

## Draft of the resolutions to be resolved at the Annual General Meeting of Santander Bank Polska S.A. on 18 April 2024

*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 2023.
6. Reviewing and approving the consolidated financial statements of the Santander Bank Polska S.A. Group for 2023.
7. Reviewing and approving the Management Board's report on the Santander Bank Polska S.A. Group activities in 2023 (which includes report on Santander Bank Polska S.A. activities in 2023).
8. Profit distribution, dividend record date, dividend payment date and the decision related to the dividend reserve 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 2023.
11. Approval for the Santander Bank Polska S.A. Supervisory Board's report on its activities in the 2023, report on the examination of: Santander Bank Polska S.A. financial statements for 2023; consolidated financial statements of the Santander Bank Polska S.A. Group for 2023; report on the Santander Bank Polska S.A. Group performance in 2023 including report on Santander Bank Polska S.A. performance in 2023; 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 2023; adoption of the Supervisory Board assessment of compliance with corporate governance rules (including the Corporate Governance Rules for Supervised Institutions) 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 applicable remuneration policy 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. Suitability assessment of the Supervisory Board and the candidates for the Supervisory Board.

14. Appointing the Supervisory Board Members for the new term of office.
15. Appointing the Chairman of the Supervisory Board for the new term of office.
16. Setting Remuneration for Supervisory Board Members.
17. Amendments to the Bank's Statutes.
18. 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.
19. Information on the purchase of own shares to execute Incentive Plan VII.
20. Closing the General Meeting.

§ 2

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

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 2023

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-third /1.01.2023/ and finishing on the thirty first day of December of the year two thousand and twenty-third /31.12.2023/, including:

- 1) statement of financial position prepared as at the thirty first of December two thousand and twenty-third /31.12.2023/ which on the assets and liabilities and equity side shows the amount of PLN 252,401,201 k,
- 2) income statement for the accounting year from the first of January two thousand and twenty-third /1.01.2023/ until the thirty first of December two thousand and twenty-third /31.12.2023/ which shows profit-after-tax in the amount of PLN 4,672,978 k,
- 3) statement of comprehensive income for the accounting year from the first of January two thousand and twenty-third /1.01.2023/ until the thirty first of December two thousand and twenty-third /31.12.2023/ which shows total comprehensive income in the amount of PLN 7,066,117 k,
- 4) statement of cash flows for the accounting year from the first of January two thousand and twenty-third /1.01.2023/ until the thirty first of December two thousand and twenty-third /31.12.2023/ which shows decrease of PLN (791,936) k in the net cash balance,
- 5) statement of changes in equity showing as at the thirty first of December two thousand and twenty-third /31.12.2023/ the equity of PLN 29,485,497 k,

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 2023**

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-third /1.01.2023/ until the thirty first day of December of the year two thousand and twenty-third /31.12.2023/, including:

- 1) consolidated statement of financial position prepared as at the thirty first of December two thousand and twenty-third /31.12.2023/ which on the assets and liabilities and equity side shows the amount of PLN 276,651,885 k,
- 2) consolidated income statement for the accounting year from the first of January two thousand and twenty-third /1.01.2023/ until the thirty first of December two thousand and twenty-third /31.12.2023/ which shows profit-after-tax in the amount of PLN 4,947,829 k (of which PLN 116,722 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-third /1.01.2023/ until the thirty first of December two thousand and twenty-third /31.12.2023/ which shows total comprehensive income in the amount of PLN 7,453,923 k (of which PLN 161,737 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-third /1.01.2023/ until the thirty first of December two thousand and twenty-third /31.12.2023/ which shows increase in net cash balance of PLN 82,154 k,
- 5) consolidated statement of changes in equity showing as at the thirty first of December two thousand and twenty-third /31.12.2023/ the amount of PLN 33,691,018 k,

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 2023, 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 2023 (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, record date, dividend payment date and decision on Dividend Reserve created pursuant to  
resolution no. 6 of the Annual General Meeting of 22 March 2021

