

## Draft of the resolutions to be resolved at the Annual General Meeting of Santander Bank Polska S.A. on 19 April 2023

*re: item 2 of the agenda*

RESOLUTION No. 1  
of the Annual General Meeting of Santander Bank Polska S.A.  
*(draft)*

re. appointing Chairman of the Meeting

§ 1

Annual 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 Annual General Meeting of Santander Bank Polska S.A.  
(draft)

re. adopting the meeting's agenda

§ 1

Annual 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. Reviewing and approving the Santander Bank Polska S.A. financial statements for 2022.
6. Reviewing and approving the consolidated financial statements of the Santander Bank Polska S.A. Group for 2022.
7. Reviewing and approving the Management Board's report on the Santander Bank Polska S.A. Group activities in 2022 (which includes report on Santander Bank Polska S.A. activities in 2022).
8. Profit distribution and the decision related to the reserve capital established on the basis of Annual General Meeting Resolution no. 6 of 22 March 2021.
9. Giving discharge to the members of Santander Bank Polska S.A. Management Board.
10. Approval for the Santander Bank Polska S.A. Supervisory Board's report on remunerations of the members of the Management Board and the Supervisory Board of Santander Bank Polska S.A. in 2022.
11. Approval for the Santander Bank Polska S.A. Supervisory Board's report on its activities in the 2022, report on the examination of: Santander Bank Polska S.A. financial statements for 2022; consolidated financial statements of the Santander Bank Polska S.A. Group for 2022; report on the Santander Bank Polska S.A. Group performance in 2022 including report on Santander Bank Polska S.A. performance in 2022; the Management Board's motion concerning distribution of profit; the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2022; adoption of the Supervisory Board assessment of compliance with corporate governance rules and manner of fulfilling disclosure requirements regarding their application, justification of the expenses incurred to support culture, sport, charity institutions, media, social organizations, trade union, etc., information on the degree of implementation of the diversity policy and outcome of the Supervisory Board's evaluation of the Corporate Governance Rules for Supervised Institutions and applicable remuneration policy assessment; and suitability assessment of Supervisory Board, and for the Supervisory Board's members suitability assessment; assessment of the Supervisory Board efficiency and internal regulations' adequacy assessment related to the Supervisory Board.
12. Giving discharge to the members of the Santander Bank Polska S.A. Supervisory Board.
13. Amendments to the Bank's Statutes.

14. 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.
15. Information on the purchase of own shares to execute Incentive Plan VII.
16. Closing the General Meeting.

re: to item 5 of the agenda

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

*(draft)*

**Re. approval the Bank's financial statements for 2022**

Pursuant to art. 393 point 1 and art. 395 § 2 point 1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

The Annual General Meeting has considered and hereby approves, submitted by the Bank's Management Board, financial statements of Santander Bank Polska seated in Warszawa for the period beginning on the first day of January of the year two thousand and twenty-two /1.01.2022/ and finishing on the thirty first day of December of the year two thousand and twenty-two /31.12.2022/, including:

- 1) statement of financial position prepared as at the thirty first of December two thousand and twenty-two /31.12.2022/ which on the assets and liabilities and equity side shows the amount of PLN 238,098,041 k,
- 2) income statement for the accounting year from the first of January two thousand and twenty-two /1.01.2022/ until the thirty first of December two thousand and twenty-two /31.12.2022/ which shows profit-after-tax in the amount of PLN 2,449,043 k,
- 3) statement of comprehensive income for the accounting year from the first of January two thousand and twenty-two /1.01.2022/ until the thirty first of December two thousand and twenty-two /31.12.2022/ which shows total comprehensive income in the amount of PLN 2,741,775 k,
- 4) statement of cash flows for the accounting year from the first of January two thousand and twenty-two /1.01.2022/ until the thirty first of December two thousand and twenty-two /31.12.2022/ which shows increase of PLN 16,460,847 k in the net cash balance,
- 5) statement of changes in equity showing as at the thirty first of December two thousand and twenty-two /31.12.2022/ the equity of PLN 26,295,260 k,
- 6) explanatory notes.

