

Delegation and Distance Voting Card for the Ordinary General Meeting of Shareholders of Banco Popular Español, S.A. to be held on 25th June 2009 at 10:00 o'clock at the Hotel Hilton Madrid Airport, Avenida de la Hispanidad nº 2-4 in Madrid on first call or on 26th June 2009 at the same time and place on second call. The meeting agenda is enclosed herewith.

The purpose of this Delegation and Distance Voting card is to facilitate shareholder participation by enabling all shareholders to exercise their voting rights by indicating how they wish to vote on each one of the resolutions proposed to the General Meeting on the Agenda.

You are hereby informed that the individual and consolidated annual accounts and the auditors' report, the corporate governance and corporate responsibility reports, the report on the Board of Director's remuneration policy, the resolutions proposed to the General Meeting and other documents related to the Agenda items are available to you on the corporate website at www.bancopopular.es.

You can also consult the documentation related to the merger by absorption of Banco de Andalucía by Banco Popular on the corporate website, including: the merger plan, the reports of the independent expert and directors of both companies, the merger balance sheets verified by the auditors and related documentation.

For questions regarding the general meeting and other information, shareholders may call the Shareholder's Office: 91-520.72.65 or send a fax to 91-577.92.09 or an email to accionista@bancopopular.es.

The General Meeting of Shareholders is open to the shareholders who own shares with a par value of at least one hundred euros (one thousand shares), who may obtain their Attendance Cards from the Shareholder's Office. Shareholders who possess fewer shares may be represented by another shareholder entitled to attend the General Meeting or may group together with other shareholders to meet the minimum requirement.

No. of shares:

DELEGATION

The shareholder who has signed this Card hereby delegates the shareholder (name) _____ to represent him/her at the Ordinary General Meeting of Shareholders with instructions to vote in favour of the proposals put forth by the Board of Directors included on the Agenda enclosed with this Card, unless indicated otherwise below by the delegating shareholder:

When the delegation does not expressly indicate the shareholder chosen to act as the representative or when the delegation names a person who cannot act as the representative, it shall be understood that the Chairman of the Board or a member of the Meeting Committee designated by the Chairman shall act as the delegate and as such shall ensure that the shareholder's delegated vote is counted in the results of the voting on the resolutions. This representation is delegated spontaneously and has not been requested by the delegated representative or by anyone else on his/her behalf.

The delegation shall extend to the proposed resolutions not included on the original Agenda, in which case the representative will vote on the proposals as he/she sees fit, unless the shareholder indicates otherwise below:

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If the representative has a conflict of interest in relation to voting on any of the proposals submitted to the General Meeting of Shareholders, I authorise him/her to designate a third party to act as the valid representative.

The card, completed and signed, must be presented by the representative at the Meeting or turned into any office of Banco Popular or forwarded by post to the Shareholder's Office, C/ José Ortega y Gasset, 29, 28006 Madrid by the delegating shareholder. In this case, the card must be received at least twenty-four hours before the Meeting on first call. Those received after that time will not be counted.

In _____, on the ___ of _____ 2009.

Signature of the delegating shareholder.

DISTANCE VOTING

The undersigned shareholder votes in favour of the proposals put forth by the Board of Directors included on the Agenda which is enclosed with this Card, unless otherwise indicated below:

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If there are proposed resolutions on items not included on the original agenda, I vote as proposed by the Chairman of the Meeting, unless indicated otherwise below:

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The card, completed and signed, must be turned into to any office of Banco Popular or forwarded by post to the Shareholder's Office, C/ José Ortega y Gasset, 29, 28006 Madrid. The card must be received by the Bank at least twenty-four hours prior to the Meeting on first call. Cards received later than that will not be counted.

In _____, on the ___ of _____ 2009.

Signature of the shareholder who casts a distance vote.



BANCO POPULAR ESPAÑOL, S.A.

ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors agrees to call an Ordinary General Meeting of Shareholders on the 26th June 2008 at 10 a.m. at the Hotel Hilton Madrid Airport located at Avenida de la Hispanidad, no. 2-4 in Madrid on second call if the Meeting cannot be held on the first scheduled date. The meeting on second call will be held at the same time and place with the following

AGENDA

- 1 Approval of the Annual Accounts (Balance Sheets, Profit and Loss Account and Annual Report, Statement of Change in Financial Position, Cash Flow Statement and Notes to the Financial Statements) and the Directors' Report of Banco Popular Español, S.A. and its consolidated Group, as well as the proposed application of results and the directors' performance for fiscal year 2008.
- 2 Approval of the Merger Plan between the Banco Popular Español, S.A. and Banco de Andalucía, S.A. Approval of the merger balance sheet closed on the 31st December 2008. Approval of the Merger between the Banco Popular Español, S.A. and Banco de Andalucía, S.A. through the takeover of the latter by the former, termination of the merged company and the general transfer of its respective assets to the Banco Popular Español, S.A. with 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.
- 3 In Kind Remuneration:
 - 3.1 Modification of article 29 of the Articles of Association to include the payment of dividends and issue premium reserve in the form of in kind remuneration.
 - 3.2 Complementary remuneration in addition to the dividend paid against 2008 profits by means of the partial distribution of the issue premium reserve in the form of shares delivered to the Bank from treasury stock.
- 4 Ratification of nominee directors and reduction of the maximum number of members of the Board of Directors from twenty to fifteen in order to bring the Articles of Association into compliance with the recommendations of the Unified Code of Good Governance.
 - 4.1 Ratification of Allianz, SE which possesses a stake of more than 9%, appointed by co-optation.
 - 4.2 Ratification of Unión Europea de Inversiones, S.A. which possesses a stake of more than 6%, appointed by co-optation.
 - 4.3 Modification of Article 17 of the Articles of Association and introduction of a Second Transitory Provision to reduce the maximum number of Board members from twenty to fifteen.
- 5 Re-election of the auditing firm in charge of auditing the Bank's individual and consolidated financial statements.
- 6 Authorisation for the Bank and its subsidiaries to acquire treasury stock, under the conditions permitted by law, and to amortize them against stockholder equity through a reduction of capital.
- 7 The Board of Directors is authorised, pursuant to the provisions of article 153.1.b) of the Public Corporations Act and the provisions of article 161.1 of the Public Corporations Act, to increase the share capital to the legally permitted limit by raising the par value of the existing shares or by issuing new ordinary, privileged or redeemable shares, with or without a premium and with or without voting rights, according to the legally and statutorily allowed classes and types, which may include preferential subscription rights, modifying the final Article of the Articles of Association accordingly.
- 8 Authorisation to the Board of Directors to issue promissory notes, bonds and ordinary or subordinated, secured or unsecured, non-convertible debentures, preferred ownership interest securities, mortgage bonds ("cédulas") and mortgage interest securities, mortgage transfer notes, regional or local bonds ("cédulas territoriales") or any fixed interest-bearing securities of whatsoever nature, in euros or in foreign currency, at fixed or unstable interest rates, within the maximum legal period of five years.
- 9 Pursuant to the terms of article 319 of the Business Register Regulations, authorisation of the Board of Directors to issue fixed income securities that may be converted into new shares and/or swapped for shares of the Bank already in circulation and to determine the conversion and/or swap options, abolish preferential subscription rights and delegate the power to increase the share capital by the necessary amount. Vesting the Board with full powers to enforce the resolution fully, including the power to abstain from or postpone enforcement or to enforce the resolution partially.
- 10 Report on the remuneration policies affecting the members of the Board of Directors, for a consultative vote.
- 11 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.
- 12 Information on the changes made to the Rules of the Board of Directors.
- 13 Presentation of an explanatory report on the elements of the Directors' Report referred to in article 116 bis of the Stock Market Act.

