



PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS OF BANCO POPULAR ESPAÑOL, S.A. TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD IN MADRID ON 24 MAY 2005 ON FIRST CALL OR 25 MAY 2005 ON SECOND CALL.

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1.- Approval of the Annual Accounts (Balance Sheet, Profit and Loss Statement and Annual Report) and the Management Report of Banco Popular Español, S.A. and its consolidated Group, as well as of the proposal for distribution of profits, and Board´s management, as of the 2004.

Motion: To approve the Annual Accounts (Balance Sheet, Profit and Loss Statement and Annual Report) and the Management Report of Banco Popular Español, S.A. and its consolidated Group, as well as of the proposal for distribution of profits, and Board´s management, as of the 2004.

The individual and consolidated annual accounts and the management reports for the 2004 financial year, drawn up by the Board of Directors at its meeting on 26 January 2005, are those appearing in each individual consolidated Annual Report.

The following is the proposal for the distribution of the 2004 profits of Banco Popular Español:

	Euros
Net Profit for the year	588,398,415
Surplus from the previous year	-
Total for distribution	588,398,415
Dividend	414,251,754
Reserve funds	
Per Articles of Association	-
Voluntary	172,146,661
For investment in the Canary Islands	2,000,000
New account surplus	-

The transcribed proposed application of the 2004 result was drawn up by the Board of Directors at its meeting on 15 March 2005, replacing that formulated by said body at its meeting on 26 January 2005.

This new proposal is formulated to prevent the issue of 15,700,000 new ordinary shares approved by the Board of Directors meeting on 2 March 2005 from altering the figure allocated to be received by the shareholders as third interim dividend and complementary dividend for the 2004 financial year.

2.- Appointment, confirmation and re-election of directors.

Motion: In line with the recommendation issued by the Appointments, Remuneration, Corporate Governance and Conflict of Interests Commission and assumed by the Board of Directors at its meeting on 2 March 2005, to approve and ratify Francisco Fernández Dopico as Director of Banco Popular Español, S.A. to 24 May 2010, in the terms set under Article 145 of the Company Register Regulations, and initially co-opted at the Board of Directors meeting on 19 October 2004.

Likewise, in accordance with the recommendations issued by the aforementioned Commission and assumed by the Board of Directors at its 2 March 2005 meeting, to approve the re-election of the remaining Board members.

3.- Re-election of Auditors for the review and legal auditing of the financial statements of the Bank and its consolidated group.

Motion: In accordance with the proposal issued by the Audit and Control Commission and assumed by the Board of Directors, and in line with the terms of Article 204 of the current Public Corporations Act, to re-elect PricewaterhouseCoopers Auditores, S.L. as auditors of the Bank´s financial and consolidated financial statements, for the legal term of one year.

4.- Amendment to the Section 15 and the Transitional Provisions First and Second of the Articles of Association regarding the Chairmanship of the Bank. Report to the Shareholders Meeting on the resulting amendment to the Board of Directors' Regulations.

Motion:

As a result of the resolutions passed at the Board of Directors meeting held on 19 October 2004, accepting the resignation of Luis Valls from the Banco Popular Español, S.A. Board of Directors and its Presidency, remaining as Chairman of the General Meeting of Shareholders pursuant to the Bank's Articles, and nominating Ángel Carlos Ron Güimil as President of the Bank and Chairman of the Executive Committee, in order to regulate the office of the Chairmanship held by the Bank's two Presidents, the following amendments are hereby proposed to the Articles of Association:

1.- To amend Article 15, to read as indicated below:

*"**Article 15.**- To perform the functions of the Presidency at the General Meeting of Shareholders, there may be a Meeting Committee whose members will be those established in the Articles of Association and in their absence the members of the Executive Committee and in the absence of both those designated by the shareholders in attendance at the meeting.*

The General Meeting will be chaired by the person designated in these Articles of Association, by the Chairman of the Board, or in his absence by the Vice President of the Board, if designated, and in the absence of all of the above by the board member designated by the Committee. ~~In this case, if the designation is a permanent one then that person will be the Chairman of the Company for as long as he remains in office.~~ The Chairman will be assisted by the Secretary of the Board who may be replaced by one of the Undersecretaries or in their absence by the Board member designated by the Meeting Committee. In the absence of an express designation as described in the preceding paragraphs, the functions of Chairman and Secretary will be performed by the shareholders elected by the shareholders in attendance at the meeting.

The resolutions of the General Meeting will be passed by the legally established majorities, with one vote per share.

