

AGENDA FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING

1 Annual accounts and corporate management.

- 1 A Annual accounts and directors' reports of Banco Santander, S.A. and of its consolidated group for 2022.
- 1 B Consolidated statement of non-financial information for 2022, which is part of the consolidated directors' report.
- 1 C Corporate management for 2022.

2 Application of results obtained during 2022.

3 Board of directors: appointment, re-election or ratification of directors.

- 3 A Setting of the number of directors.
- 3 B Ratification of the appointment and re-election of Mr Héctor Blas Grisi Checa.
- 3 C Ratification of the appointment and re-election of Mr Glenn Hogan Hutchins.
- 3 D Re-election of Mrs Pamela Ann Walkden.
- 3 E Re-election of Ms Ana Patricia Botín-Sanz de Sautuola y O'Shea.
- 3 F Re-election of Ms Sol Daurella Comadrán.
- 3 G Re-election of Ms Gina Lorenza Díez Barroso Azcárraga.
- 3 H Re-election of Ms Homaira Akbari.

4 Re-election of the external auditor for financial year 2023.

5 Share capital and convertible securities.

- 5 A Reduction in share capital in the maximum amount of EUR 757,225,978.50, through the cancellation of a maximum of 1,514,451,957 own shares. Delegation of powers.
- 5 B Reduction in share capital in the maximum amount of EUR 822,699,750.50, through the cancellation of a maximum of 1,645,399,501 own shares. Delegation of powers.
- 5 C Authorisation for the Bank and its subsidiaries to be able to acquire own shares.
- 5 D Delegation to the board of the power to issue securities convertible into shares of the Bank within a 5-year period and subject to a maximum aggregate limit of EUR 10,000 million. Setting of standards to determine the bases for and terms and conditions applicable to the conversion and granting of powers to increase capital. Delegation to exclude pre-emptive rights.

6 Remuneration.

- 6 A Directors' remuneration policy.
- 6 B Setting of the maximum amount of annual remuneration to be paid to all the directors in their capacity as such.
- 6 C 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.
- 6 D Deferred Multiyear Objectives Variable Remuneration Plan.
- 6 E Application of the Group's buy-out regulations.
- 6 F Annual directors' remuneration report (consultative vote).

7 Authorisation to the board and grant of powers for conversion into public instrument.