

2010 Ordinary General Meeting of Shareholders

Delegation and Distance Voting Card for the Ordinary General Meeting of Shareholders of Banco Popular Español, S.A. to be held on 18th April 2010 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 19th April 2010 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.

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:

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 _____ 2010.

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:

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:

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 _____ 2010.

Signature of the shareholder who casts a distance vote.

BANCO POPULAR ESPAÑOL, S.A.

ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors has decided to convene the Annual General Meeting of Shareholders on 19 April 2010 at 10.00 hours in the Madrid Airport Hilton Hotel at Avenida de la Hispanidad No. 2-4, Madrid, on second notice should it not be possible to hold such Meeting on first notice, also convened for the previous day in the same place and at the same time, with the following

AGENDA

- 1 To approve the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes to the Net Worth and the Annual Report) along with the Management Report of Banco Popular Español, S.A. and its consolidated Group, the proposal for the application of the result, and the management of the company, all for the 2009 financial period.
- 2 Complementary remuneration to the dividend charged to the 2009 financial period by partial distribution of the share issue premium reserve with delivery of Bank treasury stock.
- 3 Re-election of the Auditors for review and legal audit of the Bank's and its consolidated entities' financial statements.
- 4 Authorisation for the Bank and its subsidiary companies to acquire treasury stock within the conditions and maximum limits permitted by law, and to write them off against the equity and so reduce the capital.
- 5 Report on policy on remuneration of members of the Board of Directors and Senior Management, for vote on a consultative basis.
- 6 Delegation of powers to the Board of Directors with faculties to sub-delegate, for the formalisation, interpretation, correction and most complete implementation of resolutions passed by the General Meeting.