§ 2

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

re: item 6 of the agenda

**RESOLUTION No. 4**  
**of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. approval of the Consolidated Financial Statements of Santander Bank Polska Group for the year 2022**

Pursuant to art. 395 § 5 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Annual General Meeting of Shareholders of Santander Bank Polska Group has reviewed and hereby approves, submitted by the Bank's Management Board, consolidated financial statements of Santander Bank Polska Group for the period beginning on the first day of January of the year two thousand and twenty-two /1.01.2022/ until the thirty first day of December of the year two thousand and twenty-two /31.12.2022/, including:

- 1) consolidated statement of financial position prepared as at the thirty first of December two thousand and twenty-two /31.12.2022/ which on the assets and liabilities and equity side shows the amount of PLN 259,167,215 k,
- 2) consolidated income statement for the accounting year from the first of January two thousand and twenty-two /1.01.2022/ until the thirty first of December two thousand and twenty-two /31.12.2022/ which shows profit-after-tax in the amount of PLN 3,008,775 k (of which PLN 209,677 k is attributable to non-controlling interests),
- 3) consolidated statement of comprehensive income for the accounting year from the first of January two thousand and twenty-two /1.01.2022/ until the thirty first of December two thousand and twenty-two /31.12.2022/ which shows total comprehensive income in the amount of PLN 3,266,897 k (of which PLN 191,617 k is attributable to non-controlling interests),
- 4) consolidated statement of cash flows for the accounting year from the first of January two thousand and twenty-two /1.01.2022/ until the thirty first of December two thousand and twenty-two /31.12.2022/ which shows increase in net cash balance of PLN 16,146,671 k,
- 5) consolidated statement of changes in equity showing as at the thirty first of December two thousand and twenty-two /31.12.2022/ the amount of PLN 30,115,338 k,
- 6) explanatory notes.

§ 2

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

re: to item 7 of the agenda

RESOLUTION No. 5  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re: approval Management Board Report on Santander Bank Polska Group Performance in 2022, including Management Board Report on Santander Bank Polska Performance

Pursuant to art. 393 point 1, art. 395 § 2 point 1 and § 5 of the Commercial Companies Code, the following is hereby resolved:

§ 1

The Annual General Meeting of Shareholders has considered and hereby approves the Management Board Report on Santander Bank Polska Group Performance in 2022 (including Management Board Report on Santander Bank Polska Performance).

§ 2

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

re: to item 8 of the agenda

**RESOLUTION No. 6**  
**of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re distribution of profit and decision on capital reserve created pursuant to resolution no. 6 of the Annual General Meeting of 22 March 2021**

Pursuant to Article 395 § 2(2), Article and Article 349 § 2 of the Commercial Companies Code and § 46 of the Statutes of Santander Bank Polska S.A. (**Bank**), the following is hereby resolved:

§ 1

1. The Bank's Annual General Meeting hereby distributes the Bank's net profit earned in the accounting year from 1 January 2022 to 31 December 2022 in the amount of PLN 2,449,042,525.50 as follows:
  - PLN 72,357,000.00 – to be allocated to the capital reserve;
  - PLN 2,376,685,525.50 – to be allocated to the dividend reserve (**Dividend Reserve**) created by force of resolution no. 6 of the Annual General Meeting of 22 March 2021 on profit distribution and creation of capital reserve (**Resolution no. 6/2021**).
2. The Annual General Meeting allocates to the Dividend Reserve the amount of PLN 840,886,574.78, which represents the undistributed profit earned on the sale of shares in AVIVA insurance companies and posted under other comprehensive income.
3. The authorisation of the Bank's Management Board referred to in § 1 of Resolution no. 6/2021 to use the Dividend Reserve for the purpose of interim dividend payment remains in force for an indefinite period of time and takes into account the amount referred to in item 1 and 2 above.

§ 2

The resolution becomes effective on the day of its adoption.

**Recommendation of the Bank's Management Board regarding proposed 2022 profit distribution and allocation to the dividend reserve the profit earned on selling shares in AVIVA insurance companies**

The arguments supporting the proposal are presented below.

As at 31 December 2022, the capital ratios were as follows:

- Tier 1 capital ratio of 19.74% and 17.54% for the Bank and the Bank's Group, respectively;
- total capital ratio of 21.80% and 19.27% for the Bank and the Bank's Group, respectively.

As at 31 December 2022, the Bank met the basic criteria defined in the Polish Financial Supervision Authority's (KNF) position of 6 December 2022 on the dividend policy of commercial banks for 2023 (Dividend Policy) to be able to pay

a dividend up to 100% of its net profit earned in the period from 1 January 2022 to 31 December 2022. Additionally, having factored in the quality of the Bank's loan portfolio measured as the share of NPLs in the total portfolio of receivables from the non-financial sector, including debt instruments, the potential dividend payout ratio remained at 100% in view of the Bank's sound credit quality. At the same time, the Bank's receivables arising from FX home loans to households do not account for more than five percent of its portfolio of receivables from the non-financial sector. Taking into account the lack of additional adjustments, the KNF informed the Bank that it met the requirements to pay out 100% of its net profit for 2022 in the form of a dividend.

