

MR. JAIME PÉREZ RENOVALES, SECRETARY GENERAL AND SECRETARY OF THE BOARD OF "BANCO SANTANDER, S.A.",

CERTIFY: That at the General Shareholders' Meeting of this entity, validly held on 27 October 2020, the following resolutions were passed:

"ITEM ONE

To approve the application of results in the amount of 3,530,216,306.15 euros obtained by the Bank in financial year 2019, to be distributed as follows:

Euros	1,661,811,458.20	to the payment of the dividend already paid prior to the date of the ordinary General Meeting.
Euros	<u>1,868,404,847.95</u>	to increase the Voluntary Reserve.
Euros	3,530,216,306.15	in total.

ITEM TWO

TWO A.- To set the number of directors at 15, which is within the maximum and the minimum established by the Bylaws.

TWO B.- To appoint Mr Ramón Martín Chávez Márquez as a director, with the classification of independent director, for the Bylaw-mandated period of three years. The effectiveness of this appointment is subject to obtaining the regulatory approval provided for in Law 10/2014 of 26 June on the organisation, supervision and solvency of credit institutions, in Council Regulation (EU) No 1024/2013 of 15 October 2013 and in Regulation (EU) No 468/2014 of the European Central Bank regarding suitability.

ITEM THREE

THREE A.- Approval of the balance sheet of Banco Santander, S.A. as at 30 June 2020.

To approve the balance sheet of Banco Santander, S.A. as at 30 June 2020 and verified by the Company's auditor, for purposes of compliance with the requirement of section 303.2 of the Spanish Capital Corporations Law regarding the capital increase with a charge to reserves submitted for the approval of the shareholders at the ordinary general meeting under item Three B on the agenda.

THREE B.- Increase in share capital with a charge to reserves

1.- Capital increase

It is hereby resolved to increase the share capital by the amount that results from multiplying (a) the par value of one-half (0.5) euro per share of Banco Santander, S.A. ("Banco Santander" or the "Bank") by (b) the determinable number of new shares of Banco Santander resulting from the formula set forth under section 2 below (the "New Shares").

The capital increase is carried out through the issuance and flotation of the New Shares, which shall be ordinary shares with a par value of one-half (0.5) euro each, of the same class and series as those currently outstanding, represented in book-entry form.

The capital increase is entirely charged to reserves of the type contemplated in section 303.1 of the Spanish Capital Corporations Law.

The New Shares are issued at par value, i.e. for their par value of one-half (0.5) euro, with no share premium, and shall be allotted free of charge to the shareholders of the Bank.

Pursuant to section 311 of the Spanish Capital Corporations Law, provision is made for the possibility of less than full allotment.

2.- New Shares to be issued

The number of New Shares will be obtained by applying the following formula, rounded down to the nearest whole number:

$$\text{NNS} = \text{TNShrs} / \text{Num. rights}$$

where,

NNS = Number of New Shares to be issued;

TNShrs = Number of Banco Santander shares outstanding on the date the board of directors or, by delegation therefrom, the executive committee or any director with delegated powers, resolves to implement the capital increase; and

Num. rights = Number of bonus share rights needed for the allotment of one New Share, which number will be obtained by applying the following formula, rounded up to the nearest whole number:

$$\text{Num. rights} = \text{TNShrs} / \text{Provisional num. shares}$$

where,

$$\text{Provisional num. shares} = \text{Market Value of the Shares} / \text{ListPri.}$$

For the purposes hereof:

“Market Value of the Shares” is the market value of the capital increase, which shall be determined by the board of directors or, by delegation therefrom, the executive committee or any director with delegated powers, with a maximum limit of 1,800 million euros, based on the number of outstanding shares (i.e. TNShrs) and the listing price of the shares of Banco Santander (ListPri) in order for the underlying value of the bonus share right at the time of implementation of the capital increase calculated based on the ListPri to be approximately 0.10 euro per share (or the highest lower amount taking into account the abovementioned limit).

