

Attendance, proxy and distance voting card for the ordinary general shareholders' meeting of Banco Santander, S.A. to be held in Santander, at the Palacio de Exposiciones y Congresos – Avenida del Racing, s/n, at 9:30 a.m. on 11 April 2019, on first call, or the following day, 12 April, on second call (it being customary for the meeting to be held on second call).

Shareholders may also grant a proxy or vote from a distance by electronic means or attend remotely as indicated on the reverse of this card and on the Bank's corporate website ([www.santander.com](http://www.santander.com)).

**ATTENDANCE**

**Shareholders who wish to physically attend the meeting**

A shareholder who wishes to physically attend the meeting must sign this card in the space below and produce it on the day of the meeting at the place where the meeting is held.

**Signature of attending shareholder**

In ....., on.....2019

**Shareholder Number:**

**Number of Shares:**

The holder of this card may delegate the right to attend or vote from a distance by checking the corresponding boxes in the table setting forth the items on the agenda and signing the proxy or distance voting section, as applicable. In the event that both sections are signed, distance voting will prevail and the proxy will be ineffective.

**PROXY**

ORDINARY GENERAL SHAREHOLDERS' MEETING, APRIL 2019

**Shareholders who wish to grant a proxy**

The shareholder in whose favour this card has been issued grants the shareholder's proxy for this meeting to:

(Check only one of the following boxes and name the proxy-holder, if applicable. In order for this proxy to be valid, the shareholder granting the proxy must sign in the place indicated for such purpose).

1.  The Chairman of the board of directors.
2.  .....

Any proxy that does not contain a statement naming the individual or legal entity to whom the proxy is granted shall be deemed to have been granted to the Chairman of the board of directors.

It should be noted that if the proxy-holder appointed as provided above is a director of the Bank, such director may be affected by a potential conflict of interest in connection with items One C, Three B to Three G (if the director's appointment, re-election or ratification is submitted to the shareholders at the meeting under this item), Nine, Ten and Fourteen of the agenda and, in the case of an executive director<sup>1</sup>, also in connection with items Eleven and Twelve A. Furthermore, the proxy granted to the Chairman shall be deemed granted to whomever chairs the meeting in the event that the Chairman is unable to attend the meeting.

**To give precise voting instructions, check the corresponding box with an "x" in the table below.**

**If any of the boxes is not checked, it shall be deemed that the precise instruction given by the shareholder granting the proxy is to vote in favour of the proposal of the board of directors.**

**Voting instructions for proposals of the board of directors**

Item on the agenda	1°A	1°B	1°C	2°	3°A	3°B	3°C	3°D	3°E	3°F	3°G	4°	5°	6°	7°	8°	9°	10°	11°	12°A	12°B	12°C	12°D	12°E	13°	14°	
For																											
Against																											
Abstain																											
Blank																											

If the proxy-holder appointed as provided above is affected by a conflict of interest regarding the voting on any of the proposals, whether or not included in the agenda, to be submitted at the meeting, and the shareholder granting the proxy has not given precise voting instructions as provided on this card, the proxy shall be deemed granted to the General Secretary. In any event, if the appointed proxy-holder is the General Secretary, he may be affected by a potential conflict of interest in connection with items Eleven, Twelve A and Twelve C on the agenda.

**Proposals regarding items not included in the agenda of the call to meeting**

Unless otherwise indicated by checking the following NO box (in which case it shall be deemed that the shareholder specifically instructs the proxy-holder to abstain), the proxy also covers proposals regarding items not included in the agenda.  **NO**

If the proxy covers such proposals, the precise instruction to the proxy-holder is to vote against, unless otherwise indicated below: .....

A conflict of interest shall arise in the event that matters are submitted to the shareholders at the meeting that are not included in the agenda and that refer to the dismissal of or commencement of a derivative action (*acción social de responsabilidad*) against the proxy-holder, in the event that such proxy-holder is also a director of the Bank.

