

re: item 2 of the agenda

**RESOLUTION
of the Extraordinary General Meeting of Bank Zachodni WBK S.A.**

(draft)

re. appointing Chairman of the Meeting

§ 1

Extraordinary General Meeting shall elect the Chairman of the Meeting in the person of

§ 2

This resolution shall come into force on the day of its adoption.

re: item 4 of the agenda

**RESOLUTION
of the Extraordinary General Meeting of Bank Zachodni WBK S.A.**

(draft)

re. adopting the meeting's agenda

Extraordinary General Meeting shall adopt the following agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Electing the Chairman of the Extraordinary General Meeting.
3. Establishing whether the Extraordinary General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda for the General Meeting.
5. Presentation of the key elements of the demerger plan of Deutsche Bank Polska S.A. ("the Demerger Plan"), the report of the Management Board dated 23 February 2018 justifying the demerger of Deutsche Bank Polska S.A., the audit opinion and all the material changes to assets, liabilities and equity which occurred between the date of the Demerger Plan and the date of the demerger resolution.
6. Adopting a resolution regarding the demerger of Deutsche Bank Polska S.A. including the increase in the share capital of Bank Zachodni WBK S.A. ("the Bank"), the amendment of the statute of the Bank, the dematerialisation of the series N shares in the Bank and the seeking of the admission and introduction thereof to trading on the main market operated by the Warsaw Stock Exchange.
7. Determining the consolidated text of the Bank's Statute.
8. Closing the Extraordinary General Meeting.

re: item 6 of the agenda

**RESOLUTION
of the Extraordinary General Meeting of Bank Zachodni WBK S.A.**

(draft)

re. concerning the Demerger of Deutsche Bank Polska Spółka Akcyjna

§ 1

General rules of the demerger

1. Acting on the basis of Art. 541 of the Commercial Companies Code (the “**CCC**”), it is resolved to demerge Deutsche Bank Polska Spółka Akcyjna, with its registered seat in Warsaw (“**DB Polska**” or the “**Bank Being Divided**”), in accordance with the procedure specified in Art. 529 § 1 item 4 of the CCC, i.e. through a transfer of a part of the assets and liabilities of the Bank Being Divided to Bank Zachodni WBK Spółka Akcyjna, with its registered seat in Wrocław (“**BZ WBK**” or the “**Acquiring Bank**”), in the form of an organised part of the enterprise of DB Polska consisting of:
 - (i) assets and liabilities connected with the retail banking, business banking and private banking business of DB Polska excluding the retail mortgage lending business of DB Polska in any currency other than PLN (which for the avoidance of doubts includes (x) any mortgage loans and borrowings in any currency other than PLN as part of the retail banking business of DB Polska and (y) any retail mortgage loans and borrowings in PLN which have been converted from retail mortgage loans and borrowings in any other currency, including in all cases the rights of DB Polska in collateral securing such mortgage loans and borrowings); and
 - (ii) shares held by DB Polska in DB Securities S.A. with its registered office in Warsaw, the composition of which is established pursuant to Schedule 1 to the Demerger Plan (as defined below) (the “**Demerged Business**”, the “**Demerger**”).Pursuant to Article 530 § 2 of the CCC, the Demerged Business will be demerged to the Acquiring Bank on the date of registration of the share capital increase of the Acquiring Bank by way of the issuance of the Demerger Shares as a result of the Demerger (the “**Demerger Effective Date**”).
As a result of the Demerger, pursuant to Article 531 § 1 of the CCC, the Acquiring Bank will on the Demerger Effective Date assume all of the rights and obligations of DB Polska connected with the Demerged Business and the Demerged Business will be transferred to the Acquiring Bank. Consequently, immediately following the Demerger Effective Date, DB Polska will retain rights and obligations relating to the remaining part of the business of DB Polska constituting an organised part of the business of DB Polska consisting of all assets and liabilities which are not the Demerged Business.
2. Pursuant to Article 541 § 6 of the CCC, approval is hereby granted to the demerger plan of the Bank Being Divided agreed in writing among the Bank Being Divided as well as the Acquiring Bank on 23 February 2018 and made available since that day up to this date, inclusive, to the public on the website of the Bank Being Divided (www.deutschebank.pl) and on the website of the Acquiring Bank (www.bzwbk.pl) (the “**Demerger Plan**”). The Demerger Plan is attached to this resolution as Schedule 1.
3. Pursuant to Article 541 § 6 of the CCC, the general meeting hereby approves the amendments to the statute of the Acquiring Bank as specified in Schedule No. 4 to the Demerger Plan and in § 4 below.