“ListPri” is the closing price of the Bank’s shares on the Spanish Stock Exchanges in the last trading session ended prior to the resolution of the board of directors or, by delegation therefrom, the executive committee or any director with delegated powers, to carry out the capital increase, rounded to the nearest one-thousandth of a euro and, in case of one-half of one-thousandth of a euro, rounded up to the nearest one-thousandth.

3.- Bonus share rights

Each outstanding share of the Bank shall grant its holder one bonus share right.

The number of bonus share rights needed to receive one New Share shall be automatically determined according to the proportion existing between the number of New Shares and the number of outstanding shares (TNShrs). Specifically, shareholders will be entitled to receive one New Share for as many bonus share rights held by them, determined in accordance with section 2 above (Num. rights).

The holders of debentures or instruments convertible into shares of Banco Santander shall have no bonus share rights; however, if applicable, they will be entitled to a modification of the ratio for conversion of debentures into shares (or of the minimum and/or maximum limits of such ratio, when the ratio is variable), in proportion to the amount of the increase.

In the event that (i) the number of bonus share rights needed for the allotment of one share (Num. rights) multiplied by the New Shares (NNS) is lower than (ii) the number of outstanding shares (TNShrs), Banco Santander, or a company

of its Group, shall waive a number of bonus share rights equal to the difference between the two figures, for the sole purpose of having a whole number of New Shares and not a fraction.

The bonus share rights shall be allotted to the shareholders of Banco Santander who have acquired their respective shares and appear as such in the book-entry records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear) on the corresponding date in accordance with the applicable rules for clearing and settlement of securities. During the bonus share rights trading period, a sufficient number of bonus share rights may be acquired on the market, in the proportion needed to subscribe for New Shares. The bonus share rights may be traded on the market for the term determined by the board of directors or, by delegation therefrom, the executive committee or a director with delegated powers, subject to a minimum term of fifteen calendar days (unless applicable legal provisions provide for a different minimum period, in which case such period will be used).

4.- Balance sheet for the transaction and reserve to which the increase will be charged

The balance sheet used for purposes of this capital increase is the balance sheet as at 30 June 2020, duly audited and approved by the shareholders at this ordinary general shareholders' meeting.

As mentioned above, the capital increase shall be charged in its entirety to reserves of the type contemplated in section 303.1 of the Spanish Capital Corporations Law. Upon implementation of the increase, the board of directors or, by delegation therefrom, the executive committee or any director with delegated powers, shall determine the reserve to be used and the amount thereof in accordance with the balance sheet used for the transaction.

5.- Representation of the new shares

The shares to be issued shall be represented in book-entry form and the relevant records shall be kept by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear) and its participants.

6.- Rights of the new shares

The new shares shall confer the same economic, voting and related rights upon their holders as the currently outstanding ordinary shares of Banco Santander as from the time at which the capital increase is declared to have been subscribed and paid up.

7.- Shares on deposit

Once the bonus share rights trading period has ended, the New Shares that it has not been possible to allot for reasons not attributable to Banco Santander shall be held on deposit and shall be available to those who evidence lawful ownership of the respective bonus share rights. Three years after the date of expiration of the bonus share rights trading period, the shares that have still to be allotted may be sold as provided in section 117 of the Spanish Capital Corporations Law, for the account and at the risk of the interested parties. The net proceeds from the sale shall be deposited with the Bank of Spain or with the General Deposit Bank (*Caja General de Depósitos*) and shall be at the disposal of the interested parties.

8.- Application for admission to official trading

It is hereby resolved to apply for the trading of the New Shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through Spain's Automated Quotation System (*Mercado Continuo*), as well as to take the steps and actions that may be necessary and file the required documents with the competent authorities of the foreign Stock Exchanges on which Banco Santander shares are from time to time listed, for the New Shares issued under this capital increase to be admitted to trading, expressly stating Banco Santander's submission to such rules as may now be in force or hereafter be issued on stock exchange matters and, especially, on trading, continued listing and delisting.

It is expressly stated for the record that, if the delisting of the Banco Santander shares is subsequently requested, the delisting resolution shall be adopted with the same formalities that may be applicable and, in such event, the interests

of shareholders opposing or not voting on the delisting resolution shall be safeguarded in compliance with the requirements established in the Spanish Capital Corporations Law and related provisions, all in accordance with the provisions of the restated text of the Securities Market Law (*Ley del Mercado de Valores*) and its implementing provisions in force at any time.

