

BANCO SANTANDER TOTTA, S.A.

Registered offices: Rua Áurea n.º 88, Lisboa

Legal type: Limited liability company

Registered before the Commercial Registry Office of Lisboa with sole registration and tax number:  
500.844.321

Share Capital: € 1.256.723.284

## NOTICE TO CONVENE NOTEHOLDERS' MEETING OF

**BANCO SANTANDER TOTTA, S.A.**

ISSUANCE OF NOTES

NOTES “**Banif TX FIXA 2,5% 2015/2018 USD**”

ISIN CODE: **PTBAFTOM0025**

Pursuant to the provisions of articles 101-A and 101-C, both set out in the Portuguese Companies Code, noteholders should convene in meetings of noteholders to resolve on the merger by incorporation of Banco Popular Portugal, S.A. in Banco Santander Totta, S.A., following the approval of the merger project by the Board of Directors of Banco Santander Totta, S.A. and Banco Popular Portugal, S.A., to opine on the possible losses which the latter may cause to the noteholders. For that purpose, pursuant to the provision of number 2 of article 355 of the Portuguese Companies Code, all the noteholders (“**Noteholders**”) which hold notes pursuant to the issuance “Banif TX FIXA 2,5% 2015/2018 USD”, with ISIN Code PTBAFTOM0025 (“**Issuance**”) issued by Banco Santander Totta, S.A. are hereby convened to meet in a meeting of the noteholders (“**Meeting of the Noteholders**”), to be held on 19 October 2017, at 11:00 hours, at the company’s registered offices, which shall have the following agenda:

**Single item** – Resolve on the merger and, in case of non-approval thereof, the exercise of the right to judicially oppose the same, pursuant to the terms and for the purposes of numbers 2 and 3 of article 101-C of the Portuguese Companies Code, in relation to the incorporation of Banco Popular Portugal, S.A., limited liability company by shares, with registered offices at Rua Ramalho Ortigão, 51, Lisbon, registered before the Commercial Registry Office under the sole registration and tax payer number 502.607.084, with share capital of € 513,000,000.00, as incorporated company, in Banco Santander Totta, S.A., as incorporating company.

## INFORMATION TO NOTEHOLDERS

The Meeting of Noteholders will be chaired by the Chairman of the General Shareholders’ Meeting of Banco Santander Totta, S.A., as there is not a common representative of Noteholders.

Noteholders are hereby informed that the merger project has already been registered in the Commercial Registry Office and that the merger project and adjoining documentation are at their disposal, for

consultation, at Banco Santander Totta, S.A. registered office.

## PARTICIPATION, REPRESENTATION, QUORUM, FUNCTIONING AND EXERCISE OF VOTING RIGHT

Pursuant to the provisions of articles 101-A and 101-C of the Portuguese Companies Code, the Noteholders whose credits have originated prior to the publication of the merger project may meet in the Noteholders Meeting, within a one month period, to resolve on the merger and in case of non-approval thereof, the exercise of the right to judicially oppose the same, with a view to being collectively represented, on the grounds that said transaction shall hinder the enforcement of their rights, pursuant to the provision of number 2 and 3 of article 101-C of the Portuguese Companies Code.

Participation and functioning of the Noteholders Meeting shall be governed by the provisions of the Terms and Conditions of the Issuance and also by the relevant legal provisions, notably articles 101-C and 355 of the Portuguese Companies Code, as well as the remaining applicable regulatory provisions, including rules and practices of the centralized registration, settlement and clearing securities systems.

THE NOTEHOLDERS ARE ADVISED TO OBTAIN INFORMATION ALSO FROM THEIR FINANCIAL INTERMEDIARIES, CREDIT INSTITUTIONS, BROKERS, DEPOSITARIES AND OTHER ENTITIES THROUGH WHICH THEY HOLD THE NOTES (“**INTERMEDIARIES**”) ON ANY PRE-REQUISITES, INSTRUCTIONS OR ADDITIONAL DEADLINES THAT THESE ENTITIES MAY REQUIRE FOR THE PURPOSES OF THE EFFECTIVE EXERCISE OF THEIR RIGHTS.

### **Participation in the Meeting**

The Noteholders who, pursuant to the registry, are holders of the voting rights regarding securities are empowered to exercise such rights, by producing a certificate of ownership for the exercise of rights.