Voting on resolutions on any agenda item at the General Meeting may be delegated or cast by the shareholder by post, electronically or using any other type of distance communication technology, provided that the identity of the person voting is duly authenticated in the terms set out in the Rules of the General Meeting of Shareholders and the developmental regulations approved by the Board of Directors.

In this regard, the Board of Directors is authorized to develop and complement the regulation of proxies and voting using distance communication systems established in the Rules of the General Meeting of Shareholders, based on the technical and legal conditions under which this is possible, and to determine when shareholders may start casting their voting using these systems based on the status and security of the communications.

Votes cast using electronic communication systems will be considered automatically revoked if the shareholder attends the General Meeting in person.

Minutes will be drafted for each session which may be approved by the shareholders at the end of the General Meeting or within the next fifteen days by the Chairman and two inspectors, one representing the majority and one representing the minority.

The Minutes approved in either of these two ways will have executive force as from the date of approved and will be filed in the Minutes Book and signed by the Secretary with the Chairman's approval.

Before addressing the agenda items an attendance list will be drawn up, indicating the character or representation of each attendee and the number of shares they represent, including their own and those of other shareholders. The number of

shareholders present or represented and the amount of the paid up share capital with voting rights they represent will be noted at the bottom of the attendance list.

Notwithstanding the provisions of the law regarding shareholders' information rights, shareholders may request, either in writing prior to the Meeting or verbally during the meeting, any reports or clarifications they deem necessary on any one of the agenda items. The Board of Directors is obliged to provide such information, except when, in the Chairman's opinion, the requested information could jeopardise the company's business interests. This exception shall not apply when the request is supported by shareholders representing at least one-fourth of the paid up share capital with voting rights."

2.- To amend Transitional Provision One with the inclusion of two new paragraphs at present in Transitional Provision Two, to read as follows:

TRANSITIONAL PROVISION ONE

The Panel created in Article 15 of the Articles of Association is permanently made up of the shareholders Messrs Luis Valls Taberner, Javier Valls Taberner, Gabriel Gancedo de Seras, Luis Montuenga Aguayo, José Ramón Rodríguez García and Ángel Carlos Ron Güimil.

Annual and Extraordinary General Meetings will be chaired by Luis Valls Taberner. In case of absence, illness or relinquishment on his part, the functions inherent to the Chairmanship of General Meetings shall be carried out by the Panel member appointed by said Panel.

The terms of this Provision are understood without preclusion of faculties conferred on the General Meeting of Shareholders in Article 131 of the Public Corporations Act.

3.- To amend Transitional Provision Two with the removal of the two paragraphs to be shifted to Transitional Provision One, and to make the necessary changes to its remaining paragraphs to adapt them to the current state of the presidency of the Company, to read as follows:

TRANSITIONAL PROVISION TWO

The Company's Presidency will be held by Messrs Javier Valls Taberner and Ángel Carlos Ron Güimil in the manner established in the following paragraphs:

a) Board of Directors meetings will be chaired by Javier Valls Taberner. Should he be absent or ill, Ángel Carlos Ron Güimil will exercise the functions inherent to the Chairmanship of the Board.

b) Executive Committee meetings will be chaired by Ángel Carlos Ron Güimil. Should he be absent or ill, Javier Valls Taberner will exercise the functions inherent to Chairmanship of the Committee.

In case of resignation or relinquishment by Javier Valls Taberner or Ángel Carlos Ron Güimil for any reason, Chairmanship of the Board of Directors and its Executive Committees is conferred, with full powers and functions, upon whichever of the two Presidents continues in office.

The terms of this Provision are understood without preclusion of the powers granted to the Board of Directors in Article 141 of the Public Corporations Act.

The modifications to the Articles arising from this resolution are subject to the condition precedent of their administrative authorisation in the terms of Royal Decree No. 1245/1995 of 14 July on the creation of banks, cross-border activity and other matters related to the legal regime of credit entities.

Finally, the Meeting is advised of the amendment to the Board of Directors Regulations, resolved at its 19 October 2004 meeting in connection with the Presidency.

5.- Reduction of par value of a share from 0,50 euros to 0,10 euros without altering the capital stock value, and consequent increase of number of outstanding shares by modifying the Section 5 and the first paragraph of the last Section of the Articles of Association.

Motion: To reduce the par value of the 50 cent shares to 10 euro cents, without amending the capital, consequently enlarging the number of shares representing the capital in circulation, and amending Article 5 and the first paragraph of the final Article of the Articles of Association.

