Santander

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

In this document you will find detailed information on the mechanisms for participation in the general meeting (proxy granting and advance voting prior to the meeting and remote attendance to the meeting), as well as on the Electronic Shareholders' Forum. For further information, queries or concerns, shareholders (or their proxies) may, before or during the meeting, write to the email address junta.accionistas@santander.com or call the Shareholder Helpline ((+34) 91 276 92 90) or visit any Banco Santander branch during their opening hours. They may also contact the Santander Shareholder and Investor Relations Office, Ciudad Grupo Santander, Avda. Cantabria, s/n, 28660 - Boadilla del Monte (Madrid) either before or after the meeting. Further information is also available on the Bank's corporate website (www.santander.com).

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

Shareholders who are entitled to attend may grant a proxy and exercise their voting rights through remote communication and prior to the meeting, pursuant to articles 27 and 34 of the Bylaws and articles 8 and 20 of the Rules and Regulations for the General Shareholders' Meeting and under 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).

1. USE OF ELECTRONIC MEANS

1.1. Deadlines

Pursuant to the provisions of the Bylaws and of the Rules and Regulations for the General Shareholders' Meeting, the board of directors has resolved, for this general meeting, to reduce the minimum advance period established to receive proxies and advance votes sent by electronic means. Therefore, in order to be valid, both proxies and votes cast from a distance through electronic means must be received by the Company before 6:00 p.m. (CEST) on 2 April 2025. The mechanisms for exercising voting rights and proxy-granting prior to the meeting by electronic means will no longer be available on the General Shareholders' Meeting Platform accessible through the "Annual General Meeting" section of the corporate website (www.santander.com), or at www.juntasantander.com (the "**Platform**"); on the "Santander Shareholders and Investors" app (for mobile devices compatible with Android or Apple iOS operating systems) and on the Shareholders Helpline ((+34) 912 769 290) at 6:00 p.m. (CEST) on 2 April 2025. For those wishing to use the digital platform made available at the branches of Banco Santander (either in person, or, if they are customers of the Bank and have a Santander Key, by contacting the staff of the branches), 2 April 2025 will also be the last day to do so, during the hours when the said branches are open to the public and, in any event, until 6:00 p.m. (CEST).

1.2. Means

1.2.1 Means to grant a proxy and vote

In order to grant a proxy by means of electronic communication with the Company, the shareholders of the Bank must do so:

a) through the Platform; or

b) by telephone using the Shareholders Helpline ((+34) 912 769 290); or

c) in person at any Banco Santander branch using their signature in the digital platform made available for this purpose or, if they are customers of the Bank and have a Santander Key, also through said platform either in person or by contacting the staff of the Bank's branches; or

d) shareholders with a mobile device compatible with Android or Apple iOS operating systems may also use the "Santander Shareholders and Investors" app, which they must have previously downloaded from Google Play or the App Store, respectively.

1.2.2 Contracts required depending on the proxy or voting method to be used

The mechanisms to grant a proxy or vote by electronic means must be such as to ensure the security and the identity of the person granting the proxy or voting. Therefore, shareholders wishing to use the Platform or the "Santander Shareholders and Investors" app must have previously signed sufficiently in advance (preferably at least 72 hours before the date of the meeting) one of the following agreements with the Bank, giving them a set of passwords to access the distance voting and proxy-granting software applications:

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 use it, using the passwords already provided to them under that agreement. 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*) (through the route "Customer Access - *Alta en Banca Online*") or contact their branch.

   If you have forgotten or misplaced your password, you may retrieve it at any of the Bank's branches, through the Online Banking (Banca Online) website (www.bancosantander.es), at the Bank's internet address www.juntasantander.com or by calling Superlínea ((+34) 91 512 31 23). You may also retrieve your password on the "Santander Shareholders and Investors" app. Likewise, should a shareholder wish to activate his or her password or if it has been revoked and a new password is needed, this can be done through Online Banking (*Banca Online*) (www.bancosantander.es).