**Signature of shareholder granting the proxy**

**Signature of attending proxy-holder**

In ....., on.....2019

In ....., on.....2019

**Shareholder Number:**

**Number of Shares:**

<sup>1</sup>The following are executive directors: Ms Ana Botín-Sanz de Sautuola y O'Shea, Mr José Antonio Álvarez Álvarez and Mr Rodrigo Echenique Gordillo.

## RIGHT TO ATTEND

Shareholders holding one or more shares registered in the book-entry registry at least 5 days prior to the date of the meeting may attend the meeting.

## SHAREHOLDERS WHO WISH TO GRANT A PROXY USING THIS CARD

If the shareholder does not intend to attend, the shareholder may grant a proxy to any other individual or legal entity. To do so, the shareholder must complete the proxy on the face of this card and sign in the space provided for such purpose. The person representing him/her at the meeting must also sign such proxy. Pursuant to the provisions of the Bylaws and the Rules and Regulations for the General Shareholders' Meeting, the proxy may be delivered to the Bank in person or by mail. In addition, the rules included in the notice of the meeting and on the Bank's corporate website ([www.santander.com](http://www.santander.com)) must be complied with.

## SHAREHOLDERS WHO WISH TO VOTE FROM A DISTANCE PRIOR TO THE MEETING USING THIS CARD

If the shareholder does not intend to attend and does not wish to grant a proxy, the shareholder may cast a distance vote regarding the items on the agenda. In order to do so, the shareholder must complete the distance voting section below and sign in the space provided for such purpose. A shareholder casting his/her vote from a distance shall be deemed present for purposes of establishing a quorum at the general meeting. Pursuant to the provisions of the Bylaws and the Rules and Regulations for the General Shareholders' Meeting, the vote thus cast may be delivered to the Bank in person or by mail. In addition, the rules included in the notice of the meeting and on the Bank's corporate website ([www.santander.com](http://www.santander.com)) must be complied with. If both the proxy and distance voting sections are signed, the distance vote shall prevail and the proxy shall be rendered ineffective.

## PROXY-GRANTING AND DISTANCE VOTING PRIOR TO THE MEETING BY ELECTRONIC MEANS

Shareholders may also grant a proxy, as well as vote with respect to the items on the agenda for the meeting, by electronic means, in accordance with the provisions of the Bylaws and the Rules and Regulations for the General Shareholders' Meeting. The rules included in the notice of the meeting and on the Bank's corporate website ([www.santander.com](http://www.santander.com)) must be complied with for such purpose.

## REAL-TIME ATTENDANCE BY REMOTE MEANS OF COMMUNICATION (REMOTE ATTENDANCE)

Shareholders having the right to attend (or their representatives) may also attend the general meeting through the use of data transmission means pursuant to the provisions of the Bylaws and the Rules and Regulations for the General Shareholders' Meeting and as provided by the board of directors in that regard. The rules included in the notice of the meeting and on the Bank's corporate website ([www.santander.com](http://www.santander.com)) must be complied with for such purpose.

## DISTANCE VOTING

## ORDINARY GENERAL SHAREHOLDERS' MEETING, APRIL 2019

### Shareholders who wish to vote from a distance regarding the proposals on the agenda

If, prior to the holding of the meeting, the shareholder in whose favour this card was issued wishes to cast a distance vote with respect to the proposals on the agenda for this meeting, such shareholder must check the corresponding box with an "x" in accordance with the direction of the shareholder's vote or abstention. Distance votes cannot be cast on possible proposals not included in the agenda. If none of the boxes provided with respect to an item on the agenda is checked, it shall be deemed that the vote is in favour of the proposal of the board of directors. In any event, shareholders must adhere to the provisions of Law, the Bylaws and the Rules and Regulations for the General Shareholders' Meeting as well as to the rules included in the notice of the meeting and on the Bank's corporate website ([www.santander.com](http://www.santander.com)).

### Vote on the proposals of the board of directors

Item on the agenda	1ºA	1ºB	1ºC	2º	3ºA	3ºB	3ºC	3ºD	3ºE	3ºF	3ºG	4º	5º	6º	7º	8º	9º	10º	11º	12ºA	12ºB	12ºC	12ºD	12ºE	13º	14º	
For																											
Against																											
Abstain																											
Blank																											

A shareholder who casts a distance vote shall be deemed present for purposes of forming a quorum at the general meeting.