To authorise the Board of Directors, with powers to delegate to the Executive Committee and in terms as broad and as sufficient as may be required by law, to implement this resolution in the period from 1 June 2005 to 1 July 2006.

It was also resolved to apply for acceptance of the new shares for trading on Stock Exchanges where the stock is listed, delegating the faculties necessary to seek and obtain the official listing of the new shares arising from the modification at Stock Exchanges where the stock is listed, through the Market Interconnection System (Continuous Market) or the system applying in each case. Powers are also delegated to seek and obtain simultaneous suspension of the old shares, and all powers necessary for the correct implementation of the resolution passed.

This share modification affects those who, at the market close the business day prior to the date of the stock market effects of said modification, hold shares in the Bank according to the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación and Liquidación, S.A. (IBERCLEAR). New shares arising from the modification will be assigned automatically by IBERCLEAR and its associated entities to those who, at the market close on the business day prior to the date of the stock market effects of said modification, hold FIVE new shares for each old share in the Bank. No action by shareholders is required.

Likewise, to empower the Board of Directors and the Executive Committee to delegate the powers granted to them, to the persons they deem fit.

As a consequence of the reduction of the share par value, to empower the Board of Directors, with authorities to delegate to the Executive Committee, to redraft Article 5 and the first paragraph of the Final Article of the Articles of Association.

The amendment to the Articles arising from this resolution is subject to the condition precedent of its administrative authorisation in the terms of Royal Decree No. 1245/1995 of 14 July, except when, pursuant to Article 8 of said Royal Decree, said authorisation is not necessary.

6º.- Authorisation to purchase own shares according to law and to write down them against equity and consequent capital reduction up to 5 per cent thereof.

Motion: Pursuant to Article 75 of the Public Corporations Act, the following resolution is proposed:

To authorise and empower the Board of Directors of Banco Popular Español and the management bodies of those companies in which Banco Popular Español is considered the dominant company, to acquire shares in Banco Popular Español, by the legally permitted means and within the following limits and requisites:

- * The par value of shares acquired, added to those already held by the Bank and its subsidiaries, at no time exceeds 5 per cent of the capital.
- * The Bank and any acquiring subsidiary must be able to fund the unavailable reserve provided for in the Act for such cases, without reducing the capital or the reserves which, pursuant to the law or the articles, are undisposable.
- * The shares acquired are fully paid up.
- * The acquisition price is not less than the par value nor more than 20% above the price at the Stock Market session on the date of acquisition.

This authorisation, granted for the maximum legal term, is understood without preclusion of cases classified in the Act as free acquisition.

The Board of Directors is likewise hereby authorised to dispose of treasury stock acquired, or which may be acquired in the future, and to write it down with charge to the equity and so make the resulting capital decrease and amendment to the Articles, for the amount at any time deemed convenient or necessary, to the maximum of treasury stock in existence at any time, once or more and in all cases within the maximum term of eighteen months counted from the date of the General Meeting.

This authorisation covers and substitutes for that granted by the Annual and Extraordinary General Meeting held on 24 June 2004.

7.- Pursuant to Sections 153.1 b) and 159.2 of the Corporations Law, in accordance with the stated in Section 161.1 thereof, authorisation to the Board of Directors to increase the capital stock of the Bank, with the possibility of removing, where appropriate, preference subscription rights, either by increasing par value of existing shares or by issuing ordinary, preference, and/or redeemable shares with or without premium, with or without vote, according to the class and type legally and by Articles of Association admitted, and consequent amendment of the final section of the Articles.

Motion:

One.- To invalidate the unused part of the resolution passed by the General Meeting of Shareholders on 20 June 2002, item five on the Agenda, authorising the Board of Directors to increase the capital.

Two.- To authorise the Board of Directors, pursuant to Sections 153.1 b) and 159.2 of the Corporations Law, in accordance with the stated in Section 161.1 thereof, to increase the capital stock of the Bank, with the possibility of removing, where appropriate, preference subscription rights, either by increasing par value of existing shares or by issuing ordinary, preference, and/or redeemable shares with or without premium, with or without vote, according to the class and type legally and by Articles of Association admitted, and consequent amendment of the paragraph six of the last section of the Articles, to read as follows:

"6. Pursuant to a resolution of the Annual General Meeting of 25 May 2005, the Board of Directors may increase the capital to the legally permitted maximum, by raising the par value of existing shares or issuing new ordinary, preferential, redeemable shares, with or without premium, with or without voting rights, in all the classes and types admitted by law and in the articles, with the timing and by the amount it deems fit, without previously consulting the General Meeting, once or more, within five years ending on 24 May 2010, pursuant to the terms of Article 153.1.b) of the current Public Corporations Act and with the provision established in Article 161.1 of the Public Corporations Act; it may exclude the right of preferential subscription according to Article 159.2 of that Act.

