

Proxy and Remote Voting to the General Meeting of Shareholders of Banco Popular Español, S.A., which will take place at first call on 29 May 2008 at 01.00 p.m. at 29, José Ortega y Gasset Street in Madrid or at second call, on 30 May 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 on the agenda and submitted to the General Meeting.

Shareholders have the right to examine and obtain at company's address (34, Velázquez Street, Madrid) as well as from the Bank's website www.bancopopular.es, the Annual Accounts, Management Reports, proposal for the distribution of profits and Auditors Reports, either individual or consolidated corresponding to the year 2007, as well as an Explanatory Report on the issues of the Management Report included in the section 116bis of the Securities Market Act ("Ley del Mercado de Valores"), Report on the remuneration policy of the Board of Directors and the Directors' Report on the remaining proposals for resolution contained in the Agenda when required. Furthermore, the proposals for resolution submitted to the General Meeting, the Directors' professional profiles whose ratification, re-election and appointment are submitted, the amendments introduced in the Board of Directors Regulations about which the General Meeting shall be duly advised, as well as Corporate Governance and Corporate Social Responsibility Reports corresponding to the year 2007 shall be likewise included on website. 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 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.

Nr. 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 General Meeting of Shareholders with order for voting for the proposals of the Board of Directors included on the agenda enclosed herewith, unless otherwise stated herein by the shareholder:

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 is extended to proposals for resolution on issues 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 delivered by the proxy shareholder at the beginning of the Meeting or by the shareholder represented at any Office 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.

..... May 2008
Represented Shareholder's signature

REMOTE VOTING

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

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

The card, duly filled and signed, must be delivered at any Office of Banco Popular or sent by mail to the Shareholder Office, at 29, José Ortega y Gasset Street, 28006 Madrid. This card must be received by the Bank at least twenty four hours prior to Shareholders General Meeting at first call. Cards received later than that period shall not be taken into account.

..... May 2008
Represented Shareholder's signature

BANCO POPULAR ESPAÑOL, S.A.
SHAREHOLDERS GENERAL MEETING
AGENDA

1. Approval of Annual Accounts (Balance Sheet, Profit and Loss Statement, Statement of changes in shareholders' equity, Cash Capital flow statement and Annual Report) and Management Report of Banco Popular Español, S.A. and its consolidated Group, as well as of the proposal for distribution of profits and social management for the year 2007.
2. Ratification, re-election and appointment of Directors:
 - 2.1. Ratification of the Directors appointed by co-optation: a) Mr. José María Lucía Aguirre; b) Mr. Vicente Tardío Barutel.
 - 2.2. Re-election of Directors: a) Mr. Ángel Ron Güimil; b) Mr. Américo Ferreira de Amorim; c) Asociación Profesional de Directivos of BPE; d) Mr. Eric Gancedo Holmer; e) Mr. Casimiro Molins Ribot; f) Mr. Luis Montuenga Aguayo; g) Mr. Manuel Morillo Olivera; h) Mr. Niguel Nigorra Oliver; i) Mr. José Ramón Rodríguez García; j) Mr. Vicente Santana Aparicio; k) Mr. Miguel Ángel de Solís Martínez-Campos; l) Mr. Herbert Walter.
 - 2.3. Appointment of Mr. Roberto Higuera Montejo.
3. Re-election of Auditors for the review and legal auditing of the financial statements of the Bank and its consolidated group.
4. Authorisation to buy treasury stock according to law and to write it down against equity and consequent capital reduction up to a limit of 5 per cent thereof.
5. Report on remuneration policy of the members of the Board, which shall be voted on advisory basis.
6. Empowerment of the Board of Directors, with authority to replace, to enter, interpret, remedy and fully execute the resolutions passed by the General Meeting of Shareholders.
7. Report on the amendments introduced in the Board of Directors Rules.
8. Presentation of the Explanatory Report on the issues of the Management Report included in the section 116bis of the Securities Market Act ("Ley del Mercado de Valores")