§ 2

Capital increase of the Acquiring Bank and the share exchange ratio

1. As a result of the Demerger, the share capital of the Acquiring Bank is hereby increased by PLN 27,548,240 (twenty seven million five hundred forty eight thousand two hundred forty zlotys), through the issuance of 2,754,824 (two million seven hundred and fifty four thousand and eight hundred and twenty four) of series N ordinary bearer shares in the Acquiring Bank with a nominal value of PLN 10 (ten zlotys) each and with the total nominal value of PLN 27,548,240 (twenty seven million five hundred forty eight thousand two hundred forty zlotys) (the “**Demerger Shares**”).
2. As a result of the Demerger:
 - (i) after the decrease of the share capital of DB Polska, the Acquiring Bank will cease to be a shareholder of DB Polska as the result of redemption of all shares in DB Polska held by the Acquiring Bank; and
 - (ii) Deutsche Bank AG (“**DB AG**”) will remain the only shareholder of DB Polska holding 100% of the shares in and 100% of the votes at the General Meeting of DB Polska.
3. On the Demerger Effective Date, DB AG will become a shareholder of the Acquiring Bank and will be granted and allocated Demerger Shares. The number of Demerger Shares granted and allotted to DB AG will be calculated based on the Share Exchange Ratio (as defined below) and pursuant to the rules indicated below.
4. The ratio based on which the Demerger Shares will be granted, subject to Article 550 § 1 of the CCC, is as follows: for 1,000,000 (one million) Reference Shares (as defined in § 3 section 3 below), DB AG will be granted and allocated 1,836.5493333333333 Demerger Shares (the “**Share Exchange Ratio**”). If before the registration of the Demerger there is a registration of the share capital increase in the Acquiring Bank such share capital increase will be referred to hereinafter as the “**Share Capital Increase**” and the above-mentioned Share Exchange Ratio will be adjusted by dividing it by the dilution adjustment ratio (RF) determined in accordance with the Dilution Adjustment Formula described in § 2 section 5 below. If there is any split of the shares of the Acquiring Bank or any other change to the structure of the share capital of the Acquiring Bank, the Share Exchange Ratio will be adjusted accordingly.
5. The dilution adjustment will be calculated based on the following formula:
$$RF = ((SR * PR) + (SI * PI)) / (PR * (SR + SI))$$
where:
 - RF – means the dilution adjustment ratio
 - SR – means the number of the Acquiring Bank shares on the record date for the Share Capital Increase
 - PR – means the closing price for the Acquiring Bank shares on the record date for the Share Capital Increase
 - SI – means the final number of the shares of the Acquiring Bank issued as part of the Share Capital Increase
 - PI – means the issue price for the shares of Acquiring Bank as part of the Share Capital Increase
6. The general meeting hereby approves the above Share Exchange Ratio agreed by the management boards of DB Polska and the Acquiring Bank.
7. The Demerger Shares will be the shares of the same type as the shares of the Acquiring Bank registered with the NDS under ISIN number PLBZ00000044 and the Demerger Shares will grant the same rights as these shares.

8. If the Demerger Shares are registered for the first time on the securities account of DB AG by the dividend date (*dzień dywidendy*), referred to in Article 348 § 2 of the CCC), established in 2019 including that date, the Demerger Shares will participate in the profits distributed after the end of the fiscal year lapsing on 31 December 2018. However, if the Demerger Shares are registered for the first time on the securities account of DB AG after the dividend date (*dzień dywidendy*) established in 2019, the Demerger Shares will participate in the profits distributed after the end of the fiscal year lapsing on 31 December 2019.

§ 3

Share allocation rules

1. In accordance with § 2 above, as a result of the Demerger:
 - (i) DB AG will remain the only shareholder of DB Polska holding 100% of the shares in and 100% of the votes at the general meeting of DB Polska; and
 - (ii) pursuant to Article 550 § 1 of the CCC, no Demerger Shares will be issued to the Acquiring Bank in exchange for the shares held by the Acquiring Bank in DB Polska, if any; and
 - (iii) DB AG will become a shareholder of the Acquiring Bank and will be granted and allocated Demerger Shares. The number of Demerger Shares granted and allotted to DB AG will be calculated based on the Share Exchange Ratio and pursuant to the rules indicated in this resolution.
2. The Demerger Shares will be subject to admitting and introducing to trading on the regulated market operated by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*, the “WSE”) as provided in § 5 section 2 below and will be allotted to DB AG through the intermediation of the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*, the “NDS”).
3. The number of Demerger Shares to be allotted to DB AG will be determined by multiplying the number of the Reference Shares (as defined below) by the Share Exchange Ratio and by rounding the product thereof down to the nearest integer (if the product is not an integer). The “**Reference Shares**” shall mean the following shares of the Bank Being Divided held by DB AG: 1,500,000,000 shares, i.e. all shares issued in issues from I to XVII and 28.901.973 shares of issue XVIII.
4. No additional cash payments for DB AG are foreseen. When as a result of the rounding down referred to in § 3 section 3 above DB AG has not been allotted a fraction of the Demerger Share it was entitled to according to the Share Exchange Ratio, DB AG will not receive any additional cash payment.
5. The management board of the Acquiring Bank will determine, in agreement with the management board of DB Polska, the detailed procedure for issuing the Demerger Shares through the intermediation of the NDS.

§ 4

Amendments to the Acquiring Bank’s statute

The general meeting hereby consents to and adopts the following changes to the statute of the Acquiring Bank:

§ 10 of the statute of the Acquiring Bank shall read as follows:

The Bank’s share capital is PLN 1,020,883,050 (one billion twenty million eight hundred eighty three thousand and fifty) zlotys and shall be divided into 102,088,305 (one hundred and two million eighty eight thousand three hundred and five) bearer shares with a nominal value of PLN 10 (ten zlotys) each, including:

- 1) 5,120,000 (five million one hundred and twenty thousand) series A ordinary bearer shares,
- 2) 724,073 (seven hundred and twenty four thousand and seventy three) series B ordinary bearer shares,
- 3) 22,155,927 (twenty two million one hundred and fifty five thousand nine hundred and twenty seven) series C ordinary bearer shares,
- 4) 1,470,589 (one million four hundred and seventy thousand five hundred and eighty nine) series D ordinary bearer shares,
- 5) 980,393 (nine hundred and eighty thousand three hundred and ninety three) series E ordinary bearer shares,
- 6) 2,500,000 (two million and five hundred) series F ordinary bearer shares,
- 7) 40,009,302 (forty million nine thousand three hundred and two) series G ordinary bearer shares,
- 8) 115.729 (one hundred and fifteen thousand seven hundred and twenty nine) series H ordinary bearer shares,
- 9) 1,561,618 (one million, five hundred and sixty-one thousand, six hundred and eighteen) ordinary series I bearer shares,
- 10) 18,907,458 (eighteen million, nine hundred and seven thousand, four hundred and fifty-eight) ordinary series J bearer shares,
- 11) 305,543 (three hundred five thousand five hundred and forty-three) ordinary bearer series K shares,
- 12) 5,383,902 (five million three hundred eighty three thousand nine hundred and two) ordinary bearer series L shares,
- 13) 98.947 (ninety eight thousand nine hundred forty seven) ordinary bearer series M shares,
- 14) 2,754,824 (two million seven hundred and fifty four thousand and eight hundred and twenty four) ordinary bearer series N shares.