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, for the sole purpose of using the electronic voting and proxy-granting mechanisms, and free of charge from the Bank, sign an Agreement for access and use of the private shareholders' area and for voting and proxy-granting by electronic means and remote attendance in the shareholders' meeting ("Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance"). To do so, shareholders must access the "Request passwords" section of the Platform or, if they use a mobile device compatible with Android or Apple iOS operating systems, the "Santander Shareholders and Investors" app, and follow the instructions provided therein. To complete the process, shareholders must sign the agreement:

   - in the Platform:

     (i) by selecting the "automatic online identification" mode and following the instructions provided, which include providing proof of identity in the form of an official identification document and signing the agreement with a digital signature without the need for an electronic certificate; or

     (ii) 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; or

   - in person at one of Banco Santander branches.

   If a shareholder is a legal person, it, 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 Bank through junta.accionistas@santander.com.

Shareholders are advised to immediately start the process for the signing of any of the foregoing agreements. This will provide them, sufficiently in advance to complete the corresponding processes within the established deadlines, with a set of passwords to access the computer applications for advance distance voting and proxy-granting.

Those shareholders who use the digital platform made available at the Bank's branches may grant a proxy to another person to represent them at the meeting, or vote in advance, by signing on said digital platform without having to sign the aforementioned agreements. Shareholders who are customers of the Bank and who have a Santander Key may also grant a proxy or vote in advance through that digital platform by using the Santander Key either in person or by contacting the staff of a branch, without having to go to the branch itself. Said agreements also need not be signed by those shareholders who use the Shareholders Helpline ((+34) 912 769 290) to grant a proxy or cast their vote in advance and use other alternative means by which their identity can reasonably be guaranteed in accordance with the instructions provided by the Shareholders Helpline.

Shareholders who grant a proxy by electronic means undertake to notify the appointed representative of the proxy granted. Such notice will be deemed to have been given when the Bank receives the electronic proxy.

Electronic proxies must be accepted by the proxy-holder and may not be used without such acceptance. To that end, the Platform will show remote attendees the proxies received and processed through by the Bank 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.

2. HAND-DELIVERY OR POSTAL CORRESPONDENCE

1.2. Deadlines

In order to be valid, and pursuant to the provisions of the Bylaws, both proxies and votes cast from a distance sent by hand-delivery or postal correspondence must be received by the Company before midnight (24:00 hrs.) (CEST) of the third day prior to the date on which the meeting is to be held on first call, i.e., prior to 24:00 hrs. (CEST) on 31 March 2025. Those who wish to deliver proxies or advance distance votes to any branch of Banco Santander must do so no later than that date during the hours for which such branches are open to the public.

Pursuant to the provisions of the Rules and Regulations for the General Shareholders' Meeting, proxies granted after the abovementioned deadlines will only be accepted if they are granted on paper and submitted up to half an hour before the meeting starts by the designated proxy representative attending the meeting remotely, following the instructions established on the Platform upon their registration as an attendee for such purpose.

2.2. Means

In order to grant a proxy or cast a vote from a distance by hand-delivery or by postal correspondence, shareholders must complete and sign the "Proxy" or "Distance Voting" section, respectively, of the printed attendance, proxy and distance voting card issued by the Bank.

In the case of proxies, these must be accepted by the proxy representative, without which they may not be used. To that end, the proxy representative must sign in the space provided on the proxy card.

- The paper card, duly completed and signed by the shareholder and, in the case of proxies, by the proxy representatives, must be delivered at any Bank branch or sent by postal correspondence to *Registro de Accionistas*, Apartado de Correos número 683 F.D. 28080 Madrid, within the deadlines indicated in the previous section.

  The proxies so delivered or submitted will be processed through the Bank, and the Platform will show the proxies received to the remote attendees so that they can accept them if they wish, which will be equivalent to the proxy representative signing the card.