9.- Implementation of the capital increase

Within one year of the date of this resolution, the board of directors or, by delegation therefrom, the executive committee or any director with delegated powers may resolve to carry out the capital increase and set the terms and conditions thereof as to all matters not provided for in this resolution. However, if the board of directors does not consider it advisable to carry out the capital increase, it may decide not to do so and shall report such decision to the shareholders at the first ordinary general meeting held thereafter. In particular, in deciding to implement the increase, the board of directors or, by delegation therefrom, the executive committee or any director with delegated powers shall analyse and take into account market conditions, among other issues, and in the case that it deems it advisable based on such conditions or other elements, it may decide not to implement the increase, reporting such decision to the shareholders at the general meeting on the aforementioned terms. The capital increase to which this resolution refers shall be null and void if the board of directors or, by delegation therefrom, the executive committee or directors with delegated powers, do not exercise the powers delegated thereto within the one-year period set by the shareholders at the meeting for implementation of the resolution.

Upon completion of the bonus share rights trading period:

- (a) The New Shares shall be allotted to those who, in accordance with the book-entry records of Iberclear and its participants, are holders of bonus share rights in the proportion resulting from section 3 above. Banco Santander may establish such mechanisms as it deems appropriate to allow and carry out the sale by the shareholders of their bonus share rights if the number thereof is less than the number required to receive one new share, which may consist of the acquisition of such rights by Banco Santander or on its behalf, or the sale of the rights on the market, with the board of directors or, by delegation therefrom, the executive committee or any director with delegated powers being authorised to take the necessary measures to this end.
- (b) The board of directors or, by delegation therefrom, the executive committee or any director with delegated powers shall declare the bonus share rights trading period closed and shall reflect in the Bank's accounts the application of reserves in the amount of the capital increase, which will thus be paid up.

Likewise, upon conclusion of the bonus share rights trading period, the board of directors, or the executive committee by delegation therefrom or any director with delegated powers shall adopt the relevant resolutions amending the Bylaws in order to reflect the new amount of share capital resulting from the capital increase and applying for admission to listing of the new shares on the Spanish and foreign Stock Exchanges on which the shares of the Bank are listed.

10.- Delegation for purposes of implementation

Pursuant to the provisions of section 297.1.a) of the Spanish Capital Corporations Law, it is hereby resolved to delegate to the board of directors the power to establish the terms and conditions of the capital increase as to all matters not provided for in this resolution. Specifically, and by way of example only, the following powers are delegated to the board of directors:

- 1.- To determine, within one year as from approval thereof, the date on which the resolution so adopted to increase the share capital is to be implemented, and to set the Market Value of the Shares, the reserves to which the capital increase is to be charged from among those provided for in the resolution, the record date and time for the allotment of the bonus share rights, and the duration of the bonus share rights trading period, and to adopt any mechanisms it deems appropriate to allow and carry out the sale by the shareholders of their bonus share rights if the number of such rights is less than required to receive one new share.

- 2.- To determine the exact amount of the capital increase, the number of New Shares and the bonus share rights needed for the allotment of New Shares in accordance with the rules established by the shareholders at this meeting.
- 3.- To declare the capital increase to be closed and implemented.
- 4.- To amend sections 1 and 2 of article 5 of Banco Santander's Bylaws regarding share capital to conform it to the result of the implementation of the capital increase.
- 5.- To carry out all formalities that may be necessary to have the New Shares issued in the capital increase registered in the book-entry records of Iberclear and admitted to listing on the domestic and foreign Stock Exchanges on which the shares of the Bank are listed, in accordance with the procedures established at each of such Stock Exchanges.
- 6.- To take such actions as may be necessary or appropriate to implement and formalise the capital increase before any public or private, Spanish or foreign authorities or agencies, including actions for purposes of statement, supplementation or correction of defects or omissions that might prevent or hinder the full effectiveness of the preceding resolutions.