§ 5

Authorisations

1. All of the Demerger Shares will be dematerialised pursuant to Article 5 section 1 of the Act of 29 July 2005 on Trading in Financial Instruments. The management board of the Acquiring Bank will be authorised and required to execute an agreement with the NDS for the registration of the Demerger Shares in the deposit of securities and to take any and all actions necessary in connection with the dematerialisation thereof.
2. The Acquiring Bank will apply for the admission and introduction of the Demerger Shares to trading on the regulated market operated by the WSE. The management board of the Acquiring Bank is authorised and required to take all of the actions necessary in relation to the performance of the terms of this subsection.

§ 6

Final provisions

1. Pursuant to Article 530 § 2 of the CCC, the Demerged Business will be demerged to the Acquiring Bank on the date of registration of the share capital increase of the Acquiring Bank by way of the issuance of the Demerger Shares as a result of the Demerger.
2. The Demerger will be executed subject to obtaining the following regulatory approvals:

- (i) obtaining a decision from the Polish Financial Supervisory Authority (*Komisja Nadzoru Finansowego*, the “**PFSA**”) in accordance with Article 25h, section 4 of the Act of 29 August 1997 – the Banking Law (the “**Banking Law**”) confirming that there is no objection to the acquisition by the parent company of the Acquiring Bank with the intermediation of the Acquiring Bank of more than 10% of the share capital and the votes in the Bank Being Divided, or the lapse of the statutory time period for the PFSA to raise objections to the acquisition by the parent company of the Acquiring Bank with the intermediation of the Acquiring Bank of more than 10% of the share capital and the votes in the Bank Being Divided;
- (ii) obtaining a decision from the PFSA permitting the Demerger in accordance with Article 124c, section 2 of the Banking Law;
- (iii) obtaining a decision from the PFSA permitting the amendments to the Acquiring Bank’s statute to be made in connection with the Demerger as provided for in Schedule 4 to the Demerger Plan in accordance with Article 34, section 2 and in connection with Article 31, section 3 of the Banking Law;
- (iv) obtaining a decision from the PFSA permitting the amendments to DB Polska’s statute to be made in connection with the Demerger and regarding the Bank’s share capital decrease in accordance with Article 34, section 2 and in connection with Article 31, section 3 of the Banking Law;
- (v) obtaining a decision issued by the PFSA in accordance with Article 106h, section 4 of the Act of 29 July 2005 on Trading in Financial Instruments confirming that there is no objection to the acquisition through the Demerger by the parent company of the Acquiring Bank with the intermediation of the Acquiring Bank of more than 50% of the share capital and the votes in DB Securities S.A. with its registered office in Warsaw, or the lapse of the statutory time period for the PFSA to raise objections to the acquisition by the parent company of the Acquiring Bank with the intermediation of the Acquiring Bank of more than 50% of the share capital and the votes in DB Securities S.A.; and
- (vi) obtaining a decision issued by the President of the Office of Competition and Consumer consenting to a concentration involving the acquisition of control over Demerged Business pursuant to the respective provisions of the applicable competition law.

re. item 7 of the agenda

**RESOLUTION
of the Extraordinary General Meeting of Bank Zachodni WBK S.A.**

(draft)

re: adopting the consolidated text of the Bank's Statutes

§1

Pursuant to art. 430 of the Commercial Companies Code, the General Meeting of Shareholders hereby resolves to adopt the uniform text of the Bank's Statutes, which reads as follows:

§ 2

The Resolution becomes effective upon registration by a relevant registry court the amendments introduced to the Bank's Statute by:

- 1) Resolution of the Annual General Meeting of Bank Zachodni WBK S.A., dated 16th May 2018, re. change of the Bank's name, its registered office and the amendments to the Bank's Statute,
- 2) Resolution of the Annual General Meeting of Bank Zachodni WBK S.A., dated 16th May 2018, re. amendments to the Bank's Statute, and
- 3) Resolution of the Extraordinary General Meeting of Bank Zachodni WBK S.A., dated 29th May 2018, re. concerning the Demerger of Deutsche Bank Polska Spółka Akcyjna.

The annex to the draft resolution of the Extraordinary General Meeting is in the attached file

**Statutes
of
Santander Bank Polska S.A.**
(the consolidated text)

I. General Provisions

§ 1.

The name of the Bank is "Santander Bank Polska Spółka Akcyjna".

§ 2.

The founder of the Bank is the State Treasury.

§ 3.

The Bank has its registered office in Warsaw.

§ 4.

The Bank operates in the territory of the Republic of Poland and abroad.

§ 5.

The Bank can establish branches and other units in Poland and abroad.

§ 6.

Provisions of the Commercial Companies Act and the Banking Law apply to all matters not regulated herein.

II. Scope of Business

§ 7.

