

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. Individual suitability assessment of Supervisory Board Members and collective suitability assessment of Supervisory Board.
6. Changes to the composition of the Supervisory Board.
7. Setting the remuneration of the Supervisory Board Members.
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 suitability assessment of the Supervisory Board

Pursuant to the Banking Law Act of 29 August 1997, Joint Guidelines of the European Securities and Markets Authority [ESMA] and of the European Banking Authority [EBA] on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06), Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A., Act of 11 May 2017 on statutory auditors, audit firms and public oversight and the Methodology for assessing the suitability of members of the governing bodies of the entities supervised by the Polish Financial Supervision Authority,

the following is hereby resolved:

§ 1

1. The outcome of individual suitability assessments of Supervisory Board Members and collective suitability assessments of Supervisory Board, carried out by Nominations Committee are appended hereto as appendix.
2. Extraordinary General Meeting approves evaluation of the assessments indicated in clause 1.

§ 2

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

The appendix to the resolution of the Extraordinary General Meeting, will be disclosed to the public after the candidates are proposed by eligible shareholders and their suitability is assessed by the Nominations Committee.

re. item 6 of the agenda

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, [...] shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office, effective from 1 August 2023.

§ 2

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

re. item 6 of the agenda

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

(draft)

re. setting the remuneration of the Supervisory Board members

Pursuant to art. 392 §1 of the Commercial Companies Code as well as bearing in mind the following:

- having regard to Guidelines of European Banking Authority EBA/GL/2015/22 on sound remuneration policies under Articles 74(3) and 75(2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013, and in particular its clause 171, according to which members of the supervisory function should be compensated only with fixed remuneration,
- having regard to (issued on the basis of Article 9f(1) of the Banking Law Act of 29 August 1997) Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management and internal control system and remuneration policy in banks, and in particular its § 25,
- having regard to "Rules of Corporate Governance for Supervised Institutions", issued by KNF (Polish Financial Supervision Authority) dated 22 July 2014, adopted by Resolution no. 29 of Bank's Annual General Meeting on 23 April 2015, and in particular its § 28,
- having regard to Remuneration policy for Santander Bank Polska S.A. Supervisory Board Members, adopted by Resolution of Bank's Annual General Meeting dated 27 April 2022,

the following Resolution is adopted:

§ 1

1. Subject to clause 4, the following remuneration per month is set for:
 - 1) the Chairman of the Supervisory Board domiciled in Poland – 26 700 PLN,
 - 2) the Chairman of the Supervisory Board not domiciled in Poland – 6 000 euro,
 - 3) Supervisory Board members domiciled in Poland – 16 000 PLN,
 - 4) Supervisory Board members not domiciled in Poland – 3 600 euro.
2. Subject to clause 4, irrespective of the remuneration specified in section 1 the following additional remuneration is set for the members of the Supervisory Board who are members of individual Committees at the Supervisory Board. The remuneration is paid for participation in each meeting of the Committee:
 - 1) for the Audit and Compliance Committee Chairman domiciled in Poland – 13 400 PLN per meeting,
 - 2) for the Audit and Compliance Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - 3) for the other members of the Audit and Compliance Committee domiciled in Poland – 9 400 PLN per meeting,

- 4) for the other members of the Audit and Compliance Committee not domiciled in Poland – 2 100 euro per meeting,
 - 5) for the Nominations Committee Chairman domiciled in Poland – 6 500 PLN per meeting,
 - 6) for the Nominations Committee Chairman not domiciled in Poland – 1 450 euro per meeting,
 - 7) for the other members of the Nominations Committee domiciled in Poland – 5 400 PLN per meeting,
 - 8) for the other members of the Nominations Committee not domiciled in Poland – 1 200 euro per meeting,
 - 9) for the Remuneration Committee Chairman domiciled in Poland – 6 500 PLN per meeting,
 - 10) for the Remuneration Committee Chairman not domiciled in Poland – 1 450 euro per meeting,
 - 11) for the other members of the Remuneration Committee domiciled in Poland – 5 400 PLN per meeting,
 - 12) for the other members of the Remuneration Committee not domiciled in Poland – 1 200 euro per meeting,
 - 13) for the Risk Committee Chairman domiciled in Poland – 13 400 PLN per meeting,
 - 14) for the Risk Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - 15) for the other members of the Risk Committee domiciled in Poland – 9 400 PLN per meeting,
 - 16) for the other members of the Risk Committee not domiciled in Poland – 2 100 euro per meeting.
3. The additional remuneration is granted to the expert at Audit and Compliance Committee meetings, appointed by the Supervisory Board from its members,, for each participation in the meeting, in the amount of: (i) 9 400 PLN per meeting if the member is domiciled in Poland or (ii) 2 100 euro per meeting if the member is not domiciled in Poland.
4. The following Supervisory Board members shall not be remunerated:
- José García Cantera,
 - José Luís de Mora,
 - Isabel Guerreiro.

§ 2

The Bank will pay the remuneration referred to in §1 by the 10th of the month following the month in which the remuneration was earned.

§ 3

The Annual General Meeting Resolution no. 50 dated 22 June 2020 re. determining the remuneration of the Supervisory Board members shall be repealed.

§ 4

The resolution becomes effective on the day of its adoption.