The board of directors is also authorised to delegate (with the power of substitution when so appropriate) to the executive committee or to any director with delegated powers those delegable powers granted pursuant to this resolution, all without prejudice to the representative powers that currently exist or may be granted in relation to this resolution.

ITEM FOUR

To approve a distribution from the Share Premium Reserve, by paying each of the Bank's outstanding shares with the right to participate in such distribution on the date of payment, the gross fixed amount of 0.10 euro per share, making the corresponding charge to the aforementioned Share Premium Reserve. The payment of the abovementioned amount is subject to the following limits and conditions:

- (a) obtaining the regulatory approval provided for in Article 77.1.b) of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on the prudential requirements for credit institutions and investment firms;
- (b) the consolidated fully loaded common equity tier 1 ("CET1") ratio of the Santander Group at 31 December 2020 not being less than 11% as a result of the distribution (if made on said date) and according to legal provisions then in effect;
- (c) that the total amount to be paid does not exceed 50% of the consolidated underlying attributable profit to Banco Santander, S.A. as parent company (prior to the line "net of capital gains and allowances"), corresponding to financial year 2020, reported to the market at the presentation of results for financial year 2020, which will take place in the first weeks of 2021; and
- (d) that there is no regulation or recommendation of the European Central Bank prohibiting or discouraging the approved payment on the date on which the payment is to occur.

If all of the conditions cannot be met, the amount per share will be proportionally reduced to the extent strictly necessary to simultaneously comply with all of them. If this requirement of simultaneous compliance and proportional reduction of the amount to be distributed prevents any payment from being made, there will be no distribution of the Share Premium Reserve.

Likewise, and in view of the foregoing, once the existing regulatory requirements and demands have been weighed in accordance with the foregoing and compliance with the conditions outlined above has been verified upon the terms provided, the board of directors will specify the date on which the payment is to be made, which must be announced to the public at least 7 days in advance and which may not in any case be later than 30 June 2021.

The payment will be made through the participants in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR).

The board of directors is also authorised to delegate (with the power of substitution when so appropriate) to the executive committee or to any director with delegated powers those delegable powers granted pursuant to this resolution, all without prejudice to the representative powers that currently exist or may be granted in relation to this resolution. Said authorisation also includes all powers necessary for the execution of this agreement, including the development of the procedure set out herein, as well as the powers necessary or appropriate for carrying out any formalities or steps needed to successfully implement the transaction.

ITEM FIVE

Without prejudice to the delegations of powers contained in the preceding resolutions, it is hereby resolved:

A) To authorise the board of directors to interpret, remedy, supplement, carry out and further develop the preceding resolutions, including the adjustment thereof to conform to verbal or written evaluations of the Commercial Registry or of any other authorities, officials or institutions which are competent to do so, as well as to comply with any requirements that may legally need to be satisfied for the effectiveness thereof, and in particular, to delegate to the executive committee or to any director with delegated powers all or any of the powers received from the shareholders at this general shareholders' meeting by virtue of the preceding resolutions as well as under this Resolution Five.

B) To authorise Ms Ana Patricia Botín-Sanz de Sautuola y O'Shea, Mr José Antonio Álvarez Álvarez, Mr Jaime Pérez Renovales and Mr Óscar García Maceiras so that any of them, acting severally and without prejudice to any other existing power of attorney whereby authority is granted to record the corporate resolutions in a public instrument, may appear before a Notary Public and execute, on behalf of the Bank, any public instruments that may be required or appropriate in connection with the resolutions adopted by the shareholders at this general shareholders' meeting. Said persons are also authorised, on the same several basis, to inform the Commercial Registry of the proposed application of results that is ultimately approved."

I LIKEWISE HEREBY CERTIFY that pursuant to the resolution of the Board of Directors to require the presence of a Notary, the aforementioned General Shareholders' Meeting was attended by Mr Gonzalo Sauca Polanco, a member of the official association of Notaries of Madrid, who drew up the minutes thereof. Such notary's certificate is considered to be the minutes of the General Meeting.

And to leave record, I sign this certification with the approval of Mr Jose Antonio Alvarez Alvarez, Vice Chairman, in Boadilla del Monte on 27 October 2020.

Reviewed
Vice Chairman