The scope of the Bank's business includes:

1. The following banking operations:

- 1) accepting money deposits payable on demand or at a due date as well as operating accounts for these deposits, including accepting and depositing cash in domestic and foreign banks;
- 2) operating other bank accounts,
- 3) granting loans,
- 4) granting and confirming bank guarantees as well as opening and confirming letters of credit,
- 5) issuing banking securities,
- 6) performance of financial settlements,
- 6a) (repealed),
- 7) granting cash advances,
- 8) concluding check and B/E transactions,
- 9) issuing payment cards and processing card operations,
- 10) performing term financial transactions,

- 11) trading in receivables,
 - 12) safekeeping of objects and securities as well as providing access to safe deposit boxes,
 - 13) providing agency services in international funds transfers and settlements in international trade,
 - 14) granting and confirming guarantees,
 - 15) performing operations related to the issue of securities,
 - 16) acting as the representative of bond holders.
 - 17) purchase and sale of fx values
2. Other operations consisting in:
- 1) taking up or acquiring shares and units and/or rights attached to shares of another corporate entity and contributions to limited partnerships or limited joint stock partnerships, or units and investment certificates in investment funds and making contributions to limited liability companies within the limits specified by the Banking Law act,
 - 2) raising liabilities related to the issue of securities,
 - 3) trading in securities in the Bank's own account or at the request of third parties,
 - 4) performing swaps of debts into components of the debtor's assets,
 - 5) acquiring and disposing of real estates and debts secured with mortgage,
 - 6) providing consulting and advisory services in relation to financial matters,
 - 6a) provision of trust services and issuance of electronic identification means as defined by regulations on trust services,
 - 7) providing other financial services including:
 - a) intermediation in brokerage business, maintenance of securities accounts,
 - b) intermediation and co-operation in obtaining loans and guarantees ,
 - c) performing collection activities on the basis of documents certifying the existence of cash receivables,
 - d) concluding and executing agreements with businesses, including foreign ones, on agency in lodgments to bank accounts,
 - e) financial and operational participation in international projects and undertakings,
 - f) performing fiduciary activities,
 - g) providing leasing, factoring, forfaiting services as well as stand-by and firm commitment underwriting,
 - h) trading in transferable property rights from securities and in transferable property rights, the price of which directly or indirectly depends on the price of securities (derivatives) – in the Bank's account or at the request of third parties,
 - i) performing activities, as requested by the Minister of Treasury and set forth in the Act of 30/08/1996 on commercialization and privatization of state owned enterprises,
 - j) accepting the State Treasury shares for management,
 - 7a) performing activities, other than brokerage business, consisting in:

- a) accepting and executing orders to purchase or sell the following non-publicly traded instruments: participations in undertakings for collective investments and non-treasury debt instruments issued under the Bonds Act or the Civil Code, including municipal bonds, corporate bonds and short-term debt instruments;
 - b) client trading in non-publicly traded securities;
 - c) proprietary trading in the securities issued by the State Treasury and the National Bank of Poland and in non-publicly traded instruments: securities, participations in undertakings for collective investments other than securities, money market instruments, derivatives, including options, forwards, swaps and contracts for difference;
 - d) providing investment advice on the securities issued by the State Treasury and the National Bank of Poland, including on non-publicly traded instruments: participations in undertakings for collective investments and securities;
 - e) offering securities issued by the State Treasury and the National Bank of Poland, including non-publicly traded instruments: participations in undertakings for collective investments other than securities, money market instruments, derivatives, including options, forwards, swaps, contracts for difference and securities including municipal bonds, corporate bonds and short-term debt instruments;
 - f) providing services under the existing agreements on underwriting for investment purposes or underwriting for distribution purposes as well as under other similar agreements relating to securities as defined by the Act on Trading in Financial Instruments, excluding the securities not covered by the Act on Public Offer and the Conditions for Admitting Financial Instruments to the Stock Exchange and on Publicly Traded Companies.
- 7b) performing brokerage activities,
 - 8) Providing sales-related services for open pension funds,
 - 9) Performing the function of a custodian as specified in regulations on organization and functioning of pension funds,
 - 10) Performing the function of a custodian as specified in regulations on organization and functioning of investment funds,
 - 11) Insurance intermediation and agency in selling lease, factoring and forfaiting products,
 - 12) providing companies connected with the Bank or with the parent company with supporting financial services related to the use of IT systems and technologies, including data processing, development, operation and maintenance of software and IT infrastructure and advisory services in that respect,
 - 13) providing services related to maintenance of investment fund participant registers, including especially: management of participant instructions and registers, management of direct payments, management of distributor register and agency in settlements with them, dealing with complaints and correspondence with customers of the funds, providing data from the transaction register to duly authorised bodies, data archiving, providing

software to distributors and its maintenance, administrative service of bank accounts owned by funds,

- 14) providing services related to the maintenance of pension fund participant registers,
 - 15) maintenance of books for investment and pension funds,
 - 16) keep share registers for companies pursuant to agreements signed with such companies,
 - 17) performing the role of a payment agent for foreign investment funds.
3. The Bank can also perform, upon the request of other entities, the operations referred to in Sections 1 and 2, as long as these operations fall within the scope of the mandating entity's activities.
 4. In the course of its operations, the Bank co-operates with domestic, foreign and international banks and financial institutions.
 5. The Bank provides services in the area of cash transport.

§ 8.

The Bank may establish or join clearing houses organized under the Commercial Companies law, for the purpose of exchanging payment orders and making mutual settlements resulting from such orders.

§ 9.

If, under any special provision, the Bank is required to obtain separate permits to conduct any of the operations listed in § 7 hereinabove, such operations may only be performed only after such permit has been obtained.

III. The Bank's share capital

§ 10.

