

## Amended and new provisions of the Statutes of Santander Bank Polska S.A.

Resolution number	Editing unit	Current wording	Proposed wording
44	§ 7(1)(10)	10) performing term financial transactions,	(repealed)
44	§ 7(1)(15)	15) performing operations related to the issue of securities;	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;
44	§ 7(2)(1)	1) taking up or acquiring shares and rights to shares of another corporate entity and contributions to limited partnerships or limited joint stock partnerships, or units investment funds and making contributions to limited liability companies within the limits specified by the Banking Law Act,	(repealed)
44	§ 7(2)(2)	2) raising liabilities related to the issue of securities,	(repealed)
45	§ 7 (2) (3)	3) trading in securities in the Bank's own account or at the request of third parties	(repealed)
44	§ 7(2)(7)(a)	a) performing the function of an investment firm's agent,	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,

44	§ 7(2)(7)(g)	g) providing leasing, factoring and forfeiting services as well as stand-by and firm commitment underwriting,	g) providing leasing, factoring and forfeiting services,
44	§ 7(2)(7)(i)	i) performing activities, as requested by the Minister of Treasury and set forth in the Act of 30 August 1996 on commercialization and privatization of state owned enterprises,	(repealed)
44	§ 7(2)(7a)(a)	a) accepting and executing orders to purchase or sell the following non-publicly traded instruments: participations in undertakings for collective investments and non-treasury debt instruments issued under the Bonds Act or the Civil Code, including municipal bonds, corporate bonds and short-term debt instruments;	a) reception and transmission of orders to buy or sell financial instruments;
44	§ 7(2)(7a)(e)	e) offering securities issued by the State Treasury and the National Bank of Poland, including non-publicly traded instruments: participations in undertakings for collective investments other than securities, money market instruments, derivatives, including options, forwards, swaps, contracts for difference and securities including municipal bonds, corporate bonds and short-term debt instruments;	e) offering financial instruments;
44	§ 7(2)(7a)(f)	f) providing services under the existing agreements on underwriting for investment purposes or underwriting for distribution purposes as well as under other similar agreements relating to securities as defined by the Act on Trading in Financial Instruments, excluding the securities not covered by the Act on Public Offer and the Conditions for Admitting Financial Instruments to the Stock Exchange and on Publicly Traded Companies;	f) providing services under underwriting agreements or any other similar agreements regarding financial instruments;
44	§ 7(2)(7b)	7b) performing brokerage activities;	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;

			<ul style="list-style-type: none"> <li>f) providing services under underwriting agreements or any other similar agreements regarding financial instruments;</li> <li>g) safekeeping or registering financial instruments, including keeping securities accounts, derivative accounts, omnibus accounts or monetary accounts, and keeping a record of financial instruments;</li> <li>h) corporate advisory services with regard to the capital structure, business strategy or other aspects related to such structure or strategy;</li> <li>i) advisory and other services related to mergers, demergers and acquisitions;</li> <li>j) providing foreign-exchange services when connected with investment services as stipulated in items a-f.</li> <li>k) preparing investment analyses, financial analyses and other general recommendations concerning transactions in financial instruments;</li> <li>l) providing additional services concerning underwriting agreements;</li> </ul>
44	§ 7(2)(8)	8) providing sales-related services for open pension funds,	(repealed)
44	§ 7(2)(9)	9) performing the function of a custodian as specified in regulations on organisation and functioning of pension funds,	(repealed)
44	§ 7(2)(10)	10) performing the function of a custodian as specified in regulations on organisation and functioning of investment funds,	(repealed)
44	§ 7(2)(13)	13) providing services related to maintenance of investment fund participant registers, including especially: management of participant instructions and registers, management of direct payments, management of distributor register and agency in settlements with them, dealing with complaints and correspondence with customers of the funds, providing data from the transaction register to duly authorised bodies, data archiving, providing software to distributors and its	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

		maintenance, administrative service of bank accounts owned by funds,	storing data, including documents of fund participants,
44	§ 7(2)(16)	16) keeping share registers for companies pursuant to agreements signed with such companies,	(repealed)
44	§ 7(2)(18)	(none)	18) providing distribution services within the meaning of the Act of 27 May 2004 on investment funds and management of alternative investment funds.