## DISTANCE VOTING

### Signature of shareholder casting a distance vote

In ....., on.....2019

Shareholder Number:

Number of Shares:

## AGENDA

Pursuant to the provisions of Section 186 of the Spanish Capital Corporations Law (*Ley de Sociedades de Capital*), the agenda for the general shareholders' meeting of Banco Santander, S.A. to be held on 11 April 2019 on first call or, if applicable, on the following day, 12 April, on second call, is attached to this document as an annex, which is an integral part hereof.

## PERSONAL DATA PROTECTION

The personal data provided in this attendance, proxy and distance voting card, those provided by the shareholder or by any other third parties and those generated at the general meeting, as well as the data obtained through the recording of the general meeting (i.e. image and voice), will be processed under the responsibility of Banco Santander, S.A. to facilitate, manage and control the exercise of the rights of the shareholder (to whom this card has been issued) at the general meeting, as well as to manage and control the shareholding relationship and the holding and dissemination of the general meeting and to comply with statutory obligations. Data processing is necessary for these purposes and the legal ground for such processing is based on the shareholder's relationship with Banco Santander, S.A. and on the fulfilment of statutory duties. The data will be disclosed to the notary who is to attend the general meeting and who is to draw up the minutes and may be made available to third parties in the exercise of their statutory right to receive information or be made available to the public to the extent that they are included in the information on the corporate website ([www.santander.com](http://www.santander.com)) or are stated at the general meeting, which may be recorded by audiovisual means and disseminated on such website and on social networks and by accredited media. By attending the general meeting (in person or remotely), an attendee authorizes being photographed, the audiovisual recording of his/her image and/or voice, as well as the reproduction and/or publication and dissemination of such photographs and recordings in the terms indicated above. The legal basis for processing image and voice data is the existence of a legitimate interest of Banco Santander, S.A. to record and disseminate the meeting, which is recognized in the applicable rules and principles of transparency, as well as the consent of the attendee, given when attending the general meeting. The personal data will be kept during the shareholder relationship and, after that, for a period of 6 years only in order to be able to respond to any legal or contractual actions, unless, exceptionally, a longer prescription period for any legal or contractual action were applicable. Data subjects may ask to access, rectify and delete their data, object to certain types of processing, request the limitation of the processing and portability of his/her personal data, and exercise any other rights under the data protection regulations, all in accordance with Regulation (EU) 2016/679 (General Data Protection Regulation) and other applicable data protection regulations, by written communication, and providing proof of his/her identity, addressed to the registered office of Banco Santander, S.A. (Paseo de Pereda 9-12, Secretaría General, 39004 Santander). Data subjects may make any claim or request related to the protection of their personal data before the competent data protection authority, which in Spain is the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*). If this attendance, proxy and distance voting card includes personal data of individuals other than the shareholder and if a third party attends the meeting as the shareholder's proxy, the shareholder must inform him/her of the points indicated above regarding the processing of personal data and comply with any other requirements that may be applicable for the correct transfer of personal data to Banco Santander, S.A., without Banco Santander, S.A. having to take any additional action vis-à-vis interested parties.