The Bank's share capital is PLN 1,020,883,050 (one billion twenty million eight hundred eighty three thousand and fifty) zlotys and shall be divided into 102,088,305 (one hundred and two million eighty eight thousand three hundred and five) bearer shares with a nominal value of PLN 10 (ten zlotys) each, including:

- 1) 5,120,000 (five million one hundred and twenty thousand) series A ordinary bearer shares,
- 2) 724,073 (seven hundred and twenty four thousand and seventy three) series B ordinary bearer shares,
- 3) 22,155,927 (twenty two million one hundred and fifty five thousand nine hundred and twenty seven) series C ordinary bearer shares,
- 4) 1,470,589 (one million four hundred and seventy thousand five hundred and eighty nine) series D ordinary bearer shares,
- 5) 980,393 (nine hundred and eighty thousand three hundred and ninety three) series E ordinary bearer shares,
- 6) 2,500,000 (two million and five hundred) series F ordinary bearer shares,
- 7) 40,009,302 (forty million nine thousand three hundred and two) series G ordinary bearer shares,

- 8) 115,729 (one hundred and fifteen thousand seven hundred and twenty nine) series H ordinary bearer shares,
- 9) 1,561,618 (one million, five hundred and sixty-one thousand, six hundred and eighteen) ordinary series I bearer shares,
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- 12) 5,383,902 (five million three hundred eighty three thousand nine hundred and two) ordinary bearer series L shares,
- 13) 98,947 (ninety eight thousand nine hundred forty seven) ordinary bearer series M shares,
- 14) 2,754,824 (two million seven hundred and fifty four thousand and eight hundred and twenty four) ordinary bearer series N shares.

§ 10a

(repealed)

§ 11.

Bearer shares are shares admitted to trading on the regulated market.

§12.

Shares can be redeemed, following the shareholder's approval, by way of their purchase by the Company (voluntary redemption).

§ 13.

1. The Company can purchase the shares it issued with a view to redeeming them not earlier, however, than after the GM has passed a resolution approving this redemption.
2. Resolution referred to in item 1 should define the legal basis for the redemption, the minimum amount of the remuneration that the shareholder of the redeemed shares is entitled to or rationale behind redeeming the shares without remuneration, the way of reducing the share capital and the source of financing the redemption, maximum number of shares that the Company can purchase for redemption, the maximum total purchase price and the timeframe when the shares should be purchased.

§ 14.

The Company's Management Board announces the information about purchasing shares for redemption not later than within 30 days after the date when the shares are to be purchased as stipulated in the resolution referred to in § 13, convening at the same time, the general meeting of shareholders to pass a resolution on the redemption of the purchased shares and reduction in the share capital.

§ 15.

If the Company does not conclude any agreement on the purchase of shares for redemption within the timeframe specified in the resolution referred to in §13, the Management Board shall announce the ineffective expiration of the deadline within 30 days after this expiration.

§ 16.

Voluntary redemption must not be carried out more often than once in an accounting year.

§ 17.

The Bank can issue convertible bonds.

IV. The Authorities of the Bank

§ 18.

The authorities of the Bank are:

1. General Meeting of Shareholders;
2. Supervisory Board;
3. Management Board.

V. General Meetings of Shareholders

§ 19.

1. General Meetings may be either annual or extraordinary.
2. The Annual General Meeting should be held annually, not later than by the end of June every year.
3. The Extraordinary General Meeting is convened in the circumstances specified in the Commercial Companies Code.
4. The General Meeting of Shareholders is held in the Bank's registered office or in another location indicated in the notice of General Meeting.

§ 19a

1. A shareholder may participate in the General Meeting through electronic communication means.
2. The detailed rules of participation in the General Meeting in the manner referred to in section 1 above shall be defined by the Management Board and the Terms of Reference of the General Meetings of Santander Bank Polska S.A.

§ 20.

1. The Annual General Meeting is convened by the Management Board.
2. The Supervisory Board can convene the Annual or Extraordinary General Meeting in the circumstances specified in the Commercial Companies Code and when the Management Board fails to convene Extraordinary General Meeting within two weeks of the date of submitting such a request by shareholders who represent at least one tenth of the share capital.

§ 21.

The Supervisory Board provides an opinion on the issues to be decided by the General Meeting, except for the issues related exclusively to the Supervisory Board. A rationale for such issues should be provided if it would aid shareholders in the decision.

§ 22.

Each share entitles to one vote.

§ 23.

Chairman or Vice Chairman of the Supervisory Board opens each General Shareholders' Meeting and conducts an election of the Chairman of the Meeting. If none of the above is available to open the General Shareholders Meeting, the Meeting shall be opened by a member of the Supervisory Board.

§ 24.

1. The General Shareholders' Meeting adopts resolutions on matters solely within their discretions, arising in particular from the Commercial Companies code regulations, banking law and Statutes.
2. Purchase or disposal of real estate, perpetual usufruct rights or a share in real estate does not require a resolution of the General Meeting.

VI. Supervisory Board

§ 25.

1. The Supervisory Board consists of at least 5 (five) members appointed for a joint three year term of office. Members and Chairman of the Supervisory Board are appointed and recalled by the General Shareholders' Meeting. The Management Board informs the Financial Supervision Authority about the composition of the Supervisory Board.

2. At least one half of the members of the Supervisory Board will have the status of independent members. An independent member of the Supervisory Board is a person who meets all the following conditions:

- 1) not to be a member of the Management Board of the Bank or an associated company, and not having been in such a position for the previous five years;
- 2) not to be an employee of the Bank or an associated company, and not having been in such a position for the previous three years;

- 3) not to receive, or have received, significant additional remuneration from the Bank or an associated company apart from a fee received as the member of the Supervisory Board;
- 4) not to be or to represent in any way the controlling shareholder(s);
- 5) not to have, or have had within the last year, a significant business relationship with the Bank or an associated company;
- 6) not to be, or have been within the last three years, partner or employee of the present or former external auditor of the Bank or an associated company;
- 7) not to be a member of the management board in another company in which a member of the Management Board of the Bank is a member of the supervisory board, and not to have other significant links with the members of the Management Board of the Bank through involvement in other companies or bodies;
- 8) not to have served on the Supervisory Board as a member for more than 12 years;
- 9) not to be a close family member of a member of the Management Board of the Bank, or of persons in the situations referred to in points 1) to 8);
- 10) not to have factual and material connections with a shareholder who holds at least 5% of total votes at the General Meeting of Shareholders of the Bank.