However, the KNF noted that "taking into account the uncertainty related to the macroeconomic situation as well as: (i) dynamic changes in the banking sector's environment; (ii) risks that the Bank is exposed to, primarily the risk related to the CJEU's decision on case C-520/21, which might have a material adverse impact on the Bank's standing; (iii) potential deterioration of credit quality related to increased inflation, slowed economic growth as well as high debt service costs for borrowers; (iv) need to ensure the stability of the Bank's business in upcoming periods and its further growth", it recommended that:

- 1) Santander Bank Polska S.A. does not pay dividend from the profit earned from 1 January 2022 to 31 December 2022 until the CJEU issues its decision with regard to the reimbursement of additional costs in excess of the funds paid out in performance of the CHF loan agreement invalidated on grounds of unfair clauses (in relation to the request for preliminary ruling from the Regional Court for Warsaw-Śródmieście in Warsaw – case C-520/21);
- 2) Santander Bank Polska S.A. consults the supervisory authority before paying dividend from the profit earned from 1 January 2022 to 31 December 2022 after the CJEU issues its decision referred to in item 1;
- 3) the Bank consults the supervisory authority before taking any other measures which could reduce its own funds (in particular if they go beyond the scope of the ordinary business and operational activity), including the distribution of the profit retained in previous years or the buy-backs or purchases of the Bank's own shares.

Taking into account the above recommendation of the KNF, the Bank's Management Board recommends the following:

- PLN 72,357,000.00 – to be allocated to the capital reserve;
- PLN 2,376,685,525.50 – to be allocated to the dividend reserve (**Dividend Reserve**) created by force of resolution no. 6 of the Annual General Meeting of 22 March 2021 on profit distribution and creation of capital reserve (**Resolution no. 6/2021**).

Additionally, the Management Board recommends the allocation to the Dividend Reserve of the amount of PLN 840,886,574.78, which represents the profit earned on the sale of shares in AVIVA insurance companies and posted under other comprehensive income.

The Management Board took into account the fact that profit distribution falls within the sole discretion of the Annual General Meeting.

The profit distribution recommended to the Annual General Meeting will not preclude the Management Board's potential decision to distribute profit to the shareholders in the form of interim dividend and to use the Dividend Reserve for that



purpose pursuant to the authorisation given to the Management Board in accordance with § 50(4) of the Bank's Statutes.

It will be contingent in particular on the positive opinion of the KNF once the CJEU takes a decision on case C-520/21 as well as economic situation and market conditions.

The Management Board's potential decision to pay an interim dividend will also require the approval of the Supervisory Board.

*re: item 9 of the agenda*

**RESOLUTION No. 7  
of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the President of the Management Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Michał Gajewski, the Management Board President, is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

**RESOLUTION No. 8  
of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Vice President of the Management Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Andrzej Burliga, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 9  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of her duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Lech Gałkowski, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 01.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 10  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of her duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Patryk Nowakowski, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 11  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Vice President of the Management Board for performance of his duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Juan de Porras Aguirre, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 12  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Vice President of the Management Board for performance of his duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Arkadiusz Przybył, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 13  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Member of the Management Board for performance of his duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Carlos Polaino Izquierdo, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 14  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Member of the Management Board for performance of his duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Maciej Reluga, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 15  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Member of the Management Board for performance of her duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Ms. Dorota Strojowska, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

*re: item 10 of the agenda*

RESOLUTION No. 16  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. approval of the Supervisory Board's Report on remunerations of the members of the Management Board Members and Supervisory Board of Santander Bank Polska S.A. in 2022

Pursuant art. 90g clause 6 of the Public offering act conditions governing the introduction of financial instruments to organized trading and on public companies; and pursuant to 395 § 5 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Annual General Meeting approves without any comments the Supervisory Board's Report on the members of the Management Board Members and Supervisory Board of Santander Bank Polska S.A. in 2022 in the wording appended hereto.

