

- One. Application of results obtained during financial year 2019.**
- Two. Board of directors: appointment, re-election or ratification of directors.**
- Two A.** Setting 15 as the number of directors.
- Two B.** Appointment of Mr Ramón Martín Chávez Márquez.
- Three.**
- Three A. Examination and, if appropriate, approval of the balance sheet of Banco Santander, S.A. as at 30 June 2020.**
- Three B. Increase in share capital to implement a dividend distribution for financial year 2019 to be paid in new shares equivalent to €0.10 per share.**
- 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. 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; take such actions as may be required for implementation thereof; 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.
- Four. Conditional distribution of a cash dividend of €0.10 per share in respect of 2020 to be paid in 2021.**
- Conditional distribution of the gross fixed amount of 10 euro cents (0.10) per share with a charge to the Share Premium Reserve. 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 distribution as to all matters not provided for by the shareholders at this general meeting; take such actions as may be required for implementation thereof; and to execute such public and private documents as may be necessary to implement the resolution.
- Five. Authorisation to the board of directors to implement the resolutions approved by the shareholders at the meeting.**