3. At least half of the Supervisory Board members, including members referred to in item 2 should be familiar with (aware of) the reality of Polish market helpful in supervising the Bank's operations with a concurrent requirement for at least two Supervisory Board members referred to in item 2 to be permanent residents of Poland and speak Polish.

§ 26.

The Supervisory Board appoints Vice Chairman of the Board and may appoint a Secretary of the Board from amongst its members.

§ 26a

1. From amongst its members the Supervisory Board appoints an audit committee, a risk committee, a remuneration committee and may appoint other committees to support and facilitate the work of the Supervisory Board.
2. The terms of reference for such committees are determined by the Supervisory Board.

§ 27.

1. The Supervisory Board members can perform their duties in person only.
2. The remuneration of the Supervisory Board members is set by the General Meeting of Shareholders.

§28.

The Supervisory Board operates pursuant to the terms of reference it adopted. The terms of reference of the Supervisory Board specify its organization and manner of operations.

§ 29.

1. Meetings of the Supervisory Board are convened by Chairman or Vice Chairman of the Supervisory Board on their own initiative, upon a motion of the Management Board or at the request of a member of the Supervisory Board.
2. Meetings of the Supervisory Board may also be held without the need of gathering all members in one place by using telecommunications or audio-visual media that enable simultaneous communication of all the meeting attendees. The rules of organizing meetings according to this procedure are set out in the Supervisory Board Regulations.

§ 30.

1. Resolutions of the Supervisory Board are adopted by an absolute majority of votes of the Board members attending the meeting. In the event of a parity of votes, the Chairman of the Supervisory Board has a casting vote.
2. If necessary, resolutions of the Supervisory Board may be adopted by way of a written procedure. Resolutions adopted pursuant to the written procedure are presented for approval to all members of the Supervisory Board, and become effective once they have been signed by at least half of the Supervisory Board members, including its Chairman.
3. Members of the Supervisory Board may participate in passing resolutions by means of a written proxy vote through another member of the Supervisory Board. A written vote may not be cast in the case of matters introduced to the agenda during a Supervisory Board meeting. The rules of voting by means of this procedure are determined by the Supervisory Board Regulations.

§ 31.

The Supervisory Board expresses its opinion on all motions and requests that require a resolution of the General Shareholders' Meeting, except for matters related exclusively to the Supervisory Board.

§ 32.

The Supervisory Board exercises on-going supervision over the Bank's activities. In addition to the statutory rights and responsibilities and those set forth in the Bank's Statutes, the Supervisory Board has the power to:

- 1) examine the financial statements in terms of their compliance with books, documents and current status;

- 2) approve annual and long-term development plans for the Bank and financial plans for its operations prepared by the Management Board, Bank's business strategy as well as prudent and stable management of the Bank;
- 3) approve motions of the Bank's Management Board concerning the establishment and liquidation of Bank's branches abroad;
- 4) approve equity investments by the Bank, if
 - the value of such investment exceeds a PLN equivalent of EUR 4,000,000, where "the investment value" means the purchase price or sales price of a particular asset, or
 - the value of a such investment exceeds EUR 400,000 and at the same time, if as a result of such investment the Bank's shareholding in another entity is equal to 20% of votes or exceeds 20% of votes or drops below the level of 20% of votes at the GM or the Meeting of Partners, while "the value of investment" shall mean the purchase price or the sales price of a given asset,except for agreements on underwriting securities issues, if the total exposure of the Bank arising from such agreement does not exceed one tenth (1/10) of the total equity of the Bank;
An equity investment is understood, in particular, as joining by the Bank and exiting from joint undertakings, i.e. incorporating and dissolving commercial law companies, joining and exiting commercial law companies, including contributions made to limited partnerships or limited joint stock partnerships. Purchase of shares and interests with a guarantee of their repurchase by another entity is not an equity investment.
- 5) approve acquisition, disposal or encumbrance of fixed assets (as defined in the Accounting Act), in particular any real estate, if the value of such fixed asset exceeds a PLN equivalent of EURO 4,000,000 except for seizing a real estate by the Bank as a mortgage creditor, as a result of an ineffective auction conducted under execution proceedings, or as a result of repossessing another fixed asset or securities by the Bank as the creditor secured by a registered pledge in line with the regulations on registered pledges and pledge register, or a creditor secured by repossession of the security in line with the regulations of the Banking Law Act;
- 6) examine the Management Board's reports and its motions regarding the profit distribution or coverage of losses;
- 7) determine remuneration of the President of the Management Board and Management Board members;
- 8) conclude contracts on behalf of the Bank, falling within the authority of the Supervisory Board, including employment contracts or management contracts with Members of the Management Board, where the Supervisory Board may appoint its Chairperson or another Supervisory Board member to submit a declaration of will in this respect,
- 9) adopt the Management Board's Regulations and other banking regulations as set forth in the Statutes and other sets of legal regulations and approve the Bank's Organizational Regulations and the Policy on the internal control system;
- 10) appoint an entity authorized to audit the financial statements to perform audit services for the Bank;