§ 2

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

*The appendix to the draft resolution of the Annual General Meeting is attached in the separate file.*

re: item 11 of the agenda

**RESOLUTION No. 17**  
**of the Annual General Meeting of Santander Bank Polska S.A.**

(draft)

**re. approval of the Supervisory Board report, remuneration policy assessment, assessment of the Supervisory Board assessment and adequacy of the internal regulations related to the Supervisory Board and suitability assessment of the Supervisory Board**

Pursuant to art. 382 § 3 and 395 § 5 of the Commercial Companies Code, item 2.11 of the Best Practice for Warsaw Stock Exchange S.A. (Giełda Papierów Wartościowych w Warszawie S.A.) Listed Companies 2021, § 27, § 28 clause 3 and 4 of the Corporate Governance Rules for Supervised Institutions, item 8.9 of the KNF's Recommendation Z and guidelines of the European Banking Authority of 2 July 2021 on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06),

the following is hereby resolved:

§ 1

Approval is given for the Santander Bank Polska S.A. Supervisory Board's report on its activities in the period from 1.01.2022 to 31.12.2022, report on the examination of: Santander Bank Polska S.A. financial statements for 2022; consolidated financial statements of the Santander Bank Polska S.A. Group for 2022; report on the Santander Bank Polska SA. Group performance in 2022 including report on Santander Bank Polska S.A. performance; the Management Board's motion concerning distribution of profit; the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2022; and also adoption of: (i) the Supervisory Board assessment of compliance with corporate governance rules and of the Bank's manner of fulfilling disclosure requirements with regard to the corporate governance rules set out in the Warsaw Stock Exchange Rules and regulations pertaining to current and periodic information published by issuers of securities regarding their application, (ii) justification of the expenses incurred to support culture, sport, charity institutions, media, social organizations, trade union, etc., (iii) information on the degree of implementation of the diversity policy and (iv) the Supervisory Board evaluation results of applying the Corporate Governance Rules for Supervised Institutions is made (Appendix no. 1 hereto).

§ 2

1. Supervisory Board of Santander Bank Polska S.A. report on assessment of the operation of the remuneration policy which consists of: Remuneration Policy in Santander Bank Polska S.A. Group Remuneration Policy for Santander Bank Polska S.A. Supervisory Board Members, Remuneration Policy for Santander Bank Polska S.A. Management Board Members and Regulations for payment of variable remuneration for persons with the status of Identified Employees at Santander Bank Polska S.A. for 2022 is included in the appendix no. 1 hereto.



2. Annual General Meeting shall make positive evaluation of remuneration policy indicated in clause 1, in respect of supporting the growth and operational safety of Santander Bank Polska S.A.

#### § 3

1. The outcome of individual suitability assessments of Supervisory Board Members and collective suitability assessments of Supervisory Board, carried out: on 3 March 2023 are appended hereto as appendix no. 2.
2. Annual General Meeting approves evaluation of the assessments indicated in clause 1.

#### § 4

Annual General Meeting, based on Supervisory self-assessment, constituting appendix no. 3 hereto, assesses that the Bank's internal regulations concerning the Supervisory Board's operation are adequate and ensure its effectiveness.

#### § 5

Taking into account the Santander Bank Polska S.A. Supervisory Board's report on its activities in the period from 1.01.2022 to 31.12.2022 (appendix no. 1 hereto) and the self-assessment referred to in point 1.5 of the above mentioned report, the Annual General Meeting assesses that Supervisory Board of Santander Bank Polska S.A. works efficiently and approves the Assessment of the efficiency and effectiveness of activities of the Supervisory Board of Santander Bank Polska S.A. in 2022, constituting appendix no. 4 hereto.

#### § 6

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

*The appendices to the draft resolution of the Annual General Meeting are attached in the separated files.*

*re: item 12 of the agenda*

**RESOLUTION No. 18  
of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Chairman of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Antonio Escámez Torres, the Chairman of the Bank's Supervisory Board, is granted the word of approval for performance of his duties as Chairman of the Supervisory Board in the period from 01.01.2022 to 31.12.2022.

§ 2

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

**RESOLUTION No. 19  
of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of her duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Ms. Dominika Bettman, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the period from 01.01.2022 to 31.12.2022.

§ 2

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

**RESOLUTION No. 20**  
**of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. José García Cantera, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

**RESOLUTION No. 21**  
**of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of her duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Ms. Danuta Dąbrowska, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

**RESOLUTION No. 22**  
**of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of her duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Ms. Isabel Guerreiro, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

**RESOLUTION No. 23  
of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. David R. Hexter, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 01.01.2022 to 31.12.2022.

