



**CAJA DE
VALORES**

Comunicado N° 11443
Ref.: Asamblea General Ordinaria de
ADR Banco Santander (SAN)
Código CVSA: 40697
Código ISIN: US05964H1059

Buenos Aires, 3 de marzo de 2023

Sres. Depositantes

Tengo el agrado de dirigirme a ustedes, a efectos de hacerles llegar la información recibida de la Central Depositaria Internacional Euroclear Bank, sobre la Asamblea General de los títulos de la referencia a llevarse a cabo el 31 de marzo de 2023.

Aquellos depositantes que deseen tomar acción al respecto, deberán hacerlo ingresando y autorizando sus instrucciones a través del sistema GIC (Gestión Integral de Custodia – GEDOP Externos) disponible en la siguiente dirección: <https://gic.sba.com.ar> (Menú Eventos Corporativos Internacionales), no más del 21 de marzo de 2023, hasta las 15:00 hs, con el fin de que se proceda a enviar a la mencionada Central las instrucciones correspondientes.

Para mayor información al respecto, adjuntamos el reporte (Anexo I) así como información sobre el presente evento (Anexo II) enviados por la Central arriba mencionada.

Por favor tenga en cuenta que tales títulos serán bloqueados en una cuenta de Caja de Valores hasta un día después de la fecha de registro, establecida para el día 14 de marzo de 2023.

Cabe destacar que Caja de Valores S.A. trasladará a los señores depositantes los cargos que surjan de las gestiones relacionadas con el presente evento.

Señalamos que es de exclusiva responsabilidad de los Depositantes y de los tenedores de los títulos tomar o no acción al respecto; razón por la cual las condiciones del presente no podrán interpretarse como recomendaciones o sugerencias de Caja de Valores S.A. para participar en el evento.



**CAJA DE
VALORES**

Por cualquier duda o consulta podrán comunicarse con el Area Internacional al 4316-6000 Int. 8602.

Sin otro particular los saluda atentamente,

Alejandro Berney

Director Ejecutivo

JCM



EasyWay™
CORPORATE ACTIONS

Corporate action details for CA00000009151469 - Annual General Meeting
Service provider EB - Place of holding EB

General information

Corporate action indicator: Annual General Meeting
ANNUAL GENERAL MEETING
Corporate action reference: CA00000009151469
Mandatory/voluntary indicator: Voluntary CA event
Corporate action processing: Distribution

Main underlying security

ISIN: US05964H1059
Common code: 010740894
Description: BANCO SANTANDER SA

Financial instrument attributes

Type of financial instrument: DR
Denomination currency: USD

Corporate action details

Meeting date: 31 Mar 2023 - 10:00
Record date: 14 Mar 2023
Certification: No
Electronic certification: NO CERTIFICATION REQUIRED
Paperwork: NO LEGAL DOCUMENTATION TO BE COMPLETED

Option 001 Consent Granted

Corporate action option status: Active
Currency: USD
Default processing flag: No
Market deadline date: 24 Mar 2023 - 16:00
Response deadline date: 22 Mar 2023 - 17:00
Period of action: 01 Mar 2023 - 23 Mar 2023
Minimum exercisable quantity: Unit Number 1
Multiple exercisable quantity: Unit Number 1
Expiry date: 23 Mar 2023 - 17:00

Option 002 Consent Denied

Corporate action option status: Active
Currency: USD
Default processing flag: No
Market deadline date: 24 Mar 2023 - 16:00
Response deadline date: 22 Mar 2023 - 17:00
Period of action: 01 Mar 2023 - 23 Mar 2023
Minimum exercisable quantity: Unit Number 1
Multiple exercisable quantity: Unit Number 1
Expiry date: 23 Mar 2023 - 17:00

Option 003 Abstain

Corporate action option status: Active
Currency: USD
Default processing flag: No
Market deadline date: 24 Mar 2023 - 16:00
Response deadline date: 22 Mar 2023 - 17:00
Period of action: 01 Mar 2023 - 23 Mar 2023
Minimum exercisable quantity: Unit Number 1

Multiple exercisable quantity: Unit Number 1
 Expiry date: 23 Mar 2023 - 17:00

Option 004 Split Instruction

Corporate action option status: Active
 Currency: USD
 Default processing flag: No
 Market deadline date: 24 Mar 2023 - 16:00
 Response deadline date: 22 Mar 2023 - 17:00
 Period of action: 01 Mar 2023 - 23 Mar 2023
 Minimum exercisable quantity: Unit Number 1
 Multiple exercisable quantity: Unit Number 1
 Expiry date: 23 Mar 2023 - 17:00

Option 005 No Action

Corporate action option status: Active
 Default processing flag: Yes
 Market deadline date: 24 Mar 2023 - 16:00
 Response deadline date: 22 Mar 2023 - 17:00
 Period of action: 01 Mar 2023 - 23 Mar 2023
 Minimum exercisable quantity: Unit Number 1
 Multiple exercisable quantity: Unit Number 1
 Expiry date: 23 Mar 2023 - 17:00

Action to take

WE WILL FORWARD BUT NOT VALIDATE ANY FREE TEXT IN YOUR INSTRUCTION.

