

## **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 to 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. 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](http://www.santander.com)), at the Bank's Internet address [www.juntasantander.com](http://www.juntasantander.com), and on the "*Santander Accionistas e Inversores*" application for compatible mobile devices at 6:00 p.m. on 5 April 2017.

#### **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](http://www.santander.com)) or through the Bank's Internet address [www.juntasantander.com](http://www.juntasantander.com). Shareholders with a mobile device compatible with Android or Apple iOS operating systems may also use the "*Santander Accionistas e Inversores*" application, which they must have previously downloaded from Google Play or App Store, respectively.

The mechanisms to grant a proxy by electronic means shall 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) Multi-Channel Agreement: shareholders who are individuals and who have already entered into a Multi-Channel Agreement with the Bank may rely upon it and use, for purposes of electronic proxy-granting, the passwords and electronic signature already available to them under such agreement. Openbank security passwords can also be used for these purposes. If the individual shareholder is a customer of the Bank and wishes to sign the Multi-Channel Agreement, the

shareholder may do so through Supernet, contact their branch or call the Superline at +34 915 123 123.

- (b) Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance: shareholders who are individuals and who have not entered into a Multi-Channel Agreement, and shareholders that are legal entities (even if they have entered into a Multi-Channel 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 Electronic Voting and Proxy-Granting and Remote Attendance (“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”).

In order to sign this agreement, shareholders must access the “Request passwords” section of the proxy-granting, advance electronic voting and remote attendance section of the corporate website ([www.santander.com](http://www.santander.com)) or the Bank’s Internet address [www.juntasantander.com](http://www.juntasantander.com) or, if the mobile device is compatible with Android or Apple iOS operating systems, through the “*Santander Accionistas e Inversores*” application, and follow the instructions provided therein.

Once a shareholder has signed either of the aforementioned agreements and the shareholder has the corresponding set of passwords and electronic signature, such shareholder may, either through the “General shareholders’ meeting” section of the Bank’s corporate website ([www.santander.com](http://www.santander.com)) or through the Bank’s Internet address [www.juntasantander.com](http://www.juntasantander.com) or through the “*Santander Accionistas e Inversores*” application (for mobile devices compatible with the Android or Apple iOS operating systems), grant a proxy to another person to represent the shareholder at the meeting, all on the terms and conditions described in each case.

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 voting card

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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 card must be delivered at any branch of the Bank or sent by postal correspondence to Registro de Accionistas, Apartado 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 which are valid for purposes of casting a vote from a distance are the following:

(i) Electronic means:

In order to cast their vote from a distance 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](http://www.santander.com)) or through the Bank's Internet address [www.juntasantander.com](http://www.juntasantander.com). Shareholders with a mobile device compatible with Android or Apple iOS operating systems may also use the "*Santander Accionistas e Inversores*" application, which they must have previously downloaded from Google Play or 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 this voting mechanism must have previously signed one of the agreements specified in section 1 (i) above.

Once a shareholder has executed either of the aforementioned agreements and the shareholder has the corresponding set of passwords and electronic signature, 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 "General shareholders' meeting" section of the Bank's corporate website ([www.santander.com](http://www.santander.com)) or through the Bank's Internet address [www.juntasantander.com](http://www.juntasantander.com) or through the "*Santander Accionistas*

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*e Inversores*” application (for mobile devices compatible with the Android or Apple iOS operating systems); and all on terms and conditions described in each case.

(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 voting card issued by the Bank. The duly completed and signed card must be delivered to any branch of the Bank or sent by postal correspondence to Registro de Accionistas, Apartado 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 on 3 April 2017.

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 are granted in writing and submitted by the 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, 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 shareholders’ 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. on 5 April 2017. 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](http://www.santander.com)), on the Bank’s Internet address [www.juntasantander.com](http://www.juntasantander.com) and on the “*Santander Accionistas e Inversores*” application (for compatible mobile devices) at 6:00 p.m. on 5 April 2017.

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 render said proxy or vote ineffective. Personal physical attendance will invalidate remote personal attendance.
- (ii) Likewise, the vote, irrespective of the means used to cast it, shall render ineffective 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 render void the 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 voting card (hand-delivery or postal correspondence).

### 3.4 Other matters

In the event that electronic means are used, only one electronic session shall be allowed for each type of operation (advance proxy-granting and voting, and 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.