§ 2

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

**RESOLUTION No. 24  
of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. José Luis De Mora, the Deputy Chairman of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 25  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Member of the Supervisory Board for performance of his duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. John Power, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 26  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Member of the Supervisory Board for performance of his duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Jerzy Surma, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

RESOLUTION No. 27  
of the Annual General Meeting of Santander Bank Polska S.A.

*(draft)*

re. giving discharge to the Member of the Supervisory Board for performance of her duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Ms. Marynika Woroszyńska-Sapieha, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the period from 1.01.2022 to 31.12.2022.

§ 2

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

*re. item 13 of the agenda*

**RESOLUTION No. 28**  
**of the Annual General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. amendments of the Bank's Statute**

§ 1

Pursuant to Article 430 of the Polish Commercial Companies Code, the following amendments to the Bank's Statute are introduced:

1) in § 13 clause 3 shall be added in the following reading:

„3. The purchase, buy out or redemption of the Company's own shares requires the consent of the Polish Financial Supervision Authority.”;

2) in § 30 clause 2 shall be read as follows:

„2. If there is a need resolution of the Supervisory Board can be taken in writing or by using direct communication over distance. Resolutions adopted in writing become valid when all Supervisory Board members have been informed about the contents of the draft resolution and when at least half of them took part in adopting the resolution”.

§ 2

The amendment to the Statutes in the scope defined in § 1 requires the consent of the Polish Financial Supervision Authority.

§ 3

The Supervisory Board shall be authorized to determine the consolidated text of the Bank's Statute.

§ 4

The Resolution comes into force as of the date of its adoption and becomes effective as of the date of registration in entrepreneurs registry by a relevant registry court, in line with art. 430 § 1 of Companies Commercial Code.

RESOLUTION No. 29  
of the Annual 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 the capital reserve for the purchase of those shares

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 Regulation (EU) No 596/2014 of the European Parliament and of the Council 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 Annual General Meeting of Shareholders of Santander Bank Polska S.A. (**Bank**) authorises the Bank's Management Board to purchase (buy back) the Bank's fully covered own shares (**Own Shares**) on the following conditions:

- 1) Own Shares will be purchased solely to meet the Bank's commitments under Incentive Plan VII introduced pursuant to resolution no. 30 of the Annual General Meeting of 27 April 2022 with regard to Incentive Plan VII and conditions of its execution (in the reading established under resolution no. 3 of the of the Extraordinary General Meeting of 12 January 2023 with regard to authorising the Management Board to purchase (buy back) own shares in order to execute Incentive Plan VII and to create a capital reserve for that purpose and with regard to amending resolution no. 30 of the Annual General Meeting with of 27 April 2022 regard to Incentive Plan VII and conditions of its execution) (**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 2024, including the cost of the purchase, is PLN 72,357,000 (say: seventy two million three hundred and fifty-seven thousand zloty), which corresponds to the amount of the capital reserve referred to in § 2 below.
- 4) The Bank is authorised to purchase, between 1 January 2024 and 31 December 2024, no more than 271,000 (say: two hundred seventy one thousand) Own Shares representing 0.27% of the total number of votes and 0.27% 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 Brokerage Poland or another investment firm as required to meet the obligation of granting the award due for 2023 and for 2022 (in the form of Own Shares) to pre-defined Plan Participants and to pay it out in 2024;
- 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 covers the period: 1 January 2024 – 31 December 2024;
- 8) When purchasing Own Shares the Management Board will take into account the requirements of the MAR and the Standard, and in particular it will publish detailed information on the purchase of Own Shares and notify the Annual General Meeting of 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) Own Shares, the Annual General Meeting raises the capital reserve in the Bank, earmarked for the purchase of Own Shares in the number not more than identified in § 1(4), including the payment of the price and other costs of purchase ( **Capital Reserve for the purchase of Own Shares**). The Annual General Meeting transfers from Bank's Capital reserve to the Capital Reserve for the purchase of Own Shares the amount of PLN 72,357,000 (say: seventy-two million three hundred and fifty-seven thousand zloty), which as per Article 348(1) of the CCC can be allocated for distribution among the Company'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 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 2024.

#### § 4

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

#### § 5

1. The language interpretation of the resolution cannot be in clash with the rules of functional interpretation of its stipulations.
2. The Resolution shall become effective on the day of its adoption.