respect to all the proposals submitted to the shareholders acting at the general shareholders' meeting will come to an end when, following the reading of the summaries of the proposed resolutions by the secretary for the meeting, the vote commences on the proposed resolutions at the premises where the meeting is held.

The vote on the proposed resolutions shall be governed by the procedure contemplated in the Bylaws and in the Rules and Regulations for the General Shareholders' Meeting.

(iv) Other matters: Legal entities and non-residents of Spain must call the Shareholder Helpline, at +34 91 276 92 90, in order to adapt, with proper safeguards, the mechanisms for attending the meeting by remote means of communication in real time.

In the event that more than one of the joint holders of deposited securities are in attendance, the joint holder who is the first to register (physically or from a distance) shall be deemed an attendee and, therefore, any subsequent access by the other joint holders shall be denied. In connection with the foregoing, and for purposes of the provisions of section 126 of the Spanish Capital Corporations Law, the joint holder who registers first (physically or from a distance) shall be deemed to have been appointed by the other joint holders to exercise the rights accruing to a shareholder.

Shareholders (or their representatives) shall be solely responsible for safeguarding the passwords for accessing and using the remote attendance service. If the shareholder is a legal entity, it shall give notice of any modification or revocation of the powers vested in its representative, and the Bank therefore disclaims any and all liability until such notice is given.

The Bank reserves the right to modify, suspend, cancel or restrict the mechanisms for remote attendance at the general shareholders' meeting when so required or imposed for technical or security reasons. The Bank shall not be liable for any damage that shareholders may sustain as a result of failures, overloads, downtime, failed connections, technological incompatibilities or any other events of the same or a similar nature, that are beyond the Bank's control and prevent the use of the mechanisms for remote attendance at the meeting.

C) ELECTRONIC SHAREHOLDERS' FORUM

Pursuant to the provisions of section 539.2 of the Spanish Capital Corporations Law, the Bank has made available on its corporate website (www.santander.com) an Electronic Shareholders' Forum (hereinafter, the "**Forum**"), which may be accessed, with all proper safeguards, by shareholders who are individuals as well as by voluntary associations of shareholders that may be created pursuant to the provisions of section 539.4 of the Spanish Capital Corporations Law.

There may be published in the Forum proposals intended to be presented as a supplement to the agenda announced in the call to meeting, requests for adherence to such proposals, initiatives to reach the percentage required to exercise a minority right as contemplated by Law, and voluntary proxy offers or solicitations.

The Forum does not constitute a device for electronic conversation among the shareholders or a meeting point for virtual debate. Nor is the Forum a channel of communication between the Company and its shareholders. The Forum is made available in order to facilitate communication among the Bank's shareholders on occasion of the call to and until the holding of the general shareholders' meeting.

To access the Forum, shareholders must have previously signed one of the following agreements with the Bank, which will allow them to have a set of access codes for the Forum and, by means thereof, an electronic signature:

(a) Consumer Digital Banking Agreement (*Contrato de Banca Digital de particulares*): shareholders who are individuals and who have already entered into a Consumer

Digital Banking Agreement with the Bank may make use thereof, using the passwords already available to them under such agreement for purposes of accessing the Forum. The security passwords of Openbank will also work for these purposes. If the shareholder who is an individual is a customer of the Bank and wishes to sign the Consumer Digital Banking Agreement, the shareholder may do so through Online Banking (*Banca Online*) or contact their branch.

(b) Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance: shareholders who are individuals and have not entered into a Consumer Digital Banking Agreement and shareholders that are legal entities (even if they have entered into a Consumer Digital Banking Agreement) must sign an Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance for the sole purpose of accessing and using the Forum and, if applicable, of using the electronic voting and proxy-granting mechanisms, without any charge by the Bank. To do so, shareholders must access the "Request passwords" section of the proxy-granting, advance electronic voting and remote attendance section of the Bank's corporate website (www.santander.com) or the Bank's Internet address www.juntasantander.com or, if the mobile device is compatible with Android or Apple iOS operating systems, through the "Santander Shareholders and Investors" application, and follow the instructions provided therein. To complete the process shareholders must sign the agreement:

- in person at a Banco Santander Branch; or
- through the Bank's Internet address www.juntasantander.com, which can also be accessed through the corporate website (www.santander.com), with a CERES electronic certificate issued by the Royal Spanish Mint *Real Casa de la Moneda - Fábrica Nacional de Moneda y Timbre* (*RCM - FNMT*) or with an electronic Spanish identity card (*DNI*). It will not be possible to sign the agreement by means of a CERES electronic certificate or an electronic Spanish identity card (*DNI*) through mobile devices.

  If a shareholder is a legal person, it will not be allowed to select the second option, and, as the case may be, must complete and sign the agreement at one of the Bank's Branches. In turn, those shareholders who do not reside in Spain or who have different characteristics should contact the Bank via junta.accionistas@santander.com.

Access to the Forum is not available through the "Santander Shareholders and Investors" application or the Bank's Internet address www.juntasantander.com if this address is accessed with a mobile device.

Legal entities and non-residents of Spain must call the Shareholder Helpline, at +34 91 276 92 90, to adapt, with proper safeguards, the mechanisms for participating in the Electronic

Shareholders' Forum. Access to the Forum and the terms and conditions for the use and operation thereof shall be governed by the provisions of the announcement of the call to meeting and by the rules of operation of the Electronic Shareholders' Forum, the text of which can be viewed on the aforementioned corporate website of the Bank (www.santander.com).