

- One. Approval of annual accounts, of the consolidated statement of non-financial information 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 2019.
- One B.** Examination and, if appropriate, approval of the consolidated statement of non-financial information for the Financial Year ended 31 December 2019, which is part of the consolidated directors' report.
- One C.** Examination and, if appropriate, approval of the corporate management for Financial Year 2019.
- Two. Application of results of Financial Year 2019.**
- Three. Board of directors: appointment, re-election or ratification of directors.**
- Three A.** Setting 15 as the number of directors.
- Three B.** Appointment of Mr Luis Isasi Fernández de Bobadilla.
- Three C.** Appointment of Mr Sergio Agapito Lires Rial.
- Three D.** Ratification of the appointment and re-election of Mrs Pamela Ann Walkden.
- Three E.** Re-election of Ms Ana Patricia Botín-Sanz de Sautuola y O'Shea.
- Three F.** Re-election of Mr Rodrigo Echenique Gordillo.
- Three G.** Re-election of Ms Esther Giménez-Salinas i Colomer.
- Three H.** Re-election of Ms Sol Daurella Comadrán.
- Four. Re-election of the external auditor for Financial Year 2020.**
- Five. Authorisation to acquire treasury shares, rescinding the previous authorisation of the same nature.**
- 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 Five II) of the shareholders acting at the ordinary general shareholders' meeting of 12 April 2019.
- Six. Authorisation to increase the share capital up to a maximum amount of half the currently existing share capital within a period of 3 years, rescinding the previous authorisation of the same nature. Delegation of the power to exclude pre-emptive rights (up to 10% of the existing share capital<sup>(1)</sup>).**
- Authorisation to the board of directors such that, pursuant to the provisions of section 297.1.b) of the Spanish Capital Corporations Law, it may increase the share capital on one or more occasions and at any time, within a period of three years, by means of cash contributions and by a maximum nominal amount of 4,154,528,645.50 euros, all upon such terms and conditions as it deems appropriate, depriving of effect, to the extent of the unused amount, the authorisation granted under resolution Seven II) adopted at the ordinary general shareholders' meeting of 23 March 2018. Delegation of the power to exclude pre-emptive rights, as provided by section 506 of the Spanish Capital Corporations Law.
- Seven. Increases in share capital to implement two scrip dividends.**
- Seven A.** 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 and power to use voluntary reserves from retained earnings or share premium for such purpose, depriving of effect resolution Six approved at the ordinary general shareholders' meeting held on 12 April 2019. 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 B.** 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 and power to use voluntary reserves from retained earnings or share premium for such purpose. 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.

<sup>(1)</sup> The 10% limit shall not apply to capital increases aimed at accommodating the conversion of CoCos.

- Eight. Delegation to the board of directors of the power to issue all kinds of non-convertible fixed-income securities, depriving of effect the previous delegation of the same nature.**
- 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 of the unused amount, the delegation in such respect conferred by resolution Eight II) approved by the shareholders acting at the ordinary general meeting of 12 April 2019.
- Nine. Director remuneration policy.**
- Ten. System for directors remuneration: setting of the maximum amount of annual remuneration to satisfy all directors in their capacity as such.**
- Eleven. System for remuneration: approval of the maximum ratio of fixed to variable components of the total remuneration of executive directors and risk takers.**
- 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 which entail 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 implement the resolutions.**
- Fourteen. Annual report on directors remuneration.<sup>(2)</sup>**

<sup>(2)</sup> Consultative Vote