The Noteholders are hereby **ADVISED** that:

- (i) Noteholders Meetings may be attended by:
  - a. Noteholders or their representatives;
  - b. members of the management and supervisory bodies of the issuer and their attorneys;
  - c. financial and legal advisors to the issuer;
  - d. chairman of the general shareholders’ meeting of the issuer;
  - e. any other person whose presence is approved by the persons attending the Noteholders Meeting or any other form authorized pursuant to applicable law.
- (ii) Only the following Noteholders may participate in the Noteholders Meeting:
  - a. Noteholders who are registered as holders of Notes, at least, 5 business days prior to the scheduled date for the Noteholders Meeting to be held;

- b. Noteholders who request the respective(s) financial intermediary(ies) with whom their individual securities account is held, being a participant in the Portuguese CSD, i.e. Central de Valores Mobiliários, operated by INTERBOLSA – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A. to obtain the issuance of an ownership and blockage certificate regarding the Notes which voting rights they wish to exercise and which shall include the following information:
- i. include the number of Notes which the Noteholder holds in the relevant account on a date which is, at least, 5 business days before the scheduled date for the Noteholder Meeting to be held;
  - ii. mention that the Notes are registered in a blocked account until the end of the Noteholders Meeting, pursuant to the provision of article 72 of the Portuguese Securities Code;

The issuance of the certificate assumes the blocking of the Notes, pursuant to the provision of article 72, number 1, paragraph a) of the Portuguese Securities Code; this consists of a book-entry registry indicating the grounds for such blockage, blockage period and number of securities encompassed by the operation. During the blockage period, the registry entity is prohibited from transferring the blocked securities.

- (iii) Noteholders mentioned in subset (ii) above who wish to attend the Meeting of Noteholders and exercise their respective voting rights must send to the Chairman of the General Shareholders' Meeting, in order for the latter to receive it in the address set out below up to 3 business days before the Meeting of Noteholders is held, the certificate mentioned in paragraph (ii) b. above, as well as, if they wish to be represented, the proxy letter as described below.
- (iv) **Noteholders who do not hold Notes directly through a financial intermediary that is a participant in the Portuguese CSD, i.e. Central de Valores Mobiliários, operated by INTERBOLSA – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A. and who wish to participate/ be represented in this Meeting of Noteholders should consult with their custodians in advance in order to ensure that they comply with any procedures (of such custodians or other intermediaries, such as Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme) required for them to be able to participate/ be represented in this Meeting of Noteholders.**
- (v) in case of co-ownership, only the co-owner's common representative may participate in the Noteholders Meeting;
- (vi) the participants in the Meeting of Noteholders shall be accompanied by their identification documents (identity card or equivalent document).

## **Representation of Noteholders**

Noteholders may be represented in the Meeting of Noteholders by a proxy letter addressed to the Chairman of the General Shareholders' Meeting, in its capacity as chairman of the Meeting of Noteholders. Noteholders may also appoint different representatives regarding the Notes held in different securities accounts (as long as the voting rights are exercised in the same direction).

The proxy letters (which are hereby made available in the form attached to this convening notice) should be received at Rua Áurea no. 88, 1100-063, Lisbon or sent to [secretaria@santander.pt](mailto:secretaria@santander.pt), jointly with the certificate issued by the Intermediary, until 3 business days before the scheduled date for the Meeting of Noteholders to be held.

Except in case of revocation of the powers granted in the proxy letter to the respective proxy, the latter shall be kept in place until the conclusion of the Noteholders Meeting, including in case of suspension of the meeting.

NOTEHOLDERS WHO DO NOT HOLD NOTES DIRECTLY THROUGH A FINANCIAL INTERMEDIARY THAT IS A PARTICIPANT IN THE PORTUGUESE CSD, I.E. CENTRAL DE VALORES MOBILIÁRIOS, OPERATED BY INTERBOLSA – SOCIEDADE GESTORA DE SISTEMAS DE LIQUIDAÇÃO E DE SISTEMAS CENTRALIZADOS DE VALORES MOBILIÁRIOS, S.A. AND WHO WISH TO BE REPRESENTED IN THIS MEETING OF NOTEHOLDERS SHOULD CONSULT WITH THEIR CUSTODIANS IN ADVANCE, AS NECESSARY, IN ORDER TO ENSURE THAT THEY TIMELY COMPLY WITH ANY PROCEDURES (OF SUCH CUSTODIANS OR OTHER INTERMEDIARIES, SUCH AS EUROCLEAR BANK S.A./N.V. OR CLEARSTREAM BANKING, SOCIÉTÉ ANONYME) REQUIRED FOR THEM TO BE ABLE TO BE REPRESENTED IN THIS MEETING OF NOTEHOLDERS.