Three.- To seek the admission to trading of new shares which may be issued pursuant to this resolution, through the Market Interconnection System on Stock Exchanges where the Bank's shares are listed at the time of each capital increase.

Likewise, to authorise the Board of Directors, with powers to delegate to the Executive Committee or the persons it deems fit, in terms as broad and sufficient as may be required by law, to seek and obtain admission to official listing of new shares which may be issued pursuant to this resolution on Stock Exchanges where the stock is listed at the time of each capital increase, through the Market Interconnection System (Continuous Market) or the associated system in each case, drawing up, submitting and executing such documents and taking such action as may be necessary or convenient for the purposes.

For the purposes of Article 27 b) of the Securities Market Regulations passed in Decree No. 1506/1967 of 30 June, the company hereby states its express submission to rules in place or which may be issued in the future in stock market matters, particularly relating to trading, permanence and exclusion from official listing, and it is hereby expressly indicated that, should application subsequently be made to exclude the Bank's shares from listing, this will be done according to the formalities referred to in said Article, in such cases guaranteeing the interests of shareholders opposing or abstaining from the resolution, in compliance with the requisites fixed in the Public Corporations Act and relation provisions, all according to the terms of the aforementioned Securities Market Regulations, and the Securities Market Act and its enabling provisions.

The amendment to the Articles arising from this resolution is subject to the condition precedent of its administrative authorisation in the terms of Royal Decree No. 1245/1995 of 14 July unless, pursuant to Article 8 of that Royal Decree, such authorisation is not necessary.

8.- Authorisation to the Board of Directors to issue promissory notes, bonds and debenture, ordinary or subordinated, secured or unsecured, non convertible, 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 rate, within the maximum legal period of five years.

Motion:

One.- To invalidate the resolution passed by the General Meeting of Shareholders on 26 June 2003, item five on the Agenda, authorising the Board of Directors to issue securities.

Two.- To delegate powers to the Board of Directors to issue promissory notes, bonds and debenture, ordinary or subordinated, secured or unsecured, non convertible, 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 rate, within the maximum legal period of five years.

Three.- To authorise the Board of Directors, with powers to delegate to the Executive Committee or the persons it deems fit, in terms as broad and sufficient as may be required by law, to establish and define the conditions inherent to any issues pursuant to this resolution and, should it be deemed fit, to apply to the securities market management companies, those managing other secondary markets and other public institutions and competent bodies, to admit the shares issued for listing, subjecting the company to the rules in place or which may be issued in the future in the stock market field, particularly related to trading, permanence and exclusion from official listing.

9.- Pursuant to Section 319 of the Commercial Registry Regulations, authorisation to the Board of Directors to issue fixed interest-bearing securities convertible into new issued shares and/or exchangeable for outstanding shares of the Bank, by stating the conditions and types of conversion and/or exchange thereof, and removing, where appropriate, preference subscription rights; and delegation of authority to increase capital stock as much as necessary. Grant of full authority to the Board of Directors for the thorough execution of the resolution, included the power of abstention or postponement of execution or partial execution thereof.

Motion:

One.- To authorise the Board of Directors, pursuant to Article 319 of the Company Register Regulations, to issue fixed income securities convertible in newly-issued shares and/or shares exchangeable for the Bank's own shares in circulation to a maximum of six hundred million euros (€600,000,000), defining the terms and categories for such conversion and/or exchange, if applicable with the elimination of the right of preferential subscription, and delegation of powers to increase the capital by the necessary amount. To confer upon the Board full powers for the complete implementation of the resolution, including authority to abstain, or to postpone implementation and partial implementation.

I. General elements

To order issue in one or several series, duly identified and numbered, of bonds convertible and/or exchangeable for shares of Banco Popular Español, S.A., once or more, until 24 May 2010 (the maximum legal term), for a maximum of SIX HUNDRED MILLION EUROS (€600,000,000) or the equivalent thereof in another currency, in the manner and at the moment the entity's Board of Directors deems most suitable for the implementation of this resolution, securing the necessary administrative authorisations and subject to the applicable rules.

