

**UPDATED 2003 TRANSACTIONS**

**MATURITY BUCKETS FOR THE  
BANCO POPULAR ESPAÑOL SA ("BANCO POPULAR") AUCTION(S)**

**I. Limitation Dates<sup>1</sup>**

2.5-year Maturity Bucket	20 December 2019
5-year Maturity Bucket	20 June 2022
7.5-year Maturity Bucket	20 December 2024
10-year Maturity Bucket	20 June 2027
12.5-year Maturity Bucket	20 December 2029
15-year Maturity Bucket	20 June 2032
20-year Maturity Bucket	20 June 2037

**II. Ranges of Scheduled Termination Dates for Updated 2003 Transactions**

It has been Resolved that an Auction will be held for Buckets 1 and 2 only. As such, any Senior or Subordinated Updated 2003 Transaction falling within Buckets 3 to 6 (inclusive) will be subject to the Fallback Settlement Method unless Buyer validly exercises the Movement Option in accordance with Section 12.17 of the Updated 2003 Definitions. If Buyer validly exercises the Movement Option, the relevant Senior or Subordinated Updated 2003 Transaction will be settled through the Auction for Bucket 2. The Movement Option Cut-off Date in respect of Senior and Subordinated Updated 2003 Transactions is Tuesday 3 October 2017, but the DC would encourage market participants intending to use the Movement Option to exercise it as soon as possible to avoid operational difficulties.

<b>Maturity Buckets</b>	<b>Range of Scheduled Termination Dates</b>	<b>Permissible Deliverable Obligations</b>	<b>Auction to be held?</b>
2.5-year Maturity Bucket	7 June 2017 – 2 February 2020 ( <i>Buyer exercise or Seller M(M)R Trades<sup>2</sup> (as defined in the Banco Popular Updated 2003 Transactions Auction Settlement Terms) only</i> ) (" <b>Bucket 1</b> ")	Bond 1	Yes. The Auction will be for Senior and Subordinated Updated 2003 Transactions as the Deliverable Obligations are identical.
5-year Maturity Bucket	3 February 2020 – 28 September 2022 ( <i>Buyer exercise or Seller M(M)R Trades (as defined in the Banco Popular Updated 2003 Transactions Auction Settlement Terms) only</i> ) (" <b>Bucket 2</b> ")	Bonds 1 and 2	Yes. The Auction will be for Senior and Subordinated Updated 2003 Transactions as the Deliverable Obligations are identical.
7.5-year Maturity Bucket	29 September 2022 – 22 December 2024 ( <i>Buyer exercise or Seller M(M)R Trades (as defined in the Banco Popular Updated 2003 Transactions Auction Settlement Terms) only</i> )	Bonds 1, 2 and 3	No Senior or Subordinated Auction for Bucket 3. See note in bold above in relation to the exercise of the Movement Option.

<sup>1</sup> The Limitation Dates are based on a Restructuring Date of 7 June 2017.

<sup>2</sup> N.B. Seller M(M)R Trades are types of trade which provide that bucketing applies even if Seller triggers the relevant CDS.

<b>Maturity Buckets</b>	<b>Range of Scheduled Termination Dates</b>	<b>Permissible Deliverable Obligations</b>	<b>Auction to be held?</b>
	("Bucket 3")		
10 year Maturity Bucket	23 December 2024 – 29 October 2027 ( <i>Buyer exercise or Seller M(M)R Trades (as defined in the Banco Popular Updated 2003 Transactions Auction Settlement Terms) only</i> ) ("Bucket 4")	Bonds 1, 2, 3 and 4	No Senior or Subordinated Auction for Bucket 4. See note in bold above in relation to the exercise of the Movement Option.
12.5 year Maturity Bucket	30 October 2027 – 15 February 2038* ( <i>Buyer exercise or Seller M(M)R Trades (as defined in the Banco Popular Updated 2003 Transactions Auction Settlement Terms) only</i> ) ("Bucket 5")	Bonds 1, 2, 3, 4 and 5	No Senior or Subordinated Auction for Bucket 5. See note in bold above in relation to the exercise of the Movement Option.
Seller Bucket	(i) Buyer exercise or Seller M(M)R Trades, in either case if the Scheduled Termination Date is on or after 16 February 2038, PLUS (ii) all Seller exercise (except for Seller M(M)R Trades) ("Bucket 6")	Bonds 1, 2, 3, 4, 5 and 6	No Senior or Subordinated Auction for Bucket 6. See note in bold above in relation to the exercise of the Movement Option.

\*Buyer-exercise or Seller M(M)R Trades (as defined in the Banco Popular Updated 2003 Transactions Auction Settlement Terms), in either case with a Scheduled Termination Date up to 15 February 2038 will be included in the 12.5 year Maturity Bucket, because there are no additional deliverables in the period from the relevant Limitation Date falling on 20 December 2029 up to 15 February 2038.