

re: item 2 of the agenda

RESOLUTION NO. 1
of the Extraordinary General Meeting of Santander Bank Polska 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 No. 2
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re. adopting the meeting's agenda

§ 1

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

1. Opening of the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Establishing whether the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda for the General Meeting.
5. Creating a capital reserve for the buy-back (purchase) of own shares earmarked for the execution of the Incentive Plan VII and authorising the Management Board to purchase own shares to execute the Incentive Plan VII ; amendments to the Annual General Meeting Resolution no. 30 of 27 April 2022 re Incentive Plan VII and conditions of its execution.
6. Assessment of the effectiveness of the Supervisory Board.
7. Presentation of the amendments introduced by the Supervisory Board to The Supervisory Board Members of Santander Bank Polska S.A. Suitability Assessment Policy.
8. Presentation of amendments introduced by the Supervisory Board to the Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.
9. Closing the General Meeting.

§ 2

The resolution becomes effective as of the day of its adoption.

re item 5 of the Agenda

RESOLUTION No. 3
of the Extraordinary General Meeting
of Santander Bank Polska S.A.

(draft)

re: authorising the Bank's Management Board to purchase (buy-back) own shares to execute the Incentive Plan VII and create a capital reserve for the purchase of those shares as well as re amendments to the Annual General Meeting Resolution no. 30 dated 27 April 2022 re Incentive Plan VII and conditions of its execution

Acting pursuant to: (i) Article 362(1)(8) of the Commercial Companies Code ("CCC") in relation to Article 362(2) of the CCC, taking into account Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (Official Journal of the EU L. 2014.173.1 as amended) ("MAR") and Articles 2-4 of Commission delegated regulation (EU) 2016/1052 of 8 March 2016 supplementing MAR with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (Official Journal of the EU L. 2016.173.34 as amended) ("Standard"), (ii) Article 362(2)(3) in relation to Article 396(4) and 396(5) of the CCC, the following is hereby resolved:

§ 1

The Extraordinary General Meeting of Santander Bank Polska S.A. ("**Bank**") authorises the Bank's Management Board to purchase (buy-back) the fully paid for Bank's own Shares ("**Bank's Own Shares**") on the following conditions:

- 1) Own Shares will be purchased only to discharge the Bank's obligations under Long-term Incentive Plan VII implemented by way of Annual General Meeting Resolution no. 30 dated 27 April 2022 on Long-term Incentive Plan VII and conditions of its implementation ("**Resolution no. 30**");
- 2) Own Shares purchased by the Bank will be allocated for their free of charge acquisition by selected Participants in a predefined number;
- 3) the total amount that the Bank can spend on the purchase of Own Shares in 2023, including the cost of the purchase, is PLN 55,300,000 (say: fifty five million three hundred thousand zloty), which corresponds to the amount of the capital reserve referred to in § 2 below;
- 4) Between 1 January 2023 and 31 December 2023, the Bank is authorised to purchase, no more than 207,000 (say: two hundred seven thousand) Own Shares representing 0.2% of the total number of votes and 0.2% of the Bank's Share Capital, whereas in each case the nominal value of Own Shares purchased cannot exceed 20% of the Bank's share capital on the date of buying Own Shares, including the nominal value of other (previously purchased) Own Shares that were not sold or redeemed by the Bank;
- 5) Own Shares will be purchased via Santander Biuro Maklerskie or other selected investment firm, as required to meet the obligation of granting the Award due for 2022 (in the form of Own Shares) to pre-defined Plan Participants and to pay it out in 2023;

- 6) the share price of each Own Share cannot be: (i) lower than PLN 50 (say: fifty zloty) and (ii) higher than PLN 500 (say: five hundred zloty), provided that the share price of one Own Share will be specified as per Article 5 of the MAR and the Standard;
- 7) the Management Board's authorisation to purchase Own Shares applies from 1 January 2023 until 31 December 2023;
- 8) While purchasing Own Shares, the Management Board will comply with requirements arising from the MAR and the Standard, in particular it will publish detailed information on the purchase of Own Shares and inform General Meeting re. execution of this resolution, pursuant to Article 363(1) of the CCC;
- 9) The Management Board, at its discretion, acting to the best interest of the Bank, can:
 - a) cease buying Own Shares before the date indicated in item 7 above or before the funds allocated for Own Share purchase are exhausted, or
 - b) resign from buying Own Shares in part or in full, or
 - c) withdraw from executing this resolution at any time.

§ 2

In order to purchase (buy-back) the Bank's Own Shares, the Extraordinary General Meeting raises the capital reserve in the Bank, earmarked for the purchase of Own Shares in the number of not more than indicated in §1(4), including the payment of the price and other costs of purchase ("**Capital reserve for the purchase of Own Shares**"). The Extraordinary General Meeting transfers from the Bank's Capital reserve to the Capital Reserve for the purchase of Own Shares the amount of 55,300,000 (say: fifty five million three hundred thousand zloty), which as per Article 348(1) of the CCC can be allocated for distribution among the Bank's shareholders.

§ 3

The Bank's Management Board is authorised to:

- 1) take any factual or legal actions required in order to purchase Own Shares pursuant to this resolution and Resolution no. 30;
- 2) specify other rules for purchasing Own Shares under Long-term Incentive Plan VII before their purchase, taking account of conditions and limitations specified herein, the MAR and the Standard;
- 3) make an agency agreement with a selected investment firm on purchasing Own Shares by the Bank, no later than until 30 June 2023.

§ 4

The definitions not defined herein have the meaning specified in the Resolution no. 30.

§ 5

1. The Extraordinary General Meeting hereby decides to amend the Resolution no. 30 by giving the following new reading to § 3 (4):

"4) The GM resolutions referred to in § 3 (2) and (3) will be submitted for voting at GMs in each year of the life of Incentive Plan VII and in the deferral period applicable to payment of variable remuneration to MRTs."
2. The Extraordinary General Meeting approves the Supervisory Board's decisions on Incentive Plan VII adopted after the time limits envisaged in Resolution no. 30.

3. The language interpretation of the resolution cannot be in clash with the rules of functional interpretation of its stipulations.
4. The resolution comes into force as of the date of its adoption.

re item 6 of the agenda

RESOLUTION NO. 4
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re assessment of the Supervisory Board's effectiveness

Acting pursuant to the Polish Financial Supervision Authority's Recommendation Z no. 8.9 on internal governance in banks, the following is resolved:

§ 1

1. The Extraordinary General Meeting considering: (i) results of the collective suitability assessment of the Supervisory Board of Santander Bank Polska S.A. (Supervisory Board) (adopted by force of resolution no. 18 of the General Meeting of Shareholders of 27 April 2022; (ii) the Report on the independent assessment of the effectiveness of the Supervisory Board of Santander Bank Polska S.A (Report) issued by a third party; and (iii) the self-assessment of the Supervisory Board adopted by force of Supervisory Board resolution no. 111/2022 of 28 September 2022 is of the opinion that the Supervisory Board duly and effectively discharges its responsibilities arising from applicable laws, including the Commercial Companies Code, the Banking Law, the Bank's Statutes and the KNF recommendations, as well as from corporate governance rules.
2. The EGM acknowledges the findings from the Report, which is appended hereto.

§ 2

The resolution becomes effective as of the day of its adoption.