- In the case of proxy representation that have not been processed through the Bank; pursuant to the provisions of the Rules and Regulations for the General Shareholders' Meeting, the proxy card, duly completed and signed by the shareholder, may also be submitted up to half an hour before the start of the meeting by the designated proxy representative who is remotely attending the meeting, following the instructions established on the Platform when registering as an attendee for this purpose. In such cases, the presentation through the Platform by the proxy representative attending the meeting of the proxy card duly completed and signed by the shareholder will be equivalent to the representative signing the proxy card. When registering as an attendee, in order to be able to submit via the Platform the proxy card issued in their favour that has not been communicated to the Bank, a representative who is not a Bank shareholder must first have signed the Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance, even when if they are a Bank customer and have signed a Consumer Digital Banking Agreement.

In any case, the person to whom voting powers are delegated may only exercise such powers by attending the meeting in person.

B) REMOTE OR VIRTUAL ATTENDANCE AT THE MEETING

As permitted by section 2 of article 34 bis of the Bylaws and section 2 of article 15 bis of the Rules and Regulations for the General Shareholders' Meeting, the board has resolved that the meeting will be held on an exclusively remote basis, i.e. without the physical attendance of shareholders, their proxies or guests. Consequently, the meeting must be attended through the "Virtual Attendance" section of the Platform, accessible from 10:00 a.m. (CEST) on 3 April 2025 (first call) and, if applicable, from 10:00 a.m. (CEST) on the following day, 4 April 2025 (second call). Shareholders (or their representatives) wishing to attend remotely, whether on first or second call, must register by no later than 12:00 p.m. (CEST) on the relevant day. The meeting is expected to be held on second call. The Platform will close 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 smooth running of the meeting, shareholders (or their representatives) who wish to use the remote attendance mechanisms must have previously entered into sufficiently in advance (preferably at least 72 hours before the date of the meeting) one of the agreements with the Bank described in paragraph A)1.2.2 above, under which they can obtain a set of passwords to access the Platform.

Once a shareholder (or his/her representative) has executed either of the aforementioned agreements and has his/her corresponding set of passwords, such shareholder (or his or her proxy representative) may, through the Platform, attend and vote, and exercise their rights at the meeting by remote means of communication in real time, and provide his/her presentation, question or proposal by audio or video prior to the meeting.

Remote attendance at the meeting shall be subject to the following basic rules, and all matters not expressly contemplated herein will 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:

1. **Registration and attendance on the Platform:** under the provision of the Rules and Regulations for the General Shareholders' Meeting and in order to enable the proper management of the remote assistance systems, a shareholder (or their proxy representative) must register by logging on to the corresponding connection through the Platform between 10:00 a.m. and 12:00 p.m. (CEST) on the day of the meeting. Registration of attendees will not be allowed outside of this time period.

   In the event that, as expected, 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 the quality of the connection to the Platform and to provide attendees with an additional explanatory guide to facilitate such connection, all shareholders (or their proxy representatives) who have the required access codes and who intend to attend the meeting remotely are kindly requested to send an email to asistentesjunta@gruposantander.com confirming this intention before 7:00 p.m. (CEST) on 3 April 2025 (the day prior to the day of holding the meeting on second call). This explanatory guide is also available on the corporate website of the Bank (www.santander.com). All of the foregoing is without prejudice to the required registration of the attendee between 10:00 a.m. and 12:00 p.m. (CEST) on the day of the meeting and compliance with all other requirements as stated in the announcement of the call, on the Bank's corporate website (www.santander.com) or at www.juntasantander.com. In any event, from the call to meeting and during the meeting itself, shareholders (or their proxy representatives) may write to the e-mail address junta.accionistas@santander.com or call the Shareholder Helpline ((+34) 91 276 92 90) if they require assistance. Both mechanisms are also available for queries of this nature regardless of whether or not a meeting has been called.

If the person attending remotely has been granted proxies in their favour, and provided that such proxies have been received by the Bank within the permitted deadlines, the Platform will present such proxies to them for acceptance, if they are willing to do so. Up to half an hour before the start of the meeting, remote attendees may also submit proxy cards granted in their favour that have not yet been communicated to the Bank via any of the means made available for such purpose; this shall require following the instructions provided on the Platform upon their registration as an attendee.

