

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. Amendments to the Annual General Meeting Resolution no. 29 of 19 April 2023 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.
6. Amendments to the Bank's Statute.
7. Presentation of amendments introduced by the Supervisory Board to the Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.
8. Closing the General Meeting.

§ 2

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

item 5 of the agenda

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

(draft)

re: amendments to the Annual General Meeting Resolution no. 29 of 19 April 2023 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 Extraordinary General Meeting resolves as follows:

§ 1

In the Annual General Meeting Resolution no. 29 of 19 April 2023 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, § 1 item 6 shall be read as follows:

"6) The share price of each Own Share cannot be: (i) lower than PLN 50 (say: fifty zloty) and (ii) higher than PLN 1000 (say: one thousand zloty), provided that the share price of one Own Share will be specified as per Article 5 of the MAR and the Standard;"

§ 2

The Resolution shall become effective on the day 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. amendments of the Bank's Statute

§ 1

Pursuant to Article 430 of the Polish Commercial Companies Code, the following amendments to the Bank's Statutes are hereby introduced in § 7 (2)(7a):

1) letter b shall be read as follows:

“b) execution of buy or sell orders for financial instruments for the benefit of the mandating party,”;

2) letter c shall be read as follows:

“c) buying or selling financial instruments on one's own account,”.

§ 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.