

**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:
  - a) item 10 shall be repealed,
  - b) item 15 shall be read as follows:

"15) performing operations related to the issue of securities, including conducting business consisting in:

    - a) performing activities as part of the issue agent service consisting in the verification of: documents, completeness of documentation and statements and representations, compliance of securities and their issuer with the conditions for registration in the depository, and in the conclusion, on behalf of the issuer, of an agreement the subject of which is this registration;
    - b) providing payment agent services;
    - c) providing documentation agent services;"
- 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  - a) items 1 and 2 shall be repealed,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    - letter i shall be repealed,
  - 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;"
- e) items 8, 9 and 10 shall be repealed,
- f) item 13 shall be read as follows:  
"13) as requested by investment funds, foreign funds or entities managing these funds, providing services which consist in performing activities stipulated by law (including regulations on discharging tax obligations and anti-money laundering and counter-terrorist financing obligations), accepting instructions and orders as part of special schemes based on funds or as part of IKE/IKZE-type programmes, as well as services consisting in archiving and storing data, including documents of fund participants,"
- 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.