

Attendance, proxy and distance voting card for the extraordinary 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 8:30 a.m. on 22 July 2019, on first call, or the following day, 23 July, 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).

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

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 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	1º	2º
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.

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

Shareholder Number:

Number of Shares:

In, on.....2019

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) 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) 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) 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) must be complied with for such purpose.

DISTANCE VOTING

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING, JULY 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).

Vote on the proposals of the board of directors

Item on the agenda	1º	2º
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 22 July 2019 on first call or, if applicable, on the following day, 23 July, 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) 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.

AGENDA

- One.-** Increases in share capital by such amount as may be determined pursuant to the terms of the resolution, by means of the issuance and placement into circulation of new ordinary shares that will be fully subscribed and paid up by means of in-kind contributions, to be used to acquire all of the securities representing the share capital of Banco Santander México, S.A., Institución de Banca Múltiple, Grupo Financiero Santander México ("**Santander México**") not held by the Santander Group in an exchange offer. The two capital increases would be used to settle the exchange offer in two steps, although only one of them may be implemented if the settlement finally takes place all at once:
- Increase in share capital by such amount as may be determined pursuant to the terms of the resolution, by means of the issuance and placement into circulation of new ordinary shares having a par value of one-half (0.50) euro each, with a share premium to be determined by the board of directors, or by any of its delegated decision-making bodies or by any director, by delegation therefrom, pursuant to Section 297.1.a) of the Spanish Capital Corporations Law, no later than the date of implementation of the resolution. The new shares will be fully subscribed and paid up by means of in-kind contributions consisting of securities representing the share capital of Santander México, i.e. ordinary series B shares (including those represented through American Depositary Shares (ADSs)) of Santander México, in the form technically and legally appropriate to coordinate the various clearing and settlement systems and the legal provisions applicable in Spain, Mexico and the United States, including, without limitation, the ability to deliver rights to such shares, whether or not represented by certificates (the "**Primary Increase**"). Express provision for the possibility of incomplete subscription.
 - Increase in share capital by such amount as may be determined pursuant to the terms of the resolution, by means of the issuance and placement into circulation of new ordinary shares having a par value of one-half (0.50) euro each, with a share premium to be determined by the board of directors, or by any of its delegated decision-making bodies or by any director, by delegation therefrom, pursuant to Section 297.1.a) of the Spanish Capital Corporations Law, no later than the date of implementation of the resolution. The new shares will be fully subscribed and paid up by means of in-kind contributions consisting of securities representing the share capital of Santander México, i.e. ordinary series B shares (including those represented through American Depositary Shares (ADSs)) of Santander México, in the form technically and legally appropriate to coordinate the various clearing and settlement systems and the legal provisions applicable in Spain, Mexico and the United States, including, without limitation, the ability to deliver rights to such shares, whether or not represented by certificates (the "**Complementary Increase**"). Express provision for the possibility of incomplete subscription.
- Delegation of powers to the board of directors, which may in turn delegate such powers to any of its delegated decision-making bodies or to any director, to establish the terms and conditions of the increases as to all matters not provided for by the shareholders at the general shareholders' meeting, to take such actions as may be required for implementation hereof, 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 documents as may be necessary or appropriate to carry out the increases.
- Application to the appropriate domestic and foreign authorities for admission to trading of the new shares on the Madrid, Barcelona, Valencia and Bilbao stock exchanges through Spain's Automated Quotation System (Continuous Market) and on the foreign stock exchanges on which the shares of the Bank are listed (currently London, Warsaw and, through ADSs, on the New York Stock Exchange), as well as on the Mexican Stock Exchange, all in the manner required by each of such stock exchanges.
- Two.-** 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.