- 11) apply to the Financial Supervision Authority for a consent to appoint two members of the Management Board of the Bank, including the President of the Management Board;
- 12) inform the Financial Supervision Authority:
 - a) on other Management Board members and, each time, on changes to the Management Board composition,
 - b) whether the Management Board members meet the criteria specified in the Banking Law, following a relevant assessment in this regard,
 - c) on the approval and modification of the internal split of responsibilities in the Management Board of the Bank, including information on the Management Board member who is responsible for the management of risk material to the Bank's operations;
- 13) appoint and recall President of the Management Board and other members of the Management Board;
- 14) suspend Management Board members from office, for important reasons, and second members of the Supervisory Board to temporarily perform duties of those Management Board members who cannot perform their roles,
- 15) present the concise assessment of the Bank's standing to the GM on an annual basis, including evaluation of the internal control system and the material risk management system,
- 16) approval of the Bank's business activity risk management policy as defined by the Management Board and the acceptable total risk exposure,
- 17) approval of the internal capital estimation and maintenance policy as defined by the Management Board,
- 18) approval of the internal audit policy as defined by the Management Board,
- 19) approval of the remuneration policy for various categories of persons whose professional activities have a material effect on the Bank's risk profile, as defined by the Management Board,
- 20) approval of the internal split of responsibilities between the members of the Management Board, as determined by the Management Board.

§ 33.

The Supervisory Board is entitled to make recommendations to the Management Board of the Bank, in particular, these regarding financial and organizational restructuring of the Bank, and concluding long-term agreements binding upon the Bank by the Management Board.

VII. Management Board

§ 34.

1. The Bank's Management Board consists of at least 3 (three) members, including President. Management Board members may perform functions of the first vice-president and vice-presidents of the Management Board. Appointment to these functions is made by the Supervisory Board.

2. At least half of the members of the Bank's Management Board, including the President, are persons, which:

- 1) have higher education,

- 2) know well Polish banking market,
- 3) permanently live in Poland,
- 4) speak Polish,
- 5) have sufficient experience on Polish market, which may be used in management of the Bank on Polish market.

§ 35.

The Supervisory Board appoints and recalls President of the Management Board and the remaining members of the Management Board.

§ 36.

1. The Management Board's term of office is three years.
2. The Management Board members are appointed for a joint term of office.

§ 36a.

1. The decisions to incur obligations or transfer assets whose total value for one entity exceeds 5% of the Bank's own funds are made by the Management Board, except as provided in section 2 and § 32 point 4 and 5.
2. The decisions referred to in section 1 may be taken by the Bank's Committees or other persons duly authorised by the Management Board by way of a resolution.

§ 37.

1. The Management Board manages the Bank's-related issues unless specified otherwise in clause 2 and 3.
2. The Bank's Management Board determines, and the Supervisory Board approves, the internal split of responsibilities between the members of the Management Board.
3. Pursuant to the internal split of responsibilities within the Management Board:
 - 1) in particular, President of the Management Board is in charge of the internal audit unit,
 - 2) the Management Board member, the appointment of whom requires approval of the Financial Supervision Authority, is in charge of the supervision over the management of risk material to the Bank's operations.
 - 3) the designated member of the Management Board, not in charge of supervising an area generating a significant risk for the Bank's activity and other than the one referred to in point 2, is in charge of the compliance unit and supervises the compliance risk.
4. The President of the Management Board manages the work of the Management Board, in particular, convenes the Management Board meetings, sets the agenda and chairs the meetings. The President has also the casting vote when two sides have exactly the same number of votes.

§ 37a.

Bodies entitled to issue internal regulations:

- 1) as regards issues requiring a decision of the General Meeting – the General Meeting in a form of a resolution;
- 2) as regards issues requiring a decision of the Supervisory Board – the Supervisory Board in the form of a resolution;
- 3) as regards issues requiring a decision of the Management Board and/ or approvals of the Supervisory Board or the General Meeting – the Management Board in the form of a resolution, provided however, that the required approval has been obtained.
- 4) as regards issues requiring the decision of the Management Board but not requiring an approval of another body – the Management Board in the form of a resolution,
- 5) as regards issues important for the Bank, which go beyond the scope of the operations of an individual division – the President of the Management Board in the form of an ordinance;
- 6) as regards operations of the reporting divisions – the Management Board member in the form of an ordinance;
- 7) (repealed);
- 8) as regards issues referred to in the Management Board resolution re. establishment of a committee – the committee chairman in the form of an ordinance.

§ 38.

1. If necessary, resolutions of the Management Board may be adopted by way of a written procedure. Resolutions adopted pursuant to the written procedure are presented for approval to all members of the Management Board, and become effective once they have been signed by at least a half of the Board members, including its President.
2. In exceptional circumstances, the Management Board meetings can be held without the need to gather all the Management Board members in one location, but using telecommunication and audiovisual equipment to ensure concurrent communication of all individuals attending the meeting. The rules underlying the organization of meetings are defined in the Regulations of the Management Board.
3. Members of the Management Board may participate in passing resolutions by means of a written proxy vote through another member of the Management Board. A written vote may not be cast in the case of matters introduced to the agenda during a Management Board meeting. The rules of voting by means of this procedure are determined by the Management Board Regulations.

§ 39.

The Management Board manages the Bank and represents it. All matters that are not within the sole competence of other authorities of the Bank on the basis of provisions of law or these Statutes, shall remain within the Management Board's scope of responsibilities.

§ 40.

The following individuals are authorized to make declarations of will on behalf of the Bank:

- a) President of the Management Board acting severally,
- b) two members of the Management Board acting jointly, or a member of the Management Board acting jointly with a commercial representative, or two commercial representatives acting jointly.

Authorized representatives to act severally or jointly with any of the persons listed in letter b. or with another authorized representative can be appointed.

VIII. Organization of the Bank

§ 41.

1. The Bank's basic organizational structure is as follows:
 - 1) the Business Support Centre – acting as the head office;
The following units operate within the Business Support Centre: divisions, areas, departments, centres, offices and stand-alone teams,
 - 2) Branches.
2. The detailed organizational structure of the Bank is outlined in the Bank's Organizational Regulations adopted by the Management Board and approved by the Supervisory Board and the related resolutions issued by the Bank's Management Board.
3. There are also Committees established by the Management Board operating in the Bank.

