

BANCO PASTOR S.A.
ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banco Pastor, S.A., in its session held on February 18, 2010, voted to call the Shareholders' Ordinary General Meeting to take place in the conference room of the Fundación Pedro Barrié de la Maza, located at Cantón Grande No. 9 of A Coruña, in a first call to meeting, at 12:30 on Thursday March 25, and, if applicable, **in a second call to meeting, at the same time and place, on Friday the 26th of the same month**, with the objective of examining and approving the matters included in the following:

AGENDA

1º.- Examination and approval, if applicable, of the Annual Financial Statements and Annual Management Report of Banco Pastor, S.A. and of its Consolidated Group. Approval, if appropriate, of the Allocation of Profit/Loss and of Corporate Management. All information refers to the financial year ending on 31 December 2009.

2º.- Free capital increase charged to the issue premium for distribution to the shareholders in the maximum amount of €1,727,123.97, by means of the issue of a maximum of 5,233,709 new shares at a nominal value of €0.33 each. Distribution of one new share to each shareholder controlling a minimum of 50 old shares. Subsequent modification of articles 5 and 7 of the Articles of Association.

3º.- Authorization for the Company to undertake acquisition of its own shares, directly or through Companies of its Group, pursuant to article 75 of the Law on Corporations, establishing the limits or requirements for said acquisitions, delegating in the Board of Directors, with substitution power, the powers necessary to execute the agreement adopted by the General Shareholders' Meeting in that regard, leaving the authorization granted by the General Meeting of Shareholders on April 23, 2009.

4º.- Establishment of the number of members of the Board of Directors at nine.

5º.- Re-election of the following members of the current Board of Directors:

- 5.1 Re-election of the Director Mr. José María Arias Mosquera.
- 5.2 Re-election of the Director Mr. Jorge Gost Gijón.
- 5.3 Re-election of the Director Mr. Miguel Sanmartín Losada.
- 5.4 Re-election of the Director Mr. Marcial Campos Calvo-Sotelo.
- 5.5 Re-election of the Director Mr. José Luis Vázquez Mariño.
- 5.6 Re-election of the Director Mr. José Arnau Sierra.
- 5.7 Re-election of the Director Mr. Fernando Díaz Fernández.
- 5.8 Re-election of the Director Mr. Gonzalo Gil García.

6º.- Authorization for the Board of Directors, with capacity of substitution, subject to the applicable legal dispositions, and after the legally necessary authorizations in the maximum legal period, to issue one or more times, directly or through specifically established companies with one hundred percent participation by Banco Pastor and, as applicable, with the granting of a full guarantee by the Bank, all types of bonds, ordinary bonds, subordinated bonds, mortgage bonds, public-sector bonds, non-convertible bonds, negotiable instruments, transfers of

every type of rights of credit to perform securitization through securitization funds established for this purpose, along with preferential participations and any other analogous instruments that recognize or create a debt, simple or with security of any type, subordinated or not, of fixed or variable type, in euros or in any kind of currency, in one or more issues of equal or different characteristics, with temporary or undefined duration, and in the other forms and conditions considered convenient, replacing the authorization of the General Meeting of Shareholders on April 23, 2009, and furthermore authorizing a request for admission to official quotation.

7º.- Delegation to the Board of Directors, with capacity of substitution, of the ability to issue fixed income convertible securities and/or eligible securities in shares, as well as warrants or other analogous securities that can provide the right, directly or indirectly, to the subscription or acquisition of shares with the possibility in all cases of excluding the right from preferential subscription, and attribution to the Board of Directors of the ability to increase the capital in the necessary amount.

8º.- Attribution to the Company of the System of Fiscal Consolidation provided for in Chapter VII of Title VII of Royal Legislative Decree 4/2004 of March 5, by which is approved the consolidated text of the law on the Corporation Tax, and delegation to the Board of Directors of the ability to determine the time period of the effective fiscal year.

9º.- Delegation to the Board of Directors, with capacity of substitution, of the Interim Dividends Policy to be applied by the Company for Financial Year 2010.

10º.- Delegation in the Board of Directors of the power to pay variable compensation to the Directors and Senior Executives in the Company by the issue of shares or stock options.

11º.- Delegation of powers to the Board of Directors, with capacity of substitution including, with the fullest amplitude, the formalization of all agreements that can be exercised and adopted by the General Meeting of Shareholders in the form considered pertinent, being able to correct, interpret, develop, amend and complete the related agreements as necessary for their full execution

12º.- Approval of the minutes of the Meeting in any of the forms provided by law.

RIGHT OF INFORMATION

According to the dispositions in Articles 112 and 212.2 of the Law on Corporations, as well as in Article 117 of the law on the Securities Market, the Shareholders will have a right to request and obtain information regarding the points included in the Agenda, and the relevant information communicated by the company to the Spanish Securities Market Commission.