Attendees who wish to state before the Notary in charge of preparing the minutes of the general meeting that they expressly leave the meeting must do so by using the "Communications to the Notary" section made available on the Platform. After this statement to the Notary, all actions taken by such attendees thereafter shall be deemed not taken. In any event, the Notary, by means of a connection to the Platform, will be aware of any action taken by remote attendees, including any vote they may cast.

2. Participation:

I. <u>In writing</u>

A shareholder (or their proxy representative) who, in the exercise of their rights, intends to participate in the meeting and, where applicable, exercise their rights to receive information, participate or make proposals shall express their intent to do so at the time of registration, following the instructions provided within the Platform for such purpose. Following such expression of intent and by means of the participation form available for such purpose, the person attending remotely may state in writing and send the contents of a presentation, question or proposal from the time the chair declares the meeting to be validly in session until its conclusion, during the meeting and following the presentation of reports by the chair and the chief executive officer, the presentation of the reports prepared by the chairs of the committees.

Written presentations will be available on the Platform for consultation by any of the attendees at any time during the meeting.

II. <u>By audio or video</u>

Shareholders (or their proxy representatives) who attend the meeting may provide a presentation, question or proposal by audio or video. In order to do so, they must use the Platform, where they must record and submit the corresponding presentation. Pursuant to the provisions of Article 17 of the Rules and Regulations for the General Shareholders' Meeting, each presentation must not exceed five minutes in length.

(i) Recording and submission of presentations

This ability to record and submit presentations will be made available on the Platform from 10:00 a.m. (CEST) on 2 April 2025 until its conclusion, during the meeting and following the presentation of reports by the chair and the chief executive officer, the presentation of the reports prepared by the chairs of the committees. In order to submit presentations after 10:00 a.m. (CEST) on 4 April, participants will need to have previously registered as attendees at the general meeting to be held on second call.

(ii) Validity, replacement and cancellation of presentations

In order for audio or video presentations submitted before the meeting to be considered to have been made for purposes of the general meeting, the relevant participant will need to register as an attendee on the day of the meeting (expected to be 4 April) and, if the participant is not a shareholder, to accept the corresponding proxies. Otherwise, the presentation will be deemed to have not been made and will be automatically cancelled before the start of the meeting.

Likewise, presentations submitted before the meeting may be cancelled or replaced by the person who submitted them until the meeting begins.

If the meeting is held, as expected, on second call, audio or video presentations submitted before the start of the meeting will remain on the Platform (with no requirement to resubmit them), although the person who submitted them may cancel or replace them before the start of the meeting, and, as stated, will only be valid if such person completes the registration process on second call.

(iii) Consultation of presentations by shareholders (or their proxy representatives)

Presentations submitted in accordance with the provisions established herein (i.e. not replaced or cancelled before the start of the meeting and in respect of which the person who submitted them properly registers on the day of the meeting) will be made available to all shareholders (or their proxy representatives) for viewing through the Platform from their registration as attendees at the meeting. Specifically:

- <u>First call:</u> following their registration, shareholders (or their proxy representatives) who register as attendees through the Platform on first call will be able to view all presentations previously submitted and not cancelled, as well as those received until registration is opened for attendance on second call (10:00 a.m. (CEST) on 4 April).
- <u>Second call:</u> following their registration and until the start of the meeting, shareholders (or their proxy representatives) who register as attendees through the Platform on second call will be able to view all presentations previously submitted and not cancelled.

At all times during the meeting, attendees will be able to use the Platform to view: (i) all presentations submitted by attendees registered on second call and not cancelled until the start of the meeting; as well as (ii) all presentations received after the start of the meeting.

<u>Common rules</u>

The form to send presentations in writing or via audio or video will contain a field to include a summary of the content of the presentation and another to state whether the presentation contains a proposed resolution that is legally required to be submitted for a vote at the meeting, without it having to be included in the agenda for the meeting (removal or derivative action (*acción social de responsabilidad*)).

A person attending who has submitted an audio or video presentation may subsequently submit a written presentation.