ELECTRONIC INSTRUCTIONS:

1. FREE FORMAT MT 599/MT 568 USERS:
 YOUR DEADLINE IS 10:00 (BRUSSELS TIME) ON THE BUSINESS DAY BEFORE THE DEADLINE DATE.

2. EASYWAY USERS:
 FOR OPTION 'SPLIT INSTRUCTION': MENTION IN FIELD 'NARRATIVE TO EUROCLEAR BANK':
 /CONY: RESOLUTION X, Y AND Z, IF ANY, /CONN: RESOLUTION X,Y AND Z IF ANY,/ABST: RESOLUTION X,Y AND Z IF ANY.

FOR ALL OPTIONS MENTION YOUR CONTACT NAME AND TELEPHONE NUMBER IN FIELD 'NARRATIVE TO EUROCLEAR BANK'.

3. EUCLID USERS:
 A. TO VOTE ON ALL RESOLUTIONS, SEND AN INSTRUCTION TYPE '54' WITH ONE OF THE FOLLOWING SUBTYPES:
 - 'CONY' TO VOTE IN FAVOUR
 - 'CONN' TO VOTE AGAINST
 - 'ABST' TO ABSTAIN

B. TO VOTE ON EACH RESOLUTION SEPARATELY, SEND AN INSTRUCTION TYPE '54', SUBTYPE 'SPLI'. IN FIELD 72, MENTION:
 - /CONY: RESOLUTION X, Y AND Z' IF ANY
 - /CONN: RESOLUTION X, Y AND Z' IF ANY
 - /ABST: RESOLUTION X, Y AND Z' IF ANY

C. TO TAKE NO ACTION, SEND AN INSTRUCTION TYPE '54' SUBTYPE 'NOAC'. MENTION THE EVENT NUMBER IN FIELD 72 AS FOLLOWS: 'EVNB: CA00000XXXXXX' (WHERE XXXXXXXX IS THE EVENT NUMBER)

ALWAYS INCLUDE IN FIELD 72 YOUR CONTACT NAME AND TELEPHONE NUMBER.

4. SWIFT MT 565 USERS:
 FOR CAOP SPLI: IN FIELD 70E:INST, MENTION '/CONY: RESOLUTION X, Y AND Z, IF ANY,/CONN: RESOLUTION X,Y AND Z IF ANY,/ABST: RESOLUTION X,Y AND Z IF ANY'.

ALWAYS INCLUDE IN FIELD 70E::INST YOUR CONTACT NAME AND NUMBER

Corporate action narrative

Party contact description:

CORPORATE ACTIONS CA INFO 4245

General information:

DOCUMENTATION:

YOU MAY REQUEST THE MEETING AGENDA FORMS EITHER VIA E-MAIL OR VIA THE WEBSITE:

A. E-MAIL:
SEND AN E-MAIL TO CADOC(S)@EUROCLEAR.COM. INDICATE IN THE SUBJECT OF YOUR E-MAIL THE FOLLOWING REFERENCE 9151469-230

NOTE: IN THE RARE CASE THAT THE SIZE OF THE CA DOCUMENT EXCEEDS 10 MB, IT WILL NOT BE POSSIBLE TO SEND IT VIA E-MAIL YOU WILL RECEIVE AN E-MAIL INFORMING YOU THAT THE DOCUMENT WILL BE AVAILABLE ONLY VIA THE WEBSITE

B. THE EUROCLEAR WEBSITE (MY.EUROCLEAR.COM):
TO ACCESS THE DOCUMENTATION, LOG IN OR GO THROUGH TO MYEUROCLEAR AS A GUEST.
YOU CAN DOWNLOAD THE DOCUMENT(S) BY ENTERING THE CORPORATE ACTION NOTIFICATION NUMBER 9151469 IN THE SEARCH BOX ON MY.EUROCLEAR.COM
MY APPS CORPORATE ACTIONS

Issuer:

HPFHU00Q28E4N0NFVK49

Banco Santander S.A.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Ordinary Shareholders' Meeting - Banco Santander S.A.

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

If this Voting Instructions Card is signed and timely returned to the Depository but no specific direction as to voting is marked below as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue.

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
1A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3E.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1B.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3F.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1C.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3G.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6B.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3H.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6C.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3B.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6E.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3C.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5B.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6F.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5C.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Authorized Signatures — This section must be completed for your vote to be counted — Date and Sign Below

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such. **Please be sure to sign and date this Voting Instructions Card.**

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.



