

re. item 11 of the agenda

**RESOLUTION**  
**of the Extraordinary General Meeting of Santander Bank Polska S.A.**

(draft)

**re. determination of the remuneration for newly appointed Supervisory Board Member and amendments to the Annual General Meeting resolution no. 41 dated 17 May 2017 re. determining the remuneration of the Supervisory Board members**

Pursuant to art. 392 § 1 of the Commercial Companies Code, the following Resolution is adopted:

§ 1

Extraordinary General Meeting of Santander Bank Polska S. A. decides not to grant any remuneration for Ms Isabel Guerreiro – member of the Supervisory Board.

§ 2

Taking into account the § 1 of this resolution, in the Annual General Meeting resolution no. 41 dated 17 May 2017 re. determining the remuneration of the Supervisory Board members § 1 clause 3 shall be read as follows:

“3. The following Supervisory Board members shall not be remunerated:

- Mr Gerry Byrne,
- Mr José Garcia Cantera,
- Mr José Luis de Mora,
- Ms Isabel Guerreiro.”

§ 3

The resolution becomes effective on the day of its adoption.