§ 42.

1. The Bank operates an internal control system, whose purpose is to ensure:
 - 1) effectiveness and efficiency of the Bank's activities,
 - 2) reliability of financial reporting,
 - 3) conformity to risk management rules in the Bank,
 - 4) compliance of the Bank's actions with legal requirements, internal regulations and market standards.
2. The following entities operate within the Bank's internal control system:
 - 1) control function, which is tasked with ensuring the observance of control mechanisms related in particular to risk management in the Bank, and which includes positions, groups of persons or organisational units responsible for the performance of tasks assigned to this function,

- 2) an independent compliance function responsible for identification, assessment, control and monitoring of the risk of Bank's non-compliance with the law, internal regulations and market standards and presenting relevant reports,
- 3) independent internal audit function, which is tasked with independent and objective testing and assessment of the adequacy and effectiveness of the risk management system and internal control system, excluding the internal audit function.
3. (repealed).
4. The Bank's Management Board is responsible for designing, implementing and functioning of the system of internal control.
5. The Supervisory Board is responsible for the supervision over the implementation of the internal control system and for assessing its adequacy and effectiveness.
6. The Supervisory Board opines on the appointment of the head of internal audit as well as termination of his/her employment and rules of remunerating members of the internal audit function. The remuneration of the head of internal audit is set on the basis of the audit committee and remuneration committee opinions.
7. The audit committee of the Supervisory Board supervises the activity of the internal audit function.
8. Information on identified irregularities, findings from internal audits and actions taken to remove these problems is provided periodically (at least once a year) to the Supervisory Board.
9. Internal control procedures are defined in detail by the Management Board, by way of a resolution (which is subject to the Supervisory Board's approval).

IX. Equity and funds of the Bank

§ 43.

The Bank has equity adequate to the scale of its operations.

§ 44.

The Bank's own funds include:

- 1) share capital,
- 2) supplementary capital,
- 3) reserve capital which comprises:
 - a) profit allocations made in accordance with the Statutes,
 - b) valuations of the Bank's employee share incentive schemes,
 - c) first revaluation of fixed assets under International Financial Reporting Standards,
 - d) amounts arising from the Bank's merger (as acquirer) with another bank or credit institution which is the Bank's subsidiary or with other connected entities controlled together with the Bank by another company,
- 4) general risk fund for unidentified banking business risk.

§ 45.

1. The supplementary capital is raised from:
 - a) share premium

- b) allocations from after-tax profit.
2. At least (8%) eight per cent of the Bank's after-tax profit should be allocated to the supplementary capital as the annual transfers from the after-tax profit until the value of the supplementary capital equals at least one third of the value of the Bank's share capital. The amount is set by the General Shareholders' Meeting.
 3. The supplementary capital may also be fed with funds coming from other sources, if permitted by law.
 4. The supplementary capital is earmarked for covering the Bank's balance sheet losses. The decision on using the supplementary capital is taken by the General Shareholders' Meeting.

§ 46.

1. The reserve capital is created out of allocations from the after-tax profit, in an amount resolved by the General Shareholders' Meeting and from other sources.
2. The reserve capital is earmarked for covering balance sheet losses, should they exceed the supplementary capital, or for other purposes, particularly for dividend pay-outs. Decisions on using the reserve capital are taken by the General Shareholders' Meeting.

§ 47.

1. The general risk fund for non-identified risks of banking operations is raised and dissolved by virtue of the resolution passed by the General Shareholders' Meeting. The general risk fund is created out of allocations from the after-tax profit.
2. The general risk fund is earmarked for the coverage of costs and losses related to non-identified risks of banking operations for which the Bank has not raised a separate provision.

§ 48.

1. The Bank raises and releases special funds pursuant to a resolution of the General Shareholders' Meeting, unless the obligation to raise special funds is stipulated by law.
2. Regulations of special funds are adopted by the Supervisory Board.

X. Financial Management

§ 49.

The Bank conducts its financial management based on financial plans approved by the Supervisory Board. Detailed principles of the Bank's financial management are set out by the Management Board.

§ 50.

1. The Bank may allocate its after-tax profit in the amounts determined by the General Shareholders' Meeting to:
 - a) supplementary capital,
 - b) reserve capital,
 - c) dividends to shareholders,
 - d) special funds,
 - e) general risk fund,

- f) other purposes.
- 2. The General Shareholders Meeting can allocate the dividend or part thereof to pay for shares to be taken up by the existing shareholders in the raised share capital of the Bank.
- 3. The dividend may be paid in the form of cash or securities. The dividend to the State Treasury, as the shareholder, shall be paid in cash.
- 4. The Bank's Management Board is authorized to make an advance payment of dividend anticipated for the end of the accounting year, provided the Bank has sufficient funds for such a payment. The disbursement of such an advance payment requires approval of the Supervisory Board.

§ 51.

The Bank runs its accountancy in accordance with applicable regulations.

§ 52.

Annual financial statements should be produced not later than within three months after the end of each accounting year. The accounting year is a calendar year.

XI. Final Provisions

§ 53.

All announcements required by law are released by the Bank in "Monitor Sądowy i Gospodarczy" (Judicial and Business Journal).

§ 54

Bank performs activities related to:

- 1) submitting electronically, through the Bank's IT systems, applications for determining a person's right to childcare benefits and ones related to providing the social insurance company (Zakład Ubezpieczeń Społecznych, ZUS), at the request of the Bank's customer, with authorization information required for opening an account in the system made available by the social insurance company,
- 2) the use of the electronic identification means employed for authorisation purposes in the Bank's ICT system to confirm the ePUAP trusted profile and to perform ePUAP authorisations.