1 U P X



Ordinary Shareholders' Meeting Agenda

1 Annual accounts and corporate management.

- 1A Annual accounts and directors' reports of Banco Santander, S.A. and of its consolidated group for 2022.
- 1B Consolidated statement of non-financial information for 2022, which is part of the consolidated directors' report.
- 1C Corporate management for 2022.

2 Application of results obtained during 2022.

3 Board of directors: appointment, re-election or ratification of directors.

- 3A Setting of the number of directors.
- 3B Ratification of the appointment and re-election of Mr Héctor Blas Grisi Checa.
- 3C Ratification of the appointment and re-election of Mr Glenn Hogan Hutchins.
- 3D Re-election of Mrs Pamela Ann Walkden.
- 3E Re-election of Ms Ana Patricia Botín-Sanz de Sautuola y O'Shea.
- 3F Re-election of Ms Sol Daurella Comadrán.
- 3G Re-election of Ms Gina Lorenza Díez Barroso Azcárraga.
- 3H Re-election of Ms Homaira Akbari.

4 Re-election of the external auditor for financial year 2023.

5 Share capital and convertible securities.

- 5A Reduction in share capital in the maximum amount of EUR 757,225,978.50, through the cancellation of a maximum of 1,514,451,957 own shares. Delegation of powers.
- 5B Reduction in share capital in the maximum amount of EUR 822,699,750.50, through the cancellation of a maximum of 1,645,399,501 own shares. Delegation of powers.
- 5C Authorisation for the Bank and its subsidiaries to be able to acquire own shares.
- 5D Delegation to the board of the power to issue securities convertible into shares of the Bank within a 5-year period and subject to a maximum aggregate limit of EUR 10,000 million. Setting of standards to determine the bases for and terms and conditions applicable to the conversion and granting of powers to increase capital. Delegation to exclude pre-emptive rights.

6 Remuneration.

- 6A Directors' remuneration policy.
- 6B Setting of the maximum amount of annual remuneration to be paid to all the directors in their capacity as such.
- 6C Approval of maximum ratio between fixed and variable components of total remuneration of executive directors and other employees belonging to categories with professional activities that have a material impact on the risk profile.
- 6D Deferred Multiyear Objectives Variable Remuneration Plan.
- 6E Application of the Group's buy-out regulations.
- 6F Annual directors' remuneration report (consultative vote).

7 Authorisation to the board and grant of powers for conversion into public instrument.

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

The Depositary has been informed that the Company's Board of Directors unanimously recommend shareholders to vote in favour of all resolutions.

If these Voting Instructions are signed and timely returned to the Depositary but no specific direction as to voting is marked overleaf as to an issue, it shall be deemed that the Depositary has been given instructions to vote "FOR" the unmarked issue.

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Ordinary Shareholders' Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00am (New York City time) on March 24, 2023

2022 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

Banco Santander S.A. (the "Company")

CUSIP No.: 05964H105.
ADS Record Date: March 14, 2023.
Meeting Specifics: Ordinary Shareholders' Meeting - March 31, 2023 at 10:00 am (CEST), at Santander Group City, Boadilla del Monte, Madrid (the "Meeting").
Meeting Agenda: Please refer to the Company's Notice of Meeting on www.santander.com. The Company's annual financial statements and other relevant information are also available on www.santander.com.
Depositary: Citibank, N.A.
Deposit Agreement: Amended and Restated Deposit Agreement, dated as of September 22, 2021.
Deposited Securities: Ordinary shares of the Company.
Custodian: CACEIS Bank Spain, S.A.U.

The undersigned holder, as of the ADS Record Date, of the American Depositary Receipt(s) issued under the Deposit Agreement and evidencing the American Depositary Shares identified on the reverse side hereof (such American Depositary Shares, the "ADSs"), hereby authorizes and directs the Depositary to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof.

Pursuant to Section 4.10 of the Deposit Agreement, voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depositary, the Depositary shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, the articles of association or similar documents of the Company and the provisions of the Deposited Securities, to vote, cause the Custodian to vote or give voting instructions with respect to the Deposited Securities (in person or by proxy) represented by such Holder's ADSs in accordance with such voting instructions. If the Depositary does not receive voting instructions from a Holder as of the ADS Record Date on or before the date established by the Depositary for such purpose, such Holder shall be deemed, and the Depositary shall deem such Holder, to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (a) the Company does not wish such proxy to be given, (b) substantial opposition exists, or (c) the rights of holders of Deposited Securities may be adversely affected.

Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder shall not be voted (except as otherwise contemplated herein). Neither the Depositary nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depositary nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated herein. If the Depositary timely receives voting instructions from a Holder which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder (unless otherwise specified in the notice distributed to Holders) to have instructed the Depositary to vote in favor of the items set forth in such voting instructions.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the Voting Instructions contained therein.