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

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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 Shareholders' 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 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 or any other events of the same or a similar nature, which 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 paragraph 6 of article 34 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](http://www.santander.com)) at 8:00 a.m. on 6 April 2017 (first call) and, if applicable, at 8:00 a.m. on the following day, 7 April 2017 (second call); shareholders (or their representatives) wishing to attend remotely, whether on first or second call, must register no later than 9:00 a.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 shareholders' 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 a set of passwords is made available to them in order to access the remote attendance software application and, by means thereof, an electronic signature:

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- (a) Multi-Channel Agreement: individuals who have already entered into a Multi-Channel Agreement with the Bank may rely on it and use, for purposes of remote attendance, the passwords and electronic signature already available to them under such agreement. Openbank security passwords can also be used for these purposes. If the shareholder who is an individual is a customer of the Bank and wishes to sign the Multi-Channel Agreement, the shareholder may do so through Supernet, contact their branch or call the Superline at +34 915 123 123.
- (b) Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance at the Meeting: individuals who have not entered into a Multi-Channel Agreement and legal entities (even if they have entered into a Multi-Channel 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 at the Meeting (“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”).

In order to sign this agreement, shareholders must access the “Request passwords” section of the proxy-granting, advance electronic voting and remote attendance section of the corporate website ([www.santander.com](http://www.santander.com)) or the Bank’s Internet address [www.juntasantander.com](http://www.juntasantander.com) or, if the mobile device is compatible with Android or Apple iOS operating systems, through the “*Santander Accionistas e Inversores*” application, and follow the instructions provided therein.

Remote attendance at the meeting is neither available through the Bank’s Internet address [www.juntasantander.com](http://www.juntasantander.com) nor the “*Santander Accionistas e Inversores*” application.

Once a shareholder (or his/her representative) has executed either of the aforementioned agreements and has its corresponding set of passwords and electronic signature, such shareholder may, through the “General shareholders’ meeting” section on the Bank’s corporate website ([www.santander.com](http://www.santander.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 those set forth in Law, the Bylaws and the Rules and the 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 8:00 a.m. and 9:00 a.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.

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 clarifications in connection with the items on the agenda, request clarifications 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 and regarding the auditor's report or make proposals shall express their intent to do so at the time of registration. Following such expression of intent, and exclusively by means of the participation form prepared 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 Chairwoman 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 in writing within seven days of the meeting, pursuant to the provisions of the Spanish Capital Corporations Law.

- (iii) Voting: Votes on the proposals relating to the items on the agenda may be cast as from the moment when the Chairwoman 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

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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 shareholders' 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 those persons that do not reside in Spain must call the Shareholders' 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 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 or any other events of the same or a similar nature, which 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 enabled on its corporate website ([www.santander.com](http://www.santander.com)) an Electronic Shareholders' Forum (hereinafter, the "Forum"), which may be accessed by shareholders who are individuals as well as voluntary associations of shareholders that may be created pursuant to the provisions of Section 539.4 of the Spanish Capital Corporations Law.

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Proposals intended to be presented as an addendum 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 may be published in the Forum.

The Forum does not constitute a device for electronic conversation among the shareholders or a meeting point for virtual debate. Nor may the Forum be 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 passwords for access to the Forum, and an electronic signature by means thereof:

- (a) Multi-Channel Agreement: shareholders who are individuals and have already signed a Multi-Channel Agreement with the Bank may make use thereof, using the passwords and electronic signature already available to them by virtue of such agreement. Openbank security passwords can also be used for these purposes. If the shareholder who is an individual is a customer of the Bank and wishes to sign the Multi-Channel Agreement, the shareholder may do so through Supernet, contact their branch or call the Superline at +34 915 123 123.
- (b) Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance: shareholders who are individuals and have not entered into the Multi-Channel Agreement and shareholders that are legal entities (even if they have entered into a Multi-Channel Agreement) must sign an Agreement for Access to Electronic Voting and Proxy-Granting and Remote Attendance ("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") for the sole purpose of accessing and using the Forum and using the electronic voting and proxy mechanisms without charge by the Bank.

In order to sign this agreement, shareholders must access the "Request passwords" section of the proxy-granting, advance electronic voting and remote attendance section of the corporate website ([www.santander.com](http://www.santander.com)) or the Bank's Internet address [www.juntasantander.com](http://www.juntasantander.com) or, if the mobile device is compatible with Android or Apple iOS operating systems, through the "*Santander Accionistas e Inversores*" application, and follow the instructions provided therein.

Access to the Forum is neither available through the Bank's Internet address [www.juntasantander.com](http://www.juntasantander.com) nor the "*Santander Accionistas e Inversores*" application.

Legal entities and persons that are not residents of Spain must call the Shareholders' Helpline, at +34 91 276 92 90, to adapt, with the appropriate 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 notice of call to meeting and 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](http://www.santander.com)).

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