Specifically, the Shareholders will have the right to examine, on request, at the company headquarters or, directly on the web page of Banco Pastor, www.bancopastor.es, the documents regarding the Annual Financial Statements and Management Report submitted to the approval of the General Meeting as well as the Report of the Account Auditors, the Reports of the Administrators regarding all the items on the Agenda and the proposals for agreements regarding all of the

items on the Agenda, and the explanatory report on the additional information regarding Corporate Governance established in article 116 bis of the Securities Market Act, being able to obtain, immediately and free of charge, delivery or sending of said documents

The Shareholders may also examine at the company headquarters and on the web page of Banco Pastor, www.bancopastor.es, the texts of the Regulations of the General Meeting of Shareholders, the Corporate Bylaws, the Internal Regulations of the Board of Directors, the Annual Report of Corporate Governance and the Annual Activities Report of the Control and Auditing Commission, being able to obtain, immediately and free of charge, the delivery or sending of said documents.

RIGHT OF ATTENDANCE

The Shareholders are reminded that, according to that established in Article 18 of the Corporate Bylaws and in Article 7.1 of the Regulations of the General Meeting of Shareholders, the shareholders will have the right to attendance at the General Meeting if they hold at least 6,000 shares that are registered in the Accounting Records of Book Entries with five days notice prior to the date on which the Meeting is to be held.

For this purpose, the company will issue a registered attendance card that will be sent to the shareholders or that may directly be picked up by them at the company headquarters.

For the purpose of verifying the identity of the shareholders, or of the persons validly representing them, at the entrance of the site where the General Meeting is held, with the presentation of the attendance card, the attendees may be requested to verify their identity by displaying their National Identity Document or any other official document generally accepted for these identification purposes.

RULES REGARDING GROUPING AND REPRESENTATION

The shareholders holding a number of shares lower than 6,000 instruments, may group their shares until reaching the number indicated, delegating one of them in writing for their attendance at the meeting.

Otherwise, they may grant their representation in favour of another shareholder with the right of attendance.

Likewise, and according to that established in the Regulations of the General Meeting, any shareholder who has the right to attendance may be represented in the General Meeting by another person who is a shareholder.

The representation must be granted, in any case, in writing, by e-mail or any other means of distance communication and individually for each Meeting, as long as the identity of the shareholder exercising the right is duly verified.

Legal or voluntary representation may only be provided by a single representative per shareholder.

The representation is revocable. Personal attendance at the meeting by the shareholder represented will have the value of revocation.

EXERCISE OF THE RIGHT TO VOTE REMOTELY

According to that established in Article 7.2 of the Regulations of the General Meeting of Shareholders, the vote on the proposals of the Meeting Agenda may be exercised by the shareholder via postal correspondence or any other means of remote communication, as long as the identity of the shareholder who exercises his or her right is duly verified.

The shareholders who issue their votes remotely will be considered present for the purpose of the quorum for establishment of the Meeting.

PROTECTION OF DATA

By virtue of the applicable regulation in the matter of protection of personal data, the Shareholders are advised of the existence of a file or automated data, with the personal data provided by the shareholders or by the credit and banking entities, Companies and Security Agencies in which said shareholders have deposited their shares, through Iberclear, the entity legally empowered to carry out the recording of book entries, on the occasion of the General Meeting called through this document, as well as those that may be derived in consequence thereof.

The purpose of said file or processing is the management and administration of the shareholders' data and, as applicable, that relative to their representatives, in the realm of the General Meeting of Shareholders.

The shareholders or their representatives may exercise, in the alleged assumption in the law, the rights of access, correction, cancellation and opposition of the data of the file through the corresponding notification (which must include the identification of the holder of the rights by a photocopy of his or her National Identity Document) issued to the following address: Oficina de Atención al Cliente del Grupo Banco Pastor S.A., c/ San Blas, number 1, 15003 A Coruña; the related rights may be exercised through any office of the network of Branches of the Bank.

Banco Pastor, S.A., in its role as File Manager, announces the adoption of legally required security measures for its installations, systems and files. Likewise, as File Manager, it will guarantee the confidentiality of the personal data, without prejudice to its obligation to reveal to the competent public authorities the personal data and any other information that is in its power or accessible through its systems, if required according to that established in the applicable legal and regulatory dispositions.

PREDICTION OF THE DATE OF THE GENERAL MEETING

The Shareholders are notified that, considering the experience of prior years in which the necessary quorum was not reached in order for the assembly to be held in a first call to meeting, **it is anticipated that the General Meeting will be held**

in a second call to meeting on Friday March 26, 2010 at 12:30, except for notice to the contrary in the daily newspaper.

A Coruña, February 18, 2010

JOSE MARIA ARIAS MOSQUERA
CHAIRMAN OF THE BOARD OF DIRECTORS