Pursuant to Article 395 § 2(2), Article 348 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' Annual General Meeting hereby distributes the Bank's net profit earned in the accounting year from 1 January 2023 to 31 December 2023 in the amount of PLN 4,672,978,361.27 as follows:
  - PLN 3,504,071,577.06 – to be allocated to the dividend for the shareholders,
  - PLN 87,042,000.00 – to be allocated to the capital reserve;
  - PLN 1,081,864,784.21 – to be kept undistributed.
2. The Annual General Meeting hereby decides that PLN 1 056 637 506,76 out of the 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**) be allocated to the dividend for the shareholders.
3. Pursuant to Article 349 § 1 of the Commercial Companies Code and § 50(4) of the Bank's Statutes, and based on Management Board resolution no. 227/2023 of 16 November 2023 and Supervisory Board resolution no. 144/2023 of 16 November 2023, on 29 December 2023, the Bank paid interim dividend of PLN 2,375,901,550.50 (**Interim Dividend**) to shareholders. 102,189,314 (say: one hundred two million, one hundred eighty nine thousand and three hundred fourteen) series A, B, C, D, E, F, G, H, I, J, K, L, M, N and O shares gave entitlement to the Interim Dividend. The Interim Dividend per share was PLN 23.25 and the record date for the Interim Dividend was 22 December 2023.
4. The Interim Dividend was paid from the Dividend Reserve created by force of resolution no. 6/2021 to which part of net profit earned by the Bank in the accounting year from 1 January 2022 to 31 December 2022 was allocated by force of the Annual General Meeting's resolution no. 6 of 19 April 2023 and it does not reduce the dividend to be paid out to the shareholders in line with §1(1) and (2) and § 2.

§ 2

1. 102,189,314 (say: one hundred two million, one hundred eighty nine thousand and three hundred fourteen) series A, B, C, D, E, F, G, H, I, J, K, L, M, N and O shares give entitlement to the dividend to be paid out from profit earned in 2023 and from the Dividend Reserve (**Dividend**). The Dividend amount is PLN 4,560,709,083.82 (of which PLN

3,504,071,577.06 represents 74.99% of the net profit earned in 2023 and PLN 1,056,637,506.76 represents the amount allocated from the Dividend Reserve).

2. The Dividend referred to in item §2(1) is PLN 44.63 per share.
3. The Dividend record date is 16 May 2024.
4. The Dividend will be paid out on 23 May 2024.

### § 3

This resolution becomes effective on the day of its adoption.

## Recommendation of the Bank's Management Board regarding proposed 2023 profit distribution

The arguments supporting the proposal are presented below.

As at 31 December 2023, the capital ratios were as follows:

- Tier 1 capital ratio of 19.62% and 17.18% for the Bank and the Bank's Group, respectively;
- total capital ratio of 21.24% and 18.56% for the Bank and the Bank's Group, respectively.

Based on the status as at 31 December 2023 (the Bank's quarterly data on own funds and monthly data on receivables portfolio), the Bank met the basic criteria defined in the Polish Financial Supervision Authority's guidance of 14 December 2023 on the dividend policy of commercial banks for 2024 to pay a dividend up to 50% of its net profit earned in the period from 1 January 2023 to 31 December 2023. Additionally, after factoring 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 was increased to 75% in view of the Bank's sound credit quality.

At the same time, the Bank's receivables arising from unsecured 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, in the individual recommendation addressed to the Bank, the KNF informed the Bank that it met the requirements to pay out 75% of its net profit for 2023 in the form of a dividend, whilst the maximum payment cannot exceed the amount of the annual profit reduced by the profit earned in 2023 already allocated to own funds. The Bank hereby explains that it has not allocated to own funds any amount out of the profit earned in 2023.

Additionally, the KNF has informed the Bank about its positive stance on the possibility to pay out the amount of PLN 1,056,637,506.76 out of the Dividend Reserve, equivalent to 50% of the profit earned in the period from 1 January 2019 to 31 December 2019.



*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 1.01.2023 to 31.12.2023.

§ 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 1.01.2023 to 31.12.2023.

§ 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 01.01.2023 to 31.12.2023.

§ 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. Artur Głębowski, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 14.11.2023 to 31.12.2023.

§ 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 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. Maria Elena Lanciego Pérez, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 1.01.2023 to 31.12.2023.