For the effects of Article 292 paragraph one of the Public Corporations Act, the following are defined as the bases and categories of the conversion:

- 1.- The bonds may be converted to new shares in the Bank and/or exchanged for Banco Popular Español, S.A. shares in circulation.
- 2.- For such conversion and/or exchange, the bond's par value is taken as its value.
- 3.- Shares for such conversion may never be valued at less than their par value.
- 4.- The value of said shares will be established using one of the following methods:

- a) The average official price of Banco Popular Español, S.A. shares on the continuous market during the calendar month prior to the week ahead of such conversion (week of grace). The Board of Directors may fix a correction or discount coefficient for all or any of the issues, which may on no account exceed 25%.
- b) A value fixed for each conversion date, as a minimum the larger of the following:
 - * The average value of the official listing of Banco Popular Español, S.A. shares on the continuous market for the calendar month prior to the week ahead of issue (week of grace) or,
 - * 60 euros per Bank share.
- c) A mixed formula of the above two.

- 5.-** These shares shall have the same voting rights as those in circulation today, and are considered to be in the same class.
- 6.-** In terms of right of dividend, those holding the new shares shall be entitled fully and not proportionally to the right to receive any dividend paid by the Bank as of issue of such shares, provided that said dividends are for the period of issue of the shares. Such shares will participate in any other corporate benefits in the period of issue proportionally according to their date of issue.
- 7.-** Unless expressly excluded, Banco Popular Español, S.A. shareholders shall be entitled to preferential subscription in the terms of the current legislation. Such right is also assigned to holders of convertible bonds in subsequent issues of such securities.
- 8.-** The Board of Directors may, in the associated implementation resolution, limit the final amount of an issue to the part thereof effectively subscribed in exercise of the right of preferential subscription. Otherwise, the management body may offer the unsubscribed part, for subscription, in the form and manner it deems most convenient for the Bank's interests.
- 9.-** Corrective mechanisms will be introduced to protect subscribers' interests in each issue, to guarantee that their holdings are not diluted in the period between issue and conversion.
- 10.-** The conversion and related amortisation of the issue will take place on the date or dates in the deed for each issue implemented. The maximum term of fifteen years may not be exceeded, counted from each date of issue. The conversion period and its exact date will be established by the Bank's Board of Directors in the terms of the authorisation hereby granted. Conversion will be implemented, at Banco Popular Español, S.A.'s discretion, by the conversion of the bonds to new shares, their exchange for shares in circulation, or by a mixed formula. Such option shall be used at the moment of conversion and/or exchange; no discriminatory treatment may arise as a result under any circumstances, for bondholders with the same conversion and/or exchange date.
- 11.-** In the terms of Article 159 paragraph four of the current Public Corporations Act, there shall be no right of preferential subscription when the capital increase is the result of conversion of bonds to shares or the takeover of another company or part of the assets spun off from another company. In cases of gratuitous assignment of shares in capital increases charged to reserves, bondholders are not entitled thereto, although the conversion rate shall be adjusted proportionally.

II. Capital increase

To authorise the Board of Directors to increase the Bank's capital once or more, on the date or dates to be decided, to meet the amount necessary for the conversion or conversions of bonds issued in line with this resolution, to a maximum of SIX HUNDRED MILLION EUROS (€600,000,000), issuing the shares necessary, subject to Article 292.1 of the Public Corporations Act, according to the bases and categories of conversion approved by the General Meeting of

Shareholders of the Bank and to the decisions reached in the exercise of its faculties by the Bank's Board of Directors.

Likewise to authorise the Board of Directors to set the figure for the capital, and to rewrite the sections of the Articles of Association on the capital, and to extend this authorisation for as long as necessary to complete the conversion and/or exchange operations.

III. Total or partial exclusion of shareholders' and convertible bondholders' preferential subscription right

Pursuant to Article 159.2 of the Public Corporations Act, to authorise the Board of Directors to totally or partially exclude the right of preferential subscription of shareholders and the holders of convertible bonds, when this is necessary to attract financial resources on the international markets, or in any other way justified by the Company's interests. In any case, should the Board decide to eliminate said right of preferential subscription for a specific issue of convertible bonds implemented under this authorisation, it will when approving the issue and according to the applicable rules, issue a report detailing the specific reasons of the company interest justifying such a measure, which will be the object of a related auditor's report as provided for in Article 159.2 of the Public Corporations Act. Such reports must be made available to the shareholders and convertible bondholders and notified to the first General Meeting held following the issue resolution.

Two.- Admission for trading

To apply for admission to trading on secondary official or unofficial markets, whether organised or not, domestic or foreign, for bonds issued under this resolution.

