



Proposed resolutions to be submitted by the Board of Directors of Banco Popular Español, S.A. to the Ordinary General Meeting of Shareholders to be held in Madrid on 29 May 2008 on first call or on 30 May 2008 on second call for its approval.

FIRST AGENDA ITEM

ONE.- Approval of the Annual Accounts (Balance Sheets, Profit and Loss Account and Annual Report, Statement of Change in Financial Position, Cash Flow and Directors' 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 2007.

Proposal: Approval of the Annual Accounts (Balance Sheets, Profit and Loss Account and Annual Report, Statement of Change in Financial Position, Cash Flow and Directors' 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 2007.

The individual and consolidated annual accounts and directors' report for fiscal year 2007, formulated by the Board of Directors at its meeting on 5 March 2008 are contained in the individual and consolidated annual reports, respectively.

The proposed distribution of 2007 profits earned by the Banco Popular Español as shown in the 2007 Annual Report is as follows:

	Euros
Distribution:	
Statutory reserves	-
Voluntary reserves	288.178.712,53
For investment in Canary Islands	-
Active dividends	597.871.266,43
Interim dividends	147.431.967,10
Unpaid dividends	450.439.299,33
Distributed profits	886.049.978,96
FY profits	886.049.978,96

Of the sum of 597,871,266.43 which will be allocated to the payment of dividends, shareholders have already received 445,942,198.924 euros for the first, second and third quarter interim dividends paid against 2007 profits. The remaining 151,929,067.5 euros refers to the payment of a complementary dividend against 2007 profits in the amount of 0.1250 euros per share. This dividend will be paid to shareholders on 11 July 2008.

SECOND AGENDA ITEM

TWO.- Ratification, Re-election and Appointment of Directors.

2.1 Ratification of the Directors appointed by co-option:

Based on the proposal of the Appointment, Remuneration, Corporate Governance and Conflict of Interest Committee accepted by the Board of Directors at its session on 22 April 2008, it is agreed to ratify the following Directors and to maintain their current status.

a) José María Lucía Aguirre.

Proposal: Ratification of the Managing Director, José María Lucía Aguirre, appointed by the Board of Directors by co-option at its session held on 18 July 2007.

b) Vicente Tardío Barutel.

Proposal: Ratification of the Director Vicente Tardío Barutel, appointed by the Board of Directors by co-option at its session held on 19 December 2007, at the proposal of ALLIANZ AKTIENGESELLCHAT HOLDING.

2.2 Re-election of Directors:

Based on the proposal of the Appointment, Remuneration, Corporate Governance and Conflict of Interest Committee accepted by the Board of Directors at its session on 22 April 2008, it is agreed to re-elect the following Directors and to maintain their current status.

a) Ángel Ron Güimil.

Proposal: Re-election of Ángel Ron Güimil as a member of the Board of Directors

b) Américo Ferreira de Amorim.

Proposal: Re-election of Américo Ferreira de Amorim as a member of the Board of Directors.

c) Asociación Profesional de Directivos de BPE.

Proposal: Re-election of the Asociación Profesional de Directivos de BPE as a member of the Board of Directors.

d) Eric Gancedo Holmer.

Proposal: Re-election of Eric Gancedo Holmer as a member of the Board of Directors.

e) Casimiro Molins Ribot.

Proposal: Re-election of Casimiro Molins Ribot as a member of the Board of Directors.

f) Luis Montuenga Aguayo.

Proposal: Re-election of Luis Montuenga Aguayo as a member of the Board of Directors.

g) Manuel Morillo Olivera.

Proposal: Re-election of Manuel Morillo Olivera as a member of the Board of Directors.

h) Miguel Nigorra Oliver.

Proposal: Re-election of Miguel Nigorra Oliver as a member of the Board of Directors.

i) José Ramón Rodríguez García.

Proposal: Re-election of José Ramón Rodríguez García as a member of the Board of Directors.

j) Vicente Santana Aparicio.

Proposal: Re-election of Vicente Santana Aparicio as a member of the Board of Directors.

k) Miguel Ángel de Solís Martínez-Campos.

Proposal: Re-election of Miguel Ángel de Solís Martínez-Campos as a member of the Board of Directors.

l) Herbert Walter.

Proposal: Re-election of Herbert Walter as a member of the Board of Directors.

2.3 Appointment of Roberto Higuera Montejo as a Director.

Based on the proposal of the Appointments, Remuneration, Corporate Governance and Conflict of Interest Committee accepted by the Board of Directors at its session on 22 April 2008, it is agreed to ratify Roberto Higuera Montejo and to maintain his current status.