A person attending remotely who wishes their presentation to be recorded verbatim in the minutes of the meeting must expressly state such desire therein and, if the presentation is by audio or video, when submitting their recording they must also attach their presentation in writing via the Platform so that the Notary can check it in order to reflect it in the minutes. In any event, attendees' presentations must conform to the rules established in the Rules and Regulations for the General Shareholders' Meeting.

In the event of joint holders of deposited securities and in the event of the appointment of a representative to attend the meeting, where a joint holder or the person appointed as the shareholder's representative has submitted a video/audio presentation, if another joint holder or, in the case of a representative, the shareholder him or herself registers as an attendee on the day of the meeting under the same shareholder number, such presentation will be deemed not to have been made, and the joint holder or the shareholder who has registered as attendee may submit a new presentation.

During the meeting, a summary will be presented of the content of the presentations submitted by attendees (via video or audio, or in writing), which will in any event be available for consultation by any of the attendees at any time during the meeting via the General Shareholders' Meeting Platform. Pursuant to law, the Bylaws and the Rules and Regulations for the General Shareholders' Meeting, valid requests for information made by attendees will be answered during the meeting or, if it is not possible to do so at that time, in writing within seven days following the end of the meeting. Answers provided in writing will be published on the corporate website (www.santander.com).

3. **Voting:** the items on the agenda may be voted on from the time that the chair declares the meeting to be validly in session and provided that the attendee has registered according to the procedure established in section 1 above.

   Under the provisions of Article 21.3 of the Rules and Regulations for the General Shareholders' Meeting, the votes corresponding to those attendees who do not select on the Platform the direction of their vote or abstention on the proposed resolutions referring to items included in the agenda shall be deemed votes in favour. Likewise, the votes corresponding to those attendees who do not select on the Platform the direction of their vote or abstention on the proposed resolutions referring to items not included in the agenda shall be deemed votes against.

   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.

   In the event of proposals regarding items not included 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 any event, the process for remote voting regarding all proposed resolutions submitted to the shareholders at the meeting, whether or not included on the agenda, shall come to an end once the secretary of the meeting has read the summaries of the proposed resolutions on the items on the agenda.

4. **Technical means and resources:** in addition to complying with the other requirements set out in this document and in the announcement of the call, in order to attend remotely, a shareholder (or his or her proxy representative) must use a device (computer, tablet or mobile phone) with an internet connection and a Microsoft Windows 10 (64-bit), MacOs Catalina 10.15.4, Android 14.0 or iOS 18.1.1 operating system and an up-to-date web browser (recommended versions for desktops or laptops are Chrome 53, Edge 79, Firefox 36, Safari 14.1 or higher, and for mobile devices Chrome 53, Firefox 36, Safari IOS 14 or higher).

   The device must be compatible with the use of audio and/or video equipment (microphone and/or webcam) to present with audio or video.

   Before making an audio or video recording of your presentation, you must ensure that access to the microphone and/or camera is enabled. The recording should be made against a neutral background. It is recommended that you use a stable internet connection and that you keep your device fully charged or plugged in during the recording of your presentation and the course of the meeting. For best recording quality, it is also recommended to use high-resolution webcams, headphones with microphone or high quality microphones and to ensure that the lighting and ambient noise conditions are appropriate.

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

   An explanatory guide to facilitate connection to the Platform, which in turn has precise instructions for ease of use, is also available on the Bank's corporate website (www.santander.com). From the Platform itself, attendees will be able to request technical assistance if they need it. A document with the most frequently asked questions and the corresponding answers is also available on the Bank's corporate website (www.santander.com). In any case, or further information, queries or concerns, shareholders (or their proxy representatives) may, before or during the meeting, write to the email address junta.accionistas@santander.com or call the Shareholder Helpline ((+34) 91 276 92 90) or visit any Banco Santander branch during the hours for which such branches are open to the public. They may also contact the Santander Shareholder and Investor Relations Office, Ciudad Grupo Santander, Avda. Cantabria, s/n, 28660 - Boadilla del Monte (Madrid) either before or after the meeting. Further information is also available on the Bank's corporate website (www.santander.com).