Also to apply for admission to trading of new shares issued pursuant to this resolution, through the Market Interconnection System (Continuous Market), on Securities Markets where the Bank's shares are listed at the time of each capital increase.

Pursuant to Article 27 b) of the Stock Markets Regulations passed in Decree No. 1506/1967 of 30 June, the company hereby states its express submission to rules in place or which may be issued in the future in stock market matters, particularly relating to trading, permanence and exclusion from official listing, and it is hereby expressly indicated that, should application subsequently be made to exclude the Bank's shares from listing, this will be done according to the formalities referred to in said Article, in such cases guaranteeing the interests of shareholders opposing or abstaining from the resolution, in compliance with the requisites fixed in the Public Corporations Act and relation provisions, all according to the terms of the aforementioned Securities Market Regulations, and the Securities Market Act and its enabling provisions.

Three.- Delegation of powers to the Board of Directors

To delegate to the Board of Directors the powers legally required to calculate the overall value of each issue (in relation to the maximum total authorised by the General Meeting), to fix the date of the increase or increases to the capital, and to define the remaining technical features of such issue, including by way of enumeration and without exclusion:

- a) To decide within the overall limit on the amount of each issue.
- b) To decide on the dates and periods of issue, the placement of the securities in circulation, once or more, on subscription (including any increases), interest accrual and payment, conversion and/or exchange, closure and amortisation of the issue, all subject to legal and internal procedures.
- c) To set the exact denomination, numbering, series, issue currency, the place of subscription, and the par value of the bond issue, which may not under any circumstances be lower than the share par value.
- d) To set the fixed or variable interest rate, type of issue, and repayment.
- e) To define the rules for prorating, the maximum amount per subscriber during the period of open subscription, and the type of disbursement, in cash or in kind, total or partial.

- f) To establish the way in which the costs of the issue are to be distributed, the possible subordination of the issue, and order of credit in relation to the issuing Bank's bonds, and possible enlargement or otherwise in each series.
- g) To decide on the cases and procedures for early repayment, on the bondholders' initiative or on that of the issuing Bank, on the redemption terms and the eventual incorporation to the bonds of options, warrants and any other separate negotiable rights, according to the maximum periods established for the purposes.
- h) To define the scope of the right of preferential subscription of shareholders and the holders of convertible bonds in issues of new shares or convertible bonds involving such right under the legislation and Articles of Association in place.
- i) To seek admission for listing and/or trading of securities which are the subject of the issue and, where applicable, related or associated rights on official stock markets in Spain and/or overseas, and on any other markets authorised to the effect, drafting, submitting and executing any documents and doing such as may be necessary or convenient to said ends.
- j) To complete the formalities necessary to establish the Bondholders' Trust and appoint the Trustee.

To pass other resolutions which may be necessary for the full and effective implementation of the operations for issue, subscription, capital increase, redemption and amortisation, and actions complementary or auxiliary thereto.

The Board of Directors is also hereby authorised to delegate all or part of the powers conferred on it in this resolution, to the Executive Committee, the President, the CEO or persons the Board deems convenient, as broadly and sufficiently as may be required by law.

10.- Delegation of authority to the Board of Directors, with powers of substitution for the approval, construction, rectification and fullest execution of the resolutions adopted by the Shareholders Meeting.

Motion: To delegate to the Board of Directors the powers legally necessary to allow the fullest implementation of resolutions passed by the General Meeting, granting authority to delegate said powers to the Executive Committee or the persons the Board deems convenient, taking any steps necessary or convenient to secure the authorisations or entries demanded by the Bank of Spain, the Directorate-General of the Treasury and Financial Policy, the National Securities Market Commission, the Company Register, or any other public or private body. For these purposes, it may formalise, interpret, correct and implement in the broadest sense the resolutions passed by the General Meeting until entering them in the registers concerned, and to rectify or correct such resolutions, provided that such corrections or rectifications are limited to acceptance of those involved in verbal or written qualification by the Company Registrar, or required by the competent administrative authority.

Likewise, to authorise the Chairman Javier Valls Taberner and the Board Secretary Francisco Aparicio Valls, for either of them to appear before a Notary-Public to execute or sign the deeds necessary or convenient for the formalisation of the above resolutions, with complementary powers to that agreed and considered convenient to define, until they are entered or deposited in the related Registers, including partially where applicable, and for either of them to rectify or correct said resolutions, provided that such corrections or rectifications are limited to acceptance of rectifications involving the Company Registrar's verbal or written qualification.