THIRD AGENDA ITEM

THREE.- Re-election of Auditors to audit the financial statements of the Bank and its consolidated group.

Proposal: Following the recommendation of the Audit and Control Committee, assumed by the Board of Directors and pursuant to article 204 of the Spanish Public Limited Companies Act, re-election of PricewaterhouseCoopers Auditores, S.L. as the auditors of the financial statements of the Bank and its consolidated group for one year.

FOURTH AGENDA ITEM

FOUR.- Authorisation to acquire treasury stock, under the conditions permitted by law, and to amortize them against stockholder equity through a reduction of capital, up to a limit of five percent (5%) of the share capital.

Proposal: Pursuant to article 75 of the Public Limited Companies Act, the following resolution is proposed:

To authorise the Board of Directors of Banco Popular Español and the governing bodies of the companies controlled by Banco Popular Español to acquire, under the conditions allowed by the law, shares in Banco Popular Español up to the limits and subject to the requirements set out below:

- * The par value of the shares acquired, combined with those already possessed by the Bank and its subsidiaries, may not exceed five percent of the share capital at any given time.
- * The Bank and any acquiring subsidiary must be able to fund the unavailable reserve stipulated by law in these cases without depleting the capital or the legally unavailable reserves.
- * All shares thus acquired must be paid in full.
- * The minimum and maximum purchase prices may not be more than 20% more or less than the quoted price of the shares on the stock market on the date of the purchase.

This authorisation, which is granted for the maximum legal period, is understood without prejudice to the circumstances envisaged in the Law such as the freedom of acquisition.

The Board of Directors is further authorised to dispose of the treasury stock acquired or which may be acquired in the future and to amortise such treasury stock against stockholder equity, reducing the share capital and amending the Articles of Association accordingly, in the amounts considered appropriate or necessary at any given time, up to the maximum limit of treasury stock established at any given time, in one or more operation but within eighteen months of the date of the General Meeting.

This authorisation encompasses and replaces the authorisation granted at the Ordinary and Extraordinary General Meeting of Shareholders held on 30.05.07.

FIFTH AGENDA ITEM

FIVE- Report on the remuneration policies affecting the members of the Board of Directors, for a consultative vote.

Proposal: Report to the General Meeting of Shareholders on the remuneration policies affecting the members of the Board of Directors, for a consultative vote.

SIXTH AGENDA ITEM

SIX.- Empowerment of the Board of Directors with the authority to formalise, interpret, remedy and execute the resolutions passed by the General Meeting of Shareholders.

Proposal: To vest the Board of Directors with the powers that are legally necessary to fully execute the resolutions passed by the General Meeting of Shareholders, including the ability to delegate the Executive Committee or other persons with such powers as the Board deems appropriate and to take any and all actions as may be required to obtain the authorisation or registration required by the Bank of Spain, the Directorate General of the Treasury and Financial Policy, the National Stock Market Commission, the Business Register or any other public or private entity. To this end, they are authorised with the broadest powers to formalize, interpret, remedy and execute the resolutions passed by the General Meeting until they are definitively registered in all corresponding registers and to rectify or correct such resolutions, provided that such rectifications or corrections are limited to following the verbal or written instructions of the Business Registrar of the competent government authority.

The Chairman of the Board, Ángel Carlos Ron Güimil, the Secretary of the Board, Francisco Aparicio Valls, and the Vice Presidents, Francisco Javier Zapata Cirugeda and Francisco Javier Lleó Fernández, are further empowered to appear individually before a notary public and to sign and grant any and all public deeds as may be necessary to formalise the preceding resolutions, with the complementary authority to take any and all decisions as may be necessary to register or deposit them with the pertinent Registers, including partial registration if necessary, and to rectify or correct the said resolutions, provided that such rectifications or corrections are limited to following the verbal or written instructions of the Business Registrar

SEVENTH AGENDA ITEM

SEVEN.- Information on the changes made to the Board of Director Rules.

Report to the General Meeting of Shareholders on the following changes made to the Rules of the Board of Directors in order to adapt them to the Unified Code of Good Governance.

EIGHTH AGENDA ITEM

EIGHT.- Presentation of an explanatory report on the elements of the Management Report mentioned in article 116 bis of the Stock Market Act.

Presentation to the General Meeting of Shareholders of an explanatory report on the elements of the Management Report mentioned in article 116 bis of the Stock Market Act.