Additionally, those shareholders (or their proxy representatives) who, for personal reasons, prefer to attend the general meeting from one of the Bank's branches and use a device provided by the Bank must notify the Bank of this by email no later than 28 March 2025 at junta.accionistas@santander.com, including a telephone contact number, or by calling the Shareholder Helpline ((+34) 912 769 290); once the request has been received and subject to availability, they will be allocated a branch as close as possible to their address, where they will be able to register and attend the general meeting on second call using the means provided by the Bank.

5. **Other matters:** in the event of joint holders of deposited securities, the joint holder who is the first to register 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 shall be deemed to have been appointed by the other joint holders to exercise the rights accruing to a shareholder.

C) ISSUES COMMON TO ALL MEANS OF PARTICIPATION (PROXY-GRANTING, ADVANCE DISTANCE VOTING AND ATTENDANCE IN PERSON)

1. RULES OF PRIORITY AMONG PROXIES, ADVANCE DISTANCE VOTING AND ATTENDANCE IN PERSON

1.1. *Priorities among proxies, advance distance voting and attendance in person*

(i) Personal (remote) attendance at the meeting by a shareholder who has previously granted a proxy or voted from a distance, irrespective of the means used to grant such proxy or cast such vote, shall invalidate said proxy or vote.

(i) Likewise, the vote, irrespective of the means used to cast it, shall invalidate any electronic or paper 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.

1.2. *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.

2. MODIFICATION OF THE VOTE CAST FROM A DISTANCE

Once cast, a distance vote may not be modified, except in the event of personal (remote) attendance at the meeting 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 voting card (hand-delivery or postal correspondence).

3. OTHER MATTERS

3.1. *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. 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.

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 F (if the appointment, re-election or ratification thereof is submitted to the shareholders under said item), 7 A, 7 B and 7 F on the agenda, and if the appointed representative is an executive director, also in connection with items 7 C and 7 D. The following are executive directors: Ms Ana Botín-Sanz de Sautuola y O'Shea and Mr Héctor Grisi Checa.

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 on 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 7 C and 7 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 on the agenda of the call to meeting, the proxy shall be deemed to also cover the proposals regarding items not included on 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 on 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.

3.2. Distance votes

In the case of distance voting on items included on 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 on 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.

3.3. 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). Excepted from the foregoing are the cases of change of shareholding.

Both the proxy granted and the vote cast from a distance shall be rendered ineffective by the disposition of shares of which the Bank 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 1 (Rules of priority among proxies, advance distance voting and attendance in person) 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 shareholder rights.

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Shareholders (or their proxy representatives) that are legal entities and non-resident in Spain must contact the Bank via the email address junta.accionistas@santander.com or call the Shareholder Helpline ((+34) 91 276 92 90) in order to adapt to their particular situations, with proper safeguards, the mechanisms for advance proxy-granting and distance voting and for attending the meeting remotely.

Shareholders (or their proxy representatives) shall be solely responsible for safeguarding the passwords for accessing and using the electronic proxy-granting and advance voting services and the Platform. 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.

3.3. Technical incidents

Subject to the provisions set out in the law, the Bylaws and the Rules and Regulations for the General Shareholders' Meeting, the Bank reserves the right to modify, suspend, cancel or restrict the mechanisms for electronic voting and proxy-granting prior to the meeting and for remote attendance 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 or affect the use of the mechanisms for electronic voting and proxy-granting prior to the meeting or for remote attendance.

D) 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 (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 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 Bank 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.

In order to access the Forum, shareholders must have previously entered into sufficiently in advance one of the agreements with the Bank described in paragraph A)1.2.2 above, under which they are provided a set of passwords to access the Forum.

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

Legal entities and non-residents in Spain must contact the Bank via the Shareholders Helpline, at +34 91 276 92 90 or the email address junta.accionistas@santander.com, to adapt to their particular situations, with proper safeguards, the mechanisms for participating in the Forum.

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