§ 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 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 1.01.2023 to 31.12.2023.

§ 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 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 1.01.2023 to 31.12.2023.

§ 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

Ms. Magdalena Proga-Stępień, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 4.04.2023 to 31.12.2023.

§ 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 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 1.01.2023 to 31.12.2023.

§ 2

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

RESOLUTION No. 16  
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 1.01.2023 to 31.12.2023.

§ 2

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

RESOLUTION No. 17  
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 1.01.2023 to 31.12.2023.

§ 2

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

*re: item 10 of the agenda*

RESOLUTION No. 18  
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 2023

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 2023 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. 19**  
**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**

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 and item 8.9 of the KNF's Recommendation Z,

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 1.01.2023 to 31.12.2023, report on the examination of: Santander Bank Polska S.A. financial statements for 2023; consolidated financial statements of the Santander Bank Polska S.A. Group for 2023; report on the Santander Bank Polska S.A. Group performance in 2023 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 2023; 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 2023 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



Annual General Meeting, based on Supervisory self-assessment, constituting appendix no. 2 hereto and based on the regulations available on the Bank's website, assesses that the Bank's internal regulations concerning the Supervisory Board's operation are adequate and ensure its effectiveness.

#### § 4

Taking into account the Santander Bank Polska S.A. Supervisory Board's report on its activities in the period from 1.01.2023 to 31.12.2023 (appendix no. 1 hereto) and the self-assessment referred to in point I.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 2023, constituting appendix no. 3 hereto.

#### § 5

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. 20  
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 01.01.2023 to 31.12.2023.

§ 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. 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 01.01.2023 to 31.12.2023.

§ 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 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 1.01.2023 to 31.12.2023.

§ 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. Adam Celiński, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.08.2023 to 31.12.2023.

§ 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 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 1.01.2023 to 31.12.2023.

§ 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 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 1.01.2023 to 31.12.2023.

§ 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. 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 01.01.2023 to 31.12.2023.

§ 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 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 1.01.2023 to 31.12.2023.

§ 2

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

RESOLUTION No. 28  
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 1.01.2023 to 31.07.2023.

§ 2

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

RESOLUTION No. 29  
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 1.01.2023 to 31.12.2023.

§ 2

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

RESOLUTION No. 30  
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 1.01.2023 to 31.12.2023.

§ 2

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

*re. item 13 of the agenda*

RESOLUTION No. 31  
of the Annual 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 candidates for the Supervisory Board Members and collective suitability assessments of Supervisory Board, carried out: on 20 March 2024 are appended hereto as appendix.
2. Annual 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 draft resolution of the Annual General Meeting is attached in the separate file.*



*item 14 of the agenda*

**RESOLUTION No. 32**  
**of the Annual 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, Ms. Dominika Bettman shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 33**  
**of the Annual 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, Mr. José García Cantera shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 34**  
**of the Annual 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, Mr. Adam Celiński shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 35**  
**of the Annual 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, Ms. Danuta Dąbrowska shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 36**  
**of the Annual 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, Mr. Antonio Escámez Torres shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 37**  
**of the Annual 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, Ms. Isabel Guerreiro 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 July 2024.

§ 2

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

**RESOLUTION No. 38**  
**of the Annual 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, Ms. Kamilla Marchewka-Bartkowiak shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 39**  
**of the Annual 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, Mr. José Luís de Mora shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 40**  
**of the Annual 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, Mr. Tomasz Sójka shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION No. 41**  
**of the Annual 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, Mr. Jerzy Surma 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 July 2024.

§ 2

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

*item 15 of the agenda*

RESOLUTION No. 42  
of the annual general meeting of Santander Bank Polska S.A.

*(draft)*

**re. appointing the Chairman of the Supervisory Board**

Pursuant to § 25 (1) of the Bank's Statutes, it is hereby resolved as follows:

§ 1

Mr. Antonio Escámez Torres is hereby appointed as the Chairman of the Supervisory Board of Santander Bank Polska S.A. from among the Members of the Supervisory Board.

§ 2

This resolution shall become effective upon its adoption.

re. item 16 of the agenda

**RESOLUTION No. 43**  
**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 10<sup>th</sup> of the month following the month in which the remuneration was earned.