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

## AGENDA

- One.-** Annual accounts and corporate management.
- One A.** Examination and, if appropriate, approval of the annual accounts (balance sheet, profit and loss statement, statement of recognised income and expense, statement of changes in total equity, cash flow statement, and notes) and the directors' reports of Banco Santander, S.A. and its consolidated Group, all with respect to the Financial Year ended 31 December 2018.
- One B.** Examination and, if appropriate, approval of the consolidated statement of non-financial information for the Financial Year ended 31 December 2018 and which is part of the consolidated directors' report.
- One C.** Examination and, if appropriate, approval of the corporate management for Financial Year 2018.
- Two.-** Application of results obtained during Financial Year 2018.
- Three.-** Board of directors: appointment, re-election or ratification of directors.
- Three A.** Setting the number of directors.
- Three B.** Appointment of Mr Henrique de Castro.
- Three C.** Re-election of Mr Javier Botín-Sanz de Sautuola y O'Shea.
- Three D.** Re-election of Mr Ramiro Mato García-Ansorena.
- Three E.** Re-election of Mr Bruce Carnegie-Brown.
- Three F.** Re-election of Mr José Antonio Álvarez Álvarez.
- Three G.** Re-election of Ms Belén Romana García.
- Four.-** Re-election of the external auditor for Financial Year 2019.
- Five.-** Authorisation for the Bank and its subsidiaries to acquire treasury shares pursuant to the provisions of sections 146 and 509 of the Spanish Capital Corporations Law, depriving of effect, to the extent not used, the authorisation granted by resolution Four II) of the shareholders acting at the ordinary general shareholders' meeting of 23 March 2018.
- Six.-** Increase in share capital by such amount as may be determined pursuant to the terms of the resolution, by means of the issuance of new ordinary shares having a par value of one-half (0.5) euro each, with no share premium, of the same class and series as those that are currently outstanding, with a charge to reserves. Offer to acquire bonus share rights (*derechos de asignación gratuita*) at a guaranteed price. Express provision for the possibility of less than full allotment. Delegation of powers to the board of directors, which may in turn delegate such powers to the executive committee, to establish the terms and conditions of the increase as to all matters not provided for by the shareholders at this general meeting, to take such actions as may be required for implementation thereof, to amend the text of sections 1 and 2 of article 5 of the Bylaws to reflect the new amount of share capital, and to execute such public and private documents as may be necessary to carry out the increase. Application to the appropriate domestic and foreign authorities for admission to trading of the new shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through Spain's Automated Quotation System (*Mercado Continuo*) and on the foreign Stock Exchanges on which the shares of Banco Santander are listed in the manner required by each of such Stock Exchanges.
- Seven.-** Delegation to the board of directors of the power to issue all kinds of fixed-income securities, preferred interests (*participaciones preferentes*) or debt instruments of a similar nature (including warrants) that are convertible into shares of the Company. Establishment of criteria for determining the basis for and terms and conditions applicable to

the conversion; and granting to the board of directors of the power to increase capital by the required amount and to exclude the pre-emptive rights of the shareholders. To deprive of effect, to the extent unused, the delegation of powers granted under resolution Ten A II) approved at the ordinary general shareholders' meeting held on 27 March 2015.

- Eight.-** Delegation to the board of directors of the power to issue all kinds of fixed-income securities, preferred interests (*participaciones preferentes*) or debt instruments of a similar nature (including certificates (*cédulas*), promissory notes and warrants) that are not convertible, depriving of effect, to the extent unused, the delegation of powers granted in this regard under resolution Seven II) approved at the ordinary general shareholders' meeting held on 7 April 2017.
- Nine.-** Director remuneration policy.
- Ten.-** Director remuneration system: setting of the maximum amount of annual remuneration to be paid to all of the directors in their capacity as such.
- Eleven.-** Remuneration system: approval of maximum ratio between fixed and variable components of total remuneration of executive directors and other employees belonging to categories with professional activities that have a material impact on the risk profile.
- Twelve.-** Approval of the application of remuneration plans involving the delivery of shares or share options:
- Twelve A.** Deferred Multiyear Objectives Variable Remuneration Plan.
  - Twelve B.** Deferred and Conditional Variable Remuneration Plan.
  - Twelve C.** Digital Transformation Award.
  - Twelve D.** Application of the Group's buy-out regulations.
  - Twelve E.** Plan for employees of Santander UK Group Holdings plc. and other companies of the Group in the United Kingdom by means of options on shares of the Bank linked to the contribution of periodic monetary amounts and to certain continuity requirements.
- Thirteen.-** Authorisation to the board of directors to interpret, remedy, supplement, implement and develop the resolutions approved by the shareholders at the meeting, as well as to delegate the powers received from the shareholders at the meeting, and grant of powers to convert such resolutions into notarial instruments.
- Fourteen.-** Annual director remuneration report.<sup>(1)</sup>

<sup>(1)</sup> Consultative vote.