## **Quorum**

The Meeting of Noteholders shall convene as long as any Noteholders are present or duly represented.

## **Functioning**

The Meeting of Noteholders is chaired by the Chairman of the General Shareholders' Meeting or, in his absence, by any person who is legally entitled to replace him.

During the Noteholders Meeting, the Noteholders or their respective representatives may request for true, complete and clear information to be provided to them and the rendering of information may only be refused when its disclosure may cause material damages to the company or the breach of a confidentiality obligation provided for by law.

For the Noteholders Meeting to resolve on the single item on the agenda, it is necessary that the voting is taken with absolute majority of the Noteholders present or represented.

## **Exercise of voting rights**

Each Note is granted 1 voting right.

Except if the procedures and regulations of the respective clearing system provide for otherwise, the Noteholders shall not be obliged to vote with all voting rights inherent to the respective Notes held, but shall be obliged to vote solely in a single direction, pursuant to the provision of article 385, n. 1, of the Portuguese Companies Code.

Noteholders may not vote by post.

The resolution of the Meeting of Noteholders shall bind all Noteholders, whether they have been or not present in said meeting and regardless of whether they have voted against the resolution that is adopted.

### **Other information**

Noteholders may obtain further information or clarifications by submitting a request addressed to [secretaria@santander.pt](mailto:secretaria@santander.pt).

During the Meeting of Noteholders, Noteholders may request information that is reliable, complete and clarifying with respect to the single item in the agenda. Such requests may only be refused if the granting of said information would create serious damages to the issuer or the breach of any confidentiality legal obligations.

Lisbon, 15 September 2017.

Chairman of the General Shareholders' Meeting  
of Banco Santander Totta, S.A.

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José Manuel Galvão Teles

## NOTEHOLDER REPRESENTATION LETTER

To:

**Chairman of the Meeting of Noteholders**

Rua Áurea no. 88

1100-063 Lisbon

Portugal

[●] [●] 2017

In order to attend in the extraordinary Meeting of Noteholders of the notes issue [●], ISIN code [●], issued by [●] (“Notes”),

**[Full name of individual or company which is a Noteholder]**<sup>1</sup>, [holder of identity card no. / passport no. [●], issued by [issuing entity] and valid until [date], with taxpayer no. [●], with address at [●]<sup>2</sup> / registered in the Commercial Registry Office under sole registration and taxpayer number [●], with registered office at [●]<sup>3</sup>] holder of [●] notes, pursuant to the Certificate(s) and Block Voting Instruction(s) no. [●], which copy is hereby attached, to participate in the Meeting of Noteholders on [date] 2017, at [time], at [place], with the following agenda:

**Single item** – Resolve on the merger and, in case of non-approval thereof, the exercise of the right to judicially oppose the same, pursuant to the terms and for the purposes of numbers 2 and 3 of article 101.º-C of the Portuguese Companies Code, in relation to the incorporation of Banco Popular Portugal, S.A., limited liability company by shares, with registered offices at Rua Ramalho Ortigão, 51, Lisbon, registered before the Commercial Registry Office under the sole registration and tax payer number 502.607.084, with share capital of € 513,000,000.00, as incorporated company, in Banco Santander Totta, S.A., as incorporating company.

**[Full name of individual or company of the representative]**<sup>4</sup>, [holder of identity card no. / passport no. [●], issued by [issuing entity] and valid until [date], with taxpayer no. [●], with address at [●]<sup>5</sup> /

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<sup>1</sup> Full name (individuals) or firm (companies).

<sup>2</sup> Individuals.

<sup>3</sup> Companies.

<sup>4</sup> Full name (individuals) or firm (companies).

<sup>5</sup> Individuals.

registered in the Commercial Registry Office under sole registration and taxpayer number [●], with registered office at [●]<sup>6</sup>.

To whom he/she/it grants powers to represent him/her/it in the Meeting of Noteholders, to consult all documents made available in the Meeting of Noteholders and to discuss the sole item of the agenda, in accordance with the following instructions:

VOTING INSTRUCTIONS:

**Sole item**

**A. Non opposition to the merger**

**B. Non approval of the merger and exercise of right to judicially oppose it**

**C. Abstention**

In addition, he/she/it grants powers and authorizes, in case of any unforeseen events, the representative to act as he/she/it deems to be in the best interest of the principal.

Sincerely yours,

[*Signature*]<sup>7</sup>

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<sup>6</sup> Companies.

<sup>7</sup> Signature (individuals) / signature(s), name(s), capacity and companies' stamp (companies).