

INVALID CARD

To obtain a valid Card, please address either to any branch of Banco Popular Español or to the Shareholders Office at 29, José Ortega y Gasset Street, 28006 Madrid. Tel.: +34 91 5207265, Fax.: +34 91 5779209



2008 EXTRAORDINARY GENERAL MEETING

Proxy and Remote Voting to the General Meeting of Shareholders of Banco Popular Español, S.A., which will take place at first call on 9 November 2008 at 10.00 a.m. at 29, José Ortega y Gasset Street in Madrid or, at second call, on 10 November 2008 at same time and address under the agenda enclosed herewith.

This Proxy and Remote Voting Card has the aim of facilitating the shareholders' participation by allowing any shareholder to exercise their right to vote on each resolution included in the agenda and submitted to the General Meeting.

Shareholders have the right to examine and obtain at company's registered office (34, Velázquez Street, Madrid) as well as from the Bank's website www.bancopopular.es, the Plan of Merger, the Report of the independent expert on the Plan of Merger; the Reports of the directors of the participating companies on the Plan of Merger; Annual Accounts, Management Reports of the last three years of the companies participating in the Plan of Merger as well as their Auditors report; the Balance Sheet as of 30 June 2008 of each participating company as well as their respective verification report of the Auditors; proposal for resolution of the items contained in the Agenda and submitted to the General Meeting; the whole text of the amendment to the Articles of Association proposed by the acquiring company; the in force Articles of Association of the companies participating in the Plan of Merger; the list of names, nationality, age, address and date from which the directors of the participating companies in the Plan of Merger hold their position. Shareholders may request the delivery or the immediate sending of the said documents without any charge.

Any enquiry about the General Meeting and as much information as shareholders might require about the company, shall be provided by the Shareholders Office, telephone +34 91 5207265, fax +34 91 5779209 and email address accionista@bancopopular.es

The General Meeting of Shareholders shall be composed of shareholders owning at least 100.00 euros face value (1,000 shares), who shall provide themselves with the Attendance Card at the Shareholders Office. Shareholders owning a lesser number of shares may be represented by either another shareholder entitled to attend or any shareholder that as long as being grouped, reaches the stipulated minimum mentioned above.

Number of shares:

PROXY

The undersigned shareholder confers his/her representation for this General Meeting to the shareholder Mr./Ms. so that he/she represents my shares at the Extraordinary General Meeting of Shareholders with order for voting for the proposals of the Board of Directors included in the Agenda enclosed herewith, unless otherwise stated herein by the shareholder:

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Any proxy failing to expressly indicate the name of the shareholder to whom the representation has been delegated, or that has been made in favour of a person that cannot exercise this representation, it shall be deemed to be conferred in favour of the Chairman of the General Meeting or of the member of the General Meeting Committee appointed by the Chairman, who shall, to this end, take charge of that the delegated vote of the shareholder is taken into account at the time of the voting of resolutions. This representation is voluntary in favour of the person designated, without needing to be requested by either this person or a third party in his/her favour.

The proxy shall be extended to proposals for resolution on items not included in the Agenda. In this case, the proxy shall vote them in the sense he/she deems appropriate, unless otherwise stated herein:

Should the proxy be affected by a conflict of interests in the voting of any issue submitted to the General Meeting, I hereby authorise him/her to appoint a third person to legally exercise the proxy.

The card, duly filled and signed, must be either delivered by the proxy shareholder at the beginning of the Meeting or by the shareholder represented at any Branch of Banco Popular or be sent by mail to the Shareholder Office at 29, José Ortega y Gasset Street, 28006 Madrid. In this last case, the proxy must be received by the Bank at least twenty four hours prior to the General Meeting at first call. Proxies received later than that period shall not be taken into account.

..... 2008

Represented Shareholder's signature

REMOTE VOTING

The undersigned shareholder votes for proposals of the Board of Directors included in the agenda enclosed herewith, unless otherwise stated herein by the shareholder:

Should proposals for resolution on items not included in the agenda be presented, I hereby vote in the sense proposed by the Chairman of the General Meeting Committee, unless otherwise stated herein:

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..... 2008

Remote voting Shareholder's signature

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BANCO POPULAR ESPAÑOL, S.A.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banco Popular Español, S.A. announces the General Meeting of Shareholders to be held on 10 November 2008 at 10.00 am. at 29 José Ortega y Gasset Street in Madrid, at second call, in case this General Meeting cannot be held at first call, which is likewise noticed for the previous day, at same time and address, under the following

AGENDA

One.- Approval of the Merger Plan between the Banco Popular Español, S.A., Banco de Castilla, S.A., Banco de Crédito Balear, S.A., Banco de Galicia, S.A. and Banco de Vasconia, S.A. Approval of the merger balance sheet closed on the 30th June 2008. Approval of the Merger between the Banco Popular Español, S.A., Banco de Castilla, S.A., Banco de Crédito Balear, S.A., Banco de Galicia, S.A. and Banco de Vasconia, S.A., through the takeover of the last four by the first one, termination of the four merged companies and the general transfer of all their respective assets to the Banco Popular Español, S.A. Capital increase to meet the share exchange and the corresponding alteration to the final article of the merging company's Articles of association, all of which complies with the provisions established in the Merger Plan. Inclusion of the merger in the tax regime of Chapter VIII of Title VII of the Corporate Tax Law.

Two.- Delegation of powers in the Board of Directors, with the power of substitution, for formalising, interpreting, remedying and executing the agreements adopted by the General Meeting to the full.