#### § 3

The Extraordinary General Meeting Resolution no. 5 dated 20 July 2020 re. determining the remuneration of the Supervisory Board members shall be repealed.

#### § 4

The resolution becomes effective on the day of its adoption.



re. item 17 of the agenda

**RESOLUTION No. 44**  
**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 § 7 of the Bank's Statute are introduced:

- 1) in clause 1 item 10 shall be repealed;
- 2) in clause 2:
  - a) items 1 and 2 shall be repealed,
  - b) in item 7:
    - letter a shall be read as follows:

“a) performing activities consisting in acquisition of brokerage customers or prospective brokerage customers or activities within the scope by the investment firm and equivalent to investment advisory with regard to structured deposits, acquisition of holders or potential holders of structured deposits, activities related to making brokerage agreements, agreements for activities equivalent to investment advisory performed by the investment company in respect of structured deposits, agency agreements for making structured deposit agreement/s or facilitating performance of such agreements, including in the capacity of the investment firm's agent,”,
    - letter g shall be read as follows:

“g) providing leasing, factoring and forfaiting services,”,
    - letter i shall be read as follows:

“i) performing activities, as requested by the Minister of Treasury and set forth in the Act of 30 August 1996 on commercialization and certain employee rights,”,
  - c) in item 7a:
    - letter a shall be read as follows:

“a) reception and transmission of orders to buy or sell financial instruments;”,
    - letter e shall be read as follows:

“e) offering financial instruments;”,
    - letter f shall be read as follows:

“f) providing services under underwriting agreements or any other similar agreements regarding financial instruments;”,
  - d) item 7b shall be read as follows:

“7b) performing brokerage activities, i.e.;

    - a) reception and transmission of orders to buy or sell financial instruments;

- b) execution of orders referred to in item a) to the account of the ordering party;
  - c) acquiring and disposing of financial instruments on own account;
  - d) providing investment advisory;
  - e) offering financial instruments;
  - f) providing services under underwriting agreements or any other similar agreements regarding financial instruments;
  - g) safekeeping or registering financial instruments, including keeping securities accounts, derivative accounts, omnibus accounts or monetary accounts, and keeping a record of financial instruments;
  - h) corporate advisory services with regard to the capital structure, business strategy or other aspects related to such structure or strategy;
  - i) advisory and other services related to mergers, demergers and acquisitions;
  - j) providing foreign-exchange services when connected with investment services as stipulated in items a-f.
  - k) preparing investment analyses, financial analyses and other general recommendations concerning transactions in financial instruments;
  - l) providing additional services concerning underwriting agreements;
  - m) maintenance of shareholder registers;
  - n) provision of agent, payment agent and documentary agent services;"
- e) items 8, 9 and 10 shall be repealed,
  - f) item 13 shall be read as follows:
    - "13) providing services related to maintenance of investment fund or foreign fund participant registers, including in particular: administration of participants and management of participant instructions as requested by the fund or fund manager; data storage and archiving at the request of the fund or fund manager."
  - g) item 16 shall be repealed,
  - h) item 18 shall be added in the following reading:
    - "18) providing distribution services within the meaning of the Act of 27 May 2004 on investment funds and management of alternative investment funds."

## § 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. 45  
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, in the Bank's Statute item 3 in § 7 clause 2 shall be repealed.

§ 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. 46  
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 paid 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 2025, including the cost of the purchase, is PLN 87,042,000 (say: eighty seven million and forty two 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 2025 and 31 December 2025, no more than 326,000 (say: three hundred and twenty six thousand) Own Shares representing 0.32% of the total number of votes and 0.32% 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 2024 and for years 2022-2023 (in the form of Own Shares) to pre-defined Plan Participants and to be paid out in 2025;
- 6) The share price of each Own Share cannot be: (i) lower than PLN 50 (say: fifty zloty) and (ii) higher than PLN 1,000 (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;
- 7) The Management Board's authorisation to purchase Own Shares covers the period: 1 January 2025 – 31 December 2025;
- 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 87,042,000 (say: eighty seven million and forty two 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 2025.

#### § 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.